



Institute for

**Corporate
Governance
& Finance**

NYU School of Law

Table of Contents

1	Message from the Chair
2	Board of Advisors
4	Message from the Dean
5	Message from the Directors
7	Message from the Executive Director
9	Roundtable Series
21	Conferences and Panels
31	Distinguished Jurists
37	Other Events
41	Conversations with Regulators
45	Corporate Governance Bootcamp
54	Directors
55	Fellows
61	Sponsors



Message from the Chair

As chair of our Institute, it is both an honor and a privilege to present our sixth annual report. The Institute for Corporate Governance and Finance capitalizes on the many strengths of the NYU School of Law in corporate law, including the areas of corporate governance, mergers and acquisitions, and securities, bringing together leading figures from academia, government, and the private sector. In addition, the Institute's fellowship program has helped develop new academic voices as its "graduates" have been appointed to the faculties of leading law schools and its student-oriented programming is helping to launch a variety of new business law careers.

As detailed in the following report, we have organized a broad range of programs covering topics such as the evolving securities regulation landscape, the impact of shareholder voting, and the latest developments in Delaware law. In pulling together key capital market participants to engage with academics, practitioners, and the judiciary on important and timely policy issues, we all learn together as we also help inform the broader policy debate. We have also continued our important partnership with the Council of Institutional Investors in presenting an annual "Corporate Governance Bootcamp" for young and mid-career professionals involved with stewardship for the fifth time this year, as well as an annual REITs conference together with Fried Frank and our Jurist in Residence program. In addition, the Institute continues to establish new annual events, including, most recently, an Iconic Delaware Cases program.

Our Institute focuses on the intersection of corporate law and corporate governance. Our programs provide a forum for discussion among participants from academia, government, corporations, asset managers, institutional investors, and private practice on topics that matter to current real-world corporate governance and finance debates. We also cooperate with other institutes and programs at the Law School, as well as with broader initiatives across the University to broaden the horizon for our students. In the spirit of the NYU School of Law, our Institute provides our community with practical answers to address real-world issues and proceeds on the assumption that the best way to make progress is to provide a forum to bring together key actors to talk to each other and engage in a safe environment.

These programs could not happen without the support of all of the members of our Board of Advisors, our sponsors, and Troy McKenzie, Dean of the NYU School of Law, and Linda Mills, the President of our University. I want to thank our current board members and sponsors and welcome our newest board members: Bob McCormick, Hope Mehlman, John Neuwirth, and Jim Rossman. Last, but not least, I want to thank our tireless co-directors Ed, Rob, and Emiliano, and the Institute's Executive Director, Nadia Jannetta, for each of their enormous contributions to the NYU Law community and the legal profession. We are very fortunate to have the benefit of their expertise and experience and the wealth of their guidance as we navigate a new and challenging environment.

Thank you for your interest and support.



David A. Katz, Chair



Board of Advisors



Donna Anderson
T. Rowe Price



William Anderson
Evercore



Randall Baron
Robbins Geller
Rudman & Dowd
LLP



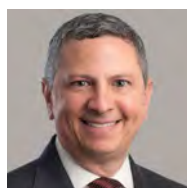
Barbara L. Becker
Gibson, Dunn &
Crutcher LLP



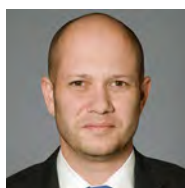
David Berger
Wilson Sonsini
Goodrich & Rosati



Richard M. Brand
Cadwalader,
Wickersham &
Taft LLP



Raymond DiCamillo
Richards, Layton
& Finger, PA



David Feirstein
Kirkland & Ellis
LLP



John Finley
Blackstone



Margaret Foran
Prudential
Financial



Stephen Fraidin
Cadwalader,
Wickersham &
Taft LLP



Mary Francis
Chevron



Abe Friedman
PJT Camberview



Eduardo Gallardo
Paul Hastings LLP



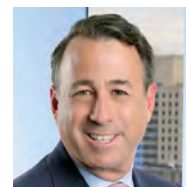
John Galloway
Vanguard



Bruce Goldfarb
Okapi Partners



Scott Grinsell
Elliott Investment
Management LP



David Hennes
Ropes & Gray LLP



Betty M. Huber
Latham &
Watkins LLP



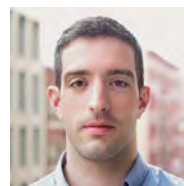
David A. Katz
Wachtell, Lipton,
Rosen & Katz



Meredith Kotler
Freshfields LLP



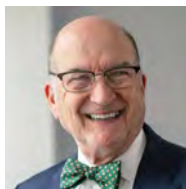
William M. Lafferty
Morris, Nichols,
Arsh & Tunnell
LLP



Alex Lebow
Formerly, Say
Technologies



Daniel Lee
Moelis



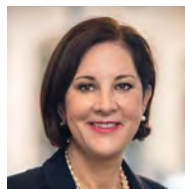
Simon Lorne
Millennium
Management



Scott B. Luftglass
Fried, Frank,
Harris, Shriver &
Jacobson LLP



Bob McCormick
Council of
Institutional
Investors



Hope Mehlman
Discover Financial



**Robert H.
Mundheim**
Shearman &
Sterling LLP



John Neuwirth
Weil Gotshal &
Manges LLP



Elena Norman
Young Conaway
Stargatt & Taylor
LLP



Francesca Odell
Cleary Gottlieb
Steen & Hamilton
LLP



Jim Rossman
Barclays



Melissa Sawyer
Sullivan &
Cromwell LLP



Brian Schorr
Triam Partners



**Ann Beth
Stebbins**
Skadden, Arps,
Slate, Meagher &
Flom LLP



Robert Stebbins
Willkie Farr &
Gallagher LLP



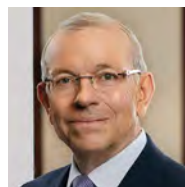
Edward Timlin
Bernstein
Litowitz Berger &
Grossmann LLP



Laura Turano
Paul, Weiss,
Rifkind, Wharton
& Garrison LLP



Anthony Vernace
Simpson Thacher
& Bartlett LLP



John White
Cravath, Swaine &
Moore LLP



Scott Winter
Innisfree M&A
Incorporated

Message from the Dean



It is my great pleasure to mark the sixth Annual Report of NYU Law's Institute for Corporate Governance & Finance. Co-directors Emiliano Catan, Rob Jackson, and Ed Rock have built a leading center for discussion of some of the most important issues facing the corporate governance ecosystem. Their success has also continued to be supported by an extraordinarily eminent and supportive Board of Advisors.

Once again, as you read the Annual Report, you will see the breadth and depth of this past year's programs, which range from the latest developments in securities regulation, current issues with REITs, and new developments under Delaware law—including the Market Practice Amendments, *Caremark/Marchand*, and "plain language," as well as the introduction of the Iconic Delaware Cases program. The Institute continued its annual Roundtable programs, Corporate Governance Bootcamp, and Distinguished Jurist Lecture, which it held in conjunction with its recently launched jurist in residence program, and hosted its third annual REITs conference.

This innovative work at the intersection of law and finance with real policy impact is possible only because of the leadership of our board and sponsors. ICGF's extraordinary chair, David Katz, has my particular thanks for all he has done. He continues generously giving his time and insights. And, of course, none of this would have been possible without the generous support of ICGF's board and sponsors, which started with a generous contribution from Wachtell Lipton, enabling us to launch the Institute and set it on its course.

The Institute has proved how important it is to bring together key participants during a time of rapid change. With your support, we will continue to move forward together. We welcome others to join in supporting and participating in this important endeavor.

A handwritten signature in blue ink, which appears to read "T. McKenzie".

Troy McKenzie, Dean, NYU School of Law

Message from the Directors

2024 was another busy year of programs that brought people together for important conversations about critical issues facing the corporate governance ecosystem.

We began in March with a program in Menlo Park, California, “The Long and Winding Road: AI and the Future of Corporate Governance,” which we co-hosted with Wilson Sonsini Goodrich & Rosati with substantial assistance from Board member David Berger. Later that month, we began a new annual program, “Iconic Delaware Cases,” which was held in conjunction with the seminar of the same name taught by Co-Director Emiliano Catan with Delaware Vice Chancellor Travis Laster. Our inaugural program focused on *Rural/Metro*. The next month, we addressed the SEC’s new regulations on climate disclosure with a program focused on both the legal and industry perspectives.

We ended the spring semester with our annual Spring Roundtable, “The Normative Significance of Stockholder Votes.” It began with a panel of academics—Marcel Kahan and Edward Rock, authors of “The Cleansing Effect of Shareholder Approval in a World of Common Ownership;” Lawrence Hamermesh and Henry Hu, authors of “The Shareholder Franchise, Transformative Investor Changes, and Motivational Misalignments;” and Iman Anabtawi, author of “The Limits of Shareholder Ratification.” A panel of commentators, including Hon. Joseph Slights, Lewis Steinberg, and Roberta Romano, followed. In the afternoon, we had two panels. The first, “What is the Significance of a Shareholder Vote in a Conflict Transaction? Why?,” was moderated by Emiliano Catan. David Katz moderated the second panel, “When Should a Transaction Include a ‘Majority of the Minority’ Vote Provision? What Should It Say? What Should It Mean? What Does It Do?”

In the fall, we brought back our board calls, which we had started during the pandemic lockdown. We started with a call on “Accredited Investor Standards,” which was led by former SEC Commissioner and Co-Director Rob Jackson and former SEC General Counsel and board representative Bob Stebbins. The second was an “Update on Universal Proxies,” which Co-Director Ed Rock led with the assistance of board representatives Jim Rossman, Scott Grinsell, and Brian Schorr.

October began with the third annual REITs conference, co-hosted with Fried Frank, and a Fireside Chat with SEC Chair Gary Gensler. The following week, we hosted a two-panel program, “Delaware Developments – SB313, the ‘Market Practice’ Amendments.” The first panel addressed how SB313 will affect current market amendments. The second panel addressed the implications of SB313 for things other than the prime focus.

We started the month of November with a fireside chat with board member Bill Anderson and Eileen (Drake) Paterson about the Aerojet/Rocketdyne merger, a great behind-the-scenes look at a big M&A transaction. The next week, we welcomed our third Jurist in Residence, Hon. Karen Valihura, who spent a week at the Law School. Like those who preceded her, Justice Valihura guest taught several classes, participated in our Delaware clerkships panel program, served as the guest of honor for a lunch with Board members, and delivered her Distinguished Jurist Lecture, “‘Plain Language’ in Delaware Corporate Law,” a collection of her observations and musings based upon some of her experiences from her past decade on the Delaware Supreme Court. That week, we also held our sixth annual Corporate Governance Bootcamp for junior and mid-career stewardship professionals, a program we host jointly with the Council of Institutional Investors.



Edward Rock



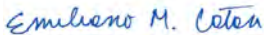
Robert Jackson



Emiliano Catan

We ended 2024 with our annual Fall Roundtable on “*Caremark/Marchand*.” The program began with the presentation by Jennifer Arlen of her paper, “*Caremark* Liability for Materially Misleading Cybersecurity Disclosures: Solar Winds Reconsidered,” after which Vic Khanna and Leo Strine commented. Roy Shapira then presented his paper, “Conceptualizing Caremark,” on which Elizabeth Pollman and board representative David Berger commented. In the afternoon, Rob Jackson moderated the first panel, “Trying a Caremark Case.” The second panel, “What, If Anything, Does Caremark/Marchand Liability Add to Corporate Compliance?,” was moderated by Edward Rock.

Once again, we could not have accomplished any of this without the steadfast and generous support of our board and sponsors. David Katz (Wachtell Lipton) continues to be the ultimate chair, attending nearly every program and providing sound counsel. We were also excited to welcome new members to our board and list of sponsors, including Bob McCormick, Hope Mehlman, John Neuwirth, and Jim Rossman, the first of whom replaced retiring Board member, Amy Borrus. We are truly sorry to see Amy go. She played a key role in planning several Bootcamps and was a valued participant in many of our other programs. We are very grateful for her service. We are serious when we say that our people are our programs. As you review the following pages, you will see that our wonderful and involved Board of Advisors forms the foundation of our programs. Our thanks to them for their invaluable help and support.



Emiliano Catan,
Catherine A. Rein
Professor of Law,
NYU School of Law



Robert Jackson,
Nathalie P. Urry
Professor of Law,
NYU School of Law



Edward Rock,
Martin Lipton
Professor of Law,
NYU School of Law

Message from the Executive Director

I am so proud of the direction of the Institute over this past year. We continue to host fabulous programs and to expand our membership, but we have also continued to increase our connection with the students, sharing our access to prominent practitioners and working to build the business lawyers of the future. Specifically, we began *Life in the Law*, a lunch conversation featuring an experienced practitioner sharing insights about their career path. Our inaugural lunch was with Marty Lipton, one of the founders of Wachtell Lipton Rosen & Katz. Almost three years ago, the Institute also got together with the student organization, the Law & Business Association, to host a lunch to discuss the business law curriculum in an effort to guide 1L's on course selection for a career in business law. Last year, Academic Services joined in the effort and we hosted the third annual such lunch in late April.



We also continued our Jurist in Residence program with Delaware Supreme Court Justice Karen Valihura, who spent a week at the Law School guest-teaching classes and participating in our now annual Delaware clerkships program, as well as delivering our Distinguished Jurist Lecture. In conjunction with the seminar Co-Director Emiliano Catan teaches with Delaware Vice Chancellor Travis Laster, we began the *Iconic Delaware Cases* program focusing on *Rural Metro* in the inaugural program. And, thanks to Board member Bill Anderson, our students got a behind-the-scenes view into M&A with a fireside chat with the former CEO of Aerojet about the Aerojet/Rocketdyne merger.

Other than the student lunches, all of the programs are also open to our Board members and their colleagues, as well as Institute friends and the public. Our programs continue to cover cutting-edge issues, like the SEC's final rules on climate disclosure and the recent amendments to Delaware law. These programs create a forum for open discussion from all perspectives bridging the academic, judicial, and practitioners'—legal and business—worlds.

I must include my usual message about the importance of attendance by an interested and engaged audience to the success of our programs. We encourage Board representatives to share our invitations with their colleagues. While we generally limit seats at the dinners to one per sponsor, we welcome all to our public programs and the receptions that follow, including more junior colleagues who may be interested in the topics as well as the opportunities for networking. As we strive to "fill the room," you will continue to see many follow-up emails from me. We do hope that, especially with respect to dinner reservations and our roundtables where we assign seats, you let us know if your plans change and you won't be able to attend.

I encourage you to reach out to me directly should you have any questions or suggestions on how we can continue to improve our Institute.

A handwritten signature in blue ink, reading "Nadia M. Jannetta". The signature is fluid and cursive, with a long, sweeping underline.

Nadia M. Jannetta, Esq.
Executive Director

Investors' Response to the #MeToo Movement: Does Corporate Culture Matter?

Margy Phillips, April Klein and Yunting Crystal Chen
Foundation on Corporate Governance and Finance (FCG)
Roundtable on Management: FCG: What Difference Does It Make?
April 2018

Hamilton

Tim Wilkins

Jim Rossman

Francesca Odell

Scott Winter

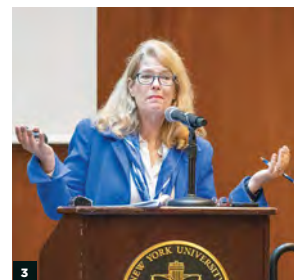
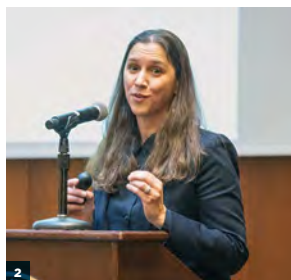
Elisabeth

The Roundtable Series seeks to bring together lawyers, academics, and corporate governance professionals. Each roundtable focuses on a cutting-edge issue facing corporate governance and finance and draws together insights from academia and practice.

Roundtable Series

Caremark/Marchand: Where Are We? Where Are We Going?

NYU School of Law, December 5, 2024



1 Ann Lipton, Hon. Sam Glasscock, Roderic Cohen, Sam Buell 2 Elizabeth Pollman 3 Jennifer Arlen 4 David Berger
5 Hon. Sam Glasscock, Emiliano Catan 6 Ted Mirvis, Joel Friedlander, Mary Eaton, Randy Baron

Caremark Liability for Materially Misleading Cybersecurity Disclosures: Solar Winds Reconsidered

SPEAKER

Jennifer Arlen, NYU School of Law

COMMENTATORS

Vikramaditya Khanna, University of Michigan Law School

Leo E. Strine Jr., Wachtell Lipton Rosen & Katz

Conceptualizing Caremark

SPEAKER

Roy Shapira, Reichman University

COMMENTATORS

Elizabeth Pollman, University of Pennsylvania Carey
Law School

David J. Berger, Wilson Sonsini Goodrich & Rosati

Trying a Caremark Case

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Randall J. Baron, Robbins Geller Rudman & Dowd LLP

Mary Eaton, Young Conaway Stargatt & Taylor, LLP

Joel Friedlander, Friedlander & Gorris, P.A.

Theodore N. Mirvis, Wachtell Lipton Rosen & Katz

What, If Anything, Does Caremark/ Marchand Liability Add to Corporate Compliance?

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Samuel W. Buell, Duke University School of Law

H. Rodgin Cohen, Sullivan & Cromwell LLP

Ann M. Lipton, Tulane University Law School

Hon. Sam Glasscock III, Delaware Court of Chancery

The Normative Significance of Shareholder Votes in a World of Common Ownership

NYU School of Law, May 2, 2024



1 Eric Talley, Meredith Kotler, Randy Baron, Hon. Lori Will 2 Maurice Lefkort, Dan Lee, Anthony Vernace, Laura Turano, David Katz

ACADEMIC PANEL

The Cleansing Effect of Shareholder Approval in a World of Common Ownership

Marcel Kahan, NYU School of Law

Edward Rock, NYU School of Law

The Shareholder Franchise, Transformative Investor Changes, and Motivational Misalignments

Lawrence Hamermesh, Widener University Delaware Law School

Henry T. C. Hu, University of Texas Law School

The Limits of Shareholder Ratification

Iman Anabtawi, UCLA School of Law

Commentary & Q&A

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Hon. Joseph Slights, Wilson Sonsini Goodrich & Rosati

Lewis Steinberg, NYU School of Law

(formerly BAML, Credit Suisse, UBS, Cravath)

Roberta Romano, Yale Law School

What is the Significance of a Shareholder Vote in a Conflict Transaction? Why?

MODERATOR

Emiliano Catan, NYU School of Law

PANELISTS

Randall Baron, Robbins Geller Rudman & Dowd LLP

Meredith Kotler, Freshfields Bruckhaus Deringer

Eric Talley, Columbia Law School

Hon. Lori Will, Delaware Court of Chancery

When Should a Transaction Include a “Majority of the Minority” Vote Provision? What Should It Say? What Should It Mean? What Does It Do?

MODERATOR

David Katz, Wachtell Lipton Rosen & Katz

PANELISTS

Daniel Lee, Moelis & Company

Maurice Lefkort, Willkie Farr & Gallagher LLP

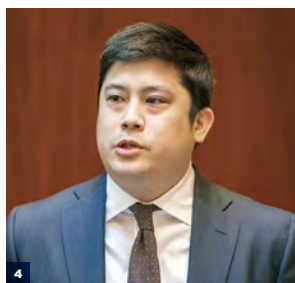
Laura Turano, Paul, Weiss, Rifkind, Wharton &

Garrison LLP

Anthony Vernace, Simpson Thacher & Bartlett LLP

Meme Stocks

NYU School of Law, December 6, 2023



1 Scott Luftglass, Mark Lebovitch, Pamela Bookman, Edward Rock 2 Eduardo Gallardo 3 Renee Jones 4 Edwin Hu
5 Matthew Levine, Ann Beth Stebbins, Hon. Morgan Zurn, Rob Jackson

What Do We Know About Meme Stocks and Their Investors?

SPEAKER

Edwin Hu, NYU School of Law

COMMENTATOR

Oliver Richard, U.S. Securities and Exchange Commission

Meme Corporate Governance

SPEAKER

Albert Choi, University of Michigan Law School

COMMENTATOR

Jill E. Fisch, University of Pennsylvania Carey Law School

Eduardo Gallardo, Paul Hastings LLP

The AMC Imbroglio—Litigation and Settlement

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Pamela Bookman, NYU School of Law

Mark Lebovitch, formerly of Bernstein Litowitz
Berger & Grossmann LLP

Scott Luftglass, Fried, Frank, Harris, Shriver &
Jacobson LLP

Implications of AMC for Corporate Governance

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

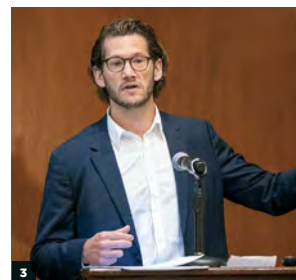
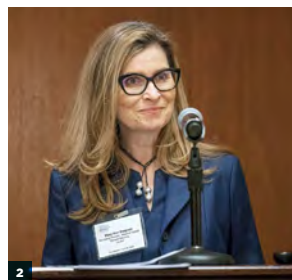
Matthew Levine, Bloomberg

Ann Beth Stebbins, Skadden, Arps, Slate,
Meagher & Flom, LLP

Hon. Morgan Zurn, Delaware Court of Chancery

Pass Through Voting

NYU School of Law, April 28, 2023



1 John Roe, John Galloway, Amy Borrus, Alex Lebow 2 Mary Ann Deignan 3 Ben Colton 4 Rob Jackson, Jonathon Zytnick
5 Josh Targoff, Zach Oleksiuk, Adrienne Monley, Hon. J. Travis Laster, Bruce Goldfarb, Bill Anderson

Individual Investor Ideology

SPEAKERS

Robert Jackson, NYU School of Law

Jonathon Zytnick, Georgetown Law Center

COMMENTATORS

Emiliano Catan, NYU School of Law

Mary Ann Deignan, Lazard

Corporate Democracy and the Intermediary Voting Dilemma

SPEAKER

Jill E. Fisch, University of Pennsylvania Carey Law School

COMMENTATORS

Yaron Nili, University of Wisconsin Law School

Benjamin Colton, State Street Global Advisors

Pilot Programs

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Amy Borrus, Council of Institutional Investors

John Galloway, Vanguard

Alex Lebow, Say Technologies

John Roe, BlackRock

Governance Implications of Pass-Through Voting

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

William Anderson, Evercore

Bruce Goldfarb, Okapi Partners

Hon. J. Travis Laster, Delaware Court of Chancery

Adrienne Monley, PJT Camberview

Zach Oleksiuk, Evercore

Joshua Targoff, Third Point

Mainstreaming ESG: What Difference Does it Make? And How?

NYU School of Law, February 3, 2023



1 Elisabeth Bradley, Scott Winter, Francesca Odell, Timothy Wilkins, James Hamilton 2 John Galloway, Jared Landaw, Donna Anderson, Tanya Levy-Odom, Edward Rock 3 Kathryn Judge, April Klein, Jarryd Anderson 4 Allison Herren Lee, Bob Stebbins, Devika Kaul

This roundtable was jointly organized with the Ross Institute for Accounting Research.

Investors' Response to the #MeToo Movement: Does Corporate Culture Matter?

SPEAKER

April Klein, NYU Stern School of Business

COMMENTATORS

Margaret Foran, Prudential Financial Inc.

Daniel Hemel, NYU School of Law

Board Diversity Matters: An Empirical Assessment of Community Lending at Federal Reserve-Regulated Banks

SPEAKER

Brian D. Feinstein, The Wharton School, University of Pennsylvania

COMMENTATORS

Kathryn Judge, Columbia Law School

Jarryd E. Anderson, O'Melveny & Myers LLP

Asset Manager Panel: Diversity in Proxy Voting Guidelines

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Donna Anderson, T. Rowe Price

John Galloway, Vanguard

Tanya Levy-Odom, BlackRock

Jared Landaw, Carrols Restaurant Group

The SEC's Climate Disclosure Release: What's Next?

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Devika Kaul, State Street Global Advisors

Allison Herren Lee, Institute for Corporate Governance & Finance

Robert Stebbins, Willkie Farr & Gallagher LLP

Poison Pills After Williams Cos.

NYU School of Law,
April 29, 2022

Academic Perspectives

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Marcel Kahan, NYU School of Law

Edward Rock, NYU School of Law

Jeff Gordon, Columbia Law School

Zohar Goshen, Columbia Law School

Comment and Discussion

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Lucian Bebchuk, Harvard Law School

Ann Lipton, Tulane Law School

Hon. Kathaleen McCormick, Delaware Court of Chancery

Melissa Sawyer, Sullivan & Cromwell LLP

Delaware Pill Doctrine Post-Williams

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Hon. Andre Bouchard, Paul, Weiss, Rifkind, Wharton & Garrison LLP

Meredith Kotler, Freshfields Bruckhaus Deringer LLP

William Lafferty, Morris, Nichols, Arsht & Tunnell LLP

Mark Lebovitch, Bernstein Litowitz Berger & Grossman LLP

"Pill Design" Post-Williams

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Stephen Fraidin, Cadwalader, Wickersham & Taft LLP

David Katz, Wachtell Lipton Rosen & Katz

Scott Luftglass, Fried, Frank, Harris, Shriver & Jacobson LLP

Jakob Rendtorff, Simpson Thacher & Bartlett LLP

Systemic Stewardship and Climate Activism

Virtual, December 3, 2021

Systemic Stewardship

SPEAKER

Jeffrey Gordon, Columbia Law School

COMMENTATORS

Dorothy Lund, USC Gould School of Law

Donna Anderson, T. Rowe Price

Systemic Stewardship with Trade-offs

SPEAKER

Marcel Kahan, NYU School of Law

Edward Rock, NYU School of Law

COMMENTATORS

Madison Condon, Boston University School of Law

John Galloway, Vanguard

Fireside Chat

Charlie Penner, Jana Partners

The Implications of Engine No. 1 at ExxonMobil for Issuers

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Jim Rossman, Lazard

William Anderson, Evercore

Aneliya Crawford, UBS

Allison Bennington, PJT Partners

Legal Issues around Systemic Stewardship

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Elena Norman, Young Conaway Stargatt & Taylor LLP

Ray DiCamillo, Richards Layton and Finger, P.A.

William Lafferty, Morris, Nichols, Arsht & Tunnell LLP

Renee Jones, U.S. Securities and Exchange Commission

Hon. Kathaleen McCormick, Delaware Court of Chancery

Given that it looks like the SEC will mandate ESG disclosure, what should it mandate?

Virtual, April 30, 2021

This roundtable was jointly organized with the Ross Institute for Accounting Research.

Fireside Chat

John Coates, Securities and Exchange Commission

Session 1: Insights from Finance

PANELISTS

Christian Leuz, The University of Chicago
Booth School of Business

George Serafeim, Harvard Business School

Marcin Kacperczyk, Imperial College, London

Lucrezia Reichlin, London Business School; ECGI

Sara DeSmith, PricewaterhouseCoopers

Session 2: Asset managers' perspective

PANELISTS

Jon Bailey, Neuberger Berman

Benjamin Colton, State Street Global Advisors

Dorothy Donohue, Investment Company Institute

Adrienne Monley, Vanguard

Carolina San Martin, Wellington Management

Session 3: What would a "standard setting" strategy look like?

PANELISTS

Alan Beller, Cleary Gottlieb Steen & Hamilton LLP

Amy Borrus, Council of Institutional Investors

Janine Guillot, Sustainability Accounting Standards Board

John White, Cravath, Swaine & Moore LLP

Session 4: Issuers' perspective

PANELISTS

Rudi Bless, Bank of America

John Finley, Blackstone

Maria Ghazal, Business Roundtable

Alex Sabegian, Hess Corporation

Updating HSR Reporting: the 2020 NPRM and ANPRM

Virtual, February 19, 2021

Fireside Chat

Noah Phillips (FTC): What the FTC is trying to accomplish with the NPRM and the ANPRM

Panel I: How corporate governance works in 2021

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Adrienne Monley, Vanguard

Michelle Edkins, BlackRock

Donna Anderson, T. Rowe Price

Andy Genser, GC, Viking Global Investors

Jeff Mahoney, Counsel of Institutional Investors

Susan Olson, Investment Company Institute

Panel II: How would issuers be affected were large investors not to take issuer calls for fear of triggering HSR reporting requirements?

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

William Anderson, Evercore

Jim Rossman, Lazard

Ken Bertsch, PJT Camberview

Margaret Foran, Prudential Financial

Brian Schorr, Triam Fund Management, LP

Panel III: What is the best way for the FTC to accomplish its goals?

MODERATOR

David Katz, Wachtell Lipton Rosen & Katz

PANELISTS

Robert Stebbins, General Counsel, U.S. Securities & Exchange Commission (2016-2020)

Simon Lorne, Millennium Management

John White, Cravath, Swaine & Moore LLP

Urska Velikonja, Georgetown University Law Center

Joel Mitnick, Cadwalader, Wickersham & Taft LLP

Climate Disclosure and Firms

Virtual, October 9, 2020

This roundtable was jointly organized with the Ross Institute for Accounting Research.

Session 1: Academic Research: Do investors/markets care about climate?

MODERATOR

April Klein, NYU Stern School of Business

Do Investors Care about Carbon Risk?

Patrick Bolton, Columbia Business School

Marcin Kacperczyk, Imperial College London

COMMENTATOR

Elyse Douglas, NYU Stern School of Business; former CFO, Hertz

Hedging Climate Change News

Robert Engle, NYU Stern School of Business

Stefano Giglio, Yale School of Management

Heebum Lee, NYU Stern School of Business

Bryan Kelly, Yale School of Management

Johannes Stroebe, NYU Stern School of Business

COMMENTATOR

René Stulz, The Ohio State University

Session 2: Key Players

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Michelle Edkins, BlackRock

Paula Loop, Sustainability Accounting Standards Board

Session 3: Climate Change in the Boardroom

MODERATOR

Robert Jackson, NYU School of Law

Panel: ESG in the Boardroom: What does it mean?

What do investors care about? How do you implement?

PANELISTS

Benjamin Colton, State Street Global Advisors

Ingrid Dyott, Neuberger Berman

John Finley, Blackstone

Marc Gerber, Skadden Arps Slate Meagher & Flom LLP

Betty Moy Huber, Davis Polk & Wardwell LLP

Karina Litvack, Director, Eni

For Whom Is the Corporation Managed?

NYU School of Law,
December 6, 2019

Restatement of Corporate Governance, Section 2.01 (Draft)

Edward Rock, NYU School of Law

PRACTITIONER COMMENTATOR

David Berger, Wilson Sonsini Goodrich & Rosati

ACADEMIC COMMENTATOR

Paul Davies, University of Oxford

Managing for the Long-Term

Cynthia Williams, Osgoode Hall Law School

PRACTITIONER COMMENTATOR

Jonathan Bailey, Neuberger Berman

ACADEMIC COMMENTATOR

Jeff Gordon, Columbia Law School

Panel 1: Balancing Stakeholder Interests in the Boardroom

MODERATORS

Robert Mundheim, Shearman & Sterling LLP

Simon Lorne, Millennium Management

PANELISTS

Melissa Sawyer, Sullivan & Cromwell LLP

Jim Nevels, The Swarthmore Group; Hershey

William Lafferty, Morris, Nichols, Arsht & Tunnell LLP

Robert Denham, Munger, Tolles & Olson LLP

Panel 2: What Do Investors Expect from Portfolio Companies?

MODERATORS

Ryan Bubb, NYU School of Law

Edward Rock, NYU School of Law

PANELISTS

Matthew Mallow, BlackRock

Glenn Booraem, Vanguard

Jochen Riechwald, Union Investment Group, Germany

Brian Schorr, Triun Partners

John Finley, Blackstone

Ken Bertsch, Council of Institutional Investors

Active v. Passive Strategies and Corporate Governance

NYU School of Law,
April 26, 2019

Index Funds and Corporate Governance: Let Shareholders be Shareholders

Marcel Kahan, NYU School of Law

Edward Rock, NYU School of Law

ACADEMIC COMMENTATOR

Sean Griffith, Fordham Law School

PRACTITIONER COMMENTATOR

Glenn Booraem, Vanguard

Index Funds and the Future of Corporate Governance

Lucian Bebchuk, Harvard Law School

Scott Hirst, Boston University School of Law

ACADEMIC COMMENTATOR

Alon Brav, Duke Fuqua School of Business

PRACTITIONER COMMENTATOR

Stephen Fraidin, Cadwalader, Wickersham & Taft LLP

Panel Discussion: Actively Managed Mutual Funds in Corporate Governance

PANELISTS

Donna Anderson, T. Rowe Price

Jonathan Bailey, Neuberger Berman

Bruce Goldfarb, Okapi Partners

Quentin Koffey, D. E. Shaw

John Morley, Yale Law School

James Nevels, Swarthmore Group, First Data, WestRock, Alcoa, Hershey

Loyalty Shares

NYU School of Law,
December 7, 2018

This roundtable was jointly organized with the European Corporate Governance Institute.

Loyalty Shares with Tenure Voting: A Coasian Bargain? Evidence from the Loi Florange Experiment

Marco Becht, Solvay Brussels School of Economics and Management (ULB), Center for Economic Policy Research and European Corporate Governance Institute
Yuliya Kamisarenka, Independent

Anete Pajuste, Stockholm School of Economics in Riga and European Corporate Governance Institute

ACADEMIC COMMENTATOR

Emiliano Catan, NYU School of Law

PRACTITIONER COMMENTATOR

Michelle Edkins, BlackRock

Will Tenure Voting Give Corporate Managers Lifetime Tenure?

Paul H. Edelman, Vanderbilt University

Wei Jiang, Columbia Business School

Randall S. Thomas, Vanderbilt University and European Corporate Governance Institute

ACADEMIC COMMENTATOR

Jill E. Fisch, University of Pennsylvania Law School

PRACTITIONER COMMENTATOR

Scott Luftglass, Fried, Frank, Harris, Shriver & Jacobson LLP

Panel Discussion: Do Loyalty Shares have a Future in the U.S.? Should They?

PANELISTS

Michelle Greene, Long-Term Stock Exchange

David Berger, Wilson Sonsini Goodrich & Rosati

Paul Shim, Cleary Gottlieb Steen & Hamilton LLP

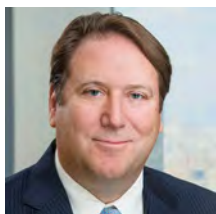
Jim Rossman, Lazard

David Klafter, Pershing Square Capital Management

Assaf Hamdani, Tel Aviv University

Friday Board Calls

As the world moved online in the spring of 2020, we did too. Feeling a need to connect, and to hear what was happening in the different corners of the capital markets occupied by Board members and friends of the Institute, we convened weekly Zoom calls on a variety of topics. After taking a break from the Board calls since spring 2022, we resumed the Board calls in fall of 2024.



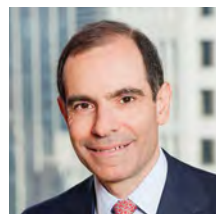
Robert Stebbins



Jim Rossman



Scott Grinsell



Brian Schorr



Geoffrey Sorbello

September 27, 2024 **Accredited Investor Standards**

Robert Jackson, NYU School of Law

Robert Stebbins, Willkie Farr & Gallagher LLP

November 1, 2024 **Update on Universal Proxies**

Edward Rock, NYU School of Law

Jim Rossman, Barclays

Scott Grinsell, Elliott Investment Management

Brian Schorr, Triam Fund Management

Geoffrey Sorbello, Elliott Investment Management



108
Lipton Hall
Faculty Club

Conferences and Panels

REIT Symposium

Annual Conference



1 Wesley LePatner, Grace Bucchianeri, Matthew Johnson, Sam Chandon, Stuart Barr 2 Hilary Spann, Andy Jonas, Philip Richter, Christina Chiu, Ragavan Bala 3 Jon Mechanic, Marc Holliday

NYU School of Law, October 8, 2024

This conference was co-hosted with Fried, Frank, Harris, Shriver & Jacobson LLP.

WELCOME AND OPENING REMARKS

Edward Rock, NYU School of Law

Laurinda Martins, Fried Frank

Panel Session 1: How to Navigate in the REIT Space

MODERATOR

Stuart A. Barr, Fried Frank

PANELISTS

Grace Bucchianeri, GIC Real Estate Americas

Sam Chandon, NYU Stern School of Business

Matthew Johnson, Morgan Stanley

Wesley LePatner, Blackstone

Peter Linneman, Linneman Associates

Panel Session 2: Where is REIT M&A Headed?

MODERATOR

Philip Richter, Fried Frank

PANELISTS

Ragavan Bala, Barclays

Christina Chiu, Empire State Realty Trust

Andy Jonas, Goldman Sachs

Hilary Spann, BXP

Fireside Chat

MODERATOR

Jonathan Mechanic, Fried Frank

SPEAKER

Marc Holliday, SL Green Realty Corp.



NYU School of Law, October 10, 2023

This conference was co-hosted with Fried, Frank, Harris, Shriver & Jacobson LLP.

WELCOME AND OPENING REMARKS

Edward Rock, NYU School of Law

Laurinda Martins, Fried Frank

Sam Chandan, NYU Stern School of Business



Panel Session 1: REITs' Challenges and Opportunities in an Evolving Inflationary and Rising Interest Rate Environment

MODERATOR

Stuart A. Barr, Fried Frank

PANELISTS

Jeff Horowitz, BofA Securities

Mark Howard-Johnson, BlackRock

John D. Moragne, Broadstone Net Lease, Inc.

Susan M. Wachter, The Wharton School, University of Pennsylvania



1 Susan Wachter, Mark Howard-Johnson, Jeffrey Horowitz, John Moragne, Stuart Barr 2 Jon Mechanic, Jonathan Gray

Panel Session 2: REIT M&A in a Capital-Constrained Environment

MODERATOR

Philip Richter, Fried Frank

PANELISTS

Kellan Florio, VICI Properties, Inc.

Katie Keenan, Blackstone Mortgage Trust

Guy Metcalfe, Morgan Stanley

Andrea Olshan, Seritage Growth Properties

Fireside Chat

MODERATOR

Jonathan Mechanic, Fried Frank

SPEAKER

Jonathan Gray, Blackstone Group

REITs in a Time of Disruption

Annual Conference



NYU School of Law, October 19, 2022

This conference was co-hosted with Fried, Frank, Harris, Shriver, & Jacobson LLP.

OPENING REMARKS

Edward Rock, NYU School of Law

Fireside Chat

MODERATOR

Jonathan Mechanic, Fried Frank

SPEAKER

Owen D. Thomas, Boston Properties



Panel Session 1: Breaking Down REIT Governance Barriers During Market Instability

MODERATOR

Stuart Barr, Fried Frank

PANELISTS

Sam Chandan, NYU Stern School of Business

Richard Hill, Cohen & Steers

MaryAnne Gilmartin, MAG Partners LP

Russ Lindberg, Morgan Stanley



Panel Session 2: REIT M&A Opportunities Following 2022 Market Disruptions

MODERATOR

Philip Richter, Fried Frank

PANELISTS

Christina Chiu, Empire State Realty Trust, Inc.

Glenn G. Cohen, Kimco Realty Corporation

Andy Richard, Evercore

Neil Wolitzer, Goldman Sachs & Co. LLC

1 Jon Mechanic, Owen Thomas 2 Russ Lindberg, Richard Hill, Sam Chandan, MaryAnn Gilmartin, Stuart Barr 3 Andy Richard, Neil Wolitzer, Christina Chiu, Glenn Cohen, Philip Richter

Conferences and Panels



1 Charles Allen, Eduardo Gallardo, John Neuwirth, AnnBeth Stebbins, Ed Timlin



Delaware Developments- SB313, the “Market Practice Amendments”

NYU School of Law, October 15, 2024

Panel 1: How will SB313 affect
current market practice?

MODERATOR

Emiliano Catan, NYU School of Law

PANELISTS

Charles Allen, Cleary Gottlieb Steen & Hamilton LLP

Eduardo Gallardo, Paul Hastings LLP

John Neuwirth, Weil Gotshal & Manges LLP

Ann Beth Stebbins, Skadden, Arps, Slate,
Meagher & Flom LLP

Edward Timlin, Bernstein Litowitz Berger &
Grossman LLP

Panel 2: What are the implications
of SB313 for things other than the
prime focus?

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Richard Brand, Cadwalader, Wickersham & Taft LLP

Hon. Nathan Cook, Delaware Court of Chancery

Jill Fisch, University of Pennsylvania Carey Law School

Jeffrey Gorris, Friedlander & Gorris, P.A.

David McBride, Young Conaway Stargatt & Taylor, LLP

New SEC Developments: Climate Disclosure

NYU School of Law, April 4, 2024

The Institute hosted two panels on an early response to
the U.S. Securities and Exchange Commission's final rules.

Panel 1: The regulatory perspective,
including the content of the final rules,
how the final rules compare to the
proposed rules, and whether they can
withstand the challenge in the courts

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Allison Herren Lee, Former SEC Acting Chair and
Commissioner

Robert Stebbins, Former SEC General Counsel,
Willkie Farr & Gallagher LLP

John White, Former SEC Director of the Division of
Corporation Finance, Cravath, Swaine & Moore LLP

Panel 2: How the new rules will impact
issuers and asset managers

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

John Galloway, Vanguard

Adrienne Monley, PJT Partners

Betty Huber, Latham & Watkins LLP

Conferences and Panels



Robert Knauss, Alan Stone, Joel Friedlander

Iconic Cases: *Rural/Metro*

NYU School of Law, March 27, 2024

Inspired by the Delaware Oral History Project of the University of Pennsylvania Carey Law School and in conjunction with the Iconic Delaware Cases Seminar, the Institute has begun an annual program to feature an iconic Delaware case, this year, featuring *Rural/Metro*. The panel, which included the vice chancellor who issued the decision, the lawyers who represented the plaintiffs and the defendant RBC Capital Markets, LLC, and the former general counsel of Warburg Pincus, tackled questions such as What makes *Rural/Metro* an iconic decision? What were the key doctrinal innovations in *Rural/Metro*? How has the case changed the way in which boards approach the engagement and oversight of sell-side financial advisors?

MODERATOR

Emiliano Catan, NYU School of Law

PANELISTS

Hon. J. Travis Laster, Delaware Court of Chancery

Joel Friedlander, Friedlander & Gorris, P.A.

Robert Knauss, Warburg Pincus

Alan Stone, Millbank LLP

The Long and Winding Road: AI and the Future of Corporate Governance

Menlo Park, California, March 20, 2024

Panel 1: General Counsel and Perspectives on Governance of AI

MODERATOR

Katie Martin, Wilson Sonsini Goodrich & Rosati

PANELISTS

Brian Israel, Anthropic

Kosta Starostin, Cohere

Patrick Vergara, Norm Ai

Panel 2: Are Directors Prepared for the Demands of Governance in the Age of AI?

MODERATOR

David Berger, Wilson Sonsini Goodrich & Rosati

PANELISTS

Glenda Dorchak, Global Foundries and Ansys

Penny Herscher, Lumentum and Smart Global

Bethany Mayer, Hewlett Packard Enterprises

Panel 3: Scholarly Perspectives on Alternative Governance Structures and AI

MODERATOR

Emiliano Catan, NYU School of Law

PANELISTS

Evelyn Douek, Stanford Law School

Noah Feldman, Harvard Law School

Steven Davidoff Solomon, UC Berkeley School of Law

Roberto Tallarita, Harvard Law School

Session 4: A Closing Fireside Chat: Chancery Perspectives on Alternative Governance

MODERATORS

Edward Rock, NYU School of Law

Amy Simmerman, Wilson Sonsini Goodrich & Rosati

PANELIST

Hon. Lori Will, Delaware Court of Chancery



1 Melissa Sawyer 2 Alan Klein, Kathy Krause, Marty Korman, William Savitt 3 David Katz, Eduardo Gallardo

Twitter/Musk—Behind the Scenes and the Impact on Dealmaking

NYU School of Law, April 4, 2023

The Twitter team—Marty Korman, who represented Twitter; Alan Klein and Kathy Krause, who represented the Twitter Board of Directors; and Bill Savitt and Sarah Eddy, who represented Twitter in the litigation that followed—took the audience through the deal and the issues it raised. As the panelists worked through the transaction, the moderators—David Katz, Rob Jackson, Ed Rock, and Melissa Sawyer—raised issues of the implications of the Twitter imbroglio for deal-making more generally.

MODERATORS

Robert Jackson, NYU School of Law
David Katz, Wachtell Lipton Rosen & Katz
Edward Rock, NYU School of Law
Melissa Sawyer, Sullivan & Cromwell LLP

PANELISTS

Sarah Eddy, Wachtell Lipton Rosen & Katz
Alan Klein, Simpson, Thacher & Bartlett LLP
Marty Korman, Wilson Sonsini Goodrich & Rosati
Kathy Krause, Simpson, Thacher & Bartlett LLP
William Savitt, Wachtell Lipton Rosen & Katz

Investors, Firms, and ESG

Politics and ESG: The Response from Investors

Palo Alto, California, March 1, 2023

This event was co-sponsored by
Wilson Sonsini Goodrich & Rosati.

Politics and ESG: The Response from Investors

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

James Andrus, CalPERS

Krystal Berrini, PJT Camberview

Walt Burkley, Capital Research and
Management Company

ESG Goes to Washington: Regulatory and Investigative

MODERATOR

Allison Herren Lee, NYU School of Law

PANELISTS

Janet Kim, Wilson Sonsini Goodrich & Rosati

Smeeta Ramarathnam, Google

Prashant Yerramalli, NYU School of Law

Pressure or Opportunity: ESG in the Boardroom

MODERATOR

David Berger, Wilson Sonsini Goodrich & Rosati

PANELISTS

Karen Francis, Vontier Corp

Penny Herscher, Lumentum and Smart Global

Bethany Mayer, Box

Amanda Urquiza, Wilson Sonsini Goodrich & Rosati

Can Old Governance Keep Up with New Tech Companies?

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

David Berger, Wilson Sonsini Goodrich & Rosati

Seth Berman, Ethical Compass Advisors

John Morley, Yale Law School

Amy Simmerman, Wilson Sonsini Goodrich & Rosati

Law Forum: ESG Backlash

NYU School of Law, February 22, 2023

Socially responsible investing—widely known as ESG, for the environmental, social, and governance factors used as investment criteria—is facing a backlash. Even as the level of money flowing into ESG funds remains robust, critics have emerged from the ranks of *Wall Street Journal* opinion writers, asset managers, and conservative politicians. They say the approach departs from the duty to maximize financial returns, amounts to “woke capitalism,” and blame it for driving up energy prices through disinvestment in fossil fuels. Republican state treasurers and comptrollers are pulling money from BlackRock, the world’s largest money manager, whose CEO, Laurence Fink, is a prominent ESG proponent. What should we make of the criticisms leveled against ESG? How should investment firms and regulators respond? What does the law have to say about it?

MODERATOR

Robert Jackson, NYU School of Law

PANELISTS

Dalia Blass, BlackRock

Betty Huber, Latham & Watkins, LLP

Allison Herren Lee, NYU School of Law

Shivaram Rajgopal, Columbia Business School

University of Oxford Oxford, United Kingdom

June 5, 2019

Introduction and Welcome: The Limitations of ESG in the Promotion of Responsible Business

Colin Mayer, Saïd Business School, University of Oxford
and the European Corporate Governance Institute

The Purpose of ESG: ESG as an Investment Opportunity? Investment Strategy? Investment Screen?

MODERATOR

Edward Rock, NYU School of Law and the European
Corporate Governance Institute

PANELISTS

Frederick Alexander, B Lab

Allison Bennington, ValueAct Capital

Robert Eccles, Saïd Business School, University of Oxford

Maggie Loo, Bridges Fund Management

ESG Conversations: What Firms/ Boards Are Hearing

MODERATOR

Colin Mayer, Saïd Business School, University of Oxford
and the European Corporate Governance Institute

PANELISTS

Omar Cordes, Ownership Capital

Olivia Dickson, Social Impact Investing Taskforce

Clare Griffin, GSK

David Katz, Wachtell, Lipton, Rosen & Katz

Amelia Miazad, Berkeley Law School

Investors and ESG

NYU School of Law,
September 27, 2018

Panel 1: Academic Perspectives

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Robert Eccles, Oxford Saïd

Ron Gilson, Columbia Law School

Janis Sarra, Peter A. Allard School of Law,
The University of British Columbia

Max Schanzenbach, Northwestern University
Pritzker School of Law

Panel 2: Implementation of ESG Investing Strategies

MODERATOR

Wendell Willkie, NYU School of Law

PANELISTS

Michelle Edkins, BlackRock

Rakhi Kumar, State Street

Charles Penner, JANA Partners

Eva Zlotnicka, ValueAct Capital

Panel 3: The Perspective from the C-Suite

MODERATOR

Martin Lipton, Wachtell, Lipton, Rosen & Katz

PANELISTS

John Hess, Hess Corporation

Barbara Novick, BlackRock

Ronald O'Hanley, State Street

Jeff Ubben, ValueAct Capital



BY LORRY A. 10/14/2020



In November 2018, the Institute invited its first Distinguished Jurist Lecturer. Due to the pandemic, there was a two year hiatus, with the Lecture resuming in November 2022. So far, all of the Distinguished Jurists have been Delaware jurists.

In February 2023, the Institute established its Jurist in Residence program, inviting a jurist to spend at least a week at the Law School interacting with students, faculty, and practitioners.

Distinguished Jurists

Jurists in Residence



Justice Karen Valihura

Jurist in Residence

NYU School of Law
November 11-15, 2024

Hon. Karen Valihura, Justice of the Delaware Supreme Court

Justice Karen Valihura spent a week at the Law School guest-teaching a couple of Corporations classes and a seminar, attending faculty workshops, presenting with a panel of her current law clerks and alumni who had served as Delaware law clerks about the benefits of a Delaware clerkship, attending a lunch with Institute Board members as the guest of honor, and presenting her Distinguished Jurist Lecture.

Justice Valihura was sworn into the Delaware Supreme Court in July 2014 and has since distinguished herself as a leading figure on the court, particularly in cases involving complex corporate issues.

Before her appointment, Justice Valihura was a partner at Skadden, Arps, Slate, Meagher & Flom, where she spent over two decades handling intricate complex commercial and corporate issues, including federal and state securities fraud claims, mergers and acquisitions, and fiduciary duties of directors. Her experience and skill in these areas have earned her repeated recognition in *Chambers USA* and *The Best Lawyers in America*.



Beyond her judicial role, Justice Valihura has contributed to corporate governance in many ways, such as serving as an advisory board member of the University of Delaware John L. Weinberg Center for Corporate Governance, as well as chair of the Delaware Supreme Court's Board on Professional Responsibility and the Delaware Supreme Court's Permanent Ethics Advisory Committee. Her service extends beyond the courtroom, notably as a long-time board member for the Delaware Special Olympics.

Justice Valihura received her undergraduate degree from Washington & Jefferson College and her JD from the University of Pennsylvania Law School. She began her legal career clerking for Judge Robert E. Cowen on the U.S. Court of Appeals for the Third Circuit.

Distinguished Jurist Lecture

NYU School of Law,
November 12, 2024

**"Plain Language" in
Delaware Corporate Law**



Vice Chancellor Travis Laster

Jurist in Residence

NYU School of Law
October 23–November 3, 2023

Hon. J. Travis Laster, Vice Chancellor of
the Delaware Court of Chancery

Vice Chancellor Laster spent two weeks at the Law School guest-teaching in several Corporations classes, attending faculty workshops, presenting with a panel of his current law clerks and alumni who had served as Delaware law clerks about the benefits of a Delaware clerkship, attending a lunch with Institute Board members as the guest of honor, and presenting his Distinguished Jurist Lecture.

The Honorable J. Travis Laster was sworn in as Vice Chancellor of the Court of Chancery on October 9, 2009. Prior to his appointment, he was one of the founding partners of Abrams & Laster LLP, a corporate law boutique specializing in high stakes litigation involving Delaware corporations and other business entities, and advising on transactional matters carrying a significant risk of litigation. Prior to forming Abrams & Laster, he was a director in the Corporate Department of Richards, Layton & Finger P.A. Before that, he clerked for the Honorable Jane R. Roth of the United States Court of Appeals for the Third Circuit.

Vice Chancellor Laster received his AB summa cum laude from Princeton University and his JD and MA from the University of Virginia, where he served on the Virginia Law Review, was a member of the Order of the Coif, and received the Law School Alumni Association Award for Academic Excellence for having the best academic record in his graduating class. He is a member of the American Bar Association and Delaware State Bar Association and is active in the American Inns of Court.

Distinguished Jurist Lecture

NYU School of Law,
October 24, 2023

**The Controlling Stockholder
as Bare-Bones Fiduciary**

Distinguished Jurist Lectures



Chancellor Kathaleen St. Jude McCormick

Jurist in Residence

NYU School of Law
February 6-10, 2023

Hon. Kathaleen St. Jude McCormick, Chancellor of the Delaware Court of Chancery

Chancellor McCormick spent one week at the Law School guest-teaching in a variety of business law classes, attending faculty workshops, presenting with a panel of alumni who had served as Delaware law clerks about the benefits of a Delaware clerkship, attending a lunch with Institute Board members and a dinner with prominent M&A practitioners as the guest of honor, and presenting her Distinguished Jurist Lecture.

The Honorable Chancellor McCormick was sworn in as Chancellor of the Court of Chancery on May 6, 2021. She first joined the court as Vice Chancellor on November 1, 2018. Prior to joining the Court, Chancellor McCormick was a partner in the Delaware law firm Young Conaway Stargatt & Taylor, LLP, where she focused her practice on litigating internal governance and corporate disputes, primarily in the Court of Chancery.

Distinguished Jurist Lecture

NYU School of Law,
February 8, 2023

Recent Developments in Delaware Corporate Law



Chief Justice Collins Seitz

Distinguished Jurist Lecture

NYU School of Law,
November 3, 2022

A Declaration of Independence: Committees, Conflicts and the Courts

Hon. Collins J. Seitz Jr., Chief Justice of the Delaware Supreme Court

The Honorable Collins Seitz was sworn in as Chief Justice of the Supreme Court of Delaware on November 8, 2019. He has served as a Supreme Court Justice since 2015. Prior to his appointment, Chief Justice Seitz founded a corporate advisory and litigation firm in Wilmington, Delaware representing clients in high profile corporate and trust disputes in the Delaware Court of Chancery. He was also a partner of Connolly Bove Lodge & Hutz LLP, where he litigated corporate and intellectual property disputes.

Chief Justice Seitz serves as Judicial Liaison to the Corporate Laws Committee of the American Bar Association and is an Adviser on the American Law Institute's Restatement of the Law, Corporate Governance. A member of the Delaware Bar since 1983, Chief Justice Seitz served as a board member and chair of the Delaware Board of Bar Examiners, and a board member of the Board on Professional Responsibility. As a lawyer, federal and state courts appointed Chief Justice Seitz as a Master and Trustee to oversee complex corporate, commercial, and intellectual property cases. He is a Fellow of the American College of Trial Lawyers.



Chancellor Andre Bouchard

Distinguished Jurist Lecture

NYU School of Law,
November 13, 2019

Trulia and Corwin Four Years Later— What Have We Learned?

Hon. Andre Bouchard, Chancellor of
the Delaware Court of Chancery

The Honorable Andre G. Bouchard was sworn in as Chancellor of the Delaware Court of Chancery on May 5, 2014. Before his appointment, Chancellor Bouchard spent 28 years in private practice in Wilmington, Delaware, most recently as the managing partner of a corporate and commercial litigation boutique he founded in 1996. Before forming his own firm, Chancellor Bouchard served as a corporate litigator in the Delaware office of Skadden, Arps, Slate, Meagher & Flom LLP.

Chancellor Bouchard spent most of his youth in Delaware, graduating from Salesianum School in 1979. He received his BA summa cum laude from Boston College in 1983, where he was the recipient of the Edward H. Finnegan Award, and his JD from Harvard Law School in 1986. He was selected as a Harry S. Truman Scholar from Delaware in 1981.



Chief Justice Leo Strine

Distinguished Jurist Lecture

NYU School of Law,
November 29, 2018

Fiduciary Blind Spot: The Failure of Institutional Investors to Prevent the Illegitimate Use of Working Americans' Savings for Corporate Political Spending

Hon. Leo Strine, Chief Justice of
the Delaware Supreme Court

The Honorable Leo E. Strine Jr. was sworn in as chief justice on February 28, 2014, having previously served as the Chancellor of the Delaware Court of Chancery since June 2011 and as Vice Chancellor since 1998. Chief Justice Strine also has long-standing positions as the Austin Wakeman Scott Lecturer in Law at the Harvard Law School, Senior Fellow at the Harvard Program of Corporate Governance, and Adjunct Professor of Law at the University of Pennsylvania Law School. He also serves as the special judicial consultant to the Corporate Laws Committee of the American Bar Association. Before joining the Court of Chancery, Chief Justice Strine was counsel to Governor Thomas R. Carper. Before his position with Governor Carper, Chief Justice Strine served as a corporate litigator at Skadden, Arps, Slate, Meagher & Flom LLP and as law clerk to Judge Walter K. Stapleton of the U.S. Court of Appeals for the Third Circuit and Chief Judge John F. Gerry of the U.S. District Court for the District of New Jersey.



Other Events

Other Events



Bill Anderson, Eileen (Drake) Paterson

Deal Day: Aerojet Rocketdyne

NYU School of Law, November 7, 2024

ICGF Co-Director Edward Rock and Board member Bill Anderson (Senior Managing Director, Evercore) had a conversation with Eileen (Drake) Paterson, former CEO and President, Aerojet Rocketdyne Holdings, Inc., about the battle for control of Aerojet Rocketdyne. Evercore initially represented Aerojet Rocketdyne, advising the CEO and the independent members of the Board against an insurrection by the other half of the Board led by the Chairman and his company (a 5% shareholder). After a unique and intense fight, the CEO and her group of directors won, and new directors joined the Board. Aerojet Rocketdyne was eventually sold to L3Harris in a transaction that closed in 2023.

Life in the Law—Martin Lipton

Wachtell Lipton Rosen & Katz
October 23, 2024

In the fall of 2024, the Institute launched the first Life in the Law, a conversation over lunch between students and a seasoned practitioner to hear about their journey in legal practice. The first was with Martin Lipton, a founding partner of Wachtell, Lipton, Rosen & Katz, who hardly needed an introduction. Mr. Lipton graciously invited the students to his offices.



Rome Conference

Rome Conference on AI, Ethics, and the Future of Corporate Governance

Rome, Italy, April 12–13, 2024

The Institute for Corporate Governance & Finance sponsored, together with UC Berkeley Law Center for Law and Business and LUISS University, the Rome Conference on AI, Ethics, and the Future of Corporate Governance, which brought executives from leading AI companies together with policymakers, scholars, ethicists, and lawyers to consider holistically the critical issues and challenges facing the governance of AI companies and their novel technology. This two-day conference, co-hosted by Wilson Sonsini and Libra Legal Partners, included multiple panel and roundtable discussions and provided ample time for questions and networking among all participants.

A Conversation with John Coates about “The Problem of 12”

NYU School of Law,
September 18, 2023

The Institute hosted a conversation with John Coates, Cogan Professor of Law and Economics, Harvard Law School, about his book, *The Problem of Twelve: When a Few Financial Institutions Control Everything*. In his book, Professor Coates argues that America’s past methods for keeping economic power dispersed and monitored no longer do so. Instead, a small number of index funds and private equity funds are growing at an alarmingly fast

pace and now have disproportionate influence over our economy. Professor Coates discussed his book with David Katz (Wachtell Lipton), Wendell Willkie (American Enterprise Institute), and Kobi Kastiel (NYU School of Law).

Prior to joining the Harvard Law faculty, Professor Coates (NYU Law '89) was a partner at Wachtell Lipton. During 2021, he was acting Director of the Division of Corporation Finance and General Counsel at the Securities and Exchange Commission.

Practitioners Workshop with Alon Brav

NYU School of Law, March 27, 2023

Alon Brav, Bratton Family Distinguished Professor, Duke Fuqua School of Business, presented a new paper, "Capital Flows, Corporate Financing, and Institutional Ownership of U.S. Equity Markets." The paper, co-authored with Dorothy Lund (Professor of Law, Columbia School of Law) and Lin Zhao (PhD '24, Duke Fuqua School of Business), analyzes the equilibrium relationship between equity flows, corporate financing decisions, and institutional ownership of U.S. public equity to better understand the sources of inflows allocated to asset managers and the dramatic growth in equity ownership of institutional asset managers over the past two decades. Contrary to the current narrative, the authors find that ownership by the Big Three—Vanguard, State Street Global Advisors, and BlackRock—has leveled off in recent years.

According to the authors, evidence based on equity capital flows into the Big Three also undermines the conventional narrative of rapid and accelerating growth. They present a framework to understand how fund characteristics and corporate actions such as stock buybacks and equity issuances have combined to shape the evolution of institutional investor ownership, including that of the Big Three. Indeed, their analysis reveals that a substantial part of the growth of institutional investor ownership of U.S. capital markets can be attributed to these fund characteristics and corporate actions, with their evidence pointing to the origin of fund flows and why certain institutions win and lose in the contest for flows.



Deputy Attorney General Lisa Monaco

Deputy Attorney General Lisa Monaco

NYU School of Law,
September 15, 2022

Co-Hosted with the Program on Corporate Compliance and Enforcement and the Pollack Center for Law and Business

Deputy Attorney General Lisa O. Monaco delivered remarks on behalf of the Department of Justice regarding corporate criminal enforcement policy. The Deputy Attorney General started by making clear that the Department's number one priority is individual accountability and that the Department will hold those who break the law accountable, regardless of their position, status, or seniority. She also announced additional guidelines for prosecutors when taking into account a company's prior misconduct. She went on to disclose a new Justice Department policy on voluntary self-disclosures, noting that companies who own up will be "appropriately rewarded in the Department's approach to corporate crime." She explained the use of compliance monitors, including their selection and oversight by prosecutors. Finally, she discussed how the Department "will encourage companies to shape financial compensation around promoting compliance and avoiding improperly risky behavior." All of this, the Deputy Attorney General explained, is an effort to empower companies to engage in responsible corporate behavior and to give prosecutors the power to hold accountable those that don't.

NEW YORK UNIVERSITY
SCHOOL OF LAW



Conversations with Regulators

Conversations with Regulators



Gary Gensler, Rob Jackson

Fireside Chat with SEC Chair Gary Gensler

NYU School of Law, October 9, 2024

Gary Gensler, Chair, U.S. Securities and Exchange Commission (SEC), reflected on his three years at the Commission, how it compared to his experience at the Commodity Futures Trading Commission (CFTC) and in Maryland's state government, and what advice he would give students considering public service. The conversation was moderated by ICGF Co-Director and Professor Rob Jackson, a former SEC Commissioner.

Chair Gensler was nominated by President Joe Biden to serve as Chair of the SEC on February 3, 2021, confirmed by the U.S. Senate on April 14, 2021, and sworn into office on April 17, 2021.

Before joining the SEC, Chair Gensler was Professor of the Practice of Global Economics and Management at the MIT Sloan School of Management, co-director of MIT's FinTech@CSAIL, and senior advisor to the MIT Media Lab Digital Currency Initiative. From 2017 to 2019, he served as Chair of the Maryland Financial Consumer Protection Commission.

Chair Gensler was formerly Chair of the U.S. CFTC, leading the Obama administration's reform of the \$400 trillion swaps market. He also was senior advisor to U.S. Senator Paul Sarbanes in writing the Sarbanes-Oxley Act (2002) and was Undersecretary of the Treasury for Domestic Finance and Assistant Secretary of the Treasury from 1997 to 2001.



Ricky Revesz

Prior to his public service, Chair Gensler worked at Goldman Sachs, where he became a partner in the Mergers & Acquisition department, headed the firm's Media Group, led fixed income and currency trading in Asia, and was co-head of Finance, responsible for the firm's worldwide Controllers and Treasury efforts.

Modernizing Regulatory Analysis

NYU School of Law, October 4, 2023

Ricky Revesz, Administrator of the U.S. Office of Information and Regulatory Affairs (OIRA) (on public service leave from NYU School of Law), discussed OIRA's efforts to bring cost benefit analysis up to date, incorporating insights from diverse fields. The Presidential Memorandum of January 20, 2021 directs OMB to ensure that regulatory analysis "promotes policies that reflect new developments in scientific and economic understanding," "fully accounts for regulatory benefits that are difficult or impossible to quantify," and takes "into account the distributional consequences of regulations" in order "to ensure that regulatory initiatives appropriately benefit and do not inappropriately burden disadvantaged, vulnerable, or marginalized communities."

Our friend and colleague Ricky Revesz served as the dean of the Law School from 2002 to 2013. A distinguished environmental law scholar, he founded NYU's Institute for Policy Integrity, a think tank and advocacy organization that promotes desirable climate change and environmental policies. From 2014 to his OIRA appointment,

he served as the director of the American Law Institute. In 2022, he was nominated by President Joe Biden to lead OIRA and subsequently confirmed by the U.S. Senate by a unanimous voice vote. OIRA, housed within the Executive Office of the President, reviews rules drafted by federal agencies and oversees the implementation of rules and regulations across the federal government. As a result, OIRA plays a central role in applying cost-benefit analysis to regulation, an area that Ricky has worked on throughout his career.

Universal Proxies

NYU School of Law, May 3, 2023

The Institute hosted a lunch conversation about the universal proxy, including its impact on over voting. This was a small group discussion attended by representatives of the Division of Corporation Finance, U.S. Securities and Exchange Commission, who were interested in practical feedback to guide them in their policymaking, and practitioners, including proxy solicitors.

Fireside Chat with SEC Chair Gary Gensler

NYU School of Law, October 25, 2022

This fireside chat was jointly organized with the Program on Corporate Compliance and Enforcement.

Robert Jackson and Allison Herren Lee moderated a fireside chat with U.S. Securities and Exchange Commission Chair Gary Gensler focusing on digital assets, and offered his thoughts on how such assets should be regulated and by whom. He also graciously took questions from both the moderators and the larger audience on issues ranging from climate risk disclosure to equity market structure, ESG investing, and more.

Fireside Chat with CFTC Chairman Rostin Behnam

NYU School of Law,
September 28, 2022

Co-Director and Professor Rob Jackson and Senior Research Fellow Allison Herren Lee, both former SEC Commissioners, moderated a fireside chat with Commodities Futures Trading Commission Chair Rostin Behnam focusing on the regulation of digital assets. Chair Behnam gave his perspective on the future of digital assets, as well as both current and potential regulation by the CFTC. Coming on the heels of the CFTC's first ever case against an allegedly decentralized autonomous organization (DAO), Chairman Behnam's remarks sparked a lively discussion about the nature of digital asset platforms and the difficulties arising in the space for innovators and regulators alike.

Fireside Chat with New SEC Chair Gary Gensler

Virtual, October 19, 2021

This fireside chat was jointly organized with the Program on Corporate Compliance and Enforcement.

Robert Jackson moderated a fireside chat discussing with Chair Gensler ESG/climate, shareholder rights, enforcement policy, cybersecurity, shareholder activism, and cryptocurrency. This conversation involved 500+ viewers, with questions being answered from the audience at the end.

A Fireside Chat: Heath Tarbert, Chairman of the Commodity Futures Trading Commission

NYU School of Law,
September 10, 2019

MODERATORS

Jennifer Arlen, Program on Corporate Compliance and Enforcement, NYU School of Law

Edward Rock, Institute for Corporate Governance & Finance, NYU School of Law



We launched the Corporate Governance Bootcamp in 2019 in response to suggestions from board members who said that junior and mid-level members of corporate stewardship teams, and others working on corporate governance, would benefit from an opportunity to increase their knowledge and to interact with others who work in this area. Bootcamp is taught by a combination of academics and practitioners, with participation by judges and policy makers.

This event is jointly organized with the Council of Institutional Investors.

Corporate Governance Bootcamp

Sixth Annual Corporate Governance Bootcamp



1 Edward Rock, Hon. Karen Valihura 2 Arnaud Ajdler, Emiliano Catan



NYU School of Law, November 14-15, 2024

Day 1

Foundations of Corporate Governance

Edward Rock, NYU School of Law

Intro to Executive Compensation

Ryan Bubba, NYU School of Law

The Basics of Securities Regulation

Stephen Choi, NYU School of Law

How to Read a Financial Statement

April Klein, NYU Stern School of Business

How to Comb a Proxy Statement and 10-K for Key Information

Jackie Condron, Mellon Investments

“Dos and Don’ts” of Engagement Panel

MODERATOR

Kyle Seeley, New York State Common Retirement Fund

PANELISTS

Theresa Molloy, Prudential Financial

Yumi Narita, Office of the NYC Comptroller

Catherine Winner, Goldman Sachs Asset Management

The Path Ahead for Securities Regulation

Robert J. Jackson Jr., NYU School of Law; Former
Commissioner, U.S. Securities and Exchange Commission

Day 2

Proxy Plumbing Panel

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Patrick McHugh, Okapi Partners LLC

Geoffrey Sorbello, Elliott Investment Management

Scott Winter, Innisfree M&A, Inc.

Delaware Law Developments, Fireside Chat with Hon. Karen Valihura, Justice, Delaware Supreme Court

MODERATOR

Edward Rock, NYU School of Law

Say-on-Pay Analysis

Nishesh Kumar, JPMorgan Asset Management

What Stewardship Professionals Need to Know about Portfolio Management

MODERATOR

Glenn Davis, Council of Institutional Investors

PANELISTS

Donna Anderson, T. Rowe Price

Josepha Kaufman, T. Rowe Price



1 Rob Jackson, Antonia Apps 2 Edward Rock, Gil Casellas, Anne Sheehan 3 Geoff Sorbello, Patrick McHugh, Scott Winter, Edward Rock
4 Josepha Kaufman, Donna Anderson, Glenn Davis

How Activists Develop an Investment Thesis, Fireside Chat with Arnaud Ajdler, Founder and Portfolio Manager, Engine Capital

MODERATOR

Emiliano Catan, NYU School of Law

Spotlight on Insider Trading, Fireside Chat with Antonia Apps, Director, New York Regional Office, U.S. Securities and Exchange Commission

MODERATOR

Robert J. Jackson Jr., NYU School of Law

Views from the Boardroom

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Gil Casellas, Board Member, Prudential Financial

Anne Sheehan, Director, Janus Henderson Group, Victoria's Secret

Fifth Annual Corporate Governance Bootcamp



1 Barbara Novick, Edward Rock 2 David Katz 3 Scott Winter, Mark Harnett 4 Josepha Kaufman, Donna Anderson, Amy Borrus

NYU School of Law, November 7–8, 2023

Day 1

Foundations of Corporate Governance—An Introductory Course

Corporate Governance

Edward Rock, NYU School of Law

Securities Regulation

Stephen Choi, NYU School of Law

Intro to Executive Compensation

Ryan Bubb, NYU School of Law

How to Read a Financial Statement

April Klein, NYU Stern School of Business

How to Comb a Proxy Statement and 10-K for Key Information

Marc Goldstein, Institutional Shareholder Services

“Dos and Don’ts” of Engagement Panel

MODERATOR

Amy Borrus, Council of Institutional Investors

PANELISTS

Margaret Madden, Pfizer

Yumi Narita, Office of the NYC Comptroller

Peter Reali, Nuveen

Washington Outlook

Robert J. Jackson Jr., NYU School of Law; Former
Commissioner, U.S. Securities and Exchange Commission

Allison Herren Lee, NYU School of Law; Former
Acting Chair/Commissioner, U.S. Securities and
Exchange Commission

Day 2

Advanced Topics In Stewardship Proxy Plumbing Panel

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Mark Harnett, Okapi Partners, LLC

Scott Winter, Innisfree M&A, Inc.

Expansion in Voting Choice Panel

MODERATOR

Amy Borrus, Council of Institutional Investors

PANELISTS

Will Goodwin, Tumelo

Danielle Gurrieri, Broadridge Financial Solutions

Abbe Billings, BlackRock

Analyzing Say-on-Pay Proposals Panel

MODERATOR

Glenn Davis, Council of Institutional Investors

PANELISTS

Nishesh Kumar, JPMorgan Chase

Michael McCauley, Florida State Board of Administration

What Stewardship Professionals Need to Know about Portfolio Management Panel

MODERATOR

Amy Borrus, Council of Institutional Investors

PANELISTS

Donna Anderson, T. Rowe Price

Josepha Kaufman, T. Rowe Price

How Activists Develop an Investment Thesis, Fireside Chat with Adam Katz, Co-Founder & CIO, Irenic Capital Management

MODERATOR

Edward Rock, NYU School of Law



1 Adam Katz 2 Allison Bennington, Daniel Marx,
Zach Oleksiuk, Geoffrey Sorbello

Trends in Hedge Fund Activism Panel

MODERATOR

Zach Oleksiuk, Evercore

PANELISTS

Daniel Marx, Trian Fund Management

Allison Bennington, PJT Partners

Geoffrey Sorbello, Elliott Investment Management

View from the Boardroom, Fireside Chat with Barbara Novick, Independent Director, Intel; Founder & Senior Advisor, BlackRock

MODERATOR

Edward Rock, NYU School of Law

Fourth Annual Corporate Governance Bootcamp



1 Tracy Stewart, Jill Whitney, Jessica Burt 2 Jonathan Saltzberg, Cathy Conlon, Mark Harnett 3 Leslie Brun 4 Scott Luftglass, Melissa Sawyer

NYU School of Law, November 16-18, 2022

Day 1

Foundations of Corporate Governance—An Introductory Course

Corporate Governance Overview

Edward Rock, NYU School of Law

How to Read a Financial Statement

April Klein, NYU Stern School of Business

Securities Regulation

Stephen Choi, NYU School of Law

Executive Compensation

Ryan Bubba, NYU School of Law

“Do’s and Don’ts” of Engagement Panel

MODERATOR

Amy Borrus, Council of Institutional Investors

PANELISTS

Donna Anderson, T. Rowe Price

Theresa Molloy, Prudential

Yumi Narita, Office of the NYC Comptroller

Fireside Chat with Engaged Investor Ed Garden, CIO, Trian Fund Management

MODERATOR

Amy Borrus, Council of Institutional Investors

Day 2

Advanced Topics in Stewardship Proxy Plumbing and Shareholder Communications Panel

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Cathy Conlon, Broadridge Financial Solutions

Mark Harnett, Okapi Partners

Scott Winter, Innisfree M&A

New Topics in Voting Panel

MODERATOR

Tracy Stewart, Council of Institutional Investors

PANELISTS

Jessica Burt, BlackRock

Jill Whitney, Broadridge Financial Solutions

Analyzing Say-on-Pay Protocols Panel

MODERATOR

Glenn Davis, Council of Institutional Investors

PANELISTS

Kristin Drake, Dimensional Fund Advisors

Anthony Mark Garcia, Nuveen

Michael McCauley, Florida State Board of Administration

Developing Voting Guidelines on New Proxy Proposals Panel

MODERATOR

Glenn Davis, Council of Institutional Investors

PANELISTS

Sarah Relich, Vanguard

Kellie Huennekens, Capital Group

Factoring in Climate Disclosure & Net Zero Pledges Panel

MODERATOR

Amy Borrus, Council of Institutional Investors

PANELISTS

Benjamin Colton, State Street Global Advisors

Drew Hambly, California Public Employees' Retirement System Investment Office

Catherine Winner, Goldman Sachs

ESG and Performance

Shivaram Rajgopal, Columbia Business School

Musk@Twitter: Legal Experts Weigh In Panel

MODERATOR

Emiliano Catan, NYU School of Law

PANELISTS

Scott Luftglass, Fried, Frank, Harris, Shriver & Jacobson LLP

Laura Turano, Paul, Weiss, Rifkind, Wharton & Garrison LLP

Melissa Sawyer, Sullivan & Cromwell LLP

Day 3

Advanced Topics in Stewardship (continued)

Officer Exculpation Under DGCL 102(b)(7) Panel

MODERATOR

Edward Rock, NYU School of Law

PANELISTS

Amy Borrus, Council of Institutional Investors

David Katz, Wachtell, Lipton, Rosen & Katz

Mark Lebovitch, Bernstein Litowitz Berger & Grossman LLP

Scott Luftglass, Fried, Frank, Harris, Shriver & Jacobson LLP

Washington Outlook

Robert J. Jackson Jr., NYU School of Law; Former Commissioner, U.S. Securities & Exchange Commission
Allison Herren Lee, Senior Research Fellow, Institute for Corporate Governance & Finance, NYU School of Law; Former Acting Chair/Commissioner, U.S. Securities & Exchange Commission

Inside the Boardroom with Leslie A. Brun, Lead Independent Director, Broadridge Financial Solutions; Chair, CDK Global; Director, Corning and Merck

MODERATOR

Amy Borrus, Council of Institutional Investors

Third Annual Corporate Governance Bootcamp

Virtual, November 17-19, 2021

Day 1

Bootcamp Basics—Introduction to Corporate Governance

Corporate Governance Overview

Edward Rock, NYU School of Law

How to Read a Financial Statement

April Klein, NYU Stern School of Business

Executive Compensation

Ryan Bubb, NYU School of Law

Securities Regulation

Stephen Choi, NYU School of Law

Program for Governance Professionals with Some Experience (Beginners Welcome, Too)

Shareholder Engagement on Climate & Diversity Panel

Day 2

Proxy Plumbing Panel

Executive Compensation: Analyzing Say-on-Pay Proposals

Fireside Chat

Hon. Travis Laster, Vice Chancellor, Delaware Court of Chancery

Moderated by **Edward Rock**, NYU School of Law

Fireside Chat: The Role of a Director

Ann Yerger, Independent Director, Bed Bath & Beyond, Hershey Entertainment and Resorts; Advisor, North American Board Practice, Spencer Stuart,
Christina Maguire, Formerly BNY Mellon

Role of Active Portfolio Managers in Voting Panel

Fireside Chat

Jeff Ubben, Inclusive Capital Partners

MODERATOR

Edward Rock, NYU School of Law

Day 3

Governance of Young Public Companies Panel

Shareholder Proposals Panel

The Role of Institutional Investors in Shareholder Litigation Panel

Virtual, September 23-25, 2020

Day 1

Bootcamp Basics—Introduction to Corporate Governance

Corporate Governance

Edward Rock, NYU School of Law

Securities Regulation

Robert Bartlett, University of California-Berkeley Law

Executive Compensation

Ryan Bubb, Professor of Law, NYU School of Law

Day 2

Program for Governance
Professionals with Some Experience
(Beginners Welcome, Too)

How to Critically Read a Financial Statement

April Klein, NYU Stern School of Business

Integrating ESG Considerations

Human Capital Management

Engaging on Lobbying and Political Disclosure: A Real-World Example at Chevron

How Chevron Handled the Engagement

How the Proxy System Works

Director Refreshment

Executive Compensation: How to Analyze Say-on-Pay Resolutions

Trends in Pay Plans and Say-on-Pay Votes

What Glass Lewis Recommended and How BNY Mellon Voted

Day 3

How is Silicon Valley Different?

Governance in Smaller Valley Companies

Governance in Larger Valley Companies

Shareholder Activism in Silicon Valley

Shareholder Litigation

NYU School of Law, January 22-24, 2019

Overview of Corporate Boards: Board Structure, Functions, and Responsibilities

Jennifer Arlen, NYU School of Law

Public Company Directors from Large, Medium, and Small Cap Companies

Law and Regulation: Overview of Delaware Law

Edward Rock, NYU School of Law

Victor Lewkow, Cleary Gottlieb Steen & Hamilton LLP

Law and Regulation: Overview of Securities Regulation

Stephen Choi, NYU School of Law

Financial Statement Analysis: Critically Reading a Financial Statement

April Klein, NYU Stern School of Business

Executive Compensation: Overview and Goals of Compensation

Executive Compensation: What to Say on Pay?

Shareholder Litigation

Proxy Plumbing and the Practicalities of Solicitation

Shareholder Engagement

The Cutting Edge: Sustainability, Diversity, and Social Purpose

A New Paradigm for Corporate Governance

Directors



Edward Rock

*Martin Lipton Professor of Law;
Co-Director, Institute for Corporate
Governance & Finance*

Edward Rock's main areas of teaching and research are corporate law, mergers and acquisitions, and corporate governance. In his 50 or so articles, he has written about ESG, corporate purpose, poison pills, politics and corporate law, hedge funds, corporate voting, proxy access, and corporate federalism, among other things. In addition to teaching and research, Rock is co-director of NYU's Institute for Corporate Governance & Finance and the Reporter for the American Law Institute's Restatement of the Law of Corporate Governance. He spent the first part of his teaching career at the University of Pennsylvania, where he served as co-director of the Institute for Law and Economics (1998-2010), as Associate Dean (2006-08), and as Senior Advisor to the President and Provost and director of Open Course Initiatives (2012-15). He was a visiting professor at NYU in Fall 2011 and has also visited at Columbia, Tel Aviv University, and Hebrew University, where he was a Fulbright Senior Scholar.



Robert J. Jackson Jr.

*Nathalie P. Urry Professor of Law;
Co-Director, Institute for Corporate
Governance & Finance*

Robert J. Jackson Jr. is professor of law, co-director of the Institute for Corporate Governance & Finance, and director of the Program on Corporate Law and Policy at New York University School of Law. He was nominated and unanimously confirmed by the Senate to be a commissioner of the U.S. Securities and Exchange Commission in 2017 and served in that role until February 2020.

Prior to his nomination to the SEC, Professor Jackson taught at Columbia Law School, where students honored him with the Reese Prize for Excellence in Teaching. Before that, he served as a senior policy advisor at the U.S. Treasury Department during the financial crisis and as deputy to Kenneth Feinberg, Treasury's special master on executive compensation. Earlier in his career, Professor Jackson practiced law at Wachtell, Lipton, Rosen & Katz and was an investment banker at Bear Stearns. Jackson holds two undergraduate degrees from the University of Pennsylvania, an MBA in finance from the Wharton School of Business, an MPP from Harvard's Kennedy School, and a JD from Harvard Law School. He was born in the Bronx, is a lifelong fan of the New York Yankees, and lives in New York with his wife, Bryana, son, Briggs, and daughter, Beau.



Emiliano M. Catan

*Catherine A. Rein Professor of Law;
Co-Director, Institute for Corporate
Governance & Finance*

Emiliano Catan LL.M. '10 joined the NYU School of Law faculty in Summer 2014. His research focuses on corporate governance, corporate law, and mergers and acquisitions. Professor Catan earned his first law degree in 2003 from Universidad Torcuato Di Tella in Buenos Aires, Argentina, where he received the gold medal for earning the highest GPA in his graduating class. In 2007, he received an MA in economics from the same university. At NYU Law, he earned an LL.M. in Corporations in 2010 and was awarded the George Colin Award for distinction in corporate law at graduation. He received his PhD in economics from New York University in 2014.

Current Fellows



David Berger

Senior Fellow

David Berger specializes in corporate governance, M&A, and securities litigation, as well as rapid response shareholder activism and corporate governance risk oversight. David's practice is an unusual blend of corporate governance advisory work and litigation, and he is nationally recognized for his expertise in both the boardroom and the courtroom. David also represents directors and companies in internal investigations and public companies on disclosure and SEC proceedings.

David has been at Wilson Sonsini since 1989. Among other leadership roles, he has been a member of the firm's board of directors and served as chair of the Policy Committee and chair of the firm's Pro Bono Committee. David has a BA magna cum laude from Duke University and a JD from Duke University School of Law.



Marco Dell'Erba

Research Fellow

Marco Dell'Erba is a Professor of Corporate & Financial Law at the University of Zurich, where he is also a member of the Blockchain Center and the Digital Society Initiative. He is a Research Fellow at the Institute for Corporate Governance & Finance at New York University School of Law, and a Global Fellow at the Wilson Center in the Science and Technology Innovation Program.

Marco Dell'Erba is the author of *Technology in Financial Markets: Complex Change and Disruption* (OUP, 2024). His scholarship has appeared in leading American and European journals and has been featured on the Harvard Forum on Corporate Governance, Columbia Law School Blue Sky Blog, and the Oxford Business Law Blog.

He has previously held research and visiting positions at multiple institutions, including Harvard Law School, NYU Law, Goethe University Frankfurt, University of Paris I Panthéon-Sorbonne, National University of Singapore, and the London School of Economics. He practiced law at Clifford Chance LLP (Rome) and as an independent consultant (Paris).

Marco Dell'Erba holds a JD from the University of Rome La Sapienza, an LL.M. in Corporation Law at New York University School of Law—where he was a Hauser Scholar—a PhD in private law from the University of Paris I Panthéon-Sorbonne, and a PhD in corporate and securities law from the University of Rome Tor Vergata.



Harald Halbhuber

Senior Fellow

Harald Halbhuber has more than 20 years of experience in transactional practice at major global law firms, focused on structuring and executing complex corporate finance transactions. Prior to joining the Institute to pursue his research interests, Harald represented companies and investment banks in IPOs, high-yield and investment-grade bond offerings, equity and debt tender offers, and other financing and derivative transactions. Most recently, Harald's practice included work on multiple SPAC IPOs and other SPAC-related matters. In his practice, Harald also counseled clients on critical disclosure and financial reporting matters, an area in which he authored several publications. His 2017 article on debt restructurings was cited and followed by the U.S. Court of Appeals for the Second Circuit in *Marblegate Asset Management v. Education Management*. He has also written for *Forbes* and has been cited by *WSJ Pro Bankruptcy*. Harald holds law degrees from the University of Vienna (JD and SJD equivalents) and Harvard Law School (LL.M).



Kwon-Yong Jin

Research Fellow

Kwon-Yong Jin is pursuing a PhD in financial economics at the Yale School of Management. Prior to his doctoral studies, he was a corporate associate at Wachtell, Lipton, Rosen & Katz, where his practice covered M&A, shareholder activism, capital markets, and financial institutions. He also served as a Captain in the Republic of Korea Air Force Judge Advocate General's Corps, where he advised commanders and staff on a variety of international, administrative, and commercial law matters, and worked as a strategy director at the Seoul office of a global venture capital fund. His research

Previous Fellows

on banking and securities regulation has appeared in the *Yale Law Journal*, the *Journal of Financial Regulation*, and the *Brigham Young University Law Review*.

Kwon-Yong holds an AB in economics, *summa cum laude*, from Harvard University, where he received the Sophia Freund Prize as the highest ranked *summa cum laude* graduate, and a JD from Yale Law School, where he was Editor-in-Chief of the *Yale Journal on Regulation* and an Editor of the *Yale Law Journal*.



Theodore N. Mirvis

Senior Fellow

Theodore N. Mirvis is Of Counsel in Wachtell, Lipton, Rosen & Katz's Litigation Department. Mr. Mirvis has been with the firm for over 45 years, and, during that time, has litigated some of the landmark cases regarding corporate governance issues, mergers and acquisitions, stockholders' rights, and numerous other matters involving corporate and securities litigation. He has written extensively on topics ranging from white-collar crime, corporate governance, mergers and acquisitions and stockholder derivative suits. He is an adjunct professor of law at New York University School of Law and Tel Aviv University Law School, and is a regular lecturer at the Harvard Business School and the Harvard Law School.

Mr. Mirvis received a BA *summa cum laude* from Yeshiva University in 1973 and received a JD *magna cum laude* from the Harvard Law School in 1976. During law school, he served as case officer and as a member of the Editorial Board of *The Harvard Law Review*. Upon graduation, Mr. Mirvis was a law clerk to the Honorable Henry J. Friendly of the United States Court of Appeals for the Second Circuit. He is a Senior Fellow at the Institute for Corporate Governance & Finance of New York University, and is a member of the American Law Institute and the Advisory Board of the Harvard Law School Program on Corporate Governance.



Robert Bishop

Research Fellow

Robert E. Bishop is an associate professor at Duke Law School. His academic research focuses on corporate governance, securities, and markets more broadly.

Bobby brings a distinguished record of public service. Most recently, he was the senior advisor on financial markets at the U.S. Department of the Treasury during the COVID-19 pandemic, where he played an integral role on economic relief efforts. Before his doctoral studies, he advised a Commissioner at the U.S. Securities and Exchange Commission. Prior to graduate school, he served in the Middle East and East Africa with the U.S. Department of Defense.

Bobby co-founded the International Institute of Law and Finance (IILF), a non-profit, non-partisan institution that seeks to bridge the gap between academic research and financial regulatory policy. IILF weighs in regularly on financial regulatory issues, including by providing financial regulators with summaries of academic research through formal comment letters on proposed SEC rules.

Bobby holds an AB from the University of Chicago, JD and MBA from Columbia University, and MA, MPhil, and PhD from Yale University. He clerked on the Delaware Court of Chancery.



Edwin Hu

Research Fellow

Edwin Hu is an associate professor at University of Virginia School of Law. His scholarship is focused on the empirical analysis of corporate and securities law and the structure of financial markets. Before joining UVA Law, Professor Hu was a senior economic policymaker, advising the White House's National Economic Council and as Chief Economist to SEC Commissioner Robert J. Jackson Jr.

Professor Hu's research studies gaps in market structure and financial regulation. His work on the regulation of financial advice shows how advisors who pose the most risk to investors

seek out lax legal regimes to avoid accountability. Professor Hu's study of institutional investors' voting behavior identified how some funds seek share lending revenue rather than vote in contested corporate matters. And his examination of stock-exchange activity during the COVID-19 pandemic raised questions about the effects of outdated market structure on today's investors.

Professor Hu's research has helped produce significant policy reforms, including the SEC's recent institutional voting transparency initiative and its proposal to increase competition for retail stock orders. His current policy initiatives include a joint effort he co-chaired with faculty from the Wharton School to facilitate accountability in initial public offerings in the wake of recent Supreme Court rulings on that subject. Professor Hu's work has been published in leading academic journals, such as the *Journal of Financial Economics* and the *Stanford Law Review*, and featured prominently across major periodicals including *The Atlantic*, *Bloomberg*, *The Economist*, *The New York Times*, *The Washington Post*, and the front page of *The Wall Street Journal*.

He holds two undergraduate degrees, in economics and applied computational mathematics, from the University of Washington, a masters and PhD in finance from Rice University, and a JD from New York University School of Law, where he was a Furman Academic Scholar and a Fellow at the Institute for Corporate Governance & Finance.



Satyam Khanna

Research Scholar

Satyam Khanna is the President of Khanna Economic Strategies, a consulting firm.

Most recently, he was instrumental in building one of the cornerstones of the Inflation Reduction Act, the EPA's \$27 billion Greenhouse Gas Reduction Fund, accelerating the financing of American clean technology projects. He served as the SEC's first-ever sustainability advisor, reporting to the Chair, where he oversaw the agency's release of groundbreaking policies to enhance accountability in that market. His prior roles include Chief of Staff and Counsel to SEC Commissioner and NYU Law Professor Robert Jackson and at the U.S. Treasury Department's

Financial Stability Oversight Council, during the Trump and Obama administrations.

From 2020 to 2021, Satyam was a Resident Fellow at NYU Law's Institute for Corporate Governance & Finance and served on the Biden-Harris transition on the financial regulators' agency review team, as well as the SEC's Investor Advisory Committee. He currently serves on the PCAOB's Investor Advisory Group.

Satyam started his legal career as an associate at McDermott Will & Emery LLP. He received his BA in biology and political science from Washington University in St. Louis and his JD from Columbia Law School.



Allison Herren Lee

Senior Fellow

Former SEC Acting Chair and Commissioner Allison Herren Lee served as Commissioner from June 2019 through July

2022. She served as Acting Chair of the Commission from January 21, 2021, to April 17, 2021. During her tenure, Commissioner Lee focused on bringing transparency and accountability to markets on issues related to climate change and other ESG-related information.

Commissioner Lee has been a securities law practitioner for 25 years. She is a member of the American College of Governance Counsel and has written, lectured, and taught courses internationally in Spain and Italy on financial regulation and corporate law. Commissioner Lee served for over a decade in various roles at the SEC, including as counsel to Commissioner Kara Stein and as Senior Counsel in the Division of Enforcement's Complex Financial Instruments Unit. In addition, she has served as a Special Assistant U.S. Attorney, was a member of the American Bar Association's former Committee on Public Company Disclosure, and participated on a USAID project in Armenia assisting in the drafting of periodic reporting and disclosure provisions for a comprehensive law of the Republic of Armenia on Securities Market Regulation.

Prior to government service, Commissioner Lee was a partner at Sherman & Howard LLC, focusing on securities, antitrust, and commercial litigation. A member of the Colorado bar, she holds a bachelor's degree in business from the University of Colorado and a JD from the University of Denver College of Law, where she was salutatorian and a Chancellor's Scholar, and served on the *Law Review*.



Jacob Leibenluft

Research Scholar

Jacob Leibenluft is the Executive Associate Director of the Office of Management and Budget. He was recently the counselor to the Secretary at the U.S. Department of the Treasury. Previously, he was a Senior Fellow at the Center for American Progress, where he was the executive vice president for policy before joining NYU. He served as deputy director of the White House National Economic Council and as deputy assistant to the President under Barack Obama. While at the White House—where he worked from 2011 to 2012 and from 2013 through 2016—his portfolio included tax, fiscal policy, consumer protection, and job training, as well as strategic planning for the economic team.

During the 2016 general election campaign, Jacob served as senior policy adviser for Hillary for America, where he led former U.S. Secretary of State Hillary Clinton's economic policy team. He also served as the economic policy director on former President Barack Obama's 2012 presidential campaign. Jacob began his work in the Obama administration at the U.S. Department of the Treasury, where he worked in 2009 and 2010 during the height of the financial crisis. After the 2016 campaign, he also worked as a senior adviser at the Center on Budget and Policy Priorities. He is a graduate of Yale University and the recipient of a Truman Scholarship and a Henry Luce Scholarship.



Andrew McKinley

Research Fellow

Andrew McKinley will be joining Northwestern University Pritzker School of Law as an assistant professor in 2025. He completed his Juris Doctor at Stanford Law School while concurrently pursuing a PhD at the University of Chicago Booth School of Business. His work focuses on the economic impacts of corporate and energy law. Before law school, Andrew spent several years working on proprietary and hedge fund trading desks. He was also a Research Scholar for the Institute for Corporate Governance & Finance at New York University School of Law.



Jessica L. Rollén

Research Scholar

Jessica L. Rollén is an Associate at Cravath, Swaine and Moore LLP, where she started after receiving her JD/MBA at New York University School of Law and the Stern School of Business. At NYU, Jessica was a Lederman Fellow in Law and Economics, a Jacobson Scholar, a Kia Motors Scholar, and a Robert McKay Scholar. Prior to graduate school, Jessica was a Researcher at the NYU Institute for Corporate Governance & Finance, and Research Coordinator for Robert Jackson at Columbia Law School's Program on Corporate Law and Policy. Jessica also holds a Bachelor of Arts in Philosophy, Politics and Economics from the University of Pennsylvania.



Haley Sylvester

Research Scholar

Haley has been a Research Fellow at the NYU School of Law Institute for Corporate Governance & Finance since 2020, during which time she has worked with politicians, advocates, and academics on complex issues in public and private markets. She previously served as counsel to Commissioner Robert J. Jackson Jr. at the U.S. Securities and Exchange Commission, where she advised the Commissioner on novel and complex issues in securities regulation, financial regulation, and corporate governance. Currently, she is a member of Pryor Cashman's Private Client practice, where she provides

structuring and taxation advice for clients including artists, actors, entrepreneurs, financiers, musicians, and more. Haley previously taught as a Clinical Fellow at the Filmmakers Legal Clinic at the Benjamin N. Cardozo School of Law, where she served as the copyright, fair use, and financing expert. After joining Pryor Cashman, she co-authored an amicus brief to the U.S. Supreme Court in *Andy Warhol Foundation for the Visual Arts, Inc. v. Goldsmith*. She began her legal career as a corporate finance associate at Wachtell, Lipton, Rosen & Katz.



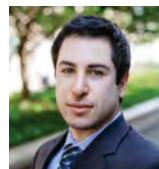
Prashant Yerramalli

Research Scholar

Prashant Yerramalli is currently a Vice President at Public, a retail investing platform, where he works on operations and regulatory issues. He was a Senior Research Fellow at the NYU Institute for Corporate Governance & Finance. Previously, he was Chief of Staff and Counselor to the Chair at the U.S. Securities and Exchange Commission. As chief of staff and counselor to the chair, Prashant served as a senior advisor to SEC Chair Gary Gensler on all aspects of the agency's mission, including enforcement, rulemaking, examinations, policy, and agency operations. He had previously been at the SEC serving initially as Counsel in the Division of Enforcement, Senior Counsel in the Division of Enforcement, Asset Management Unit, and then Counsel to Commissioner Robert Jackson.

Prashant started his legal career as an Associate at WilmerHale, then went on to clerk for the Hon. Naomi Reice Buchwald, U.S. District Judge for the Southern District of New York, before spending almost five years as an associate at Jenner & Block.

Prashant has an AB in Public Policy from Brown University, where he graduated magna cum laude with honors, and a JD from Harvard Law School, where he graduated cum laude.



Jonathon Zytnick

Research Fellow

Professor Jonathon Zytnick joined Georgetown Law in fall 2022 as an Associate Professor of Law after serving as a Post-Doctoral Fellow at the Institute. He has published in the *Journal of Financial Economics* and the *Journal of Empirical Legal Studies*. His papers have been awarded best paper at the American Law and Economics Conference, University of Delaware Corporate Governance Symposium, Northern Finance Association, and Midwest Finance Association and have won the Investment and Wealth Institute's 2022 Governance Insight Award. Jonathon served as Counsel to Commissioner Robert Jackson at the U.S. Securities and Exchange Commission, practiced in the corporate group at Paul, Weiss, and clerked for the United States Court of Federal Claims. He earned his PhD in Economics from Columbia University, where he was awarded a National Science Foundation Graduate Fellowship and the Wilma Soss Fellowship for research relating to the democratic functioning of corporations and the rights of stockholders. Previously, he earned a JD from Yale Law School, where he was an Olin Fellow and recipient of the Philip Glusker Scholarship. His research focuses on business law and corporate finance, with an emphasis on shareholder voting.



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