

# Paul Rose

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## Academic Appointments

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### **CASE WESTERN RESERVE UNIVERSITY SCHOOL OF LAW**

Dean and Professor of Law, 2024-Present

### **OHIO STATE UNIVERSITY – MORITZ COLLEGE OF LAW**

J. Gilbert Reese Chair in Contract Law, 2022-2024

Associate Dean for Strategic Initiatives, 2020-2024

Executive Director, Program on Law, Finance & Governance, 2014-2024

Associate Dean for Academic Affairs, 2016-2020

Professor of Law, 2014-2024

Associate Professor of Law (with tenure), 2011-2014

Assistant Professor of Law, 2007-2011

**College/University Awards:** 2023 Morgan E. Shipman Outstanding Professor Award; 2023 AALS Teacher of the Year; 2022 Ohio State University Alumni Award for Distinguished Teaching; 2022 AALS Teacher of the Year; 2015 Moot Court Outstanding Service Award; 2014 Morgan E. Shipman Outstanding Professor Award; 2014 AALS Teacher of the Year; 2010-2011 Student Bar Association 2L/3L Professor of the Year

**Courses:** Business Associations; Securities Regulation; Corporate Finance; Investment Management Law; Comparative Corporate Law

### **NORTHWESTERN UNIVERSITY SCHOOL OF LAW**

Visiting Assistant Professor in Securities & Finance, 2005-2007

## Professional Experience

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### **WORLD BANK**

Senior Legal Consultant, Finance, Competitiveness & Innovation Global Practice, 2019-2022

### **COVINGTON & BURLING**

Associate, Corporate & Securities Practice Group, 2001-2005

### **SECURITIES AND EXCHANGE COMMISSION**

Law Clerk, Office of Mergers & Acquisitions, Division of Corporation Finance, Summer 2000

### **CITIBANK, NA**

Assistant Trader, Equity and Emerging Market Derivatives, 1996-1997

## Publications

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### Books and Book Chapters

**OHIO SECURITIES LAW AND PRACTICE** (treatise; update forthcoming 2026)

**The Impact of Tax Laws and International Treaties on Sovereign Wealth Funds**

THE PALGRAVE HANDBOOK ON SOVEREIGN WEALTH FUNDS (Palgrave Macmillan, 2024)

**Sovereign Wealth Funds and Shareholder Activism: Corporate Governance and Public Policy Deliberations**

THE PALGRAVE HANDBOOK ON SOVEREIGN WEALTH FUNDS (Palgrave Macmillan, 2024)

[AN INTRODUCTION TO THE LAW OF BUSINESS ORGANIZATIONS](#)

(with Stephen B. Presser) (3d edition, 2023)

[STRATEGIC INVESTMENT FUNDS: ESTABLISHMENT AND OPERATIONS](#)

(with Divakaran, Halland, Lorenzato, and Sarmiento-Saher) (World Bank, 2022)

[Sovereign Funds and Domestic Political Risk](#)

THE OXFORD HANDBOOK OF SOVEREIGN WEALTH FUNDS (Oxford University Press, 2017)

[The U.S. Foreign Investment and National Security Act: Assessing the First Five Years of Implementation](#)

RESEARCH HANDBOOK ON SOVEREIGN WEALTH FUNDS AND INTERNATIONAL INVESTMENT LAW  
(Edward Elgar, 2015)

**HIGH COURT CASE SUMMARIES ON CONSTITUTIONAL LAW**

(West, 2000) (co-author)

**HIGH COURT CASE SUMMARIES ON CRIMINAL LAW**

(West, 2000) (co-author)

### Articles & Essays

[Corporate Sustainable Finance](#)

JOURNAL OF LAW & POLITICAL ECONOMY (forthcoming 2024)

[State Venture Capital](#)

JOURNAL OF CORPORATION LAW (forthcoming 2024)

[Dirty SOEs](#)

71 UCLA LAW REVIEW DISCOURSE 98 (2024)

[Governing the Wealth of Nations: The Santiago Principles at 15](#)

57 INTERNATIONAL LAWYER 149 (2024)

[The Failure of the Corporate Governance Market](#)

48 JOURNAL OF CORPORATION LAW 108 (2024) (Response to Bryce C. Tingle KC, *Returning Markets to the Center of Corporate Law*)

[Functional Federalization of Corporate Governance Since Sarbanes-Oxley](#)

78 BUSINESS LAWYER 721 (2023)

[Sustainability Verification](#)

72 AMERICAN UNIVERSITY LAW REVIEW 1017 (2023)

[Chinese State Capitalism and the Holding Foreign Companies Accountable Act](#)

96 SOUTHERN CALIFORNIA LAW REVIEW POSTSCRIPT 172 (2023)

[Regulating Strategic Sovereign Wealth](#)

48 BYU LAW REVIEW 1345 (2023) (selected for the Fourth Conference on Law & Macroeconomics, 2021)

[The New Great Wall Against China](#)

NATIONAL SECURITY LAW BRIEF Vol. 12 No. 2 (2022)

[Catalyzing Sustainable Investment](#)

51 ENVIRONMENTAL LAW 1221 (2021)

[Toward a National Resilience Fund](#)

116 NORTHWESTERN UNIVERSITY LAW REVIEW ONLINE 41 (2021)

[Pillars of the Post-Pandemic Economy](#)

IE Sovereign Wealth Lab – 2020 Annual Report (2021)

[The Sustainable Development Goals and The Market for Sustainable Investments](#)

IE Sovereign Wealth Lab – 2019 Annual Report (with Javier Capapé) (2020)

[Technology, Venture Capital, and SWFs: The Role of the Government in Forging Innovation and Change](#)

IE Sovereign Wealth Lab – 2019 Annual Report (with Javier Capapé) (2020)

[The Political and Governance Risks of Sovereign Wealth](#)

ANNALS OF CORPORATE GOVERNANCE Vol. 4 No. 3 PP. 147-271 (2019) (peer-reviewed)

[Certifying The ‘Climate’ in Climate Bonds](#)

CAPITAL MARKETS LAW JOURNAL, Volume 14, Issue 1, January 2019 (peer-reviewed)

[Public Wealth Maximization: A New Framework for Public Fund Fiduciary Duties](#)

2018 ILLINOIS LAW REVIEW 891 (selected as one of TAX NOTES’ “Ten Notable Employee Benefits Articles of 2018”)

[The Small IPO and the Investing Preferences of Mutual Funds](#)

47 JOURNAL OF CORPORATE FINANCE 151, December 2017 (peer-reviewed) (with Robert Bartlett and Steven Davidoff Solomon)

[What Responsibilities Do Sovereign Funds Have to Other Investors?](#)

52 WAKE FOREST LAW REVIEW 889 (2017) (Symposium)

[Sovereign Fund Selling, Market Volatility, and Systemic Risk](#)

Sovereign Investment Lab, Centro Baffi, Università Bocconi, 2016 Annual Report

[Where Have All the IPOs Gone? The Hard Life of the Small IPO](#)

6 HARVARD BUSINESS LAW REVIEW 83 (2016) (with Steven Davidoff Solomon)

[U.S. Regulation of Investment by State-Controlled Entities](#)

31 ICSID REVIEW 77 (2016)

[Alternative Investments? State and Local Pension Portfolio Use and Performance](#)

18 JOURNAL OF ALTERNATIVE INVESTMENTS, Issue 3 (Winter 2016) (with Jason Seligman), selected for presentation from a call for papers at the Federal Reserve Bank of Cleveland 2013 Conference on Public Pensions and at the National Tax Association’s 107<sup>th</sup> Annual Conference; peer-reviewed

[A Disclosure Framework for Public Fund Investment Policies](#)

PROCEEDINGS OF THE FIFTH JOINT BIS/WORLD BANK PUBLIC INVESTORS CONFERENCE (2015), selected for publication from an international call for papers at the Fifth Joint BIS/World Bank Public Investors Conference

[Shareholder Activism as a Corrective Mechanism in Corporate Governance](#)

2014 BYU LAW REVIEW 1015 (2015) (with Bernard Sharfman), selected for the John L. Weinberg Center for Corporate Governance Symposium, 2014

[Shareholder Proposals in the Market for Corporate Influence](#)

66 FLORIDA LAW REVIEW 2179 (2014)

[North American Dream: The Rise of U.S. and Canadian Sovereign Wealth](#)

ESADEgeo 2014 Sovereign Wealth Fund Report

[Sovereign Shareholder Activism: How SWFs Can Engage in Corporate Governance](#)

Sovereign Investment Lab, Centro Baffi, Università Bocconi, 2013 Annual Report, [posted](#) on the Harvard Law School Forum on Corporate Governance and Financial Regulation

[The Management of Public Natural Resource Wealth](#)

REVISTA BRASILEIRA DE POLITICAS PUBLICAS (2013) (solicited; peer-reviewed)

[Sovereign Investing and Corporate Governance: Evidence and Policy](#)

18 FORDHAM JOURNAL OF CORPORATE & FINANCIAL LAW 931 (2013)

[Dodd-Frank Regulators, Cost-Benefit Analysis, and Agency Capture](#)

66 STANFORD LAW REVIEW ONLINE 9 (2013) (with Christopher Walker)

[State Capitalism and the Foreign Corrupt Practices Act](#)

73 OHIO STATE LAW JOURNAL 1069 (2013) (Symposium)

[Regulating Risk by “Strengthening Corporate Governance”](#)

17 CONNECTICUT INSURANCE LAW JOURNAL (2011) (Symposium)

[On the Role and Regulation of Proxy Advisors](#)

109 MICHIGAN LAW REVIEW ONLINE (2010)

[Common Agency and the Public Corporation](#)

63 VANDERBILT LAW REVIEW 1355 (2010)

[Sovereign Wealth Fund Investment in the Shadow of Regulation and Politics](#)

40 GEORGETOWN JOURNAL OF INTERNATIONAL LAW 1247 (2009) (Symposium)

[Sovereign Wealth Funds: Active or Passive Investors?](#)

118 YALE LAW JOURNAL ONLINE 104 (2008)

[Sovereigns as Shareholders](#)

87 NORTH CAROLINA LAW REVIEW 83 (2008)

[The Corporate Governance Industry](#)

32 JOURNAL OF CORPORATION LAW 101 (Summer 2007), abstracted in Bowne Digest for Compliance Professionals (Jan 2008)

[Capital Markets Competitiveness: A Survey of Recent Reports](#)

2 ENTREPRENEURIAL BUSINESS LAW JOURNAL 439 (2007) (with Cyrus Afshar)

[Balancing Public Market Benefits and Burdens for Smaller Companies Post-Sarbanes-Oxley](#)

41 WILLAMETTE LAW REVIEW 707 (2005), reprinted in SEC. L. REV. (2007), abstracted in Bowne Digest for Compliance Professionals (Nov. 2006)

[EU Company Law Convergence Possibilities After Centros](#)

11 Transnational Law & Contemporary Problems 121 (Note) (2001)

[Developing a Market for Employment Discrimination Claims in the Securities Industry](#)

48 UCLA LAW REVIEW 399 (2000-2001) (Note) (2001 Benjamin Aaron Award)

[A Market Response to the European Union Directive on Privacy](#)

4 UCLA JOURNAL OF INTERNATIONAL LAW AND FOREIGN AFFAIRS 445 (1999-2000) (Note) (2001 Morris Greenspan Award)

**Selected Other Works**

[Comment Letter: Comments for The Enhancement and Standardization of Climate-Related Disclosures for Investors](#), submitted to the Securities & Exchange Commission (June 13, 2022)

[Comment Letter: Comments on Proposed Proxy Voting Advice Amendments](#), submitted to the Securities & Exchange Commission (December 22, 2021) (with Christopher J. Walker)

[Revisiting the SEC's Proxy Advisor Rule](#), Harvard Law School Forum on Corporate Governance and Financial Regulation (December 3, 2021) (with Christopher J. Walker)

[Proxy Advisors and Market Power: A Review of Institutional Investor Robovoting](#), Harvard Law School Forum on Corporate Governance and Financial Regulation (May 28, 2021)

[Comment Letter: Comments on Climate Change Disclosures](#), submitted to the Securities & Exchange Commission (May 20, 2021)

[How Financial Institutions Disenfranchise Everyday Investors](#), National Review Capital Matters (May 12, 2021)

[Debt for Climate: Green Bonds and Other Instruments](#)

Ohio State Legal Studies Research Paper No. 595 (April 5, 2021)

[Proxy Advisors and Market Power: A Review of Institutional Investor Robovoting](#), Report for the Manhattan Institute (April 2021)

[The Congressional Review Act and the Biden Administration's Approach to Financial Regulation](#), Harvard Law School Forum on Corporate Governance and Financial Regulation (January 29, 2021)

[Examining the SEC's Proxy Advisor Rule](#)

Harvard Law School Forum on Corporate Governance and Financial Regulation (December 3, 2020)

[Examining the SEC's Proxy Advisor Rule](#)

Report for U.S. Chamber of Commerce (November 2020)

[Comment Letter: Fiduciary Duties Regarding Proxy Voting and Shareholder Rights](#)

Submitted to the Department of Labor (October 5, 2020) (earlier work was cited in the Department of Labor's proposed rule (85 Fed. Reg. 55219, September 4, 2020))

[Asset Managers' Fiduciary Duties and Proxy Advisors](#)

Bipartisan Policy Center (April 27, 2020)

[Transparency in Proxy Voting and Advice](#)

ETHICAL BOARDROOM (February 2020)

[Green Market-Makers: Governments as Catalysts of Sustainable Investment](#)

Selected for 2019 European Society of International Law Conference on Socially Responsible Foreign Investment under International Law

[Voting Records Support Concerns over Proxy Firms' Influence](#)

LAW360 (December 12, 2019)

[Robovoting and Proxy Vote Disclosure](#)

Harvard Law School Forum on Corporate Governance and Financial Regulation (November 25, 2019) (cited by the Employee Benefits Security Administration, Department of Labor, *Fiduciary Duties Regarding Proxy Voting and Shareholder Rights*, 85 FR 55219)

[Comment Letter: Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice](#)

Submitted to the Securities & Exchange Commission (November 14, 2019)

[Comment Letter: SEC Roundtable on the Proxy Process](#)

Submitted to the Securities & Exchange Commission (September 20, 2018)

[FIRREA and National Security](#)

Ohio State Public Law Working Paper No. 452 (August 2018)

[Public Funds Investment Policies: 2017 Survey](#)

Ohio State Public Law Working Paper (March 2018)

[Will US Investors Diverge from Trump on Climate Change?](#)

ETHICAL BOARDROOM (Summer 2017)

[Public Fund Governance and Private Fund Fees](#)

Lowell Milken Institute for Business Law and Policy & UCLA School of Law 2016 Private Fund Report

[Sovereign Funds and External Asset Manager Fees: The Governance Connection](#)

Ohio State Public Law Working Paper No. 355 (July 2016)

[The New New Era of Shareholder Activism](#)

ETHICAL BOARDROOM (April 2016)

[Public Funds Investment Policies: 2016 Survey](#)

Ohio State Public Law Working Paper No. 376 (February 2017)

[Public Funds Investment Policies: 2015 Annual Review](#)

Ohio State Public Law Working Paper No. 313 (October 2015)

[Sovereign Investors and the Problem of Deadweight Shareholders](#)

ETHICAL BOARDROOM (December 2014)

[SWFs Catch the Fever: Their Coffers Bulging with Trillions of Dollars, Sovereign Wealth Funds Are Boosting Their Real Estate Commitments Across the Western Hemisphere](#)

The Institutional Real Estate Letter – Americas, Vol. 26, Number 8 (September 2014) (reprinted in the November 2014 issue of The Institutional Real Estate Letter – Europe)

[Cost-Benefit Analysis: A Tool for Good Governance in Financial Regulation](#)

RegBlog, University of Pennsylvania School of Law (2013) (with Christopher Walker)

[The Importance of Cost-Benefit Analysis in Financial Regulation](#)

Center for Capital Markets Competitiveness (March 2013) (with Christopher J. Walker)

[American Sovereign Wealth](#)

Ohio State Public Law Working Paper No. 161 (November 2011)

**The New NYSE and NASDAQ Corporate Governance Listing Standards**  
THE M&A LAWYER (Nov./Dec. 2003) (co-author)

## **Selected Presentations and Testimony**

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**Corporate Sustainable Finance**

Corporate Governance, Finance & Climate Change Symposium, Journal of Law & Political Economy  
September 22, 2023

**Politics in the Boardroom**

ABA Business Section Annual Meeting, Seattle, Washington  
April 27, 2023

**Functional Federalization Since Sarbanes-Oxley**

Sarbanes-Oxley at 20 Conference, UCLA Law Lowell Milken Institute of Business Law and Policy  
October 21, 2022

**Strengthening the Role of African Sovereign Wealth Funds in the International Financial System:  
Investing for Impact**

Third High-level Sovereign Wealth Fund Conference, Wilson Center, Washington DC  
August 11-12, 2022

**Regulating Strategic Sovereign Wealth**

Conference on Sovereign Wealth Funds and Capitalist States: Issues and Challenges, Dubai, UAE  
May 20, 2022

New York University - Abu Dhabi  
April 13, 2022

Fourth Conference on Law and Macroeconomics, Yale Law School  
October 28, 2021

**Sustainable Investing: Decarbonizing Portfolios and Financing Green Development**

Environmental Professionals Network, Ohio State University  
January 18, 2022

**Robovoting and Proxy Fights**

Activist Investing Today (TheDeal.com podcast)  
May 31, 2021

**The Rise of Robovoting: Proxy Advisory Firms and Institutional Investors**

Manhattan Institute webcast  
May 12, 2021

**SWFs After the Pandemic Crisis**

IE 2020 Sovereign Wealth Funds Report Presentation  
March 4, 2021

**Earth Day 2021: The Role of the Rule of Law in Building a More Sustainable and Just Future**

Discussions from Drinko Hall, Ohio State University  
April 22, 2021

**Long Live the Sovereign Fund**

J. Reuben Clark Law Society Conference  
April 15, 2021

**Corruption Risks to SWFs**

Participant in Workshop on Democracy, Conflict, and Governance Program at the Carnegie Endowment for International Peace and Global Financial Integrity  
March 11, 2021

**Corporate Social Responsibility: Maximizing Returns and Community Benefits**

The Ohio State Business Law Journal 2020 Symposium  
February 21, 2020

**The Business Roundtable's Statement of Corporate Purpose**

Ohio State Bar Association  
November 1, 2019

**Green Market-Makers: Governments as Catalysts of Sustainable Investment**

European Society of International Law, Lisbon  
October 24, 2019

**Regulation Best Interest**

Columbus Bar Association, Financial Services Committee  
November 27, 2018

**FIRRMA and National Insecurity**

European China Law Studies Association, Turin  
September 14, 2018

**SEC Regulation of Cryptocurrency Exchanges**

Association of Corporate Counsel, Central Ohio Chapter  
June 1, 2018

**The Kokesh v. SEC Ruling: Significant Implications for Financial Regulatory Investigations**

The Knowledge Group, Webcast  
November 13, 2017

**Foreign Investment in the Age of Trump**

China Association of Chief Legal Officers, Beijing  
July 22, 2017

**Can the Small IPO Be Revived? A Legal and Theoretical Analysis**

Southwest University of Political Science and Law, Chongqing  
July 18, 2017

**The Businessman President: Regulatory Reform in the Trump Administration**

Association of Corporate Counsel, Central Ohio Chapter  
June 12, 2017

**What Responsibilities Do Sovereign Funds Have to Other Investors?**

Wake Forest University  
March 24, 2017



**Public Pension Funds and Private Fund Fees**

UCLA Private Funds Conference

May 19, 2016

**Delaware Corporation Use of Enabling Statutes: An Empirical Analysis**

LEC Workshop for Law Professors on Empirical Methods

May 22, 2015

**State Venture Capitalism**

2015 Law and Entrepreneurship Association Retreat

March 21, 2015

**A Disclosure Framework for Public Fund Investment Policies**

Fifth Joint BIS/World Bank Public Investors Conference

November 18, 2014

**The Disappearing Small IPO and the Lifecycle of the Small Firm**

2014 Conference on Empirical Legal Studies

November 8, 2014

**Back to Basic (v. Levinson): Hot Topics in Securities Litigation**

Ohio Securities Conference

October 31, 2014

**North American Dream: The Rise of U.S. and Canadian Sovereign Wealth**

Sovereign Investor Institute September 22, 2014

**Alternative Investments? State and Local Pension Portfolio Use and Performance**

Glenn School Colloquium Series, Ohio State University – Glenn School of Public Policy

April 7, 2014

**Shareholder Proposals in the Market for Corporate Influence**

BCLBE/BBLJ Symposium: Shareholder Activism, UC Berkeley School of Law

April 4, 2014

National Business Law Scholars Conference

June 14, 2013

**Sovereign Investing and Corporate Governance: Evidence and Policy**

The Role of Intermediaries in Corporate Governance: Empirical Evidence and Policy Challenges, Notre Dame Law School

October 25, 2012

**State Capitalism and the Foreign Corrupt Practices Act**

Symposium on the FCPA at Thirty-Five and Its Impact on Global Business, Moritz College of Law

March 16, 2012

**Managing Public Natural Resource Wealth**

Southern Illinois University

April 10, 2013

Central States Law Schools Association 2011 Annual Conference

October 29, 2011

Louisiana State University, Paul M. Hebert Law Center

September 23, 2011

Ohio State University, Moritz College of Law  
August 10, 2011

Midwest Corporate Law Scholars Conference  
June 15, 2011

**Implications of the Foreign Corrupt Practices Act for Sovereign Wealth Funds**  
Institutional Investor Americas Government Funds Roundtable, Washington, DC  
September 19, 2011

**Regulating Risk by “Strengthening Corporate Governance”**  
Symposium on Regulating Risk, University of Connecticut School of Law  
April 16, 2010

**The Competitiveness of U.S. Capital Markets**  
Washington D.C. Bar Association  
March 12, 2010

**Corporate Governance Ratings Agencies and Conflicts of Interest**  
World Growth Forum, Washington, DC  
October 29, 2009

**Corporate Governance and U.S. Government Investment**  
2009 Ohio Securities Conference  
October 23, 2009

**Sovereign Wealth Fund Investment in the Shadow of Regulations and Politics**  
Symposium on Sovereign Wealth Funds, Georgetown University Law Center  
March 30, 2009

**Regulating Shareholder Influence**  
Conference on New Research in Regulation of Corporations, Managers, and Financial Markets, Washington  
University in St. Louis School of Law  
March 6, 2009

University of Cincinnati School of Law  
February 13, 2009

Ohio Legal Scholarship Workshop  
January 24, 2009

**Sovereigns as Shareholders**  
Corporate Law Colloquium, University of Illinois College of Law  
October 29, 2008

## Education

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**UCLA SCHOOL OF LAW**  
JD, 2001

Chief Articles Editor, UCLA L. Rev. Vol. 48  
Aaron Award (best note by a graduating student); Greenspan Prize (best note on the topic of international law); 2001 Schramm World Affairs Writing Competition winner (national student writing competition)

## **BRIGHAM YOUNG UNIVERSITY**

B.A., Philosophy (with University Honors), 1995

## **Research Affiliations and Visiting Appointments**

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### **OHIO STATE UNIVERSITY – SUSTAINABILITY INSTITUTE**

Fellow, 2023-2024

### **SOVEREIGNET, THE FLETCHER SCHOOL, TUFTS UNIVERSITY**

Research Affiliate, 2012-Present

### **SOVEREIGN WEALTH LAB, IE BUSINESS SCHOOL, MADRID**

Non-Resident Fellow, 2016-2020

### **OHIO STATE UNIVERSITY – FISHER COLLEGE OF BUSINESS**

Fellow, Risk Institute, 2016-2019; Fellow, National Center for the Middle Market, 2013-2016

### **SOVEREIGN INVESTMENT LAB, UNIVERSITÀ BOCCONI, MILAN**

Fellow, 2015-2018

### **FACULTAD LIBRE DE DERECHO DE MONTERREY**

Visiting Professor, 2019

### **CHINA UNIVERSITY OF POLITICAL SCIENCE AND LAW**

Visiting Professor, 2016-2018, 2020-2023

### **QATAR UNIVERSITY**

Visiting Professor, 2013

## **Selected Media Commentary**

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Expert commentary for numerous U.S. and international media outlets, including Accredited Investor, Associated Press, Bloomberg, California Lawyer, China Daily, Corporate Counsel, The Deal, Directorship Magazine, Financial Times, Financial Week, Governing, Forbes, Global Financial Strategy, IA Watch, Law360, Lawyers Weekly, Les Echos, National Public Radio, Reuters, and the Wall Street Journal.

Blog: [statecapitalist.org](http://statecapitalist.org) (2012-2015); [statecapitalist.wordpress.com](http://statecapitalist.wordpress.com) (2015-2020)

Guest contributor: Business Law Prof, Columbia Blue Sky Blog, The Conglomerate, FCPA Professor, Harvard Law School Forum on Corporate Governance, Oxford SWF Blog, and the Penn Regulatory Review

## **Professional, University, College, and Community Service**

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### **Professional**

**American Law Institute**, Elected Member, 2023; Members Consultative Groups: Uniform Commercial Code Issues & Restatement of the Law, Corporate Governance

**American Bar Association**, Business Law Section, Shareholder Activism and Engagement Subcommittee, Co-Chair, 2023-2025; Corporate Governance Committee Academic Advisory Panel, 2020-2023

**American Association of Law Schools Section on Business Associations**, Executive Committee, 2015-2017

**Fulbright Specialist Roster, 2022-Present**

**Ohio State University**

**Sustainability Institute, Sustainable Finance Exploratory Research Group, Convener, 2021-2024**

**President Search Advisory Committee, 2023**

**Academic Program Advisory Committee, 2016-2022 (Convener, 2018-2019)**

**Council on Academic Affairs, Provost's designee, 2019-2021**

**Senior Vice President and General Counsel Search Advisory Committee, 2019-2020**

**University Senate, Fiscal Committee (vice-chair, 2016); Central Support Services Subcommittee (chair 2013-2015)**

**Moritz College of Law**

**Academic Affairs Committee, 2016-2024**

**Administration Committee, 2007-2009; 2018-2022 , 2024**

**Admissions Committee, 2015-2016**

**Appointments Committee, 2009-2013, 2014-2015 (chair), 2017-2018; 2019-2020, 2022, 2022-2023 (chair)**

**Entrepreneurial Business Law Clinic, Clinician Search Committee (chair), 2011-2012; 2017-2018; 2019; 2021**

**Entrepreneurial Business Law Clinic Planning Committee, 2010-2011**

**Graduate Studies Committee, 2022-2024**

**Long-Range Planning Committee, 2013-2014; 2016-2017; 2020-2024**

**Promotion & Tenure Committee, 2024**

**Student Groups**

**Public Interest Law Foundation, Board Member/Faculty Advisor, 2020-2024**

**Business Law Society, Faculty Advisor, 2007-2024**

**Ohio State Entrepreneurial Business Law Journal, Faculty Advisor, 2007-2024**

**Phi Alpha Delta, McKinley Chapter, Faculty Advisor, 2011-2015**

**Securities Law Moot Court Team, Coach 2018-2024 (Champions, 2023; Semifinalists, 2019)**

**Corporate Law Moot Court Team, Coach 2009-2017 (Champions, 2009, 2014, 2016; Finalists, 2012 & 2015, Semifinalists, 2017, Quarterfinalists, 2013)**

**Community**

**Court Appointed Special Advocate for Children/Guardian ad Litem, 2017-Present**

## **Selected Peer Review Service**

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Asian Journal of International Law, Cambridge University Press, Columbia University Press, Global Policy, International Review of Law, Journal of International Business Policy, Journal of Risk and Financial Management, McGill Law Review, MIT Press, Oxford University Press, Review of International Political Economy, Stanford University Press, University of Michigan Press, Wolters Kluwer, Yale Law Journal, Yale University Press

## **Selected Professional Activities and Affiliations**

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### **Bar Membership & Associations**

Admitted to practice in California (2001) (inactive status)

American Bar Association

Ohio State Bar Association

### **Expert Witness, Consulting, and Advisory Work**

Testified on proxy advisors before the Subcommittee on Capital Markets of the House Committee on Financial Services (2025).

Consulted with the U.S. Senate Permanent Subcommittee on Investigations on sovereign wealth fund investment in the United States (2023).

Consultation/expert witness on Ohio corporate law issues (2022-2023).

Consulted with the State of Ohio Attorney General's Office regarding Ohio corporate law matters (2023).

Consulted on sovereign wealth fund legislation and sovereign development fund structuring and legal regulation for the World Bank and various governments (2019-2022).

Expert witness on 10b5-1 plans in a state civil suit (2020).

Expert witness on entity fiduciary duties in a state bar disciplinary proceeding (2019-2020).

Consulted with Securities & Exchange Commission regarding the effects of the Sarbanes-Oxley Act on small businesses (2007) (cited in SEC release).

Advised the Government Accountability Office on issues related to proxy advisory firms (2008) and financial regulation (2014).

Assisted the Board of Bar Examiners of the State of Ohio in updating the business associations section of the Ohio State Bar Examination (2011).

Bar preparation lecturer (Ohio Corporations, Ohio Partnerships, Ohio Personal Property), Themis Bar Review (2009 – 2020).

Advised the Congressional Research Service on issues related to sovereign wealth funds (2008).

Testified on the impact of sovereign wealth fund investment in the United States before the U.S. Senate Committee on Banking, Housing and Urban Affairs (2008)