

▶ CORPORATE GOVERNANCE

The Securities and Exchange Commission's increasing attention on business practices means it is no longer business as usual, especially in the sector of publicly traded companies. The Sarbanes-Oxley Act requires that board members, executives, managers, audit committees and others take on a much larger responsibility related to liability in many facets of their jobs, and long-held standards in the financial and employment arena can now be in violation of Sarbanes-Oxley.



At Williams Kastner, our Corporate Governance attorneys understand these complicated and ever-changing regulations, and can advise organizations, their executives and employees on how to improve policies, ensure individual protection, or, if need be, represent them in litigation matters.

Board Directors and Officer Candidates

In light of recent corporate scandals, individuals considering accepting Board Directorships or employment as a manager or executive must critically evaluate the governance and auditing mechanisms of companies seeking their services to protect their individual interests. Williams Kastner can:

- Review the company's D&O liability insurance policy for differences in and exclusions relevant to individual interests
- Review the company's bylaws to determine the extent to which it will indemnify executives and directors in the event of litigation and claims related to their positions
- Retain auditors to help analyze the company's financial reporting and auditing mechanisms to ensure they meet current requirements

Armed with this information the prospective director or executive can ask the tough questions necessary to protect themselves from future harm.

Audit Committee Members

Sarbanes-Oxley requires up-the-ladder reporting of violations of security laws or breach of fiduciary duty. Because the audit committee has the final responsibility to investigate these allegations, and must be supplied with the funds necessary to hire individual counsel, Williams Kastner can represent audit committees in connection with:

- Whistleblower claims by employees or third party service providers
- Government inquiries or investigations concerning breach of fiduciary duty or securities laws violations
- Independent analysis of potential conflict of interest situations involving auditors, attorneys, board members or executives
- Representation of the audit committee or its members in securities or other litigation where they cannot be represented by the company's in-house counsel or outside law firm

Labor & Employment

Williams Kastner can analyze the company's employee discipline, severance, termination and other L&E issues to prevent retaliation claims and/or allegations of wrongful termination and resulting criminal liability exposure. Williams Kastner attorneys will:

- Conduct investigations into employee misconduct and/or allegations brought against supervisors
- Investigate whistleblower claims
- Review employment policies and practices for compliance with Sarbanes-Oxley and other state and Federal laws