

Corporate Governance and Board Advisory

The lawyers in our Corporate Governance and Board Advisory Group regularly advise boards of directors, including independent directors, board committees, and executive leadership on all aspects of corporate governance and compliance, including crisis and conflict management, regulatory oversight and compliance, government and internal investigations, and shareholder engagement issues.

Our experience includes work with public companies, mutual funds, closed-end funds (including business development companies), real estate investment trusts, private companies (including partnerships and limited liability companies), and non-profits.

Our clients call upon our highly skilled and experienced team with their most sensitive matters and know that they can be assured of the utmost discretion. These engagements include on-going board advice and counseling; counseling on risk management, disclosure issues, and other compliance matters; guiding clients through complex and high risk decision-making; fact-finding concerning potential violations of laws or regulations; addressing real or perceived conflicts of interest; responding to shareholder demands; and managing client responses to investigations and enforcement actions by the Securities and Exchange Commission and other governmental authorities, and related private litigation. We regularly serve as the interface between our Board clients and third-party advisers who also provide input on such matters.

We also routinely advise on the following matters:

- On-going business matters and decision-making procedures

- Duties of the independent board chair and directors
- Board and committee structure, composition, and charters
- Director compensation
- Senior executive and director succession planning
- Board and board committee self-assessment processes
- Special board committee investigations and reports
- Government and internal investigations
- Enterprise risk assessments and risk management
- Conflict of interest and related party transactions
- Development and implementation of policies and procedures
- Tone at the top issues and concerns
- Director election and other proxy contests
- Creation and maintenance of adequate and appropriate documentation
- Benchmarking of board practices
- Shareholder communications

We counsel clients to avoid pitfalls and strategically resolve issues that arise with practical, straight-forward advice and support.

**For further information about our Corporate
Governance And Board Advisory practice, please
visit our website at www.zag-sw.com or contact:**

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