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## Corporate Governance Practice Group

Farrell Fritz, P.C. has been a leading advisor on corporate governance issues since the firm's inception. The Group advises management, boards of directors, individual directors, specific committees of boards of directors and investors of business entities and not-for-profit corporations on a wide range of governance issues, including board composition, board committee structure, director fiduciary duties, board oversight of strategic transactions, compliance programs, employee incentive programs, investor relations, disclosure requirements, indemnification and directors and officers insurance

Although most provisions of the Sarbanes-Oxley Act and other corporate governance initiatives from the Securities Exchange Commission, the New York Stock Exchange and NASDAQ apply technically only to companies that are required to file reports with the SEC and/or those that have listed their securities on one of the exchanges, various factors have compelled other organizations to maintain high standards of corporate governance as well. Accordingly, our Corporate Governance Practice Group also advises various constituencies associated with privately held companies, not-for-profit corporations and investors with respect to the full range of corporate governance issues that they face.

The broad range of legal services provided by Farrell Fritz's Corporate Governance Practice Group includes the following specific legal services:

- Drafting committee charters, including charters for audit committees and disclosure review committees.
- Drafting codes of business conduct.
- Preparation of whistleblower protections – which apply to all types of entities.
- Developing confidential complaint procedures.
- Developing document retention policies – which apply to all types of entities.
- Preparation of procedures and timetables to be implemented in connection with the preparation and reporting of documents required to be filed with the SEC.

- Drafting model CEO and CFO certifications to be filed in connection with filing of periodic reports with the SEC, including related backup certifications.
- Drafting director and officer questionnaires that include, among other things, questions to assist senior management to determine whether board and committee members comply with new independence and audit committee requirements.
- Assisting in establishing procedures to comply with accelerated beneficial ownership reporting requirements
- Assisting senior management to implement new MD&A requirements.
- Monitoring legislative and regulatory developments on issues of corporate governance reform.

Members of our Corporate Governance Practice Group are among the most highly respected lawyers in their field and have lectured and published articles on corporate governance topics.