

HOLLY J. GREGORY

Partner

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PRACTICES

- Corporate Governance and Executive Compensation
- Non-Profit Institutions

ADMISSIONS & CERTIFICATIONS

- U.S. District Court, N.D. of New York, 1987
- New York, 1987

EDUCATION

- New York Law School (J.D., 1986, *summa cum laude*)
- State University of New York - Purchase College (B.A., 1979, with honors)

CLERKSHIPS

- U.S. Court of Appeals, 2nd Circuit, Roger J. Miner

HOLLY J. GREGORY is a partner in Sidley's New York office, and is co-head of the firm's global Corporate Governance and Executive Compensation practice. Ms. Gregory counsels clients on the full range of governance issues, including fiduciary duties, risk oversight, conflicts of interest, board and committee structure, board leadership structures, special committee investigations, board audits and self-evaluation processes, shareholder initiatives, proxy contests, relationships with shareholders and proxy advisory firms, compliance with legislative, regulatory and listing rule requirements, and governance "best practice."

Ms. Gregory played a key role in drafting the OECD Principles of Corporate Governance and has advised the Internal Market Directorate of the European Commission on corporate governance regulation, and the joint OECD/World Bank Global Corporate Governance Forum on governance policy for developing and emerging markets. She also drafted the NACD Key Agreed Principles of Corporate Governance.

In addition to her legal practice and policy efforts, she has lectured extensively on governance topics, including at events in Europe and Asia sponsored by the U.S. State Department, International Corporate Governance Network (ICGN), The Conference Board, National Association of Corporate Directors (NACD), Association of Corporate Counsel, Society of Corporate Secretaries & Governance Professionals, and Institutional Shareholder Services (ISS). The author of numerous articles on governance topics, she writes the governance column for *Practical Law: The Journal*.

Ms. Gregory was recently appointed to a three-year term as Chair of the Corporate Governance Committee of the ABA's Business Law Section. She is co-chair of the ABA's Delaware Business Law Forum. She recently completed a six-year term on the ABA Corporate Laws Committee where she co-chaired the task force that issued the 6th edition of the ABA Corporate Directors Guidebook (April 2011). Several years earlier she chaired the ABA task force that delivered the Report on the Delineation of Governance Roles & Responsibilities to Congress and the SEC in August, 2009.

As an adjunct Professor at Columbia Business School, Ms. Gregory taught a course on Corporate Governance in the Fall 2013 term. She has served on a number of the NACD's Blue Ribbon Commissions. She has served as pro bono counsel to the Epilepsy Foundation and other not for profit institutions. Ms.

Gregory clerked for the Honorable Roger J. Miner, United States Court of Appeals for the Second Circuit. Ms. Gregory served on the Board of Trustees of New York Law School from 2009 through 2011.

Ms. Gregory is widely recognized for her governance work, including most recently as: among the “100 Most Influential Players in Corporate Governance” (NACD/Directorship 100), *Directorship Magazine*, 2014 and all prior years; the “Best in Corporate Governance” at *Euromoney* Legal Media Group’s inaugural Americas Women in Business Law Awards 2012; the leading practitioner in corporate governance law in the *Guide to the World’s Leading Women in Business Law* (July 2010); and a “Leading Practitioner in Corporate Governance” in the *International Who’s Who of Corporate Governance Lawyers*, 2013 and prior years.

PUBLICATIONS

- "The State of Corporate Governance for 2015," Corporate Governance and Executive Compensation Update (January 2015)
- "Corporate Governance Issues for 2015," [*Practical Law*](#) (December 2014/January 2015)
- "International Governance: Serving as a Global Director," [*Practical Law*](#) (November 2014)
- "Institutional Investor Priorities," [*Practical Law*](#) (October 2014)
- "Lessons for the 2015 Proxy Season," [*Practical Law*](#) (September 2014)
- "Using Board-adopted By-laws to Reduce Corporate Threats," [*Practical Law*](#) (July/August 2014)
- "SEC Review of Disclosure Effectiveness," [*Practical Law*](#) (June 2014)
- "The Board’s Role in M&A Transactions," [*Practical Law*](#) (May 2014)
- "Corporate Social Responsibility," [*Practical Law*](#) (April 2014)
- "Board Oversight of Cybersecurity Risks," [*Practical Law*](#) (March 2014)
- "Governance Priorities for 2014," [*Practical Law*](#) (February 2014)