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**INDEPENDENT DIRECTOR COUNSELING**

**DIRECTOR AND COMMITTEE REPRESENTATION**

Rogers & Hardin is often retained by independent directors and board committees (including audit and compensation committees) on an ongoing basis to provide a cross-practice range of independent advice with respect to directors' fiduciary duties and other corporate governance matters. Our clients are independent directors of public companies from a variety of industries, ranging in size from small and mid-cap businesses to the largest of Fortune 500 companies.

We apply our experience and expertise in corporate governance matters to provide relevant, direct legal advice on a variety of ongoing issues, such as:

- Internal investigations
- SEC and government investigations or other regulatory investigations
- Strategic planning
- Related-party conflicts
- Responding to activist shareholders
- Evaluating the integrity of management or other company insiders
- Compensation of executives
- Regulatory compliance and the discharge of fiduciary duties
- Director fees
- Service on multiple boards and other issues related to maintaining independence
- Litigation
- Shareholder suits and other shareholder issues
- Executive contracts and termination
- Special considerations associated with service on the board of a financially troubled company
- Development and management of compliance policies

**PRIDE IN INDEPENDENCE, PROFESSIONALISM AND CANDOR**



We take pride in being independent counsel to experienced and sophisticated directors. Providing such services has always been a primary part of our practice, and we are honored that sophisticated business persons routinely turn to us to assist in their decision-making.

We recognize that these representations are largely about relationships. We quickly develop a reputation for candor and professionalism early with all key players. Although our first and foremost duty is to the independent directors we represent, in all dealings we treat every person with professionalism and respect.

### **ADDING VALUE TO DECISION-MAKING**

Through our broad corporate practice, our attorneys have acquired expertise in a cross-practice range of corporate governance matters. We know and understand the complexities of issues faced by directors, and we provide experienced, independent counsel to assist directors in fulfilling their fiduciary duties as they deal with these issues. We are an addition to independent-director decision-making, keeping our clients and other key players aware of the need for a continuous, accurate and defensible record, and providing direct, independent and candid advice.