WHITE PAPER

**Executive Loyalty Project**

The Idea: Establish GULC at the forefront of good governance for public companies through becoming a leading source for legal authority, and thought, re matters relating to executive loyalty. The general premise is that high executive pay should come with high standards of loyalty.

The Elements: (1) New Course -- at GULC for Fall 2010. See quick list of topics within outling below.

(2) Website – tracking all items within the course scope (see below), with GULC students having ongoing responsibilities to track relevant developments and expand the content. Ideally, private sector contributions will fund pay for the students, and their work will provide valuable practical experience.

(3) Blog -- to brand the project, and become a premier source for new developments.

Course

Outline: Week 1 – Intro -- Historical and Global Perspective

Week 2 – Applicable U.S. State and Federal Laws, including SEC disclosure

* Laws Protecting Employers
* Laws Protecting Employees (wages; freedom to compete)

Week 3 – Basic Loyalty Protections: Non-competition Agreements

Week 4 – (continued) Non-disclosure Agreements

Week 5 – (continued) Non-solicitation Agreements

Week 6 – Employee Protections; Special Sale of Business Rules

Week 7 – Employer Enforcement: State Law Issues

Week 8 – (continued) Golden Handcuffs

Week 9 – (continued) Claw-backs – Financial Restate; Ill-gotten; Disloyalty

Week 10 – (continued) ERISA Strategy

Week 11 – Corporate Implementation of Loyalty Covenants – Practical Issues

Week 12 – Global and Shareholder Relations Issues

Week 13 – What’s Ahead, and Final Remarks

Potential Partners

And Funding: (1) NASPP – global business organization and network emphasizing responsible executive compensation practices. (Ideally, presentation at 2010 conference.)

(2) Law Firms and Business – for access to extra info; survey data; more?