



THE UNIVERSITY OF
MELBOURNE

MELBOURNE LAW SCHOOL PRESENTS THE 2006 W E HEARN LECTURE

**PROFESSOR DEBORAH DEMOTT,
DAVID F CAVERS PROFESSOR OF LAW,
DUKE UNIVERSITY**

GUESTS AT THE TABLE?: INDEPENDENT DIRECTORS IN FAMILY-CONTROLLED PUBLIC COMPANIES

The roles and duties of directors in public companies are under greater scrutiny than ever before.

In Australia and the United States, public company boards must include directors who are independent. When a public company is controlled by a family or in some way identified by an association with its founder's family, the meaning of independence becomes more complex, as does the position of directors. This is especially so when questions arise concerning management succession, a major shift in the company's business activities, or a potential change in control. Explore and discuss these issues with Deborah DeMott, acknowledged expert in corporate law and governance.

Professor Deborah DeMott obtained her BA from Swarthmore College and graduated JD from New York University. She began her professional career with a judicial clerkship in a federal court in New York City, and later practiced with a large law firm in that city, until she joined Duke Law in 1975. In 1986 Professor DeMott was a Fulbright Senior Scholar at Sydney and Monash Universities. She has also taught at the Hastings College of Law (University of California), Osgoode Hall Law School and York University, Toronto. In 1989, she received the Scholar/Teacher of the Year Award from Duke University. Since 1995 Professor De Mott has served as the Reporter for the American Law Institute's Restatement (Third) of Agency. Between 2000-02, she held a secondary appointment as Centennial Visiting Professor in the Law Department of the London School of Economics. Along with numerous other publications, Professor DeMott is the author of a treatise, *Shareholder Derivative Actions*, published in 1987 and a casebook, *Fiduciary Obligation, Agency and Partnership* (1991). A recent publication *Inside the Corporate Veil: the Character and Consequences of Executives Duties*, was published in the Australian Journal of Corporate Law.

William E Hearn, for whom this lecture is named, was Foundation Dean of the Faculty of Law from its inception in 1873. Professor Hearn lectured in Constitutional Law and Jurisprudence publishing four books, the most widely known being "*Plutology, or the Theory of the Efforts to Satisfy Human Wants*", published in 1863. Hearn was also the Foundation Professor of Modern History and Literature, Political Economy and Logic. He resigned this Chair once he was appointed Dean of the Faculty of Law and was henceforth known as Dr Hearn. Dr Hearn was elected to the Legislative Council in 1878 while continuing his teaching at the University of Melbourne. He also had the distinction of acting as Chancellor for the University for a time in 1886.

Wednesday 6 December 2006, 6pm for 6.30pm

Melbourne Law School
185 Pelham Street, Carlton

Light refreshments will be offered following this free public lecture

Registrations by 29 November 2006

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