



## Corporate Governance

While Reinhart's Corporate Governance and [Institutional Investor Services](#) teams are adept at delivering traditional legal services focused on compliance, securities reporting obligations and preparation of filings, our attorneys offer additional advantages critical to business success. We counsel boards of directors, officers and advisers of public companies on the multiple components of effective corporate governance policies as well as the value of proactively managing shareholder relationships.

Our attorneys represent companies and boards in dialogues with investors and in challenges by activists. At the same time, we encourage companies to take a proactive approach toward building a productive shareholder base and provide guidance on fostering relationships that will facilitate long-term planning and business plan execution, while minimizing the risk of disruption and intensive shareholder engagement.

We understand the strain that investor challenges – which may or may not be necessary – have on an organization's time and resources. As a result, we proactively put policies and productive dialogue in place to attract capital while reducing exposure to investor disruptions. This planning lessens client exposure to litigation and loss of reputation, as well as the risk of shareholder proposals, negative proxy votes, burdensome information requests or challenges by activists. Our [Corporate Law](#) and [Employee Benefits](#) attorneys work closely with our [Litigation Practice](#) to give clients the benefit of a litigator's advice on practices designed to reduce exposure to shareholder disputes.

Our team has decades of combined experience counseling clients on these complex matters, and we are uniquely suited to skillfully navigate today's rapidly changing institutional investor and corporate governance landscape. Our attorneys bring a unique body of experience in developing, evaluating and implementing corporate governance policy and strategy with companies, boards, investors, regulators and lawmakers. We count among our counsel a respected national authority on corporate law who has served as a consultant to boards, management and investors on issues of corporate governance, as well as an attorney who has an established international reputation as a thought leader on the role of investors in corporate governance.

Reinhart's Corporate Governance and [Institutional Investor Services](#) teams represent many of the largest pension fund investors in the world, including clients with more than \$2 trillion of aggregate assets under management. This experience allows Reinhart to bring unmatched insight and perspective to our counsel. We advise institutional investors and organizations from the United States, Europe, Canada, Australia and Asia on corporate governance and responsible investment matters. We regularly provide counsel on the following corporate governance matters, focusing on responsible investment activities that are expected to reduce investor exposure to unwanted risks and increase long-term returns:

- Providing training on corporate governance matters
- Advising on the development of a corporate governance program tailored to the client's financial goals



- Developing strategies for the company to tell its corporate governance story to present to prospective investors
- Reviewing or assisting in the development of proxy voting guidelines
- Advising on proxy voting issues involving specific issues
- Preparing materials on corporate governance for the client's use on its website or publications
- Developing an annual corporate governance plan with focus issues or focus companies
- Assisting in implementing the annual corporate governance plan
- Preparing letters to and other communications with companies on corporate governance issues
- Flagging current corporate governance issues and events for client consideration
- Writing comment letters on public policy issues to lawmakers and regulators
- Preparing press releases or public statements
- Responding to corporate governance inquiries and requests from the public, companies or other shareholders
- Evaluating or monitoring votes of any outside managers who vote the client's proxies
- Preparing and filing shareholder resolutions at portfolio companies
- Developing collaboration with other large investors on client corporate governance activities
- Attending company annual meetings as the investor's representative
- Organizing meetings and facilitating engagement with companies on corporate governance matters
- Creating programs to reduce directors' and officers' litigation risk
- Providing an alternative that reduces the influence of proxy advisory firms
- Evaluating board and committee composition, structure and processes and recommending changes to enhance and further shareholder relations initiatives
- Reviewing and assisting in the preparation of proxy statements and other filings to make them more effective investor communication tools
- Providing other custom services developed with the client to meet specific program needs

## Matters

- Assist companies and their boards of directors in successfully navigating today's rapidly changing corporate governance landscape, and
- Help companies wanting to consider a more preemptive approach – taking the initiative to structure the governance and shareholder relations dialogue to best reflect their particular circumstances. In other words, not waiting for investor groups to target the company for more intensive engagement – whatever form that engagement might take.
- Develop strategies for the company to tell its governance story – putting its best foot forward – to present and prospective investors
- Create programs to reduce directors' and officers' litigation risk
- Provide an alternative that reduces the influence of proxy advisory firms
- Evaluate board and committee composition, structure and processes and recommend changes to enhance and further shareholder relations initiatives
- Review and assist in the preparation of proxy statements and other filings to make them more effective investor communication tools
- Organize and conduct in-house training for directors and C-Suite executives