# Corporate Governance

## Practices and Industries

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### PRIMARY CONTACTS

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With many public companies and large private and family-owned companies as clients, Haynes and Boone is very experienced in advising independent directors, executive officers, controlling stockholders, stockholder groups and other constituencies on governance issues. Because of our experience in the field of corporate governance, our lawyers are invited to speak at professional seminars and publish articles on governance issues. Haynes and Boone is dedicated to remaining on the cutting edge of best practices and new developments in corporate governance.

### Advising On Corporate Governance

Boards of directors, senior management teams, independent directors, board committees and stakeholder groups turn to Haynes and Boone lawyers for our experience on the following kinds of governance matters

### Director Duties in Making Business Decisions

- Proper due diligence
- Proper deliberation
- Proper use of third-party experts
- Proper preparation of board minutes

### Director Duties in Monitoring and Overseeing the Affairs of the Corporation

- Risk management oversight
- Audit function oversight
- Management conduct oversight
- Executive compensation oversight
- Executive officer termination

### Director Duties in Detecting and Preventing Corporate Wrongdoing

- Effective corporate compliance programs
- Internal investigations
- Enforcement of ethics and legal compliance programs


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- Board composition and operating protocols
- Director self-evaluation protocols
- Classified board structures
- Board compensation issues
- Internal conflicts with a board

**Special Independent Board Committees**

- Interested party transaction committees
- Internal investigation committees
- Derivative litigation disposition committees
- Proper formation and operation
- Proper selection of independent advisors

**Governance Documents**

- Corporate charter and bylaws
- Board committee charters
- Codes of conduct
- "Whistleblower" procedures
- Governance principles

**Takeover Controversies**

- Proxy contest strategies
- Hostile tender offer strategies
- Director fiduciary duties

**Shareholder Activism**

- Responsive strategies to activist's demands

**Stockholder Meetings**

- Bylaw provisions governing stockholder meetings
- Meeting preparation
- Election of director protocols
- Proxy solicitation and compliance

**Sarbanes-Oxley Act Compliance**


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- Officer certifications
- Internal controls certification
- Whistleblower issues
- Disclosure controls and procedures
- Board self evaluations
- Board independence standards
- Stock exchange listing requirements relating to internal affairs of the corporation

**Stock Exchange Governance Requirements**

- Compliance issues
- Director independence standards
- Board committee issues

**Protecting Directors Against Personal Liability**

- D&O insurance safeguards
- Indemnification safeguards
- Exculpatory charter provision safeguards
- Board training programs on director conduct

**Close Corporations**

- Sale of control issues
- Oppression of minority stockholders
- Stockholder buy-sell agreements
- Stockholder voting agreements

Our corporate governance practice includes experienced attorneys from numerous practice groups, including corporate, securities, litigation, tax, labor/employment, and corporate restructuring practices. We tailor our advice to the specific circumstances of our clients. We also regularly provide pertinent training seminars to Boards, special committees and executive management regarding corporate governance issues.


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