

HAMLINE UNIVERSITY
School of Law

Presented by the Business Law Institute, Hamline School of Law

Hot Topics in Business Law

A Business Law Institute CLE

Experts address 5 hot topics in business law today: tax, corporate, employment, IP and financial services.

Panel 1 – 8:30 a.m. to 9:30 a.m. Intellectual Property

Highlights from the IP Deskbook for Business Lawyers

IP Issues in Probate and Estate Planning

Sharon Sandeen, Professor of Law, Hamline University School of Law

Professor Sandeen just completed her tenth year as a law professor at Hamline University School of Law where her teaching and scholarship focuses on intellectual property law. Prior to joining Hamline in the fall of 2002, she practiced law for more than 15 years and served as an Adjunct Professor at the University of Pacific, McGeorge School of Law for five years. She was a founding member of the Intellectual Property Section of the Sacramento County Bar Association and is a former member of the Executive Committee of the State Bar of California, Intellectual Property Law Section.

In recent years, Professor Sandeen's scholarship has focused on trade secret law and the business aspects of intellectual property law. Her book (with E. Rowe), *Cases and Materials on Trade Secret Law*, was recently published by West Publishing and is the first casebook to focus solely on trade secret law. She is the Chair of the Intellectual Property Committee and Vice-Chair of The Publications Committee of the ABA Business Law Section and was recently elected as a Fellow of ABA Foundation.

She currently co-chairs the Intellectual Property Desk Book Working Group of the Intellectual Property Committee of the Section of Business Law of the American Bar Association.

Areas of legal expertise: U.S. and International Intellectual Property Law, Computer and Internet Law, Unfair Trade Practices, Information Privacy Law

Licensing Issues in IP

Alan W. Kowalchuk, Partner, Merchant & Gould

Alan practices all aspects of Intellectual Property law with an emphasis on patent litigation, client counseling and alternative dispute resolution at Merchant and Gould. He is experienced in patent infringement and validity assessment, as well as advising clients on patent portfolio management, and has handled all phases of patent prosecution, as well as patent appeals and

reexaminations. Alan's areas of technical expertise include immunology, microbiology, genetic engineering, food science, applied chemistry, pharmaceuticals, medical devices, commercial and consumer products. He also is a State of Minnesota Qualified Neutral for adjudicative services and mediation, a member of the American Arbitration Association's National Panel of Neutrals and a member of the World Intellectual Property Organization's list of Arbitrators and Mediators. As a Special Assistant Attorney General for Minnesota in the early 1980's, Alan handled litigation and administrative agency matters primarily in the environmental area. Alan is an adjunct Professor at William Mitchell College of Law, and has been recognized as a "Super Lawyer" by *Minnesota Law & Politics* and Thompson Reuters. Alan has also achieved an AV peer review rating by Martindale-Hubbell.

IP Issues in Franchising and Product Distribution

Michael Gray, Principal, Gray Plant Mooty

Michael is a partner in Gray Plant Mooty in Minneapolis Minnesota. He brings 27 years of experience representing franchisors, companies and individuals in trial, arbitration and other civil proceedings throughout the United States. He is lead litigation counsel for several national franchise companies and has litigated franchise and intellectual property disputes in over 37 states.

Mike has written many articles and presented materials on franchise and intellectual property topics for The International Franchise Association, The American Bar Association Forum on Franchising, The Franchise Law Journal, The Practising Law Institute and the Business Law Institute. Mike is a contributing author to the *Franchise Desk Book* (W. Michael Garner, Editor), co-authored *Covenants Not to Compete and Nonsignatories: Enjoining Unfair Conspiracies*, 25-WTR Franchise L.J.107, Winter 2006 and most recently co-edited *Covenants against Competition in Franchise Agreements*, ABA Forum on Franchising (3d ed. 2012).

Panel 2 – 9:40 a.m. to 10:40 a.m. Timely Tax Topics

The Off-Shore Voluntary Disclosure Program

Ben Wagner, Attorney, Regan Tax Law

Ben Wagner is an attorney at Regan Tax Law. He represents individuals and businesses in their tax controversies against the IRS, Minnesota Department of Revenue, and Minnesota Department of Employment and Economic Development.

Ben is experienced in tax audits, administrative appeals, and actions in Minnesota Tax Court, United States Tax Court, United States Court of Federal Claims, and United States District Court. He also frequently teaches lawyers, CPAs, and other tax professionals on a variety of tax controversy topics.

Ben earned his undergraduate degree at Saint John's University and his law degree at William Mitchell College of Law.

Ben is active in the Minnesota State Bar Association (MSBA) and currently serves as a member of the MSBA Tax Section Council and is co-chair of the MSBA Tax Section's legislative

committee. Ben also volunteers at the Minnesota Assistance Council for Veterans Legal Clinic and as a Program Specialist for the YMCA's Youth in Government Model Assembly.

Developments in Federal Taxation

Sara Reisdorf, Shareholder, Fredrikson & Byron P.A.

Sara is a shareholder in Fredrikson & Byron's Corporate, Mergers & Acquisitions, Tax Planning & Business Organization, and Emerging Business Groups. Sara advises both established and emerging companies on a broad range of corporate matters, including commercial contracts, corporate governance, corporate restructuring, finance, and mergers and acquisitions, and on a broad range of federal and state tax matters. Emerging companies rely on her strategic counseling to structure their organizations and work through the related legal and financial aspects of starting a new business. Sara often acts as outside general counsel to her emerging and small company clients.

Prior to joining Fredrikson & Byron, Sara worked as a Senior Associate in PricewaterhouseCoopers' Private Client Services practice and obtained her certified public accountant certification.

Current Tax Issues in Estate Planning and Wealth Transfer

Michelle Rehbein, Associate, Leonard Street and Deinard

Michelle is an associate at Leonard Street and Deinard. Michelle advises individuals and family business owners in the areas of estate planning, wealth transfer, business succession planning, trust administration and charitable giving. Michelle focuses on creating practical, tax-efficient solutions tailored to her clients' unique goals and priorities. Michelle counsels individuals and entrepreneurs at all stages of wealth building and wealth management. She works with families to prepare younger generations for the responsibilities of family asset stewardship. Michelle collaborates with her clients' accounting, investment, and business advisors to promote seamless service and integrated planning.

In 2013, Michelle was selected for inclusion in *Super Lawyers*[®]-Rising Stars by *Minnesota Law & Politics* magazine. Outside the office, Michelle enjoys exploring Minnesota's parks and trails with her spouse and two children.

Michelle is currently co-chair of the Hennepin County Bar Association Probate and Trust Law Section and a member of the American Bar Association Real Property, Trust and Estate Law Section, the Minnesota State Bar Association Probate and Trust Law Section and the Minnesota Women Lawyers.

The Cold Climate of Minnesota Residency Law

Mike O'Brien, Attorney, Regan Tax Law

Mike is an attorney at Regan Tax Law who represents individuals and businesses in tax controversies against the IRS, the Minnesota Department of Revenue, and the Minnesota Department of Employment and Economic Development. Mike's experience helps him to see practical solutions and consistently achieve successful results in audits, appeals, court actions,

and collection cases. He also frequently publishes and speaks to attorneys, CPAs, and other professionals about tax topics and his experiences representing taxpayers against the IRS and Minnesota Department of Revenue.

Mike earned his undergraduate degree at Gustavus Adolphus College and law degree at William Mitchell College of Law.

Mike is active in the State Bar Association and currently serves as the Chair of the State Bar Association Tax Section. He has also served on the State Bar Association Assembly; as a member of the Tax Section Council; and as co-chair of the Tax Section's legislative committee.

Panel 3 - 10:50 a.m. to 11:50 a.m. Employment Law

Moderated by Hamline Professor of Law David Larson

Hot Topics in Title VII: Same-Sex Sexual Harassment and Transgender Discrimination **Jessica Palmer-Denig, Trial Attorney in the Minneapolis Area Office of the U.S. Equal Employment Opportunity Commission**

Before joining the EEOC, Jessica served as a judicial clerk to Judge Donovan W. Frank of the District of Minnesota. From 2003 through 2008, she was an Assistant Attorney General in the Minnesota Office of the Attorney General, where she practiced in the areas of civil litigation, bankruptcy, and civil commitment, and also served as the Manager of the Residential Utilities Division and Co-Manager of the Consumer Division. From 2000 until 2003, Jessica was an Associate with Dorsey & Whitney, LLP, practicing in the areas of bankruptcy and commercial lending. She also served from 1999 to 2000 as a judicial clerk to the Honorable Mary Muehlen Maring of the North Dakota Supreme Court. Jessica received her law degree from the University of Wisconsin School of Law in 1999, and her undergraduate degree from the University of Wisconsin in 1996.

Designing a Privacy and Incident Response Program for Employee Personal Information **Melissa Rosenbaum, Senior Attorney, Federal Reserve Bank of Minneapolis**

In her position at the Minneapolis Fed, Melissa handles a variety of in-house legal matters. Her primary areas of focus include data privacy and security, and employment law. Melissa also serves as Deputy System Privacy Coordinator on behalf of the 12 Federal Reserve Banks, responsible for coordinating the System's privacy and incident response program for personal information of employees, visitors and vendors. Prior to joining the Reserve Bank, Melissa worked as an Assistant Attorney General in the Civil Litigation Division of the Minnesota Attorney General's Office and as an attorney with the Minnesota Department of Human Rights, reviewing appeals from Department investigations. She also served as an appellate reviewer with a court-appointed Monitor's office.

Melissa received her undergraduate degree, magna cum laude, from St. Olaf College. She received her JD degree with honors, in 1997, from Hamline University School of Law, where she was also an editor and contributing author of the Hamline Law Review.

NLRB's Focus on Concerted and Protected Activity

Tom Trachsel, Co-chair of Labor & Employment Law at Felhaber Larson Fenlon & Vogt

Mr. Trachsel's practice at Felhaber, Larson, Fenlon and Vogt is primarily devoted to representing employers in all matters before the National Labor Relations Board, in collective bargaining negotiations with labor unions, and in grievance-arbitration hearings. Mr. Trachsel also counsels employers on employee relations issues, interpretation of collective bargaining agreements, and compliance with state and federal labor and employment laws.

Mr. Trachsel is the co-chair of the Firm's Labor & Employment Law Section, and a member of the Firm's Board of Directors. He joined the firm in September of 1999, and he has been a firm shareholder since March of 2005. Prior to joining the firm, Mr. Trachsel was employed as an attorney by the Minneapolis Regional Office of the National Labor Relations Board. He graduated from the University of Minnesota Law School, and received his undergraduate degree from Marquette University.

Mr. Trachsel has been certified by the Minnesota State Bar Association (MSBA) as a Labor & Employment Law Specialist. He is the immediate past Chair of the MSBA Labor and Employment Law Section.

11:50 to 12:30 p.m. Lunch sponsored by the MSBA Corporate Counsel Section

Keynote Address - 12:30 p.m. – 1:30 p.m.

Corporate Clients Don't Have Legal Problems They Have Business Problems: Re-engineering Legal Professional Training, Development, and Competency to Remain Relevant to Clients

Susan Hackett, CEO and CLO, Legal Executive Leadership

After serving 22 years as the Senior Vice President and General Counsel of the Association of Corporate Counsel, Susan and LEL now help legal executives leverage knowledge, increase value, deliver results and practice more efficiently in the "New Normal."

Over the course of her career with ACC, Susan worked with hundreds of law firms and thousands of law departments, examining and sharing leading practices, and helping legal executives improve their service to their clients, across most every kind of industry and legal specialty. This rare insight and access to the practical workings of corporate legal service affords her an unusual advantage as a consultant: she's been tapped for retentions to plan and deliver innovative law firm and department retreats, to lead strategic planning initiatives, to facilitate executive discussion think-tanks, to benchmark leading practices and assess their application to firm and department clients, to develop client survey tools and evaluate law firm and department performance, to deliver keynote presentations for major conferences, and to consult on process, structure, and service delivery options to improve firm, law department, and legal vendor performance and value.

During her career at ACC, Susan held a number of roles and responsibilities. Often referred to as the "voice of the in-house bar," she is most widely recognized for founding and fostering the

ACC Value Challenge initiative (to reconnect value to the cost of legal services), developing “leading practices” and leadership discussion networks for CLOs and law department executives, and for her leadership in driving ACC’s advocacy efforts [including ACC’s amicus program, attorney-client privilege protection, the development of in-house legal ethics and professionalism resources, testimony and representation before decision-making authorities, in-house corporate responsibility initiatives, and multijurisdictional practice (MJP) reform].

Susan has addressed more than 500 legal audiences as one of the industries most sought-after speakers, and has been quoted by most every major US legal and business publication and media outlet covering legal issues.

Susan also led ACC’s pro bono and diversity initiatives for corporate law departments, partnering with the Pro Bono Institute to create and implement Corporate Pro Bono, and with Street Law to create and implement the ACC/Street Law Corporate Legal Diversity Pipeline program. She instituted and led ACC’s efforts to partner with the diverse bars to create new legal leadership opportunities for women, lawyers of color, and other groups promoting diversity in the legal profession.

Susan is a 1983 graduate (dual B.A. in political philosophy and international relations) of James Madison College at Michigan State University, and a 1986 graduate of the University of Michigan Law School. Prior to joining ACC, Susan served as a transactional associate at Patton Boggs LLP.

Panel 4 - 1:40 to 2:40 p.m. Corporate Governance

Moderated by Hamline Professor of Law Carol Swanson

Corporate Governance: Perspective from Inside the Boardroom

Thomas Moore, Vice President, Corporate Secretary and Chief Governance Officer, Ameriprise Financial, Inc.

Tom has more than 35 years of experience as an in-house counsel at Fortune 500 financial services companies. He began his career at what is now The PNC Financial Services Group in Pittsburgh, Pennsylvania as Trust Counsel and eventually became Vice President and Corporate Secretary.

Tom joined Ameriprise Financial, Inc. in January 2006, shortly after its spinoff from the American Express Company as a new public company in September 2005. He specializes in the areas of corporate governance, proxy statement disclosure, executive compensation, and laws and regulations affecting the financial services industry, especially as a result of Dodd-Frank rulemaking. He is active in several financial services trade associations, especially with respect to the drafting of SEC comment letters and the formulation of policy positions. Tom graduated from the Cornell Law School and Youngstown State University, *summa cum laude*. He is a member of both the Minnesota and Pennsylvania bars.

Special Committees for Boards

Stacy Lindstedt, Associate, Oppenheimer Wolff & Donnelly

Stacy Lindstedt is an associate in the Corporate Finance & Transactions Group at Oppenheimer, Wolff & Donnelly, LLP, and currently teaches legal writing at the University of Minnesota Law School. Ms. Lindstedt advises medical technology and other emerging businesses in equity financing matters, including venture capital financings and private placements, and advises clients in general corporate governance matters and transactions. In addition, Ms. Lindstedt represents commercial and industrial property owners in real estate tax appeals before the Minnesota Tax Court. Ms. Lindstedt represents nonprofit entities regarding tax exemption, tax controversy and governance issues, including reinstatement of tax-exempt status. Ms. Lindstedt is on the Board of Directors of a nonprofit entity and is assisting that entity in obtaining tax-exempt status. Prior to joining Oppenheimer, Wolff & Donnelly, Ms. Lindstedt served as a judicial clerk at the United States Tax Court in Washington D.C. for the Honorable Mark V. Holmes.

Trends in Shareholder Activism

Jen Randolph Reise, Senior Associate, Briggs and Morgan

Jen practices principally in the areas of securities regulation, corporate governance and corporate law. She assists privately held and public company clients through the process of selling equity or debt securities (whether in a registered offering, private placement or PIPE transaction), and helps public company clients design and implement stock option plans, conduct shareholder communications and proxy solicitation, and comply with periodic reporting requirements under the 1934 Act. She also advises individuals and companies on a wide variety of contract and corporate issues, such as entity formation, employment agreements, mergers and acquisitions, and other commercial transactions.

Jen graduated *summa cum laude* from Hamline University School of Law in 2007. During law school, she served as a notes and comments editor for the Hamline Law Review and as an extern clerk to Judge Ann Montgomery, U.S. District Judge for the District of Minnesota. Jen is currently the Vice-President of the Hamline Law Alumni Association Board, on which she has served since 2009.

Panel 5 - 2:50 to 3:50 p.m. Financial Services

Moderated by Hamline Professor of Law Larry Bakken.

Trends in Financial Services from Corporate/Regulatory Perspective

Joseph Green, General Counsel and Senior Vice President, TCF Financial Corporation

Previously, Mr. Green was the General Counsel of TCF National Bank. He has been employed by TCF since 1986. Mr. Green is a 1976 graduate of the University of Michigan College of Literature, Science & the Arts (A.B., Political Science, with high distinction), and a 1980 graduate of the University of Michigan Law School, where he was an editor of the Michigan Journal of International Legal Studies. He is a member of the Minnesota and Hennepin County Bar Associations. He also holds an M.B.A. (Finance) from the University of Minnesota, Carlson School of Management (1990).

Litigation issues on Consumer-Financial-Services Side (Arbitration Clauses, Class Actions, Collection Practices, PCPA)

Brian Melendez, Dykema Gossett PLLC

As a member of the Business Litigation Group in Dykema's Minneapolis, Minnesota office, Mr. Melendez focuses his practice on consumer financial litigation and business litigation. Mr. Melendez has represented a number of Fortune 500 companies in contractual disputes ranging from defending claims for simple breach of contract and business torts to negotiating software contracts to prosecuting covenants not to compete. He has also litigated cases under many federal and state consumer protection laws, including the Consumer Credit Protection Act, the Truth in Lending Act, the Fair Credit Billing Act, the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, the Fair and Accurate Credit Transactions Act of 2003 (FACT Act), the Telephone Consumer Protection Act and the Minnesota Prevention of Consumer Fraud Act. Throughout the past decade, Mr. Melendez has represented credit card issuers in more than two hundred cases, including seven nationwide class actions and three federal appeals; and has handled consumer-protection cases in courts in 40 states, including 29 federal district courts, 10 bankruptcy courts, and 19 state courts.

Active in *pro bono* matters, Mr. Melendez has handled cases in the areas of consumer credit, consumer fraud and fair debt collection practices.

Before joining Dykema, Mr. Melendez was a partner in an AmLaw 100 firm. In 2004 and again in 2009 Mr. Melendez served as a Contributing Editor in the area of parliamentary law for *Black's Law Dictionary*. He has also served as an Adjunct Professor at William Mitchell College of Law.

Lending Liability and Litigation Update

Sam Sigelman, Partner, Lindquist & Vennum

Mr. Sigelman focuses his practice in banking work outs, lending litigation, and receiverships. He has obtained multimillion-dollar awards for clients, both at trial and by summary judgment. Sam served on an ad-hoc committee that authored the receivership bill, which became the law in Minnesota on August 1, 2012.

Sam has been recognized as a Minnesota Rising Star the last six years. He lectures on receiverships and lending litigation issues; and was a past chair of the Hennepin County Bar Association Real Property Section and is currently an at-large officer of the Hennepin County Bar Association Creditor/Debtor Remedies Section. Sam is also the current president of the Hamline University School, Law Alumni Board.

Moderator Biographies

IP LAW

Sharon Sandeen

Areas of legal expertise: U.S. and International Intellectual Property Law, Computer and Internet Law, Unfair Trade Practices, Information Privacy Law

Professor Sharon Sandeen practiced law for more than 15 years and served as an adjunct professor at the University of Pacific, McGeorge School of Law for five years before coming to Hamline in the fall of 2002. Since 1996, she has taught a wide variety of intellectual property courses, including the IP survey course, Trademark Law, Copyright Law, International Intellectual Property, Computer and Internet Law, E-Commerce, and Information Privacy. Professor Sandeen's research interests and recent scholarship focus on trade secret law.

Upon graduating from law school in 1985, Sandeen focused her practice on trademark and trade secret law and intellectual property litigation. An active member of the federal bar during her years of practice, Sandeen served on the Civil Justice Advisory Group for the U.S. District Courts, Eastern District of California, and as a lawyer representative to the Ninth Circuit Judicial Conference.

She was a founding member of the Intellectual Property Section of the Sacramento County Bar and a former member of the Executive Committee of the State Bar of California, Intellectual Property Law Section. She currently co-chairs the Intellectual Property Desk Book Working Group of the Intellectual Property Committee of the Section of Business Law of the American Bar Association.

TAX LAW

Morgan Holcomb

Areas of expertise: Taxation, Individual; Taxation, Entity; Taxation, Policy; Taxation, State & Local

Professor Morgan Holcomb teaches Individual Income Tax, Tax Policy, State and Local Taxation, and Taxation of Business Entities. She is also the faculty advisor to the Hamline Law Review, as well as Hamline's award winning Tax Challenge team. Holcomb's academic research focuses on gender and taxation, and state and local tax issues. She is a Contributing Editor to Bench & Bar of Minnesota and has published in numerous law reviews, as well as State Tax Notes. Holcomb serves on the Board of the Minnesota Lavender Bar Association and is Secretary to the Minnesota Law Review Alumni Advisory Board. She previously was a visiting assistant professor at the University of Minnesota Law School. Prior to entering academia, Holcomb worked as an associate at the Minneapolis law firm of Maslon, Edelman, Borman & Brand.

Holcomb clerked for the Hon. John R. Tunheim on the United States District Court for the District of Minnesota. She received her JD magna cum laude, Order of the Coif, from the University of Minnesota Law School, where she was the lead Note and Comment Editor for the

Minnesota Law Review and the recipient of the Hon. Edward J. Devitt Award for Excellence in the Study of Federal Law and Practice. Professor Holcomb earned her BA in English from Grinnell College, where she graduated with honors.

EMPLOYMENT LAW

David Larson

Areas of legal expertise: Employment discrimination law, employment law, labor law (including international and comparative), ADR (arbitration and online dispute resolution), torts (medical malpractice)

Professor David Allen Larson is a Senior Fellow at Hamline's Dispute Resolution Institute and a Fellow of the American Bar Foundation. He teaches Arbitration, ADR and Technology, Torts, Employment Discrimination Law, Employment Law, and Labor Law. He was the founder and Editor-in-Chief of the "Journal of Alternative Dispute Resolution in Employment" (CCH Inc.), served as an arbitrator for the Omaha Tribe, was a Hearing Examiner for the Nebraska Equal Opportunity Commission, and currently is an independent arbitrator.

Larson has published more than 50 articles and book chapters and has made more than 120 professional presentations in Australia, Austria, Canada, China, England, Ireland, Sweden, and the United States. His recent articles have focused on technology mediated dispute resolution (TMDR), a term that includes more technologies than the phrase online dispute resolution (ODR). He also has written about arbitration, cross cultural negotiation, and employment law. Larson has been a leader in the American Bar Association (ABA), and his many assignments include an appointment as chairperson for the ABA Law Student Division Arbitration Competition (2010-2012). He continues to serve as a member of that ABA subcommittee. Previous appointments include serving as vice-chair for the Section of Dispute Resolution, Law School Education and Dispute Prevention Committee and vice-chair for the International Law and Practice Section, Employment Law Committee. He also was a member of the ABA E-Commerce and ADR Task Force.

From 1990-91, Larson served as the "Professor-in-Residence" at the Equal Employment Opportunity Commission headquarters in Washington, D.C. He worked primarily in the Office of General Counsel, Appellate Division, and also worked with the Office of Legal Counsel as they drafted and revised the Regulations and Interpretive Guidance for the Americans with Disabilities Act. Professor Larson previously practiced with a large litigation law firm in Minneapolis.

CORPORATE GOVERNANCE

Carol Swanson

Professor Carol Swanson has taught a broad range of business law courses since 1989. Before joining the Hamline Law faculty, she practiced corporate and commercial litigation with large private firms in New York City (Sullivan & Cromwell) and Minneapolis (Popham Haik) and worked as an Assistant U.S. Attorney for the District of Minnesota. Professor Swanson has

served three times as Associate Dean for Academic Affairs under five different law school deans, having returned to full-time teaching most recently in 2008.

Professor Swanson is passionate about teaching and loves making legal issues come alive in the classroom; Hamline's students have twice named her "Professor of the Year." She regularly publishes and presents in the business law area with a particular focus on corporate governance and securities issues. Swanson's regular course load includes Contracts I & II, Corporations, Unincorporated Business Entities, and business law seminars on diverse advanced topics, including a Global Financial Meltdown Seminar in 2009.

FINANCIAL SERVICES

Larry Bakken

BA, Concordia College

MS, North Dakota State University

JD, University of North Dakota School of Law

LLM, University of Manitoba School of Law

Professor Larry Bakken's diverse background includes business, economics, politics, and scholarly achievement. As one of the founding professors of the School of Law, Bakken has served in various leadership roles. He has been a consultant to the Minnesota House of Representatives, the Administrative Conference of the United States, and the Minnesota Private College Council. Bakken has chaired the Federal Grants Committee of the Urban, State and Local Government section of the ABA and the Administrative Law Section, the Canadian-American Law Section, the Legislation Section of the Association of American Law Schools. He has also edited several journals and newsletters, authored *Justice in the Wilderness* and co-authored *Minnesota Administrative Procedure*.

Bakken serves as chair of the International Advisory Committee to the Metropolitan Council and on the Board of Directors of the National League of Cities. He has taught and lectured in Canada, China, Germany, Moldova, Norway, Estonia, Latvia, Lithuania, Russia, and Italy.

Interim Director of the Business Law Institute

Z. Jill Barclift

Areas of legal expertise: Corporate/business law, governance, and corporate/legal ethics

Professor Jill Barclift was named interim director of Hamline Law's Business Law Institute in November 2012; her appointment will last through at least June 2014. Since 2002, she has taught a wide range of courses at Hamline Law, including core courses in corporations, corporate finance, securities regulation, and smaller seminars in corporate ethics and preventive law and corporate practice. Her scholarly research and writing has explored the role of corporate officers in corporate governance, the role of internal lawyers in corporate governance, and the intersection of social science theory and corporate governance.

Professor Barclift's extensive record of service to Hamline Law also includes prior service as director of Hamline's externship program. According to Dean Donald M. Lewis, "her background, coupled with her 'real-world' corporate experience, makes her ideally suited to lead BLI."

Professor Barclift brings more than 15 years of corporate law experience to Hamline. After graduating from Columbia University School of Law in 1983, she worked as in-house counsel to a variety of financial service companies. Prior to teaching at Hamline University School of Law, she was executive vice president, secretary and general counsel of a financial services company in Minneapolis. Her practice areas included corporate law, governance, corporate disclosures, negotiation of corporate purchase and sale of assets, and financial services.