# The Buck Stops in the Boardroom

Total: **68 Minutes**

Speakers:

Douglas Gordon

## Description/Table of Contents

Serving on a company's board of director carries with it a number of responsibilities and legal duties. Failure to adhere to these duties can subject board members to serious consequences. In this program, attorney Douglas Gordon will unpack the legal responsibilities of the board of directors, covering several real-world examples and high-profile cases to shed light on what the board should and should not do. He will also give corporate counsel the tools they need to maximize board empowerment. Mr. Gordon also presents his acclaimed "10 Commandments of the Board," which delves into the most vital actions a board must take to protect itself, tackling issues such as the duty of care, the duty of loyalty, proper control procedures, limitations on the CEO's authority, and proper evaluation procedures.

**Topics include:**

- Background (10 min.)
- Business Judgment Rule (10 min.)
- Corporate Governance and Legal Professionalism (5 min.)
- Empowering the Board (5 min.)
- Case Studies (10 min.)
- Independent Directors and Minority Minimums (8 min.)
- Duty of Care and other Board Commandments (10 min.)
- Director Bill of Rights (10 min.)

**Total: 68 minutes**

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Presenter: Douglas Gordon

Douglas B. Gordon, Esq. advises boards of directors and serves as general counsel or inspector of elections with a unique combination of over 30 years experience as a board member, senior corporate executive, entrepreneur, and private practice and corporate attorney. He is a frequent speaker on corporate governance and has been interviewed in the Wall Street Journal and Dow Jones Newswire, and on CBS and NBC TV on topics ranging from the Sarbanes-Oxley Act to the Martha Stewart conviction. His published articles include Forget Lerach's Kind Word and a Gun and a Missing Element in Effective Corporate Governance.

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