

Corporate Governance

Companies must meet stringent and complex regulatory requirements, while simultaneously achieving core business goals and satisfying diverse competing constituencies. Cozen O'Connor's interdisciplinary Corporate Governance Practice helps clients strike this delicate balance.

Composed of attorneys in a variety of practices — Capital Markets & Securities, Securities Litigation & SEC Enforcement, Private Equity, Employee Benefits & Executive Compensation, and Mergers & Acquisitions — Cozen O'Connor is a one-stop shop for clients' sophisticated corporate governance and other legal needs, such as securities compliance, that are closely related to governance.

Our attorneys work closely with public and private companies, U.S.-listed foreign private issuers, and financial institutions to comply with governance requirements necessary for participation in the U.S. capital markets. Known for our boots-on-the-ground and business-minded approach, our team appreciates that when companies are facing high-stakes issues, they need timely, practical advice.

WHAT WE DO

We offer advice and counsel on the full range of governance matters before boards of directors and management teams:

- Fiduciary duties
- Director and committee independence
- Director and officer (D&O) indemnification and insurance
- Board and board committee investigations
- Board effectiveness and benchmarking with respect to governance structures and board processes
- Board and management evaluation and succession
- Executive compensation
- Stakeholder engagement

WHY OUR FIRM

We design strategies for boards of directors and management teams that allow them to meet obligations to companies and stakeholders, including shareholders and employees. Our recommendations are tailored to each company and change over time, as intentions and circumstances evolve.

Cozen O'Connor works closely with members of boards and management teams to determine the scope of our engagement and are able to adjust our service model to fit the particular needs and issues at hand.

Attorneys frequently provide education and training to board members and senior managers on governance topics, including fiduciary obligations, governance policies, insider trading, fair disclosure, cybersecurity, stockholder activism, proxy advisory firms (ISS and Glass Lewis), and critically important, stakeholder concerns. We attend full board or board committee meetings, at clients' request, to address specific topics or general matters.

We support major day-to-day compliance activities for SEC and exchange reporting, including, Sarbanes-Oxley, Dodd-Frank, NASDAQ/NYSE requirements, periodic reports, Form 8-K compliance, proxy statements, Section 16 reporting, 10b-5 and insider trading, investor presentations/earning releases, Regulation G, Regulation FD, and Rule 10b-18 plans and buyback programs.

RELATED PRACTICES



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Related Practice Areas

- Business
- Capital Markets & Securities
- China Practice
- Corporate
- Environmental, Social & Governance
- Insurance Corporate & Regulatory
- International
- Italy Practice
- Mergers & Acquisitions
- Securities Litigation & SEC Enforcement

Employee Benefits & Executive Compensation

Our executive compensation lawyers have decades of experience navigating the full range of issues presented by high-level executive compensation arrangements such as incentive plans, equity compensation, severance and change-in-control agreements, and performance metrics.

Securities Litigation & SEC Enforcement

Cozen O'Connor's Securities Litigation team, led by a former senior attorney with the SEC's Division of Enforcement, represents clients in SEC, DOJ, and FINRA enforcement investigations and litigates securities fraud cases in federal court and FINRA arbitrations.

M&A

Cozen O'Connor's national M&A practice handles complex mergers, asset, and stock transactions for major companies in diverse industries. Our attorneys close deals valued from tens of millions to billions of dollars.

Experience

Represented Limbach Holdings, Inc., a building systems and construction engineering company, in a public offering of its common stock valued at \$23 million.

Advised the board of directors of a micro-cap public company in connection with the transition of the chief executive officer.

Represented public company in instituting a commercial paper program.
