



Public Company and Corporate Governance

Sound corporate governance is an essential pillar of any successful business. Our corporate governance team is a trusted advisor to leading and emerging companies and government entities on corporate governance matters, providing strategic advice and guidance.

We offer comprehensive counsel and representation to public and private companies concerning the regulatory landscape and best practice for corporate governance matters. We assist clients with implementing new governance statutes, rules and regulations; auditing compliance; evaluating disclosure issues; investigating allegations of wrongdoing; and responding to civil, administrative or criminal actions. We also provide board and management continuing education programs.

We have significant experience in advising senior management, boards of directors and special committees of public companies of all sizes on governance matters. Others have experience in areas that directly concern governance issues, such as government controversies (internal investigations and regulatory enforcement proceedings), white collar criminal defence, government affairs, securities litigation and executive compensation.

We also have considerable experience in advising shareholders of listed and unlisted companies on best practice in relation to corporate governance issues. We advise clients on:

- Specifying the distribution of rights and responsibilities for stakeholders, board members, committees and managers
- Specifying the rules and establishing procedures for making decisions among stakeholders, board members, committees, managers and auditors, and
- Implementing structures for corporate governance so that the shareholder objectives can be met.

From an institutional investor perspective, we also recognize and advise investors on the importance of governance as a mechanism for monitoring the actions, policies and decisions of corporations in order to achieve an alignment of interests among stakeholders.

CAPABILITES

Our corporate governance services cover:

- Board structure and performance monitoring
- Conflicts of interest

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Sander Wiggers

- Compliance best practice, auditing and training
- Design and review of corporate governance programs
- Review of corporate governance structures within the compliance framework
- Disclosure of price-sensitive market information
- Directors' and Officers' duties
- Protection of company funds from non-arm's length, related party dealings
- Remuneration and indemnification of Directors
- Reporting obligations
- Risk management and minimisation

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For shareholders:

- Obligations of shareholders as owners
- Shareholder rights to engage with management
- Shareholder activism

EXPERIENCE

We recently advised a UK bank subsidiary of a non-EU parent company who required advice in the context of a larger overseas restructuring, which gave the FSA ("Financial Services Authority") concerns about the protection of the UK bank's assets. As a result of these concerns, the FSA imposed an own-initiative variation of permission ("OIVOP") on the UK bank which prohibited it from transferring assets to the parent or affiliated group companies without the permission of the FSA.

DLA Piper was particularly suitable for this instruction because of our strong reputation for understanding banking businesses and financial services clients and of how the regulators approach their supervisory powers in the context of stressed situations.

The firm provided advice in relation to:

- the UK bank's obligations to the FSA;
- the UK bank's obligations to the to its overseas parent; and
- the UK bank's board members on their obligations as board directors to:
 - the FSA under UK financial services regulatory law and under the OIVOP;
 - to the UK bank, as directors subject to English company law; and
 - to the parent company, as directors of a subsidiary of the parent.

This involved advising the client on the implications of the OIVOP for the client's freedom of action at board level and of their obligations under FSA senior management requirements and UK company law. In doing so, advice was provided in relation to aspects of the FSA regulatory environment, the UK company law framework and the company law framework of the non EU parent company.

We also participated in meetings between the client and the FSA (at Head of Department level) in the context of the imposition of the OIVOP, which required an enhanced understanding of SYSC (Senior Management Arrangements, Systems and Controls), SUP (Supervision Manual), APER (Code of Practice for Approved Persons) and the FSA Principles for Businesses as well as the FSA's supervisory tools and enforcement options.

In addition, we advised the client with regard to their interactions with their UK clearing bank and the implications of the OIVOP for their clearing and for their day to day transactions. We also assisted the client's board in managing its relationship with its parent in order to explain the implications of the OIVOP for normal parent/subsidiary relationships and governance.

INSIGHTS

Publications

Blockchain and Digital Assets News and Trends

24 October 2022

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

OECD releases global tax reporting framework for crypto-assets; SEC investigating NFTs and Yuga Labs.

OECD releases finalized global tax reporting framework for crypto-assets

24 October 2022

Implementation of the CARF will ultimately be left to each country.

An end to snow-washing? Canada considers its money laundering problem

27 September 2022

Canada may have a reputation as a law-abiding and democratic nation, but it is also notorious as a place where it is easy to engage in money laundering.

Anticorruption and AML in Mexico: Trends and developments

27 September 2022

A look at the status of Mexico's fight against corruption and new forms of money laundering.

Colombia addresses the problem of money laundering in virtual assets and the blockchain

27 September 2022

The regulators are seeking to incentivize legitimate use of crypto-assets and lower money laundering risks.

Blockchain and Digital Assets News and Trends

21 September 2022

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

IRS releases draft Form 1040 with new cryptocurrency question; lawsuit may expand liability exposure of blockchain software developers.

Harnessing the power of data analytics to drive compliance

19 September 2022

[PRACTICAL COMPLIANCE](#)

The age of data analytics in corporate compliance programs and regulatory enforcement is here.

Blockchain and Digital Assets News and Trends

22 August 2022

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

Proposed legislation aims to strengthen CFTC oversight of crypto marketplace; SEC imposes automatic penalties for failure to comply with a consent order; NFT projects reconsider licensing strategies

Blockchain and Digital Assets News and Trends

25 July 2022

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

Bankruptcies begin for crypto firms as “crypto winter” settles in; two US states will tax income from NFT sales; agreement reached on EU’s new MICA regulation

Committing to measurable ESG initiatives in the Food and Beverage Sector: Doing well by doing good

6 July 2022

ESG HANDBOOKS AND GUIDES

At least 73 percent of the world’s largest companies in the food and beverage sector have a sustainable development target, but only a quarter of these are setting time-bound targets and the remaining 27 percent have no sustainability strategy, according to the World Benchmarking Alliance.

Blockchain and Digital Assets News and Trends

16 June 2022

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

Responsible Financial Innovation Act, the new proposed crypto regulation bill, provides some clarity on tax issues.

Blockchain and Digital Assets News and Trends

23 May 2022

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

OECD releases public consultation document on crypto tax reporting in effort to increase transparency.

10 considerations for companies on the path to sustainability

11 May 2022

For boards of directors and management teams as they discuss measuring, disclosing and reducing the company’s climate impact.

What is a SPAC? The basics, when you are contemplating going public in 2022

6 April 2022

PANORAMA

Key developments and implications for Latin American companies.

Proposed EU corporate sustainability due diligence directive: what US companies need to know

31 March 2022

If adopted, the proposed directive could have significant implications not only for EU enterprises but also for US and other non-EU companies conducting business within the EU.

SEC proposes mandatory climate-related disclosure and governance rules

21 March 2022

The SEC's latest effort to advance the Biden Administration's climate agenda.

Six commodities predictions for 2022

2 December 2021

The worldwide turmoil of 2020 is, in many ways, still with us, but the good news is that alongside the struggles, the commodities realm is seeing an immense number of opportunities. Here, we take a fast look at the six areas we think the commodities sector should be watching in the year to come.

Blockchain and Digital Assets News and Trends

22 November 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

Infrastructure bill, including crypto "broker" rules, becomes law.

Brazil: ESG and the capital markets

13 October 2021

The capital markets can play an important role in enhancing companies' ESG actions.

The global landscape of data privacy: Important points about new laws in three key jurisdictions

21 September 2021

[PRACTICAL COMPLIANCE](#)

New data privacy requirements in three important jurisdictions – the European Union, China, and Brazil – with an emphasis on action steps for compliance officers.

Blockchain and Digital Assets News and Trends

20 May 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

SEC issues Staff Statement on investments in the bitcoin futures market, plus latest legal developments governing the use and acceptance of blockchain technology, smart contracts and digital assets.

Blockchain and Digital Assets News and Trends

23 April 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

SEC revises token safe harbor proposal; UK updates tax treatment of cryptoassets.

SEC Commissioner Peirce issues revised token safe harbor proposal

23 April 2021

The proposed rule provides two paths to an exit that would allow the company to keep operating without registration of the tokens.

Credibly incorporating the UN Sustainable Development Goals into bond issues

9 April 2021

On 1 April 2021, the SDG Impact initiative published the final version of its SDG Impact Standards for Bond Issuers, part of a body of work intended to improve use of the UN Sustainable Development Goals (SDGs) across private equity, bond issues and enterprises, including to combat perceptions of “rainbow washing” or “impact washing.”

SEC interim final amendments signal stricter regulation on Chinese and other emerging market companies

29 March 2021

Under the new requirements, certain companies must establish that they are not owned or controlled by a foreign government entity and must disclose any foreign government influence.

Blockchain and Digital Assets News and Trends

22 March 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

Wyoming moves to clarify legal status of DAOs; court dismisses class action against a cryptocurrency exchange.

Blockchain and Digital Assets News and Trends

25 February 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

Canada's AML regime amendments: is your interactive entertainment service or platform operating a "money service business"?

Climate change disclosures – under SEC scrutiny

25 February 2021

This new directive does not come as a surprise.

Climate activism: Status check and opportunities for public companies

14 December 2020

The systemic risk of climate change is being discussed and managed in board rooms around the world.

SEC 2021 and beyond: What to expect

7 December 2020

Some likely areas of SEC focus, from both the regulatory and enforcement perspectives, in 2021 and beyond.

International tax and withholding considerations for US companies and their directors

19 MAY 2015

Multinationals commonly elect boards with international representation; it is also common to convene board meetings outside the US. US companies that do either – or both – of these things must be mindful of any resulting US or foreign tax implications

Corporate governance also means protecting your technology and information

7 MAR 2013

Conflict mineral reporting rules impact many public companies: *new supply chain requirements and new Form SD*

19 Sep 2012

Understanding the new reporting requirements.
