



Anti-Trust Checklist for Industry Business Roundtable Meetings

This anti-trust checklist is for the use of Industry Business Roundtable (IBR) staff and member representatives in conducting IBR-sponsored meetings. The anti-trust laws proscribe unlawful combinations or agreements. Sometimes “agreements” may be inferred from conduct. IBR wants to avoid even the appearance of impropriety, and this is the spirit of these guidelines. Prohibited discussion topics apply equally to social gatherings incidental to the IBR-sponsored meetings.

The Checklist is not exhaustive and does not address anti-trust issues relating to activities other than IBR-sponsored meetings. Participants in IBR meetings should be thoroughly familiar with the IBR Anti-Trust Policy.

DO

Do ensure strict performance in areas of:

OVERSIGHT / SUPERVISION:

Have an IBR staff representative at each IBR-sponsored meeting (unless the appropriate IBR Representative has authorized an exception.

Limit meeting discussions to agenda topics (unless additional topics have been approved by the appropriate IBR staff representative); and

Provide each member company representative and IBR staff representative attending a sponsored meeting with a copy of this checklist and have a copy available for reference at all IBR sponsored meetings.

Consult with an attorney on all anti-trust questions relating to IBR-sponsored meetings.

RECORD KEEPING:

Have an agenda, which accurately reflects the matters, which occur.

Provide agendas to staff representatives for review and approval in advance of distribution; and

Fully describe the purposes and authorities of all task groups, work groups, ad hoc or other standing committee subgroups in the minutes of the appropriate full committee.

VIGILANCE:

Protect against any discussion or meeting activities, which appear to violate this checklist; disassociate yourself from any such discussion or activities and leave any meeting in which they continue.

DO NOT

Do not, in fact or have the appearance to, discuss, or exchange information:

- Individual company prices, price changes, price differentials, markups, discounts, allowances, credit terms, etc.
- Individual company data on costs, production, capacity, inventories, sales, etc.
- Industry pricing policies, price levels, price changes, price differentials, etc.
- Matters relating to actual or potential individual suppliers or customers that may have the effect of excluding them from any market or influencing the business conduct of firms toward them.
- Urge or counsel that participating companies engage in any concerted activity to accomplish any unlawful purpose, i.e., boycotting any company or coercing a company to take some desired action.
- Discuss matters that may be trade secrets or confidential to any company, i.e., do not engage in “off the record” comments or state matters “not to be repeated out of this room.”
- Do not propose secret or “rump” sessions after the official meeting is adjourned to discuss matters that cannot lawfully be discussed at the official meeting.
- Do not recommend or sponsor the gathering of statistical data, the publishing of standards, or doing joint research without advance written approval of the Operating Committee of IBR.

The Industry Business Roundtable’s purpose is to educate participating companies, so that every company represented will be better informed and can make its own individual decisions. IBR members are not required to adopt the IBR recommendations or policies.