

CONSTANCE E. BAGLEY

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EDUCATION

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

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

Economiae Doctor Honoris Causa, Lund University, Sweden

ACADEMIC APPOINTMENTS

CBS LAW, COPENHAGEN BUSINESS SCHOOL

2020–present Guest Professor

YALE UNIVERSITY

2017–2019 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

HARVARD UNIVERSITY

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

STANFORD UNIVERSITY

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

PUBLICATIONS

Selected Books

Bagley, C., *Managers and the Legal Environment: Strategies for Business*, 9th ed. (Mason, Ohio: Cengage

Learning, 2019) (843 pp.) (1st ed. 1991, 2d ed. 1995, 3rd ed. 1999, 4th ed., 7th ed. 2012, 8th ed. 2016).

Bagley, C., and Craig E. Dauchy, *The Entrepreneur's Guide to Law and Strategy*, 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.)

Bagley, C., *Winning Legally: How to Use the Law to Create Value, Marshal Resources, and Manage Risk* (Boston: Harvard Business School Press, 2005) (283 pp.).

Bagley, C. and 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

Bagley, C., "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).

Bagley, C., "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.

Bagley, C., "Business Law," in Neil J. Smelser & Paul B. Baltes, *International Encyclopedia of Social & Behavioral Sciences* (London: Elsevier, 2d ed. 2015) (1st ed. 2001).

Bagley, C. and 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).

Bagley, C. and 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.

Bagley, C., "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.

Bagley, C., "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.

Bagley, C., "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.

Bagley, C. and 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.

Bagley, C. and 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).

Bagley, C., "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.

Bagley, C., “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.

Bagley, C., “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.

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

Bagley, C., and 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

Bagley, C., and Adam J. Sulkowski, J.S. Nelson, Sandra Waddock, and Paul Shrivastava, “A Path to Developing More Insightful Business School Graduates: A Systems-Based, Experiential Approach to Integrating Law, Strategy, and Sustainability,” *Academy of Management Learning & Education*, vol. 19 (2020), pp. 541–568.

Bagley, C. and Anat Anon-Beck, “Preparing for the Apocalypse: A Multi-Prong Proposal to Develop Countermeasures for Chemical, Biological, Radiological, and Nuclear Threats,” *Cardozo Law Review*, vol. 40 (2018), pp. 823–903.

Bagley, C., and 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.

Bagley, C., and 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.

Bagley, C., and Christina D. Tvarnø, “Pharmaceutical Public-Private Partnerships: Moving from the Bench to the Bedside,” *Harvard Business Law Review*, vol. 4 (2014), pp. 373–401.

Bagley, C., and 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.

Bagley, C., and 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).

Bagley, C., “What’s Law Got to Do With It?: Integrating Law and Strategy,” *American Business Law Journal*, vol. 47 (2010), pp. 587–639.

Bagley, C., and 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.

Bagley, C., “Winning Legally: The Value of Legal Astuteness,” *Academy of Management Review*, vol. 33 (2008), pp. 378–390.

Bagley, C., and 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.)

Bagley, C., and 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.

Bagley, C., and Richard Koppes, “Leader of the Pack: A Proposal for Disclosure of Board Leadership Structure,” *San Diego Law Review*, vol. 34 (1997), pp. 149–193.

Bagley, C., and 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.)

Bagley, C., “Patronage Firings—*Elrod v. Burns*,” *Harvard Law Review*, vol. 90 (1976), pp. 86–197.

Selected Research Articles Geared Primarily Toward Practitioners

Bagley, C., and 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>.

Bagley, C., and 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>.

Bagley, C., and 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/>.

Bagley, C., and 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>.

Bagley, C., “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.

Bagley, C. “Forethought: The Ethical Leader’s Decision Tree,” *Harvard Business Review*, vol. 81 (February 2003), pp. 18–19.

Bagley, C., “How to Confront GAAP’s Credibility Gap,” *Boston Globe*, October 20, 2002.

Bagley, C., and Robert Tomkinson, “Internet Is Seeing Its Share of Securities Offerings,” *National Law Journal*, vol. 20 (February 2, 1998), pp. C3–C5.

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

TEACHING EXPERIENCE

YALE SCHOOL OF MANAGEMENT

Seminarium—Yale SOM Management Program for Lawyers (2009, 2011, 2016)

American Institute of Graphic Artists (AIGA) Executive Program (2009, 2011–2016)

Developed and taught second-year MBA elective *Managing Legal and Regulatory Complexity* (2013–2014)

Developed and taught second-year MBA elective *Legal Aspects of Entrepreneurship* and required course *Law for Executives* in Executive MBA Program: Leadership in Healthcare (2007, 2009, 2011–2014)

Pre-MBA Global Leadership Program (State and Society) (2009–2014)

Founders Group Executive Program (2013)

Co-developed and co-taught first-year MBA “Perspectives” course *State and Society* (2007-2012)

New York Stock Exchange Executive Program (2011)

HARVARD BUSINESS SCHOOL

Developed and taught second-year MBA elective *Legal Aspects of Management* (2000, 2003-2005, 2006-2007)

Entrepreneur’s Tool Kit executive program (2002, 2003, 2005)

Developed and taught second-year MBA elective *Legal Aspects of Entrepreneurship* (2000-2003)

STANFORD UNIVERSITY

Stanford Executive Program, Stanford University Graduate School of Business (1992-2000)

Developed and taught MBA electives *Managers and the Legal Environment*; *Legal and Regulatory Challenges in Entrepreneurship*; and *Corporate Governance, Power and Responsibility* (1990-1999)

Developed and taught MBA electives *Managers and the Legal Environment of Business* and *Legal Aspects of Funding Businesses* (1988-1990)

Executive Program for Growing Companies, Stanford University Graduate School of Business (1990-1999)

Fiduciary College, Stanford Law School (1998-1999)

Directors’ College, Stanford Law School (1999)

Excelling in the Legal Environment of Business, Stanford Continuing Studies Program (1992)

Young Presidents’ Organization Seminar for Presidents, Stanford University (1991)

Board of Directors Executive Program, *Takeovers and the Target Board*, Stanford University Graduate School of Business (1985-1988)

UNIVERSITY OF CONNECTICUT SCHOOL OF LAW

Capstone Course in Compliance Systems (2017)

UNIVERSITY OF CONNECTICUT GRADUATE SCHOOL OF BUSINESS

Ethics and the Legal Environment of Business (2016)

MASTER CLASSES

INSTITUTO INTERNACIONAL DE DERECHO Y EMPRESA (INIDEM Business Law School)

Law and Business (2015, 2016, 2019)

THE STATE UNIVERSITY OF THE URALS LAW UNIVERSITY, Russia, *The XIV International Readings*

Developing High Value Law Practices (2017)

CVS, MASS MUTUAL FINANCIAL, PRUDENTIAL & CIEL

Legal Astuteness, The Intersection of Law and Strategy, Exercising Informed Judgment, Law as a Source of Comparative Strategic Advantage

YALE MEDICAL SCHOOL DEPARTMENT OF SURGERY, GRAND ROUNDS

Professionalism in Surgery

MICROSOFT CORPORATION

Doing Business at Microsoft: Legal and Regulatory Aspects

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, MBA Program, 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

ADVISORY AND EDITORIAL BOARDS

2012–present	Member of International Advisory Board, Instituto Internacional de Derecho y Empresa (INIDEM)
2009–2014	Ad Hoc Reviewer, <i>Academy of Management Review</i>
2013	Ad Hoc Reviewer, <i>Journal of Business Ethics</i>
2010–2011	Ad Hoc Reviewer, <i>Journal of Strategic Management</i>

- 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*

OTHER PROFESSIONAL AFFILIATIONS

- 2013–present Business School Co-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

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

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 former Dean of Yale School Management

Mark Roellig, former Chief Technology and Administrative Officer and former Executive Vice President and General Counsel, MassMutual Financial

Others available upon request.

