

CORPORATE GOVERNANCE PRACTICE GROUP



CAPABILITIES

- Audit, Compensation, Nominating & Governance Committees
- Board Education
- Board Governance
- Board Independence & Related Party Transactions
- Board Self-Evaluation
- Code of Conduct
- Compliance Policies
- D&O Insurance
- Disclosure Policies
- Public Reporting Obligations
- Review of Takeover Defenses
- Risk Assessment & Risk Management
- Succession Planning
- Transactions in Company Securities
- Whistle-Blower Program

OUR APPROACH

The attorneys in our Corporate Governance practice group counsel clients in a comprehensive set of areas including board independence and structure, committee charters, code of conduct and ethics, transparency, risk assessment and management. We believe the best practices in board governance require a focus on compliance with principles in addition to compliance with rules. Our attorneys assist clients in creating a company wide culture through the creation of procedures and policies related to operations, reporting and oversight, and set forth the protocol necessary for defined relationships among individuals and groups within the company. We encourage boards to engage in self-evaluation and offer directors education programs by request.

This description of the Jaeckle Corporate Governance practice group was prepared by the Corporate attorneys at Jaeckle Fleischmann & Mugel, LLP and is intended for general information purposes only and should not be considered legal advice. You are urged to contact an attorney concerning any specific questions you have relating to your own situation. Prior results do not guarantee a similar outcome.

06.09v2

Attorney Advertising

Your Team

**KRISTEN M. BIRMINGHAM**
PARTNERkbirmingham@jaeckle.com; 716.843.3894

Ms. Birmingham concentrates her practice in the representation of public and private companies in connection with securities offerings, mergers and acquisitions, corporate governance, securities regulation and general corporate matters. She holds a BA, cum laude, from Franklin & Marshall College and a JD, cum laude, from Syracuse University.

**MICHAEL C. DONLON**
PARTNERmdonlon@jaeckle.com; 716.843.3881

Mr. Donlon represents public and private companies in connection with securities offerings, mergers and acquisitions, corporate governance, securities regulation and general corporate matters. Mr. Donlon also provides legal counsel to health care providers and employers on health law and privacy/confidentiality issues. He holds a BBA, summa cum laude, from St. Bonaventure University and a JD, magna cum laude, from the State University of New York at Buffalo School of Law.

**KAYLA E. KLOS**
SPECIAL COUNSELkklos@jaeckle.com; 716.843.3858

Ms. Klos focuses her practice on securities law regulation and compliance as well as mergers and acquisitions. She represents both public and private business corporations with regard to corporate governance and general corporate law. Ms. Klos holds a BS from Cornell University, School of Industrial and Labor Relations and a JD, cum laude, from Albany Law School of Union University.

**JOSEPH P. KUBAREK**
PARTNERjkubarek@jaeckle.com; 716.843.3862

Mr. Kubarek concentrates his practice in securities, corporate finance, mergers and acquisitions and corporate governance. He has significant experience in providing advice and guidance to corporate boards and board committees on corporate governance matters, including board and committee structure, duties and best practices, disclosure practices and compliance with legal requirements. Mr. Kubarek holds a BA, cum laude with high distinction, from the University of Rochester and a JD from Northwestern University School of Law.

**JESSICA E. LANKFORD**
PARTNERjlankford@jaeckle.com; 716.843.3883

Ms. Lankford concentrates her practice on general corporate, corporate governance and corporate financing matters. Ms. Lankford also provides legal counsel to various regulated entities including insurance companies regarding compliance with applicable regulations. She holds a BA, summa cum laude, from Wittenberg University and a JD, magna cum laude, from Syracuse University.

**WILLIAM I. SCHAPIRO**
SENIOR COUNSELwschapiro@jaeckle.com; 716.843.3896

Mr. Schapiro concentrates his practice in areas of securities and corporate law, mergers and acquisitions, venture capital and real estate and other investment companies. He serves as counsel to numerous publicly- and privately-owned business corporations located in Western New York and in other parts of the United States. Mr. Schapiro holds a BS, with high distinction, from Wesleyan University and a JD from Harvard University.