

AUDIT COMMITTEE REPRESENTATION

We counsel boards and Audit and Compliance committees with regard to:

- Composition, formation, duties and procedures of boards and special committees
- Charters of board audit, compensation, nominating and governance committees
- Ethics and corporate governance guidelines, codes of conduct, whistleblower procedures, and other governance policies
- Equity-based incentives and deferred-compensation policies for executives
- Indemnification and liability insurance for officers and directors
- SEC filings and other public communications
- Fiduciary responsibilities in unsolicited takeovers, tender offers, proxy contests, and similar corporate control controversies.

The timing, methodology and requirements of disclosure concerning material events are of key concern. We guide officers and directors through the complexities that govern forward-looking statements, securities analyst briefings and Internet web site disclosure.&