

## Corporate Governance

We guide our clients through the governance and compliance requirements under Sarbanes-Oxley and related legislation and help them ensure their company's operations, structure and leadership comply with these mandates and industry best practices.

Lathrop GPM's corporate governance team:

- Advises clients on the enhanced role of audit committees;
- Reviews corporate executive compensation and employee incentive programs;
- Helps clients develop, implement and manage effective organizational policies and procedures (including governance documents such as bylaws and operating agreements), codes of conduct and governance guidelines;
- Conducts compliance risk assessments;
- Counsels clients in limiting the liability of officers and directors through D&O liability insurance and appropriate indemnification provisions in governance agreements;
- Provides direction on performance monitoring and reporting obligations; and
- Educates and assists clients regarding appropriate measures to ensure compliance with the legal requirements of the Securities and Exchange Commission, various exchange listing requirements and other applicable laws and regulations.

Our practice experience includes:

- Change in control transactions
- Financial reporting irregularities
- Governance guidelines
- Corporate-evaluation programs
- Corporate governance guidelines
- CEO/CFO certifications
- Executive succession

- Executive compensation
- Employee incentive programs
- Internal investigations
- Codes of conduct
- Board committee charters
- Document retention policies
- Privacy policies
- Whistleblower policies
- Policies for director and officer indemnification, risk management and related party transactions