

Practice Contact

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Corporate Governance and Fiduciary Duties

In conjunction with our general corporate practice, our lawyers regularly counsel clients regarding corporate governance and compliance programs, directors and officers (D&O) insurance coverage, and internal investigations. Our clients include both public and private, and for-profit and not-for-profit, companies. We also regularly advise boards of directors, regular board committees, and special committees regarding fiduciary duty and indemnification issues, particularly under Ohio's protective corporate statute and under the Delaware General Corporation Law.

Although the Sarbanes-Oxley Act of 2002 and the corporate governance standards of NYSE, Nasdaq, and AMEX are now several years old, the SEC and the PCAOB promulgate new rules and standards on an ongoing basis. Some of these new standards are related directly to Sarbanes-Oxley, some are inspired by that statute, and others are in response to corporate governance issues that have been the subject of special media or governmental attention. Recent initiatives, for example, address issues related to internal controls, executive compensation, corporate governance, and shareholder initiatives such as "majority voting." Our lawyers continuously monitor these developments and keep our clients abreast of them. We also assist our clients in maintaining and updating, when appropriate, their codes of ethics, corporate governance guidelines, committee charters, and compliance programs.

In takeover situations, whether friendly or not, we advise our clients on the applicable takeover provisions under state law, their fiduciary obligations as directors or officers, and, if applicable, appropriate takeover defenses. For our public company clients, we also address the applicable tender offer, proxy, and related rules and regulations of the SEC under the Securities Exchange Act of 1934.