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University of Oklahoma College of Law
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ACADEMIC EMPLOYMENT: **University of Oklahoma College of Law**, Norman, OK 2011-Present
Arch B. & Jo Anne Gilbert Professor of Law, 2022-Present
President's Associates Presidential Professor, 2019-Present
Associate Dean for Research and Scholarship, 2018-2021
Professor of Law, 2017-Present
Associate Professor of Law, 2011-2017

- Courses taught: Agency & Partnership Law, Business Associations, Contracts, Corporate Drafting, Unincorporated Business Entities
- Faculty Advisor, Business Law Society
- Faculty Advisor, First Generation Law Students Association
- Co-founder, Oklahoma Junior Scholars Conference

Florida State University College of Law, Tallahassee, FL Fall 2012
Visiting Associate Professor of Law

- Courses taught: Corporations, Mergers & Acquisitions

LEGAL EMPLOYMENT: **Richards, Layton & Finger, P.A.**, Wilmington, DE Sept. 2005-June 2011
Corporate Advisory & Governance Associate
Chancery/Corporate Litigation Associate

Lamson, Dugan & Murray, LLP, Omaha, NE May-Aug. 2004

EDUCATION: **University of Iowa College of Law**, Iowa City, IA May 2005
Honors: *with Distinction*
Iowa Law Review, volume 90, Editor
Iowa Law Review, volume 89, Member

Drake University, Des Moines, IA May 2002
Bachelor of Science degree in Psychology, minor in Mathematics
Honors: *Magna Cum Laude*, Mortar Board

Monash University, Melbourne, Australia July-Nov. 2000

PUBLICATIONS: *Virtual Annual Meetings: A Path Toward Shareholder Democracy and Stakeholder Engagement*, 63 B.C. L. REV. 1 (2022).

Presented at the Association of American Law Schools 2021 Annual Meeting – Section on Business Associations (1 of 2 papers selected for presentation from a call for papers).

Quoted in Institutional Shareholder Services, Proxy Voting Guidelines Updates for 2021 (Nov. 12, 2020).

Privately Ordered Fiduciaries, 28 GEORGE MASON L. REV. 345 (2020).

The Corporate Chameleon, 54 U. RICH. L. REV. 527 (2020).

Cited in *Spencer v. Malik*, No. 2020-0609-JTL (Del. Ch. Feb. 23, 2021) (ORDER).

Interpreting Organizational “Contracts” and the Private Ordering of Public Company Governance, 60 WM. & MARY L. REV. 985 (2019).

Presented at the Association of American Law Schools 2019 Annual Meeting – Section on Business Associations (1 of 2 papers selected for presentation from a call for papers in a blind review process).

Stockholder Litigation, Fiduciary Duties, and the Officer Dilemma, in RESEARCH HANDBOOK ON REPRESENTATIVE SHAREHOLDER LITIGATION (Sean Griffith, Jessica Erickson, David Webber & Verity Winship eds., Edward Elgar Publishing Ltd., 2018) (invited contribution).

Introduction, *Confronting New Market Realities: Implications for Stockholder Rights to Vote, Sell, and Sue*, 70 OKLA. L. REV. 1 (2017).

The “Director Preference” in Stockholder Litigation, 39 U. HAW. L. REV. 75 (2016).

Presented at the Association of American Law Schools 2015 Annual Meeting – Section on Transactional Law and Skills (1 of 2 papers selected for presentation from a call for papers).

Deal protection devices: the negotiation, protection, and enforcement of M&A transactions, in RESEARCH HANDBOOK ON MERGERS AND ACQUISITIONS (Claire A. Hill & Steven Davidoff Solomon eds., Edward Elgar Publishing Ltd., 2016) (invited contribution).

Officer Accountability, 32 GA. ST. U.L. REV. 357 (2016).

The (Un)Enforcement of Corporate Officers’ Duties, 48 U.C. DAVIS L. REV. 271 (2014).

Cited in *Amalgamated Bank v. Yahoo! Inc.*, 132 A.3d 752 (Del. Ch. 2016); *Lebanon County Employees’ Ret. Fund, et al. v. AmerisourceBergen Corp.*, C.A. No. 2019-0527-JTL (Del. Ch. Jan. 13, 2020).

First prize winner, C-LEAF Junior Faculty Workshop at The George Washington University Law School (selected in blind review of over 80 submitted papers).

How “Bad Law, Bad Economics and Bad Policy” Positively Shaped Corporate Behavior, 47 AKRON L. REV. 753 (2014).

Revisiting Omnicare: What Does Its Status 10 Years Later Tell Us?, 38 J. CORP. L. 865 (2013) (invited symposium piece).

Safe Harbor for Officer Reliance: Comparing the Approaches of the Model Act and Delaware's General Corporation Law, 74 LAW & CONTEMP. PROBS. 161 (Winter 2011) (with R. Franklin Balotti) (invited symposium piece).

Quoted in JESSE A. CHOPER, JOHN C. COFFEE, JR., & RONALD J. GILSON, CASES AND MATERIALS ON CORPORATIONS 101 (Aspen Pub.) (8th ed. 2013).

Chapter, SHAREHOLDERS' RIGHTS (The European Lawyer 2011) (with Susan J. Zachman).

Restoring the Balance of Power in Corporate Management: Enforcing an Officer's Duty of Obedience, 66 BUS. LAW. 27 (2010).

Selected for reprint in THE BEST OF *THE BUSINESS LAWYER*: 75 YEARS OF CORPORATE LAW (Karl John Edge & John F. Olson, eds. 2020).

Cited in Amalgamated Bank v. Yahoo! Inc., 132 A.3d 752 (Del. Ch. 2016) and Lebanon County Employees' Ret. Fund, et al. v. AmerisourceBergen Corp., C.A. No. 2019-0527-JTL (Del. Ch. Jan. 13, 2020).

Protecting Individuals from "Double Jeopardy" in a Post-Hudson Era, 90 IOWA L. REV. 1275 (2005).

WORKING PAPERS: *Embracing Dichotomy: A Framework for the Law of Officers*

The Costs of Contractual Freedom: The Convergence of Business Organizations

The Costs of Contractual Freedom II: The Fragmentation of Corporate Law

"Tools at Hand" or "Fishing Expedition": Calibrating Books and Records Inspection Rights

The Role of Stockholders in Regulating Management: Stockholder Plaintiffs vs. Activist Stockholders

OTHER LEGAL WRITING: *Short-Termism and the Role of Corporate Managers*, NOVA CENTRE ON BUSINESS, HUMAN RIGHTS AND THE ENVIRONMENT (forthcoming).

Back to the Future? Reclaiming Shareholder Democracy through Virtual Annual Meetings, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE (Oct. 21, 2020), <https://corpgov.law.harvard.edu/2020/10/21/back-to-the-future-reclaiming-shareholder-democracy-through-virtual-annual-meetings/> (with Yaron Nili).

Interpreting Organizational Documents in the Private Ordering Era, COLUMBIA LAW SCHOOL'S BLUE SKY BLOG (July 3, 2019), <http://clsbluesky.law.columbia.edu/2019/07/03/interpreting-organizational-documents-in-the-private-ordering-era/> (invited contribution).

Fiduciary Accountability for Corporate Officers, COLUMBIA LAW SCHOOL'S BLUE SKY BLOG (Nov. 3, 2016), <http://clsbluesky.law.columbia.edu/2016/11/03/fiduciary-accountability-for-corporate-officers/> (invited contribution).

Legal Agency Costs: Our Preference to Sue Directors, COLUMBIA LAW SCHOOL'S BLUE SKY BLOG (Feb. 2, 2015), <http://clsbluesky.law.columbia.edu/2015/02/02/legal-agency-costs-our-preference-to-sue-directors/> (invited contribution).

An Overview of Delaware-Specific Issues for Stockholders' Meetings, 43 REV. OF SEC. & COMMODITIES REG. 275 (2010) (with John Mark Zeberkiewicz).

Stockholder Ratification: A Review of the Benefits & Burdens, 3 BLOOMBERG LAW REPORTS 6 (2009) (with Mark J. Gentile & John Mark Zeberkiewicz).

Chapter 10, ABA COMMITTEE ON BUSINESS & CORPORATE LITIGATION, *Annual Review of Developments in Business & Corporate Litigation* (2007 ed.) (with Gregory P. Williams).

Chapter 10, ABA COMMITTEE ON BUSINESS & CORPORATE LITIGATION, *Annual Review of Developments in Business & Corporate Litigation* (2006 ed.) (with Gregory P. Williams).

**CONFERENCES,
PRESENTATIONS &
PODCASTS:**

Corporate Resiliency and Relevancy in an Era of Contractual Freedom, Winter Deals Conference, Brigham Young University Law School, scheduled for March 10-11, 2022 (by invitation).

Moderator, *Transactional Lawyering at the Intersection of Business and Societal Well-Being*, AALS Annual Meeting, January 7, 2022.

Panelist, *Lessons in Leadership*, CLE, Richards, Layton & Finger's Women's Initiative, October 21, 2021 (by invitation).

Discussant, *"Contract Creep": The Legal Treatment of Business Entity Organic Documents as Contracts*, Southeastern Association of Law Schools Annual Meeting, July 30, 2021 (by invitation).

Discussant, *First Things First: Is Short-Termism the Problem?*, Southeastern Association of Law Schools Annual Meeting, July 29, 2021 (by invitation).

Presenter, *Virtual Annual Meetings: A Path Toward Shareholder Democracy and Stakeholder Engagement*, National Business Law Scholars Conference, The University of Tennessee, College of Law, June 17-18, 2021 (by invitation).

Presenter, *The Costs of Contractual Freedom*, Law and Society Annual Meeting, May 29, 2021.

Presenter, *Post-COVID Corporate Governance Update*, CLE, Oklahoma Bar Association Business & Corporate Law Section Spring Meeting, May 4, 2021.

Moderator, *The New Public Interest in Private Markets: Transactional Innovation for Promoting Inclusion*, AALS Annual Meeting, January 7, 2021.

Presenter, *Back to the Future? Reclaiming Shareholder Democracy through Virtual Annual Meetings*, AALS Annual Meeting, January 6, 2021 (by invitation).

Commentator, *New Voices in Business Law*, AALS Annual Meeting, January 5, 2021.

Presenter and Moderator, *The Costs of Contractual Freedom: The Convergence of Business Organizations*, National Business Law Scholars Conference, The University of Tennessee, College of Law, June 18-19, 2020 (by invitation).

Interviewed by Andrew Jennings, *Megan Shaner on Corporate Officers*, BUSINESS SCHOLARSHIP PODCAST (May 14, 2020).

Organizer and Moderator, The Oil and Gas, Natural Resources, and Energy Journal (ONE J) Annual Symposium, The University of Oklahoma College of Law, scheduled for April 3, 2020.

Presenter, *Privately Ordered Fiduciaries*, Winter Deals Conference, Brigham Young University Law School, March 5-6, 2020 (by invitation).

Presenter, *Privately Ordered Fiduciaries*, Corporate & Securities Litigation Workshop, Boston University Law School, September 27-28, 2019 (by invitation).

Presenter, *When One Size Does Not Fit All: Rethinking a Board's Duty of Oversight*, National Business Law Scholars Conference, University of California, Berkeley School of Law, June 20-21, 2019 (by invitation).

Presenter, *The Corporate Chameleon*, Law and Society Annual Meeting, Washington, D.C., May 30-June 2, 2019.

Presenter, *The Corporate Chameleon*, Winter Deals Conference, Brigham Young University Law School, March 7-8, 2019 (by invitation).

Presenter, *Interpreting Organizational "Contracts" and the Private Ordering of Public Company Governance*, AALS Annual Meeting, New Orleans, LA, January 4, 2019 (by invitation).

Presenter, *What's in a Title: Executive Officers, Key Employees, and Legal Ramifications*, National Business Law Scholars Conference, The University of Georgia College of Law, June 21-22, 2018 (by invitation).

Presenter, *Interpreting Organizational "Contracts" and the Private Ordering of Public Company Governance*, Law and Society Annual Meeting, Toronto, Canada, June 7-10, 2018.

Presenter, *Interpreting Organizational "Contracts" and the Private Ordering of Public Company Governance*, Winter Deals Conference, Brigham Young University Law School, March 1-2, 2018 (by invitation).

Presenter, *Interpreting Organizational "Contracts" and the Private Ordering of Public Company Governance*, Oklahoma Junior Scholars Conference, University of Oklahoma College of Law, July 27-28, 2017.

Presenter and Moderator, *Interpreting Organizational "Contracts" and the Private Ordering of Public Company Governance*, National Business Law Scholars Conference, The University of Utah College of Law, June 8-9, 2017 (by invitation).

Organizer and Moderator, *Confronting New Market Realities: Implications for Stockholder Rights to Vote, Sell, and Sue*, The University of Oklahoma Law Review Symposium, The University of Oklahoma College of Law, November 11, 2016.

Presenter, *Stockholder Litigation, Fiduciary Duties, and the Officer Dilemma*, Corporate & Securities Litigation Workshop, University of Illinois, September 30-October 1, 2016 (by invitation).

Presenter, *The Role of Stockholders in Regulating Management: Stockholder Plaintiffs vs. Activist Stockholders*, National Business Law Scholars Conference, The University of Chicago Law School, June 23-24, 2016 (by invitation).

Presenter, *The Role of Stockholders in Regulating Management: Stockholder Plaintiffs vs. Activist Stockholders*, Law and Society Annual Meeting, New Orleans, LA, June 2-5, 2016.

Presenter, *The "Director Preference" in Stockholder Litigation*, Corporate & Securities Litigation Workshop, Boston University Law School, October 2-3, 2015 (by invitation).

Presenter, *The "Director Preference" in Stockholder Litigation*, Oklahoma Junior Scholars Conference, University of Oklahoma College of Law, July 23-24, 2015.

Presenter, *Officer Accountability*, University of Arkansas School of Law, April 13, 2015.
Panelist, *Drafting a Stronger Preferred Stock: Responses to Recent Case Law Developments*, ABA Business Law Section CLE Webinar, April 9, 2015 (by invitation).

Presenter, *Officer Accountability*, Washington University School of Law Junior Faculty Regional Workshop, February 27, 2015.

Presenter, *The "Director Preference" in Stockholder Litigation*, AALS Annual Meeting, Washington, D.C., January 3, 2015 (by invitation).

Presenter, *Officer Accountability*, Corporate & Securities Litigation Workshop, University of Richmond School of Law, October 24-25, 2014 (by invitation).

Panelist, *Drafting a Stronger Preferred Stock: Responses to Recent Case Law Developments*, ABA Business Law Section Annual Meeting, Chicago, IL, September 12, 2014 (by invitation).

Presenter, *Officer Accountability*, Oklahoma Junior Scholars Conference, University of Oklahoma College of Law, July 10-11, 2014.

Presenter and Discussant, *Officer Accountability*, National Business Law Scholars Conference, Loyola Law School, Los Angeles, CA, June 19-20, 2014 (by invitation).

Presenter, *Officer Accountability*, Law and Society Annual Meeting, Minneapolis, MN, May 28-June 1, 2014.

Presenter, *The (Un)Enforcement of Corporate Officers' Duties*, Texas Tech University School of Law, April 10, 2014.

Presenter, *The (Un)Enforcement of Corporate Officers' Duties*, C-LEAF Junior Faculty Workshop, The George Washington University Law School, February 7-8, 2014 (by invitation).

Presenter, *Officer Accountability*, Central States Law Schools Association 2013 Scholarship Conference, University of Arkansas School of Law, October 4-5, 2013.

Presenter, *The (Un)Enforcement of Corporate Officers' Duties*, New Scholars Colloquia, Southeastern Association of Law Schools Annual Meeting, Palm Beach, FL, August 9, 2013.

Presenter, *The (Un)Enforcement of Corporate Officers' Duties*, Oklahoma Junior Scholars Conference, University of Oklahoma College of Law, July 18, 2013.

Panelist, *Ten Years After Omnicare: The Evolving Market for Deal Protection Devices*, The Journal of Corporation Law Symposium, University of Iowa College of Law, February 28-March 1, 2013 (by invitation).

Presenter, *How "Bad Law, Bad Economics and Bad Policy" Positively Shaped Corporate Behavior*, Florida State University Faculty Enrichment Series, Florida State University College of Law, October 10, 2012.

ACADEMIC SERVICE:

College of Law:

- Committee "A", Chair (2021-22)
- Committee "A" (2020-21)
- Academic Support Committee (2019-22)
- Enrichment Committee, Chair (2018-21)
- Advisor, *Oil and Gas, Natural Resources, and Energy Journal* (2019-20)
- Code of Academic Responsibility: Hearing Tribunal (2019-20)
- Faculty Appointments Committee (2018-19)
- Faculty Advisor, Transactional LawMeets Competition (2017-2018)
- Faculty Advisor, Ruby R. Vale Interschool Corporate Moot Court Competition (2014-2017)
- Admissions Committee (2016-17)
- Endowed Chairs and Professorships Committee (2017)
- Enrichment Committee (2016-17)
- Curriculum Committee (2015-17)
- Faculty Secretary (2015-17)
- Travel Policy Committee (2016)
- Council of Academic Responsibility (2014-16)
- Faculty Appointments Committee (2014-15)
- Southeastern Association of Law Schools Steering Committee Representative (2013)
- Competitions Committee (2013-14)
- Faculty Appointments Committee (LRW) (2011-12)
- Library Committee (2011-12)

University Appointments:

- Dean Search Committee, College of Law (2020-21)
- Legal Panel (Presidential appointment) (2020-23)
- Student Conduct Hearing Panel (2020-21)

- Dean Search Committee, Price College of Business (2019-20)
- Legal Panel (Presidential appointment) (2016-19)
- Academic Regulations Committee (2015-18)
- LGBTQ Ally

**PROFESSIONAL
ASSOCIATIONS &
SERVICE:**

Member, Corporate Laws Committee, ABA Business Law Section (2019-present)

- Co-Chair, State Law Developments (2020-present)

Executive Committee, AALS Business Associations Section (2018-2021)

- Chair, New Voices Junior-Senior subcommittee (2020-2021)
- Member, New Voices Junior-Senior subcommittee (2019-20)

Executive Committee, AALS Transactional Law & Skills Section (2018-present)

- Chair (2021-22)
- Chair-Elect (2020-21)

Board Member, National Business Law Scholars Conference (2019-present)

State Liaison for Oklahoma, ABA Corporate Laws Committee (2012-present)

Member, Delaware State Bar Association

Member, American Bar Association

Member, Oklahoma Bar Association (2014)

**BAR
ADMISSIONS:**

State of Delaware

U.S. District Court for the District of Delaware

State of Oklahoma, Special Temporary Permit (2014)