Tucker Ellis LLP

Corporate Governance

Overview

Tucker Ellis attorneys have extensive boardroom experience advising directors on the issues they confront in today's dynamic corporate governance environment—executive compensation, auditor relations, public and shareholder relations, corporate investigations, risk management, and state corporate law matters, to name a few.

Boards of directors are coming under unprecedented scrutiny from shareholders, proxy advisory firms, regulators, and the courts, exposing directors to potential personal liability. Now more than ever, directors need the cool-headed advice of lawyers who understand the issues directors face and who can gain their confidence.

Our attorneys provide real-world, practical advice. Whether our client is the company, the board, or an independent special committee, our clients' problems are our problems, and we tailor our advice to address each individual client's objectives and goals.

We assist boards of directors in reviewing and updating corporate organizational documents, corresponding with shareholder and other corporate constituents and understanding the nuances of their fiduciary duties. We advise boards on takeover preparedness, including hostile takeovers and proxy contests, shareholder activism, executive compensation matters, going-private transactions, and special committee work.

At Tucker Ellis, our corporate governance attorneys stay current on the issues that matter to today's corporate boards, and our experience enables us to provide pragmatic advice to directors to cut through the clutter and make informed decisions.

Read the latest insights about Corporate Governance on our Lingua Negoti Blog.

AREAS OF EMPHASIS

- Auditor relations
- Corporate investigations
- Executive compensation
- Fiduciary duties
- Going-private transactions
- Proxy contests
- Risk management
- Shareholder activism
- Shareholder relations
- Shareholder rights plans

- Special committee representation
- Takeover preparedness

Experience

- Ohio counsel to the Special Transactions Committee at a large closeout retailer considering the company's strategic alternatives
- Counsel to the Board of Directors of AmFin Financial Corporation in connection with the company's Plan of Reorganization
- Counsel to the Board of Directors of an operator of wholly owned restaurant subsidiaries on general corporate governance matters
- Counsel to a diversified energy company on Ohio law and securities laws matters
- Advised numerous companies on proxy contests and consent solicitations against those companies
- Counsel to multiple companies with respect to shareholder proposals
- Advised several public companies in connection with implementing and reviewing shareholder rights plans
- Defended a shipping and mining company and a large fertilizer company against hostile tender offers