



Corporate Governance

PRACTICES

OVERVIEW

Smith Anderson's Corporate Governance team is comprised of lawyers with decades of experience representing public, private and nonprofit organizations and their boards of directors on their most sensitive matters. We routinely work with boards of directors to set the appropriate tone at the top, including implementing appropriate board and committee structures, corporate governance policies and procedures and risk management and mitigation strategies. We help directors and their in-house advisors understand, implement and adhere to their fiduciary and regulatory obligations and implement robust compliance programs and procedures, all with a goal of minimizing risk, maximizing value and optimizing corporate culture.

Our attorneys serve as primary outside counsel to a number of leading organizations and provide guidance directly to boards of directors and to inside general counsel. Additionally, our lawyers have worked as former executives and general counsel at global public companies, are current board members of over 20 public and private companies, are current board members of over 100 charitable organizations and serve in other board advisory roles.

Our firm's Corporate Governance practice is multidisciplinary by design and includes *Chambers USA*-rated and state-wide recognized lawyers from our Corporate, Public Companies and Health Care practice groups, who work seamlessly with our seasoned employment, regulatory and compliance lawyers to provide organizations and their leaders with integrated advice and planning. We tailor our advice to each organization's particular mission, business and stage of growth and the unique characteristics of its board of directors and leadership team.

SERVICES

- Board and committee structure and composition and duties
- Mergers and acquisitions, takeover planning and defense, and proxy contests
- Special committees and independent directors
- Corporate compliance, including policies and procedures, books and records, and FCPA and other regulatory compliance
- Corporate governance guidelines, codes of ethics, and conflict of interest and related party transactions
- Environmental, social and governance (ESG) advice and planning
- Succession planning
- Evaluations and self-evaluations of boards, board committees and senior leadership
- Enterprise risk identification and risk management
- Internal investigations, including in connection with compliance, accounting and other matters

- Shareholder proposals and activism defense
- Investigations by regulatory agencies and listing exchanges
- Risk mitigation and shareholder litigation avoidance and defense

EXPERIENCE

- Representing public companies, advising boards of directors on auction processes and takeover transactions, corporate investigations, crisis management, shareholder lawsuits, corporate governance trends and best practices, controlled company matters and board self-evaluations.
- Serving as general counsel to a large national clinically integrated network of independently owned pharmacies (3,000 pharmacies) and participating in Board meetings, assisting with annual meeting planning and negotiating government contracts with state and federal agencies, including the U.S. Department of Health and Human Services.
- Assisting clients to develop corporate policies and support legal compliance, including codes of ethics and whistleblower, document retention and other policies.
- Representing private company boards of directors in developing appropriate processes to promote growth and capitalize on opportunistic and planned exit events, and counseling nonprofit boards of directors on fiduciary duties, appropriate stewardship and succession planning.
- Analyzing a potential conflict of interest arising from a director's family member's employment, including review of the company's independence guidelines, possible regulatory concerns, and whether the potential conflict might lead to recusals often enough that the board member's effectiveness could be questioned.
- Representing consortium of behavioral health providers investigated by New Mexico Medicaid Fraud and Control Unit, including audits and administrative appeals.
- Managing formal investigations conducted by federal and state government agencies, including the Securities and Exchange Commission, Department of Justice, the Office of the Inspector General, Centers for Medicare and Medicaid Services, state Attorney General offices and state Medicaid Fraud Control Units.
- Assisting clients in developing and implementing training programs in key compliance areas, including fraud detection, the FCPA and HIPAA.
- Representing accountable care organization in Virginia in corporate governance dispute involving governing body under Medicare Shared Savings Program regulations.
- Representing membership-based organizations, advising associations on managing the policy development process for the organization and assisting with member/association relations.
- Processing reports of independent counsel and forensic auditors.

PROFESSIONALS

Amy Meyers Batten

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RELATED AREAS

Corporate & Transactional

Corporate and Securities Litigation

Employment, Labor and Human Resources

Health Care



Intellectual Property

Mergers and Acquisitions

Public Companies

Regulatory & Public Policy

