

**AMENDMENT TO COMMITTEE PRINT
OFFERED BY MR. MILLER OF NORTH CAROLINA**

Page 377, after line 16, insert the following new section:

1 **SEC. 1612. OFFICE OF THE ORGANIZATIONAL OMBUDSMAN.**

2 (a) **ESTABLISHMENT.**—

3 (1) **IN GENERAL.**—Each covered financial com-
4 pany shall establish an Office of the Organizational
5 Ombudsman (hereinafter in this section referred to
6 as the “Office”).

7 (2) **CHARTER; PURPOSE.**—The Office shall be
8 established and operated under a charter compliant
9 with existing professional standards (such as the
10 Code of Conduct and Standards of Practice of The
11 International Ombudsman Association or the 2001
12 American Bar Association Standards For The Es-
13 tablishment and Operation of Ombuds Offices) and
14 afford employees, of all levels, a confidential, neu-
15 tral, independent and informal resource to raise
16 issues, seek guidance, consider options and pursue
17 resolution.

18 (3) **HEAD OF OFFICE.**—The Office shall be
19 headed by the Organizational Ombudsman (herein-

1 after in this section referred to as the “Ombuds-
2 man”), who shall be a designated neutral and impar-
3 tial conflict management practitioner, with appro-
4 priate relevant education and experience. The Om-
5 budsman position shall not be staffed as a collateral
6 duty.

7 (b) DUTIES.—The Ombudsman shall—

8 (1) put in place a confidential and informal
9 conflict management process to which employees of
10 every organizational level may convey concerns and
11 seek guidance about all matters, particularly those
12 they believe implicate matters of ethics, compliance,
13 or questionable business practices (fraud, waste,
14 abuse, etc.);

15 (2) be neither an advocate for any individual,
16 nor the covered financial company, but rather will
17 advocate for fair process and organizational improve-
18 ment;

19 (3) act as a source of information and referral,
20 address individuals’ questions, and assist in the reso-
21 lution of concerns;

22 (4) serve as an early warning mechanism and
23 suggest appropriate organizational changes to pre-
24 vent malfeasance and undesired workplace issues
25 and behaviors; and

1 (5) report to—

2 (A) the Chairman of the Board of Direc-
3 tors of the covered financial company;

4 (B) the Chairman of the Audit Committee
5 of the Board of Directors of the covered finan-
6 cial company, if any; and

7 (C) the Chief Executive Officer of the cov-
8 ered financial company.

9 (c) REVIEW.—Not later than the end of the 18-month
10 period after the establishment of an Office pursuant to
11 this section, and annually thereafter, the covered financial
12 company shall have the Office assessed by external profes-
13 sionals to ensure proper structure, performance, and im-
14 pact. Such assessments will be conducted in accordance
15 with best practices so as to not reveal any information that
16 could weaken the Office's capacity to provide confidential,
17 neutral, independent, and informal service.

18 (d) RULEMAKING.—The Corporation shall issue regu-
19 lations to implement the provisions of this section.

