

OUR PRACTICE

Corporate Governance

Baker Donelson represents publicly and privately held companies in connection with a full array of corporate governance matters. We develop in-depth knowledge of our clients' businesses and industries so that we can anticipate their corporate governance needs and tailor our advice to their unique circumstances.

Boards and committees. We advise on the independence requirements for corporate directors, the structuring of boards and committees – including board committee composition, functions and roles – as well as director and executive officer compensation.

Fiduciary duties. Members of our team provide counsel on board members' fiduciary duties regarding mergers, acquisitions and financings, and relevant contractual provisions. We also advise on board members' oversight obligations and related liability issues.

Insider trading. We advise boards and management on appropriate insider training restriction policies, timely disclosure and unusual circumstance resolution.

Anti-takeover counsel. Planning for and responding to takeover threats, we advise clients on how to address shareholder activists. We provide advice on creating structural defenses against hostile takeover attempts.

Internal investigations. Our lawyers advise corporate boards, audit committees and special committees in conducting independent internal investigations of improper or illegal activity, known or suspected. We have conducted internal investigations on accounting fraud, securities fraud, whistleblower claims, FCPA violations and allegations of self-dealing by management personnel.

Governance policies. Our attorneys advise on the drafting, implementation and enforcement of corporate governance policies and procedures, including standards of conduct and codes of ethics, as well as proxy matters, disclosure obligations and annual and special stockholders meetings.

Charters, bylaws, elections. We draft corporate charters and bylaws as well as charters for audit, compensation and governance committees. We advise on nominating and removing directors and officers.

Relationships with service providers. We counsel clients regarding their management of relationships with outside auditors, compensation consultants and other third party advisors and leverage our relationships with such advisors to provide referrals to our clients.

Industries. Clients from a variety of industries rely on Baker Donelson for corporate governance counsel. We have notably deep experience serving clients in the pharmaceutical, home-health hospice, community bank and REIT industries.

Environmental, Social, Governance (ESG). We advise our clients on ESG regulatory issues and also assist them with ESG corporate governance and oversight. Governing and maintaining compliance as a Certified B Corporation is a growing trend and one that our clients turn to us for counsel.



Representative Matters

- Represented a data analytics company in an FTC investigation.
- Represented a publicly traded biotechnology company in an internal investigation.
- Assisted equipment leasing fund managed by major Australian financial institution with fund management issues and Exchange Act reporting obligations.
- Tennessee counsel to a NYSE public company in connection with the registration on Form S-4 with the SEC of a \$300 million exchange of promissory notes and related guarantees for new notes and guarantees.
- Represented a public bank holding company client in the registration of shares with the SEC for the issuance of registered securities in a bank acquisition transaction.
- Special committee of a public energy company board of directors in connection with \$150 million asset sale.
- Lead counsel to a public company in hostile takeover by another public company. Worked with the board of directors when initial bid was \$21/share. Thwarted takeover attempt and auctioned client, with final sale price of \$45/share.