

AMY DEEN WESTBROOK

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PROFESSIONAL EXPERIENCE

WASHBURN UNIVERSITY SCHOOL OF LAW, Topeka, Kansas, 2009-present

Norman R. Pozez Chair in Business and Transactional Law, 2024-present

Kurt M. Sager Memorial Distinguished Professor of International and Commercial Law, 2013-2024

Professor of Law, 2012-present

Associate Professor of Law, 2009-2012

Director, Business and Transactional Law Center, 2009-present

William O. Douglas Professor of the Year, awarded by the graduating classes in 2014, 2016, 2018, and 2020

Courses taught: Business Associations, International Business Transactions, Corporate Compliance, Transactional Drafting, and Evolution of a Business Transaction

UNIVERSITY AT BUFFALO LAW SCHOOL, STATE UNIVERSITY OF NEW YORK (SUNY), Buffalo, New York, 1998-2009

Teaching Faculty, 2007-2009

Research Associate Professor, 2006-2007

Assistant Professor, 1998-2006

Director, University at Buffalo New York City Program in International Finance and Law, 2007-2009

Jacob B. Hyman Outstanding Faculty Award, awarded by the Class of 2002 Students of Color

Faculty Award, awarded by the Class of 2001

Courses taught: Securities Regulation, International Finance, International Trade, Acquisition Transactions and Transactional Practice

CLEARY, GOTTlieb, STEEN & HAMILTON, Washington, DC, 1993 – 1998

Associate. Practice focused on international transactions, international trade, and U.S. sanctions measures

Summer Associate. New York, NY and Washington DC, Summer 1991

COMMISSION OF THE EUROPEAN COMMUNITIES, Brussels, Belgium, 1992-93

Stagiaire Atypique. Directorate General IV.D.3. (Worked in the transport unit of the competition directorate)

REICHLER AND SOBLE, Washington, DC, Summer 1992

Summer Associate. Specialized in international trade and export control issues

JONES, DAY, REAVIS & POGUE, Dallas, Texas, Summer 1990

Summer Associate. Completed projects relating to corporate and environmental issues

TRAN-TECH DEVELOPMENT, INC., Salt Lake City, Utah, 1988-89

Assistant. Managed financial, organizational, and accounting issues for owner of approximately ten closely-held companies

EDUCATION

HARVARD LAW SCHOOL, J.D. 1992, *cum laude*

Harvard International Law Journal, Deputy Editor-in-Chief 1991-1992, Editor 1990-1991

Harvard Environmental Law Review, Editor 1990-1991

Pew/Carnegie Research Associate for the Project on Compliance and Dispute Settlement in International Legal Regimes (for Professors Abram Chayes and Antonia Handler Chayes) 1990-1992. Analyzed reciprocity and dispute settlement in international trade, and the administration and status of U.S. sanctions programs, 1990-92

NATIONAL UNIVERSITY OF SINGAPORE, Singapore, 1987-1988

Rotary Graduate Scholar. Studied Southeast Asian history and Mandarin language

HARVARD COLLEGE, A.B. 1987, *magna cum laude*, *Phi Beta Kappa*

English and American Language and Literature

John Harvard Scholarship for highest academic achievement, 1984-87;

Elizabeth Cary Agassiz Scholar for highest academic achievement, 1984-87

PUBLICATIONS

ARTICLES IN LAW REVIEWS AND OTHER JOURNALS

From Fidelity to Precarity: The Evolution of Agency in Business from Legal Formalism to the Gig Economy (forthcoming)

Progressive Corporate Governance Under Social Capitalism: Do the Right Thing or Share the Wealth?, 17 VIRGINIA LAW AND BUSINESS REVIEW 145 (2023) (with David A. Westbrook)

A Safe Harbor for Ransomware Payments: Protecting Stakeholders, Hardening Targets, and Defending National Security, 18 NEW YORK UNIVERSITY JOURNAL OF LAW AND BUSINESS 391 (2022)

We('re) Working on Corporate Governance: Stakeholder Vulnerability in Unicorn Companies, 23 UNIVERSITY OF PENNSYLVANIA JOURNAL OF BUSINESS LAW 505 (2021)

Securing the Nation or Entrenching the Board? The Evolution of CFIUS Review of Corporate Acquisitions, 102 MARQUETTE LAW REVIEW 643 (2019)

Snapchat's Gift: Equity Culture in High-Tech Firms, 46 FLORIDA STATE UNIVERSITY LAW REVIEW 861 (2019) (with David A. Westbrook)

Sustainability Priorities, Corporate Strategy, and Investor Behavior, 37 REVIEW OF FINANCIAL ECONOMICS 149 (2019) (with Linda Espahbodi, Reza Espahbodi, and Norma Juma)

Cash for Your Conscience: Do Whistleblower Incentives Improve Enforcement of the Foreign Corrupt Practices Act?, 75 WASHINGTON AND LEE LAW REVIEW 1097 (2018)

Unicorns, Guardians, and the Concentration of the U.S. Equity Market, 96 NEBRASKA LAW REVIEW 688 (2018) (with David A. Westbrook)

Does the Buck Stop Here? Board Responsibility for FCPA Compliance, 48 UNIVERSITY OF TOLEDO LAW REVIEW 493 (2017)

The Effects of the 2006 SEC Executive Compensation Rules on Managerial Incentives, 12 JOURNAL OF CONTEMPORARY ACCOUNTING AND ECONOMICS 241 (2016) (with Reza Espahbodi and Nan Liu)

Does Banking Law Have Something to Teach Corporate Law About Directors' Duties?, 55 WASHBURN LAW JOURNAL 397 (2016)

Double Trouble: Collateral Shareholder Litigation Following Foreign Corrupt Practices Act Investigations, 73 THE OHIO STATE LAW JOURNAL 1217 (2012)

Blue Skies for 100 Years: Introduction to the Special Issue on Corporate and Blue Sky Law, 50 WASHBURN LAW JOURNAL xxv (2011)

The Inadequate Disclosure of Business Conducted in Countries Designated as State Sponsors of Terrorism, 39 SECURITIES REGULATION LAW JOURNAL 15 (2011)

Sunlight on Iran: How Reductive Standards of Materiality Excuse Incomplete Disclosure under the Securities Laws, 7 HASTINGS BUSINESS LAW JOURNAL 13 (2011)

Enthusiastic Enforcement, Informal Legislation: The Unruly Expansion of the U.S. Foreign Corrupt Practices Act, 45 GEORGIA LAW REVIEW 489 (2011)

What's in Your Portfolio? U.S. Investors Are Unknowingly Financing State Sponsors of Terrorism, 59 DEPAUL LAW REVIEW 1151 (2010)

Warren Buffett's Corporation: Reconnecting Owners and Managers, review of THE ESSAYS OF WARREN BUFFETT: LESSONS FOR CORPORATE AMERICA. Essays by Warren E. Buffett, Selected, Arranged and Introduced by Lawrence A. Cunningham, (2nd ed., 2007), 34 OKLAHOMA CITY UNIVERSITY LAW REVIEW 515 (2009) (book review)

Learning from Wall Street: A Venture in Transactional Legal Education, 27 QUINNIPIAC LAW REVIEW 227 (2009)

Anti-Cuba Sanctions May Violate NAFTA, GATT, THE NATIONAL LAW JOURNAL (March 11, 1996), with Kenneth L. Bachman, Jr. and Ricardo A. Anzaldúa, reprinted in THE FOREIGN ASSETS LITIGATION REPORTER (March 1996)

One Earth, One Future: Our Changing Global Environment and Our Common Future, HARVARD ENVIRONMENTAL LAW REVIEW (1991) (book review)

Return to Europe: East European Economic Integration, HARVARD INTERNATIONAL LAW JOURNAL (1990) (with David A. Westbrook) (recent development)

BOOKS, BOOK CHAPTERS, AND OTHER PUBLICATIONS

What to Do About Poor Corporate Governance at Unicorns, Columbia Law School Blue Sky Blog (January 18, 2021)

Banking, Commercial and Contract Law, annual legal developments summaries published in KANSAS ANNUAL SURVEY (Kansas Bar Association) with Andrea Boyack and Lori A. McMillan (every year from 2011-2018)

Unicorns, Guardians, and the Concentration of U.S. Equity Markets, Columbia Law School Blue Sky Blog (March 21, 2017) (with David A. Westbrook).

Eighth Circuit Affirms Strict Pleading Standard for Shareholder Derivative Lawsuits, Washington Legal Foundation Legal Backgrounder (Oct. 14, 2016)

INTERNATIONAL BUSINESS TRANSACTIONS: A CONTEXT AND PRACTICE CASEBOOK (Carolina Academic Press) (2014)

PRESENTATIONS

"Progressive Corporate Governance Under Social Capitalism: Do the Right Thing or Share the Wealth?" Central States Law Schools Association (CSLSA) Annual Scholarship Conference, Washburn University School of Law, Topeka, Kansas, September 22, 2022.

"A Safe Harbor for Ransomware Payments: Protecting Stakeholders, Hardening Targets, and Defending National Security," Central States Law Schools Association (CSLSA) Annual Scholarship Conference, Washburn University School of Law, Topeka, Kansas, September 26, 2021.

"The Foreign Corrupt Practices Act: Compliance Begins Here at Home," 2021 Selected Topics and Miscellany CLE webinar, Washburn University School of Law, Topeka, Kansas, June 17, 2021.

"Recent Developments in Agricultural Trade," Agribusiness Symposium, Hutchinson, Kansas, September 13, 2019.

"The Corporation Law Part of Corporate Compliance," at 2016 University of Toledo Law Review Symposium on "Creating Compliance: Exploring a Maturing Industry," Toledo, Ohio, October 7, 2016

"Recent Trends in FCPA Enforcement" at 2016 Lewis and Clark International Law Symposium on "Managing Corruption Risks in International Business: Perspectives from the U.S. and Abroad," Portland, Oregon, March 4, 2016

"Pre-Law Pathways," Panelist, University of Kansas, Lawrence, Kansas, February 18, 2016

“What Do Business Lawyers Really Do?” University of Nebraska, Lincoln, Nebraska, November 12, 2015.

“Great Plains International and Comparative Law Colloquium,” Commentator, Washburn University School of Law, Topeka, Kansas, May 14, 2015.

“Stability: Market Re-Stabilization After 2008,” Moderator, at “The Future of Housing: Equity, Stability and Sustainability” Symposium, Washburn University School of Law, Topeka, Kansas, February 26, 2015.

“Recent Developments in Anti-Corruption Measures,” Webinar, Oxford University Press Investment Arbitration Division, February 20, 2015.

“Whistleblower Incentives: One Step Forward or Two Steps Back for the FCPA?” at Ethics and Corporate Malfeasance: Interdisciplinary Perspectives, University of Maryland Robert H. Smith School of Business, Center for Business Ethics, Regulation, and Crime, College Park, Maryland, September 12, 2014

“The Foreign Corrupt Practices Act and the Long-Awaited, Anticlimactic Government Guidance,” at Selected Topics and Miscellany CLE, Washburn Law School, Topeka, Kansas, June 2013

“Double Trouble: Collateral Shareholder Litigation Following Foreign Corrupt Practices Act Investigations,” at The FCPA at Thirty-Five and Its Impact on Global Business Symposium, Ohio State University Moritz College of Law, Columbus, Ohio, March 16, 2012

“International Business Transactions and Contract Drafting” Week-long Winter School Class, National Center for Commercial Law, Free University of Tbilisi, Bazaleti Training Centre, Tbilisi, Republic of Georgia, January 23-29, 2012

“Cutting-Edge Issues in Public and Private International Law: U.S. Securities Law and Global Security,” American Bar Association Section of International Law 2011 Fall Meeting, Dublin, Ireland, October 12, 2011

“Following the Money: New Global Anti-Corruption Initiatives,” Law and Society Association Annual Meeting, San Francisco, California, June 2, 2011

“Security Questions about Securities Markets: Public Company Disclosure of Business Operations in State Sponsors of Terrorism” University of North Dakota School of Law, Grand Forks, North Dakota, February 28, 2011

“Materiality at the Intersection of Security Policy and Securities Law,” Faculty Development Series, Washburn University School of Law, November 4, 2010

“Bridging the Gap in Barbados,” Washburn University Brown Bag International Lecture, October 6, 2010

“It Could Happen to You: The Unruly Expansion of the U.S. Foreign Corrupt Practices Act,” Faculty Development Presentation, Stetson Law School, March 8, 2010

“The Evolution of a Business Lawyer,” at the American Bar Association Law Student Division Tenth Circuit Spring Meeting, February 13, 2010

“What Happened? 2009 Developments in Finance,” at the Women Attorneys Association of Topeka and the Women’s Legal Forum, January 27, 2010

“Enthusiastic Enforcement, Informal Legislation: The Unruly Expansion of the U.S. Foreign Corrupt Practices Act,” at the Washburn University School of Law Faculty Development Series, January 21, 2010

“Teaching Innovations: The University at Buffalo Finance Transactions Concentration,” at the Association of American Law Schools (AALS) Mid-Year Meeting, Workshop on Transactional Law, Long Beach, California, June 12, 2009

“Economic Sanctions and Securities Regulation: Pitfalls in the Global Market,” at the University of San Diego Law School 2008-2009 Faculty Colloquia Series, September 29, 2008

“The University at Buffalo New York City Program in International Finance and Law,” at the University at Buffalo Law School Dean’s Advisory Council Meeting, New York City, New York, March 8, 2008

“The University at Buffalo New York City Program in International Finance and Law,” at the University at Buffalo Law School Dean’s Advisory Council Meeting, New York City, New York, April 21, 2007

“Doing Business Across the Bridge,” at the University at Buffalo Law Alumni Convocation, Buffalo, New York, November 15, 2003

“The Facets of a Legal Education – In the Classroom and Beyond,” at the University at Buffalo Law School Dean’s Advisory Council Meeting, Buffalo, New York, October 20, 2000

BOARD MEMBERSHIPS

Advisory Board, United Against Nuclear Iran (2009 – present)

Fellow, Quality Shareholder Initiative at the George Washington University Law School (GW) Center for Law, Economics and Finance (C-LEAF) (2020-present)