

Corporate Governance

Leading corporate entities requires boards of directors, committees, and executive officers to navigate and comply with corporate governance issues, regulations, and matters related to change-of-control transactions. Our attorneys offer advice on best practices to help companies comply and maneuver through the proper legal channels. Our practice counsels companies, boards, committees and senior executives on a variety of key corporate governance issues. By understanding our clients' operations and internal structure, we can then work closely with corporate leadership to provide relevant and tailored advice geared expressly toward aligning business activity with corporate governance requirements and desires.

Regardless of our clients' industry, a broad range of corporate governance matters must be addressed. Our practice strives to meet these needs, ranging from committee and board structure to guidelines and procedures to managing risk and avoidance of litigation.

Polsinelli advises for profit and not for profit tax exempt organizations and is sensitive to the overlapping and distinct needs of each.

Board Structure

- Advise on structuring the composition of the board and planning for succession
- Advise on parent/subsidiary structures
- Assist in nominating directors and appointing officers
- Help establish on-boarding and off-boarding processes
- Provide guidance when determining the need for special committees and their scope and duties
- Review and establish executive compensation

Organization and Governing Documents

- Help maintain state-of-the-art organizational and governing documents
- Assist in drafting and implementing corporate governance guidelines, including conflict of interest policies
- Establish and implement a code of conduct
- Provide guidance during the development of audit committee charter, policies and procedures
- Advise nonprofit organizations on how corporate governance reforms impact their boards
- Coordinate the management of relationships with investors, outside auditors, compensation consultants and other third party advisers

Compliance, Investigations and Training

- Hold annual re-training of board members on fiduciary duties, including in context of mergers, acquisitions and financings
- Help oversee risk management obligations

- Guide in the managing of director and officer liability, including reviewing indemnification agreements and D&O insurance
- Provide litigation avoidance strategies
- Coordinate compliance and disclosures for the SEC and stock exchanges, if applicable
- Conduct internal investigations and investigate whistleblower claims
- Establish procedures to respond to government inquiries
- Assist in the preparation for crisis management
- Help prevent and handle takeover attempts (including proxy contests and hostile tender offers)