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CORPORATE GOVERNANCE

Expertise, Service and Value

- Our clients benefit from the depth of our collective knowledge with respect to the ever-changing corporate governance regulatory environment.
- Decision-makers at the companies we advise highly value our direct approach to providing legal services, with includes emphasis on trust, reliability, value, judgment and unwavering dedication to the needs of our clients.

PRACTICAL ADVICE

In recent years, following the passage of the Sarbanes-Oxley Act and changes in stock exchange listing requirements, companies and their directors have recognized more than ever the importance of having solid corporate governance practices in place within their organizations. Our corporate governance practice combines the expertise of lawyers from our corporate, employment, securities, tax and litigation practices in order to provide practical advice and solutions with respect to a multitude of corporate governance issues ranging from routine compliance issues to proxy contests and board investigations.

EXPERIENCE AND EXPERTISE

Our attorneys have extensive experience in advising public companies on the corporate governance requirements of the Sarbanes-Oxley Act as well as complex regulations and rules adopted by the Securities and Exchange Commission, the New York Stock Exchange and NASDAQ. Our lawyers have advised public companies, boards of directors and special committees of directors about their fiduciary duties and other corporate governance matters related to merger and acquisition transactions, conflict of interest transactions, leveraged buyouts, corporate compensation, governmental and regulatory inquiries, claims by whistleblowers and CEO and CFO certifications with respect to financial statements in public company reports. Additionally, we have expertise representing committees tasked to investigate claims of corporate wrongdoing and financial misrepresentation, including backdating of options, to investigate shareholder allegations raised in derivative litigation and to investigate the fairness of proposed corporate transactions.

In addition to the foregoing, we have significant expertise in a wide range of corporate governance matters, including:

- Advising clients regarding corporate governance “best practices” for individual officers and directors, boards of directors and board committees;
- Assisting companies in devising and implementing corporate governance guidelines,

codes of ethics and policies and charters applicable to board committees such as audit committees, nominating and governance committees and compensation committees;

- Counseling companies regarding the composition and responsibilities of boards of directors and board committees, including providing guidance with respect to the recently expanded and specific role that must be satisfied by audit committees;
- Representing companies and boards on matters related to employment and separation agreements;
- Making presentations to and participating in meetings of boards of directors and board committees; and
- Keeping clients informed of potential and actual changes in corporate governance rules.

We recognize that for every client the key to avoiding or mitigating potential problems or penalties is to conduct business in a manner that is compliant with all applicable laws and regulations. For this reason, our lawyers are proactive in their approach and work with clients to adopt the necessary corporate policies and business practices to avoid potential problems and ensure that problems that do arise are identified and addressed promptly.

RECOGNITIONS

- U.S. News - Best Lawyers® "Best Law Firms" Recognizes Rogers & Hardin