

PRACTICE

## Governance

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### OVERVIEW

#### GOVERNANCE

Our corporate governance team has extensive experience in advising boards of directors, board committees, and executive officers in the performance of their duties in varying situations, both extraordinary and routine. Our extensive experience in this arena results in our being well versed in traditional corporate fiduciary standards, as well as in the extensive and ever-changing body of legislation, regulation, and listing standards that both define and shape the responsibilities of directors and officers of companies.

#### How we can help

- Board/board committee structure and composition
- Duties of independent board chair or independent lead director
- Board committee charters
- Senior executive and director succession planning
- Board/board committee evaluation and self-evaluation processes
- Enterprise risk identification and risk management
- Senior executive and director compensation policies and planning
- Review and updating of charter and bylaws
- Conflict of interest and related party transactions
- Contested takeover contests and takeover defense
- Director election and other proxy contests
- Government investigations
- Shareholder governance proposals
- Special board committee investigations and reports

- Nonprofit board advice on governance matters including board restructuring and comprehensive bylaw revisions

## EXPERIENCE

### Solving a dispute with a dissident shareholder

Advised a public company's board of directors regarding its relationship with a dissident shareholder. The shareholder had an objective which the majority of the board determined was not in the company's interest. The company ultimately negotiated a settlement by which the dissident's shares were sold.

### Mediating between a foundation and its founder

When the founder of a large, private foundation alleged that the foundation was making grants beyond its stated objectives, we mediated an agreement whereby the founder withdrew his objections and was engaged by the foundation as an informal advisor.

### A business executive finds a way to amicably move on

We represented the CEO of a transportation-services company in a dispute with the company's board. We offered a bundle of solutions that avoided potential problems while addressing our client's goal of "moving on amicably." In a matter of one month, the parties arrived at an agreement, including a transition period, that was the best for both sides.

### A planned transition of key cabinet executives

The new president of a university needed help developing and implementing a new cabinet organization. Together with the client, we put a transition plan in place that made the changes to the membership and limited legal exposure and other disruptions. Our client met with the current cabinet one-on-one, taking each member's interests into account. Based on the results of those meetings we tailored individual strategies and, over the course of about a year, the cabinet changes were successfully made.