The Program on Corporate Governance seeks to contribute to policy, public discourse, and education in the area of corporate governance. It seeks to advance this mission in two interrelated ways:

- Bridging the Gap between Academia and Practice: The Program seeks to foster interactions between the worlds of academia and practice that will enrich both. Such interactions can enable academic researchers to understand better the questions and the environment that practitioners face and thereby enable a research that will be more relevant for practice, make public and private decision-makers better informed about research activities in corporate governance, and enrich the public discourse on corporate governance.
- Fostering Policy-Relevant Research: The Program fosters empirical and policy research that can shed direct light on the corporate governance questions that public and private decision-makers face. By providing directly relevant research that is both grounded in the best methods of academic research and impartial, such research projects can have an important impact on decision-making and public discourse in this area.

The program's academic committee consists of Professors Lucian Bebchuk, John Coates, Allen Ferrell, Reinier Kraakman, Mark Roe, and Guhan Subramanian. The program also has an advisory board, which consists of Peter Atkins, Joseph Bachelder, Byron Georgiou, Theodore Mirvis, Robert Monks, James Morphy, Toby Myerson, and Paul Rowe. The Program’s director is Professor Lucian Bebchuk and its administrative assistant is John Mahoney, jomahoney@law.harvard.edu.

A great deal of information about the program is available at its website: http://www.law.harvard.edu/programs/olin_center/corporate_governance.

The Program was established in 2003 with seed financing from the Harvard Law School John M. Olin Center for Law, Economics, and Business, and it remains affiliated with the Center. During 2005-2006 the Program had the activities described below; the Program plans to have activities in all these areas during 2006-2007.

A. Working Paper Series

The Program sponsors a series of working papers in corporate governance. During 2005/2006, the following fourteen working papers were issued:
A Political Economy Model of Investor Protection
http://www.law.harvard.edu/faculty/bebchuk/pdfs/Political%20Economy%20Model_03-06-06_B103.pdf

Variation in the Intensity of Financial Regulation:
Preliminary Evidence and Potential Implications
Howell E. Jackson, 8/2005.
http://ssrn.com/abstract=839250

An American Perspective on the U.K. Financial Services Authority:
Politics, Goals and Regulatory Intensity
Howell E. Jackson, 8/2005.
http://ssrn.com/abstract=839284

Corporate Governance Changes in the Wake of the Sarbanes-Oxley Act:
A Morality Tale to Policymakers Too
http://ssrn.com/abstract=808244

Stock Exchanges at the Crossroads:
Competitive Challenges - Reorganization - Regulatory Concerns
Andreas M. Fleckner, 10/2005.
http://ssrn.com/abstract=836464

Pay without Performance: Overview of the Issues
Lucian A. Bebchuk and Jesse M. Fried, 10/2005.
http://ssrn.com/abstract=761970

The Myth of the Shareholder Franchise
Lucian A. Bebchuk, 10/2005.
http://ssrn.com/abstract=829804

Trade Credit, Bank Loans, and Monitoring: Evidence from Japan
Yoshiro Miwa and J. Mark Ramseyer, 10/2005.
http://ssrn.com/abstract=843526

Firm Expansion and CEO Pay
http://ssrn.com/abstract=838245
Towards a True Corporate Republic:
A Traditionalist Response to Lucian’s Solution for Improving Corporate America
Leo E. Strine, Jr., 2/2006.
http://ssrn.com/abstract=883720

Letting Shareholders Set the Rules
http://ssrn.com/abstract=891823

Symposium on Director Liability
http://ssrn.com/abstract=890773

On the Insignificance and/or Endogeneity of La Porta et al.’s ‘Anti-Director Rights Index’ under Consistent Coding
http://ssrn.com/abstract=894301

Foreign Trading Screens in the United States
http://ssrn.com/abstract=921435

B. Journal Articles

During 2005/2006, articles on corporate governance published by faculty members and fellows associated with the program included:


It is worth noting that articles by four faculty members affiliated with the program on corporate governance were named among the top ten corporate and security law articles of 2005 in an upcoming issue of the Corporate Practice Commentator, a quarterly journal that reprints articles about corporations law. The articles were selected based upon a survey of corporate and securities law teachers across the nation. No other law school had more than one faculty member represented on the list. The articles selected were:


2005/2006 was the seventh straight year that an article from an HLS professor has been honored, and the sixth year in a row that HLS has had multiple selections.

C. Electronic Mailing List

The Program has developed an electronic mailing list to announce working papers, publications, and corporate governance announcements. At present, there are over 95,000 recipients on the program's mailing list:

- Over 20,000 academics in Law, economics, and business schools
- Over 75,000 practitioners with corporate governance interests including lawyers, public officials, business people, media, etc.

Individuals who wish to join the list can do so electronically at: http://www.law.harvard.edu/programs/olin_center/corporate_governance/mailing1.htm.

D. Events

The Program sponsors presentations by outside speakers in the corporate governance field. Most of the 2005/2006 presentations were given in four forums:

- The law, economics, and organizations seminar, which is given jointly with the economics department and the business school and focuses on the corporate governance area.
- The law and economics seminar, which devotes some of its sessions to this area.
- The law and finance seminar.
- The mergers and acquisitions course.

During 2005/2006, the following presentations were made:

Sep. 21, 2005: Robert Monks (Lens Governance Advisors)  
Capitalism Without Owners Will Fail
Sep. 26, 2005: Joseph Bachelder (Bachelder Law Offices)  
Executive Compensation - Joseph Bachelder's Perspective
Sep. 26, 2005: Ravi Singh (Harvard University)  
Board Independence and the Design of Executive Compensation
Oct. 3, 2005: Dennis C. Mueller (University of Vienna Economics Department)  
The Effects of Ownership Concentration and Identity on Investment performance
Oct. 5, 2005: Robert Mendelsohn  
US and UK Corporate Governance
Oct. 10, 2005: Luigi Zingales (Harvard University)  
The Corporate Governance Role of the Media
Concentrated Ownership and Labor Relations

Oct. 18, 2005:  Paul Mahoney (Virginia)  
Mandatory Versus Contractual Disclosure in Securities Markets: Evidence from the 1930s

Oct. 18, 2005:  Michael Carroll (Davis Polk), William Kelly (Davis Polk), Victor Lewkow (Cleary Gottlieb), Donald Wolfe (Potter Anderson)  
The Revival of “Enhanced” Scrutiny?: Mock Oral Argument of Poison Pill Case followed by panel discussion

Nov. 3, 2005:  Leo Strine (Delaware Court of Chancery), John Wilcox (TIAA-CREF), Ted Mirvis (Wachtell, Lipton), John Olson (Gibson Dunn)  
Panel on the Division of Power Between Shareholders and Management

Nov. 4, 2005:  Joseph Bachelder (Bachelder Law Offices), Roel Campos (Securities and Exchange Commission), Byron Georgiou (Lerach Coughlin), Alan Hevesi (New York State Comptroller), William Lerach (Lerach Coughlin), Robert Mendelsohn, Robert Monks (Sullivan and Cromwell), Toby Myerson (Paul, Weiss), John Olson (Gibson Dunn), Leo Strine (Delaware Court of Chancery), and John Wilcox (TIAA-CREF)  
The Pros and Cons of Personal Director Liability

Nov. 7, 2005:  Randall Morck (University of Alberta)  
Creative Destruction and the Firm-Specific Performance

Nov. 8, 2005:  Lucian Bebchuk (Harvard Law School)  
The Myth of the Shareholder Franchise

Nov. 8, 2005:  David Katz (Wachtell, Lipton), Lou Kling (Skadden Arps), James Morphy (Sullivan and Cromwell), Faiza Saeed, (Cravath, Swaine)  
The Merger as a Contract

Nov. 14, 2005:  Bengt Holmstrom (MIT)  
Corporate Governance in Context

Nov. 15, 2005:  Andrei Shleifer (Harvard Economics Department)  
The Law and Economics of Self-Dealing

Nov. 21, 2005:  Raghuram G. Rajan (IMF and NBER)  
Creating Constituencies for Reform

Nov. 22, 2005:  John Finley (Simpson Thacher), Dennis Hersch (Davis Polk), Mark Morton (Potter Anderson), Patricia Vlahakis (Wachtell, Lipton)  
Contract v. Fiduciary Duty Principles?: Deal Protections II Panel Discussion with outside speakers

Nov. 28, 2005:  Daniel Wolfenzon (NYU and NBER)  
Inside the Family Firm: The Role of Families in Succession Decisions and Performance

Nov. 29, 2005:  Marcel Kahan (NYU)  
Hedge Funds in Corporate Governance and Corporate Control
Feb. 21, 2006: Vikramaditya Khanna (University of Michigan Law School)  
The Economic History of the Corporate Form in Ancient India

Feb. 28, 2006: Assaf Hamdani (Bar-Ilan University), Reinier Kraakman (Harvard Law School)  
Rewarding Outside Directors

Mar. 6, 2006: Kenneth Ayotte (Columbia University)  
Asset-Backed Securities: Costs and Benefits of “Bankruptcy Remoteness”

Mar. 7, 2006: Jonathan Macey (Yale University)  
Getting the Word Out About Fraud: A Theoretical Analysis of Whistle-blowing and Insider Trading

Mar. 20, 2006: Christopher Snyder (Dartmouth Economics Department)  
Targeting Employees for Corporate Crime and Forbidding Their Indemnification

May 1, 2006: Mark Garamaise (UCLA Anderson)  
The Effects of Non-competition Agreements on Executive Compensation and Firm Investment

E. Students and Fellows

The Program seeks to foster work in the corporate governance area by students and fellows. During 2005/2006, the following student fellows did research in the corporate governance area:

Laurie Burlingame  
Ryan Gavin  
Benjamin Gerber  
Katerina Linor  
Holger Spamann  
Anthony Uccellini

To encourage and recognize work by students in the corporate governance area, the Program established the Victor Brudney Prize in corporate governance. Established in honor of Professor Victor Brudney, Robert B. and Candice J. Haas Professor in Corporate Finance Law, Emeritus. This prize is awarded annually to the best student paper on a topic related to corporate governance. The amount of the prize is $1,000. The prize committee consists of Professors Bebchuk, Kraakman, and Roe. The prize recipients in 2005/06 were:

Andrew Brasher (J.D. '06), "Substantive Consolidation: A Critical Examination"  
Katerina Linos (J.D. '06), "Social Learning and the Development of Corporate Law"  
Holger Spamann (SJD '06), "On the Insignificance and/or Endogeneity of La Porta et. al.’s 'Anti-Director Rights Index' Under Consistent Coding"
F. Practice and Public Policy

The Program's Advisory Board

The Program seeks to foster interaction between the HLS faculty and students and the world of practice and policy. To facilitate the connection between HLS and the world of practice and policy, the program established an advisory board of distinguished practitioners. During 2005/2005, the following served as members of the advisory board:

Peter A. Atkins (Skadden, Arps, Slate, Meagher and Flom LLP)
Joseph E. Bachelder (Bachelder Law Offices)
Byron S. Georgiou (Lerach Coughlin Stoia Geller Rudman and Robbins)
Theodore N. Mirvis (Wachtell, Lipton, Rosen and Katz)
Robert A.G. Monks (Lens Governance Advisors)
James C. Morphy (Sullivan and Cromwell)
Toby S. Myerson (Paul, Weiss, Rifkind, Wharton and Garrison)
Paul K. Rowe (Wachtell, Lipton, Rosen and Katz)

Visits by Distinguished Practitioners

During 2005/2006 the following prominent practitioners participated in the program’s activities:

Joseph Bachelder (Bachelder Law Offices)
Roel Campos (Securities and Exchange Commission)
Michael Carroll (Davis Polk and Wardwell)
John Finley (Simpson Thacher and Bartlett LLP)
Byron Georgiou (Lerach Coughlin Stoia Geller Rudman and Robbins)
Dennis Hersch (Davis Polk and Wardwell)
Alan Hevesi (New York State Comptroller)
David Katz (Wachtell, Lipton, Rosen and Katz)
William Kelly (Davis Polk and Wardwell)
Lou Kling (Skadden, Arps, Slate, Meagher and Flom LLP)
William Lerach (Lerach Coughlin Stoia Geller Rudman and Robbins)
Victor Lewkow (Cleary Gottlieb Steen and Hamilton LLP)
Theodore Mirvis (Wachtell, Lipton, Rosen and Katz)
Robert Monks (Lens Governance Advisors)
James Morphy (Sullivan and Cromwell)
Mark Morton (Potter Anderson and Corroon LLP)
Toby Myerson (Paul, Weiss, Rifkind, Wharton and Garrison)
John Olson (Gibson, Dunn and Crutcher LLP)
Paul K. Rowe (Wachtell, Lipton, Rosen and Katz)
Faiza Saeed (Cravath, Swaine and Moore LLP)
G. Media Coverage

Corporate governance research carried out by faculty was covered extensively by the media during 2005/06. This research was featured, among other places, in The Wall Street Journal, The New York Times, The Washington Post, The Economist, The Financial Times, and Fortune.

The full list of the media mentions of the program's faculty and their research is as follows:

The Age.com (12/22/05)
Aflcio.org (4/6/06)
Associated Press (6/23/06, 6/27/06)
The Atlanta Journal-Constitution (7/27/05, 1/3/06)
Boston Globe (9/17/05)
Canberra Times (2/2/06)
The Capital (4/10/06)
Christian Science Monitor (7/25/05)
Corporate Control Alert (7/12/05)
Corporate Counsel (7/05)
The Corporate Counselor (11/05)
The Courier-Mail Australia (1/31/06)
Die Aktiengesellschaft (10/05)
Economist (11/24/05, 1/19/06)
Financial Executive (10/17/05)
Financial Times (8/11/05, 11/28/05, 11/30/05, 4/6/06, 6/10/06, 6/16/06)
Forbes (2/13/06)
Fortune (1/17/06)
Journal Times On Line (6/22/06)
Knowledge@Wharton (2/8/06)
Long Island Business News (6/23/06, 6/27/06)
Los Angeles Times (12/16/05)
MarketWatch.com (4/13/06, 5/12/06, 6/16/06, 6/23/06)
The Monitor's View (1/18/06)
MSNBC, MSN Money (9/28/05)
National Law Journal (4/14/06)
New York Times (1/5/06, 1/11/06, 1/14/06, 1/18/06, 1/22/06, 2/5/06, 4/9/06, 4/15/06, 6/1/06, 6/25/06)
The New Yorker (2/6/06)
Newsday.com (7/27/05)
Oil and Gas Financial Journal (4/4/06)
Philadelphia Inquirer (1/16/06)
Plastics News (8/29/05)
The Record (1/17/06)
Riskbook.com (6/28/06)
SEC Today (4/20/06)
SocialFunds.com (4/19/06, 10/27/05)
St. Louis Post-Dispatch (8/14/05)
STL Today.com (1/18/06)
TCSDaily.com (1/24/06)
Townhall.com (1/12/06)
U.K. Sunday Times (1/22/06)
USA Today (4/10/06)
Wall Street Journal (7/13/05, 7/19/05, 1/11/06, 1/21/06, 1/23/06, 4/4/06, 6/1/06, 6/26/06)
The Washington Post (1/17/06)

More details about the media coverage of the program's faculty and research can be found at:
http://www.law.harvard.edu/programs/olin_center/corporate_governance/media.htm