

Senator Schumer Proposes Key Governance Changes for U.S. Public Companies

May 27, 2009 | Client Update

Senator Charles Schumer recently introduced a bill, The Shareholder Bill of Rights Act of 2009, which if adopted would impose new corporate governance requirements on U.S. public companies. Key corporate governance standards for U.S. public companies would shift from the purview of the states (primarily Delaware) to the federal government. On its face, the Schumer bill reflects a one-size-fits-all approach to corporate governance, although the Securities and Exchange Commission has been given explicit authority to exempt certain categories of companies. Senator Schumer views the new requirements as a way to provide a “greater voice to shareholders” and more board accountability, following what he identifies as a period of widespread corporate governance failures in the United States, especially among financial institutions.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

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