



**Lawrence A. Cunningham**

Director

John L. Weinberg Center for Corporate Governance at the University of Delaware

Lawrence A. Cunningham is an award-winning author, professor, corporate counselor, and board member. His expertise in board minutes stems from years of experience as a corporate secretary, as well as serving as a director after a contentious proxy contest where minutes became a focal point of conflict. Additionally, he has mediated discussions among various boards and general counsels regarding the ideal level of detail in board minutes.

For more information, visit his bio on the Center's website at

<https://weinberg.udel.edu/our-team/>



# Joel Fleming

Joel is a Partner of Equity Litigation Group.

Joel is one of the leading lawyers in the country who represents investors in special-situations cases. Most of Joel's cases are litigated in the Delaware Court of Chancery where, in recent years, he has won ten straight dispositive motions (motions seeking to have a case dismissed) in special-situations cases with zero losses.

You can see examples of briefs that Joel has written [here](#), [here](#), and [here](#). You can watch a video of Joel presenting an oral argument [here](#).

Joel is frequently asked to speak or lecture on special-situations litigation. In recent years, he has been a speaker, panelist, or guest lecturer at the Harvard Law Plaintiffs' Association, the American College of Governance Counsel, Texas A&M University School of Law, and the Delaware Court of Chancery's semi-annual judicial retreat. Joel also often represents law professors who wish to file *amicus* ("friend of the court") briefs on novel questions of corporate law.

Joel was named one of the top securities litigators in the country under the age of 40 by Law360. He graduated with honors from Harvard Law School.



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#### Education



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**Margaret M. Foran**  
**Chief Governance Officer, Senior**  
**Vice President**  
**and Corporate Secretary**  
**Prudential Financial, Inc.**

Ms. Foran is Chief Governance Officer, Senior Vice President and Corporate Secretary of Prudential Financial, Inc.

She has been a corporate governance leader throughout her career at Sara Lee Corporation, Pfizer, Inc. and J.P. Morgan & Co., Inc. Ms. Foran is a director on the Board of Orion Group Holdings, Inc. and serves as the Chair of the Compensation Committee. From December 2010 through May 2020, she served on the Board of the Occidental Petroleum Corporation, where during her tenure, she served as Chair of its Sustainability and Shareholder Engagement Committee, Compensation Committee and Governance Committee. Ms. Foran previously served on the Board of The MONY Group and MONY Life Insurance Company.

Ms. Foran currently serves as an active member of many influential advisory boards including, co-chair on the Board of Directors of the Council of Institutional Investors, member of the Board of Trustees of the American College of Governance Counsel, the Catalyst's Advisory Board, the Weinberg Center for Corporate Governance's Advisory Board, and NACD's Nominating and Governance Committee Chair Advisory Council. Ms. Foran also serves on The Public Company Accounting Oversight Board's (PCAOB) Standards and Emerging Issues Advisory Group (SEIAG).

Ms. Foran received her B.A., magna cum laude, and J. D. degrees from the University of Notre Dame, where she serves on the law school's Advisory Committee. She is admitted to the New York, Illinois, Pennsylvania, and New Jersey (In-house) Bars. Additionally, Ms. Foran is NACD (National Association of Corporate Directors) Directorship Certified™, the recipient of the International Corporate Governance's (ICGN) Lifetime Achievement Award in March 2024 and received a certificate from MIT Sloan School of Management for completing their Artificial Intelligence: Implications for Business Strategy program.



## biographical information



**Mary A. Francis**  
**Corporate Secretary and Chief Governance Officer**

Mary A. Francis is corporate secretary and chief governance officer for Chevron Corporation, a position she has held since 2015. She provides advice and counsel to the Board of Directors and senior management on corporate governance matters, manages the company's corporate governance function and serves on the Law Function Executive Committee. She also serves as secretary to the Board, the Executive Committee, and the Board Nominating and Governance Committee.

Previously Francis served as Chevron's deputy corporate secretary since 2014. Prior positions include: 2012, chief corporate counsel, Corporation Law Department; 2009, general counsel, Chevron Asia Pacific Exploration and Production Company; 2007, managing counsel, Chevron Pipe Line Company and Chevron Shipping Company; 2005, lead senior counsel, Chevron Shipping Company.

Francis is on the board of directors of the Chevron Employees Political Action Committee. She serves on the advisory board of the Weinberg Center for Corporate Governance and on the Corporate Laws Committee of the American Bar Association, and is a Fellow of the American College of Governance Counsel. She also serves on the board of directors of the American Heart Association, Western Region, and on the governing board of the San Francisco Symphony.

Francis joined Chevron in 2002 as senior trademark counsel in the Corporation Law Department. She earned a bachelor's degree in economics from Mount Holyoke College in 1986, a Juris Doctor degree from the College of William and Mary in 1990, and a master's degree in business administration from the Haas School of Business at the University of California, Berkeley, in 2006.

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## BLAKE ROHRBACHER

Director

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### OVERVIEW

**Blake Rohrbacher is a “complete superstar” (*The Legal 500*), an “excellent advocate,” and a “go-to number-one on complex Chancery Court disputes” (*Chambers USA*).**

Blake focuses his practice on litigation, as well as advisory and transactional matters, relating to Delaware corporations and alternative entities. Described as “a genius, the best writer in Delaware” (*The Legal 500*), Blake litigates corporate control, governance, M&A, fiduciary, statutory, and contractual disputes in the Delaware courts. He also advises corporate boards and board committees regarding governance, fiduciary duties, and mergers and acquisitions. He has particular expertise in Delaware law regarding nonprofit and nonstock corporations.

“A fantastic litigator” who is “on top of the case from the beginning to the end,” “extremely good on his feet,” and “able to think five steps ahead” (*Chambers USA*), Blake serves on the Court of Chancery Rules Committee by appointment of the chancellor. He served on the drafting subcommittee responsible for the 2010 nonstock amendments to Delaware’s General Corporation Law. He also assisted in drafting the Delaware Rapid Arbitration Act. In 2023, Blake was appointed to the Lawyers Advisory Committee of the Judicial Council of the Third Judicial Circuit.

Some of Blake’s first-chair litigation representations include Oracle, Boeing, BlackBerry, Papa John’s, theBalm Cosmetics, Standard General, AmTrust Financial Services, Quiznos, AssuredPartners, KKR & Co., Fox News Network, Banco Santander, RBC Capital Markets, Synchronoss Technologies, US Mobile LLC, Verdesian Life Sciences, 24 Hour Fitness, Riverstone National, Caraustar Industries, Dentons, Roper Technologies, and Verizon.

A frequent writer and speaker on topics of Chancery litigation and Delaware corporate law,

Blake is co-editor of *The Delaware Law of Corporations and Business Organizations*, a co-author of *Delaware Nonstock Corporations*, a co-author of *Fundamentals of Corporate Governance: A Guide for Directors and Corporate Counsel*, and a co-author of *The Practitioner's Guide to the Delaware Rapid Arbitration Act*. He is also the author of *Delaware Uniform Citation*, published by the Litigation Section of the Delaware State Bar Association.

## **PRACTICES**

Arbitration & Mediation  
Corporate & Chancery Litigation  
Corporate Transactions  
Corporate Governance  
Mergers & Acquisitions  
Special Committees & Investigations

## **CLERKSHIPS**

- The Honorable Thomas L. Ambro, U.S. Court of Appeals for the Third Circuit

## **SELECT EXPERIENCE**

- Successfully defended cosmetics company in ownership dispute, invalidating signed agreement
- Successfully defended multimillion-dollar indemnification suit against major restaurant chain
- Successfully defended public telecommunications company, defeating stockholder claims in books and records suit and subsequent derivative suit
- Successfully defended public-company special committee in Court of Chancery and Delaware Supreme Court, prevailing against entire-fairness claim challenging recapitalization
- Successfully defended public-company controlling stockholder, defeating entire-fairness merger challenge in Court of Chancery and Delaware Supreme Court
- Successfully defended major public entertainment company's rejection of books and records demand in Court of Chancery and Delaware Supreme Court
- Defended numerous buyers and target boards in M&A litigation
- Represented numerous directors and companies in connection with corporate-control disputes
- Advised public company boards regarding disclosure issues in mergers and acquisitions

## **EDUCATION**

- Yale Law School, J.D.

*The Yale Law Journal*, Executive Editor

- Boston University, M.A.
- Yale University, B.A.

## **LEADERSHIP**

- American Law Institute
- Court of Chancery Rules Committee, appointed by the Chancellor of the Delaware Court of Chancery

## **RECOGNITION**

- *Chambers USA*, since 2013
- *The Legal 500*, since 2016
- *The Best Lawyers in America*, since 2016
- *Benchmark Litigation*, since 2013
- *Super Lawyers*, since 2012
- *Delaware Today* Top Lawyer, 2023, 2022, 2021

## **BAR ADMISSIONS**

- Delaware
- United States Court of Appeals, Third Circuit
- United States District Court, District of Delaware