

CRCP Week I: Foundation | July 17 – 22, 2022

Session Descriptions and Learning Objectives

Certified Regulatory and Compliance Professional (CRCP)[®] Program



FINRA[®]

GEORGETOWN
UNIVERSITY
McDonough
SCHOOL of BUSINESS
EXECUTIVE EDUCATION

CRCP Week I: Foundation

Session Descriptions and Learning Objectives

July 17 – 22, 2022

Note: This schedule is subject to change.

Day 1	Sunday
5:00 p.m. – 7:00 p.m.	Registration and Welcome Reception
Day 2	Monday
7:30 a.m. – 8:50 a.m.	Breakfast
8:50 a.m. – 9:00 a.m.	Program Introductions and Logistics
9:00 a.m. – 10:30 a.m.	SESSION 1: Fundamentals of Financial Regulation
10:30 a.m. – 10:45 a.m.	Break
10:45 a.m. – 12:15 p.m.	SESSION 2: Securities Exchange Act I
12:15 p.m. – 1:30 p.m.	Lunch and Group Photo
1:30 p.m. – 3:00 p.m.	SESSION 3: Securities Exchange Act II
3:00 p.m. – 3:15 p.m.	Break
3:15 p.m. – 4:45 p.m.	SESSION 4: Market Structure
4:45 p.m. – 5:00 p.m.	Break
5:00 p.m. – 6:00 p.m.	Group Exercise
6:00 p.m. – 8:00 p.m.	Off-Campus Dinner
Day 3	Tuesday
7:30 a.m. – 8:50 a.m.	Breakfast
8:50 a.m. – 9:00 a.m.	Group Exercise Overview
9:00 a.m. – 10:30 a.m.	SESSION 5: Exempt Offerings and Resales I
10:30 a.m. – 10:45 a.m.	Break
10:45 a.m. – 12:15 p.m.	SESSION 6: Exempt Offerings and Resales II
12:15 p.m. – 1:30 p.m.	Lunch
1:30 p.m. – 3:00 p.m.	SESSION 7: Public Offerings and Civil Liabilities I
3:00 p.m. – 3:15 p.m.	Break
3:15 p.m. – 4:45 p.m.	SESSION 8: Public Offerings and Civil Liabilities II
4:45 p.m. – 5:00 p.m.	Break
5:00 p.m. – 6:00 p.m.	Group Exercise
6:00 p.m. – 8:00 p.m.	Dinner
Day 4	Wednesday
7:30 a.m. – 8:50 a.m.	Breakfast
8:50 a.m. – 9:00 a.m.	Group Exercise Overview

Day 4	Wednesday (continued)
9:00 a.m. – 10:30 a.m.	SESSION 9: Broker-Dealer Regulation: Reg BI and Form CRS
10:30 a.m. – 10:45 a.m.	Break
10:45 a.m. – 12:15 p.m.	SESSION 10: Broker-Dealer Regulation: Books, Records, Reports and Sales Practice Compliance
12:15 p.m. – 1:30 p.m.	Lunch
1:30 p.m. – 3:00 p.m.	SESSION 11: Broker-Dealer Regulation: Financial Responsibility and Managing Risks (Net Capital)
3:00 p.m. – 3:15 p.m.	Break
3:15 p.m. – 4:45 p.m.	SESSION 12: Leadership: Effective Communications Within the Firm
4:45 p.m. – 5:00 p.m.	Break
5:00 p.m. – 6:00 p.m.	Group Exercise
6:00 p.m. – 8:00 p.m.	Dinner and Guest Speaker: Robert Cook, President and Chief Executive Officer, FINRA
Day 5	Thursday
7:30 a.m. – 8:50 a.m.	Breakfast
8:50 a.m. – 9:00 a.m.	Group Exercise Overview
9:00 a.m. – 10:30 a.m.	SESSION 13: Communications with the Public: Advertising and Social Media
10:30 a.m. – 10:45 a.m.	Break
10:45 a.m. – 12:15 p.m.	SESSION 14: Broker-Dealer Regulation: Supervision
12:15 p.m. – 1:30 p.m.	Lunch
1:30 p.m. – 3:00 p.m.	SESSION 15: Broker-Dealer Regulation: Best Execution in Equities and Fixed Income
3:00 p.m. – 3:15 p.m.	Break
3:15 p.m. – 4:45 p.m.	SESSION 16: Assessing and Improving the Corporate Ethical Culture – Leading for Ethical Performance
4:45 p.m. – 5:00 p.m.	Break
5:00 p.m. – 6:00 p.m.	Group Exercise
6:00 p.m. – 8:00 p.m.	Dinner
Day 6	Friday
7:30 a.m. – 8:50 a.m.	Breakfast
8:50 a.m. – 9:00 a.m.	Group Exercise Overview
9:00 a.m. – 10:30 a.m.	SESSION 17: FinTech 101
10:30 a.m. – 10:45 a.m.	Break
10:45 a.m. – 12:15 p.m.	SESSION 18: Pro-Active Management: Emerging Trends in Financial Markets and Regulation
12:15 p.m. – 1:00 p.m.	Lunch
1:00 p.m. – 3:30 p.m.	Assessment

Session Descriptions and Learning Objectives

This intensive week-long program is delivered in partnership with Georgetown University's McDonough School of Business. Taught by business and law school professors from Georgetown University and expert faculty drawn from other universities, financial industry professionals and securities industry regulators, this foundational program leverages case studies, lectures and interactive discussions to foster a broad understanding of the financial services industry and regulations. Following are detailed descriptions, learning objectives and instructor information for each Week I session.

Session 1	Fundamentals of Financial Regulation	
	<p>This session provides an overview of the basic reasons for financial regulation and an overview of the legal framework for securities regulation. The laws highlighted include the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940 and the Investment Advisers Act of 1940. The session also covers the basic structure and purpose of the U.S. government agencies (e.g., SEC, CFTC, OCC, FDIC, Federal Reserve) and self-regulatory organizations (e.g., FINRA, Exchanges) responsible for overseeing the financial services industry.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to understand:</p> <ul style="list-style-type: none">▶ basic reasons for financial regulation, including:<ul style="list-style-type: none">• importance of information asymmetries;• fraud prevention;• consumer protection;• economic growth and stability; and• law enforcement;▶ structure and purpose of U.S. financial regulatory agencies, including:<ul style="list-style-type: none">• SEC, CFTC, OCC, FDIC, Federal Reserve; and• SROs (FINRA, Exchanges); and▶ legal framework, including:<ul style="list-style-type: none">• Securities Act of 1933;• Securities Exchange Act of 1934;• Investment Company Act of 1940; and• Investment Advisers Act of 1940.	<p>Instructor</p> <p>James Angel</p> <p>Associate Professor, Georgetown University's McDonough School of Business, CRCP® Academic Director</p>

Session 2, 3	Securities Exchange Act I and II	
	<p>The Securities Exchange Act of 1934 is a broad and sweeping statute that mainly seeks to promote integrity in process by which shares trade after having been issued. These sessions cover (1) basic corporate disclosure requirements; (2) the many additional requirements (internal controls, audit committees, etc.) imposed by the Sarbanes-Oxley Act in 2002; (3) the creation of strong anti-manipulation and antifraud prohibitions that reach well beyond the issuer community; (4) Regulation FD’s restrictions on selective disclosure; (5) the disclosure and substantive regulation imposed on investors who take large beneficial ownership positions in public companies; and (6) proxy regulation. As time permits, the session also will explore the surprisingly difficult questions involved in assessing whether an instrument is a security in the first place.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • have an appreciation of the SEC as a regulatory agency and the important background into the process of disclosure by public companies and its associated infrastructure; and • “connect the dots” in terms of the ways that the SEC’s approach to disclosure affects the day-to-day work of broker-dealers and other securities professionals. 	<p>Instructor</p> <p>Donald C. Langevoort</p> <p>Thomas Aquinas Reynolds Professor of Law, Georgetown Law School</p>
Session 4	Market Structure	
	<p>This session provides an overview of the structure and regulatory framework for the U.S. securities markets, including their history and how they have evolved. The session also explores the impact of innovation on the markets, such as high-frequency trading and dark pools, including how such innovation can affect market access and capitalization.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • understand why exchanges exist and the network economics underpinning markets; • understand the importance of market data; • understand the regulatory structure of the national market system; and • discuss the impact of advances in technology on trading practices, market access and capitalization. 	<p>Instructor</p> <p>James Angel</p> <p>Associate Professor, Georgetown University McDonough School of Business, CRCP® Academic Director</p>
Session 5, 6	Exempt Offerings and Resales I and II	
	<p>These sessions cover exempt securities offerings and transactions, specifically focusing on Sections 3 and 4 of the Securities Act of 1933, Regulation D exemptions, Regulations A and A+, Regulation S and intrastate offerings. The discussion includes an analysis of the regulatory concept of an accredited investor and how the JOBS Act changes the rules concerning general solicitation in private placements. The sessions also cover the sale of restricted and controlled securities, specifically focusing on the requirements for resale pursuant to SEC Rules 144 and 144A.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • differentiate between the various types of exempt offerings and transactions; • summarize the requirements of private placement and offering exemptions; and • analyze restricted and controlled securities and determine when unregistered securities are eligible for resale. 	<p>Instructor</p> <p>Lisa Fairfax</p> <p>Presidential Professor and Co-Director of the Institute for Law & Economics (ILE), University of Pennsylvania Carey Law School, Presidential Professor, University of Pennsylvania</p>

Session 7, 8**Public Offerings & Civil Liabilities I and II**

These sessions cover the Securities Act of 1933’s requirement that every offer and sale of securities be registered. The sessions focus primarily on the initial public offering process, but they also discuss secondary offerings and shelf offerings. The sessions also cover the underwriting process, disclosure and form filing requirements, prospectuses, and requirements for dealers. Finally, the sessions cover civil liabilities under key provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. In doing so, the sessions focus on who may be held liable, what actions expose offering participants to liability, and the extent of liability in registered securities offerings.

Learning Objectives

After completing this session, you will be able to:

- summarize and apply key securities statutes and rules governing the distribution of securities;
- explain the registration process;
- understand disclosure obligations and review the contents of the prospectus and registration statements; and
- explain the scope of civil liability under securities laws.

Instructor

David Wishnick

Associate Professor of Law,
Georgetown Law School

Session 9**Broker-Dealer Regulation: Reg BI and Form CRS**

This session examines the SEC’s Regulation Best Interest (“Reg BI”) and Form CRS. The session reviews the basic obligations of a broker-dealer and a broker under Reg BI and the related disclosure requirements under Form CRS. The session notes the enhancements that Reg BI made to broker duties under FINRA’s suitability rule. The session also highlights developing practices in this space, including those that have been effective, and areas of regulatory concern.

Learning Objectives

After completing this session, you will be able to:

- have a basic understanding of the obligations of a broker-dealer and a broker under Reg BI and the related Form CRS;
- note the differences between Reg BI’s obligations and those imposed under FINRA’s suitability rule; and
- understand developing best practices in this area and current areas of SEC and FINRA focus and concern as to compliance with Reg BI and Form CRS.

Instructors

James Fanto

Gerald Baylin Professor of
Law, Brooklyn Law School

James Wrona

Vice President and Associate
General Counsel, Office of
General Counsel, FINRA

Session 10**Broker-Dealer Regulation: Books, Records, Reports and Sales Practice Compliance**

This session covers the requirements of broker-dealers to make and keep current books and records relating to the firm’s business under SEC and FINRA rules. It addresses recordkeeping requirements that are tied to specific broker-dealer activities and reporting obligations and that serve as the basis for supervision and regulation of a firm and its associate persons, particularly as to their sales practices. The session also considers the required retention formats for books and records and developments in this area in light of recordkeeping technology. Where possible, the session explores the policies behind the regulatory requirements and their evolution.

Learning Objectives

After completing this session, you will be able to:

- understand the kinds of books and records that must be made and maintained under SEC and FINRA rules, the acceptable retention formats for them and their connection to reporting requirements;
- understand the impact of recent technological trends on recordkeeping formats as well as recordkeeping issues; and
- understand the origin of, and policies behind, the recordkeeping rules and ideas for their reform.

Instructor**James Fanto**

Gerald Baylin Professor of Law, Brooklyn Law School

Session 11**Broker-Dealer Regulation: Financial Responsibility and Managing Risks**

This session covers the broker-dealer financial responsibility rules, with an emphasis on the net capital and customer protection rules. The session also explores the U.S. approach to broker-dealer management of financial and operational risks and how that differs from the approach taken by U.S. banking and foreign financial regulators.

Learning Objectives

After completing this session, you will be able to:

- understand the purpose and elements of the net capital rule, follow and understand issues in the computation of net capital and appreciate the ways in which the SEC and FINRA watch for firms experiencing difficulties in meeting their obligations under the rule;
- understand the purpose and elements of the customer protection rule and its relationship to SIPC; and
- appreciate the value of risk management in broker-dealers today, understand basic best practices in this domain and be aware of regulatory areas of interest.

Instructors**James Fanto**

Gerald Baylin Professor of Law, Brooklyn Law School

Bonnie Gauch, CRCP®

Senior Special Counsel, Office of Chief Counsel, Trading and Markets, U.S. Securities and Exchange Commission

<p>Session 12</p>	<p>Leadership: Effective Communications Within the Firm</p> <p>This session explores how the ubiquitous presence of mobile devices makes focusing messages directly towards the needs of your audience critical. Creating concise and targeted messages that communicate the why and how of compliance contributes to creating a culture of compliance. This session also discusses strategic communication and message development and explores frameworks for developing audience-focused messages and compelling stories.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • provide a framework for organizing and planning messages quickly; • identify a core statement that is audience-focused that can be used to build effective messaging; and • recognize the critical elements necessary for telling an effective story. 	<p>Instructor</p> <p>Jeanine Turner</p> <p>Professor, Georgetown University Communication, Culture, and Technology; Associate Faculty, McDonough School of Business</p>
<p>Session 13</p>	<p>Communications With the Public: Advertising and Social Media</p> <p>How does FINRA regulate broker-dealers’ marketing communications, within the Securities Exchange Act of 1934’s statutory framework? What must broker-dealers do to supervise social media, text messages, and other digital communications? This session covers FINRA, SEC and MSRB standards that govern retail and institutional communications, as well as correspondence, and provides guidance on the regulatory interpretations related to advertising and social media content. The session will also address communications content concerns, approval, supervision, and recordkeeping requirements. Where possible, the session also highlights how regulation addresses the inappropriate uses of psychological pressures in marketing communications.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will:</p> <ul style="list-style-type: none"> • understand the statutory background to advertising regulation; • understand FINRA requirements governing retail and institutional communications and correspondence under FINRA Rule 2210; • understand the advertising regulation issues posed by social media and digital communications, as well as effective practices in these areas; and • have a basic framework for facing new issues in advertising regulation. 	<p>Instructors</p> <p>James Fanto</p> <p>Gerald Baylin Professor of Law, Brooklyn Law School</p> <hr/> <p>Amy C. Sochard</p> <p>Vice President, Advertising Regulation, FINRA</p>

Session 14**Broker-Dealer Regulation: Supervision**

In this session, participants review the legal framework that requires firms to supervise their employees' activities, including the Exchange Act statutory framework and FINRA's supervision and supervisory control rules. Participants also review supervisory tasks and systems, with an emphasis on practical implementation, and tackle issues surrounding the role of compliance and "the supervisor" in relation to other organizational stakeholders. Emphasis is given to practical considerations and takeaways, including supervisory challenges in a remote work environment. Consideration also is given to the social and psychological justifications for compliance and supervision.

Learning Objectives

After completing this session, you will be able to:

- understand the Exchange Act statutes governing supervision and their background;
- understand FINRA's rules governing supervision and supervisory controls;
- outline effective supervisory practices; and
- explain the role of compliance in supervision and understand the definition of a supervisor.

Instructors**James Fanto**

Gerald Baylin Professor of Law, Brooklyn Law School

Kosha Dalal

Vice President and Associate General Counsel, Office of General Counsel, FINRA

Session 15**Broker-Dealer Regulation: Best Execution in Equities and Fixed Income**

This session highlights standards and practices to meet best execution requirements in equities and fixed income products, with a focus on receiving, routing, handling and executing customer transactions to ensure that reasonable care is taken to execute a customer's order in a manner that is the most advantageous for the customer. Also discussed are factors that should be considered as part of a firm's best execution analysis, the SEC's requirements regarding best execution and payment of order flow, FINRA's rule 5310 and other issues related to automated execution.

Learning Objectives

After completing this session, you will be able to:

- ▶ understand Best Execution Requirements under FINRA Rule 5310, including:
 - the methods for achieving and demonstrating best execution for equity securities;
 - the methods for achieving and demonstrating best execution for fixed-income securities; and
 - the impact of payment for order flow on best execution; and
- ▶ understand SEC Rules 605 and 606.

Instructor**James Angel**

Associate Professor, McDonough School of Business, Georgetown University; CRCP® Program Academic Director

Session 16	Assessing and Improving the Corporate Ethical Culture – Leading for Ethical Performance	
	<p>The session explores how to create, foster, and maintain an ethical corporate climate. The following topics will be covered, among others: the principles for managerial/executive ethics; the factors affecting ethical decision-making; rationalizations for ethical breaches; a framework for thinking ethically; and especially establishing organizational due process, fairness, and justice within organizations. This session utilizes intensive and extensive class participation and rigorous interaction among class participants along with the Socratic method of pedagogy.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • identify common ethical issues; • outline ethical decision-making; • delineate standards of professional ethics; and • demonstrate especially how to foster voice and organizational due process within organizations. 	<p>Instructor</p> <p>Douglas McCabe</p> <p>Professor of Management, Georgetown University's McDonough School of Business</p>
Session 17	Fintech101	
	<p>This session provides an overview of financial technology (Fintech) and blockchain evolution and uses case studies to explore how businesses are using new technologies. In addition, the session provides an overview of applicable privacy, security, legal and regulatory issues.</p>	
	<p>Learning Objectives</p> <p>After completing this session, you will be able to:</p> <ul style="list-style-type: none"> • describe the types of technologies the term FinTech encompasses; • understand how businesses may incorporate FinTech into their operation infrastructures; and • outline relevant privacy, security, and regulatory issues applicable to different FinTech initiatives and emerging trends. 	<p>Instructor</p> <p>John Jacobs</p> <p>Former Executive Director and Distinguished Fellow, Center for Financial Markets and Policy, Georgetown University's McDonough School of Business</p>
Session 18	Pro-Active Management: Emerging Trends in Financial Markets and Regulation	
	<p>This session builds on material from previous sessions to provide an overview of emerging trends in the ever-changing financial services industry and how those trends may affect the financial markets in the near future and over time. The session also highlights regulators' responses to emerging trends, including rulemaking and legislative initiatives.</p>	
	<p>Learning Objectives</p> <p>After the completion of this course, you will be able to:</p> <ul style="list-style-type: none"> • synthesize material from previous sessions to identify likely future regulatory initiatives; • understand the SEC's current rulemaking agenda; and • build awareness of U.S. and E.U. legislative initiatives. 	<p>Instructor</p> <p>James Angel</p> <p>Associate Professor, Georgetown University's McDonough School of Business, CRCP® Academic Director</p>

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