

JENNIFER S. TAUB

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EDUCATION

Harvard Law School, J.D., *cum laude*, 1993

Recent Developments Editor of the *Harvard Women's Law Journal* (currently known as the *Harvard Journal of Law and Gender*)

Organized the "Beyond Burdens" symposium concerning the *Planned Parenthood v. Casey* decision
Summer Public Interest Fellowship for work with the Cheyenne River Sioux Tribe in South Dakota

Yale College, B.A., *cum laude* with distinction in the English major, 1989

Features Editor of the *Yale Daily News*

Co-founded *Yale Daily News* summer journalism program for high school students

Selected for Mellon presentation regarding senior year study of George Eliot

Tutor for students at James Hillhouse High School in New Haven

CURRENT POSITION

University of Massachusetts at Amherst, Isenberg School of Management, 2004 - Present

Lecturer and Coordinator of the Business Law Program. Fall 2004 – Present. Courses: Introduction to Law, Business and its Environment, Contracts in Business Relationships, Love, Law and Money in Jane Austen's *Pride and Prejudice*.

In addition to teaching responsibilities within the undergraduate and graduate programs, coordinate curriculum for required business law courses and work with department chair to help to recruit and retain adjunct law faculty.

EMPLOYMENT HISTORY

Fidelity Investments, Boston, MA, 1999 - 2004

Advanced from Legal Counsel, Senior Legal Counsel and Assistant General Counsel to Associate General Counsel of FMR Corp. (Fidelity Investments). Advised senior management within the Fidelity transfer agents, broker-dealers, investment advisers and other mutual fund administrators on compliance with the federal securities laws and federal banking regulations. Drafted and negotiated commercial agreements. Prepared comment letters and met with the SEC and MSRB concerning rule changes. Hired and supervised the work of internal and external legal counsel. Supported the fixed income investment management side of the business within Merrimack, NH, including negotiation and creation of new international investment product. Attended Fidelity Fund board meetings and served as an officer of the money market and investment grade bond funds.

Cendant Corporation, Stamford, CT, 1995 – 1999

Vice President & Legal Counsel. Reviewed direct mail, telemarketing, Internet and other advertising campaigns for Federal Trade Commission and other regulatory compliance. Managed intellectual property and domain names. Oversaw litigation across broad areas including intellectual property, contract disputes, employment and environmental law.

Weil, Gotshal & Manges, New York, NY, summer 1992 and 1993 – 1995

Associate in the Trade Practices & Regulatory Law Department. Advised clients in the areas of antitrust, advertising and intellectual property. Assisted drafting of U.S. Supreme Court brief in *Lebron v. Amtrak* (representing an artist who wished to place an anti-Coors advertisement on a 1,000 square foot, back-lit billboard in Penn Station.)

RESEARCH AND TEACHING INTERESTS

Alphabetically: Corporate governance theory (including corporate social responsibility), consumer protection, critical legal studies, employment discrimination, genocide and mainstream investments, globalization, institutional investor activism as a tool for social change, law and literature, mutual fund conflicts-of-interest and the representation of management in film.

PUBLICATIONS, CITATIONS AND WORKS IN PROGRESS

“Recommendations for Reality-Based Regulatory Reform of Hedge Funds and Other Private Pools of Capital,” S.A.F.E.R. (Economists’ Committee for Stable, Accountable, Fair and Efficient Financial Reform) Policy Brief No. 9, October 2009.

“Enablers of Exuberance,” draft paper concerning the relationship between legal acts and omissions and the global financial meltdown, selected for presentation at the Elfenworks Center for the Study of Fiduciary Capitalism at St. Mary’s College of California, October 2009.

Citations of 2009 discussion draft of “Enablers of Exuberance”:

- Kym Sheehan, “Institutional Shareholder Advocacy and Executive Remuneration: Rethinking the Role of Institutional Shareholders as Executive Remuneration Norm Entrepreneurs,” Oct. 2, 2009, available at http://www.unpri.org/files/Sheehan_PRI2009.pdf
- James P. Hawley, “An Exploration into Corporate Governance, Risk Analysis and the Financial Crisis: What Did Universal Owners Do, and Not Do, to Contribute to the Crisis,” Presented at PRI Academic Network Conference, Ottawa, Canada, Oct. 1-3, 2009.
- William K. Black, “Why Wall Street Reforms Have Stalled: Refusing to Admit the Problem,” *Room for Debate Blog, N.Y. Times*, Sept. 11, 2009.
- In October 2009, paper made the download list in past 60 days on SSRN for the following categories: Corporate Finance Journals Top Ten, History of Finance Top Ten, CGN Subject Matter ejournals Top Ten, Corporate Governance & Finance Top Ten, Corporate Governance & Law Top Ten, and Corporate Governance Network Top Ten. In November 2009 the Corporate Governance: Economic Consequences, History, Development, & Methodology category.

“It’s a Wonderful Lie: Mutual Fund Advocacy for Shareholders’ Rights,” five part series on corporate law blog theracetothetbottom.org, week of August 17, 2009

Comment Letter to the SEC Rule Proposal on Facilitating Shareholder Director Nominations, August 13, 2009.

Co-author with Ben Branch of a chapter on "Bankruptcy Ethics" for Companion to Finance Ethics volume to be published by Wiley-Blackwell. Draft completed, final chapter due spring 2009. (Series editor: Robert Kolb, Volume editor: John Boatright).

"Able But Not Willing: The Failure of Mutual Fund Advisers to Advocate for Shareholders' Rights," *The Journal of Corporation Law*, vol. 34 (2009).

Citations of published version and of 2007 working draft of "Able but Not Willing" that was previously available on SSRN:

- Stephen Davis, Jon Lukomnik & David Pitt-Watson, "Active Shareowner Stewardship: A New Paradigm for Capitalism," *Rotman International Journal of Pension Management*, Vol. 2, Issue 2, fall 2009.
- Angela Morgan, Annette B. Poulson, Jack G. Wolf and Tina Yang, "Mutual Funds as Monitors: Evidence from Mutual Fund Voting, working paper, July 7, 2009 available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1431072
- Organization for Economic Cooperation and Development ("OECD") "Corporate Governance and the Financial Crisis: Key Findings and Main Messages," (April 1, 2009).
- "Voting Integrity: Practices for Investors and the Global Proxy Advisory Industry," *Policy Briefing No. 3*, Millstein Center for Corporate Governance & Performance at the Yale School of Management (2009).
- Gerald F. Davis, "A New Finance Capitalism: Mutual funds and ownership re-concentration in the United States," *European Management Review* (2008).
- Meredith Jones and Andrea Capellas, "'Transparent Seems Translucent: What Mutual Fund Families are Actually Disclosing About Their Proxy Voting Policies and Procedures,'" *Wake Forest Law Review Working Paper* (2008).
- Delaware Chancery Court, Vice Chancellor Leo Strine, Jr. in a publication version of speech given in Sardinia, Italy in 2008.
- Stephen Davis, *Global Proxy Watch*, Vol. XI, No. 38 (October 26, 2007).

Guest Column, "\$700 Billion and A lot of Chutzpah," *Daily Hampshire Gazette*. September 2008.

Comment letter (on behalf of client) to the Securities and Exchange Commission concerning credit rating agency rule proposal. 2004.

"Electronic Media Release and E-SIGN," (The Electronic Signatures in Global and National Commerce Act) for the Investment Company Institute, Securities Law Developments Conference, Washington D.C., 2000.

"Real World Examples of Successful Electronic Commerce" (mentioned below) was cited by Michael W. Carroll in "Garbage in: Emerging Media and Regulation of Unsolicited Commercial Solicitations" *Berkeley Technology Law Journal*, vol.11 (1996).

Co-author with Amy N. Lipton of "Real World Examples of Successful Electronic Commerce," 452 *PLI/PAT*, 416-17 (1996).

Comment letter (on behalf of client) to the Federal Trade Commission concerning proposed Telemarketing Sales Rule. 1995.

Comment letter (on behalf of client) to the Bureau of Alcohol, Tobacco and Firearms concerning shelf-space purchase rule proposal. 1994.

Book Review, *Harvard Women's Law Journal*, Vol. 14 (1991).

RESEARCH GRANTS

Granted \$1,000 honorarium for “Enablers of Exuberance,” to be presented in October 2009 at the Elfenworks Center for the Study of Fiduciary Capitalism at St. Mary’s College of California.

Received \$10,000 research grant in 2007 from the Yale School of Management’s Millstein Center for Corporate Governance and Performance and Oxford’s Said Business School. Submitted proposal in response to an international call for papers and was one of ten selected through a blind review process.

INVITED CONFERENCES AND PRESENTATIONS

Invited Presenter at the “Institutional Investors, Risk/Return and Corporate Governance Failures: Practical Lessons from the Global Financial Crisis: A Conference of Institutional Investors, Practitioners, Professionals and Academics,” convened by the Elfenworks Center for the Study of Fiduciary Capitalism at St. Mary’s College of California, The Principles for Responsible Investment and Millstein Center for Corporate Governance & Performance at the Yale School of Management. The conference was also sponsored by Hermes Equity Ownership Services, Ltd with research support from the Investors Responsibility Research Center Institute, October 2009.

Invited Presenter. The Sixth Annual, Capital Matters: Managing Labor’s Capital Conference,” Pensions and Capital Stewardship Project, Labor and Work life Program, Harvard Law School, April 2009.

Invited Facilitator. Mutual Fund Directors Forum, 3rd Annual Directors’ Institute. Fort Myers, FL. January 2009.

Invited Guest, Conference of Fund Leaders Roundtable. New York, NY. October 2008.

Moderator of panel, “Models of Motherhood” for *Celebration 55: the Women’s Leadership Summit* at Harvard Law School. September 2008.

Corporate Watchdog Radio, Guest Commentary concerning mutual fund investments in genocide. April 2008.

Independent Mutual Fund Directors Panel, Invited Guest. New York, NY. Sponsored by the Yale Millstein Center for Corporate Governance. January 2008.

Presented “Able but Not Willing” at UK-US comparative corporate governance conference at Oxford University Said Business School. October 2007.

Presentation for the Annual Conference for the Center for International Securities and Derivatives Markets concerning the two simultaneously released conflicting SEC rule proposals concerning shareholder access to ballot for director nominations. September 2007.

Presentation on Fair Trade practices at Smith College's "Socially Responsible Money" lunch series. March 2006.

Panelist before an audience of 400 at the Investment Company Institute, Securities Law Developments Conference, Washington D.C., 2000.

Meeting with the Securities and Exchange Commission, Division of Market Regulation concerning the Electronic Signatures in Global and National Commerce Act, 2000.

Participant representing the American Telemarketing Association membership at Federal Trade Commission Roundtable on the proposed Telemarketing Sales Rule. April, 1995.

UNIVERSITY AND COMMUNITY SERVICE

Participant in American for Financial Reform review and summary of Subtitle F – Improvements to the Asset-Backed Securitization Process of the Discussion Draft of the Financial Stability Improvement Act of 2009.

Reviewed and commented on Amicus Brief in *Merck v. Reynolds* concerning the statute of limitations under Rule 10b-5 of the Securities Exchange Act of 1934.

Member of S.A.F.E.R. (Economists' Committee for Stable, Accountable, Fair and Efficient Financial Reform.) S.A.F.E.R. is affiliated with the Political Economy Research Institute (P.E.R.I.) which is in turn affiliated with the Economics Department at the University of Massachusetts, Amherst

Peer book proposal review for the Yale University Press. 2009.

Pro bono consulting for the Food Bank of Western Massachusetts. 2008.

Moderator of "Law Career Talk: Transactional Practice," panel for the pre-law advising office. Apr. 2006.

Ad hoc reviewer for the *Law and Society Review*. 2005 – Present

Recommended to serve as faculty representative on committee for the Student Legal Services Office at the University of Massachusetts. 2007. Officially appointed in 2009.

Member of an ad hoc working committee to establish a Center for Business and Society at the Isenberg School of Management. 2004 – Present

Faculty advisor for independent study projects.

OTHER

Bar Admissions: New York (1994) and Massachusetts (2000).

Languages: Proficiency in Spanish; intensive study of Chinese.