

Brian R. Cheffins

Personal Information

- Nationality: Canadian
- Born: 21 January 1961
- Place of Birth: Montreal, Quebec

Education

1978 – 1981: University of Victoria, Victoria, British Columbia, Canada (B.A., History)

1981 – 1982: University of British Columbia, Vancouver, British Columbia, Canada (First Year Law)

1982 – 1984: University of Victoria, Victoria, British Columbia, Canada (LL.B.)

1985 – 1986: University of Cambridge, Cambridge, UK (LL.M.)

Academic Career

1986 – 1997: Faculty of Law, University of British Columbia, Vancouver, British Columbia, Canada
(Assistant Professor 1986-1991; Associate Professor 1991-1997; Professor 1997)

1998 – present: Faculty of Law, University of Cambridge, Cambridge, UK
(S.J. Berwin Professor of Corporate Law, professorial fellow, Trinity Hall)

Visiting Appointments

1992 – 1993: Visiting Scholar, Centre for Socio-Legal Studies, Wolfson College, Oxford, UK

2000: Visiting Fellow, Duke Global Capital Markets Center/Duke Law School, Durham, North Carolina, USA (Spring Term)

2002: Visiting Professor, Harvard Law School, Cambridge, Massachusetts, USA (Fall Term)

2003: Visiting Lecturer/Visiting Fellow, Stanford Law School, Stanford, California, USA (Spring Term)

2005: Visiting Lecturer, Instituto de Empresa, Madrid Spain (one week stint)

2011: Visiting Lecturer, University of Western Ontario, Faculty of Law (one week stint)

2013: Fasken Martineau Visiting Senior Scholar, University of British Columbia (two week stint)

2014: Thomas K. McCraw Business History Fellow, Harvard Business School (Sept.-Nov.)

2016: Visiting Professor, Columbia Law School (March/April)

Prizes, Fellowships

1992 – 1993: Izaak Walton Killam Memorial Faculty Research Fellowship, University of British Columbia.

1998: Co-winner, Society of Public Teachers of Law Prize for Outstanding Legal Scholarship (for Company Law: Theory, Structure and Operation).

1999: Award of the Fredrick I medal for contributions to Italian Academia, by the Department of Political Science, University of Naples, November 1999.

2002 – 2003: John Simon Guggenheim Memorial Fellowship (awarded to study “Foundations of the Anglo-American Corporate Economy”).

2005: Named as a European Corporate Governance Institute Fellow.

2005: “Dividends and Politics” (see Academic Publications/journals below) selected winner of the De Brauw Blackstone Westbroek Law Prize for best law paper submitted to the European Corporate Governance Institute working paper series, 2002-04. Steve Bank and Marc Goergen were co-authors.

2007: “Outside Director Liability” (see Academic Publications/journals below) voted as one of the top 10 Corporate and Securities articles of 2006 in a survey of teachers in corporate and securities law conducted by the Corporate Practice Commentator. Bernard Black and Michael Klausner were co-authors.

2013: “Delaware’s Balancing Act” (see Academic Publications/journals below) voted as one of the top 10 Corporate and Securities articles of 2012 in a survey of teachers in corporate and securities law conducted by the Corporate Practice Commentator. John Armour and Bernard Black were co-authors.

2013: “Delaware Corporate Litigation and the Fragmentation of the

Plaintiffs' Bar" (see Academic Publications/journals below) voted as one of the top 10 Corporate and Securities articles of 2012 in a survey of teachers in corporate and securities law conducted by the Corporate Practice Commentator. John Armour and Bernard Black were co-authors.

2014: J.M. Keynes Senior Fellowship in Financial Economics, Cambridge University, awarded to work on "Corporate Governance in the United States: The Historical Dimension" for a period of three years, potentially renewable for a further two years.

2014: "Is Delaware Losing its Cases?" (see Academic Publications/journals below) voted as one of the top 10 Corporate and Securities articles of 2013 in a survey of teachers in corporate and securities law conducted by the Corporate Practice Commentator. John Armour and Bernard Black were co-authors.

2014: Thomas K. McCraw Fellowship in U.S. Business History, Harvard Business School (tenable Sept.-Nov. 2014)

2015: Leverhulme Major Research Fellowship, awarded to work on "The Transformation of the Public Company", tenable 2016-17 and 2017-18.

**Professional
Qualifications**

1985 – 2010: Member of the Bar of British Columbia, British Columbia, Canada

Publications

1. BOOKS

(a) *Authored -- In English*

Company Law: Theory, Structure and Operation, (Oxford: Clarendon Press, 1997; republished in Chinese by Law Press China, 2000): xlv + 714 pages.

The Trajectory of (Corporate Law) Scholarship: Inaugural Lecture Delivered 14 October 2003, (Cambridge: Cambridge University Press, 2004): v + 86 pages.

Corporate Ownership and Control: British Business Transformed (Oxford: Oxford University Press, 2008): xviii + 423 pages.

(b) *Authored -- Foreign Language*

Legal Regulation of the Liability of Members of Management Organs: An Analysis of International Practice (Правовое Регулирование Ответственности Членов Органов Управления: Анализ Мировой Практики) (published in Russian) (Moscow: Alpina Publishers, 2010) (co-authored with Bernard Black, Martin Gelter, Hwa-Jin Kim, Richard Nolan, Mathias Siems and Linia Prava law firm): 332 pages.

(c) *Edited*

The History of Modern U.S. Corporate Governance (Cheltenham, U.K.: Edward Elgar, 2011): xli + 1089 pages.

(d) *Chapters*

“One Step Forward, Two Steps Back, One Step Forward: Competition Law Reform, 1919 and 1935”, in R.S. Khemani and W.T. Stanbury, (eds.), Historical Perspectives on Canadian Competition Policy (Halifax: Institute for Research on Public Policy, 1991): 155-75.

“The Closely Held Corporation”, chapter II in Part I in M. Gillen, *et al.*, Corporations and Partnership: Canada, (Deventer: Kluwer, 1994): 156-162. The book was originally published as a chapter entitled Canada in Kluwer's International Encyclopedia of Laws: Corporations and Partnerships (Deventer: Kluwer, 1993).

“Trust, Loyalty and Cooperation in the Business Community: Is Regulation Required?” in B.A.K. Rider, ed., The Realm of Company Law: A Collection of Papers in Honour of Professor Leonard Sealy (SJ Berwin Professor of Corporate Law at the

University of Cambridge) (London: Kluwer International, 1998): 53-80.

“Corporations”, in Peter Cane and Mark Tushnet, (eds.), The Oxford Handbook of Legal Studies, (Oxford: Oxford University Press, 2003): 485-509.

“Nicht-geschäftsführende Direktoren, Haftungsrisiko und Corporate Governance: Eine rechtsvergleichende Analyse” in Stefan Grundmann, Hans-Peter Schwintowski, Reinhard Singer and Martin Weber (eds.), Angler-und Funktionsschutz Durch Kapitalmarktrecht: Symposium und Seminar zum 65. Geburtstag von Eberhard Schwark (Berlin: De Gruyter Recht, 2006), 121-45 (co authored with Bernard S. Black and Michael Klausner).

“Liability Risk for Outside Directors: A Cross-Border Analysis” in John Armour and Joseph A. McCahery (eds.), After Enron: Improving Corporate Law and Modernising Securities Regulation in Europe and the US (Oxford: Hart Publishing, 2006), 343-66 (co-authored with Bernard S. Black and Michael Klausner; originally published in European Financial Management -- see below).

“Law, the Market and Corporate Enterprise: The Case of the Industrial Revolution” in John Armour and Jennifer Payne (eds.) Rationality in Company Law: Essays in Honour of DD Prentice (Oxford: Hart Publishing, 2009), 297-318.

“Shareholder Suits Against Korean Directors” in Hwa-Jin Kim (ed.), Korean Business Law (Cheltenham, UK: Edward Elgar, 2012), 27-51 (co-authored with Bernard S. Black and Michael Klausner).

“The History of Corporate Governance” in Mike Wright, Donald Siegel, Kevin Keasey and Igor Filatotchev (eds.), The Oxford Handbook of Corporate Governance (Oxford: Oxford University Press, 2013), 46-64.

“The Rise and Fall(?) of Shareholder Activism by Hedge Funds”, in William W. Bratton and Joseph A. McCahery (eds.) Institutional Investor Activism: Hedge Funds and Private Equity, Economics and Regulation (Oxford: Oxford University Press, 2015), 206-19 (co-authored with John Armour; originally published in Journal of Alternative Investments – see below).

2. ACADEMIC PUBLICATIONS

(a) Journals

“Exclusive Territorial Rights in Patent Licences and Article 85 of the E.E.C. Treaty: An Evaluation of Recent Developments in

the Law”, Boston College International and Comparative Law Review, 10: 53-85 (1987).

“The Oppression Remedy in Corporate Law: The Canadian Experience”, University of Pennsylvania Journal of International Business Law, 10: 305-339 (1988).

“The Development of Competition Policy, 1890-1940: Re-evaluation of a Canadian and American Tradition”, Osgoode Hall Law Journal, 27: 449-490 (1989).

“U.S. Close Corporation Legislation: A Model Canada Should Not Follow”, McGill Law Journal, 35: 160-195 (1989).

“British Columbia's Draft Personal Property Security Act: An Overview”, Advocate, 47: 67-77 (1989).

“The Oppression Remedy in Corporate Law: Recent Developments”, Advocate, 48: 361-373 (1990).

“An Economic Analysis of the Oppression Remedy: Working Toward a More Coherent Picture of Corporate Law”, University of Toronto Law Journal, 40: 775-812 (1990).

“Auditors' Liability in the House of Lords: A Signal Canadian Courts Should Follow”, Canadian Business Law Journal, 18: 118-34 (1991).

“Law, Economics and Morality: Contracting Out of Fiduciary Duties”, Canadian Business Law Journal, 19: 28-48 (1991).

“European Community Company and Securities Law: A Canadian Perspective”, McGill Law Journal, 36: 1282-1321 (1991).

“Shareholder Remedies: Lessons from Canada”, Company Lawyer 13: 89-95 (1992) (co-authored with Dr. Janet Dine).

“Corporate Governance in the United Kingdom: Lessons for Canada”, Canadian Business Law Journal, 28: 69-106 (1997).

“Reforming the Derivative Action: The Canadian Experience and British Prospects”, Company Financial and Insolvency Law Review 1: 227-60 (1997).

“British Football Clubs and the Stock Market: Past Developments and Future Prospects”, Company Lawyer 18: 66-76, 104-11 (1997).

“Michaud v. National Bank of Canada and Canadian Corporate Governance: A 'Victory for Shareholder Rights'?", Canadian Business Law Journal 30: 20-72 (1998).

“Sports Teams and the Stock Market: A Winning Match?”, UBC Law Review 32: 271-291 (1998).

“Our Common Legal Heritage: Fragmentation and Renewal”, Law Librarian 30: 3-12 (1999).

“Using Theory to Study Law: A Company Law Perspective”, Cambridge Law Journal 58: 197-221 (1999).

“Playing the Stock Market: ‘Going Public’ and Professional Sports Teams”, Journal of Corporation Law 24: 641-680 (1999).

“Developing Directors’ Duties”: The Legal and Theoretical Context”, Company Financial and Insolvency Law Review 3: 157-68 (1999).

“Teaching Corporate Governance”, Legal Studies 19: 515-25 (1999).

“Current Trends in Corporate Governance: Going from London to Milan via Toronto”, Duke Journal of Comparative and International Law 10: 5-42 (1999); published in Italian in Giurisprudenza Commerciale 28: 161-92 (2001) (translation by Carlo Amatucci).

“Corporate Governance Reform: Britain as an Exporter”, Hume Papers on Public Policy 8 (no. 1): 10-28 (2000). Republished in Thomas Clarke (ed.), Corporate Governance: Critical Perspectives on Business and Management, vol. 1 (London: Routledge, 2004).

“Does Law Matter?: The Separation of Ownership and Control in the United Kingdom”, Journal of Legal Studies 30: 459-84 (2001).

“Law, Economics and the UK’s System of Corporate Governance: Lessons from History”, Journal of Corporate Law Studies 1: 71-89 (2001).

“History and the Global Corporate Governance Revolution: The British Perspective”, Business History 43: 87-118 (2001). Republished in Thomas Clarke (ed.), Corporate Governance: Critical Perspectives on Business and Management, vol. 5 (London: Routledge, 2004).

“Should Shareholders Have a Greater Say Over Executive Pay?: Learning From the US Experience”, Journal of Corporate Law Studies 1: 277-315 (2001) (co-authored with Randall S. Thomas).

“Corporate Law and the Separation of Ownership and Control”

(Il diritto societario e la separazione di proprieta' e controllo)
Banca impresa societa 20: 181-197 (2001).

“The Metamorphosis of Germany Inc.: The Case of Executive Pay”, American Journal of Comparative Law 49: 497-539 (2001).

“Corporate Law and Ownership Structure: A Darwinian Link?”, University of New South Wales Law Journal 25: 346-78 (2002).

“Corporate Ownership Structure and the Evolution of Bankruptcy Law: Lessons from the UK”, Vanderbilt Law Review 55: 1699-1785 (2002) (co-authored with John Armour and David A. Skeel).

“Corporate Governance Convergence: Lessons from Australia”, Transnational Lawyer 16: 13-43 (2002).

“Will Executive Pay Globalise Along American Lines?”, Corporate Governance: An International Review 11: 8-24 (2003).

“Law as Bedrock: The Foundations of an Economy Dominated by Widely Held Public Companies”, Oxford Journal of Legal Studies 23: 1-23 (2003).

“Competition Law and Corporate Ownership Structure”, European Business Organization Law Review 4: 3-30 (2003).

“Mergers and Corporate Ownership Structure: The United States and Germany at the Turn of the 20th Century”, American Journal of Comparative Law 51: 473-503 (2003).

“Mergers and the Evolution of Patterns of Corporate Ownership and Control: The British Experience”, Business History 46: 256-84 (2004).

“The Trajectory of (Corporate Law) Scholarship”, Cambridge Law Journal 63: 456-506 (2004).

“Are Good Managers Required for a Separation of Ownership and Control?”, Industrial and Corporate Change 13: 591-618 (2004).

“The Globalization (Americanization?) of Executive Pay”, Berkeley Business Law Journal 1: 233-89 (2004) (co-authored with Randall S. Thomas).

“Liability Risk for Outside Directors: A Cross-Border Analysis”, European Financial Management 11: 153-71 (2005) (co-authored with Bernard S. Black and Michael Klausner).

“Outside Director Liability: A Policy Analysis”, Journal of Institutional and Theoretical Economics 162: 5-20 (2006) (co-authored with Bernard S. Black and Michael Klausner).

“Outside Director Liability”, Stanford Law Review 58: 1055-1159 (2006) (co-authored with Bernard Black and Michael Klausner).

“Outside Director Liability Across Countries”, Texas Law Review 84: 1385-1480 (2006) (co-authored with Bernard S. Black).

“Dividends as a Substitute for Corporate Law: The Separation of Ownership and Control in the United Kingdom”, Washington and Lee Law Review 63: 1273-1338 (2006).

“Corporate Ownership and Control in the U.K.: The Tax Dimension”, Modern Law Review, 70: 778-811 (2007) (co-authored with Steven A. Bank).

“Legal Liability of Directors and Company Officials Part 1: Substantive Grounds for Liability (Report to the Russian Securities Agency)”, Columbia Business Law Review [2007]: 614-799 (co-authored with Bernard Black, Martin Gelter, Hwa-Jin Kim, Richard Nolan, Mathias Siems and Linia Prava law firm).

“Legal Liability of Directors and Company Officials Part 2: Court Procedures, Indemnification and Insurance, and Administrative and Criminal Liability (Report to the Russian Securities Agency)”, Columbia Business Law Review [2008]: 1-171 (co-authored with Bernard Black, Martin Gelter, Hwa-Jin Kim, Richard Nolan, Mathias Siems and Linia Prava law firm).

“The Eclipse of Private Equity”, Delaware Journal of Corporate Law 33: 1-67 (2008) (co-authored with John Armour).

“Dividends and Politics”, European Journal of Political Economy, 25: 208-24 (2009) (co-authored with Steven A. Bank and Marc Goergen).

“Is Berle and Means a Myth?”, Business History Review, 83: 443-74 (2009) (co-authored with Steven Bank). Cited as a recommendation for further reading in 24 Journal of Economic Perspectives 241, 244 (2010).

“Private Enforcement of Corporate Law: An Empirical Comparison of the UK and US”, Journal of Empirical Legal Studies, 6: 687-722 (2009) (co-authored with John Armour, Bernard Black and Richard Nolan).

“Did Corporate Governance ‘Fail’ During the 2008 Stock

Market Meltdown? The Case of the S&P 500”, Business Lawyer, 65: 1-65 (2009).

“The Corporate Pyramid Fable”, Business History Review, 84: 435-58 (2010) (co-authored with Steven A. Bank).

“The Stewardship Code’s Achilles’ Heel”, Modern Law Review, 73: 1004-25 (2010).

“Shareholder Suits and Outside Director Liability: The Case of Korea”, Journal of Korean Law, 10: 325-61 (2011) (co-authored with Bernard S. Black and Michael Klausner).

“The Past, Present and Future of Shareholder Activism by Hedge Funds”, Journal of Corporation Law, 37: 51-103 (2011) (co-authored with John Armour).

“The Rise and Fall(?) of Shareholder Activism by Hedge Funds”, Journal of Alternative Investments, Winter 2012, 17-27 (co-authored with John Armour).

“Delaware’s Balancing Act”, Indiana Law Journal, 87: 1345-1405 (2012) (co-authored with John Armour and Bernard S. Black).

“Delaware Corporate Litigation and the Fragmentation of the Plaintiffs’ Bar”, Columbia Business Law Review, 2012 volume: 427-501 (2012) (co-authored with John Armour and Bernard S. Black).

“Is Delaware Losing its Cases?”, Journal of Empirical Legal Studies, 9: 605-56 (2012) (co-authored with John Armour and Bernard S. Black).

“Questioning ‘Law and Finance’: US Stock Market Development, 1930-70”, Business History 55: 598-616 (2013) (co-authored with Steven A. Bank and Harwell Wells).

“Ownership Dispersion and the London Stock Exchange’s ‘Two-Thirds Rule’: An Empirical Test”, Business History 55: 667-90 (2013) (co-authored with David Chambers and Dimitri Koustas).

“The Undermining of UK Corporate Governance (?)”, Oxford Journal of Legal Studies 33: 503-33 (2013).

“Regulating IPOs: Evidence from Going Public in London, 1900-1913”, Explorations in Economic History 51: 60-76 (2014) (co-authored with Carsten Burhop and David Chambers).

“Hedge Fund Activism Canadian Style”, University of British Columbia Law Review 47: 1-58 (2014).

“Law and History by Numbers: Use, But With Care”, University of Illinois Law Review (2014): 1739-64 (co-authored with Steven A. Bank and Harwell Wells).

“The Origins of the Market for Corporate Control”, University of Illinois Law Review (2014): 1835-66 (co-authored with John Armour).

“The Team Production Model as a Paradigm”, Seattle University Law Review 38: 397-432 (2015).

“The Corporate Governance Movement, Banks, and the Financial Crisis”, Theoretical Inquiries in Law 16: 1-43 (2015).

“Delaware and the Transformation of Corporate Governance,” Delaware Journal of Corporate Law 40: 1-76 (2015), re-published in Corporate Practice Commentator 58: 1-75 (2016).

“The Rise of Corporate Governance in the U.K.: When and Why”, Current Legal Problems (2015): 1-43.

“Corporate Governance Since the Managerial Capitalism Era,” Business History Review 89: 717-44 (2015).

“Stock Market Prices and the Market for Corporate Control,” University of Illinois Law Review [2016]: 761-820, re-published in Corporate Practice Commentator 59: 49-116 (2017) (co-authored with John Armour).

“Shareholder Protection Across Time,” University of Florida Law Review 68: 691-763 (2016) (co-authored with Steven A. Bank and Harwell Wells).

“Executive Pay: What Worked?”, Journal of Corporation Law 42: 59-107 (2016) (co-authored with Steven A. Bank and Harwell Wells).

(b) *Conference Proceedings*

“The Closely-Held Corporation in Canada”, published in German, in G. Roth, ed., Das System der Kapital-gesellschaften im Umbruch - an internationaler Vergleich (Cologne: Verlag Dr. Otto Schmidt KG, 1990): 182-203, (Proceedings of the Symposium on Dualism in Corporation Law, Bregenz, Austria, April 1989).

“‘User Friendly’ Corporate and Securities Law in Canada: The Role of Competitive Federalism and Mutual Recognition” in The Future of Corporation Law: Issues and Perspectives

(Toronto: Carswell, 1999): 53-61 (Papers Presented at Queen's Annual Business Law Symposium 1997).

“Putting Britain on the Roe Map: The Emergence of the Berle-Means Corporation in the United Kingdom”, in Joseph A. McCahery *et al.* (eds.), Corporate Governance Regimes: Convergence and Diversity (Oxford: Oxford University Press, 2002): 147-72.

“Comparative Corporate Governance and the Australian Experience”, in Ian Ramsay (ed.), Key Developments in Corporate Law and Equity: Essays in Honour of Professor Harold Ford (Australia: LexisNexis Butterworths, 2002): 13-38.

“Regulation and the Globalization (Americanization) of Executive Pay”, in Curtis Milhaupt (ed.), Global Markets, Domestic Institutions: Corporate Law and Governance in a New Era of Cross-Border Deals (New York: Columbia University Press, 2003): 155-82 (co-authored with Randall S. Thomas).

“Tax and the Separation of Ownership and Control” in Wolfgang Schön (ed.), Tax and Corporate Governance (Berlin: Springer-Verlag, 2008), 111-61 (co-authored with Steven A. Bank).

“Origins of ‘Offensive’ Shareholder Activism in the United States” in Jonathan G.S. Koppell (ed.), The Origins of Shareholder Advocacy (New York: Palgrave Macmillan, 2011), 253-76 (co-authored with John Armour).

(c) *Working Papers (distributed as part of a series and not published or in press)*

N/A

(d) *Shorter Articles and Case Comments*

“Oppression and Preferred Shares - A Heady Canadian Brew - *Palmer v. Carling O'Keefe Breweries*”, Lloyds' Maritime and Commercial Law Quarterly, [1989]: 411-414 (1989).

“Company Law – Dividends – Validity of Directors' Power to Allocate Dividends to One Class of Shareholder – Dividends as Income of the Recipient Shareholder – Income Tax, S.C. 1970-71-72, c. 63, s. 56(2): *The Queen v. McClurg*”, Canadian Bar Review, 70: 724-732 (1991).

“Establishing Business Operations in the European Economic Area: Key Company Law Principles”, International Legal Practitioner, 17:

102-6 (1992).

“Sports IPOs the Wave of the Future? Don’t Count on It”, Street & Smith’s Sports Business Journal, September 20-26, 1999: 36.

“Minority Shareholders and Corporate Governance”, Company Lawyer, 20: 41-42 (2000).

“Outside Directors and Lawsuits: What are the Real Risks?”, McKinsey Quarterly [2004], issue #4, 71-77. (Co-authored with Bernard S. Black and Michael Klausner; cited in “A Chink in the Boardroom Door”, Economist, December 18, 2004, 128).

“In the Line of Fire?”, European Lawyer, [2004] December 2004/January 2005, 31-32 (Co-authored with Bernard S. Black, Michael Klausner and Simon Witney).

“Why Directors’ Damages May Harm Investors”, Financial Times, January 20, 2005, 19 (Co-authored with Bernard S. Black and Michael Klausner; republished in the National Post, January 21, 2005).

“Outside Director Liability Across Countries”, World Wide Business Review (published by Doshisha University, Kyoto), 6: 60-65 (2005).

“Outside Director Liability Risk: How Much Did WorldCom and Enron Change the Rules?”, Bloomberg Law Reports – Corporate Governance, July 2005 (vol. 2, #6): 1, 8-11 (Co-authored with Bernard S. Black and Michael Klausner).

“Outside Director Liability Risk: Have WorldCom and Enron Changed the Rules?”, Stanford Lawyer, Winter 2005: 36-39 (Co-authored with Bernard S. Black and Michael Klausner).

“Does Dividend Policy Have a Political Dimension? The British Case”, CESifo Dice Report: Journal for International Comparisons, Spring 2007 (vol. 5, #1): 33-37 (co-authored with Steven A. Bank and Marc Goergen).

“The New Reality of ‘Offensive’ Share Ownership”, Financial Times, June 13, 2007, 13.

“Corporate Governance” in Peter Cane and Joanne Conaghan (eds.), *The New Oxford Companion to Law* (Oxford: Oxford University Press, 2008), 235-37.

“Corporate Governance and the Financial Crisis: A Case Study From the S&P 500” in Robert W. Kolb (ed.), *Lessons from the Financial Crisis: Causes, Consequences and Our Economic Future* (Hoboken, N.J.: Wiley, 2010), 411-19.

“What is a Fellow?” (The Eden Oration, December 2009), Trinity Hall Newsletter Academic Year 2009/10, 51-57.

“UK Corporate Governance Takes on an Italian Flavour”, Link Journal, April 2012, 34-35.

“Foreword” in Dan W. Puchniak, Harald Baum and Michael Ewing-Chow (eds.), *The Derivative Action in Asia: A Comparative and Functional Approach* (Cambridge: Cambridge University Press, 2012), xvii-xviii.

Various short notes published in International Corporate Law Bulletin.