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 inter-related 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. These interactions enable academic researchers to understand better the questions and the environment that practitioners face and thereby facilitate 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 grounded in the best methods of academic research, 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, Isaac Corre, Byron Georgiou, Robert Mendelsohn, Theodore Mirvis, Robert Monks, James Morphy, Toby Myerson, Eileen Nugent, Paul Rowe, and Rodman Ward. The Program’s director is Professor Lucian Bebchuk and its administrative assistant is Julie McBride, jumcbride@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 2006-2007 the Program had the activities described below; the Program plans to have activities in all these areas during 2007-2008.
A. Working Paper Series

The Program sponsors a series of working papers in corporate governance. During 2006/2007, the following nineteen working papers were issued:

*Not-so-Ordinary Judges in Ordinary Courts: Teaching Jordan vs. Duff & Phelps*
J. Mark Ramseyer, 8/2006.
http://ssrn.com/abstract=927862

*Federal Corporate Law: Lessons From History*
Lucian A. Bebchuk and Assaf Hamdani, 8/2006.
http://ssrn.com/abstract=927008

*Regulating Post-Bid Embedded Defenses: Lessons from Oracle versus Peoplesoft*
Jennifer Arlen, 10/2006.
http://ssrn.com/abstract=921833

*Policy Issues Raised by Structured Products*
http://ssrn.com/abstract=941720

*The Market for Corporate Law*
http://ssrn.com/abstract=275452

*The Myth of the Shareholder Franchise*
http://ssrn.com/abstract=829804

*Legal Origins and Modern Stock Markets*
http://ssrn.com/abstract=908972

*Lucky CEOs*
http://ssrn.com/abstract=945392

*Bargaining in the Shadow of Peoplesoft's (Defective) Poison Pill*
http://ssrn.com/abstract=932565
Executive Compensation in Japan: Estimating Levels and Determinants from Tax Records
http://ssrn.com/abstract=950365

U.S. Securities Regulation in a World of Global Exchanges
http://ssrn.com/abstract=950530

Lucky Directors
http://ssrn.com/abstract=952239

Pay Distribution in the Top Executive Team
Lucian A. Bebchuk, Martijn Cremers, and Urs Peyer, 12/2006.
http://ssrn.com/abstract=954609

A Report on the Transatlantic Financial Services Regulatory Dialogue
http://ssrn.com/abstract=961269

Rewarding Outside Directors
http://ssrn.com/abstract=959210

Did Reform of Prudent Trust Investment Laws Change Trust Portfolio Allocation?
http://ssrn.com/abstract=868761

Markets as Regulators: A Survey
http://ssrn.com/abstract=960168

Toward Common Sense and Common Ground? Reflections on the Shared Interests of Managers and Labor in a More Rational System of Corporate Governance
http://ssrn.com/abstract=989624

Bebchuk's Case for Increasing Shareholder Power: An Opposition
http://ssrn.com/abstract=990057
B. Journal Articles

Articles on corporate governance that were published by faculty members and fellows associated with the program during 2006/07 included:


It is worth noting that articles by two faculty members affiliated with the program on corporate governance were named among the top ten corporate and security law articles of 2006 in an upcoming issue of the Corporate Practice Commentator, a quarterly journal that reprints articles about corporate law. The articles were selected based upon a survey of corporate and securities law teachers across the nation. The articles selected were:


2006/2007 was the eighth straight year that an article from an HLS professor has been honored, and the seventh 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 99,000 recipients on the program's mailing list:

- Over 20,000 academics in Law, economics, and business schools
- Over 79,000 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:

D. The Harvard Law School Corporate Governance Blog

In December 2006, the Program established a blog website -- The Harvard Law School Corporate Governance Blog -- which can be accessed at http://blogs.law.harvard.edu/corpgov/.

The blog provides updates on working papers, seminars, speakers, and other activities sponsored by the Program. The blog also provides a forum for communications about corporate governance by individuals associated with the Program--faculty, fellows, and members of the Program’s advisory board--as well as by guest contributors and others.

The following are guest contributors on the Corporate Governance Blog:

- Michael Barry (Grant & Eisenhofer)
- J. Robert Brown, Jr. (University of Denver)
- Jay Eisenhofer (Grant & Eisenhofer)
- Jesse Fried (University of California, Berkeley)
- Lawrence Hamermesh (Widener Law)
- Joseph Hinsey (Harvard Business School)
- Steven Kaplan (University of Chicago)
- Gregg Levin (Grant & Eisenhofer)
- Mark Morton (Potter Anderson & Corroon)
- Charles Nathan (Latham & Watkins)
- Larry Ribstein (University of Illinois)
- Broc Romanek (CorporateCounsel.net)
- Hillary Sale (University of Iowa)
- A. Gilchrist Sparks (Morris, Nichols, Arsht & Tunnel)
- Lynn Stout (UCLA)
- Andrea Unterberger (Corporation Service Company)
- Luigi Zingales (University of Chicago)
Below is the number of posts for each month and the total posts overall.

<table>
<thead>
<tr>
<th>Month</th>
<th>Posts</th>
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</thead>
<tbody>
<tr>
<td>December 2006</td>
<td>14</td>
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<td>January 2007</td>
<td>9</td>
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<td>May 2007</td>
<td>22</td>
</tr>
<tr>
<td>June 2007</td>
<td>18</td>
</tr>
</tbody>
</table>

Total posts in 2006-2007 102

The number of hits on the blog has been steadily increasing since its establishment. The following is the number of hits recorded for each month of the blog’s existence.

<table>
<thead>
<tr>
<th>Month</th>
<th>Hits</th>
</tr>
</thead>
<tbody>
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<td>December 2006</td>
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<td>January 2007</td>
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<tr>
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<tr>
<td>March 2007</td>
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<tr>
<td>April 2007</td>
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<td>59,174</td>
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<tr>
<td>June 2007</td>
<td>61,104</td>
</tr>
</tbody>
</table>

Total hits in 2006-2007 240,511

E. Events

The Program sponsors presentations by outside speakers in the corporate governance field. Most of the 2006/2007 presentations were given in five 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
- The law and finance seminar.
- The mergers and acquisitions course.
- The shareholder activism course.

During 2006/2007, the following presentations were made:

Sep. 18, 2006:  *Andrei Shleifer* (Harvard University)  
[Debt Enforcement Around the World](#)

Sep. 25, 2006:  *Urs Peyer* (Chicago School of Business and Insead)
Weak Shareholder Rights: A Product Market Rationale

Sep. 26, 2006: Michael Barry (Grant and Eisenhofer)
The AFSCME vs. AIG case

Oct. 3, 2006: David Walker (Boston University)
Financial Accounting and Corporate Behavior

Oct. 10, 2006: Richard Ciman (Cooley Godward), Eileen Nugent (Skadden Arps), Lou Kling (Skadden Arps)
The Merger Agreement as a Contract

Oct. 16, 2006: Enrico Perotti (Universiteit van Amsterdam)
Investor Protection and Entry

Oct. 18, 2006: Richard Parsons (CEO, Time Warner), Gene Sykes (Goldman Sachs), Bruce Wasserstein (CEO, Lazard Ltd.), Paul Cappuccio (VP, Time Warner)
Spinoffs and Break-ups: Icahn & Time Warner

Oct. 30, 2006: Oliver Hart (Harvard University)
Contracts as Reference Points

Oct. 31, 2006: Dan Burch (CEO, McKenzie Partners), Alan Miller (Co-chairman, Innisfree M&A), Joele Frank (Managing Partner, Joele Frank, Wilkinson Brimmer Katcher), Dan Stoller (Skadden Arps)
Proxy Fights: How Do They Really Work?

Oct. 31, 2006: Isaac Corre (Eton Park Capital Management)
Hedge Fund Activism

Nov. 6, 2006: Lucian Bebchuk (Harvard Law School), Martijn Cremers (Yale School of Management), Urs Peyer (Chicago School of Business and Insead)
Pay Distribution in the Top Executive Team

Nov. 6, 2006: Guhan Subramanian (Harvard Law School)
Bargaining in the Shadow of the Pill

Nov. 7, 2006: Geoffrey Miller (New York University)
Ex Ante Choices of Law and Forum: An Empirical Analysis of Corporate Merger Agreements

Stockholder Activism: Has Just Say No Become Always Say Yes?

Nov. 13, 2006: Michael Weisbach (University of Illinois)
The Financial Structure of Private Equity Firms

Nov. 13, 2006: Ben Heineman (former general counsel, General Electric)
The Quest for High Performance with High Integrity (at GE)

Nov. 14, 2006: Robert A.G. Monks (Lens Governance Advisers)
Corporate Governance and Value

Nov. 14, 2006: Lucian Bebchuk (Harvard Law School)
Lucky CEOs

Nov. 20, 2006: Mario Gamboa (Harvard University)
Bankruptcy, Litigation and Resolution of Distress
Nov. 21, 2006: Marshall Cohen (Brock & Blackwell), Rob Spatt (Simpson Thacher & Bartlett), Robert Kindler (Morgan Stanley), Paul Rowe (Wachtell, Lipton, Rosen & Katz)
Special transaction Committees: How (and How Well) Do They Work?
Nov. 27, 2006: Peter Atkins (Skadden, Arps, Slate, Meagher and Flom LLP)
The Future of M&A: A Look Forward from Here
Nov. 28, 2006: Mark Maremont (Wall Street Journal)
The Media and Corporate Governance
Nov. 30, 2006: Isaac Corre (Eton Park Capital Management), Robert Mendelsohn (former CEO of Royal Sun), Greg Taxin (CEO, Glass Lewis), and Damon Silvers (Counsel, AFL-CIO)
Shareholder Rights and Roles
Dec. 4, 2006: Reinier Kraakman (Harvard Law School)
CEO Tenure, Performance, and Turnover
Dec. 5, 2006: Joseph Bachelder (Bachelder Law Offices)
Executive Compensation – Joseph Bachelder’s perspective
Dec. 5, 2006: Tom Baker and Sean Griffith (University of Connecticut Law School)
D&O Insurance, Corporate Governance, and Securities Litigation
Feb. 6, 2007: Yair Listokin (Yale Law School)
Management Always Wins the Close Ones
Feb. 27, 2007: Guhan Subramanian (Harvard Law School)
The Power of Takeover Defenses
Mar. 6, 2007: Allen Ferrell (Harvard Law School)
Business Law as a Source of Comparative Advantage
Mar. 12, 2007: Albert Bravo (Harvard University)
Shared Control and Outcomes in Private Firms
Mar. 20, 2007: Ehud Kamar (USC Law School)
Apr. 9, 2007: Giacomo Ponzetto (Harvard University)
Entrepreneurship and the Boundaries of the Firm
Political Instability and Financial Development
Apr. 23, 2007: Antoinette Schoar (Sloan School, MIT)
Judge-Specific Differences in Chapter 11 and Firm Outcomes

F. Students and Fellows

The Program seeks to foster work in the corporate governance area by students and fellows. During 2006/2007, the following student fellows did research in the corporate governance area:
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 2006/07 were:


During 2006/2007, the Program also hosted a postdoctoral fellow, Robert Jackson. Jackson, who graduated from HLS in 2005 and clerked on the Second Circuit during 2005/06, worked during the year on various research projects. He also served as the editor of the Program’s corporate governance blog.

G. 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 2006/2007, 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)
Isaac Corre (Eton Park Capital Management)
Byron S. Georgiou (Lerach Coughlin Stoia Geller Rudman and Robbins)
Robert V. Mendelsohn (Former CEO, Royal and Sun Alliance Insurance Group)
Theodore N. Mirvis (Wachtell, Lipton, Rosen and Katz)
Robert A.G. Monks (Lens Governance Advisors)
James C. Morphy (Sullivan and Cromwell)
Visits by Distinguished Practitioners

During 2006/2007 the following prominent practitioners participated in the program’s activities:

Peter Atkins (Skadden Arps)  
Joseph Bachelder (Bachelder Law Offices)  
Michael Barry (Grant and Eisenhofer)  
Dan Burch (CEO, McKenzie Partners)  
Paul Cappuccio (VP, Time Warner)  
Richard Climan (Cooley Godward)  
Marshall Cohen (Cassels Brock and Blackwell)  
Isaac Corre (Eton Park Capital Management)  
Joelle Frank (Joelle Frank, Wilkinson Brimmer Katcher)  
Ben Heineman (former general counsel, General Electric)  
Robert Kindler (Morgan Stanley)  
Lou Kling (Skadden Arps)  
Martin Lipton (Wachtell Lipton)  
Mark Maremont (Wall Street Journal)  
Robert Mendelsohn (former CEO, Royal Sun)  
Alan Miller (Co-chairman, Innisfree M&A)  
Robert A.G. Monks (Lens Governance Advisers)  
James Morphy (Sullivan and Cromwell)  
Eileen Nugent (Skadden Arps)  
Richard Parsons (CEO, Time Warner)  
Paul Rowe (Wachtell Lipton)  
Damon Silvers (Counsel, AFL-CIO)  
Rob Spatt (Simpson Thacher and Bartlett)  
Dan Stoller (Skadden Arps)  
Gene Sykes (Goldman Sachs)  
Greg Taxin (CEO, Glass Lewis)  
Bruce Wasserstein (CEO, Lazard, Ltd.)
H. Media Coverage

Corporate governance research carried out by faculty was covered extensively by the media during 2006/07. 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:

AlterNet (11/9/06)
Associated Press (12/15/06, 12/18/06, 2/9/07, 6/7/07)
The Atlanta Journal-Constitution (12/14/06, 3/9/07)
Bloomberg (3/13/07)
Boston Globe (12/9/06, 1/8/07)
Business Week (9/5/06, 6/11/07)
CFO Magazine (8/1/06)
Christian Science Monitor (1/4/07, 4/30/07)
CNN Money (3/8/07)
Corporate Board Member Magazine (1/3/07)
The Daily Deal (7/21/06, 3/9/07, 5/7/07, 6/1/07)
Daily Report (2/13/07, 2/19/07)
Economist (1/18/07)
Financial Times (9/27/06, 11/17/06, 12/10/06, 12/18/06, 1/5/07, 5/3/07)
Forbes (10/3/06, 12/18/06, 3/12/07, 5/21/07)
Fortune (4/4/07)
The Guardian (12/19/06)
Houston Chronicle (12/14/06, 12/21/06)
The Independent (11/18/06)
Institutional Investor (7/15/06)
Investment Dealer’s Digest (7/24/06)
Investment News (11/27/06, 12/18/06)
Investor’s Business Daily (10/2/06, 11/8/06, 3/28/07)
Los Angeles Times (7/27/06, 9/8/06, 11/17/06, 12/18/06, 4/23/07)
MarketWatch.com (3/7/07, 3/8/07)
Miami Herald (11/27/06)
Nation Journal (6/16/07)
National Law Journal (10/9/06)
The New Republic (5/5/07, 5/21/07)
New York Times (11/17/06, 12/18/06, 12/30/06, 1/4/07, 1/21/07, 3/13/07)
Philadelphia Inquirer (11/19/06, 5/13/07)
The Red Herring (12/18/06)
Reuters (2/20/07, 3/8/07, 3/9/07)
Seattle Times (7/9/06)
Securities Law360 (12/18/06)
SocialFunds.com (1/12/07, 5/3/07)
Sydney Morning Herald (1/15/07)
Time (1/11/07)
U.S. News and World Report (10/20/06)
USA Today (7/27/06, 12/26/06, 1/9/07, 3/29/07)
Wall Street Journal (7/3/06, 11/17/06, 11/25/06, 12/18/06, 12/20/06, 1/2/07, 1/6/07, 3/8/07, 3/13/07, 4/2/07, 4/9/07, 4/16/07, 5/17/07)
The Washington Post (12/18/06, 12/22/06, 1/11/07, 2/16/07, 3/2/07)

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