

ABRIDGED CURRICULUM VITAE

(As at February 2024)

PROFESSOR JENNIFER G. HILL

The Bob Baxt AO Chair in Corporate and Commercial Law
Faculty of Law
Monash University
Clayton, Victoria 3800
Australia

Email: jennifer.hill@monash.edu

SSRN webpage:

https://papers.ssrn.com/sol3/cf_dev/AbsByAuth.cfm?per_id=119970

EDUCATION**The University of Sydney**

B.A. (1976)

LL.B. (Hons) (1979)

University of Oxford

Bachelor of Civil Laws (1981)

CURRENT POSITIONS

- The Bob Baxt AO Chair in Corporate and Commercial Law, Faculty of Law, Monash University (2019-).
- Director, Centre for Commercial Law & Regulatory Studies (CLARS), Monash University (2020-).
- Director and Vice Chair, Global Corporate Governance Colloquia (GCGC) (2022-).
- Director, 'Corporate Purpose' program in the European Corporate Governance (ECGI) 'Responsible Capitalism' project (2022-).

RESEARCH INTERESTS

- Corporate Law; Comparative Corporate Governance; Financial Market Regulation and Enforcement; Shareholder Rights and Protection; Shareholder Stewardship;

Investor Activism; Corporate Culture; Directors' Duties; Executive Compensation; Takeover Law; Corporate Crime; Corporate Law Theory and Legal History.

OTHER POSITIONS AND AWARDS

- Chair, Research Committee, European Corporate Governance Institute (ECGI) (2023).
- ECGI Blog Advisory Board Member (2022-).
- Academic Fellow and Member of the International Research Working Group on Sustainable Finance, Jean Monnet Centre of Excellence EU Sustainable Finance and Law (EUSFil) (2020-2024).
- Reappointment, ECGI Research Committee Member (2020-)
- Life Membership Award, Corporate Law Teachers' Association/Society of Corporate Law Academics (CLTA/SCoLA) (2020-).
- Research Affiliate, Better Policy and Governance, Monash University (2020-).
- Life Membership, Clare Hall, University of Cambridge (2019-).
- Adjunct Research Fellow, British Academy's *Future of the Corporation Programme* (2018).
- Member, Research Committee, European Corporate Governance Institute (ECGI) (2018-).
- Chair, Engagement Committee, European Corporate Governance Institute (ECGI), Brussels (2016).
- Fellow, Australian Academy of Law (AAL) (2012-).
- Advisory Council Member, Centre for International Finance and Regulation (CIFR) (2012-2016).
- Legal Scholar Network Member, European Corporate Governance Institute (ECGI), 'One Share One Vote' project (2006).
- Research Member, European Corporate Governance Institute (ECGI) (2006-).
- Member, Executive Committee, Australian Corporate Law Teachers Association (CLTA) (1995-1998, 2001-2007).
- President, Australian Corporate Law Teachers Association (CLTA) (2004 - 2005).
- Founding Co-Director (with Professor Richard Vann) and Convener, Ross Parsons Centre of Commercial, Corporate and Taxation Law, The University of Sydney Law School (2004-2018).
- Professor of Corporate Law, University of Sydney Law School, Australia (2002-2019) (Senior Lecturer, 1989; Associate Professor, 1996-2002).

- Extended Research Secondment (ERS) Award, Research Institute for Humanities & Social Sciences, The University of Sydney (1998).

VISITING TEACHING AND RESEARCH POSITIONS

- Scholar-in-Residence, Columbia Law School, New York (November-December 2023)
- Dean's Scholar, Georgetown Law, Washington (September-October 2023).
- Visiting Professor, Vanderbilt University Law School (September 2019).
- Visiting Fellow, Clare Hall, University of Cambridge (July-December 2018).
- Visiting Scholar, Chinese University of Hong Kong, Hong Kong (May 2017).
- Visiting Professor, National Taiwan University (NTU) College of Law, Taipei, Taiwan (May 2017).
- Senior Global Research Fellow, Hauser Global Fellows Program, NYU School of Law (Pollack Center for Law and Business) (September - December 2015).
- Herbert Smith Freehills Visitor, Faculty of Law, University of Cambridge) (July-August 2015).
- Foreign Visiting Chair Professorship, University of Ghent, Belgium (May 2013).
- Distinguished Guest Speaker, National Taiwan University (NTU) College of Law, *Commercial and Enterprise Laws Program*, Taipei, Taiwan (December 2008).
- Visiting Scholar, Corporate Law Studies Interest Group (CoSIG), Hong Kong (May 2008).
- Visiting Fellow, European University Institute (EUI), Florence, Italy (May 2007).
- Visiting Professor, University of Hong Kong, Asian Institute of International Financial Law (AIIFL), Hong Kong (2005).
- Visiting Professor, Vanderbilt University Law School (Spring 2003, Spring 2006-2010).
- Visiting Professor, The University of Texas at Austin School of Law (Spring 1999).
- Visiting Professor, University of Virginia School of Law (Fall 1998).
- Visiting Professor, Cornell Law School (Spring 1994).
- Visiting Scholar, Duke University School of Law (Spring 1989).

PUBLICATIONS

1. Books

- THE REGULATORY AFTERMATH OF THE GLOBAL FINANCIAL CRISIS (with Eilis Ferran, Niamh Moloney and John C. Coffee Jr), Cambridge University Press, UK, 2012.
[Featured in *Harvard Law School Forum on Corporate Governance and Financial Regulation*, 30 April 2013. Reviewed in (i) 127 *Harvard Law Review* 852 (2013); (ii) 25 *European Business Law Review* 203 (2014); (iii) 51 *Osgoode Hall Law Journal* 373 (2013-2014)].

2. Edited Books

- RESEARCH HANDBOOK ON SHAREHOLDER POWER (co-edited with Randall S. Thomas), Edward Elgar Publishing Ltd, UK, 2015.
[Reviewed by (i) Justice Ashley Black, Supreme Court of New South Wales, in 90 *Australian Law Journal* 908 (2016); (ii) Professor Brenda Hannigan in 27 *International Comparative and Commercial Law Review* 393 (2016)].
- RESEARCH HANDBOOK ON EXECUTIVE PAY (co-edited with Randall S. Thomas), Edward Elgar Publishing Ltd, UK, 2012.
- THE TAKEOVERS PANEL AFTER 10 YEARS (co-edited with Dr R.P. Austin), Ross Parsons Centre of Commercial, Corporate and Taxation Law, University of Sydney Law School, Australia, 2011.

3. Articles (*indicates invited contribution)

- ‘The Global ESG Stewardship Ecosystem’ (with Dr Tim Bowley), *European Business Organization Law Review* (EBOR) (forthcoming, 2024).
[Featured in (i) *The Columbia Law School Blue Sky Blog*, 3 November 2022 (ii) *Oxford Business Law Blog*, 23 November 2022. Invited presentation at University of Pennsylvania Law School, 21 February 2023].
- ‘Shareholder Inspection Rights: Lessons from Australia’ (with Dr Tim Bowley) 22 *Journal of Corporate Law Studies* 335-364 (2022).
- ‘The Conundrum of Common Ownership’, 53 *Vanderbilt Journal of Transnational Law* 881-906 (2020).*
[Featured in (i) *The Columbia Law School Blue Sky Blog*, 11 June 2020; (ii) *Oxford Business Law Blog*, 24 June 2020. This article formed the basis for a submission by Dr Tim Bowley and me to the Australian Parliament’s Standing Committee on Economics Inquiry into the implications of common ownership and capital concentration in Australia].
- ‘Shifting Contours of Directors’ Fiduciary Duties and Norms in Comparative Corporate Governance’, 5 *UC Irvine Journal of International, Transnational, and Comparative Law* 163-183 (2020).*
[Symposium issue on Transnational Fiduciary Law. Featured in *The Columbia Law School Blue Sky Blog*, 5 February 2020; *Oxford Business Law Blog*, 26 February 2020; ECGI Featured paper series, 10 August 2020].

- ‘Regulatory Cooperation in Securities Market Regulation: The Australian Experience’, 17 *European Company and Financial Law Review (ECFR)* 11-34 (2020).*
[Special issue on IOSCO. Featured in *Oxford Business Law Blog*, 27 May 2020; *The Columbia Law School Blue Sky Blog*, 13 July 2020].
- ‘The Trajectory of American Corporate Governance: Shareholder Empowerment and Private Ordering Combat’ [2019] *University of Illinois Law Review* 507-562.
[Featured in *Harvard Law School Forum on Corporate Governance and Financial Regulation*, 6 March 2017].
- ‘Good Activist/Bad Activist: The Rise of International Stewardship Codes’, 41 *Seattle University Law Review* 497-524 (2018).
[Special issue on Time Horizons. Article featured in (i) *Harvard Law School Forum on Corporate Governance and Financial Regulation*, 11 October 2017; (ii) Vol. 69, No. 10 *Governance Institute of Australia*].
- ‘Centro and the Monitoring Board – Legal Duties Versus Aspirational Ideals in Corporate Governance’, 35 *University of New South Wales Law Journal* 341- 359 (2012).*
[Special issue on Directors’ Duties].
- ‘Comparing CEO Employment Contract Provisions: Differences between Australia and the US’ (with Ronald W. Masulis and Randall S. Thomas), 64 *Vanderbilt Law Review* 559-608 (2011).
[Featured in *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, 17 November 2010. Selected as one of the year’s 10 most notable North American Law Review articles on Employee Benefits – see (2012) 134 *Tax Notes* 1457-1458].
- ‘The Rising Tension between Shareholder and Director Power in the Common Law World’, 18 *Corporate Governance: An International Review* 344-359 (2010).
- ‘Subverting Shareholder Rights: Lessons from News Corp.’s Migration to Delaware’, 63 *Vanderbilt Law Review* 1-51 (2010).
[Lead article in Volume 63 of the *Vanderbilt Law Review*. Selected by the Corporate Practice Commentator’s annual poll of corporate law professors in North America as one of the top 10 corporate and securities articles published in 2010. Reprinted in Robert B. Thompson, ed., 52 *Corporate Practice Commentator* 55 (2010)].
- ‘Then and Now: Professor Berle and the Unpredictable Shareholder’, 33 *Seattle University Law Review* 1005-1023 (2010).
[Special issue to commemorate the launch of the Adolf A. Berle, Jr. Center on Corporations, Law and Society, Seattle, USA].
- ‘Regulatory Show and Tell: Lessons from International Statutory Regimes’, 33 *Delaware Journal of Corporate Law* 819-843 (2008).
[Featured in *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, 16 July 2008].
- ‘Evolving “Rules of the Game” in Corporate Governance Reform’, 1 *International Journal of Corporate Governance* 28-48 (2008).
[Inaugural journal issue, reprinted with permission].

- ‘Regulating Executive Remuneration: International Developments in the Post-Scandal Era’, *Icfai Journal of Corporate and Securities Law*, Icfai University Press, Hyderabad, India (2006).
[Reprinted with permission].
- ‘Regulating Executive Remuneration: International Developments in the Post-Scandal Era’, 3 *European Company Law* 64-74 ((2006).
[Used by the Brazilian Securities and Exchange Commission (CVM) in formulating new standards on executive remuneration].
- ‘The Persistent Debate About Convergence in Comparative Corporate Governance’, 27 *Sydney Law Review* 743-752 (2005).
- ‘Regulatory Responses to Global Corporate Scandals’, 23 *Wisconsin International Law Journal* 367-416 (2005).
- ‘Corporate Criminal Liability in Australia: An Evolving Corporate Governance Technique?’, *Journal of Business Law* 1-44 (2003).
[Lead article in 2003 *Journal of Business Law*. Cited in Australian Law Reform Commission (ALRC), ALRC Report 136, *Corporate Criminal Responsibility*, Final Report (April 2020)].
- ‘Introduction – Comparative Corporate Governance and Takeovers’, 24 *Sydney Law Review* 319-322 (2002).
- ‘Corporate Governance and Executive Remuneration: Rediscovering Managerial Positional Conflict’ (with Charles M. Yablon), 25 *University of New South Wales Law Journal* 294-319 (2002).
[Special issue on Corporate Governance].
- ‘Back to the Future? Bigshop 2 and Defensive Tactics in Takeovers’, 20 *Company and Securities Law Journal* 126-132 (2002).
- ‘Theory and Practice in Takeover Law – Further Reflections on *Pinnacle No 8*’ (with Jeremy Kriewaldt), 19 *Company and Securities Law Journal* 391-396 (2001).
- ‘Visions and Revisions of the Shareholder’ 48 *American Journal of Comparative Law* 39-79 (2000).
- ‘Timing Corporate Disclosures to Maximize Performance-Based Remuneration: A Case of Misaligned Incentives?’ (with Charles M. Yablon), 35 *Wake Forest Law Review* 83-122 (2000).
- ‘Regulatory Rooms in Australian Corporate Law’ (with Joanna Bird), 25 *Brooklyn Journal of International Law* 556-606 (1999).
- ‘Deconstructing Sunbeam – Contemporary Issues in Corporate Governance’, 67 *University of Cincinnati Law Review* 1099-1127 (1999).
[Cited by the Delaware Court of Chancery in *In re the Coleman Company, Inc., Shareholders Litigation*, 750 A. 2d 1202 (Del. Ch. 1999)].

- ‘Deconstructing Sunbeam – Contemporary Issues in Corporate Governance’, 17 *Company and Securities Law Journal* 288-306 (1999).
[Reprinted in Australia with permission].
- ‘Prohibiting Bribery of Foreign Public Officials – Implications for Corporate Criminal Liability’, 16 *Company and Securities Law Journal* 384-388 (1998).
- ‘Public Beginnings, Private Ends – Should Corporate Law Privilege the Interests of Shareholders?’, 9 *Australian Journal of Corporate Law* 21 (1998).
- ‘Remuneration Disclosure in Australia and the United States’, 5 *Corporate Governance: An International Review* 60-66 (1997).
- ‘What Reward Have Ye? Disclosure of Director and Executive Remuneration in Australia’, 14 *Company and Securities Law Journal* 232-247 (1996).
[Recommendations in this article formed the basis for significant law reform in Australia. The recommendations, which received the support of the Parliamentary Joint Committee on Corporation and Securities, were influential in instigating reforms under the *Company Law Review Act* 1998 in relation to remuneration disclosure. The article was also cited in the Report of the Australian Productivity Commission Inquiry, *Executive Remuneration in Australia*, December 2009].
- ‘At the Frontiers of Labour Law and Corporate Law: Enterprise Bargaining, Corporations and Employees’, 23 *Federal Law Review* 204-225 (1995).
- ‘Corporate Groups, Creditor Protection and Cross Guarantees - Australian Perspectives’, 24 *Canadian Business Law Journal* 321-356 (1995).
[Selected by the Corporate Practice Commentator’s annual poll of corporate law professors in North America as one of the top 10 corporate and securities articles published in 1995. Reprinted in Robert B. Thompson, ed., 38 *Corporate Practice Commentator* 381 (1996)].
- ‘Inspection of Corporate Books and Documents by Company Directors’, 13 *Company and Securities Law Journal* 462-466 (1995).
- ‘Corporate Rights and Accountability - The Implications of *Environment Protection Authority v Caltex Refining Co Pty Ltd*’ 7 *Corporate & Business Law Journal*, 7 *Corporate & Business Law Journal* 127-148 (1994).
[Special Issue on Corporate Theory].
- ‘Feminism and Dolls’ Houses’ (with Patricia Loughlan), 15 *Sydney Law Review* 373-382 (1993).
- ‘The Liability of Passive Directors - *Morley v Statewide Tobacco Services Ltd*’, 14 *Sydney Law Review* 504-510 (1992).
[Cited by the New South Wales Court of Appeal in *Daniels v AWA Ltd* (1995) 16 ACSR 607, 657].
- ‘Cross Guarantees in Corporate Groups’, 10 *Company and Securities Law Journal* 312-317 (1992).
- ‘Protecting Minority Shareholders and Reasonable Expectations’, 10 *Company and Securities Law Journal* 86-104 (1992).

- Book Review, ‘Electronic Funds Transfer and Consumer Protection - Transfert Electronique de Fonds et Protection du Consommateur’ (with Dimity Kingsford Smith), 1 *Journal of Banking and Finance: Law and Practice* 296 (1990).
- Note on *TNT Australia Pty Ltd v Normandy Resources NL*, 64 *Australian Law Journal* 221-224 (1990).
- ‘Close Corporations in Australia - The Close Corporations Bill 1988’ 15 *Canadian Business Law Journal* 43-60 (1989).
- ‘Inspection by Shareholders of Corporate Books and Documents’, 61 *Australian Law Journal* 657-659 (1987)
[Cited by the Supreme Court of New South Wales in *Cescastle Pty Ltd v Renak Holdings Ltd* (1991) 9 ACLC 1333].

4. Book Chapters (*indicates invited contribution)

- ‘Hidden Fallacies in the Agency Theory of the Corporation’ in HIDDEN FALLACIES IN CORPORATE AND FINANCIAL REGULATION: REFRAMING THE MAINSTREAM NARRATIVES (Hart Publishing, UK: Alexandra Andhov, Claire Hill and Saule Omarova, eds., forthcoming, 2024).*
- ‘Shareholder Engagement Inside and Outside the Shareholder Meeting’ (with Dr Tim Bowley and Dr Steve Kourabas) in BOARD-SHAREHOLDER DIALOGUE: BEST PRACTICES, LEGAL CONSTRAINTS AND POLICY OPTIONS (Luca Enriques and Giovanni Strampelli, eds., forthcoming 2024).*
- ‘Sustainability and Executive Compensation’ (with Professor Roberto Barontini) in HANDBOOK OF EU SUSTAINABLE FINANCE: REGULATION, SUPERVISION AND GOVERNANCE (Cambridge University Press, UK: Michele Siri, Kern Alexander and Matteo Gargantini, eds., forthcoming, 2023).*
[Project for Jean Monnet Centre of Excellence on Sustainable Finance and EU Law (EUSFiL) at the University of Genoa, Italy (2020-2023)].
- ‘Stewardship Codes, ESG Activism and Transnational Ordering’ (with Dr Tim Bowley) in RESEARCH HANDBOOK ON ENVIRONMENTAL, SOCIAL, AND CORPORATE GOVERNANCE (Edward Elgar Publishing Ltd, UK: Thilo Kuntz, ed., forthcoming, 2023).*
- ‘Shareholder Inspection Rights in Australia: Then and Now’ (with Dr Tim Bowley) in RESEARCH HANDBOOK ON SHAREHOLDER INSPECTION RIGHTS: A COMPARATIVE PERSPECTIVE 323-342 (Edward Elgar Publishing Ltd, UK: Paolo Giudice, Randall S. Thomas and Umakanth Varottil, eds., 2023).*
- ‘Transnational Migration of Laws and Norms in Corporate Governance: Fiduciary Duties and Corporate Codes’ in TRANSNATIONAL FIDUCIARY LAW 216-236 (Cambridge University Press, UK: Seth Davis, Thilo Kuntz and Greg Shaffer, eds., 2023).*
[Featured in *The Columbia Law School Blue Sky Blog*, 12 August 2021].

- ‘Stewardship and Collective Action: The Australian Experience’ (with Dr Tim Bowley) in GLOBAL SHAREHOLDER STEWARDSHIP 417- 436 (Cambridge University Press, UK: Dionysia Katelouzou and Dan W. Puchniak, eds., 2022).*
[Featured in (i) *Harvard Law School Forum on Corporate Governance*, 18 February 2020; (ii) ECGI homepage, 10 August 2020].
- ‘Corporations, Directors’ Duties and the Public/Private Divide’ in FIDUCIARY OBLIGATIONS IN BUSINESS 285-300 (Cambridge University Press, UK: Arthur Laby and Jacob Russell, eds., 2021).*
[Featured in (i) *Oxford Business Law Blog*, 3 November 2020; (ii) ECGI homepage, 25 September 2020; (iii) *The Columbia Law School Blue Sky Blog*, 17 November 2020].
- ‘Australia: The Protection of Investors and the Compensation for their Losses’ (with Dr Olivia Dixon) in GLOBAL SECURITIES LITIGATION AND ENFORCEMENT, 1063-1100 (Cambridge University Press, UK: Pierre-Henri Conac and Martin Gelter, eds., 2019).*
[Featured in (i) *Oxford Business Law Blog*, 16 November 2018; (ii) *The Columbia Law School Blue Sky Blog*, 14 December 2018; (iii) ECGI homepage, 31 October 2018].
- ‘Corporate Governance in Australia’ in CORPORATE GOVERNANCE IN ASIA: A COMPARATIVE APPROACH, Chapter 5 (Cambridge University Press, UK: Bruce Aronson and Joongi Kim, eds., 2018).*
- ‘Directors’ Duties and Legal Safe Harbours: A Comparative Analysis’ (with Matthew Conaglen) in RESEARCH HANDBOOK ON FIDUCIARY LAW, 305-330 (Edward Elgar Publishing Ltd, UK: D. Gordon Smith and Andrew S. Gold, eds., 2018).*
[Featured in *Harvard Law School Forum on Corporate Governance and Financial Regulation*, 26 April 2017].
- ‘Images of the Shareholder – Shareholder Power and Shareholder Powerlessness’ in RESEARCH HANDBOOK ON SHAREHOLDER POWER, 53-73 (Edward Elgar Publishing Ltd, UK: Jennifer G. Hill and Randall S. Thomas, eds., 2015).
- ‘Evolving Directors’ Duties in the Common Law World’ in RESEARCH HANDBOOK ON DIRECTORS’ DUTIES, 3-43 (Edward Elgar Publishing Ltd, UK: Adolfo Paolini, ed., 2014).*
- ‘Australia: The Architecture of Corporate Governance’ in COMPARATIVE CORPORATE GOVERNANCE: A FUNCTIONAL AND INTERNATIONAL ANALYSIS, 106-155 (Cambridge University Press, UK: Andreas M. Fleckner and Klaus J. Hopt, eds., 2013).*
- ‘Why Did Australia Fare So Well in the Global Financial Crisis?’ in Eilis Ferran, Niamh Moloney, Jennifer G. Hill and John C. Coffee, THE REGULATORY AFTERMATH OF THE GLOBAL FINANCIAL CRISIS, 203-300 (Cambridge University Press, UK, 2012).
[Featured in (i) *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, 30 April 2013; (ii) *The Columbia Law School Blue Sky Blog*, 7 February 2013. Cited by David Murray AO, *Speech to National Press Club by Mr David Murray AO, Chairman of the Financial System Inquiry: Sustaining Confidence in Australia’s Financial System: Launch of the Interim Report*, 15 July 2014].
- ‘Regulating Executive Remuneration After the Global Financial Crisis: Common Law Perspectives’ in RESEARCH HANDBOOK ON EXECUTIVE PAY, 219-240 (Edward Elgar Publishing Ltd, UK: Randall S. Thomas and Jennifer G. Hill, eds., 2012).

- ‘Introduction’ (with Randall S. Thomas) in RESEARCH HANDBOOK ON EXECUTIVE PAY, 1-8 (Edward Elgar Publishing Ltd, UK: Randall S. Thomas and Jennifer G. Hill, eds., 2012).
- ‘Introduction’ in THE TAKEOVERS PANEL, 11-15 (Ross Parsons Centre of Commercial, Corporate and Taxation Law, University of Sydney Law School, Australia: Jennifer G. Hill and R.P Austin, eds., 2011).
- ‘Recent Developments in Directors’ Duties in the Common Law World’ in CORPORATE GOVERNANCE MODELS AND THE LIABILITY OF DIRECTORS AND MANAGERS, 19-48 (FrancoAngeli Publishing, Italy: Manlio Lubrano di Scorpaniello, ed., 2011).*
- ‘Takeovers, Poison Pills and Protectionism in Corporate Governance’ in FESTSCHRIFT FÜR KLAUS J. HOPT ZUM 70. GEBURTSTAG, 795-815 (Walter de Gruyter Publishing, Germany/USA: Stefan Grundmann, Brigitte Haar and Hanno Merkt et al, eds., 2010).*
- ‘New Trends in the Regulation of Executive Compensation’ in DIRECTORS IN TROUBLED TIMES, 100-123, 139-162 (Ross Parsons Centre of Commercial, Corporate and Taxation Law, University of Sydney Law School, Australia: R.P. Austin and A.Y. Bilski, eds., 2009).*
- ‘Comparative Corporate Governance and Russia – Coming Full Circle’ in CORPORATE GOVERNANCE: POLICY PERSPECTIVES, 129-140 (Amicus Books, Icfai University Press, Hyderabad, India: C. Vidya, ed., 2007).*
[Invited reproduction of 2004 article].
- ‘Evolving ‘Rules of the Game’ in Corporate Governance Reform’ in PRIVATE EQUITY, CORPORATE GOVERNANCE AND THE DYNAMICS OF CAPITAL MARKET REGULATION, 29-54 (Imperial College Press, UK: Justin O’Brien, ed., 2007).*
- ‘Corporate Scandals Across the Globe: Regulating the Role of the Director’ in REFORMING COMPANY AND TAKEOVER LAW IN EUROPE, 225 (Oxford University Press, UK: Guido Ferrarini, Klaus J. Hopt, Jaap Winter and Eddy Wymeersch, eds., 2004).*
- ‘Comparative Corporate Governance and Russia – Coming Full Circle’ in LAW AND LEGAL CULTURE IN COMPARATIVE PERSPECTIVE, 394-405 (Franz Steiner Verlag Publishing, Germany: Günther Doeker-Mach and Klaus A. Ziegert, eds., 2004).*
- ‘Comparative Corporate Governance and Russia – Coming Full Circle’ in LAW, LEGAL CULTURE AND POLITICS IN THE TWENTY FIRST CENTURY – ESSAYS IN HONOUR OF ALICE ERH-SOON TAY, 153-164 (Franz Steiner Verlag Publishing, Germany: Günther Doeker-Mach and Klaus A. Ziegert, eds., 2004).*
- ‘Corporate Governance and the Role of the Employee’ in PARTNERSHIP AT WORK: THE CHALLENGE OF EMPLOYEE DEMOCRACY: LABOR ESSAYS, 110-121 (Pluto Press, Australia: Paul. J. Gollan and Glenn Patmore, eds., 2003).*

- ‘Corporate Criminal Liability in Australia: An Evolving Corporate Governance Technique?’ in CORPORATE GOVERNANCE: AN ASIA-PACIFIC CRITIQUE, 519-567 (Sweet & Maxwell Asia, Hong Kong: Low Chee Keong, ed., 2002).*
- ‘Public Beginnings, Private Ends – Should Corporate Law Privilege the Interests of Shareholders?’ in INTERNATIONAL CORPORATE LAW, 17-35 (Hart Publishing, UK: Fiona Macmillan, ed., 2000).*
- ‘Changes in the Role of the Shareholder’ in CORPORATE PERSONALITY IN THE 20TH CENTURY, 175-208 (Hart Publishing, UK: Ross Grantham and C.E.F. Rickett, eds., 1998).*
 [See also Robert P. Austin, ‘Commentary on Hill’ in CORPORATE PERSONALITY IN THE 20TH CENTURY, 209-213 (Hart Publishing, UK: Ross Grantham and C.E.F. Rickett, eds., 1998)].
- ‘Criminal Liability of Corporations - Australia’ (with Ron Harmer) in LA CRIMINALISATION DU COMPORTEMENT COLLECTIF: CRIMINAL LIABILITY OF CORPORATIONS, 71 (Kluwer Law International, The Netherlands/UK/US: Hans de Doelder and Klaus Tiedemann, eds., 1996).*
- ‘The Accountability of Management Under Enterprise Bargaining Law’ in ENTERPRISE BARGAINING, TRADE UNIONS AND THE LAW, 208-236 (Federation Press, Australia: Paul Ronfeldt and Ron McCallum, eds., 1995).*
- ‘Institutional Investment in Australia: Theory and Evidence’ (with Ian M. Ramsay), in SECURITIES REGULATION IN AUSTRALIA AND NEW ZEALAND, 289-312 (Oxford University Press, UK/NZ: Gordon Walker and Brent Fisse, eds., 1994).*
- ‘The Criminal Liability of Enterprises’ (with Ron Harmer) in AUSTRALIAN LAW AND LEGAL THINKING IN THE 1990S, 494 (Published conference proceedings, University of Sydney, Australia: Alice E-S Tay and C. Leung, eds., 1994).*
- ‘Institutional Investors and Corporate Governance in Australia’ in INSTITUTIONAL INVESTORS AND CORPORATE GOVERNANCE, 583-607 (Walter de Gruyter Publishing, Germany/USA: Theodor Baums, Richard M. Buxbaum and Klaus J. Hopt, eds., 1994).*
- ‘The Juridical Person in Law and Comparative Law’, in AUSTRALIAN LAW AND LEGAL THINKING BETWEEN THE DECADES, 25-38 (Published conference proceedings, University of Sydney, Australia: Alice E-S Tay, ed., 1990).*
- ‘Preference Shares’ in THE LAW OF PUBLIC COMPANY FINANCE, 139-168 (Law Book Company, Australia: R.P. Austin and Richard J. Vann, eds., 1986).*
 [Cited by the New South Wales Court of Appeal in *Weinstock v Beck* [2011] NSWCA 228].

5. Reference Works

- Corporate Law Contributor to *New Oxford Companion to Law*, Oxford University Press, UK, 2006.

6. Current Working Papers and Research Projects

- ‘Accountability for Flawed Corporate Culture’ with Professor Roy Shapira, Reichman University, Israel; University of California, Berkeley.

SELECTED CONFERENCES AND WORKSHOPS (* indicates invited presentation/participation)

- ‘What is the Corporation and Why Does it Matter?’, Speaker and joint organiser, joint conference between Monash Centre for Commercial Law and Regulatory Studies (CLARS) University of Edinburgh, University of Auckland Business School (forthcoming, June 2024)
- ‘The History of the Agency Theory of the Corporation and its Hidden Fallacies’, Speaker and Workshop Organiser, *The History of Business Law and Governance*, joint Workshop between Monash Centre for Commercial Law and Regulatory Studies (CLARS), University of Auckland Business School, Queen’s University, Belfast (in collaboration with the European Corporate Governance Institute (ECGI) (18 January 2024).
- ‘Hidden Fallacies in the Agency Theory of the Corporation’, Conference on *Hidden Fallacies in Corporate and Financial Regulation: Reframing the Mainstream Narratives*, Cornell University, Jack Clarke Program on the Law and Regulation of Financial Institutions and Markets, Cornell Club, New York (20 October 2023).*
- ‘The Fallacy of the Fictitious Corporation (and Other Fallacies it Perpetuates)’, Wharton, University of Pennsylvania and ILE 2nd Annual Women in Law and Finance Conference, Philadelphia (28 September 2023).*
- Conference co-organiser and Moderator of Panel on ‘Law and Regulation’, ECGI Conference on *Corporate Purpose*, Copenhagen Business School (20-22 September 2023).*
- Panelist, Conference on *Financial Law and Regulation*, London School of Economics (LSE) (12 September 2023).*
- ‘The Promise and Challenges of Shareholder Engagement in Promoting Sustainable Capitalism and Addressing Climate Change’ (with Dr Tim Bowley), Conference hosted by Monash, Vanderbilt, King’s College London, Università Bocconi and University of Auckland Business School Centre on *Sustainable Capitalism and the Corporation*, Monash Prato Centre, Italy (21-22 July 2023).
- Chair, Panel on ‘Issues in Takeover Regulation and Dispute Resolution: Comparative Perspectives’, Monash, Trinity College Dublin and Vanderbilt University Conference on *Comparative Takeovers and Securities Law: Australia, Ireland and the US*, Dublin (14 July 2023).*

- ‘The Determinants of ESG-linked Executive Pay’ (with Professor Roberto Barontini), accepted paper at *World Finance Conference*, University of Agder, Norway (presented by Professor Roberto Barontini) (2-4 August 2023).*
- ‘Sustainability and Executive Compensation’ (with Professor Roberto Barontini), European Banking Institute, EBI International Summer School Banking & Capital Markets Law (3 July 2023).
- Discussant, ‘Activist ESG Stewardship and Acting in Concert Rules: A Recipe for Faux Activism?’ (paper presented by Dan W. Puchniak and Umakanth Varottil), Vanderbilt 25th Annual Law and Business Program (14 April 2023).*
- ‘Enhancing Corporate Accountability’ (with Dr Tim Bowley), United Nations Institute for Training Research (UNITAR) webinar on ‘Making ESG Work for Sustainability: Good Governance’ (February 2023).*
- ‘Shareholder Engagement Inside and Outside the Shareholder Meeting’ (with Dr Tim Bowley and Dr Steve Kourabas), *Corporate Governance Conference 2022*, Rome Italy (October 2022).*
- ‘Sustainability and Executive Compensation’ (with Professor Roberto Barontini), Conference on *Enhancing Accountability in Corporate and Financial Markets*, King’s College London, Vanderbilt University, Monash University, Prato Italy (October 2022).
- Discussant, ‘Business Purpose and Benefit Corporations’, Conference on *Capitalism Revisited*, Assonime, ECGI and Bocconi University, Milan, Italy (September 2022).
- ‘Stewardship Codes, ESG Activism, and Transnational Ordering’ (joint paper with Dr Tim Bowley), Conference on *Investor Sustainability Engagement*, University of Amsterdam and ECGI, Amsterdam, The Netherlands (June 2022).
- Panelist, ‘Investor Stewardship in an Uncertain World: Pandemic(s), Climate Change and Global Conflicts’, Conference on *Investor Stewardship in an Uncertain World*, King’s College London (May 2022).
- ‘ESG Stewardship and Transnational Law’ (with Dr Tim Bowley), Conference on *ESG: International, Transnational, and Comparative Perspectives*, Bucerius University, Hamburg (April 2022).*
- Panelist, ‘Corporate Governance and Climate Change in Asia-Pacific’, Gelatt Dialogue on the Rule of Law in East Asia, NYU (March 2022).*
- Panelist, ‘Corporate Law and Governance in the 21st Century - A Symposium in Honour of Professor Ian Ramsay’, The Melbourne University Law School (March 2022).*

- ‘Stewardship Codes, ESG Activism and Transnational Ordering’ (co-authored with Dr Tim Bowley, Monash Law), Business Law Workshop Seminar, The University of Oxford Faculty of Law (February 2022).*
- ‘Stewardship and Collective Action: The Australian Experience’ (with Dr Tim Bowley), Bocconi University/NYU/Monash University/ECGI Conference on *New Frontiers of Shareholder Engagement* (October 2021).*
- ‘Stewardship and ESG in the Asia-Pacific Region’, Toward Sustainable Corporate Governance: Where Are We Headed? At What Speed?, Center on Global Legal Transformation, Columbia Law School (October 2021).*
- ‘Sustainability and Executive Compensation’ (with Professor Roberto Barontini, Sant’Anna School of Advanced Studies, Pisa, Italy), Jean Monnet Centre of Excellence on European Union Sustainable Finance and Law (EUSFiL) Conference, International Research Working Group on Sustainable Finance (September 2021).*
- ‘Shareholder Inspection Rights in Australia: Then and Now’ (with Dr Tim Bowley), Conference on *Shareholder Inspection Rights: A Comparative Perspective – Asia*, NUS, Singapore (4 June 2021).*
- ‘Transnational Migration of Laws and Norms in Corporate Governance: Fiduciary Duties and Corporate Codes’, Session on ‘Transnational Fiduciary Law’, Law & Society Conference, Chicago (May 2021).*
- Speaker, RIETI/WBF/ECGI Webinar, ‘A New Concept of the Corporation: Part II’, Japan (April 2021).*
- Speaker, Trinity College Dublin/Irish Banking Culture Board Workshop, ‘Senior Executive Accountability Regime’ (March 2021).*
- Speaker, Australian Academy of Law (AAL)/ NSW Bar Association, Conference on ‘Regulatory Enforcement of Directors’ Obligations’ (February 2021).*
- Speaker, ECGI Online Policy Workshop, ‘Directors’ Duties and Sustainable Corporate Governance’ (11-13 November 2020).*
- Speaker, Monash University Network of Excellence (NoE) Symposium, ‘Enhancing Corporate Accountability’ (with National University of Singapore (NUS) and Manchester University) (2020).
- Chair Panel discussions, ECGI/GCGC 24 hour global webinar, ‘The COVID-19 Crisis and its Aftermath’ (30 April 2020) (<https://ecgi.global/video/covid-19-crisis-and-its-aftermath-monash-university-session>).*
[Featured in *Oxford Business Law Blog*, 8 June 2020.]
- Panellist, National Commercial Law Seminar Series, Federal Court of Australia, ‘Corporate Culture and Director Accountability’, Melbourne (2020).*

- ‘Directors’ Duties, the Courts and the Public/Private Divide’, IGIDR/Vanderbilt Law School 10th Emerging Markets Finance Conference, Mumbai, India (12 December 2019).*
- ‘Corporations, Directors’ Duties and the Public/Private Divide’, Conference on *Firm Governance: The Anatomy of Fiduciary Obligations in Business*, Rutgers Law School, New Jersey (4-5 October 2019).*
- ‘Collective Activism and Shareholder Stewardship: The Australian Experience’ (with Tim Bowley), Conference on *Global Shareholder Stewardship*, Dickson Poon School of Law, King’s College London, UK (20-21 September 2019).*
- ‘Shifting Contours of Directors’ Fiduciary Duties and Norms in Comparative Corporate Governance’, Conference on *Transnational Fiduciary Law*, University of California, Irvine School of Law (hosted jointly by the Center on Globalization, Law and Society (GLAS) at the University of California Irvine, School of Law and the Institute for Corporate and Capital Markets Law at Bucerius Law School, Germany) (6-7 September 2019).*
- ‘The Conundrum of Common Ownership’, NUS/Vanderbilt Law School Conference on *Comparative Corporate Law & Governance: Asian and Global Perspectives*, NUS Faculty of Law, Singapore (25-26 July 2019).*
- ‘Corporate Culture and Liability’, Global Corporate Governance Colloquium (GCGC), Goethe University, Frankfurt, Germany (7-8 June 2019).*
- ‘Corporate Governance and Corporate Culture’, IGIDR/Vanderbilt Law School 9th Emerging Markets Finance Conference, Mumbai, India (13-15 December 2018).*
- Panellist, ‘Improving Culture and Behaviour’, Central Bank of Ireland/ Trinity College Dublin, Conference on ‘Culture, Diversity and the Way Forward for Corporate Governance in Ireland’, Dublin, Ireland (2018).* https://www.centralbank.ie/docs/default-source/tns/events/culturediversityway-forward-booklet_final.pdf
- Session Chair and Panellist, ‘IOSCO and the New International Financial Architecture: What Role for IOSCO in the Development and Implementation of Cross-border Regulation and Equivalence?’, Joint conference, University of Luxembourg and Max Planck Institute Luxembourg for International European and Regulatory Procedural Law, Chambre de Commerce, Luxembourg (2018).* <https://www.mpi.lu/news-and-events/upcoming-events/detail/detail/iosco-and-the-new-international-financial-architecture/>
- Discussant (paper by Erik P. Gilje, Todd A. Gormley and Doron Levit on ‘The Rise of Common Ownership’), *Global Corporate Governance Colloquium* (GCGC), Harvard Law School, USA (1-2 June 2018).* <https://www.ecgi.global/content/global-corporate-governance-colloquia-gcgc-2018>
- Organiser and Convener, *Corporate Governance and Regulation: East Meets West* Conference, University of Sydney Law School (in conjunction with National University of Singapore (NUS), University of Auckland, Vanderbilt Law School and Yonsei University), Sydney, Australia (17-18 August 2017).

https://www.sydney.edu.au/law/events/2017/Aug/East_Meets_West.shtml

- ‘Directors’ Duties and Legal Safe Harbours: A Comparative Analysis’, *Corporate Governance and Regulation: East Meets West* Conference, University of Sydney Law School (in conjunction with National University of Singapore, University of Auckland, Vanderbilt Law School and Yonsei University), Sydney, Australia (17-18 August 2017).
- ‘Shareholder Empowerment and Activism’, Law Council of Australia, Corporations Law Workshop, Byron Bay, Australia (28-30 July 2017).*
- ‘Transforming Ethics into Risk Management – ‘Liability for (Seriously) Flawed Corporate Cultures’, Conference on *Corporations and Other Legal Entities for Society and Future Generations*, Victoria University of Wellington, Faculty of Law and Clarke Program on Corporations and Society, Cornell Law School, Wellington, New Zealand (13 July 2017).*
- ‘The Trajectory of American Corporate Governance: Shareholder Power’, IGIDR/Vanderbilt Law School 7th Emerging Markets Financial Conference, Mumbai, India (14-16 December 2016).*
- Participant, Corporate Governance in Asia Textbook Workshop, National University of Singapore (NUS), Singapore (22-23 February 2016).*
- Participant, *Corporate Governance in Asia Textbook Workshop*, Hitotsubashi University, Tokyo, Japan (13-14 November 2015).*
- Discussant (paper by Mike Burkart, Salvatore Miglietta and Charlotte Ostergaard on ‘Contractual Governance in the Absence of Law: Bylaws of Norwegian Firms in the Early 20th Century’), *Global Corporate Governance Conference* (GCGC), Stanford Law School, Palo Alto, USA (5-6 June 2015).*
- ‘Shareholder Empowerment’, *Corporate Law Symposium*, Hong Kong University Law School, Hong Kong (10-11 September 2015).*
- ‘Shareholder Power: Recent International Developments’, *The Future of International Corporate Governance*, Global Corporate Governance Partners Conference, Vanderbilt Law School, USA (3-5 September 2015).*
- ‘Shareholder Protection and the Law’ (with Dr Olivia Dixon), 2014 Supreme Court of New South Wales Annual Corporate Law Conference, Sydney, Australia (2014).*
- ‘The Global Financial Crisis and Regulation in Australia’, 2nd Geneva-Harvard-Renmin-Sydney Conference on *Corporate Governance and Corporate Social Responsibility*, Beijing, China (11-12 July 2014).
- Organiser and Convener, *Developments in Corporate Law and Governance – East Meets West* Conference, University of Sydney Law School (in conjunction with National Seoul University, National Taiwan University (NTU) and Vanderbilt Law School), Sydney, Australia (17-18 August 2014).
- ‘Australia’s Two Strikes Experiment’, *Developments in Corporate Law and Governance – East Meets West* Conference, University of Sydney Law School (in

conjunction with National Seoul University, National Taiwan University (NTU) and Vanderbilt Law School), Sydney, Australia (17-18 August 2014).

- ‘Images of the Shareholder – Shareholder Power and Shareholder Powerlessness’, Conference on *Shareholder Power*, National University of Singapore (NUS), Faculty of Law, Singapore (6-7 March 2014).*
- ‘Images of the Shareholder – Shareholder Power and Shareholder Powerlessness’, 16th Annual Law and Business Conference on *Shareholder Power*, Vanderbilt Law School, Nashville, USA (26-27 September 2013).*
- ‘Visions of the Shareholder in the Post-Crisis Era’, Conference on *The Law and Economics of Taxation*, Max Planck Institute/ University of Sydney Law School conference, Max Planck Institute, Munich, Germany (1-2 September 2013).*
- Discussant (paper by Justice Randy J. Holland, Delaware Supreme Court, on ‘Delaware Directors’ Fiduciary Duties: The Focus on Loyalty’), Business Law Council of Australia, Corporations Law Workshop, Canberra, Australia (2013).*
- Organiser and Moderator, *Corporate Law Judicial Decision-Making Panel* (with Justice Randy Holland, Delaware Supreme Court; Chief Justice Tom Bathurst, Supreme Court of New South Wales; and Justice Ruth McColl, Supreme Court of New South Wales), University of Sydney Law School, Australia (2013).
- Organiser, Presenter and Moderator, *Corporate Governance Roundtable: The Role of the Board of Directors in the 21st Century*, University of Sydney Law School, Australia (2013).
- ‘Executive Compensation’, *Conference on International Corporate Governance and Public International Law*, Vanderbilt Law School/ Istanbul Bilagi University/Tilburg University, Istanbul, Turkey (2013).*
- Discussant (paper by Klaus J. Hopt on ‘Better Governance of Financial Institutions’), Conference on *New Thinking in Financial Regulation*, Cambridge University, UK (2012).*
- ‘Takeovers and Poison Pills in Asia’, *21st Century Commercial Law Forum: 12th International Symposium 2012*, Tsinghua University, Beijing, China (2012).*
- ‘Takeovers and Defensive Mechanisms in Asia’, Conference on *Commercial Law Reform in Asia*, University of Hawaii/ University of Sydney Law School, Sydney, Australia (2012).
- ‘Executive Compensation’, Vanderbilt/NALSAR/ISB Law and Business Conference, Hyderabad, India (May 2012).*
- Panel Member, Plenary Session on ‘Taxation, Governance and Ownership Structures in Europe’, Conference on *European Integration in Swedish Economic Research*, Swedish Network for European Studies in Economics and Business, 14th Annual Conference on European Integration, Mölle, Sweden (2012).*
- ‘Banks and the GFC: Tax or Regulation?’, University of Oxford/ University of Sydney Law School Conference, Sydney, Australia (2012).

- ‘Does Regulation Work? The Role of Regulation and the GFC’, Australian Prudential Regulation Authority (APRA) Legal & Enforcement Conference, Sydney, Australia (2012).*
- Panel Member, ‘Turbulent Times and the International Regulatory Response’, Australian Securities and Investments Commission (ASIC) Annual Conference, *Building Resilience in Turbulent Times*, Sydney, Australia (2012).*
- Commentator, ‘Offshore Developments, Onshore Opportunities’, Australian Securities and Investments Commission (ASIC) Annual Conference, *Building Resilience in Turbulent Times*, Sydney, Australia (2012).*
- ‘State of Executive Contracts and Executive Pay’, 19th Annual Labour Law Conference, Sydney, Australia (2011).*
- ‘International Executive Compensation – Australia’, Vanderbilt Law School Conference on *Current Issues Affecting International Business Activity*, Beijing, China (2011).*
- ‘Executive Ethics in a Post-Crisis World’, Conference on *Corporate Governance and Business Ethics in a Post-Crisis World*, University of Notre Dame, South Bend, USA (2011).*
- Participant and Moderator, Conference on *Pensions, Institutional Investors and Governance*, Vanderbilt Law School/Duisenberg School of Finance, Genoa, Italy (2011).*
- Panel Member, ‘Research’, Corporate Law Teachers’ Association (CLTA) Conference, QUT, Queensland, Australia (2011).*
- ‘Corporate Governance - National Report: Australia’, International Academy of Comparative Law, 18th Congress on Comparative Law, Washington, USA (2010).*
- ‘Negotiating Dichotomies in Corporate Governance: Comparative Law Perspectives on Takeovers and Takeover Defences’, National University of Singapore (NUS)/ University of Sydney Law School Conference, *Negotiating Dichotomies: Public/Private, Present/Future, Rights/Responsibilities*, Singapore (2010).
- ‘Enforcement’, Conference on *Financial Regulation and Supervision in the New Financial Architecture*, University of Gent/University of Genoa/Max Planck Institute, Sicily, Italy (2010).*
- ‘Professor Berle and the Unpredictable Shareholder’, *In Berle’s Footsteps*, Symposium to launch the Adolf A Berle, Jr Center on Corporations, Law and Society, University of Seattle, Seattle, USA (2009).*
- ‘The Art of Waiving: Selective Regulation in Comparative Corporate Governance’, National University of Singapore (NUS)/ University of Sydney Law School Conference, Sydney, Australia (2009).
- ‘Recent Developments in Australian and UK Directors’ Duties’, Conference on *Corporate Governance Models and the Liability of Directors*, Università degli Studi del Sannio, Italy (2009).*

- Organiser and Convener, *Workshop on International Executive Remuneration*, Churchill College, Cambridge University, UK (2009).
- ‘A Comparison of US and Australian Executive Remuneration Contracts’ (with Ronald W. Masulis and Randall S. Thomas), *Workshop on International Executive Remuneration*, Cambridge, UK (2009).
- ‘Ensuring Ethical Participation in Markets’; ‘Creating the New Financial System Architecture’; and ‘Shareholder Activism in an Age of Institutions’, *Australian Davos Connection Conference*, Hayman Island, Australia (2009).*
- ‘New Trends in the Regulation of Executive Compensation’, *Directors in Troubled Times*, Supreme Court of New South Wales Annual Corporate Law Conference, Sydney, Australia (2009).*
- ‘Comparing CEO Employment Contract Provisions: Differences between Australia and the US’ (with Ronald W. Masulis and Randall S. Thomas), *Vanderbilt Law Review Symposium on Executive Remuneration - Executive Compensation: Rewarding Success or Promoting Excess*, Vanderbilt Law School, Nashville, USA (2008).*
- ‘Contemporary Issues Concerning Schemes of Arrangement in Australia’, *Corporate Restructuring: Theory and Practice*, Tsinghua Law School, Beijing, China (2008).*
- ‘What We Can Learn from Other Statutory Schemes’, Conference on *The Delaware General Corporation Law for the 21st Century*, Widener University School of Law, Delaware, USA (2008).*
- Commentator on the EU Shareholder Rights Directive, Conference on *Shareholder Rights, Shareholder Voting and Corporate Performance*, University of Amsterdam/Vanderbilt Law School/University of Cagliari, Sardinia, Italy (2008).*
- ‘Evolving Rules of the Game in Corporate Governance Reform’, ESRC/GOVNET Sponsored Workshop, *The Dynamics of Capital Market Governance: Evaluating the Conflicting and Conflating Roles of Compliance, Regulation, Ethics and Accountability*, Australian National University, Canberra, Australia (2007).*
- ‘The Shifting Balance of Power between Shareholders and Managers in International Regulatory Reform’, Wisconsin International Law Journal 2005 Annual Symposium on *Economic Globalization and Corporate Governance*, University of Wisconsin, Madison, USA (2005).*
- Organiser and Convener, 15th Annual Australian Corporate Law Teachers Association (CLTA) Conference, University of Sydney Law School, Australia (2005).
- ‘Corporate Governance’, Australian Federal Court Judges’ Workshop, Sydney, Australia (2004).*
- ‘Corporate Scandals Across the Globe: Implications for Corporate Governance’, *A Modern Regulatory Framework for Company and Takeover Law in Europe*, Max Planck Institute Conference, Sicily, Italy (2003).*

- ‘Corporate Governance and the Board of Directors: An Australian Perspective’, Conference on *Developments in Corporate Governance*, University of Naples Federico II, Naples, Italy (2002).*
- ‘Corporate Criminal Liability as a Governance Technique’, *Corporate Crime Workshop*, Monash University, Australia (2002).*
- ‘Corporate Theory and the Role of the Employee: A Case Study of National Textiles’ (with Joellen Riley), 11th Annual Australian Corporate Law Teachers Association (CLTA) Conference, Victoria University Faculty of Business and Law, Melbourne, Australia (2001).
- ‘Timing Corporate Disclosures to Maximize Performance-Based Remuneration: A Case of Misaligned Incentives?’ (with Charles M. Yablon), 14th Annual Business Law Symposium on *Executive Compensation*, Wake Forest University School of Law, Winston-Salem, USA (2000).*
- ‘Deconstructing Sunbeam – Contemporary Issues in Corporate Governance’, University of Cincinnati Twelfth Annual Corporate Law Symposium on *Developments in Business Entity and Securities Law*, Cincinnati, USA (1999).*
- ‘Corporate Governance: Australian National Report’ (with Joanna Bird), 15th International Congress of Comparative Law, Bristol, UK (1998).*
- ‘Public Beginnings, Private Ends – Should Corporate Law Privilege the Interests of Shareholders?’, Australian Corporate Law Teachers’ Association (CLTA) Conference, Adelaide, Australia (1998).
- ‘Changes in the Role of the Shareholder’, Conference on *A Centenary Celebration of Salomon v Salomon*, Research Centre for Business Law, University of Auckland, New Zealand (1997).*
- ‘The Accountability of Management Under Enterprise Bargaining Law’, 3rd Annual Labour Law Conference, Sydney, Australia (1995).*
- ‘The Criminal Liability of Enterprises: Australian National Report’, 14th International Congress of Comparative Law, Athens, Greece (1994).*
- ‘Cross Guarantees - Do They Work?’, Institute for International Research (IIR) Conference, Sydney and Melbourne, Australia (1993).*
- Participant, *International Workshop on Institutional Investors and Corporate Governance*, Osnabruck, Germany (1992).*
- Discussant (paper by Phillip I. Blumberg on ‘The Law of Corporate Groups’), *International Workshop on Corporate Control and Accountability*, University of Warwick, UK (1991).*

SELECTED SEMINARS, WORKSHOP PRESENTATIONS AND PUBLIC ADDRESSES (* indicates invited presentation/participation)

- ‘Enhancing Corporate Accountability’, United Nations Institute for Training Research (UNITAR) webinar on ‘Making ESG work for Sustainability: Good Governance’ (with Dr Tim Bowley) (February 2023).
- Speaker, Life Members’ Panel, Corporate Law Teachers’ Association (CLTA) Conference (2021, 2023).
- ‘Entity and Individual Liability for Flawed Corporate Cultures’, University of Tokyo, Japan (2020).*
- Panel Chair, ‘The Impact of the Hayne Royal Commission on Corporate Boards, Corporate Governance and Corporate Culture: The Views of the Profession’, 2020 Corporate Law Teachers’ Association (CLTA) conference, Monash University Business School (2020).*
- ‘Current Developments in Liability for Flawed Corporate Cultures’, Monash University Faculty of Law (2019)
- ‘Liability for Flawed Corporate Cultures’, Centre for Corporate and Commercial Law, University of Cambridge, Faculty of Law, UK (2018).*
- ‘Liability for Flawed Corporate Cultures’, King’s College London, Dickson Poon School of Law, UK (2018).*
- ‘Corporate Culture and Legal Liability’, Sheffield Institute of Corporate and Commercial Law, University of Sheffield Law School, UK (2018).*
- ‘Corporate Culture and Legal Liability’, Centre for Business Law and Practice, University of Leeds School of Law, UK (2018).*
- Briefing to senior Australian Treasury Official (James Kelly, Head of Financial Systems Division) regarding my research on directors’ duties and defective corporate cultures in relation to the Australian Banking Royal Commission, Australian High Commission, London, UK (2018).*
- Keynote Speaker, ‘Grand Tours and Corporate Culture’, Executive LLM Program, Dickson Poon School of Law, King’s College London, UK (2018).*
- ‘Are Directors Liable for Seriously Flawed Corporate Cultures?’, University of Sydney Law & Business Downtown Seminar Series, Australia (2018).
- Session Chair and Participant, Berle XI Conference on *Investor Time Horizons*, Georgia State University College of Law, Atlanta, USA (2017).*
- Session Chair and Participant, *Fiduciary Law Workshop*, UCLA Law School, Los Angeles (2017).*
- ‘Current Developments re Shareholder Activism/Empowerment in the United States’, National Taiwan University (NTU) College of Law, Taipei, Taiwan (2017).*

- ‘Directors’ Duties and Legal Safe Harbours: A Comparative Analysis’, National Taiwan University (NTU) College of Law, Taipei, Taiwan (2017).*
- ‘Dialogue with the Regulator’, Hong Kong Companies Registry, Hong Kong (2017).*
[Invited briefing to senior Hong Kong corporate regulators, hosted by Hong Kong Companies Registrar].
- ‘Directors’ Duties and Legal Safe Harbours: A Comparative Analysis’, Chinese University of Hong Kong/Hong Kong Law Society, Hong Kong (2017).*
- ‘The Trajectory of American Corporate Governance: Shareholder Empowerment’, Emory Law School, USA (2016).*
- Research Presentation, ‘Shareholder Power’, NYU Global Fellows Forum, NYU School of Law, New York, USA (2015).
- Participant, Symposium and Festschrift in Honor of Professor Melvin Eisenberg, Boalt Hall, University of California, Berkeley, USA (2015).*
- ‘International Perspectives on Shareholder Power in the Post-Crisis Era’, Herbert Smith Freehills, London, UK.*
- ‘Perspectives on Shareholder Power’, Hitotsubashi University, Tokyo, Japan (2015).*
- ‘Regulatory Structure and Governance in the Post-Crisis Era’, Centre for Cross-Border Commercial Law in Asia, Singapore Management University (SMU), Singapore (2015).*
- ‘The Protection of Minority Shareholders and the Compensation of their Losses’ (with Dr Olivia Dixon), University of Sydney Law & Business Downtown Seminar Series, Sydney, Australia (2014).
- ‘Images of the Shareholder – The Regulatory Implications of Shareholder Power and Powerlessness’, Chinese University of Hong Kong/Hong Kong University Joint Seminar, Hong Kong (2014).*
- ‘Why Did Australia Fare So Well in the Global Financial Crisis?’, Ross Parsons Centre Corporate Law Seminar Series, Sydney Law School, Australia (2013).
[Discussant for this presentation was John Trowbridge, former Executive Director of the Australian Prudential Regulation Authority (APRA)].
- ‘Visions of the Shareholder in the Post-Crisis Era – Shareholder Power and Shareholder Powerlessness’, University of British Columbia (UBC) Law School, Vancouver, Canada (2013).*
- ‘Executive Remuneration in the Post-Crisis Era: Say on Pay and Australia's Two Strikes Experience’, Queen Mary University, UK (2013).*
- ‘Regulatory Lessons from the Global Financial Crisis: An Australian Perspective’, Foreign Chair Address, University of Ghent Law School, Belgium (2013).*
- ‘Australia, Regulation and the GFC’, Distinguished Professorial Seminar, University of Wollongong Law School, Australia (2012).*

- ‘Why Did Australia Fare So Well in the Global Financial Crisis?’, University College London (UCL), Faculty of Laws, UK (2012).*
- ‘Regulating Executive Remuneration After the Global Financial Crisis: Common Law Perspectives’ in *International Regulatory Responses to the Global Financial Crisis Series*, Ross Parsons Centre Corporate Law Seminar Series, University of Sydney Law School, Australia (2011).
- ‘Corporate Governance: Recent Developments in Executive Compensation’, International Corporate Governance Panel, Vanderbilt Law School, USA (2011).*
- ‘Regulating Executive Remuneration in the Post-Financial Crisis Era’ in *Lectures on Law and Economics Program*, University of Hamburg, Germany (2010).*
- ‘Selective Regulation: Lessons from the News Corp Waivers’, Cambridge University Law School, Cambridge, UK (2009).*
- ‘Selective Regulation: Lessons from the News Corp Waivers’, Global Law Workshop, Duke University School of Law, USA (2009).*
- Distinguished Guest Speaker, *Commercial and Enterprise Laws*, National Taiwan University (NTU) College of Law, Taipei, Taiwan (2008).*
- ‘News Corp’s Exodus to Delaware: Lessons for US and Australian Corporate Lawyers’, Ross Parsons Centre Corporate Law Seminar Series, University of Sydney Law School, Australia (2008).
- ‘The Shifting Balance of Power Between Shareholders and the Board: News Corp’s Exodus from Delaware and Other Antipodean Tales’, Chinese University of Hong Kong, Hong Kong (2008).*
- ‘Dialogue with the Regulator’, Hong Kong Companies Registry, Hong Kong (2008).*
[Invited briefing to senior Hong Kong corporate regulators, hosted by Hong Kong Companies Registrar].
- ‘The Shareholder Empowerment Debate: Lessons from News Corp’s Exodus to Delaware’, The University of Hong Kong, Faculty of Law, Hong Kong (2008).*
- ‘The Shareholder Empowerment Debate: Lessons from News Corp’s Exodus to Delaware’, William S. Richardson School of Law, University of Hawaii, USA (2008).*
- ‘The Shifting Balance of Power Between Shareholders and Management: Comparative Corporate Governance Perspectives’, TC Beirne School of Law, University of Queensland, Australia (2007).*
- ‘Shareholders *versus* Managers: News Corp’s Exodus to Delaware and Other Antipodean Tales’, Emory University Law School, Atlanta, USA (2007).*
- ‘Emerging Tensions in the Balance of Power Between Management and Shareholders’, University of Adelaide Law School, Australia (2006).*

- Participant and Commentator, 6th Annual Vanderbilt Law and Business Conference on *Corporate Separateness*, Vanderbilt Law School, Nashville, USA (2006).*
- ‘The Anglo-American Model Post-Enron’, Asian Institute of International Finance Law (AIIFL), The University of Hong Kong, Faculty of Law, Hong Kong (2005).*
[Invited presentation at a public forum on *Financial Structure and Corporate Governance: Comparative Approaches* to celebrate the 35th Anniversary of Hong Kong University Faculty of Law and the 5th Anniversary of AIIFL].
- ‘The Shifting Balance of Power Between Shareholders and Managers in International Regulatory Reform’, Duke University School of Law, Durham, USA (2005).*
- ‘Corporate Law Economic Program (Audit Reform and Corporate Disclosure) Act 2004’, Federal Court of Australia, Corporations Panel, Sydney, Australia (2004).*
- ‘Corporate Scandals Across the Globe: Implications for Corporate Governance’, Duke University School of Law, Durham, USA (2003).*
- Corporate Scandals Across the Globe: Implications for Corporate Governance’, Vanderbilt Law School, Nashville, USA (2003).*
- ‘Corporate Collapse in Australia: Issues in Comparative Corporate Governance and Regulation’, Heyman Center on Corporate Governance, Cardozo Law School, Yeshiva University, New York, USA (2003).*
- ‘The Continuing Legacy of Sunbeam for Corporate Governance’, Chinese University of Hong Kong, Hong Kong (2001).*
- Participant, International Research Workshop, Key Centre for Ethics, Law, Justice and Governance, Brisbane, Australia (2000).*
- ‘Reconceiving the Role of Shareholders and Employees in Corporate Governance – Lessons from Sunbeam and the Australian Waterfront Dispute’, Heyman Center on Corporate Governance, Cardozo Law School, Yeshiva University, New York, USA (1998).*
- Public seminar, Research Institute for Humanities & Social Sciences Visiting Speakers Series, ‘Contemporary Governance in Corporate Law’, University of Sydney, Australia (1998).*
- ‘Visions and Revisions of the Shareholder - Recent Developments in Corporate Governance and the Implications of *Gambotto*’, University of Adelaide Law School, Adelaide, Australia (1995).*
- ‘Corporate Theory and the *Caltex* Decision’, Australian Corporate Law Teachers Association (CLTA) Conference, Melbourne, Australia (1995).
- ‘Protecting Minority Shareholders - Some Developments Across Time and Jurisdictions’, Brooklyn Law School, New York, USA (1994).*

SELECTED PROFESSIONAL AND PRESS ACTIVITIES

- ‘Australia: Fast Growing Awareness and Activism’, in *Symposium on The Social Role of Corporations in Asia: Will a New Emphasis on ESG (Environmental, Social and Governance considerations) Lead Corporations to Combat Climate Change?* (with Dr Tim Bowley) (USALI East-West Studies, Volume 2, Number 3 (March 2022).
- ‘ASIC Releases New Immunity Policy for Market Misconduct Offences’ (with Dr Olivia Dixon), *Compliance and Enforcement* (NYU) (April 2021).
- Quoted in ‘Was Former Australia Post CEO Christine Holgate Correct When She Said Taxpayers' Money Wasn't Used to Purchase Cartier Watches?’, Australian Broadcasting Commission (ABC) Fact Check, 18 December 2020.
- Quoted in Wen, ‘Can the Battle Over the US Supreme Court Influence Business Beyond US Borders’, *Dynamic Business*, 2 October 2020.
- Hill, Op-ed, ‘Misconduct and Flawed Organisational Culture Can Exist Anywhere’, *Sydney Morning Herald* and *The Age*, 29 June 2020.
- Quoted in Patty, ‘Potential Fines Unlikely to Affect Conduct’, *Sydney Morning Herald*, 30 April 2018.
- Quoted in Eyers, ‘Tougher Penalties Hollow Unless ASIC Acts: Lawyers’, *Australian Financial Review*, 21 April 2018.
- Quoted in Williams, ‘Fiery US Watchdog has ‘A-Team’ Geared Up for Rio Tinto Stoush’, *Sydney Morning Herald*, 21 October 2017.
- Quoted in Hyland, ‘CBA Directors Liable If Poor Company Culture Causes Financial Damage’, *Australian Financial Review*, 8 August, 2017.
- Hill, ‘What Do Colonialism and Pizza Delivery Policies Have to do with the Wells Fargo Scandal’, *Oxford Business Law Blog* (OBLB), Oxford University, Oxford, UK, 2 November 2016.
[Reprinted with permission as ‘Colonialism, Pizzas and Wells Fargo’ in UK Shareholders’ Association, *The Private Investor*, Issue 185, November 2016].
- Provided advice in relation to political party structure and corporate governance to Office of General Counsel, NSW Department of Premier and Cabinet, for use by the Panel of Experts on Political Donations (2014).
- Quoted in Kruger, ‘Murdoch Rules’, *Sydney Morning Herald BusinessDay*, 13 August 2014.
- Report, ‘Regulations and Reforms to Enhance Financial Stability in the Post-GFC Era’, commissioned by International Finance and Regulation (CIFR), joint project with Professors Graeme Cooper, Michael Dirkis, Sheelagh McCracken, John Stumbles, Greg Tolhurst and Richard J. Vann (2014).
- Literature Review, ‘Systemic Risk, Financial Market Developments and Market Regulatory Performance’, commissioned by Centre for International Finance and Regulation (CIFR) (2013).

- Hill, 'CEOs of J.P. Morgan and Rio Tinto Get Some Bad News in 2013', *The Columbia Law School Blue Sky Blog*, 14 March 2013.
- International commentator, Columbia Law School Blue Sky Blog on Corporations and the Capital Markets (2012-)
- Austin and Hill, 'Did Centro's Directors Really Get Off Lightly?', *The Conversation*, 5 September 2011.
[Reproduced with permission as 'Balancing the Scales on Centro' in *Business Spectator*, 6 September 2011].
- Quoted in Grubb, 'Apple handcuffs Tim Cook to shares worth more than \$366 million', *Sydney Morning Herald*, 29 August 2011.
- Hill, 'Heat may spread to News Corp's home', *The Conversation*, 26 July 2011.
[Reproduced with permission as Hill, 'News Corp's crisis closer to home' in *Business Spectator*, 26 July 2011].
- Quoted in Williams, 'Pressure grows for changes at the top', *Sydney Morning Herald*, 26 July 2011.
- Quoted in Williams, 'News Corp reform on agenda', *The Age*, 26 July 2011, 4.
- Quoted in Verrender, 'Let not Murdoch be misled on his defence', *Sydney Morning Herald*, 23 July 2011, 9.
- Quoted in Williams, 'Board under pressure to ring in changes, say governance experts', *Sydney Morning Herald*, 21 July 2011, 3.
- Quoted in Williams, 'News Corp structure questioned', *The Age*, 21 July 2011, 3.
- Interview, *News Ltd Launches Internal Investigation*, Lateline Business', 21 July 2011.
- Quoted in Sibillin, 'Keep it in the bank', *Business Review Weekly*, 24 March 2011.
- Quoted in Sexton, 'Who will be watching the watchdogs?', *Sydney Morning Herald*, 29 October 2010.
- Quoted in Sexton, 'Broken bonds', *Sydney Morning Herald*, 2 April 2010.
- Quoted in 'Directors talk about troubled times', *Australian Financial Review*, 12 August 2009.
- Quoted in Steffens, 'World weary', *Sydney Morning Herald*, 13 June 2009.
- Hill, 'The Shifting Balance of Power between Shareholders and the Board', *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, 26 February 2008.
- Consultant for Wachtell, Lipton, Rosen & Katz, New York - provided Expert Report and Affidavit in relation to the case, *E.On v Acciona, SA and Finanzas DOS, SA* [2007] WL 316874 (SDNY) (2007).

- Interview, 'ASIC criticised over Vizard case', *Inside Business*, 24 July 2005.
- Quoted in Hilken, 'New York shy: Stringent scrutiny rules are driving away Chinese firms from Wall Street', *Hong Kong Weekend Standard* (China's Business Newspaper), 30 April - 1 May 2005.
- Quoted in Buffini, 'Law inadequate to protect victims of negligence', *Australian Financial Review*, 31 July 2004.
- Quoted in Buffini, 'Dark side of a triumph of modern times', *Australian Financial Review*, 3 July 2004.

RESEARCH GRANTS

- Research Member, successful grant application, Jean Monnet Centre of Excellence on Sustainable Finance and EU Law (EUSFiL) at the University of Genoa, Italy (2020-2023).
- Monash University Network of Excellence (NoE) Research Grant, 'Enhancing Corporate Accountability' (with Professors Liz Campbell, Jonathan Clough and Michelle Welsh) (joint project Monash University, University of Manchester and National University of Singapore) (NoE 2083066554, \$175,552) (2019).
- 'Regulating Financial Markets in the Post-Global Financial Crisis Era', University of Sydney DVC Research/ Bridging Support Grant (2013).
- 'Systemic Risk, Financial Market Developments and Market Regulatory Performance', Literature Review and Gap Analysis, Centre for International Finance and Regulation (CIFR) (2013).
- 'Regulation and Reforms to Enhance Financial Stability in the Post-GFC Era' (with Professors Graeme Cooper, Michael Dirkis, Sheelagh McCracken, John Stumbles, Greg Tolhurst and Richard J. Vann), Centre for International Finance and Regulation (CIFR) (2013).
- 'Financial Market Regulation in the Age of 'Forced Capitalism' and the Global Financial Crisis', Legal Scholarship Support Fund (2011).
- 'The Subversion of Contemporary Performance-Based Pay: A Comparative Australian US Study' (with Ronald W. Masulis and Randall S. Thomas), Australian Research Council (ARC) Discovery Grant (2005-2007).
- 'The Shifting Balance of Power Between Corporate Management and Shareholders', Legal Scholarship Support Fund (2005).
- 'The Effect of Hedging on Performance-Based Pay Incentives', Legal Scholarship Support Fund (2003).
- 'Comparative Corporate Governance in the Era of Corporate Collapse', Legal Scholarship Support Fund (2003).

- ‘Managerial Accountability and the Continuous Disclosure Regime’, University of Sydney DVC Sesqui Research and Development Grant (2002).
- ‘Strategic Risk-Shifting and Performance-Based Pay’, University of Sydney DVC Sesqui Research and Development Grant (2001).
- ‘Executive Remuneration and Incentives’, Legal Scholarship Support Fund (2000).
- ‘Legal and Regulatory Implications of the ‘Good Corporate Citizen’ Model’ (with Joanna Bird), Australian Research Council (ARC) Small Grant (1998).
- ‘Corporate Theory and the Problem of Executive Remuneration’ (with Charles M. Yablon), Australian Research Council (ARC) Grant (1998).
- ‘Regulation and Taxation of Institutional Investment in Companies’ (with Richard J. Vann), Australian Research Council (ARC) Grant (1996-1998).
- ‘The Interaction of Regulation of Companies and Institutional Investors’, Law Foundation Legal Scholarship Support Fund (1995).
- ‘The Evolution of Contemporary Shareholder Participation in Corporate Governance and its Implications for the Future of Australian Corporate Law’, Law Foundation Legal Scholarship Support Fund (1994).
- ‘Models of the Corporation and their Relevance to Corporate Governance’, Australian Research Council (ARC) Grant (1994).

SELECTED PROFESSIONAL ACTIVITIES

- External Advisory Panel Member, Australian Securities and Investments Commission (ASIC) (Australia’s primary business conduct and securities’ regulator) (2014-2019).
- Editorial Board Member, *Corporate Board: Role, Duties and Composition* (2016-).
- Editorial Board Member, *Company and Securities Law Journal* (2012-).
- Editorial Board Member, *International Journal of Corporate Governance* (2007-).
- Consultant for Wachtell, Lipton, Rosen & Katz, New York, in relation to the case, *E.ON v Acciona*, a major European contested takeover (*E.On v Acciona, SA and Finanzas DOS, SA* [2007] WL 316874 (SDNY) (2007).
- Founding Corporate Law Series Editor, Ross Parsons Centre of Commercial, Corporate and Taxation Law Publication Series (2007-2015).
- Editorial Board Member, International Corporate Law and Financial Regulation Series, Cambridge University Press (2006-2017).
- Editorial Board Member, *New Zealand Business Law Quarterly* (2003-).
- Corporate Law Consultant, Blake Dawson Waldron, Solicitors (2001-2003).

- Corporate Counsel, Corrs Chambers Westgarth, Solicitors (1998-2001).
- Member, Law Council of Australia, Business Law Section, Corporations Law Committee (1999-).
- Member, Legal Committee of the Corporations and Markets Advisory Committee (CAMAC) (Australian Federal Government law reform body) (1995-2012).
- Member, Executive Committee, Australian Institute of Company Directors (1995).
- **Invited Reviewer:** *American Journal of Comparative Law*; *Journal of Corporate Law*; *Asian Journal of Comparative Law*; *Asia Pacific Law Review*; *Cambridge University Press*; *Edward Elgar Publishing*; *Federal Law Review*; *Hart Publishing*; *International Review of Economics and Finance*; *Journal of Corporate Law Studies*; *Melbourne University Law Review*; *Regulation and Governance*; *Sydney Law Review*.

SCHOLARSHIP RECOGNITION

My scholarship has been cited by the Delaware Court of Chancery, the NSW Supreme Court and the NSW Court of Appeal, and is regularly featured in the *Harvard Law School Forum on Corporate Governance and Financial Regulation*, *Columbia Law School Blue Sky Blog* and the *Oxford Business Law Blog* (OBLB). My articles have been selected by the Corporate Practice Commentator as among the Top Ten Corporate and Securities Articles published in North America (in 2010 and 1995).