

# Corporate Governance

Our attorneys have a practice in corporate governance at the Board of Directors' level. We are routinely asked how to structure Boards, Board Committees, Special Committees of the Board, interaction with the Audit Committee and Compensation Committee, compliance with Dodd-Frank and Sarbanes-Oxley. We also conduct investigations at the request of a Board of Directors or a Special Committee of a Board of Directors. We represent Special Board Committees responding to acquisitions, unsolicited bids, fairness opinions, stock buy-backs, and conflicts of interest.

We guide our clients through the governance and compliance requirements under Sarbanes-Oxley and related legislation and help them ensure their company's operations, structure and leadership comply with these mandates and industry best practices.

Our corporate governance team:

- Advises clients on the enhanced role of audit committees;
- Reviews corporate executive compensation and employee incentive programs;
- Helps clients develop, implement and manage effective organizational policies and procedures, codes of conduct and governance guidelines;
- Conducts compliance risk assessments;
- Provides direction on performance monitoring and reporting obligations;
- Educates and assists clients regarding appropriate measures to ensure compliance with the legal requirements of the Securities and Exchange Commission, various exchange listing requirements and other applicable laws and regulations;
- Drafts Committee Charter documents for the Audit Committee, Compensation Committee, Corporate Governance Committee, and Special Committees;
- Drafts corporate governance documents such as Code of Business Conduct, Supplier Code of Conduct, Rights and Responsibilities Policy, Authorization Policy, Privacy Policy, Contract Requirements Policy, and Document Retention Policy.

Our practice experience includes:

- Change-in-control transactions
- Financial reporting irregularities
- Governance guidelines

## PROFESSIONALS

Kathryn M. Blom  
Partner

Danielle Snyder Fadel  
Partner

Timothy J. Feldhausen  
Partner

Eric M. Fogel  
Partner

Brad Goss  
Partner

Katherine M. Hampel  
Associate

Alexis M. Hedtke  
Associate

Larry H. James  
Partner

Lisa A. Johnson  
Partner

Howard M. Lang  
Of Counsel

Steven E. Miller  
Partner

Vic Peterson  
Partner

Sara M. Rose  
Associate

Steven K. Sims  
Partner

Ryan M. Spott  
Partner

Daniel Spungen  
Senior Counsel

John W. Tanselle  
Partner

Karen A. Tobin  
Partner

- Corporate evaluation programs
- Corporate governance guidelines
- CEO/CFO certifications
- Executive succession
- Executive compensation
- Employee incentive programs
- Internal investigations
- Codes of conduct
- Board committee charters
- Document retention policies
- Privacy policies
- Whistleblower policies
- Policies for director and officer indemnification, risk management and related-party transactions

### Experience

Represented a Home Remodeling Company in the Reorganization of its Company and Affiliates

Long Standing Counsel For a Private Investment Firm

### Firm News

Amundsen Davis Named in the 2024 Edition of Best Law Firms®  
Firm News, November 2, 2023

91 Amundsen Davis Attorneys Recognized by Best Lawyers® in 2024 in America  
Firm News, August 17, 2023

Amundsen Davis Promotes Three Attorneys to Partner  
Firm News, February 21, 2023

41 Amundsen Davis Attorneys Recognized by *Best Lawyers in America*© 2023  
Firm News, August 18, 2022

Amundsen Davis Promotes Five Attorneys to Partner  
Firm News, March 14, 2022

Amundsen Davis Welcomes Daniel Spungen as Senior Counsel in Indianapolis  
October 20, 2021

34 Amundsen Davis Attorneys Recognized by *Best Lawyers in America*© 2022  
August 19, 2021

## Corporate Governance

Larry Tomlin  
Partner

Emma Zhang  
Associate

### RELATED SERVICES

Corporate & Securities

Attorney Steven Sims Joins Amundsen Davis's Corporate Practice Group  
January 2, 2020

John Tanselle Honored as Distinguished Fellow by the Indianapolis Bar  
Foundation  
November 21, 2017

### In the Media

Karen Tobin Quoted in Cook County Record – Illinois law reducing LLC fees will help make Prairie State a bit more business friendly  
Media Mention, *Cook County Record*, January 30, 2018

### Alerts

BlockFi Settlement: A New Era in Crypto Regulation?  
Article, *Amundsen Davis Financial Services and Corporate Alert*, February 24, 2022

Protecting Your Business: Board Fiduciary Duties Amid COVID-19  
*Amundsen Davis Corporate Alert*, March 25, 2020

Public Companies May Now Offer Securities Under Regulation A+  
*Amundsen Davis Corporate Alert*, February 11, 2019

It's Not Always Just "Boilerplate": Know Your Choice of Forum Provisions  
January 24, 2019

Regulation A+ Securities Offerings – Comparison with Alternatives and Recent Developments  
*Amundsen Davis Corporate Alert*, January 30, 2018

### Events

Illinois Chamber of Commerce: Tips to Sell Your Business in the New Year  
Speaking Engagement, Webcast, February 29, 2024

Tips for Selling Your Business in the New Year  
Event, Amundsen Davis, Webcast, February 15, 2024

Thinking About Selling Your Business? What You Need to be Doing Now  
Event, Amundsen Davis, Webcast, May 12, 2021

Critical Legalese for Start-ups: Organization, Agreements and IP  
Irontek, Webcast, April 28, 2020

The Corporate Paralegal: Overcoming Top Challenges  
Speaking Engagement, Institute for Paralegal Education; Webinar, March 8, 2018

## Corporate Governance

## Published Works

State of Illinois Force Majeure Law Compendium (during COVID-19 pandemic)  
*USLAW*, June 5, 2020

## Blog Posts

FinCEN to Extend Initial Reporting Deadline for the Corporate Transparency Act  
*Corporate News: A Legal Update*, September 28, 2023

Private Placement – State and Federal Law Considerations  
*Corporate News: A Legal Update*, February 1, 2023

The Potential Impact of the Climate Risk Disclosure Act  
*Corporate News: A Legal Update*, March 24, 2022

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