



Corporate Counseling & Governance

The lawyers in our Corporate Counseling & Governance practice advise boards of directors and committees, including required standing committees (audit, nominating and governance, compensation) as well as more specialized and special independent committees and investigations. We also advise officers and executive management teams on a full range of corporate governance matters.

We help navigate increasingly complex corporate governance rules, fiduciary duties, executive compensation and compliance issues for publicly- and privately-held companies, nonprofits and private foundations. We advise on all aspects of compliance with U.S. federal securities laws, including the Dodd-Frank and Sarbanes-Oxley acts; New York Stock Exchange, NYSE American and NASDAQ listing standards, codes of conduct, insider trading policies and related compliance policies and procedures.

Our team empowers clients to make informed governance decisions, handles day-to-day governance concerns, counsels on shareholder rights issues and vigorously defends shareholder actions alleging breaches of fiduciary duties. Our counsel extends from developing board and corporate governance guidelines to advising on liability protections for directors and officers. Our experience includes advising and defending directors and key stockholders in securities, fiduciary and trust issues.

Our broad experience with the inherent challenges of corporate governance gives our clients an informed perspective to anticipate issues and strategize short-and long-term solutions.

EXPERIENCE

- Advised trustee for certain founding family members in connection with initial public offering of NYSE-listed

KEY CONTACT

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company with dual-class common stock. Subsequently advised certain trustees concerning securities law issues relating to stock held in trusts.

- Advised NYSE-listed issuer in successfully defeating novel 2012 shareholder proposal from labor union-affiliated fund, seeking repeal of forum selection bylaw.
- Advised board of NYSE-listed issuer concerning adoption of shareholder rights plan, board declassification and governance issues. Served as counsel to the audit and nominating and governance committees.