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Autore	Veasey E. Norman
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Nota di contenuto	Cover; Contents; About the Authors; Acknowledgments; Foreword; Foreword; Preface; Introduction; Who Is "The" Chief Legal Officer?; Who Is the Intended Audience?; 1. The General Counsel's Challenges in the New Reality; A. The Landscape; B. Key Characteristics of the General Counsel Position; 1. The "Interesting" Aspect; 2. The "Multifaceted" Aspect; 3. The "Lonely" Aspect; 4. The "Perilous" Aspect; C. Dealing with the New Reality; 1. New Laws and Prescriptive Regulatory Attitudes; 2. The Dodd-Frank Act of 2010 and Its Impact on Corporate Governance; 3. Whistleblower Incentives and Protection 4. New Challenges Beyond the Horizon D. Key Takeaways for the General Counsel's Challenges in the New Reality; 2. Evolution of the Role of General Counsel; A. Historical Perspective; B. Modern Reality; C. Key Takeaways on the Evolution of the Role of General Counsel; 3. The General Counsel on the Balance Beam; A. The Many Hats Worn by the Modern General Counsel; B. The Lonely Middle: Relationships with Senior Management and the Board; 1. Independence and Courage; 2. Hiring, Firing, and Reporting Lines; 3. Financial Dependence on a Single Client; 4. Partnering with the Management Team 5. Bridging the Gap: The General Counsel and the Board C. Other

Relationships; 1. Relationships with Investors; 2. Government Relations; 3. Media Relations; D. Key Takeaways for the General Counsel on the Balance Beam; 4. The General Counsel Leading the Charge; A. Establishing and Maintaining a Legal and Ethical Culture; B. Ethics and Professional Conduct Rules Governing In-House Counsel; 1. State Rules of Professional Conduct; 2. SEC Rules for Lawyers Involved in Public Company Filings; C. Demonstrating Openness and Community Involvement; 1. Corporate Citizenship; 2. Diversity; 3. Pro Bono D. Key Takeaways for the General Counsel in Leading the Ethical Charge 5. Advising the Board on Corporate Law and Other Laws; A. Corporate Law and Corporate Governance Under State Law; 1. Introduction; 2. Overview of Fiduciary Duty; 3. Standards of Conduct and Standards of Liability; 4. The Business Judgment Rule; 5. Enhanced Scrutiny; B. The CLO's Advice on Other Laws and Issues; 1. Other Laws; 2. Other Issues; C. Key Takeaways for the General Counsel in Advising on Corporate Law and Other Issues; 6. Managing the Legal Department; A. Need for Adequate Resources B. Compartmentalization and Decentralization C. Global Challenges; D. Working Within the Law Department Budget; 1. Keeping Work In-House; 2. Managing Outside Costs; 3. Increasing Recoveries; 4. Litigation Financing; E. Choosing Outside Counsel; F. Key Takeaways for the General Counsel in Managing the Legal Department; 7. The General Counsel in the Crosshairs: Exposure to Sanctions, Prosecution, and Liability; A. Conceptualizing the Role: The General Counsel as Advocate, Gatekeeper, or Persuasive Counselor; B. Reporting up and Reporting out C. Understanding the Risks: Types of Liability Exposure Confronting In-House Counsel

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#### Sommario/riassunto

Legislation and case law following the relatively recent corporate scandals have increased scrutiny on the ethics and integrity of individuals, and the culture they create, at the highest levels within the corporate structure. The corporate General Counsel (GC) is a key member of that group. This enhanced attention increases the already substantial tensions facing the GC, who must navigate the demands and interests of various corporate stakeholders-including the board of directors, officers (particularly the CEO), stockholders, and employees-while also serving the best interests of the client,

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