

## Corporate Governance

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### Related Services

Public Companies & Capital Markets

Corporate Sustainability & Social Responsibility

Food & Agribusiness

Artificial Intelligence

White Collar & Regulatory Defense

Internal Investigations

We are an associate member of the National Association of Corporate Directors (NACD), and one of our senior attorneys has served two terms on NACD's Board of Directors, is currently a member of its Advisory Board and Chairs its Minnesota chapter. He is also a member of the American Bar Association Committee on Corporate Governance, its subcommittee on international governance, and chairs the subcommittee on corporate governance guidelines. He is a member of the Institute of Directors in London and the International Corporate Governance Network. Our attorneys frequently publish and speak on governance matters, and the firm has been cited as one of the Twin Cities' top five firms serving boards and corporations by *Corporate Board Member* magazine.

### Advisory Services

Members of the Corporate Governance Group regularly consult with Boards, Special Board Committees, independent directors and corporate executives of public, private, family-owned and nonprofit corporations on a broad range of governance matters, including:

- Organization of the Board and its committees.
- The role and duties of the Board and its committees.
- Statements of corporate governance principles, codes of ethical conduct and conflicts of interest policies, and Board committee charters.
- Corporate investigations.
- Relationships between the Board, shareholders, management and other corporate constituencies.
- Evaluating conflicts of interest and corporate opportunity issues.
- Board and committee performance evaluations.
- Director performance evaluations.
- Limiting director and officer liability.
- Directors and Officers (D&O) insurance, including coverage analysis.
- Director and officer indemnification investigations.
- Contentious and non-contentious proxy solicitations.
- Advising Board committees (e.g., special committees appointed to consider mergers, acquisitions and divestitures, special investigation and litigation committees; and audit compensation, nomination, governance, and other standing Board committees).
- Corporate legal and ethical compliance reviews.

- Current corporate governance issues.

## Corporate Investigations

Our lawyers have lead and participated as team members in numerous investigations conducted by management, Boards and Board committees of public, private and non-profit corporations and organizations. Two of our attorneys participated in an American Bar Association (ABA) educational panel on corporate investigations which was broadcast nationally on television and the internet (DVDs are available through the ABA). Our investigation services include:

- Assisting with Corporate and Board advance planning for investigation responses.
- Advising companies, Boards and committees in the initiation and conduct of investigations.
- Leading investigation teams.
- Preparing and providing advice regarding preparation and distribution of investigation reports.
- Representing companies, Boards, committees, directors and officers as subjects and witnesses in criminal and civil inquiries and investigations.

## Indemnification & Insurance

Our attorneys regularly advise clients regarding the protection of companies, directors and officers from various risks of liability and losses. Two of our attorneys serve on American Bar Association Committees dealing with D&O insurance and indemnification agreements. Our services include:

- Assessing the risks of officer and director service, and recommendations for risk reduction and individual protection.
- Review and analysis of director and officer insurance, employment practices insurance and fiduciary coverage.
- Negotiating policy language with agents and insurance carriers.
- Advice regarding the structuring of various insurance coverages.
- Indemnification clauses in corporate bylaws, and contracts, as well as stand alone indemnification agreements.
- Assisting clients with notification to insurance carriers of claims.
- Negotiation of coverage issues and advancement of defense expenses by companies and insurers when claims are made.

## Civil Litigation

Our lawyers have represented companies, officers, directors and shareholders in numerous lawsuits and arbitrations, including:

- Prosecuting and defending shareholder claims for fraud, breach of fiduciary duty, and shareholder oppression.
- Representing corporations, directors and officers on a variety of insured and uninsured claims.
- Pursuing coverage issues with D&O insurers.
- Dissenters' rights and "piercing the corporate veil" claims.
- Resolving director and management disputes.
- Corporate indemnification claims.

## Regulatory & Criminal Defense

With the intense pressure that has been brought to bear on regulators to restore confidence in the securities markets it is inevitable that a number of companies and their directors and officers will be the subject of investigations, and in some instances enforcement efforts. Our White Collar and Regulatory Defense Group is comprised of lawyers with as much direct, hands-on experience as larger, national law firms. The Group includes a leading criminal defense trial attorney with over 20 years' experience devoted exclusively to the defense of white collar cases, especially financial fraud investigations, trials and appeals; a former federal prosecutor for the District of Minnesota with over 10 years' experience; and other highly capable, aggressive litigators.

The Group closely collaborates with our Securities Law Group, which has in-depth experience in representing public and private companies on securities matters. It also utilizes experienced former federal special agents trained to conduct internal investigations and defend against all types of financial fraud allegations.

We represent companies, directors, officers, employees and various company advisors (e.g., accountants, attorneys and consultants). Our services include:

- Internal investigations
- Response to government investigations
- Coordination of public relations issues
- Defense of civil, criminal and administrative enforcement actions