

# CONSTANCE E. BAGLEY

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## EDUCATION

J.D., *magna cum laude*, Harvard Law School

A.B. with Distinction and Honors in Political Science, Stanford University

## ACADEMIC EXPERIENCE

### YALE UNIVERSITY

#### Appointments

2017 – present	Senior Research Fellow, Yale School of Management
2008 – 2017	Senior Research Scholar in Law, Yale Law School
2008 – 2014	Professor in the Practice of Law and Management, Yale School of Management
2007 – 2008	Visiting Associate Professor of Business Administration, Yale School of Management

#### Assignments at Yale School of Management

2017– present	Senior Research Fellow
2009, 2011 – 2016	<i>Seminarium–Yale SOM Management Program for Lawyers</i> ; research
2009, 2011–2016	<i>American Institute of Graphic Artists (AIGA) Executive Program</i>
2013 – 2014	Developed and taught second-year MBA elective <i>Managing Legal and Regulatory Complexity</i> ; course development; research
2007, 2009, 2011 – 2014	Developed and taught second-year MBA elective <i>Legal Aspects of Entrepreneurship</i> and required course <i>Law for Executives</i> in Executive MBA Program: Leadership in Healthcare; research
2009 – 2014	<i>Pre-MBA Global Leadership Program</i> (State and Society)
2013	<i>Founders Group Executive Program</i>
2007 – 2012	Co-developed and co-taught first-year MBA “Perspectives” course <i>State and Society</i> ; research
2011	<i>New York Stock Exchange Executive Program</i>
Fall 2010	Triennial leave; course development; research

2009 *Underwriters' Laboratories Executive Program*  
2007 – 2009 Faculty advisor for first-year MBA *Leadership Development Program*

#### **University Service**

2011 – 2014 Yale University-Wide Committee on Sexual Misconduct  
2009 – 2014 Yale University Women Faculty Forum Steering Committee  
2008 – 2009 Yale University Women Faculty Forum Council

### **HARVARD UNIVERSITY**

#### **Appointments**

2000 – 2007 Associate Professor of Business Administration, Harvard Business School  
1999 – 2000 Visiting Senior Lecturer in Business Administration, Harvard Business School  
1976 – 1977 Teaching Fellow in Government, Harvard University  
1975 – 1976 Teaching Fellow in Social Sciences, Harvard University

#### **Assignments at Harvard Business School**

2006 – 2007 Developed and taught second-year MBA elective *Legal Aspects of Management*; research  
2005 – 2006 Development leave; course development; research  
2003 – 2005 Developed and taught second-year MBA elective *Legal Aspects of Management*; research  
2000 – 2003 Developed and taught second-year MBA elective *Legal Aspects of Entrepreneurship*; research  
2002, 2003 & 2005 *Entrepreneur's Tool Kit* executive program  
2000 Developed and taught second-year MBA elective *Legal Aspects of Management*; research

#### **University Service**

2004 – 2006 Member of Academic Performance Committee, Harvard Business School

## **STANFORD UNIVERSITY**

### **Appointments**

- 1995 – 2000 Senior Lecturer in Law and Management, Stanford University Graduate School of Business
- 1991 – 1995 Lecturer of Law and Management, Stanford University Graduate School of Business
- 1990 – 1991 Lecturer in Management, Stanford University Graduate School of Business

### **Assignments**

- 1992 – 2000 *Stanford Executive Program*, Stanford University Graduate School of Business
- 1990 – 1999 Developed and taught MBA electives *Managers and the Legal Environment; Legal and Regulatory Challenges in Entrepreneurship*; and *Corporate Governance, Power and Responsibility*; research.
- 1988 – 1990 Developed and taught MBA electives *Managers and the Legal Environment of Business* and *Legal Aspects of Funding Businesses*; research
- 1990 – 1999 Executive Program for Growing Companies, Stanford University Graduate School of Business
- 1999 Fiduciary College, Stanford Law School
- 1998 – 1999 Directors' College, Stanford Law
- 1992 *Excelling in the Legal Environment of Business*, Stanford Continuing Studies Program
- 1991 Stanford–Young Presidents' Organization Seminar for Presidents, Stanford University
- 1985 – 1988 Board of Directors Executive Program, Stanford University Graduate School of Business

### **University Service**

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

## **OTHER TEACHING ENGAGEMENTS**

### **University of Connecticut School of Law**

- 2017 *Capstone Course in Compliance Systems*

### **University of Connecticut School of Business**

- 2016 *Ethics and the Legal Environment of Business*

### **Instituto Internacional de Derecho y Empresa (INIDEM)**

- 2016 *Law and Business*

## PROFESSIONAL EXPERIENCE

2017 – present	Founder & Chief Executive Officer, Bagley Strategic Advisors LLC
2005 – 2008	Member of National Adjudicatory Council, Financial Industry Regulatory Authority
1984 – 1990	Partner, Bingham McCutchen, San Francisco, California (member of Risk Management Committee)
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
1988 – 1990	Lecturer in Business Law, Stanford University Graduate School of Business
1985 – 1988	Member of Faculty, <i>Board of Directors Executive Program</i> , Stanford University Graduate School of Business
1974	Research Assistant for Professor Robert O. Keohane, Political Science Department, Stanford University

## AWARDS AND HONORS

2013	Excellence in Teaching Award, MBA Program for Executives: Leadership in Healthcare, Yale School of Management
2011	Economiae Doctor Honoris Causa, Lund University, Sweden
2009	Excellence in Teaching Award, Yale School of Management
2006	Senior Faculty Award of Excellence, Academy of Legal Studies in Business 1993 Honorable Mention (first runner-up), Distinguished Teaching Award, Stanford University Graduate School of Business
1976	Invited to join <i>Harvard Law Review</i> , Harvard Law School
1974	Stanford Cap and Gown Society
1973	Phi Beta Kappa, Stanford University

## 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

### Selected Books

- Authored: *Managers and the Legal Environment: Strategies for the 21st Century*, 9th ed. (Mason, Ohio: Cengage Learning, 2019) (843 pp.) (1st ed. 1991, 2d ed. 1995, 3rd ed. 1999, 7th ed. 2012, 8th ed. 2016).
- Coauthored: With Craig E. Dauchy, *The Entrepreneur's Guide to Business Law*, 5th ed. (Mason, OH: Cengage Learning, 2017) (816 pp.) (1st ed. 1998, 2d ed. 2003, 3d ed. 2007, 4th ed. 2011).
- Selected by *Business Insider* as one of twenty-five must-read books for entrepreneurs.
- 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 Diane W. Savage, *Managers and the Legal Environment: Strategies for the 21st Century*, 6th ed. (Mason, Ohio: South-Western, 2009) (1033 pp.) (5th ed. 2006).

### Selected Chapters of Books and Portfolios

- Authored: "The Value of a Legally Astute Top Management Team: A Dynamic Capabilities Approach," in David Teece & Sohvi Leih, eds., *The Oxford Handbook of Dynamic Capabilities* (Oxford: Oxford University Press, 2016).
- Authored: "Integrating Law and Strategy: The Value of Legal Astuteness," in Christoph H. Vaagt & Wolf-Peter Gross, eds., *General Counsel in the 21st Century: Challenges and Opportunities* (London: Globe Law and Business, 2015), pp. 11–34.
- Authored: "Business Law," in Neil J. Smelser & Paul B. Baltes, *International Encyclopedia of Social & Behavioral Sciences* (London: Elsevier, 2d ed. 2015) (1st ed. 2001).
- Coauthored: With Mark Roellig, "General Counsel: Strategic Partners or Hired Guns?," in European Company Lawyers Association, ed., *Company Lawyers: Independent by Design* (New York: Lexis-Nexis, 2014).
- Coauthored: With Mark Roellig, "The Transformation of General Counsel: Setting the Strategic Legal Agenda," in Charles Wild & Stuart Weinstein, eds., *Legal Risk Management, Governance and Compliance: A Guide to Best Practice from Leading Experts* (London: Globe Law and Business, 2013), pp. 45–66.
- Authored: "Pour une approche intégrée du droit et de la stratégie," in Hugues Bouthinon-Dumas and Antoine Masson, eds., *Stratégies Juridiques des Acteurs Économiques* (Brussels, Belgium: Larcier, 2012). Article previously published in English as "What's Law Got to Do With It?: Integrating Law and Strategy" in the *American Business Law Journal*, vol. 47 (2010), pp. 587-639.
- Authored: "Foreword," in Antoine Masson and Mary J. Shariff, eds., *Legal Strategies: How Corporations Use Law to Improve Performance* (Berlin: Springer-Verlag, 2010), pp. v-viii.
- 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.
- 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 ed. 1997).

- 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.
- 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 Gordon Yamate and William Newell, *Negotiated Acquisitions* (Washington, D.C.: Bureau of National Affairs Inc., 1992) (61 pp.).
- 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.

### **Selected Research Articles Geared Primarily Toward Scholars**

- Coauthored: With Anat Anon-Beck, “Preparing for the Apocalypse: A Multi-Prong Proposal to Develop Countermeasures for Chemical, Biological, Radiological, and Nuclear Threats,” *Yale Law School Lecturer and Other Affiliate Scholarship Series* 14 (2018) (forthcoming in *Cardozo Law Review*). Available at <https://digitalcommons.law.yale.edu/ylas/14>.
- Coauthored: With Mark Roellig and Gianmarco Massameno, “Who Let the Lawyers Out?: Reconstructing the Role of the Chief Legal Officer and the Corporate Client in a Globalizing World,” *University of Pennsylvania Journal of Business Law*, vol. 18 (2016), pp. 419–507.
- Coauthored: With Christina D. Tvarnø, “Promoting ‘Academic Entrepreneurship’ in Europe and the United States: Creating an Intellectual Property Regime to Facilitate the Efficient Transfer of Knowledge from the Lab to the Patient,” *Duke Journal of Comparative and International Law*, vol. 26 (2015), pp. 1–77.
- Coauthored: With Christina D. Tvarnø, “Pharmaceutical Public-Private Partnerships: Moving from the Bench to the Bedside,” *Harvard Business Law Review*, vol. 4 (2014), pp. 373-401.
- Coauthored: With Joshua Mitts and Richard Tinsley, “Snake Oil Salesmen or Purveyors of Knowledge: Off-Label Promotions and the Commercial Speech Doctrine,” *Cornell Journal of Law and Public Policy*, vol. 23 (2013), pp. 337-393.
- Coauthored: With Priyamvada Natarajan, Liena Vayzman, Laura Wexler and Shirley McCarthy, “Implementing Yale’s Sexual Misconduct Policy: The Process of Institutional Change,” *Change The Magazine of Higher Learning* (March-April 2012).
- Authored: “What’s Law Got to Do With It?: Integrating Law and Strategy,” *American Business Law Journal*, vol. 47 (2010), pp. 587-639.
- Coauthored: With Gavin Clarkson and Rachel M. Power, “Deep Links: Does Knowledge of the Law Change Managers’ Perceptions of the Role of Law and Ethics in Business?,” *Houston Law Review*, vol. 47 (2010), pp. 259-295.
- Authored: “Winning Legally: The Value of Legal Astuteness,” *Academy of Management Review*, vol. 33 (2008), pp. 378-390.
- 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.

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 (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 (1997), pp. 149–193.

Coauthored: With Dale Barnes, “Great Expectations: Risk Management Through Risk Disclosure,” *Stanford Journal of Law, Business & Finance*, vol. 1 (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 (1976), pp. 86–197.

### **Selected Research Articles Geared Primarily Toward Practitioners**

Coauthored: With Bruno Cova and Lee Augsburger, “How Boards Can Reduce Corporate Misconduct,” *Harvard Business Review* (December 21, 2017), <https://hbr.org/2017/12/how-boards-can-reduce-corporate-misbehavior>.

Coauthored: With Bruce F. Freed and Karl J. Sandstrom, “The Astute Board Member’s Guide to Corporate Political Spending,” Conference Board Committee on Corporate Political Spending, *Perspectives* (February 2016), <https://www.conference-board.org/politicalspending/index.cfm?id=38153>.

Coauthored: With Bruce F. Freed, “Company Directors Need to Oversee Corporate Political Spending,” *The CLS Blue Sky Blog* (December 14, 2015), <http://clsbluesky.law.columbia.edu/2015/12/14/company-directors-need-to-oversee-corporate-political-spending/>.

Coauthored: With Bruce F. Freed and Karl Sandstrom, “A Corporate Director’s Guide to Corporate Political Spending,” *Harvard Business Review* (October 30, 2015), <https://hbr.org/2015/10/a-board-members-guide-to-corporate-political-spending>.

Authored: “Winning Legally: Ten Commandments for Managers Who Want to Avoid Costly Compliance Failure,” *Sensex, The Official Magazine of the Bombay Stock Exchange*, vol. 2 (April/May 2008), pp. 45-47.

Authored: “Forethought: The Ethical Leader’s Decision Tree,” *Harvard Business Review*, vol. 81 (February 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 (February 2, 1998), pp. C3–C5.

Authored: Commentary on HBR Case Study “The Case of the Combative CFO,” *Harvard Business Review*, vol. 70 (July-August 1992), pp.14–16.

### **Selected Course Overview, Module, and Technical Notes**

Coauthored: With Nikolay Dinev and Haris Aqeel, “From Politics to Law: U.S. Healthcare Reform 2011,” State & Society Background Memo No. 5, Yale School of Management case 11-016, 2011 (16 pp.).

Coauthored: With Douglas Rae, “Managerial Responses to State Policy,” State & Society Background Memo No. 4, Yale School of Management case 08-037, 2008 (5 pp.).

- Coauthored: With Douglas Rae, “Society: The Extended Environment of Business,” State & Society Background Memo No. 3, Yale School of Management case 08-014, 2008 (10 pp.).
- Coauthored: With Douglas Rae, “Law and Strategy,” State & Society Background Memo No. 2, Yale School of Management case 08-023, 2008 (10 pp.).
- Coauthored: With Douglas Rae, “The State and Its Relevance to Business,” State & Society Background Memo No. 1, Yale School of Management case 08-011, 2008 (7 pp.).
- Authored: “Legal Aspects of Management: Course Overview Note for Educators,” Harvard Business School note 806-178, 2006 (42 pp.).
- Coauthored: With Carliss Baldwin and John Quinn, “M&A Legal Context: Basic Framework for Corporate Governance,” Harvard Business School note 803-200, 2003 (10 pp.).
- 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 pp.).
- Authored: “Legal Aspects of Entrepreneurship: A Conceptual Framework,” Harvard Business School note 802-161, 2002 (18 pp.).

### **Selected Cases and Teaching Notes**

- Coauthored: With Lokesh Todi, “Pier 39, Inc.,” 2014 (12 pp.).
- Coauthored: With Reed Martin, “PrimeSense, Ltd. and the Microsoft Kinect,” Yale School of Management case 13-016, 2013 (15 pp.).
- Coauthored: With Reed Martin, “PrimeSense, Ltd. (A),” Yale School of Management case 12- 023, 2012 (11 pp.).
- Coauthored: With Wesley Johnson, Matt Blomerth, Stuart DeCew, Peter Gulliver, Pramit Mitra, Craig Stucker, Thomas Weil, and Jaan Elias, “BP in Russia,” Yale School of Management case 11-014, 2011 (19 pp.).
- Coauthored: With Sally Gunz and Andrea Nagy Smith, “Research in Motion’s BlackBerry: Balancing Privacy Rights and National Security,” Yale School of Management case 11-011, 2011 (22 pp.).
- Coauthored: With Haris Aqeel and Eva T. Zlotnicka, “South Africa’s Energy Crisis: Reconciling Economic Growth with Environmental Protection,” Yale School of Management case 11-015, 2011 (22 pp.).
- Coauthored: With David Bromwich and Karlis Povisilis, “Wallum in Ghana—Profits and Pitfalls,” Yale School of Management case 10-014, 2010 (25 pp.).
- Coauthored: With Brian McCurdy, Douglas Rae, and Jaan Elias, “Bechtel in Bolivia,” Yale School of Management case 10-021, 2010 (14 pp.).
- Coauthored: With Brian McCurdy, Douglas Rae, and Jaan Elias, “Bechtel in Bolivia – Teaching Note,” Yale School of Management case 10-021TN, 2010 (4 pp.).
- Coauthored: With Douglas Rae and Jean W. Rosenthal, “Cummins, Inc. (B): A Bump in the Road to New Emissions Standards in China,” Yale School of Management case 10- 018, 2010 (2 pp.).
- Coauthored: With Douglas Rae and Jean W. Rosenthal, “Cummins, Inc. (C): On the Road or in the Lab? Meeting New Emission Standards in China,” Yale School of Management case 10-019, 2010 (2 pp.).
- Authored: “Opinion of the U.S. Supreme Court in *Citizens United v. Federal Election Commission* (excerpted),” Yale School of Management case 10-017, 2010 (20 pp.).
- Coauthored: With Jaan Elias and Ben Flaumenhaft, “Jim Flores, ControlTrix,” Yale School of Management case



08-015, 2010 (9 pp.).

- Coauthored: With Lisa Tepper Bates, “Mayor Greg Goodnight,” Yale School of Management case 09-011, 2009 (21 pp.).
- Coauthored: With Sharon Oster, Arthur Swersey, Peter Schott, Allison Mitkowski, and Jaan Elias, “Toys in China (Abridged),” Yale School of Management case 08-060, 2008 (Raw Case Website).
- Coauthored: With Ravi Dhar, Fiona Scott-Morton, and Allison Mitkowski, “General Electric Ecomagination: An Examination of GE’s Corporate Environmental Strategy,” Yale School of Management case 08-041, 2008 (Raw Case Website).
- Coauthored: With Alexandra Barton-Sweeney, Jaan Elias, and Douglas W. Rae, “Suzlon,” Yale School of Management case 08-009, 2008 (11 pp.).
- Coauthored: With Ben Flaumenhaft, “Kirkwood,” Yale School of Management case 08-058, 2008 (7 pp.).
- Coauthored: With Jaan Elias and Ben Flaumenhaft, “Jim Flores, ControlTrix,” Yale School of Management case 08-015, 2008 (13 pp.).
- Coauthored: With Douglas W. Rae and Jean W. Rosenthal, “Cummins, Inc.,” Yale School of Management case 08-024, 2008 (24 pp.).
- Coauthored: With Jaan Elias, Spencer Hutchins, Andrea Nagy and Doug Rae, “Merck and Vioxx (A),” Yale School of Management case 08-016, 2008 (26 pp.).
- Coauthored: With Jaan Elias, “Merck and Vioxx (B),” Yale School of Management case 08-017, 2008 (3 pp.).
- Coauthored: With Ben Flaumenhaft, “Morgan Life Sciences,” Yale School of Management case 08-021, 2008 (10 pp.).
- Authored: “Process Patents: Laboratory Corporation of America v. Metabolite Laboratories,” Yale School of Management case 07-031, 2007 (3 pp.).
- “USG Corporation (A),” Harvard Business School case 807-090, 2007 (26 pp.).
- “USG Corporation (B),” Harvard Business School case 807-120, 2007 (4 pp.). “USG Corporation (C),” Harvard Business School case 807-121, 2007 (10 pp.).
- “USG Corporation (A), (B), and (C),” Harvard Business School teaching note 5-808-014, 2008 (17 pp.).
- Authored: “Legal Aspects of Management: Course Overview Harvard Business School educator note 5-806-178, 2007 (42 pp.).
- “Warner Bros. and BitTorrent,” Harvard Business School case 807-012, 2006 (16 pp.).
- “Warner Bros. and BitTorrent,” Harvard Business School teaching note 807-108, 2007 (13 pp.).  
“BitTorrent,” Harvard Business School case 806-169, 2006 (27 pp.).
- “BitTorrent,” Harvard Business School teaching note 806-143, 2006 (9 pp.).
- “EMC Corporation: Proposed Acquisition of VMware,” Harvard Business School case 806-153, 2006 (16 pp.).

“EMC Corporation: Proposed Acquisition of VMware,” Harvard Business School teaching note 806-163, 2006 (11 pp.).

Coauthored: With Michael B. Keating, “Southern States Communications,” Harvard Business School case 806-170, 2006 (9 pp.).

Coauthored: With Michael B. Keating, “Southern States Communications,” Harvard Business School teaching note 806-171, 2007 (17 pp.).

“L. Londell McMillan,” Harvard Business School case 805-084, 2004 (11 pp.).

“L. Londell McMillan,” Harvard Business School teaching note 806-144, 2006 (6 pp.).

“Merchant Card Services, Inc. (A),” Harvard Business School case 803-042, 2002 (10 pp.).

“Merchant Card Services, Inc. (B),” Harvard Business School case 804-014, 2003 (7 pp.).

“Merchant Card Services, Inc. (C),” Harvard Business School case 804-039, 2003 (10 pp.).

“Merchant Card Services, Inc.,” Harvard Business School teaching note 804-073, 2006 (9 pp.).

“X-IT and Kidde (A),” Harvard Business School case 804-005, 2002 (26 pp.). Case featured on *CBS Sunday Evening News*, November 2002.

“X-IT and Kidde (B),” Harvard Business School case 804-039, 2002 (13 pp.).

“X-IT and Kidde,” Harvard Business School teaching note 804-075, 2006 (8 pp.).

“LAE Enterprises Corp,” Harvard Business School case 803-025, 2002 (13 pp.).

“Legal Aspects of Entrepreneurship: A Conceptual Framework,” Harvard Business School case 9-802-161 (18 pp.).

Coauthored: With Michael J. Roberts, “Richard Spellman (A),” Harvard Business School case 801-202, 2000 (28 pp.).

Coauthored: With Michael J. Roberts, “Richard Spellman (B),” Harvard Business School case 801-203, 2000 (21 pp.).

“Richard Spellman (A) and (B),” Harvard Business School teaching note 808-014, 2008 (32 pp.).

Coauthored: With Michael J. Roberts, “Priceline.com v. Microsoft (A),” Harvard Business School case 802-074, 2001 (67 pp.).

Coauthored: With Michael J. Roberts, “Priceline.com v. Microsoft (B),” Harvard Business School case 802-082, 2001 (6 pp.).

“Priceline.com v. Microsoft,” Harvard Business School teaching note 806-142, 2006 (9 pp.). “WebSaver,” Stanford Business School case BL-1 1997 (17 pp.).

“WebSaver,” Stanford Business School teaching note BL-1-TN, 1997 (7 pp.).

“Joint Venture: Silicon Valley (A),” Stanford Business School case PM-43A, 1996 (18 pp.).

“Joint Venture: Silicon Valley (A),” Stanford Business School teaching note PM-43A-TN, 1996 (4 pp.).

“Joint Venture: Silicon Valley (B), Stanford Business School case PM-43B, 1996 (13 pp.).

“Joint Venture: Silicon Valley (B),” Stanford Business School teaching note PM-43B-TN) 1996 (2 pp.).

“Subcontinental Telecommunications Solutions,” Stanford Business School case S-IB-13, 2006, 1995 (19 pp.).

“Subcontinental Telecommunications Solutions,” Stanford Business School teaching note S-IB-13-TN, 1995 (34 pp.)

### **Selected *HBS Working Knowledge* Interviews**

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, with version subsequently published by CBSNews.com.

## **PRESENTATIONS**

### **Selected Invited Academic Presentations**

All Symposium Panel, “Managing at the Interstices: Law, Management and Strategy,” Academy of Management Annual Conference, Atlanta, GA, August 2017.

Keynote Address, “Winning Legally: The Value of Legal Astuteness,” First International Congress on Legal Strategy, OMG Institute, Santo Domingo, Dominican Republic, July 2017.

Master Class, “Building High-Value Law Practices,” XIV International Readings, The Ural State Law University, Yekaterinburg, Russia, February 2017.

“Using Business School Cases to Enhance Practice Readiness,” Association of American Law Schools, San Francisco, CA, January 2017.

“Integrating Law and Strategy,” Opus School of Business, St. Thomas University, Minneapolis, MN, May 2016.

“Promoting ‘Academic Entrepreneurship’ in Europe and the United States: Creating an Intellectual Property Regime to Facilitate the Efficient Transfer of Knowledge from the Lab to the Patient,” Workshop in Law and Economics, Copenhagen Business School, Copenhagen, Denmark, October 2015.

“Who Let the Lawyers Out? Reconstructing the Role of the Chief Legal Officer and the Corporate Client in a Globalizing World,” Lund University School of Economics and Management, Lund, Sweden, September 2015.

“Working Toward a Model of Executive Statesmanship in the Business School Curriculum,” Roundtable on Corporate Political Accountability: The Importance of Educating Future Business Leaders Beyond *Citizens United*, New York University Stern School of Business, New York City, NY February 2015.

“Off-Label Promotions of Pharmaceuticals and the Commercial Speech Doctrine,” Workshop in Law and Economics, Copenhagen Business School, Copenhagen, Denmark, September 2014.

- “Pharmaceutical Public-Private Partnerships in the United States and Europe: Moving from the Bench to Bedside,” Lund University School of Economics and Management, Lund, Sweden, October 2013.
- “What’s Law Got To Do With It?: Integrating Law and Strategy,” Workshop in Law and Economics, Copenhagen Business School, Copenhagen, Denmark, October 2013.
- “Purpose of the Firm,” Brookings Institution, Washington, D.C., December 2011 and April 2013. “Professionalism in Surgery,” Surgical Grand Rounds, Yale Medical School, New Haven CT, November 2012.
- “Rethinking Shareholder Value and Purpose(s) of the Firm Roundtables,” Aspen Institute Business & Society, University of California at Los Angeles School of Law, Los Angeles CA, 2011, and New York University, New York City, NY, 2012.
- “Winning Legally: The Value of Legal Astuteness,” Lund University, School of Economics and Management, Lund, Sweden, May 2011, and Copenhagen Business School, Copenhagen, Denmark, May 2011.
- “Deep Links: Does Knowledge of the Law Change Managers’ Perceptions of the Role of Law and Ethics in Business,” The Wharton School, University of Pennsylvania, Philadelphia PA, February 2011.
- “Winning Legally: The Value of Legal Astuteness,” Keynote Address, *Conference on Law and Management—Achieving Competitive Advantage*, Lund University, Lund, Sweden, May 2010.
- “Winning Legally: The Value of Legal Astuteness,” *Conference Internationale de Management Strategique*, Association Internationale de Management Strategique, Nice, France, May 2008.
- “Teaching Entrepreneurship Law,” Academy of Legal Studies in Business Annual Meeting, Indianapolis, August 2007.
- “What’s Law Got to Do with It: A Systems Approach to Management,” Academy of Management Annual Conference, Atlanta GA, August 2006.
- “Deep Links: Business School Students’ Perceptions of the Role of Law and Ethics in Business,” Academy of Management Annual Conference, Atlanta GA, 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 FL, February 2006.
- “Winning Legally: Legal Astuteness as a Source of Competitive Advantage,” Academy of Management Annual Conference, Honolulu HI, August 9, 2005.
- 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 PA, November 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 PA, November 2004.
- “Legal Aspects of Management: A Conceptual Framework,” Faculty Seminar, University of Michigan Business School, Ann Arbor MI, February 2004.
- “Adverse Possession for Intellectual Property,” Academy of Legal Studies in Business Huber Hurst Faculty Research Seminar, University of Florida, Gainesville FL, February 2003.
- “Empowering Directors to Do What’s Right,” Ballantine Lecture, McCombs School of Business, University of Texas at Austin, Austin TX, 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.

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

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

### **Selected Invited Practitioner Presentations**

“Building High-Value Practices,” International Bar Association Annual Conference, Washington, D.C., September 2016.

“Gene Therapy,” NYBio, New York NY, May 2016.

Keynote Address, “Law as a Strategic Asset,” Fortieth Annual International Business Law Institute, Minnesota CLE, Minneapolis MN, May 2016.

“The Value of Legal and Strategic Astuteness,” Prudential Financial, Newark NJ, July and December 2015.

“Legal and Strategic Astuteness,” Microsoft Corporation, Redmond WA, April 2015.

“Building Legal and Strategic Astuteness,” Massachusetts Mutual Financial Corporation, Springfield MA, December 2014.

“Law and Strategy,” Practicing Law Institute Corporate Counsel Institute, New York City, NY, October 2014.

“Law as a Source of Strategic Advantage,” CVS Health, Legal Symposium, Boston MA, February 2014.

“What’s Law Got to Do with It,” Practicing Law Institute Corporate Counsel Institute, New York City NY, October 2013.

Keynote Presentation, “Winning with Integrity,” Colson Associates, Inc., Annual Managers’ Meeting, Pittsburgh PA, May 2013.

“Judgment Day,” Massachusetts Mutual Financial Corporation, Springfield MA, December 2010.

Opportunity Funding Corporation Economic Stabilization White Paper Presentation, Capitol Hill, D.C., November 2010.

Keynote Address, “Corporate Counsel Forum: Strategist, Advisor, Corporate Leader,” The Conference Board of Canada, Toronto, Canada, November 2007.

“Winning Legally,” Texas General Counsel Forum Conference, San Antonio TX, November 2007.

Testimony before the U.S. House of Representatives Committee on Small Business 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, Czech Republic, October 2002.

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

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

- “Business Law for the Entrepreneur,” American Society of Mechanical Engineers Small Business Forum, Stanford CA, 1997.
- “Legal Aspects of Cyberspace,” Commonwealth Club of California and Stanford Club of San Francisco, San Francisco CA, 1997.
- “Disclosure—Balancing Information with Perspective,” National Investor Relations Institute Senior Roundtable, Carmel CA, 1996.
- “Law and Business Ethics,” The Counselors of Real Estate High Level Conference on the Ethics of Organizations,” Lake Tahoe NV, 1995.
- “Corporate Law,” University of California Orientation in American Law, Berkeley CA, 1990.
- “LBOs,” Practising Law Institute Program on Leveraged Acquisitions and Buyouts, Los Angeles CA, 1990.
- “Mergers and Acquisitions: Tip Toeing Through the Minefields,” Young Presidents’ Organization, International University for Presidents, Hong Kong, 1988, and Southern Area Conference, Silverado CA, 1988.
- “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 CA, 1983.

## **ADVISORY AND EDITORIAL BOARDS**

- 2012 – present Member of International Advisory Board, Instituto Internacional de Derecho y Empresa (INIDEM), Panama
- 2009 – 2014 Ad Hoc Reviewer, *Academy of Management Review*
- 2013 Ad Hoc Reviewer, *Journal of Business Ethics*
- 2010 – 2011 Ad Hoc Reviewer, *Journal of Strategic Management*
- 2008 – 2013 Staff Editor, *American Business Law Journal*
- 2006 – 2012 Member of Academic Advisory Board, Carol and Lawrence Zicklin Center for Business Ethics Research, The Wharton School, University of Pennsylvania
- 1994 – 1999 Member of Faculty Advisory Board, *Stanford Journal of Law, Business & Finance*
- 1983 – 1995 Contributing editor in the areas of securities, corporate governance, and mergers and acquisitions, *California Business Law Reporter*

## **MEMBER OF BOARD OF DIRECTORS**

- 2016 – present St. Paul’s Episcopal Church, Westbrook CT (Vestry) (Secretary and Clerk, 2017 – present)
- 2013 – present Episcopal Church at Yale (Board of Governors) (Secretary, 2014-2015)
- 2009 – 2014 New Haven Symphony Orchestra (Chair of Strategic Planning Committee, 2011- 2014)
- 1996 – 1999 Youth and Family Assistance
- 1995 – 2000 Latina Publications, LLC
- 1994 – 1995 Stanford Faculty Club

## **OTHER PROFESSIONAL AFFILIATIONS**

- 2013 – present Business School Editor, EshipLaw.org, powered by Ewing Marion Kauffman Foundation
- 2014 – 2015 European Company Lawyers Association Advisory Council Class of 2014
- 2014 Co-chair of Task Force on the State of the Discipline, Academy of Legal Studies in Business
- 2012 – 2014 Chair of Task Force on the State of the Discipline, Academy of Legal Studies in Business
- 2012 – 2013 Immediate Past President, Academy of Legal Studies in Business
- 2011 – 2012 President, Academy of Legal Studies in Business
- 2010 – 2011 President-Elect, Academy of Legal Studies in Business, and Program Chair of Annual Conference in 2011
- 2009 – 2010 Vice-President, Academy of Legal Studies in Business
- 2008 – 2009 Secretary -Treasurer, Academy of Legal Studies in Business
- 1978 – present Member of the State Bar of California (inactive) and the State Bar of New York

## **REFERENCES**

David Balabanian, Partner, Morgan Lewis

Thomas Donaldson, Mark O. Winkelman Professor of Legal Studies and Business Ethics, The Wharton School, University of Pennsylvania

Christy Haubegger, Founder of Latina Publications LLC and Principal, Creative Artist Associates

Jeffrey Pfeffer, Thomas D. Dee II Professor of Organizational Behavior, Stanford Graduate School of Business

Joel Podolny, Vice President and Dean of Apple University, Apple, Inc., and formerly Dean of Yale School of Management

Mark Roellig, Chief Technology and Administrative Officer, MassMutual Financial

Others available upon request.