



CORPORATE GOVERNANCE

MAXIMIZE VALUE

Corporate governance doesn't just happen in boardrooms. It affects every aspect of a business, every day. When you want to make a tangible impact on how a company is run, corporate governance is the place to start.

A Sound Board in a Strong Company

The term "corporate governance" refers to the policies, procedures and systems a corporation's board of directors uses to oversee business activities. Boards that are independent, diligent and transparent can increase shareholder value and stop fraud in its tracks.

Kessler Topaz gives shareholders a voice in corporate governance. As one of the leading U.S. firms representing shareholders in securities class actions and shareholder derivative actions, we have deep experience using the courts to achieve governance reform. We also employ direct action such as bylaw amendments, director nominations, and other means to influence board composition and functioning. We work closely with corporate governance experts, organized labor, and other shareholder advocates to promote public policies that compel or encourage corporations to adopt shareholder-friendly corporate governance measures.

We have helped our clients implement creative, effective governance changes in diverse areas, including:

- Director nominations and selections
- Director election procedures
- Required disclosures for shareholder voting
- Executive compensation policies
- Internal and external audit functions
- Succession planning

Our lawyers will listen carefully to your concerns, tailor a strategy to your unique circumstances and adhere to the highest standards of client service.