



Corporate Governance: Principles and Practice (Elective Series), Second Edition

Walter Effross

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Corporate Governance examines in a practical and accessible way the legal concerns of today's shareholders, stakeholders, directors, officers, and their counsel, with a particular emphasis on drafting documents and developing procedures to anticipate and prevent problems.

Designed for use by students, practitioners, executives, and investors, the text includes excerpts from only the most important sections of judicial decisions. Extensive notes provide context from other courts, commentators, counsel, and businesspeople. Dozens of examples "ripped from the headlines" excerpted from actual corporate documents, and drawn from the "Great Books" and popular culture illustrate and illuminate key principles. New appendices offer specific suggestions for establishing, supporting, and advancing the reader's career in corporate governance practice.

The fully-updated Second Edition features:

- **expanded coverage of emerging issues** involving risk management, cybersecurity, the fiduciary duties of care and of loyalty, governance during Chapter 11 reorganizations, confidentiality and privacy, board diversity, "honest services" liability, proxy access, removal of executives for cause, internal pay equity, "say on pay" votes, corporate political contributions, forum selection, and social enterprises such as benefit corporations and B Corporations;
- more than fifty introductory questions identifying general themes that underlie the study, theory, and practice of corporate governance;
- hundreds of questions on, and a special list of, skill-building topics ideal for executive and/or associate training programs; practice-oriented client seminars; business law clinics and externships; and experiential learning courses such as Business Planning and Legal Drafting;
- annotated sample documents;
- detailed chapters on corporate social responsibility and on legal ethics;
- a "Shareholder's Menu of Corporate Governance Proposals/Preferences";
- a special index of considerations in drafting documents of corporate governance;
- an in-depth discussion of how to enhance one's professional network, credentials, career, and client-base by publishing, online or in hard copy, examinations of corporate governance topics; and suggested approaches, themes, and markets for such works; and
- a unique list of thirty often-overlooked governance-related career possibilities outside the law firm and in-house corporate models.

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