

# YARON G. NILI

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## ACADEMIC APPOINTMENTS

### THE UNIVERSITY OF WISCONSIN LAW SCHOOL, Madison WI

- Assistant Professor *July 2016-Present*

Courses: Business Organizations II, Securities Regulation, and Corporate Governance and Deals Lab

### THE PROGRAM ON CORPORATE GOVERNANCE, HARVARD LAW SCHOOL *Aug. 2012-July 2016*

- Fellow and Co-Editor, Harvard Law School Forum on Corporate Governance and Financial Regulation

## EDUCATION

### HARVARD LAW SCHOOL, Cambridge, MA

- **S.J.D.** *May 2015*
- **LL.M.** (Fulbright Fellow, GPA 3.9/4) *May 2008*

### THE HEBREW UNIVERSITY, Jerusalem, Israel

- **LL.B.**, *summa cum laude*, Valedictorian of Class of 280 Students *June 2006*
- **M.B.A.** (in Finance), *magna cum laude* *July 2007*
- Editor-In-Chief, Hebrew University Law Review *July 2004-July 2006*

## TEACHING AND RESEARCH INTERESTS

Corporations, Securities Regulation, Contracts, Corporate Governance and Shareholder Activism, Comparative Corporate Law, Mergers and Acquisitions, Corporate Finance, Alternative Investment Vehicles (Private Equity and Hedge Funds)

## PUBLICATIONS

- “Captured Boards”: *The Rise of “Super Directors” and the Case for a Board Suite*, WISCONSIN LAW REVIEW (2017), *Forthcoming* (with Kobi Kastiel)
  - Winner of the John L. Weinberg Center 2017 Corporate Governance Symposium Best Paper Award
- *The “New Insiders”: Rethinking Independent Directors’ Tenure*, 68 HASTINGS LAW JOURNAL 97 (Dec. 2016)
  - Winner of Harvard Law School Victor Brudney Prize
- *In Search of the “Absent Shareholders”: A New Solution to Retail Investors’ Apathy*, 41 DELAWARE JOURNAL OF CORPORATE LAW 55 (Nov. 2016), (with Kobi Kastiel)
- *Have Independent Directors Lost their Independence?* 218 THE CORPORATE BOARD 11 (2016)
- *Servants of Two Masters? The Feigned Hysteria Over Activist-Paid Directors*, 18 UNIVERSITY OF PENNSYLVANIA JOURNAL OF BUSINESS LAW 509 (2016)
- *Missing the Forest for the Trees: A New Approach to Shareholder Activism*, 4 HARVARD BUSINESS LAW REVIEW 157 (2014)
  - Prize paper of the Second Annual Younger Comparativists Committee (YCC) Conference

## **WORKING PAPERS**

- *Out of Sight Out of Mind: The Case for Improving Director Independence Disclosure*
- *It's Not Just the Numbers – Improving True Board Diversity*
- *“Busy Directors”*

## **TEACHING EXPERIENCE**

**THE UNIVERSITY OF WISCONSIN LAW SCHOOL, Madison WI** *July 2016- Present*

- Assistant Professor

**HARVARD COLLEGE ECONOMICS DEPARTMENT, Cambridge MA** *2008-2010 & 2013-2015*

- Lecturer, *Economics 970: Hedge Funds, Private Equity and Corporate Governance* (Recipient of a Certificate of Distinction in Teaching)

**HARVARD LAW SCHOOL, Cambridge, MA** *Sep. 2014-May 2015*

- Instructor, Byse Workshop, *Inside the Boardroom: Current Topics in Board Structure, Composition and Compensation*

**HARVARD LAW SCHOOL, Cambridge, MA** *Sep. 2012-May 2014*

- Co-Instructor, *The Shareholder Rights Project clinical class*

## **PRIVATE PRACTICE**

**SIMPSON THACHER & BARTLETT LLP, NEW YORK, NY, CORPORATE ASSOCIATE** *Sep. 2010-Aug. 2012*

- Regularly represented financial institutions and companies in connection with syndicated commercial lending transactions, mergers and acquisitions and securities offerings. Participated in a wide range of transactions, including general corporate financings, acquisition related credit facilities, refinancing, restructurings, project finance deals, private and public M&A work, private funds work including a \$1.3 billion private equity fund formation, securities compliance for major private funds clients and securitization work.

## **CLERKSHIP**

**THE SUPREME COURT OF ISRAEL, Jerusalem, Israel, LAW CLERK** *Sep. 2006-Aug. 2007*

- Clerked for the Honorable Justice A. Procaccia. Drafted legal opinions in the areas of civil and corporate law, administrative law, constitutional law and criminal law. Prepared comparative American law memoranda on topics ranging from the applicability of the poison pill in Israeli corporate law to the right to relocate buried remains and the constitutional rights of the dead.

## **OTHER PAST EXPERIENCE**

**THE SHAREHOLDER RIGHTS PROJECT, HARVARD LAW SCHOOL, COUNSEL** *Aug. 2012-Aug. 2014*

- Represented and advised eight institutional investors on a range of corporate governance matters, including assistance in connection with selecting companies for proposal submission, designing proposals, submitting proposals, engaging with companies, negotiating and executing agreements by companies to bring management declassification proposals, and presenting proposals at annual meetings.

**THE LEGAL SERVICES CENTER, HARVARD LAW SCHOOL, INSTRUCTOR** *June 2009-June 2010*

- Provided legal assistance, and supervised student provision of legal assistance, through the Business and Non-Profit Organization Clinic, to start-up and existing small businesses, entrepreneurs, non-profit organizations and community development corporations on a wide range of legal matters.

- Worked in the financial litigation department of an NGO that strives to improve ethical standards and fight corruption in the public sector. Drafted letters to government agencies and petitions to the Supreme Court.

## **PRIZES, FELLOWSHIPS AND AWARDS**

- Recipient of the John L. Weinberg Center 2017 Corporate Governance Symposium Best Paper Award for “*Captured Boards*”: *The Rise of “Super Directors” and the Case for a Board Suite* Mar. 2017
- Recipient of Harvard Law School Victor Brudney Prize for best student paper on a topic related to corporate governance for *The “New Insiders”*: *Rethinking Independent Directors’ Tenure* May 2015
- Recipient of a Certificate of Distinction in Teaching (ECON 970 class) 2014
- Article, *Missing the Forest for the Trees: A New Approach to Shareholder Activism*, was chosen as the prize paper of the Second Annual Younger Comparativists Committee (YCC) Conference Apr. 2013
- Harvard Law School Summer Academic Fellow 2008, 2009, 2014
- Clark M. Byse Fellow, Harvard Law School 2014-2015
- Fellow, John M. Olin Center for Law, Economics and Business, Harvard Law School 2007-2009, 2013-2014
- Graduate Program Fellow, Harvard Law School 2008-2010, 2012-2014
- Dean’s List & Merit Scholarship for Academic Excellence, Hebrew University 2002-2006

## **CONFERENCES AND LECTURES**

- Invited Speaker, “‘Captured Boards’: The Rise of ‘Super Directors’ and the Case for a Board Suite”, John L. Weinberg Center 2017 Corporate Governance Symposium (Delaware, 2017)
- Invited Speaker, Women in the Boardroom: The Social and Business Arguments that Challenge Executive Board Homogeneity, The Wisconsin Journal of Law, Gender & Society 2017 annual symposium (Madison, 2017)
- Presented “‘Captured Boards’: The Rise of ‘Super Directors’ and the Case for a Board Suite” at the National Business Law Scholars Conference (Chicago, 2016)
- Presented “In Search of the ‘Absent Shareholders’: A New Solution to Retail Investors’ Apathy” at the Conference on Empirical Legal Studies (Saint Louis, 2015)
- Presented “Servants of Two Masters? The Feigned Hysteria Over Activist-Paid Directors” at the American Law and Economics Annual Conference (New York, 2015)
- Guest lecturer on shareholder activism at the LL.M. in Business and Company Law program at LUISS Guido Carli School of Law (Rome, 2014)
- Panel member at the Harvard Project for Asian and International Relations conference, discussing corporate governance developments in Asia (Cambridge, 2014)
- Presented “The ‘New Insiders’: Rethinking Independent Directors’ Tenure” at the faculty workshop at Bar-Ilan University (Israel, 2013)
- Presented “The ‘New Insiders’: Rethinking Independent Directors’ Tenure” at the Law and Economics Seminar at Harvard Law School (Cambridge, 2013)
- Presented “Missing the Forest for the Trees: A New Approach to Shareholder Activism” (published in the Harvard Business Law Review, 2014) at the YCC Conference (Indianapolis, 2013)

## **Media**

- For Goldman Sachs, a Rare Pass From Shareholder Resolutions, REUTERS, MAR. 23, 2017: <http://www.reuters.com/article/us-goldman-sachs-proxy-idUSKBN16U2W6>
- Why Big Banks Are Putting Caps on Director Salaries, FORTUNE, Sep. 1, 2016: <http://fortune.com/2016/09/01/big-banks-salary/>
- Investors Question Independence of Long-Stay Directors, WALL STREET JOURNAL, Feb. 23, 2016: <http://blogs.wsj.com/riskandcompliance/2016/02/23/long-stay-directors-put-their-independence-in-question/>

## **PROFESSIONAL MEMBERSHIPS**

- Admitted to the New York Bar

*Aug. 2009*

## **ACADEMIC SERVICE**

- Experiential Learning Committee
- Faculty Senate

*2016-Present*

*2016-Present*