



## CORPORATE GOVERNANCE

Cummings & Lockwood attorneys have significant experience in corporate governance matters. Our attorneys advise boards, directors and officers regarding crisis management situations and a broad range of other governance issues, such as:

- Fiduciary duty obligations in accordance with the “business judgment rule”
- Conflict of interest transactions
- Indemnification of directors and officers
- Directors and officers liability insurance
- Obtaining shareholder approval for certain complex transactions
- Declaration of dividends or distributions
- Duties while a corporation is operating under threat of insolvency
- Development of board committee charters
- Preparation of corporate policy and procedure statements, including corporate disclosure policies

We regularly work with corporations to modernize their certificates of incorporation and bylaws to ensure the flexibility and protection needed to operate effectively and in compliance with changing statutes. We also assist corporations with the design and implementation of corporate disclosure guidelines for their directors and officers.

Cummings & Lockwood - *The Choice* for sophisticated legal counsel.