

**RANDALL S. THOMAS**  
**JOHN BEASLEY PROFESSOR OF LAW AND BUSINESS, VANDERBILT LAW SCHOOL**  
**PROFESSOR OF MANAGEMENT, OWEN SCHOOL OF BUSINESS, VANDERBILT UNIVERSITY**

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**VANDERBILT UNIVERSITY**  
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**EDUCATION**

Legal: University of Michigan Law School, Ann Arbor, Michigan, J.D. 1985.  
Order of the Coif, Honors.

University: University of Michigan, Ann Arbor, Michigan.  
Ph.D. in Economics, 1983.

Haverford College, Haverford, Pa., B.A., 1977, Honors.

**BAR MEMBERSHIP** Delaware (Admitted January, 1987).

**EMPLOYMENT**

August 2003 to Present: John S. Beasley Professor of Law and Business;  
2000 to August 2003, Professor of Law; August 1999 – July 2000:  
Visiting Professor of Law, Vanderbilt University School of Law,  
Nashville, Tennessee. Appointed Professor of Management at Owen  
School of Management, Vanderbilt University: 2003 – present. Currently  
Teaching: Business Associations, Securities Regulation, and Corporate  
Governance. Winner Hall-Hartman Outstanding Professor Award, 2008-  
2009.

January 2009. Visiting Professor of Law, Harvard Law School,  
Cambridge, Massachusetts.

July 1990 to August 2000. Professor of Law,  
University of Iowa College of Law, Iowa City, Iowa.

January 1999 - May 1999. Visiting Professor of Law, Duke University  
School of Law, Durham, North Carolina.

January 1996 - May 1996. Visiting Professor of Law, University of  
Michigan School of Law, Ann Arbor, Michigan. Co-winner, Best Teacher  
Award.

August 1995 - December 1995. Visiting Professor of Law, Boston  
University School of Law, Boston, Massachusetts.

March 1995, March 1996. Visiting Professor of Law, University of Washington School of Law, Seattle, Washington.

February, 1987 - July, 1990. Corporate and Securities Law Associate, Skadden, Arps, Slate, Meagher & Flom, Wilmington, Delaware.

August 1986 - February, 1987. Associate, Potter Anderson & Corroon, Wilmington, Delaware.

August 1985 - July 1986. Law Clerk to the Honorable Charles W. Joiner, Federal District Court for the Eastern District of Michigan, Ann Arbor, Michigan.

May - August 1984. Summer Law Clerk, Piper & Marbury, Baltimore, Maryland.

May 1983. Economic Consultant to USAID, Somalia, East Africa.

September - December 1982. Economist/Financial Analyst to the World Bank in Malawi, East Africa with Bookers Agriculture International, Ltd., London, England.

September 1979 - September 1982. Economist for USAID/University of Michigan, Center for Research on Economic Development, Niger, West Africa and Ann Arbor, Michigan.

**HONORS**

Rackham Graduate School Fellowship, University of Michigan, Ann Arbor, Michigan; National Health Institute Fellowship, University of Michigan, Ann Arbor, Michigan; 2008 Finalist for Bratton Prize, Journal of Finance Award for Best Article in the Field of Corporate Governance.

**PRIOR TEACHING  
EXPERIENCE**

Spring 1983: Visiting Professor, University of Clermont - Ferrand, France. Taught introductory and advanced econometrics.

**PUBLICATIONS**

Proxy Contests for Corporate Control, (with Catherine Dixon), 3rd Edition, Aspen Law & Business (1998). Supplements: 1999, 2001.

"Investment Banker Liability Regimes: An Auction-Theoretic Analysis," (with Robert G. Hansen), 1992 Wisconsin Law Review 1147.

"Auctioning Class Action and Derivative Law Suits," (with Robert G.

Hansen), 87 Northwestern Law Review 423 (1993).

"Judicial Review of Defensive Tactics in Proxy Contests: When Is Using A Rights Plan Right?," 46 Vanderbilt Law Review 503 (1993).

"The Impact of Poison Pills on Proxy Contests: Reevaluating Moran v. Household International," (with Kenneth J. Martin), 14 International Review of Law and Economics 327 (1994).

"The Impact of Environmental Liabilities on Privatization in Central and Eastern Europe: A Case Study of Poland," 28 University of California at Davis Law Review 165 (1994).

"Improving Shareholder Monitoring of Corporate Management By Expanding Statutory Access to Information," 38 Arizona Law Review 331 (1996), reprinted in, 38 Corporate Practice Commentator 563 (1996).

"Encouraging Relational Investment and Controlling Portfolio Investment in Developing Countries in the Aftermath of the Mexican Financial Crisis,"(with Enrique Carrasco), 34 Columbia Journal of Transnational Law 539 (1996).

"Using State Inspection Statutes For Discovery in Federal Securities Actions," (with Kenneth J. Martin), 77 Boston University Law Review 69 (1997), reprinted in, 39 Corporate Practice Commentator 523 (1997) and 31 Securities Law Review 403 (1998).

"Realigning Corporate Governance: Shareholder Activism By Labor Unions," (with Stewart Schwab), 96 Michigan Law Review 1018 (1998), reprinted in, 40 Corporate Practice Commentator (1998), Employee Representation in the Emerging Workplace: Alternatives/Supplements to Collective Bargaining (1998), and in The International Library of Essays in Law and Legal Theory, 2<sup>nd</sup> Series (2000). Selected as one of the Best Corporate and Securities Articles of 1998, by Corporate Practice Commentator.

"Auctions in Bankruptcy: Theoretical Analysis and Practical Guidance," (with Robert G. Hansen), 18 International Review of Law and Economics 159 (1998).

"Should Labor Be Allowed to Submit Shareholder Proposals?," (with Kenneth J. Martin), 73 Washington Law Review 41 (1998), reprinted in, 32 Securities Law Review 463 (1999). Selected as one of the Best Corporate and Securities Articles of 1998, by Corporate Practice Commentator.

“Firm Commitment Underwriting Risk and the Over-Allotment Option: Do We Need Better Legal Regulation?,” (with James F. Cotter), 26 Securities Regulation Law Journal 245 (Fall 1998).

"The Efficiency of Sharing Liability for Hazardous Waste: Effects of Uncertainty Over Damages," (with Robert G. Hansen), 19 International Review of Law and Economics 135 (1999).

“The Effect of Shareholder Proposals on Executive Compensation, (with Kenneth J. Martin), 67 University of Cincinnati Law Review 1021 (1999) (Symposium issue), reprinted in, 41 Corporate Practice Commentator 967 (2000).

“Measuring Securities Market Efficiency in the Regulatory Setting,” (with James F. Cotter), 63 Law & Contemporary Problems 105 (2000).

“Revising the Delaware Appraisal Statute,” 3 Delaware Law Review 1 (2000).

“The Determinants of Shareholder Voting on Stock Option Plans,” (with Kenneth J. Martin), 35 Wake Forest Law Review 31 (2000) (Symposium Issue). Selected as one of the Best Corporate and Securities Articles of 2000, by Corporate Practice Commentator.

“Timing Matters: Promoting Forum Shopping By Insolvent Corporations,” (with Robert K. Rasmussen), 94 Northwestern Law Review 1357 (2000), reprinted in, 42 Corporate Practice Commentator 721 (2001).

“Whether the Race: A Comment on the Effects of the Delawarization of Corporate Reorganizations, 54 Vanderbilt Law Review 283 (2001) (with Robert K. Rasmussen).

“Litigating Challenges to Executive Pay: An Exercise in Futility?,” 79 Washington University Law Quarterly 569 (2001) (with Kenneth J. Martin) (Symposium issue).

“Should Shareholders Have A Greater Say Over Executive Pay?: Learning From the US Experience,” 1 Cambridge University Corporate Law Review 277 (2001) (with Brian R. Cheffins).

“Megafirms,” 80 University of North Carolina Law Review 115 (2001) (with Stewart J. Schwab and Robert G. Hansen), reprinted in, 44 Corporate Practice Commentator 29 (2002).

“Leaving Money on the Table: Do Institutional Investors Fail to File Claims in Securities Class Actions?” 80 Washington University Law Quarterly 855 (2002) (with James D. Cox) (Symposium issue).

“Should Directors Reduce Executive Pay?,” 54 Hastings Law Journal 437 (2003).

“Regulation and the Globalization (Americanization) of Executive Pay”, Global Markets, Domestic Institutions, in Global Markets, Domestic Institutions, edited by Curtis Milhaupt, Columbia University Press (2003) (with Brian Cheffins).

“SEC Enforcement Heuristics: An Empirical Inquiry,” 53 Duke Law Journal 737 (2003) (with James Cox), reprinted in 46 Corporate Practice Commentator 65 (2004).

“The New Look of Shareholder Litigation: Acquisition-Oriented Class Actions,” 57 Vanderbilt Law Review 133 (2004) (with Robert Thompson). Selected as one of the Best Corporate and Securities Articles of 2004, by Corporate Practice Commentator.

“Explaining the International CEO Pay Gap: Board Capture or Market Driven?,” 57 Vanderbilt Law Review 1171 (2004).

“The Globalization (Americanization?) of Executive Pay,” 1 Berkeley Business Law Journal 233 (2004) (with Brian Cheffins) (Symposium issue).

The Public and Private Faces of Derivative Lawsuits, 58 Vanderbilt Law Review 1747 (2004) (with Robert Thompson) Selected as one of the Best Corporate and Securities Articles of 2005, by Corporate Practice Commentator.

“The Increasing Importance of Empirical Research in Corporate Law Scholarship: A Review of Mark Roe, The Political Determinants of Corporate Governance: Political Context, Corporate Impact,” 92 Georgetown Law Journal 981 (2004).

“Corporate Voting and the Takeover Debate,” 58 Vanderbilt Law Review 453 (2004) (with Paul H. Edelman).

“When is Enough, Enough? The Impact of Stock Option Plans on Shareholder Wealth and CEO Compensation,” 11 Journal of Corporate Finance 61 (2005) (with Kenneth J. Martin).

“Public and Private Enforcement of the Securities Laws: Have Things Changed Since Enron?,” 80 Notre Dame Law Review 893 (2005) (symposium issue) (with James Cox).

“What is Corporate Law’s Place in Promoting Societal Welfare?: An Essay in Honor of Bill Klein,” 2 Berkeley Business Law Journal 135 (2005) (symposium issue).

“Is U.S. CEO Compensation Inefficient Pay Without Performance?: A Review of Lucian Bebchuk and Jesse Fried, Pay Without Performance: the Unfulfilled Promise of Executive Compensation,” 103 Michigan Law Review 1142 (2005) (Annual Book Review Survey) (with John Core and Wayne Guay).

“Letting Billions Slip Through Your Fingers: Empirical Evidence and Legal Implications of the Failure of Financial Institutions to Participate in Securities Fraud Class Action Settlements,” 58 Stanford Law Review 411 (2005) (with James Cox). Selected as one of the Best Corporate and Securities Articles of 2006, by Corporate Practice Commentator.

“What Do CEOs Bargain For?: An Empirical Study of Key Legal Components of CEO Contracts,” 63 Washington & Lee Law Review 231 (2005) (with Stewart J. Schwab).

Is U.S. CEO Compensation Broken?, 17 Journal of Applied Corporate Finance 32 (2005) (with John Core and Wayne Guay).

“Does the Plaintiff Matter? An Empirical Analysis of Lead Plaintiffs in Securities Class Actions,” 106 Columbia Law Review 1587 (2006) (with James Cox). Selected as one of the Best Corporate and Securities Articles of 2007, by Corporate Practice Commentator.

Shareholder Proposals in the New Millenium: Shareholder Support, Board Response, and Market Reactions, 13 Journal of Corporate Finance 368 (2007) (with James Cotter).

Gap Filling, Hedge Funds, and Financial Innovation, in New Financial Instruments and Institutions: Opportunities and Policy Challenges, edited by Yasuyuki Fuchita and Robert E. Litan, Brookings Institution Press (2007) (with Frank Partnoy).

The Evolving Role of Institutional Investors in Corporate Governance and Corporate Litigation, 61 Vanderbilt Law Review 299 (2008).

There Are Plaintiffs and...There Are Plaintiffs: An Empirical Analysis of

Securities Class Action Settlements, 61 *Vanderbilt Law Review* 355 (2008) (with James Cox and Lynn Bai). Selected as one of the Best Corporate and Securities Articles of 2008, by *Corporate Practice Commentator*.

Hedge Fund Activism, Corporate Governance, and Firm Performance, 63 *Journal of Finance* 1729 (2008) (with Alon Brav, Wei Jiang, and Frank Partnoy).

The Returns to Hedge Fund Activism, 64 *Journal of Applied Corporate Finance* 45 (2008) (with Alon Brav, Wei Jiang and Frank Partnoy).

Public Pension Funds as Shareholder Activists: A Comment on Choi and Fisch, 61 *Vanderbilt Law Review En Banc* 1 (2008).

Does Private Equity Create Wealth?, 76 *University of Chicago Law Review* 219 (2009) (with Ronald Masulis).

International Executive Pay: Current Practices and Future Trends, in *Labor and Employment Law and Economics* (K. Dau-Schmidt, S. Harris and O. Lobel eds., (2009 Elgar Publishing), reprinted in *La Remunerazione Degli Amministratori Nelle Societa Di Capitali* (edited by Carlo Amatucci, 2010).

Do Differences in Fraud Pleading Standards Cause Forum Shopping in Securities Class Actions?: Doctrinal and Empirical Analyses, 2009 *Wisconsin Law Review* 421 (with James Cox and Lynn Bai).

Mapping the American Shareholder Litigation Experience: A Survey of Empirical Studies of the Enforcement of the U.S. Securities Law, 6 *European Company and Financial Law Review* 164 (2009) (with James Cox).

Common Challenges Facing Shareholder Suits in Europe and the United States, 6 *European Company and Financial Law Review* 348 (2009) (with James Cox).

Celebrating 35 Years of Leadership in Corporate Law Scholarship, 35 *Journal of Corporation Law* 691 (2010).

Arbitration Clauses in CEO Employment Contracts: An Empirical and Theoretical Analysis, 63 *Vanderbilt Law Review* 959 (2010) (with Erin O'Hara and Kenneth Martin).

Lying and Getting Caught: An Empirical Study of the Effect of Securities

Class Action Settlements on Targeted Firms, 158 University of Pennsylvania Law Review 1877 (2010) (with James Cox and Lynn Bai).

Executive Compensation in the Courts: Board Capture, Optimal Contracting and Officer Fiduciary Duties, 95 University of Minnesota Law Review 846 (2010) (with Harwell Wells).

The Effect of ISS Recommendations on Mutual Fund Voting, 55 Villanova Law Review 1 (2010) (with James Cotter and Alan Palmiter).

A Comparison of U.S. and Australian Executive Remuneration Contracts, 64 Vanderbilt Law Review (forthcoming 2011) (with Ronald Masulis and Jennifer Hill).

TALKS GIVEN

"Auctioning Class Actions and Derivative Lawsuits," Yale University, Second Annual Meeting American Law and Economics Association, May 16, 1992.

"Auctions of Lawsuits," Amos Tuck School of Business, Dartmouth College, Hanover, New Hampshire, May 29, 1992.

"Sales of Lawsuits," Ninth Annual Meeting European Law and Economics Association, London, England, September 18, 1992.

"Defensive Tactics in Proxy Contests," University of Indiana at Bloomington, Bloomington, Indiana, October 16, 1992.

"Auctions in Bankruptcy," Northwestern University, Third Annual Meeting American Law and Economics Association, April 30, 1993.

"Auctions in Bankruptcy," International Bankruptcy Conference, Jonkoping, Sweden, August 24, 1993.

Discussant, Tenth Annual Meeting European Law and Economics Association, Lund, Sweden, August, 1993.

"Rights Plans in Proxy Contests," Georgetown University, Washington, D.C., September 15, 1993

"The Efficiency of Sharing Liability for Hazardous Waste: Effects of Uncertainty Over Damages," Stanford University, Fourth Annual Meeting American Law and Economics Association, May 14, 1994.

"Improving Shareholder Monitoring of Corporate Management," Temple University, March 22, 1995.

"The Efficiency of Sharing Liability for Hazardous Waste: Effects of Uncertainty Over Damages," 6th Joint Conference of European Association of Law and Economics and the Geneva Association, Geneva, Switzerland, April 11, 1995.

"The Efficiency of Sharing Liability for Hazardous Waste: Effects of Uncertainty Over Damages," 11th Annual Meeting of European Association of Law and Economics, Berne, Switzerland, September 7, 1995.

"Improving Shareholder Monitoring of Corporate Management," Finance Department, School of Business, University of Missouri at Columbia, Columbia, Missouri, October 27, 1995.

"Portfolio Investors in Emerging Economies: Do They Further Economic Development?," Cornell Law School, Cornell University, Ithaca, New York, November 3, 1995; Boston University School of Law, Boston, Massachusetts, December 1, 1995.

"Using State Inspection Statutes for Discovery in Federal Securities Actions," Case Western Law School, Cleveland, Ohio, November 22, 1996.

"Shareholder Campaigns Mounted by Employee and Union Groups," New York University School of Law, 50th Annual Conference on Labor, May 30, 1997.

"The Effect of Uncertainty on Manufacturing Defect and Component Parts Liability Law," 14th Annual Meeting of European Association of Law and Economics, Barcelona, Spain, September 5, 1997.

"The Implications of the Private Securities Litigation Reform Act," 1998 F. Hodge O'Neal Corporate & Securities Law Symposium, Washington University School of Law, March 16, 1998.

"Caremark and Corporate Compliance Programs," American Society of Corporate Secretaries, Indianapolis, Indiana, November 18, 1998.

"The Effect of Shareholder Proposals on Executive Compensation," Vanderbilt Law and Economics Workshop, February 25, 1999; University of Cincinnati Annual Conference on Corporate Law, March 11, 1999;

Duke Law School Faculty Workshop, April 20, 1999.

Commentator, Georgetown University School of Law, Conference on

Team Production, March 4-5, 1999.

“The Determinants of Shareholder Voting on Stock Option Plans,” Wake Forest Law School, Conference on Executive Compensation, March 31, 2000; Emory Law School Faculty Workshop, November 11, 1999.

“Megafirms,” Vanderbilt University Law School Faculty Workshop, September, 2000 and UCLA Law School Faculty Workshop, April, 2001.

“Market Reaction to Highly Dilutive Stock Option Plans,” Conference on Entrepreneurship, Lewis and Clark Law School, October 2000.

“What Do CEO’s Bargain For?,” Conference on Contracts With Highly Skilled Workers, Georgetown University Law Center, November 2000.

“Litigating Challenges to Executive Pay,” Institute for Law and Economic Policy, March 2001.

“Should Shareholders Have A Greater Say Over Executive Pay?,” Conference on Corporate Governance, Cambridge University, Cambridge, England, May 2001.

“The Globalization (Americanization) of Executive Pay: Yes, No or Maybe?,” Georgetown Law School’s Sloan Conference on Corporate Governance, October 11, 2002; Columbia Law School’s Conference on Global Markets and Domestic Institutions, October 26, 2001 and April 5, 2002; American Association of Law School’s Annual Meeting, January 5, 2002.

“Leaving Money on the Table: Do Institutional Investors File Claims in Securities Class Actions?,” Institute for Law and Economic Policy’s Conference on Corporate and Securities Litigation, March 16, 2002.

Georgetown Law School’s Conference on Field Study Methodology in Legal Research and Teaching About Business, Nov. 1-2, 2002.

Stanford Law School’s International Conference on Cross-Listing of Emerging Market Companies on Foreign Exchanges, Nov. 22-23, 2002.

“Reassessing The Lead Plaintiff Provision: Is The Experiment Paying Off?,” Institute for Law and Economic Policy, April 4, 2003.

“Executive Compensation,” University of Delaware School of Business, May 10, 2003.

“Regulation and Globalization (Americanization) of Executive Pay,”

University of California at Berkeley, August 22, 2003.

“The New Look of Shareholder Litigation: Acquisition-Oriented Class Actions,” Cornell Law School, November 21, 2003.

“Explaining the International CEO Pay Gap,” Keynote Speaker, Melbourne University School of Law, Melbourne, Australia, February 13, 2004.

“What Do CEO’s Bargain For?,” Fourth Annual Vanderbilt Law and Business Conference, March 26, 2004; University of Texas at Austin Business School, April 16, 2004; University of Kentucky Law School, October 14, 2004.

“The Public and Private Faces of Derivative Lawsuits,” Institute for Law and Economic Policy, April 23, 2004.

“Institutional Investors’ Failure to File Claims in Securities Fraud Class Actions,” Federal Reserve Bank Regulators Annual Meeting, July 20, 2004.

“Public and Private Enforcement of the Securities Laws: Have Things Changed Since Enron?,” The SEC at 70 Conference, Notre Dame Law School, September 24, 2004.

“What is Corporate Law’s Place in Promoting Societal Welfare?,” Conference in Honor of Bill Klein, San Francisco, CA., January 8, 2005.

“The Future of Business Law Education,” ABA Business Law Section Panel on Legal Education, March 31, 2005.

“Empirically Reassessing the Lead Plaintiff Provision,” Institute for Law and Economic Policy conference on April 8<sup>th</sup>, 2005; UCLA Faculty Workshop on April 25, 2005; Tilburg University in Holland, September 16, 2005; Cornell Faculty Workshop on September 22, 2005; and Fordham Law School conference on November 4, 2005.

“Delaware Derivative Law Suits,” Penn Law School Corporate Roundtable on April 15, 2005.

“Institutional Investors Failure to File Claims in Settlements,” Stockholm, Sweden at International Institutional Investors’ Conference on June 7, 2005.

“Recent Developments in Securities Law,” American Association of Law

Schools Annual Meeting, January 4, 2006.

“Shareholder Proposals in the New Millennium,” Conference at Claremont Colleges on February 3<sup>rd</sup>; Georgetown Law School on April 28<sup>th</sup>; Washington University School of Law on October 25<sup>th</sup>, 2006.

Does the Lead Plaintiff Matter?,” Institutional Investors on March 17<sup>th</sup>; Institute for Law and Economic Policy conference on May 5<sup>th</sup>, 2006.

“Hedge Fund Shareholder Activism,” Vanderbilt Law and Business conference, October 13<sup>th</sup>, 2006; American Association of Law Schools Annual Meeting, Washington, D.C. on January 5, 2007; Vanderbilt Law School Law and Business Workshop, February 19<sup>th</sup>, 2007; University of Virginia Law School conference on February 16, 2007; Duke Law School workshop on March 2, 2007; Investor Activism conference at the University of Amsterdam on March 9, 2007; University of Washington workshop on April 6, 2007; American Association of Law and Economics Annual Meeting on May 6, 2007; European Finance Association, Vienna, Austria, June 29, 2007.

“The Delaware Appraisal Statute,” Penn Law School Roundtable, December 8<sup>th</sup>, 2006.

“The Role of Institutional Investors in Private Securities Class Actions,” Conference on Labor As An Investor, Harvard Law School, May 4, 2007.

“Claims Filing By Foreign Institutional Investors in Securities Fraud Class Actions,” Speech to a Committee of English Parliament (House of Lords and House of Commons), June 25, 2007.

“A Survey of Empirical Studies of U.S. Public and Private Securities Enforcement Efforts,” Institute for Law and Economic Policy, June 11, 2008; European Corporate Governance and Financial Review conference, Vienna, Austria, October 11, 2008; Southeastern Association of Law Schools conference, Palm Beach, Florida, August 5, 2009; University of Benevento, Benevento, Italy, September 30, 2009.

“Does Private Equity Create Wealth?,” University of Chicago Law School conference, June 21, 2008; University of Pennsylvania Law School workshop, October 24, 2008; Harvard Law School faculty workshop, November 13, 2008.

“Do Differences in Fraud Pleading Standards Cause Forum Shopping in Securities Class Actions?: Doctrinal and Empirical Analyses,” University of Wisconsin Law School and Institute for Law and Economic Policy,

October 17, 2008.

“International Executive Pay: Current Practices and Future Trends,” University of Naples conference, Naples, Italy, December 15, 2008; University of Sydney Law School, Sydney, Australia, June 2, 2009; LUISS University, Rome, Italy, October 1, 2009.

“The Effect of ISS Recommendations on Mutual Fund Voting,” Villanova Law School conference, March 14, 2009; Italian Law and Economics Association Meeting, Florence, Italy, December 4, 2009.

“Comparing U.S. and Australian CEO Employment Contracts,” University of Sydney Law School conference, Cambridge, England, May 9, 2009; Wake Forest Law School, April 1, 2009; Conference on Executive Compensation, Vanderbilt Law School, February 26, 2010.

**GRANTS RECEIVED**

Australian National Research Council Grant to Study US and Australian CEO Employment Contracts and Compensation (2006).

Sloan Foundation Grant to Study International Compensation Consulting Businesses (2006).

**REFeree FOR  
LEGAL  
PUBLICATIONS**

Referee for Journal of Corporate Finance.

Referee for International Review of Law and Economics.

Referee for Journal of Empirical Legal Studies.

Referee for Journal of Legal Studies.

Referee for American Law and Economics Review.

Referee for Corporate Governance: An International Review.

**OTHER POSITIONS**

Research Associate, European Corporate Governance Institute, 2006-present

Director, Law & Business Program, 2000 - present.

Director, Vanderbilt-in-Venice Program, 2001 – 2010.

Director, Vanderbilt LLM Program, 2004- present.

Lateral Appointments Committee, Vanderbilt Law School, 2009-2010.

Chair, Curriculum Committee, Vanderbilt Law School, 2001 – 2003.

Chair, Business Associations Section, American Association of Law Schools, 2005-2006.

Co-Director, Iowa Bordeaux Law Program, 1997 - 1999.

Executive Committee Member, Law and Economics Section, Association of American Law Schools, 1994-95.

Chair, Speakers' Committee, University of Iowa College of Law, 1995.

Member, Faculty Appointments Committee, University of Iowa College of Law, 1996-1998.

Faculty Advisor to the Journal of Corporation Law, University of Iowa College of Law, 1990 - 1999.

Faculty Supervisor for Iowa Law School's Legal Clinic externs to United States Attorney's office, Iowa State Attorney General's office, and various federal judges, 1992 - 1999.

Member of the Faculty of the African Studies Program at the University of Iowa, 1990 - 1999.

Faculty Supervisor for the Iowa Law School's Delaware Supreme Court externship program, 1991 - 1995, 1996 - 1999.

Faculty Supervisor for Undergraduate Pre-Law Society, University of Iowa College of Law, 1992 - 1995.