

## Services

### Corporate Governance

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We help our clients manage governance and compliance costs and minimize enforcement risks. We have considerable experience in advising our clients on a broad range of governance matters, including:

- Advising boards of directors and board committees with respect to their fiduciary duties under Ohio and Delaware law
- Preparing for and responding to takeover efforts for Ohio and Delaware corporations, with notable experience involving the Ohio anti-takeover statutes
- Preparing for and responding to shareholder activism (proxy contests, shareholder proposals and informal demands)
- Preparing and updating governance documents (such as charters, bylaws, governance guidelines, committee charters, insider trading policies, whistleblower policies and codes of conduct and ethics) to address the constantly evolving regulatory environment and reflect best practices
- Developing governance compliance and training programs and providing governance training seminars to directors and officers
- Facilitating board of director and board committee self-evaluations
- Improving corporate governance ratings from proxy advisory firms
- Providing assistance in structuring and conducting internal investigations and managing crises
- Complying with NYSE and NASDAQ governance requirements (such as director independence standards, board and board committee requirements and general compliance matters)
- Complying with the Sarbanes-Oxley Act, the Dodd-Frank Act, Regulation FD, and related SEC rules and regulations
- Implementing director and officer liability protections (including director and officer insurance coverage and charter indemnification provisions) and advising on statutory indemnification protections

Additionally, certain of our attorneys have served as in-house General Counsel at public and private companies and bring this invaluable experience to our clients.

## News

News, 1.2.2023

Smith Selected for the FDCC Ladder Down Cleveland Class of 2023

3.9.2022

Vorys Advises American Nitrile in Connection with Investment by Orion Infrastructure Capital

News, 1.4.2022

More Than 40 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars Lists

News, 8.10.2021

Experienced In-House General Counsel Joins Vorys; Corporate Group

News, 10.11.2019

Vorys Advises Worthington Industries, Inc. in Acquisition of Heidtman Steel Products, Inc. Facility Located in Cleveland, Ohio

News, 5.9.2019

Havens and Workman on Shortlist for the Chambers Diversity and Inclusion Awards: USA 2019

News, 8.15.2018

More Than 100 Vorys Attorneys Named to 2019 Best Lawyers in America® List

News, 11.20.2015

Brandt Featured in *Columbus Business First* Who to Know in Law List

News, 1.27.2015

Miller Quoted in *Compliance Week* Story Titled "Focus on Equity Pay Plans This Proxy Season"

News, 12.7.2012

Vorys Mentioned in *American Banker* Story Entitled "DCB in Ohio Completes \$13.2 Million Capital Raise"

News, 8.23.2012

126 Vorys Attorneys included in the 2013 *The Best Lawyers in America*® List

News, 11.9.2011

Brandt quoted in *Corporate Board Member* article on stock buyback programs

News, 11.1.2011

Vorys Ranked a "Best Law Firm" in 26 National and 47 Metropolitan Categories in *U.S. News - Best Lawyers* List

News, 6.23.2009

Vorys announced as title sponsor of INVESTOhio equity conference

## Publications

[Client alert, 6.17.2020](#)

Continuity Planning in the COVID-19 Era

[Client alert, 5.20.2020](#)

Monitoring and Oversight in the COVID-19 Era

[Client alert, 4.20.2020](#)

Virtual Board Meetings And Risk Mitigation During COVID-19

[Authored article, Spring 2017](#)

Time Again for a Governance “Tune-up”

[Client alert, 8.27.2014](#)

*Client Alert:* Appellate Court Affirms Newcomer Trial Victory; Implications for Ohio Trustees

[Client alert, 11.21.2012](#)

*Securities Alert:* ISS Issues 2013 U.S. Corporate Governance Policy Updates

[Client alert, 10.3.2012](#)

*Securities Alert:* NYSE Amends Rule Filing To Correct Effective Dates of Compliance with New Compensation Committee and Compensation Adviser Independence Standards

[Client alert, 10.1.2012](#)

*Securities Alert:* NYSE, NASDAQ Propose Rules Regarding Compensation Committee and Adviser Independence

[Client alert, 8.27.2012](#)

*Client Alert:* The SEC’s Final “Conflict Mineral” Rule Has Been Adopted and Will Impact Companies Whose Products Contain Tin, Tantalum, Tungsten and Gold

[Client alert, 6.26.2012](#)

*Securities Alert:* New SEC Rule and Disclosure Requirements Adopted Governing Compensation Committees

[Client alert, 1.26.2012](#)

*Securities Alert:* NYSE Eliminates Uninstructed Broker Voting on Certain Corporate Governance Issues

[Client alert, 11.22.2011](#)

*Client Alert:* The New District of Columbia Nonprofit Corporation Act of 2010 Takes Effect on January 1, 2012 – Are Your Governance Documents in Order?

[Authored article, 1.26.2011](#)

Balancing the Risks and Rewards of Incentive Compensation:

[Preparing for Bank Examinations after the Interagency Guidance on Incentive Compensation Practices](#)

**Client alert, 1.14.2011**

*Client Alert:* Treasury Releases Application Materials, Term Sheets and Underwriting Standards for Tier 1 Capital Investments out of the Small Business Lending Fund

**Client alert, 7.19.2010**

*Securities Alert:* Passage of Dodd-Frank Bill

**Client alert, 6.30.2010**

*Securities Alert:* Public Company Impact of Dodd-Frank Bill

**Client alert, 3.17.2010**

*Securities Alert:* SEC Adopts Amendments to E-Proxy Rules to Increase Shareholder Participation in the Voting Process

**Client alert, 12.22.2009**

*Securities Alert:* Newly Adopted Proxy Disclosures Address Risk Oversight, Compensation and Corporate Governance Matters

**Client alert, 6.2009**

*Securities Alert:* SEC Proposes New Proxy Access Rules To Facilitate Shareholder Director Nominations

**Client alert, 6.16.2009**

*Securities Alert:* Obama Administration Announces Support for Say on Pay Legislation

**Client alert, 6.2009**

*Securities Alert:* SEC Votes to Propose Proxy Statement Access for Shareholder Nominees

## Speaking Engagements

**Event, 12.13.2022**

Webinar: Understanding the SEC's New Pay Versus Performance Rules

**9.6.2018**

2018 Midwest Strategic Options Conference

**12.8.2017**

Preparing for the 2018 Proxy and Annual Reporting Season

**11.16.2017**

SEC Hot Topics Institute, 2017, Cleveland, OH

**6.8.2017**

KPMG/Vorys Directors Roundtable - Role of the Board in Assessing the Impact of the Trump Administration's Policy Initiatives

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

6.9.2016

KPMG/Vorys Directors Roundtable - How High-Impact Boards are Connecting Dots and Delivering Value

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

5.13.2016

Annual General Meeting of the International Alliance of Law Firms

11.19.2015

SEC Hot Topics Institute, 2105, Cleveland, OH

1.30.2015

Preparing for the 2015 Proxy and Annual Report Season -- Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.23.2015

Preparing for the 2015 Proxy and Annual Report Season -- Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.24.2014

Preparing for the 2014 Proxy and Annual Report Season

8.15.2013

2013 Association of Corporate Counsel Back to School Symposium: "Fiduciary Duties of Directors and Officers Under Texas Law"

7.28.2013

Ohio Bankers League, Illinois League of Financial Institutions and West Virginia Bankers Association Joint Convention

5.15.2013

Advising Corporate Directors and Officers Seminar

Hosted by the Ohio State Bar Association

1.31.2013

Preparing for the 2013 Proxy and Annual Report Season--Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.25.2013

Preparing for the 2013 Proxy and Annual Report Season--Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

10.9.2012

2012 OAPCS 6th Annual State Conference: "Crisis Management: Tips and tactics for Navigating Tumultuous Times"

1.20.2012

Preparing for the 2012 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

12.7.2011

2011 OAPCS 5th Annual State Conference: "Cultivating Achievement Through Good Corporate Governance"

Presented by the Ohio Alliance for Public Charter Schools

9.22.2011

INVESTOhio Equity Conference

Presented by Vorys, Sater, Seymour and Pease LLP and Crowe Horwath LLP

9.16.2011

2011 OAPCS Charter School Law Workshop: "Proactive Board Governance with Emphasis on Recent Cheating Scandals"

Presented by the Ohio Alliance for Public Charter Schools

3.31.2011

University of North Carolina Banking Institute, 2011, Charlotte, NC

Presented by the University of North Carolina School of Law's Center for Banking and Finance

11.11.2010

2010 OAPCS 3rd Annual State Conference: "Why it's Great Policy to Have Good Policies: Good Corporate Governance"

Presented by the Ohio Alliance for Public Charter Schools

5.21.2010

Advising Corporate Directors and Officers

Presented by the Ohio State Bar Association

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP

11.16.2009

2009 OAPCS 2nd Annual State Conference: "Good Corporate Governance for Public Charter/Community Schools in Ohio"

Presented by the Ohio Alliance for Public Charter Schools

11.3.2009

Amendment to NYSE Rule 452-What You Need to Know

Presented by Vorys and The Altman Group

10.14.2008

2008 OAPCS 1st Annual State Conference: "Earning an A+ in Accountability"

Presented by the Ohio Alliance for Public Charter Schools