

# Public company websites and the regs — best practices for compliance

Mar 06 2012 [Tracy A. Romano](#)

Chief compliance officers and company counsel must be aware of which website rules and regulations are applicable to their companies and perform a periodic review to ensure that the website complies with these rules and regulations. A list of best practices to assist chief compliance officers in keeping their company websites rule-compliant is below, and a list of example documents that are usually found on a company's website follows.



Tracy A. Romano

A company's website is an essential marketing tool. When launching a website, a company painstakingly reviews and critiques its content, with the goal of having the website portray the company in the best possible light for customers, investors, prospective employees and partners and other stakeholders.

When companies go public, they typically perform a thorough legal review of their websites. Public company websites must meet certain legal requirements. The Securities and Exchange Commission (SEC), security exchanges, such as the New York Stock Exchange (NYSE) and the Nasdaq Stock Market, and often a company's corporate governance documents require that companies' websites include certain documents and information. However, since these website posting rules are scattered across various regulatory schemes, once a company goes public, keeping the website in compliance and up to date can be an arduous process.

This article illustrates the type of information that may be required on a company's website and to provide tips to assist in compliance. Certain companies, particularly companies in regulated industries, may be subject to additional rules and regulations concerning website content that are not covered here.

Best practices for a public company's continued compliance with website posting rules include:

1. Have company attorneys review the rules and regulations applicable to the company for website posting requirements, including:
  - The rules and regulations of the SEC and any applicable security exchange;
  - Industry-specific rules and regulations; and
  - All company policies and procedures in place; for example, a company's corporate governance guidelines may contain website posting requirements.
2. Create a chart detailing which website rules are applicable to the company.

WEBSITE REQUIREMENT	SOURCE(s)	COMPANY IN COMPLIANCE
Post the Audit Committee Charter	NYSE Listed Company Manual 303A.07 Audit Committee Additional Requirements Company's Audit Committee Charter, Section 5.2.	Yes, in the "Corporate Governance" link.

3. Identify who within an organization is responsible for the items identified on the website chart. Make sure they understand the rules and execute an alert when something must be added to the website, or if something on the website must be revised.
4. Have the website chart reviewed periodically to ensure that the rules contained therein have not changed and no new requirements need to be added to the chart.
5. Use the website chart to periodically review your company's website for continued compliance.
6. Make sure all documents posted to the website are dated as of the date the document was adopted. This way, if a document (for example, the audit committee charter) is revised, one can ensure that the version on the website is the

## Related content

### News by subject

- ▶ [Data protection and privacy](#)
- ▶ [Record keeping and reporting](#)
- ▶ [Communications and financial promotion](#)
- ▶ [Technology](#)
- ▶ [Browse all subjects](#)

### News by country

- ▶ [United States](#)
- ▶ [View country guides](#)

## Search

Subject browser ➔

Advanced ➔

## Most read articles

- ◆ HSBC's AML function 'chaotic', 'under resourced' and in breach of regulations, High Court hears
- ◆ Insider dealing ring used bank print rooms to scoop £1 million in profits, court hears
- ◆ SARs regime puts banks in 'unenviable' position, High Court hears
- ◆ Short-selling and CDS regulation in EU: Less to nakedness than meets the eye, funds and firms argue
- ◆ UK court rules Lehman Brothers clients can claim cash

## Message boards

Show all messages

- NEW

Price comparison websites

General Discussion

1 post – 1 new (last post Mar 06, 2012)

My personal bugbears with price comparison website...
- Investment Managers and i

General Discussion

5 posts (last post Mar 05, 2012)

As an investment manager, we can often make sizeab...
- Disclaimers

UK and Europe Securities & Investments

6 posts (last post Mar 04, 2012)

I am trying to find where in the handbook it diffe...
- Add a post ➔
- More messages ➔

## Reference Library

- Practitioner's Guide for Broker-Dealers
- The MLRO Handbook
-

most current version.

- MIFID Survival Guide
- The Insurance Practitioner's Guide

What is typically posted to a public company's website?

A list of items typically found on a public company's website is included below, either because the document is required to be posted by an applicable rule or regulation or because it is a matter of good corporate governance to post the document. This list is just a sampling of the types of documents that should be posted to a company's website -- a company's attorneys should be consulted to obtain a thorough list.

1. Filings made with the SEC: The rules of the SEC and stock exchanges require that certain documents filed with the SEC be posted to an issuer's website (for example, the SEC requires that issuers post all Forms 3, 4 and 5 to their websites). However, it is good practice to post all filings made with the SEC.
  - XBRL files: Care should be taken to ensure that all XBRL files -- computer-readable files in the "XBRL" business-information standard -- that have been filed with the SEC are posted to a company's website. This is a relatively new website posting rule. Specifically, the SEC requires that issuers post their XBRL data on their website by the end of the calendar day on the earlier of the date the data is submitted or is required to be submitted. If the electronic filer is not an open-end management company registered under the Investment Company Act of 1940, the XBRL data must remain accessible on that website for at least a 12-month period.
2. Charters for board committees: This is required for NYSE-listed companies and examples include the audit committee, nominating and corporate governance committee and compensation committee
3. Corporate governance guideline: This is required for NYSE-listed companies.
4. Code of business conduct and ethics: This is required for NYSE-listed companies. The SEC requires that an issuer post its Code of Ethics applicable to its principal executive officer, principal financial officer, or principal accounting officer or controller on the website. As an alternative, however, the SEC permits a company to satisfy this rule by including the code of ethics as an exhibit to its annual report or by undertaking in its annual report that it will provide a copy of the code of ethics to any person without charge.

Conclusion

As technology advances and more and more investors and shareholders look to the internet as their main source of information about companies, the rules requiring website disclosure will evolve and expand. This article is not intended to be a comprehensive list for all time, but rather to serve as a starting point for companies to begin their own website review and compliance program.

**KAYE SCHOLER LLP**

*Tracy A. Romano is an Associate in the corporate department of Kaye Scholer. She has experience in mergers, acquisitions and dispositions of U.S. and international, public and private companies; securities matters, including compliance with SEC, NASDAQ and NYSE reporting requirements; corporate governance matters, including counseling and advising publicly-traded companies, boards of directors and various committees of the board; and investment fund matters, including advising investment managers and advisors on commercial and regulatory issues.*

Comment on this article

Subject

Name or pseudonym

Message

Submit Message