

Corporate Governance

Corporate governance represents an increasingly complex and critical area of focus for public companies. As boards of directors and management teams consider governance policies, they must also ensure that they protect long-term shareholder value and retain the flexibility to deal with takeover attempts and activist campaigns.

S&C's cross-disciplinary teams—which include lawyers from our preeminent [M&A](#), [capital markets](#), [executive compensation](#), takeover defense and activism, [shareholder litigation](#), [cybersecurity](#) and [corporate investigations](#) practice areas—offer the experience and insight to assist clients in effectively addressing these goals. In extraordinary situations, we can also field a [crisis management](#) team that is skilled in navigating the rapidly shifting complexities that can arise.

In every area of corporate governance—from ordinary course disclosures to extraordinary activist campaigns—we offer market-leading expertise honed from decades of experience.

Reporting and Disclosure

We have unparalleled experience with SEC reporting obligations and disclosure requirements. Our lawyers were instrumental in the drafting and development of the Securities Act of 1933, Securities Exchange Act of 1934 and Investment Company Act of 1940, and we remain one of the most experienced law firms in matters before the SEC.

Shareholder Activism

Shareholder activism can be extraordinarily disruptive if not handled with appropriate care. We look beyond a simple defense strategy, and design a holistic approach, providing clients with a “playbook” for success that draws expertise from across S&C's practice areas. Defense tactics that provide short-term relief are only part of the solution, as successful outcomes must be measured over the long term. We also partner with clients to respond to shareholder proposals and demands, and regularly work with issuers to craft no action letters and opposition statements in relation to shareholder proposals.

Governance Policies and Practices

With a pragmatic commercial perspective that avoids needless technicalities, we help clients analyze existing practices and disclosures, including those relating to director independence, diversity and executive compensation, among other matters. We're at the forefront of regulatory developments and actively participate in the rulemaking for and interpretation of the governance and disclosure-related rules of the SEC, the CFTC, the NYSE and NASDAQ and in the broader dialogue on developing market practices.

S&C partners have authored the *Public Company Deskbook: Complying with Federal Governance and Disclosure Requirements*, a comprehensive treatise on governance and disclosure reforms for legal and accounting professionals.

Corporate Purpose and Sustainability

With the increased focus on corporate purpose and sustainability, we bring a sophisticated and nuanced approach to assist with business planning and shareholder engagement. In each case, our cross-disciplinary teams find tailored solutions that strike the right balance, depending on our client's

PRACTICES & CAPABILITIES

General Practice

Capital Markets

Commercial Real Estate

Corporate Governance

Credit & Leveraged Finance

Environmental, Social and Governance (ESG)

Environmental Transactions

Executive Compensation

Financial Services

Foreign Investments and Trade Regulations

Intellectual Property & Technology Transactions

Mergers & Acquisitions

Project Development & Finance

Restructuring

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unique situation. Our work includes:

- advising boards on fiduciary duties and best practices for overseeing corporate purpose, sustainability and ESG matters, including climate change, cyber risks, workforce and board diversity, and human capital management and providing related advice on board committee structures and agendas;
- developing effective messaging for use in connection with institutional investor and proxy advisor engagement initiatives and voting guidelines; and
- advising companies and boards on how to deal with shareholder demands and proxy proposals, such as proposals related to ESG, majority voting, proxy access, rights plans, special meeting requests and staggered boards.

Executive Compensation

Our executive compensation practice has been a recognized leader for more than 20 years, representing companies in their most significant matters, including in extraordinary corporate events, in the context of transition and succession planning, and in a regular advisory role. We have built deep relationships with public companies, their directors and executives on multiple levels, with advice regularly encompassing business structure, corporate governance, securities, disclosure and tax considerations.

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