

How directors' duties, as interpreted by US courts, protect business judgments

Justice Randy J Holland, Delaware Supreme Court

Justice Holland has been a judge of the Delaware Supreme Court since 1986. The court has an international reputation for the many important and influential corporate law judgments that it has delivered. A significant number of these judgments have dealt with the duties of company directors. They include *Smith v Van Gorkom* which concerned directors' duties and the business judgment rule, *Unocal v Mesa Petroleum*, *Revlon v McAndrews & Forbes Holdings, Inc* and *Paramount v QVC* which concerned the duties of directors in the context of takeovers and in *re Walt Disney Co Derivative Litigation* in which the court rejected a claim that the directors of Disney were grossly negligent when they approved the remuneration of the executive president of Disney.

Justice Holland is the youngest person to serve on the Delaware Supreme Court, having been recommended to the Governor by a bipartisan merit selection committee. Prior to his appointment and confirmation in 1986, Justice Holland was in private practice as a partner at Morris, Nichols, Arsht & Tunnel. In March 2011, he was reappointed by Governor Markell and unanimously confirmed by the Senate for an unprecedented third twelve-year term, which ends on 27 March 2023.

He is the past national President of the American Inns of Court Foundation. He chaired the national Advisory Committee to the American Judicature Society's Center for Judicial Ethics. He also chaired the American Bar Association National Joint Committee on Lawyer Regulation. Justice Holland has also served on the ABA Presidential Commission on Fair and Impartial courts, the Appellate Judges Conference's Executive committee, the Standing committee on Client Protection and the Judicial Division's Ethics and Professionalism Committee. Justice Holland is a member of the American Law Institute. He serves on the American Judicature Society's Board of Directors.

In addition, Justice Holland has written, co-authored or edited seven books: Delaware Corporation Law, Selected Cases (2011 Chinese (Taiwan) only); State Constitutional law, the Modern Experience, co-author (West 2010); Middle Temple Lawyers and the American Revolution, co-author (Thomson-West 2007); Appellate Practice and Procedure, co-author (West 2005); The Delaware Constitution: A Reference Guide (2002 Greenwood Press); Delaware Supreme Court: Golden Anniversary (2001), co-editor; and the Delaware Constitution of 1897 - The First One Hundred Years, co-editor. He has also published several law review articles, primarily dealing with judicial ethics and legal history.



REGISTRATION IS ESSENTIAL

Date 5 August 2013
Time 5:30pm-7:00pm
Price \$40 (GST incl.)

Venue

Herbert Smith Freehills
Level 42, 101 Collins Street,
Melbourne, Vic 3000

Registration is a two-step process: click [here](#) to register and [here](#) to pay. Registration is required by Wednesday, 31 July 2013

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Enquiries only

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