

Contents

Preface	vii
About the Editors	ix
Introduction	xi
The Role of the Corporation in Society	1
Adolf A. Berle, Jr., <i>The Modern Corporation in the Modern State</i> , 8 Bus. Law., No. 1, 3 (1952)	3
Louis O. Kelso, <i>Corporate Benevolence or Welfare Redistribution?</i> , 15 Bus. Law. 259 (1960)	11
Donald E. Schwartz, <i>Corporate Responsibility in the Age of Aquarius</i> , 26 Bus. Law. 513 (1970)	21
Henry G. Manne, <i>The Myth of Corporate Responsibility or Will the Real Ralph Nader Please Stand Up?</i> , 26 Bus. Law. 533 (1970)	35
R. Franklin Balotti & James J. Hanks, Jr., <i>Giving at the Office: A Reappraisal of Charitable Contributions by Corporations</i> , 54 Bus. Law. 965 (1999)	43
Tamar Frankel, <i>Using the Sarbanes-Oxley Act to Reward Honest Corporations</i> , 62 Bus. Law. 161 (2006)	75
Federal vs. State Corporate Law	107
William L. Cary, <i>A Proposed Federal Corporate Minimum Standards Act</i> , 29 Bus. Law. 1101 (1974)	109
Airlie House Symposium: <i>An In-Depth Analysis of the Federal and State Roles in Regulating Corporate Management</i> , 31 Bus. Law. 859 (1976)	125
a. Kenneth J. Bialkin, <i>Welcoming Remarks</i> , 31 Bus. Law. 869 (1976)	125

b. A.A. Sommer, Jr., <i>A Keynote Address—of Sorts</i> , 31 Bus. Law. 871 (1976)	127
c. Louis Loss, <i>Wrap Up</i> , 31 Bus. Law. 1193 (1976)	135
Jonathan R. Macey, <i>Displacing Delaware: Can the Feds Do a Better Job than the States in Regulating Takeovers?</i> , 57 Bus. Law. 1025 (2002)	143

Corporate Management165

Directors165

Harold Marsh, Jr., <i>Are Directors Trustees? Conflict of Interest and Corporate Morality</i> , 22 Bus. Law. 35 (1966)	167
Noyes E. Leech and Robert H. Mundheim, <i>The Outside Director of the Publicly Held Corporation</i> , 31 Bus. Law. 1799 (1976)	209
Bayless Manning, <i>Reflections and Practical Tips on Life in the Boardroom After “Van Gorkum,”</i> 41 Bus. Law. 1 (1985)	249
E. Norman Veasey, <i>Duty of Loyalty: The Criticality of the Counselor’s Role</i> , 45 Bus. Law. 2065 (1990)	263
Martin Lipton & Jay W. Lorsch, <i>A Modest Proposal for Improved Corporate Governance</i> , 48 Bus. Law. 59 (1992)	281
Gregory V. Varallo & Jesse A. Finkelstein, <i>Fiduciary Obligations of Directors of the Financially Troubled Company</i> , 48 Bus. Law. 239 (1992)	301
Ira M. Millstein, <i>The Professional Board</i> , 50 Bus. Law. 1427 (1995)	319
Ira M. Millstein, <i>The Responsible Board</i> , 52 Bus. Law. 407 (1997)	337
R. Franklin Balotti, Charles Elson & J. Travis Laster, <i>Equity Ownership and the Duty of Care: Convergence, Revolution, or Evolution</i> , 55 Bus. Law. 661 (2000)	349
Hillary A. Sale, <i>Independent Directors as Securities Monitors</i> , 61 Bus. Law. 1375 (2006)	379
Mark J. Roe, <i>Corporate Short-Termism—In the Boardroom and in the Courtroom</i> , 68 Bus. Law. 977 (2013)	417
J. Travis Laster & John Mark Zeberkiewicz, <i>The Rights and Duties of Blockholder Directors</i> , 70 Bus. Law. 33 (2014/2015)	447
Stephen M. Bainbridge, <i>Rethinking the Board of Directors: Getting Outside the Box</i> , 74 Bus. Law. 285 (2019)	475
Kelli Alces Williams, <i>Externalizing Board Governance Means Challenging the Board’s Function</i> , 74 Bus. Law. 297 (2019)	487
Ronald J. Gilson & Jeffrey N. Gordon, <i>Board 3.0: An Introduction</i> , 74 Bus. Law. 351 (2019)	497

The Business Judgment Rule	513
Carroll R. Wetzel & James L. Winokur, <i>Corporations and the Public Interest—A Review of the Corporate Purpose and Business Judgment Rules</i> , 27 Bus. Law. 235 (1971)	515
Scott V. Simpson, <i>The Emerging Role of the Special Committee—Ensuring Business Judgment Rule Protection in the Context of Management Leveraged Buyouts and Other Corporate Transactions Involving Conflicts of Interest</i> , 43 Bus. Law. 665 (1988)	523
R. Franklin Balotti & James J. Hanks, Jr., <i>Rejudging the Business Judgment Rule</i> , 48 Bus. Law. 1337 (1993)	549
Officers	567
Lyman P.Q. Johnson, <i>Corporate Officers and the Business Judgment Rule</i> , 60 Bus. Law. 439 (2005)	569
Lawrence A. Hamermesh & A. Gilchrist Sparks III, <i>Corporate Officers and the Business Judgment Rule: A Reply to Professor Johnson</i> , 60 Bus. Law. 865 (2005)	601
Megan Wischmeier Shaner, <i>Restoring the Balance of Power in Corporate Management: Enforcing an Officer’s Duty of Obedience</i> , 66 Bus. Law. 27 (2010)	613
Indemnification	647
Joseph F. Johnston, Jr., <i>Developing a Protection Program for Corporate Directors and Officers</i> , 26 Bus. Law. 445 (1970)	649
Control	661
Raymond A. Enstam & Harry P. Kamen, <i>Control and the Institutional Investor</i> , 23 Bus. Law. 289 (1968)	663
Adolf A. Berle, <i>Corporate Decision-Making and Social Control</i> , 24 Bus. Law. 149 (1968)	701
Shareholders	711
Robert B. Thompson, <i>The Shareholders Cause of Action for Oppression</i> , 48 Bus. Law. 699 (1993)	713
Richard A. Booth, <i>Stockholders, Stakeholders, and Bagholders (or How Investor Diversification Affects Fiduciary Duty)</i> , 53 Bus. Law. 429 (1998)	761
Voting	811
Henry T.C. Hu & Bernard Black, <i>Empty Voting and Hidden (Morphable) Ownership: Taxonomy, Implications, and Reforms</i> , 61 Bus. Law. 1011 (2006)	813
Lawrence A. Hamermesh, <i>Consent in Corporate Law</i> , 70 Bus. Law. 161 (2014/2015)	873

David J. Berger, Steven Davidoff Solomon & Aaron J. Benjamin, <i>Tenure Voting and the U.S. Public Company</i> , 72 Bus. Law. 295 (2017)	887
The Role of The SEC	917
Homer Kripke, <i>The SEC, Corporate Governance, and the Real Issues</i> , 36 Bus. Law. 173 (1981)	919
Donald C. Langevoort, <i>Disclosures that “Bespeak Caution”</i> , 49 Bus. Law. 481 (1994)	953
Roberta S. Karmel, <i>Disclosure Reform—The SEC Is Riding Off in Two Directions at Once</i> , 71 Bus. Law 781 (2016)	977
Mergers and Acquisitions	1031
Martin Lipton, <i>Takeover Bids in the Target’s Boardroom</i> , 35 Bus. Law. 101 (1979)	1033
Symposium: <i>Takeover Bids in the Target’s Boardroom: 25 Years Later</i> , 60 Bus. Law. 1369 (2005)	1067
a. Martin Lipton, <i>Twenty-Five Years After “Takeovers Bids in the Target’s Boardroom”: Old Battles, New Attacks and the Continuing War</i> , 60 Bus. Law 1369 (2005)	1067
b. Lynne A. Stout, <i>Takeovers in the Ivory Tower: How Academics Are Learning Martin Lipton May Be Right</i> , 60 Bus. Law. 1435 (2005)	1081
The Role of Counsel	1101
Geoffrey C. Hazard, Jr. & Edward B. Rock, <i>A New Player in the Boardroom: The Emergence of the Independent Directors’ Counsel</i> , 59 Bus. Law. 1389 (2004)	1103
E. Norman Veasey, <i>Separate and Continuing Counsel for Independent Directors: An Idea Whose Time Has Not Come as a General Practice</i> , 59 Bus. Law. 1413 (2004)	1127
James C. Freund, <i>Calling All Deal Lawyers—Try Your Hand at Resolving Disputes</i> , 62 Bus. Law. 37 (2006)	1133