

THE BUSINESS OF FAIRNESS: CORPORATE JUSTICE AND LEGAL REFORM



Widener University Delaware Law School
4601 Concord Pike, Wilmington, DE

8:45 A.M. TO 4:30 P.M.

8:00 a.m. - 8:45 a.m.

Check-in & Breakfast

8:45 a.m. - 9:00 a.m.

Opening Remarks, delivered by Dean Todd Clark and Lauren Angelina, Editor-in-Chief, *Widener Law Review*, Vol. 31

9:00 a.m. - 10:20 a.m.

Breaking the Corporate Glass Ceiling Panel

See pages 1-2

10:20 a.m. - 10:40 a.m.

Break with refreshments

10:40 a.m. - 12:00 p.m.

Chancellor McCormick's Distinguished Speaker Presentation

See page 3

12:15 p.m. - 1:30 p.m.

Lunch at Barristers' Club

See page 9 for menu

1:30 p.m. - 2:50 p.m.

Corporate Social Responsibility and Environmental, Social, and Governance Panel

See pages 3-4

3:00 p.m. - 4:20 p.m.

Practicing Ethical Corporate Leadership Panel

See pages 7-8

4:20 p.m. - 4:30 p.m.

Closing Remarks, delivered by Lauren Angelina, Editor-in-Chief, *Widener Law Review*, Vol. 31

BREAKING THE CORPORATE GLASS CEILING



9:00 a.m. – 10:20 a.m.



DEAN TODD CLARK, MODERATOR

Dean and Professor of Law, Delaware Law School

Todd J. Clark serves as the Dean and a Professor of Law at Widener University Delaware Law School. His scholarship focuses on employment discrimination, sports law, hip-hop and the law, and corporate justice. He previously held leadership and teaching roles at St. Thomas University and North Carolina Central University, earning multiple teaching awards. A former practicing attorney, Dean Clark holds degrees from Wittenberg University, the University of Pittsburgh School of Law, and West Virginia University. He is dedicated to mentoring underrepresented students and promoting economic equity.



THE HONORABLE N. CHRISTOPHER GRIFFITHS

of the Delaware Supreme Court

The Honorable N. Christopher Griffiths was sworn in for his first term as Justice of the Supreme Court of Delaware on May 22, 2023. Prior to his appointment, Justice Griffiths was a partner at Connolly Gallagher LLP where his practice focused on administrative and government law, corporate and commercial litigation, bankruptcy law and general litigation representing municipalities and government agencies. Justice Griffiths received his undergraduate degree from the University of Delaware and earned his law degree from the Villanova University School of Law.



THE HONORABLE BONNIE W. DAVID

of the Delaware Court of Chancery

The Honorable Bonnie W. David was sworn in as Vice Chancellor of the Delaware Court of Chancery in January 2025, after serving as a Magistrate in Chancery since 2023. Prior to joining the bench, she was Counsel at Skadden, Arps, where she litigated in the Court of Chancery with a focus on deal litigation, corporate statutory proceedings, and contract disputes, and advised on corporate governance and transactions. Vice Chancellor David earned her J.D. from the University of Pennsylvania Law School, where she was a Senior Editor of the Law Review, and her B.A. from Boston University.



DEAN ANDRÉ DOUGLAS POND CUMMINGS

Dean and Professor of Law, Commonwealth Law School

andré douglas pond cummings serves as the Dean and a Professor of Law at Widener University Commonwealth Law School, serving since 2024. He previously held leadership and faculty positions at the University of Arkansas at Little Rock William H. Bowen School of Law and West Virginia University College of Law, specializing in corporate justice, business law, and racial justice. Before academia, Dean cummings practiced at Kirkland & Ellis LLP, handling business transactions and representing sports and entertainment clients. Dean cummings is a prolific scholar on investor protection, racial and social justice, and sports law, with publications in top law reviews and multiple books.



TRICIA ENERIO

Partner, Heyman Eerie Gattuso & Hirtzel LLP

Patricia L. Enerio is a partner at Heyman Enerio Gattuso & Hirtzel LLP. She focuses her practice on corporate governance, partnership and limited liability company disputes in the Delaware Court of Chancery. Tricia clerked for the Delaware Court of Chancery in 1998-1999. She was the first law clerk to The Honorable Leo E. Strine Jr. Tricia is a member of the Court of Chancery Rules Committee. She is also the founder of Women Chancery Lawyers (a.k.a. Chancery Chicks), a networking group for women lawyers who practice corporate and commercial litigation in the Delaware Court of Chancery.

DISTINGUISHED SPEAKER



10:40 a.m. – 12:00 p.m.



THE HONORABLE CHANCELLOR KATHALEEN ST. J. MCCORMICK

of the Delaware Court of Chancery

The Honorable Chancellor Kathaleen St. J. McCormick was sworn in as Chancellor of the Court of Chancery on May 6, 2021. Chancellor McCormick first joined the court as Vice Chancellor on November 1, 2018. Prior to joining the Court, Chancellor McCormick was a partner in the Delaware law firm Young Conaway Stargatt & Taylor, LLP, where she focused her practice on litigating internal governance and corporate disputes, primarily in the Court of Chancery. Before entering private practice, Chancellor McCormick was a staff attorney with the Community Legal Aid Society, Inc.

Chancellor McCormick received her undergraduate degree from Harvard and her law degree from Notre Dame Law School. She is a Delaware native and a graduate of Smyrna High.

CSR & ESG ROUNDTABLE

Corporate Social Responsibility
Environmental, Social, and Governance



1:30 p.m. – 2:50 p.m.



PROFESSOR GEETA TEWARI, MODERATOR

Associate Professor of Law, Delaware Law School

Professor Geeta Kohli Tewari is a distinguished legal scholar and educator specializing in contract and business law, which she teaches through an interdisciplinary lens at Widener University Delaware Law School. Her research focuses on narrative justice, integrating marginalized perspectives into the study and practice of contract and business law. She is committed to fostering inclusivity within corporate and legal frameworks.



PROFESSOR CHRISTIAN A. JOHNSON

Professor of Law and Business Advising, Commonwealth Law School

Christian A. Johnson is the Commonwealth Professor of Law and Business Advising at Widener University Commonwealth Law School, where he teaches courses in business and tax law. A former dean, his expertise lies in capital markets, particularly the regulation and documentation of derivatives, repo, and lending markets. He consults for the Commodity Futures Trading Commission and previously advised the Federal Reserve Bank of Chicago. He holds a J.D. from Columbia Law School, where he was Executive Editor of the *Columbia Law Review*.



JACQUELINE ROGERS

Partner, Potter, Anderson & Corroon, L.L.P.

Jacqueline A. Rogers is a partner in Potter Anderson's Corporate Litigation Group, focusing on high-stakes M&A litigation, corporate disputes, and complex commercial cases in the Delaware Court of Chancery. She has substantial experience litigating and providing advice concerning various statutory proceedings under the Delaware General Corporation Law. She also serves as executive editor of *Corporate and Commercial Practice in the Delaware Court of Chancery* (Lexis Law Publishing), which has been cited by the Delaware courts in approximately 500 published opinions.



PROFESSOR JENA MARTIN

Professor and Katherine A. Ryan Chair for Global and International Law, St. Mary's University School of Law

Jena Martin is a Professor of Law and the Katherine A. Ryan Chair for Global and International Law at St. Mary's University in San Antonio, Texas. Her research focuses on business and human rights, exploring issues such as securities regulation, data privacy, and community impact. She is the author of several articles on these subjects, including "Hiding in the Light: The Misuse of Disclosure to Advance the Business and Human Rights Agenda" (Columbia University Journal of Transnational Law). Professor Martin has also co-edited and co-authored a number of books in the field of securities regulation and business and human rights.



PROFESSOR JOSEPH GRANT

Associate Dean for Administration and Finance, Capital University School of Law

Joseph Karl Grant currently serves as the Associate Dean for Administration and Finance and holds the John E. Sullivan Professor of Law endowed professorship at Capital University School of Law. Prior to teaching, Professor Grant practiced corporate and securities law, and labor and employment law with Squire, Sanders & Dempsey, LLP and corporate and securities law at Thompson, Hine & Flory, LLP before establishing and operating his own private practice. Professor Grant has published articles in numerous Journals in the areas of financial regulation, social and sustainable business entities, international trade, estates and trusts, and race and the law.

I. INTRODUCTIONS

II. ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

- A. What would be your response to critics who argue that ESG initiatives prioritize social good at the expense of shareholder value?
- B. How can companies ensure their ESG efforts are meaningful and not just a marketing strategy?
- C. How should businesses legally approach supply chain due diligence to ensure compliance with environmental and human rights laws?
- D. As ESG-related lawsuits increase, how can companies mitigate legal risks related to greenwashing, workplace discrimination, or supply chain labor violations?

III. DIVERSITY, EQUITY, AND INCLUSION

- A. Given the legal backlash against certain DEI initiatives, can companies advance diversity while remaining compliant with anti-discrimination laws? If so, how?

IV. CONFLICTS OF INTEREST

- A. Should there be greater legal scrutiny over corporate philanthropy to prevent conflicts of interest and ensure transparency?

V. CLOSING REMARKS

PRACTICING ETHICAL CORPORATE LEADERSHIP



3:00 p.m. – 4:20 p.m.



PROFESSOR LUKE SCHEUER, MODERATOR

Professor of Law, Delaware Law School

Professor Luke M. Scheuer teaches corporate law, contracts, and cannabis business law at Widener University Delaware Law School. A graduate of Boston College Law School, he previously taught at several Boston-area law schools and practiced at Goodwin Procter LLP. His scholarship focuses on cannabis regulation and the intersection of blockchain with corporate and contract law. He has served on nonprofit boards and, before his legal career, was a professional ballet dancer with companies including the National Ballet of Canada.



THE HONORABLE SAM GLASSCOCK III

of the Delaware Court of Chancery

The Honorable Sam Glasscock III served as a judicial officer in Delaware's Court of Chancery for more than 25 years, having been appointed Vice Chancellor in 2011 after serving in the role now known as Magistrate in Chancery from 1999 to 2011. He continues to serve as a Vice Chancellor in a retired capacity, now employs his vast subject matter expertise for private arbitration as a Professional Neutral with Delaware ADR. He received a B.A. in History from the University of Delaware in 1979, a J.D. from Duke University in 1983, and a Master's Degree in Marine Policy from the University of Delaware in 1989.



ELENA NORMAN

Partner, Young, Conway, Stargatt & Taylor, L.L.P.

Elena C. Norman is a Partner at Young Conaway and a member of its Management Committee, focusing on corporate and complex business litigation in the Delaware Court of Chancery. She handles high-profile disputes involving M&A, governance, and valuation, and regularly advises boards and executives on Delaware corporate law. She is a Fellow of the American College of Governance Counsel and frequently speaks on Delaware corporate law issues. Elena earned her J.D. from Stanford Law School and holds additional degrees from the University of Pennsylvania, Oxford, and University College London.

**MACKENZIE WROBEL**

Partner, Duane Morris, LLP

Mackenzie M. Wrobel is a trial partner at Duane Morris LLP, with a concentration in the areas of corporate and commercial disputes litigated primarily in the Delaware Court of Chancery and the Complex Commercial Litigation Division of the Delaware Superior Court. Prior to joining Duane Morris, Mackenzie served as Associate Legal Counsel to Delaware Governor Jack A. Markell and as a law clerk to Justice Randy J. Holland of the Delaware Supreme Court and the Honorable Andrea L. Rocanelli of the Delaware Superior Court. Mackenzie is a proud alumnus of the Delaware Law School and former Bluebook Editor of *Widener Law Review*.

**ERIC JURAY**

Director, Prickett, Jones & Elliot, P.A.

Eric J. Juray practices in the area of corporate and commercial litigation. Mr. Juray's practice primarily involves mergers and acquisitions, corporate governance, and other complex corporate governance and business matters in the Delaware Court of Chancery. Prior to entering practice, Mr. Juray clerked for the Honorable Randy J. Holland of the Delaware Supreme Court. Mr. Juray graduated from The College of New Jersey in 2008 with a B.A. in Legal Studies and received his J.D., *summa cum laude*, from the Widener University School of Law in 2012, graduating as Valedictorian of the Regular Division class. While at Widener, Mr. Juray was an Articles Editor for the *Widener Law Review*, and also a Wolcott Fellow for the Honorable Randy J. Holland.

I. INTRODUCTIONS

II. SHAREHOLDER PROFIT VS. CORPORATE RESPONSIBILITY

- A. Is the shareholder primacy model a legal requirement?
- B. Is the drive for shareholder profit a purely economic goal, or does it have a moral/ethical requirement?
- C. How can boards consider goals that are narrowly profit driven?
- D. Why might ethical leadership matter to shareholder? How can it benefit shareholders?

III. ARE BOARDS ASKING FOR TROUBLE WHEN THEY DIVE INTO THE POLITICAL/SOCIAL SPHERE?

- A. Do companies risk alienating consumers by wading into political conversations? What do they gain by doing so?

IV. PRACTICING ETHICAL LEADERSHIP

- A. What does ethical leadership look like?
- B. Who defines what constitutes ethical leadership?
- C. How does one go on about cultivating ethical standards as a young attorney?
- D. What are some ways a company can promote/foster ethical leadership among its constituents?

BREAKFAST MENU

BREAKFAST SANDWICHES

- Bacon, Egg, and Cheese
- Sausage, Egg, and Cheese
- Egg and Cheese

BAGEL BASKET

- Assortment of Manhattan Bagels
- Cream Cheese Spreads
 - Plain
 - Garden Vegetable
 - Strawberry

SIDES

- Fresh Fruit Salad
- Tropicana Juices
- Water
- Coffee
 - Columbian Regular
 - Decaf
- Condiments
 - Ketchup
 - Hot sauce

LUNCH MENU

KAISER SANDWICHES

- Turkey & Swiss
- Ham & Cheddar
- Roast Beef & Provolone
- White Meat Tuna & American

FRESH WRAPS

- Italian
- Turkey Club
- Turkey
- Tuna Salad
- Grilled Vegetable
- Oven Roasted Beef

SIDES

- Rotini Pasta Salad
- Caesar Salad
- Assorted Handmade Cookies

Widener Law Review

Subscription Information

The *Widener Law Review* is published twice annually by the students of The Widener University Delaware Law School. Subscriptions are accepted on a one volume basis (two issues).

Volume 32, Issue 1 will be a Symposium Issue based on today's program.

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www.widenerlawrev.org

Procedure for Submitting a Manuscript

The *Law Review's* Editor-in-Chief will carefully review all manuscripts submitted for publication. Only well-written manuscripts offering original legal analyses will be considered for publication. If the Editor-in-Chief selects an author's submission for publication, a member of the Law Review's Editorial Board will contact the author in writing. The author will receive an Author/Journal Agreement. The Law Review's Board and Staff will begin editing the submission only after receiving a properly executed Author/Journal Agreement.

The *Law Review* typically publishes one Volume per year containing two Issues. The *Law Review* accepts unsolicited manuscripts on a rolling basis, so interested authors are encouraged to submit their completed manuscripts as soon as possible.

SUBMITTING AN ARTICLE

By U.S. Mail:

Please submit a hard copy of your manuscript and a disk containing a copy of your manuscript (preferably in Microsoft Word®) to:

Widener Law Review
Widener University Delaware Law School
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Wilmington, DE 19803-0474

By Electronic Mail:

- Please send all submissions in Microsoft Word® to: wlr@widener.edu.
- Please include the word "manuscript" or "article" with the article title in the subject line of the email.
- Please provide your name, address, affiliation, biographical information, and acknowledgments on a separate attachment.
- Please use footnotes instead of endnotes or parenthetical citations.
- Please adhere to the most current version of *The Bluebook: A Uniform System of Citation* (Columbia Law Review Ass'n et al. eds., 21st ed. 2020).
- Manuscripts submitted for publication will not be returned.

The Law Review will notify all authors whose manuscripts are not accepted for publication.



Widener Law Review

EST. 1994

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Editor-in-Chief



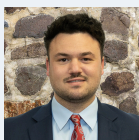
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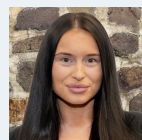
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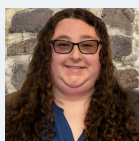
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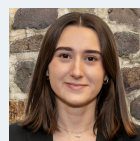
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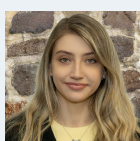
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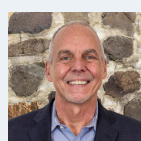
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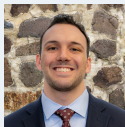
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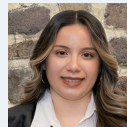
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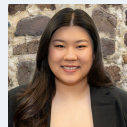
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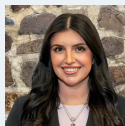
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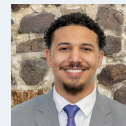
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HISTORY OF *WIDENER LAW REVIEW*

The *Widener Law Review* (f/k/a the Widener Law Symposium Journal) is the Law School's only general law journal. The *Law Review* is the result of several years of student, faculty and administration efforts to increase the opportunity for legal publication at the Law School. A faculty committee developed the general framework for the *Law Review* and selected the first Editorial Board in the Fall of 1993. The Board began organizational efforts in the spring of 1994. The first Symposium was held in March 1995 and publication of the inaugural issue was in May 1996.

PURPOSE & PROCESS

The *Widener Law Review* (*Law Review*) is dedicated to publishing scholarship pertaining to current legal issues. Such legal topics are also explored through symposia organized and hosted by the *Law Review*. Unsolicited articles authored by professors, judges, practitioners, as well as articles solicited from symposia speakers form the core of the *Law Review's* publication. Student-authored notes, comments, essays, book reviews and other appropriate pieces provide additional material for publication. All submissions undergo the *Law Review's* rigorous editorial process designed to enhance the overall quality of the authors' work.

INTERESTED IN LEARNING MORE?

widenerlawrev.org



Delaware Law

Many thanks to Dean Clark, Professor Tewari, Connie Sweeney, Dean Eakin, Brianna Frazier, Lois Carlson-Slacum, and all of *Widener Law Review* for making this possible.