



Anti-Trust Checklist for Houston Business Roundtable Meetings

This anti-trust checklist is for the use of Houston Business Roundtable (HBR) staff and member representatives in conducting HBR sponsored meetings. Generally, the anti-trust laws proscribe unlawful combinations or agreements. Sometimes “agreements” may be inferred from conduct. HBR 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 HBR sponsored meetings.

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

DO

Do ensure strict performance in areas of:

OVERSIGHT / SUPERVISION:

Have a HBR staff representative at each HBR sponsored meeting (unless an exception has been authorized by the appropriate HBR Representative.

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

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

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

RECORD KEEPING:

Have an agenda which accurately reflect 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:

Protest 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, discuss or exchange information:

- Individual company prices, price changes, price differentials, mark ups, discounts, allowances, credit terms, etc.;
- Individual company data on costs, production, capacity, inventories, sales, etc.;
- Industry pricing policies, prices levels, price changes, price differentials, etc.
- Matters relating to actual or potential individual suppliers or customer that might 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 which may be trade secrets or confidential to any company, i.e. don't 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 which 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 HBR.

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