



HARVARD | BUSINESS | SCHOOL

June 7, 2006

CONSTANCE E. BAGLEY

EDUCATION

- 1977 J.D., *magna cum laude*, Harvard Law School
1974 A.B. with Distinction and Honors in Political Science,
Stanford University

ACADEMIC EXPERIENCE

HARVARD UNIVERSITY

Appointments

- 7/1/00 – present Associate Professor of Business Administration, Harvard
Business School
12/15/99– 6/30/00 Visiting Senior Lecturer in Business Administration,
Harvard Business School
9/1/76 – 6/30/77 Teaching Fellow in Government, Harvard University
9/1/75 – 6/30/76 Teaching Fellow in Social Sciences, Harvard University

Assignments

- 2005 – 2006 Development leave; course development; research.
2003 – 2005 Second-year MBA elective *Legal Aspects of Management*,
fall; course development; research.
2000 – 2003 Second-year MBA elective *Legal Aspects of*
Entrepreneurship, fall; course development; research.
2005, 2003 & 2002 Entrepreneur's Tool Kit executive program
2000 Second-year MBA elective *Legal Aspects of Management*,
winter; course development; research.

STANFORD UNIVERSITY

Appointments

- 9/1/95 – 6/30/00 Senior Lecturer in Law and Management, Stanford University Graduate School of Business
- 9/1/91 – 8/31/95 Lecturer of Law and Management, Stanford University Graduate School of Business
- 9/1/90 – 8/31/91 Lecturer in Management, Stanford University Graduate School of Business
- 9/1/88 – 8/31/90 Lecturer in Business Law, Stanford University Graduate School of Business
- 1985 – 1988 Member of Faculty, Board of Directors Executive Program, Stanford University Graduate School of Business
- 1985 – 1988 Member of Faculty, Board of Directors Executive Program, Stanford University Graduate School of Business

Assignments

- 1990 – 1999 Developed and taught MBA electives *Managers and the Legal Environment*, *Legal and Regulatory Challenges in Entrepreneurship*, and *Corporate Governance, Power and Responsibility*; course development; research.
- 1988 – 1990 Developed and taught MBA electives *Managers and the Legal Environment of Business* and *Legal Aspects of Funding Businesses*; course development; research.
- 1992 – 2000 “Corporate Governance,” Stanford Executive Program, Stanford University Graduate School of Business.
- 1990 – 1999 “Legal Aspects of Management,” Stanford University Graduate School of Business Executive Program for Growing Companies.
- 1999 “Rules of Conduct — Code of Ethics for Boards,” Stanford Law School Fiduciary College, Stanford.

Assignments (cont).

- 1999 “Ethics and the Board,” Stanford Law School Directors’ College, Stanford.
- 1998 “Board Case Studies,” Stanford Law School Directors’ College, Stanford.
- 1995– 1997 “Legal Aspects of Marketing,” Marketing Management Executive Program, Stanford University Graduate School of Business.
- 1998 – 1999 “Alternative Dispute Resolution,” Advanced Negotiation Program, Stanford University Graduate School of Business.
- 1992 *Excelling in the Legal Environment of Business*, Stanford Continuing Studies Program.
- 1991 “Legal Aspects of Management,” Stanford–Young Presidents’ Organization Seminar for Presidents, Stanford University.
- 1985 – 1988 “Hostile Takeovers and the Target Board,” Stanford University Graduate School of Business Board of Directors Executive Program.

University Service

- 1998 – 1999 Chair of Committee on Public Events, Stanford University
- 1996 – 1998 Member of Committee on Public Events, Stanford University

WORK EXPERIENCE

- 1984 – 1990 Partner, Bingham McCutchen, San Francisco, California
- 1979 – 1984 Associate, Bingham McCutchen, San Francisco, California
- 1978 – 1979 Associate, Heller, Ehrman, White & McAuliffe, San Francisco, California
- 1977 – 1978 Associate, Webster & Sheffield, New York, New York
- 1974 – 1975 Course Assistant in Government, Harvard University
- 1974 Research Assistant for Professor Robert O. Keohane, Political Science Department, Stanford University

AWARDS AND HONORS

- 1993 Honorable Mention (first runner-up), Distinguished Teaching Award, Stanford University Graduate School of Business
- 1976 Invited to join *Harvard Law Review*
- 1974 Stanford Cap and Gown Society
- 1973 Phi Beta Kappa

FELLOWSHIPS

- 1997 – 1998 Graduate School of Business Trust Faculty Fellow, Stanford University Graduate School of Business
- 1992 – 1993 Class of 1963 Lecturer, Stanford University Graduate School of Business

PUBLICATIONS

Books

- Coauthored: With Diane W. Savage, *Managers and the Legal Environment: Strategies for the 21st Century*, 5th ed. (Mason, OH: West Legal Studies in Business, 2006) (1002 pp.).
- Authored: *Winning Legally: How to Use the Law to Create Value, Marshal Resources, and Manage Risk* (Boston: Harvard Business School Press, 2005) (283 pp.).
- Coauthored: With Craig E. Dauchy, *The Entrepreneur's Guide to Business Law*, 2d ed. (Mason, OH: West Legal Studies in Business, 2003) (730 pp.) (1st ed. 1998).
- Authored: *Managers and the Legal Environment, Strategies for the 21st Century* (Cincinnati, OH: West Legal Studies in Business, 4th ed. 2002) (947 pp.) (1st ed. 1991, 2d edition 1995, 3rd ed. 1999).
- Coauthored: With David J. Berger, *Proxy Contests and Corporate Control: Strategic Considerations*, 2d ed. (Washington, D.C.: Bureau of National Affairs Corporate Practice Series No. 69, 2001) (65 pp.) (1st edition 1997).

Books (cont.)

- Coauthored: With Rakesh Khanna, *Cutting Edge Cases in the Legal Environment of Business*, 2d ed. (Cincinnati, OH: West Legal Studies in Business, 1999) (109 pp.) (1st ed. coauthored with Christy Haubegger, 1993).
- Coauthored: With David J. Berger, *Proxy Contests and Corporate Control: Conducting the Proxy Campaign* (Washington, D.C.: Bureau of National Affairs Corporate Practice Series No. 70, 1997) (72 pp.).
- Authored: *Proxy Contests and Corporate Control*, 3rd ed. (Washington, D.C.: Bureau of National Affairs Corporate Practice Series No. 20, 1994) (92 pp.) (2d ed., coauthored with Graham Moody, 1990).
- Coauthored: With Gordon Yamate and William Newell, *Negotiated Acquisitions* (Washington, D.C.: Bureau of National Affairs Inc., 1992) (61 pp.).
- Authored: *Mergers, Acquisitions and Tender Offers* (Berkeley, CA: California Continuing Education of the Bar, 1983) (116 pp.).

Chapters of Books

- Authored: “Shareholder Primacy Is a Choice Not a Legal Mandate,” in Marc J. Epstein and Kirk O. Hanson, eds., *The Accountable Corporation*, vol. 1 (Westport, CT: Praeger, 2005), pp. 85-105.
- Coauthored: With Gavin Clarkson, “Crossing the Great Divide: Using Adverse Possession to Resolve Conflicts Between the Antitrust and Intellectual Property Regimes,” in Gary D. Libecap, ed., *Advances in the Study of Entrepreneurship, Innovation, and Economic Growth*, vol. 15 (Greenwich, CT: Elsevier, 2004), pp.149–199.
- Authored: “Legal Problems Showing a Way to Do Business,” in James Pickford, ed., *Mastering Management 2.0* (London: Pearson Education, 2001), pp. 169-172. Originally appeared as “Legal Problems Showing a Way to Do Business,” *Financial Times Mastering Management* (Nov. 27, 2000), pp. 2-4.

Chapters of Books (cont.)

- Coauthored: With Craig E. Dauchy, “Venture Capital” and “Going Public,” reprinted from *The Entrepreneur’s Guide to Business Law*, 1st ed., in William Sahlman et al. eds., *The Entrepreneurial Venture*, 2d ed. (Boston, MA: Harvard Business School Press, 1999), pp. 262-302, 404-440.
- Authored: “Legal Issues: Contracts,” in Richard C. Dorf, ed., *The Technology Management Handbook* (Boca Raton, FL: CRC Press LLC, 1999), pp. 10-1 to 10-6.
- Authored: “Risky Business: Understanding and Reducing Employer Risk,” in Gary D. Libecap ed., *Advances in the Study of Entrepreneurship, Innovation, and Economic Growth*, vol. 10 (Greenwich, CT: JAI Press, 1998), pp. 121–164.
- Authored: “Strategies for Staying Out of Court,” in *Directorship’s Significant Issues Facing Directors: 1996—Director Motivation: Incentives and Disincentives to Board Service* (Greenwich, CT: Directorship, 1996), pp. 9-1 to 9-5.
- Coauthored: With Professor Abram Chayes of Harvard Law School, “Institutional Arrangements for a Multinational Reprocessing Plant,” in Abram Chayes and John Lewis, eds., *International Arrangements for Nuclear Fuel Reprocessing* (New York: Ballinger, 1977), pp. 145-176.

Research Articles Geared Primarily Toward Scholars

- Authored: “Winning Legally: The Value of Legal Astuteness,” received a “revise and resubmit” from *Academy of Management Review* in 2006. Current version is Harvard Business School Working Paper No. 06-037 (June 7, 2006) [39].
- Coauthored: With Gavin Clarkson, “Adverse Possession for Intellectual Property: Adapting an Ancient Concept to Resolve Conflicts Between Antitrust and Intellectual Property Laws in the Information Age,” *Harvard Journal of Law & Technology*, vol. 16 (Spring 2003), pp. 327–393. Subsequently selected for inclusion in Karen B. Tripp, ed., *Intellectual Property Law Review—2004*, vol. 36 (2004), pp. 645-712.

Research Articles Geared Primarily Toward Scholars (cont.)

- Authored: “Business Law,” in N.J. Smelser and Paul B. Baltes, eds., *International Encyclopedia of the Social & Behavioral Sciences* (Oxford, England: Pergamon, 2001), pp. 1426-1432.
- Coauthored: With Karen Page, “The Devil Made Me Do It: Replacing Corporate Directors’ Veil of Secrecy with the Mantle of Stewardship,” *San Diego Law Review*, vol. 36 (Fall 1999), pp. 897–945.
- Coauthored: With Richard Koppes, “Leader of the Pack: A Proposal for Disclosure of Board Leadership Structure,” *San Diego Law Review*, vol. 34 (Feb/Mar 1997), pp. 149–193.
- Coauthored: With Dale Barnes, “Great Expectations: Risk Management Through Risk Disclosure,” *Stanford Journal of Law, Business & Finance*, vol. 1 (Fall 1994), pp. 155–190. Subsequently selected for inclusion in D. Langevoort ed., *Securities Law Review—1996*, vol. 28 (Deerfield, IL: Clark Boardman Callahan, 1996), pp. 481-515.
- Authored: “Patronage Firings—Elrod v. Burns,” *Harvard Law Review*, vol. 90 (Nov. 1976), pp. 186–197.

Research Articles Geared Primarily Toward Practitioners*

- Authored: “Forethought: The Ethical Leader’s Decision Tree,” *Harvard Business Review*, vol. 81 (Feb. 2003), pp. 18–19.
- Authored: “How to Confront GAAP’s Credibility Gap,” *Boston Globe*, October 20, 2002.
- Coauthored: With Robert Tomkinson, “Internet Is Seeing Its Share of Securities Offerings,” *National Law Journal*, vol. 20 (Feb. 2, 1998), pp. C3–C5.
- Coauthored: With John Arledge, “SEC Could Ease Offerings of Securities Via the Web,” *National Law Journal*, vol. 19 (Jan. 13, 1997), pp. B9–B11.
- Coauthored: With Richard Koppes, “Mandated Disclosure of Board Leadership Structure,” *Corporate Governance Advisor*, vol. 4 (Nov/Dec 1996), pp. 10–14.

* Does not include 52 articles appearing in the *CEB California Business Law Reporter* in 1983 through 1994.

Research Articles Geared Primarily Toward Practitioners (cont.)

- Coauthored: With David J. Berger and Marthe LaRosilere, “The Future of Proxy Contests: Some Strategic and Legal Considerations,” *Bank and Corporate Governance Law Reporter*, vol. 16 (Mar. & Apr. 1996), pp. 10–30.
- Authored: Commentary on HBR Case Study “The Case of the Combative CFO,” *Harvard Business Review*, vol. 70 (July-Aug. 1992), pp. 14–16.
- Coauthored: “Global and Automated Trading of Securities,” *International Securities Regulation Report*, vol. 5 (Feb. 25, 1992), pp. 6–7.
- Authored: “Sears Strategy Against Monks Election Bid Points to Barriers Activists Still Face in Proxy Challenges,” *BNA’s Corporate Counsel Weekly*, vol. 6 (Aug. 14, 1991), pp. 8–11.
- Coauthored: With James Lu, “NCR Tests Just-Say-No Defense,” *National Law Journal*, vol. 13 (Mar. 11, 1991), pp. 15–19.
- Authored: “Regulation S Takes Guesswork Out of Offshore Offerings,” *International Securities Regulation Report*, vol. 3 (July 2, 1990), pp. 7–9.
- Coauthored: With Mary Reilly, “New SEC Rules Govern Unregistered Securities For Private Placements,” *National Law Journal*, vol. 12 (June 18, 1990), pp. 26–29.
- Authored: “SEC Aims To Take Guesswork Out of Offshore Offerings,” *BNA’s Corporate Counsel Weekly*, vol. 5 (June 6, 1990), pp. 7–6.
- Coauthored: With Sandy Golze, “Mergers and Acquisitions: SEC Contemplates a Requirement of Substantive Fairness,” *National Law Journal*, vol. 12 (Feb. 5, 1990), pp. 55–59.
- Coauthored: With Joseph Saveri, “RICO Update,” *The Review of Securities & Commodities Regulation*, vol. 22 (Oct. 25, 1989), pp. 193–199.
- Coauthored: With William Newell “Revisions Proposed for Sec. 16,” *National Law Journal*, vol. 11 (July 3, 1989), pp. 15–19.
- Coauthored: With Kyle Robertson, “Mergers and Acquisitions: California Adds Rule to Protect Some Shareholders,” *National Law Journal*, vol. 11 (Feb. 20, 1989), pp. 510–513.

Research Articles Geared Primarily Toward Practitioners (cont.)

- Authored: “Preventive Law: Counseling the Directors,” *BNA’s Corporate Counsel Weekly*, vol. 2 (May 13, 1987), p. 8.
- Coauthored: With Elizabeth Lear, “‘Excess’ Golden Parachute Payments Specially Taxed,” *National Law Journal*, vol. 8 (Nov. 4, 1985), pp. 15–19.
- Coauthored: With Teresa Chuh, “Takeover Defense in the Wake of ‘Carter Hawley,’” *National Law Journal*, vol. 7 (Nov. 12, 1984), pp. 15–25.

Working Papers and HBS Working Knowledge Interviews

- Authored: “What’s Law Got to Do with It: A Systems Approach to Management,” Harvard Business School Working Paper No. 06-038, April 10, 2006 [34]. Accepted by Academy of Management Business Policy and Strategy section for presentation at AoM annual meeting in August 2006.
- Coauthored: With Gavin Clarkson and Rachel Power, “Deep Links: Business School Students’ Perceptions of the Role of Law and Ethics in Business,” Harvard Business School Working Paper No. 06-039, June 7, 2006 [34]. Accepted by Academy of Management Social Issues Management section for presentation at AoM annual meeting in August 2006. Under submission, *Business Ethics Quarterly*.
- Authored: “Rhetoric and Independence Are Not Enough: Empowering Directors and Managers to Do What Is Right,” Harvard Business School Working Paper No. 03-033, September 17, 2002 [17].
- Interview: “Using the Law to Strategic Advantage,” *HBS Working Knowledge*, December 12, 2005.
- Interview: “Sharing the Responsibility of Corporate Governance,” *HBS Working Knowledge*, May 5, 2003.
- Interview: “Entrepreneur’s Top Ten Mistakes,” *HBS Working Knowledge*, March 3, 2003.

Course Overview, Module, Conceptual and Technical Notes

- “Legal Aspects of Management: Course Overview Note,” Harvard Business School note 806-178, 2006 [42].

Course Overview, Module, Conceptual and Technical Notes (cont.)

- “Legal Aspects of Management: Increasing and Capturing the Value of Knowledge Assets,” Harvard Business School module note 806-137, 2006 [14].
- “Legal Aspects of Management: Anticipating and Managing Risk,” Harvard Business School module note 806-148, 2006 [16].
- “Business, Law, and Society: The Systems Approach to Law and Management,” Harvard Business School note 806-086, 2006 [10].
- “Winning Legally: Using the Law to Create Value, Marshal Resources, and Manage Risk,” Harvard Business School note 806-138, 2006 [12].
- “Strategic Compliance Management,” Harvard Business School note 806-173, 2006 [15].
- “Public Law: The Rules of the Game,” Harvard Business School note 806-172, 2006 [15].
- “Formalizing Business Relationships: A Note on Contract Formation for Managers,” Harvard Business School note 804-004, 2003 [38].
- “Working Effectively with Counsel,” Harvard Business School note 804-007, 2003 [17].
- “The Doctrine of *Stare Decisis* and *Lawrence v. Texas*,” Harvard Business School note 804-016, 2003 [13].
- Coauthored: With Carliss Baldwin and John Quinn, “M&A Legal Context: Basic Framework for Corporate Governance,” Harvard Business School note 803-200, 2003 [10].
- Coauthored: With Carliss Baldwin and John Quinn, “M&A Legal Context: Standards Related to the Sale or Purchase of a Company,” Harvard Business School note 904-004, 2003 [10].
- Coauthored: With Carliss Baldwin and John Quinn, “M&A Legal Context: Hostile Takeovers,” Harvard Business School note 904-005, 2003 [7].
- “Legal Aspects of Entrepreneurship: A Conceptual Framework,” Harvard Business School note 802-161, 2002 [18].
- “Note on the Tax and Accounting Treatment of Restricted Stock Awards, Nonqualified Stock Options, and Incentive Stock Options and the Securities Laws Applicable Thereto,” Harvard Business School note 802-125, 2001 [7].
- “Note on Application of the Antitrust Laws to the New Economy: An Analysis of *United States v. Microsoft Corporation*,” Harvard Business School note 802-090, 2001 [28].

Cases and Teaching Notes

- “BitTorrent: Copyrights in Cyberspace,” Harvard Business School case 806-169, 2006 [27].
- “BitTorrent: Copyrights in Cyberspace,” Harvard Business School teaching note 806-143, 2006 [9].
- “EMC Corporation: Proposed Acquisition of VMware,” Harvard Business School case 806-153, 2006 [16].
- “EMC Corporation: Proposed Acquisition of VMware,” Harvard Business School teaching note 806-163, 2006 [11].
- “Black Duck Software,” Harvard Business School case 806-121, 2006 [16].
- “Black Duck Software,” Harvard Business School teaching note 806-145, 2006 [9].
- Coauthored: With Michael B. Keating, “Southern States Communications,” Harvard Business School case 806-170, 2006 [9].
- Coauthored: With Michael B. Keating, “Southern States Communications,” Harvard Business School teaching note 806-171, 2006 [14].
- “L. Londell McMillan,” Harvard Business School case 805-084, 2004 [11].
- “L. Londell McMillan,” Harvard Business School teaching note 806-144, 2006 [6].
- “Sale of Hephaestus Inc. to Vulcan Ventures, Inc.,” Harvard Business School case 804-104, 2003 [58].
- “Merchant Card Services, Inc. (A),” Harvard Business School case 803-042, 2002 [10].
- “Merchant Card Services, Inc. (B),” Harvard Business School case 804-014, 2003 [7].
- “Merchant Card Services, Inc. (C),” Harvard Business School case 804-039, 2003 [10].
- “Merchant Card Services, Inc.,” Harvard Business School teaching note 804-073, 2006 [9].
- “Tower Software,” Harvard Business School case 804-047, 2003 [3].
- Coauthored: With Claude Marlio, “*Cartier v. Metro*,” Harvard Business School case 803-054, 2003 [7].
- Coauthored: With Claude Marlio, “*Silhouette v. Hartlauer*,” Harvard Business School case 803-055, 2003 [6].
- “X-IT and Kidde (A),” Harvard Business School case 804-005, 2002 [26].
Case featured on *CBS Sunday Evening News*, November 2002.

Cases and Teaching Notes (cont.)

- “X-IT and Kidde (B),” Harvard Business School case 804-039, 2002 [13].
- “X-IT and Kidde,” Harvard Business School teaching note 804-075, 2006 [8].
- “LAE Enterprises Corp,” Harvard Business School case 803-025, 2002 [13].
- Coauthored: With Michael J. Roberts, “Napster,” Harvard Business School case 801-219, 2001 [29].
- Coauthored: With Michael J. Roberts, “Richard Spellman (A),” Harvard Business School case 801-202, 2000 [28].
- Coauthored: With Michael J. Roberts, “Richard Spellman (B),” Harvard Business School case 801-203, 2000 [21].
- Coauthored: With Michael J. Roberts, “Priceline.com v. Microsoft (A),” Harvard Business School case 802-074, 2001 [67].
- Coauthored: With Michael J. Roberts, “Priceline.com v. Microsoft (B),” Harvard Business School case 802-082, 2001 [6].
- “Priceline.com v. Microsoft,” Harvard Business School teaching note 806-142, 2006 [9].
- “WebSaver,” Stanford Business School case BL-1 1997 [17].
- “WebSaver,” Stanford Business School teaching note BL-1-TN, 1997 [7].
- Coauthored: With Charles A. Holloway, “Cheryl Lewis (A),” Stanford Business School case E-189A, 1997 [7].
- Coauthored: With Charles A. Holloway, “Cheryl Lewis (B),” Stanford Business School case E-189B, 1997.
- “Joint Venture: Silicon Valley (A),” Stanford Business School case PM-43A, 1996 [18].
- “Joint Venture: Silicon Valley (A),” Stanford Business School teaching note PM-43A-TN, 1996 [4].
- “Joint Venture: Silicon Valley (B),” Stanford Business School case PM-43B, 1996 [13].
- “Joint Venture: Silicon Valley (B),” Stanford Business School teaching note PM-43B-TN) 1996 [2].
- “Zeus Electronics,” Stanford Business School case M-287, 1996 [36].
- “Zeus Electronics,” Stanford Business School teaching note M-287-TN, 1996 [7].
- “Subcontinental Telecommunications Solutions,” Stanford Business School case S-IB-13, 2005 [19].

Cases and Teaching Notes (cont.)

“Subcontinental Telecommunications Solutions,” Stanford Business School teaching note S-IB-13-TN, 1995 [34].

“The Sale of Wellcome plc (A),” Stanford Business School case S-CG-2, 1995 [13].

“The Sale of Wellcome plc (B),” Stanford Business School case S-CG-2, 1995 [4].

“John’s Furniture,” Stanford Business School case S-M-227, 1995 [7].

“John’s Furniture,” Stanford Business School teaching note S-M-227-TN, 1995 [16].

“Mondrian, Ltd.,” Stanford Business School case S-CG-3, 1995 [6].

“Advanced Technology, Inc.,” Stanford Business School case S-W-1, 1994 [14].

“Time Warner-Paramount (A),” Stanford Business School case S-CG-1, 1992 [6].

“Time Warner-Paramount (B),” Stanford Business School case S-CG-1, 1992 [13].

PRESENTATIONS

Invited Academic Presentations

“What’s Law Got to Do with It: A Systems Approach to Management,” Academy of Management Annual Meeting, Atlanta, upcoming in August 2006.

“Deep Links: Business School Students’ Perceptions of the Role of Law and Ethics in Business,” Academy of Management Annual Meeting, Atlanta, upcoming in August 2006.

“Case Writing Workshop,” Academy of Legal Studies in Business Annual Meeting, St. Petersburg, Florida, upcoming in August 2006.

“What’s Law Got to Do with It: A Systems Approach to Management,” Academy of Legal Studies in Business Huber Hurst Faculty Research Seminar, University of Florida, Gainesville, February 10, 2006.

“Winning Legally: Legal Astuteness as a Source of Competitive Advantage,” Academy of Management Annual Meeting, Honolulu, August 9, 2005.

“Case Writing 101,” Academy of Legal Studies in Business Annual Meeting, San Francisco, August 4, 2005.

Invited Academic Presentations (cont.)

Moderator, “Contractarian Approaches to Business Ethics: The Evolution of Integrative Social Contracts Theory,” Zicklin Center for Business Ethics Research, The Wharton School, University of Pennsylvania, Philadelphia, November 12, 2004.

“The Value of Actively Managing the Legal Dimensions of Business: Can Legal Competence Be a Source of Sustained Competitive Advantage?” Legal Studies Faculty Seminar, The Wharton School, University of Pennsylvania, Philadelphia, November 11, 2004.

“Symposium on the Writing and Teaching of ‘Harvard-Style’ Cases,” Academy of Legal Studies in Business Annual Meeting, Ottawa, Canada, August 2004.

“Legal Aspects of Management: A Conceptual Framework,” Faculty Seminar, University of Michigan Business School, Ann Arbor, February 2004.

“Adverse Possession for Intellectual Property,” Academy of Legal Studies in Business Huber Hurst Faculty Research Seminar, University of Florida, Gainesville, February 2003.

“Empowering Directors to Do What’s Right,” Ballantine Lecture, McCooms School of Business, University of Texas at Austin, January 2003.

“Pedagogical Uses of Field Study Research: The Case of X-IT and Kidde,” Georgetown-Sloan Project on Business Institutions Conference on Field Study Methodology in the Legal Research and Training about Business,” Georgetown University Law Center, Washington, D.C., November 2002.

“e-Commerce Cyberlaw: Towards Defining the Field for Business Education,” Academy of Legal Studies in Business Annual Meeting, San Diego, August 1998.

“Teaching Technology Law,” Academy of Legal Studies in Business Annual Meeting, Atlanta, 1997.

“Mediating Sexual Harassment Disputes in the Workplace,” Stanford University, Institute for Research on Women and Gender Associates Program, Stanford, 1993.

“Institutional Arrangements for Multinational Reprocessing of Spent Fuel,” International Pugwash Conference on Nuclear Fuel Reprocessing, Racine, Wisconsin, 1976.

Invited Practitioner Presentations

“Risk Management in the Energy Industry,” Northeast Energy and Commerce Association, Boston, April 2006.

Invited Practitioner Presentations (cont.)

Testimony before the U.S. House of Representatives Committee on Small Business hearing on “Can U.S. Firms Compete Effectively Using U.S. Workers?” Washington, D.C., January 21, 2004.

“Empowering CEOs to Do What Is Right,” Young Presidents’ Organization International University for Presidents, Prague, October 2002.

“Ethics in the Boardroom,” American Society of Corporate Secretaries Annual National Conference Keynote Address, Toronto, July 2002.

“Reducing Employer Risk,” Venture Capital Institute Graduate Program, Atlanta, March 2001.

“Law, Business, and Ethics,” American Society of Corporate Secretaries Annual National Conference, San Francisco, July 2000.

“Legal Update for Mid-Sized Business,” University of Arizona /FINOVA Forum, Scottsdale, February 1999.

“Law and Ethics,” American Society of Corporate Secretaries Annual National Conference, San Diego, July, 1998.

“Risky Business: Understanding and Reducing Employer Risk,” University of Arizona/FINOVA Forum, Scottsdale, March 1998.

“Business Law for the Entrepreneur,” American Society of Mechanical Engineers Small Business Forum, Stanford, 1997.

“Legal Aspects of Cyberspace,” Commonwealth Club of California and Stanford Club of San Francisco, San Francisco, 1997.

“Early Stage IPOs and IPO Alternatives,” Northern California Venture Capital Association, Santa Clara, 1997.

“Strategy and Organization in the Internet Age,” Stanford Business School Alumni Weekend, Stanford, 1997.

“Shareholder Relations: Practical Tips,” The SEC Institute’s 12th Annual SEC Reporting Forum, San Francisco, 1996.

“Disclosure—Balancing Information with Perspective,” National Investor Relations Institute Senior Roundtable, Carmel, California, 1996.

“Proposition 211: The Securities Litigation Ballot Initiative,” Stanford Law School, The Federalist Society, Stanford, 1996.

“The Board’s the Key,” American Society of Corporate Secretaries Annual National Conference, Seattle, 1996.

“Board Composition and Structure,” NASDAQ Directors’ Day, Stanford, 1996.

Invited Practitioner Presentations (cont.)

“Law and Business Ethics,” The Counselors of Real Estate High Level Conference on the Ethics of Organizations,” Lake Tahoe, 1995.

“Fiduciary Duty and Social Investing,” Social Investment Forum Conference, San Francisco, 1992.

“Globalization of the Securities Markets,” Stanford University Centennial Celebration, Stanford, 1991.

“Corporate Law,” University of California Orientation in American Law, Berkeley, 1990.

“Proxy Contests,” University of Houston Law Center, Advanced Corporate and Securities Law Institute, Dallas, 1990.

“LBOs,” Practicing Law Institute Program on Leveraged Acquisitions and Buyouts, Los Angeles, 1990.

“Mergers and Acquisitions: Tip Toeing Through the Minefields,” Young Presidents’ Organization International University for Presidents, Hong Kong, 1988.

“Mergers and Acquisitions: Tip Toeing Through the Minefields,” Young Presidents’ Organization Southern Area Conference, Silverado, 1988.

“Acquisition Agreements,” Corporation Section and Division of Continuing Legal Education of the Utah State Bar, Seminar on Buying and Selling a Business, Salt Lake City, 1988.

“Acquisition Agreements,” California Continuing Education of the Bar, Seminar on Buying and Selling a Business, San Francisco and Sacramento, 1987.

“Proxy Contests: U.S. Stores Case Study,” California Continuing Education of the Bar Securities Institute, Los Angeles and San Francisco, 1986.

“Director Liability,” Bar Association of San Francisco Corporate Counsel Institute, San Francisco, 1986.

“Developments in Director Liability,” American Society of Corporate Secretaries, Issues Update National Seminar, San Francisco, 1986.

“Director Liability,” American Society of Corporate Secretaries, Joint San Francisco and Los Angeles Regional Groups Annual Meeting, Pebble Beach, 1985.

“Hostile Takeovers,” California Continuing Education of the Bar, Advanced Business Law Series on Mergers, Acquisitions and Tender Offers, San Francisco, Los Angeles and San Diego, 1983.

EDITORIAL AND ADVISORY BOARDS

2006 – present	Member of Editorial Board, <i>International Journal of Business Innovation and Research</i> (new journal)
2006 – present	Academic Advisory Board, Carol and Lawrence Zicklin Center for Business Ethics Research, The Wharton School, University of Pennsylvania
2006 – present	Ad hoc reviewer, <i>Organization Science</i>
2001 – present	Staff editor, <i>American Business Law Journal</i>
1997 –1999, 2001 – present	Member of Editorial Board, <i>Journal of Internet Law</i>
1984 – present	Member of Bureau of National Affairs Corporate Practice Series Advisory Board
1994 – 1999	Member of Faculty Advisory Board, <i>Stanford Journal of Law, Business & Finance</i>
1983 – 1995	Contributing editor in the areas of securities, corporate governance, and mergers and acquisitions <i>California Business Law Reporter</i>

PROFESSIONAL ACTIVITIES

1978 – present	Member of the State Bar of New York and the State Bar of California
1978 – present	Member of American Bar Association
1991 – present	Member of Academy of Legal Studies in Business
2002 – present	Member of Academy of Management
2005 – present	Member of National Association of Securities Dealers National Adjudicatory Council
1997 – 1998	Member of California Commissioner of Corporations Advisory Committee on Securities Regulation and Capital Formation
1988 – 1992	Member of American Society of Corporate Secretaries

MEMBER OF BOARD OF DIRECTORS

1992 – present	Alegre Enterprises, Inc.
1995 – 2000	Latina Publications, LLC
1996 – 1999	Youth and Family Assistance
1994 – 1995	Stanford Faculty Club