

Contents

Contributors	<i>page</i> vii
Acknowledgments and Dedication	ix
Introduction	1
<i>F. Scott Kieff and Troy A. Paredes</i>	
PART ONE. THE BOARD OF DIRECTORS AND THE CEO	
1 The Trouble with Boards	17
<i>Lawrence E. Mitchell</i>	
2 Rediscovering Board Expertise: Legal Implications of the Empirical Literature	62
<i>Lawrence A. Cunningham</i>	
3 The CEO and the Board: On CEO Overconfidence and Institutionalizing Dissent in Firms	96
<i>F. Scott Kieff and Troy A. Paredes</i>	
PART TWO. THE WHY, WHEN, HOW, AND HOW MUCH OF EXECUTIVE PAY	
4 Pay Without Performance: Overview of the Issues	117
<i>Lucian A. Bebchuk and Jesse M. Fried</i>	
5 Supersize Pay, Incentive Compatibility, and the Volatile Shareholder Interest	150
<i>William W. Bratton</i>	
6 “Say on Pay”: Cautionary Notes on the U.K. Experience and the Case for Muddling Through	189
<i>Jeffrey N. Gordon</i>	

PART THREE. CONSTRAINING MANAGERS AND DIRECTORS:
 INVESTORS, SECURITIES REGULATION, AND THE MEDIA

- 7 Shareholder Activism in the Obama Era 217
Stephen M. Bainbridge
- 8 After *Dura*: Causation in Fraud-on-the-Market Actions 235
Merritt B. Fox
- 9 From Boardroom to Courtroom to Newsroom: The Media and
 the Corporate Governance Scandals 293
Kathleen F. Brickey

PART FOUR. DELAWARE VERSUS CONGRESS: ON THE
 FEDERALIZATION OF CORPORATE GOVERNANCE

- 10 How Delaware Law Can Support Better Corporate
 Governance 335
James D. Cox
- 11 Federalism versus Federalization: Preserving the
 Division of Responsibility in Corporation Law 351
E. Norman Veasey, Shawn Pompian, and Christine Di Guglielmo

PART FIVE. COMPARATIVE CORPORATE GOVERNANCE

- 12 Regulatory Differences in Bank and Capital Market Regulation ... 399
Hideki Kanda
- 13 European Corporate Governance After Five Years
 with Sarbanes-Oxley 413
Rainer Kulms
- Epilogue: Three Secular Trends of Corporate Law 459
Joel Seligman
- Index 467