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CENTRE FOR
COMMERCIAL LAW
AND REGULATORY
STUDIES

THE HISTORY OF BUSINESS LAW AND GOVERNANCE

MONASH UNIVERSITY LAW CHAMBERS

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This Workshop is convened jointly by Monash Law's Centre for Commercial Law and Regulatory Studies (CLARS), Australia; University of Auckland Waipapa Taumata Rau Business School, New Zealand; and Queen's University Belfast, UK, in collaboration with the European Corporate Governance Institute (ECGI).



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BIOGRAPHIES- CONFERENCE PARTICIPANTS

Victoria Barnes

Queen's University Belfast, School of Law



Dr Victoria Barnes is Reader of Commercial Law at Queen's University Belfast in Northern Ireland. Her research examines contract, commercial and corporate law from transnational, comparative and interdisciplinary perspectives. She unpicks pivotal historical events, such as landmark cases, and places them in context.

Victoria's work traces the way legal principles and doctrines have developed through time. She has published around 50 journal articles and book chapters on these themes. Victoria is co-editor of *Business History* (Taylor and Francis), the flagship journal for UK & Europe recognised for its quality and rigour, ranked 4/4* by the 2021 Academic Journal Guide (formerly Association of Business School list). She co-edits a new book series on "Global Studies Commercial and Financial Law" (Edinburgh Press)

Tim Bowley

Monash Law, Centre for Commercial Law and Regulatory Studies (CLARS)



Tim is a corporate law academic and corporate lawyer. His research interests focus on contemporary regulatory debates in corporate and securities law, with a particular focus on the role of shareholders in corporate governance. Tim has recently published a monograph with the international publisher, Hart, exploring the comparative significance of Australian shareholder activism (*Activist Shareholders in Corporate Governance: The Australian Experience and its Comparative Implications*, 2023).

Tim researches and teaches at Monash University's Faculty of Law and is a member of Monash's Centre for Commercial Law and Regulatory Studies. He is also a Visiting Researcher at the University of Sydney Law School in 2024. Tim holds degrees from the University of Adelaide, University of Sydney and University of Cambridge and was a visiting doctoral researcher at Harvard Law School in 2017. Prior to commencing his academic career, Tim was a partner at Johnson Winter & Slattery, where he has a continuing role as a consultant.



Tilly Clough

Queen's University Belfast School of Law



Tilly Clough is a Lecturer in Law at Queen's University Belfast. Her research interests lie predominantly in charity law and, specifically, the impact of businesses holding this legal status. Throughout her PhD research, Tilly focused on the legal implications of fee-charging independent schools' charitable status in England and Wales. This included focusing on the charitable regulatory framework, including the role of the regulator, levels of oversight and trustee duties and rights.

Tom Gosling

London Business School; Executive Fellow, ECGI



Tom Gosling is an Executive Fellow in the Department of Finance and the Leadership Institute at London Business School where he contributes to the evidence-based practice of responsible business by connecting academic research, public policy, and corporate action. He is also an Executive Fellow of the European Corporate Governance Institute, a member of the FCA's ESG Advisory Committee, and a member of the Advisory Panel and the Stakeholder Insight Group at the Financial Reporting Council. In these roles Tom has researched and written extensively on executive pay, the psychology of pay and pay fairness, corporate governance, investor stewardship, corporate purpose, ESG, sustainable investing, diversity, and stakeholder capitalism. Tom has 20+ years of experience as a board adviser. Most recently he was a senior Partner at PwC where he established and led the firm's executive pay practice, advising FTSE-100 and equivalent private and European companies on corporate governance and executive pay. He has co-authored a number of papers and reports on executive pay including: an academic survey study on how boards and investors approach CEO pay, a review of the academic research evidence on effective pay design, and a series of reports on whether and how to link pay to ESG at board level and more widely through the company in support of ESG strategy, and on the prevalence and quality of climate targets in large European companies. He has published in a number of journals including the Journal of Financial Economics, Human Relations, The Journal of Applied Corporate Finance, and The Capital Markets Law Journal.

Prior to joining PwC, Tom was a Research Fellow in the Department of Applied Mathematics and Theoretical Physics at Cambridge University. He has a PhD in mathematics, is a Fellow of the Institute and Faculty of Actuaries, and a Meyler Campbell Mastered Graduate.



Sarah Haan

University of Virginia Law School; Washington and Lee University School of Law



Sarah C. Haan, Class of 1958 Uncas and Anne McThenia Professor of Law, Washington and Lee University School of Law

Professor Haan writes at the intersection of corporate law and democracy, on subjects such as corporate governance, corporate political speech, and disclosure. Her scholarship has appeared in the *Stanford Law Review*, the *Yale Law Journal*, the *Southern California Law Review*, the *Northwestern University Law Review*, and other leading journals, and has been featured in the *New York Times*, the Harvard Law School Forum on Corporate Governance and the CLS Blue Sky Blog. This semester, she is a visiting professor at the University of Virginia School of Law. Professor Haan received a B.A. in History from Yale University and a law degree from Columbia Law School, where she was an articles editor of the *Columbia Law Review*. Prior to joining legal academia, Professor Haan worked in the litigation department at Davis Polk & Wardwell in New York.

Jennifer Hill

Monash Law, Centre for Commercial Law and Regulatory Studies (CLARS), Research Member, ECGI



Jennifer Hill is the inaugural Bob Baxt AO Professor of Corporate and Commercial Law at Monash University Faculty of Law and Director of the Centre for Commercial Law and Regulatory Studies (CLARS). Her recent scholarship has focused on comparative corporate governance issues, such as corporate accountability and culture; global shareholder stewardship and activism; directors' duties and transnational

legal ordering; and executive compensation.

Jennifer is a Research Member of the European Corporate Governance Institute (ECGI) and is Director of the ECGI's Corporate Purpose programme. She is also Director and Vice Chair of the Global Corporate Governance Colloquia (GCGC), an Academic Fellow of the Jean Monnet Centre of Excellence on Sustainable Finance and EU Law (EUSFiL) and a Fellow of the Australian Academy of Law (AAL). Jennifer has held visiting positions at several international law schools, including Cambridge University; Cornell; NYU and Vanderbilt University.



Steve Kourabas

Monash Law, Centre for Commercial Law and Regulatory Studies (CLARS)



Steve lectures and writes in corporations law and related areas. His scholarly interests include corporations law, financial regulation, and international economic law (including global governance and regulation). He has published on matters regarding prudential regulation, and is currently focusing on the interaction between technology and the corporation with an emphasis on the development of Equity

Crowdfunding in Australia and globally. Steve completed his doctorate at Duke Law School. His dissertation explored the development of international financial law after the global financial crisis, with a particular emphasis on the potential to bring international finance law within the international public law regime. Prior to starting at Monash, Steve worked as legal counsel for a number of years. He held positions at Telstra, The Victorian Department of Treasury and Finance and the Victorian Government Solicitor's Office.

Rosemary Langford

Melbourne Law School



Rosemary Langford is Harold Ford Professor of Commercial Law at Melbourne Law School, University of Melbourne, where she teaches a range of subjects including Corporations Law and Corporate Governance and Directors' Duties. In the last three years she has been undertaking a project on governance and regulation of charities funded by the Australian Research Council. Rosemary has published and

presented nationally and internationally on the topics of directors' duties, fiduciary duties and governance and regulation of charities. Her publications include *Directors' Duties: Principles and Application* (Federation Press, 2014) and *Company Directors' Duties and Conflicts of Interest* (Oxford University Press, 2019), as well as articles in the *Law Quarterly Review*, *Cambridge Law Journal*, *Modern Law Review*, *University of New South Wales Law Journal* and *Sydney Law Review*. She is a member of the Corporations Committee and Not for Profit Law Committee of the Law Council of Australia and of the Laws Committee of the Australian Institute of Company Directors, as well as editor of the directors' duties section of the *Company and Securities Law Journal*. Prior to joining academia, Rosemary practised with Arthur Robinson & Hedderwicks (now Allens Linklaters).



Donna Nagy

Maurer School of Law, University of Indiana



Donna M. Nagy is the C. Ben Dutton Professor of Business Law at Indiana University Maurer School of Law in Bloomington, Indiana, USA. She teaches and writes in the areas of securities litigation, securities regulation, and corporations, and has served as the law school's Executive Associate Dean for most of the last decade. Her scholarship includes two co-authored books, one on the law of insider trading and a casebook on Securities Litigation, Enforcement, and Compliance. She has published extensively in

distinguished law journals on matters including insider trading, government officials and financial conflicts of interest, and securities enforcement remedies. She is also a frequent speaker on securities regulation and litigation topics at law schools and professional conferences.

Professor Nagy is a member of the American Law Institute and served as a member of the National Adjudicatory Council of the Financial Industry Regulatory Authority (FINRA) and as an appointed member to the ABA Corporate Laws Committee. She began her teaching career in 1994, and prior to that, was an associate with Debevoise & Plimpton in Washington, D.C. She earned her law degree in 1989 from New York University School of Law and her BA in Political Science in 1986 from Vassar College.

Timothy Peters

University of Sunshine Coast



Dr Timothy D Peters is: Associate Professor of Law, School of Law and Society, University of the Sunshine Coast; Adjunct Research Fellow, Law Futures Centre, Griffith University; and President of the Law, Literature and Humanities Association of Australasia. He is author of *A Theological Jurisprudence of Speculative Cinema: Superheroes, Science Fictions and Fantasies of Modern Law* (Edinburgh University Press, 2022), co-editor of the forthcoming *Routledge Handbook of Cultural Legal Studies* and the recipient of an Australian Research

Council Discovery Early Career Researcher Award (project number DE200100881) funded by the Australian Government, examining "New Approaches to Corporate Legality: Beyond Neoliberal Governance".



Nick Sinanis

Monash Law, Centre for Commercial Law and Regulatory Studies (CLARS)



Nick's research interests broadly lie at the intersection of legal history and modern private law theory. Building on his doctoral research, his current research involves exploring the origins and growth of private law doctrines, particularly those that attract theoretical controversy. In doing so, he is particularly interested in the historically important role of civil juries in adjudicating actions at common law, especially those

sounding in tort. Nick holds a PhD from University College London with a thesis entitled "Exemplary Damages: A Critical History", which he undertook as a Peter Birks Scholar. His thesis presents a history of the remedy of exemplary (or punitive) damages at English common law from the early seventeenth to the middle of the twentieth century. His doctoral supervisors were Professor Paul Mitchell and Associate Professor Ian Williams. Nick also holds an LLM from the University of Melbourne, where his minor research thesis theorised the doctrine of remoteness of loss in terms of distributive rather than corrective justice. He also holds an LLB (Hons) and a BA (Classics) from the University of Adelaide.

Before joining Monash, Nick taught Tort Law at University College London. He currently teaches Equity, both in the undergraduate (LLB) and juris doctor (JD) programs, as well as Property Law in the undergraduate program. He also convenes the unit, Commercial Equity, in the JD/LLM, which, among other guest lecturers, has been taught by Mr Geoffrey Nettle AC KC, former justice of the High Court of Australia.

D.Gordon Smith

BYU Law



Gordon Smith is the Ira A. Fulton Chair and Professor of Law at BYU Law School. Professor Smith served as dean of BYU Law School from 2016-2023 and as associate dean from 2009-2014. As a scholar, Professor Smith is a leading figure in the field of law and entrepreneurship and has done foundational work on fiduciary theory. He is currently working on a history of the modern corporation.



Jenifer Varzaly

Durham University Law School



Jenifer Varzaly is Assistant Professor in Commercial and Corporate Law at Durham Law School. Prior to joining the Law School in 2020, Jenifer was Director of Studies and Bye-Fellow in Law at Downing College, Cambridge University. She completed her M.Phil at Oxford University, prior to joining Cambridge University to undertake her PhD. Before joining

Oxford, Jenifer was a Corporate Law Lecturer at the University of Adelaide, Australia. Jenifer has been a visiting academic at Columbia University and at Stanford University, and consulted in the areas of corporate law and finance in the US, Australia, and the UK. She has been invited to present at a range of international forums, including the Oxford University Commercial Law Centre, UNCITRA, UNIDROIT, and the Securities and Futures Commission of Hong Kong. Jenifer is admitted to practice as a barrister and solicitor in Australia, and has served as a director and chair of the governance committee on a public company board.

Susan Watson

University of Auckland Faculty of Business and Economics; Research Member ECGI



Professor Susan Watson holds joint chairs in the Faculty of Law, and the Faculty of Business and Economics at the University of Auckland. She is the Dean of the University of Auckland Business School.

Professor Watson researches and teaches primarily corporate law and corporate governance. She has a particular interest in the corporate form and in her research seeks to understand how the form developed, why it is so successful, and the economic and societal impact of corporations. Her current monograph, *The Making of the Modern Company*, focuses on these questions. Her research has been published widely in New Zealand and internationally; she has edited and co-authored treatises and textbooks, five edited collections and numerous articles and book chapters. Her work has been cited and discussed by other scholars in the field and by courts at all levels including the UK Supreme Court. From 2007 until 2014 Susan was joint editor of the New Zealand Business Law Quarterly, and is currently the New Zealand editor for the Journal of Business Law.

In 2016 she won the Legal Research Foundation Sir Ian Barker Published Article Award for How the Company Became an Entity - A New Understanding of Corporate Law.



Her most recent book is *Corporate Law in New Zealand* (Thomson Reuters) jointly edited with Professor Lynne Taylor of Canterbury University. She is a Research Member of the European Corporate Governance Institute (ECGI) the only New Zealander to be appointed to date.

Professor Watson has been a visiting Professor at Vanderbilt University (2008, 2012, 2018) Tilburg University and in 2018 a visiting academic in the Oxford Law Faculty. She was elected president of the Society of Corporate Law Academics (SCoLA) at the beginning of 2020; the first President for the Association elected from outside Australia where it is primarily based.

Before joining the University, Susan worked as a staff solicitor and associate in two city law firms, and taught part of the Institute of Professional Legal Studies law professionals course. Before joining the Law School she was Professor of Commercial Law in the Business School where she was Head of Department from 2008 to the end of 2010 and Associate Dean Academic Faculty in 2011. She was Deputy Dean of the Law School from 2014 until the end of 2017, Deputy Dean of the Business School for the second half of 2019 and has been Dean of the Business School since the beginning of 2020.

Tamara Wilkinson

Monash Law, Centre for Commercial Law and Regulatory Studies (CLARS)



Tamara Wilkinson is a Lecturer in the Faculty of Law at Monash University, and has recently completed her PhD thesis, which passed with no amendments, was on the topic of government venture capital policy.

Tamara published her second book with Professor Stephen Barkoczy in 2019: *Incentivising Angels: A Comparative*

Framework of Tax Incentives for Start-Up Investors (Springer, 2019).

Over the past ten years Tamara has been highly engaged in the Monash Faculty of Law and has taken on a number of roles, including as a research assistant on the “Designing World Class Venture Capital Programs” ARC Discovery Project, where she worked alongside Professors Stephen Barkoczy, Bryan Horrigan, Ann Monotti and Mark Davison.