

Ethikos Volume 37, Number 2. April 01, 2023 On ethics: Gretchen Winter, JD

by Adam Turteltaub, CCEP CHC, and Gretchen Winter, JD

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AT: I must admit that it's both fun and strange doing a formal interview with you, since we go back so long. I first got involved in compliance and ethics in 2000 and met you shortly thereafter. I admit I ended up in the field largely by chance. What led you to the profession?

GW: Once I learned about the field of ethics and compliance, it was of great interest to me. My journey was not a straight line, though! I'm a lawyer, and my first legal experiences were at a law firm representing management in labor, employment, and employee-relations matters. I loved advising and counseling our clients, helping guide them to take action consistent with relevant laws, rules, and regulations. My next position was as an in-house employee relations lawyer with Baxter International Inc. While with the company, I held a variety of roles that allowed me to use my law degree as well as my undergraduate teaching degree. For example, I developed and taught our company's sexual harassment prevention course, facilitated our diversity training programs, and volunteered to be a trainer as the company introduced its new shared values and standards for business ethics in the early 1990s. When Baxter's first vice president of business practices retired, I expressed interest in the position and the general counsel to whom I reported said my employee relations and training experiences, among others, across Baxter's business units, would be a "big plus" in the ethics and compliance role. I was at Baxter for 18 years—about 11 in the business practices role.

AT: You spent 18 years at Baxter and saw a lot of changes in how the ethics profession evolved. I think back and sort of chuckle over the days when people wondered if you could do mandatory ethics and compliance training. Now, no company of size would consider not doing it. What is the genesis of the compliance and ethics program at Baxter?

GW: Several things came together at the same time, though the primary impetus was from Baxter's board of directors. A. Bartlett Giamatti, then a board member at Baxter, urged the development of clearly stated and defined company-wide values. In addition to this direction from the board, there was also a nudge from the government in the form of legal issues with the U.S. Department of Veterans Affairs and the U.S. Office of Foreign Assets Control.

The development and introduction of the shared value was a global effort. One of the seven core values adopted as part of that effort was "integrity," which was the basis for an integrated ethics and compliance program that had the clear support of the board and the company's senior leadership. The code of conduct grew out of a document known as "Baxter's Management Policies," and was titled "Standards for Business Ethics." As we

rolled out the program, first in the United States and then around the world, we realized that “Global Business Practice Standards” was a more descriptive term and we changed the code title—as well as the text and titles of several policies, in the next edition.

AT: What was the initial weighting between ethics and compliance and how had it evolved by the time you left back in 2007?

GW: The business practice program at Baxter focused on implementing the company’s “Standards for Business Ethics” as well as partnering with the legal department, which had primary responsibility for compliance matters. Compliance was expected, and it was the floor for employee actions and behavior. If the law was unclear or the business sought another perspective, the fact that “compliance with law” was incorporated into our standards gave the business practice organization the opportunity to facilitate discussion of these challenging issues through one of the regional business practice committees, the corporate responsibility office, and or the public policy committee of the board of directors. In this way, we were able to balance the shared values objective and compliance objectives.

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