

Effective governance is not reserved only for large publicly owned corporations. The Theodora Oringher Corporate Governance Practice Group believes that the adage, "Good ethics is good for business" applies to all businesses. While we focus on establishing appropriate oversight and effective governance, our attorneys have represented numerous clients in the recovery of the economic loss that resulted from the derogation of fiduciary duties by those in control of the corporate entity. With former federal prosecutors on our team, we are considered among the leaders in the California bar in enforcing the rights of minority owners from loss, dissipation or dilution through actions of majority owners, acts of directors and other insiders who may be motivated by conflicting loyalties.

Our Philosophy — Effective governance and compliance promotes a strong ethical culture – all leading to improved value for the client's stakeholders. Our attorneys have decades of experience proactively executing preventive courses of action in our clients' businesses that promote this philosophy, as well as resolving corporate governance disputes through litigation and other means.

Our Methodology — Our clients can achieve their objectives through adopting comprehensive governance measures in the form of governance guidelines, codes of conduct and other policies that protect the client's assets and business interests. We counsel our clients on how to create a culture that reduces risks associated with fraud and exposure, as well as loss from poor internal controls. For example, in representing a start-up venture, we do not stop at merely forming the business enterprise and drafting organizing documents. We go further and work collaboratively with clients to develop a framework for effective governance, and we assist them in the implementation, oversight, monitoring and remediation of their individual programs.

Board of Director Oversight — Corporate governance is a process the Board of Directors carries out to provide direction, authority and oversight for the benefit of the company's stakeholders. We assist clients in creating effective oversight of management's delegated governance responsibilities through the Board of Directors. Many of our clients have established Board committees to provide this oversight, working closely with our attorneys to define the charter of the committee, its authority and responsibilities.

Stakeholder Benefits — Effective governance programs reduce or eliminate risk of loss from transactions in which shareholders, officers or directors have conflicts of interest or may benefit otherwise through misuse of their positions of trust and authority. For example, clearly articulated policies designed to protect trade secrets and other valuable intellectual property from misappropriation by, or through, employee misconduct create awareness in the company's business environment that these assets are the property of the company and must be protected and preserved. Knowledge of the consequences of loss of valuable company assets through insider misconduct, and adoption of confidential reporting mechanisms (like ethics hotlines) provide early notice of wrongdoing, leading to more effective preventive actions and recovery.

Remedial Actions — Clients seek our expertise in corporate governance enforcement to remedy or prevent loss to their interests as stakeholders through misconduct of majority owners, directors, officers or their affiliates.

ATTORNEYS

- › Bruce E. Dizenfeld
- › Alice M. Hodsdon

› Rosa A. Shirley