

SARAH C. HAAN

CLASS OF 1958 UNCAS AND ANNE McTHENIA PROFESSOR OF LAW
WASHINGTON AND LEE UNIVERSITY SCHOOL OF LAW
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ACADEMIC APPOINTMENTS

University of Virginia School of Law

Visiting Professor of Law (Spring 2024)

- Courses: Corporations (Law and Business), Corporate Law as Innovation

Washington and Lee University School of Law, Lexington, VA

Class of 1958 Uncas and Anne McThenia Professor of Law (July 2022 – present)

Professor of Law (2020 – 2022)

Associate Professor of Law (with tenure) (2017 – 2020)

- Courses: Business Associations, Mergers & Acquisitions, Law of Money in Politics, Close Business Arrangements, Publicly-Held Businesses, Advanced Topics in Corporate Law (Corporate Finance), Professional Responsibility, Business Immersion
- Areas of expertise: Business Associations, Corporate Governance, First Amendment, Information Economics, Securities Law, Shareholder Activism, Corporate Political Speech, Campaign Finance, Professional Responsibility and Ethics

University of Idaho College of Law, Boise, ID

Associate Professor of Law (Fall 2012 – Spring 2017)

- Courses: Business Associations, Advanced Corporate Governance, Mergers & Acquisitions, Professional Responsibility, Election Law

HONORS & AWARDS

Ethan Allen Faculty Fellowship, W&L School of Law (for excellence in legal scholarship), 2021-2022 & 2023-2024

Lewis Prize, W&L School of Law (for excellence in legal scholarship), November 2018

EDUCATION

Columbia Law School, New York, NY; J.D.

Honors:

Articles Editor, *Columbia Law Review*

James Kent Scholar, 1999-2000

Harlan Fiske Stone Scholar, 1997-1998, 1998-1999

Yale College, New Haven, CT; B.A., History

Honors:

Edwin W. Small Prize in American History

Clarence W. Mendell Prize

“Voting Rights in Corporate Governance: History and Political Economy,” 96 S. CAL. L. REV. ___ (forthcoming 2024)

“Delegated Corporate Voting and the Deliberative Franchise,” 47 SEATTLE U. L. REV. 483 (2024) (solicited for Berle XIV: Developing a 21st Century Corporate Governance Model)

“Corporate Governance and the Feminization of Capital,” 74 STAN. L. REV. 515 (2022)

- Voted one of the Top 10 Corporate and Securities Articles of 2022 by peers in the field, per the CORPORATE PRACTICE COMMENTATOR.
- Featured in JOTWELL (Journal of Things We Like (Lots)) (authored by Charles R.T. O’Kelley, Director of the Berle Center on Corporations, Law and Society)

“Is American Shareholder Activism a Social Movement?” 2021 REVUES INTERNATIONALE DES SERVICES FINANCIERS (INT’L J. FIN. SERV.) 21 (April 2022)

“*White v. Panic*,” in FEMINIST JUDGMENTS: CORPORATE LAW REWRITTEN (Anne Choike, Usha R. Rodrigues & Kelli Alces Williams, eds.) (2023)

“The Corporation’s Political Purpose,” in RESEARCH HANDBOOK ON CORPORATE PURPOSE AND PERSONHOOD (Elizabeth Pollman & Robert Thompson, eds.) (Elgar 2021)

“Boards in Information Governance,” 23 U. PA. J. BUS. L. 179 (2020) (with Faith Stevelman)

“Bad Actors: Authenticity, Inauthenticity, Speech, and Capitalism,” 22 U. PA. J. CONST. L. 619 (2020)

“Profits v. Principles,” in THE PERILOUS PUBLIC SQUARE: STRUCTURAL THREATS TO FREE EXPRESSION TODAY (Columbia U. Press, David Pozen, ed.) (2020), previously published online as “Profits v. Principles” in the Knight First Amendment Institute’s “Emerging Threat” Series, Columbia University (2018)

“The Post-Truth First Amendment,” 94 IND. L. J. 1351 (2019)

“Civil Rights and Shareholder Activism: *SEC v. Medical Committee for Human Rights*,” 76 WASH. & LEE L. REV. 1167 (2019)

- Selected for republication in CORPORATE PRACTICE COMMENTARY (Robert B. Thompson, ed.), at 63 CORP. PRAC. COMM. 241 (2021)

“Board Governance For The Twenty-First Century,” 74 BUS. LAWYER 329 (2019) (with Faith Stevelman)

“Facebook’s Alternative Facts,” 105 VA. L. REV. ONLINE 18 (2019) (Part of the Symposium: “Digital Democracy—The Threat and Promise of Technology For Our Democratic Institutions”)

“Comment on *Whistling Loud and Clear: Applying Chevron to Subsection 21F of Dodd-Frank*,” 75 WASH. & LEE L. REV. 565 (2018)

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” 126 YALE L. J. 262 (2016)

“Voter Primacy,” 83 FORDHAM L. REV. 2655 (2015)

“The CEO and the Hydraulics of Campaign Finance Deregulation,” 109 NW. U. L. REV. 269 (2015), *originally published as* 109 NW. U. L. REV. ONLINE 27 (2014)

“Opaque Transparency: Outside Spending and Disclosure by Privately-Held Business Entities,” 82 U. CIN. L. REV. 1149 (2014)

“Federalizing the Foreign Corporate Form,” 85 ST. JOHN’S L. REV. 925 (2011)

Note, “The ‘Persuasion Route’ of the Law: Advertising and Legal Persuasion,” 100 COLUM. L. REV. 1281 (June 2000)

IN PROGRESS

RECLAIMING CORPORATE DEMOCRACY (book project)

“The Pathology of Passivity: Shareholder Passivity as a False Narrative in Corporate Law,” *in* HIDDEN FALLACIES IN CORPORATE LAW AND FINANCIAL REGULATION (Saule Omarova, Alexandra Andhov & Claire Hill, eds.) (*forthcoming 2024*)

“The Corporation and the Labor Union in Election Law,” *in* THE OXFORD HANDBOOK OF AMERICAN ELECTION LAW (Eugene Mazo, ed.) (*forthcoming 2024*)

“Exclusion in Corporate Law and Governance,” *in* THE OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE (Jeffrey N. Gordon & Georg Ringe, eds.) (*forthcoming 2024*)

“The First Amendment and the SEC’s Proposed Climate Risk Disclosure Rule,” work-in-progress

“Corporate Speech Attribution,” *in* THE LAW AND LOGICS OF ATTRIBUTION: CONSTRUCTING THE IDENTITY AND RESPONSIBILITY OF STATES AND FIRMS (M.J. Durkee, ed.) (*forthcoming 2023*)

SELECT SHORTER WORKS

“The Pathology of Passivity,” ECGI BLOG (*forthcoming* Feb. 2024)

“Women in Shareholder Activism,” 46 SEATTLE U. L. REV. 469 (2023)

“Voting Rights in Corporate Governance: History and Political Economy,” HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE, January 31, 2023

“Feminization of Capital: Origins of the Board Diversity Debate,” FIN. HIST. (Summer 2021)

“The Stakes of *Americans for Prosperity Foundation v. Bonta*,” HistPhil.org (July 13, 2021) (solicited) (with Faith Stevelman)

“Response: Facebook and Politicians’ Speech,” 70 AM. U. L. REV. FORUM 203 (2021) (solicited)

“Corporate Governance After GameStop,” Op-ed, PROJECT SYNDICATE, February 1, 2021 (with Faith Stevelman)

“Boards in Information Governance,” CLS BLUE SKY BLOG, April 10, 2020 (with Faith Stevelman)

“Civil Rights and Shareholder Activism: *SEC v. Medical Committee for Human Rights*,” HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION, November 12, 2019

“The Authenticity Trap,” Op-ed, SLATE, Oct. 21, 2019

“Facebook and the Identity Business,” CONCURRING OPINIONS Special 200th Issue: 15 Women & Their Views on Free Speech (Sept. 2018)

“Shareholder Proposal Settlements, the SEC, and Campaign Finance Disclosure,” HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION, June 6, 2016

“What’s Really at Stake in *NAM v. SEC*,” BALKINIZATION BLOG, May 7, 2015

“Which Comes First: “(Investor) Accountability” or “(Public) Disclosure”? The Fourth Annual CPA-Zicklin Index, CLS BLUE SKY BLOG, Oct. 3, 2014

SELECT RECENT SCHOLARLY PRESENTATIONS

“The Pathology of Passivity: Shareholder Passivity as a False Narrative in Corporate Law,” presented at the ECGI conference The History of Corporate Law and Governance, Monash University, Melbourne, Australia, January 2024

“The Democratization of Shareholding: Power and Passivity in American Corporate and Political Governance,” public lecture marking appointment to the Class of 1958 Uncas and Anne McThenia Professorship, Washington and Lee University, September 2023

“Voting Rights in Corporate Governance: History and Political Economy,” presented at the conference The American Developmental State: Origins of American Capitalism in Comparative Perspective, Institut d’Études Avancées De Paris, The American University of Paris, Paris, France, May 2023

“Delegated Corporate Voting and the Deliberative Franchise,” Berle XIV Symposium, USC Gould School of Law, March 2023

“Voting Rights in Corporate Governance: History and Political Economy,” University of Houston Law Center, February 2023

“Corporate Governance and the Feminization of Capital,” Law & Economics Workshop, Columbia Law School, March 2022

“Three Dimensions of Shareholder Voting Rights,” Brooklyn Law School, February 2022

“Corporate Disclosure in the Shadow of *Americans for Prosperity Foundation v. Bonta*,” Constitutional Law Colloquium, George Washington University Law School, November 2021

“Corporate Democracy: The Defeat of an American Democratic Movement,” presented at the Wharton Seminar on the Evolution of Organizations and Industries, Wharton School of the University of Pennsylvania, September 2021

“Corporate Governance and the Feminization of Capital,” presented at a workshop of the Association for the Promotion of Political Economy and the Law (APPEAL), September 2021

“Corporate Governance and the Feminization of Capital,” New York Law School, August 2021

“Corporate Governance and the Feminization of Capital,” presented at the National Business Law Scholars Conference, June 2021

“Corporate Governance and the Feminization of Capital,” presented at the Annual Meeting of the Law and Society Association, May 2021

“Corporate Governance and the Feminization of Capital,” Villanova University Charles Widger School of Law, March 2021

“Corporate Governance and the Feminization of Capital,” Seattle University School of Law, February 2021

“Boards in Information Governance,” presented at the panel, “Business Law Developments in the COVID Era,” University of Pennsylvania Journal of Business Law Volume 23 Symposium, February 6, 2021

“Corporate Governance and the Feminization of Capital,” presented at the panel, “Does Primacy Exacerbate Racial, Gender, and Economic Inequality?” sponsored by the AALS Section on Socio-Economics, AALS Annual Meeting, January 7, 2021

“Corporate Governance and the Feminization of Capital,” University of Florida Levin College of Law, conference on “Business Law in Transition,” November 20, 2020

“Corporate Governance and the Feminization of Capital,” presented at the Feminism and Corporate Law: Reforming Corporate Governance Roundtable, sponsored by the *Journal of Law & Inequality*, July 24, 2020

“Boards in Informational Governance,” presented at the plenary panel at National Business Law Scholars Conference, June 18, 2020

“Bad Actors,” Freedom of Expression Scholars Conference (FESC &), Yale Law School, May 2019

“The Post-Truth First Amendment,” Freedom of Expression Scholars Conference (FESC 6), Yale Law School, May 2018

“The Post-Truth First Amendment,” Wake Forest University School of Law, April 2018

“The Economic Structure of Second-Generation ESG Shareholder Activism,” Law & Society Annual Meeting, Mexico City, June 2017

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” University of Washington Law School, November 2016

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” University of Idaho College of Law, October 2016

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” University of Oklahoma College of Law, October 2016

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” Law & Society Annual Meeting, New Orleans, LA, June 2016

“Shareholder Proposal Settlements and the Private Ordering of Public Elections,” National Business Law Scholars Conference, University of Chicago, Chicago, IL, June 2016

Panelist, Roundtable on Increasing Diversity in Corporate Governance, Law and Society Annual Meeting, San Juan, Puerto Rico, June 2023

Presenter, “Exclusion in Corporate Law and Governance,” Virtual Book Colloquium for THE OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE, March 2023

Panelist, Virtual Conference, “The SEC’s Swaps and Beneficial Ownership Rule Proposals,” Berkeley Center for Law and Business & the NYU Program on Corporate Law and Policy, June 2022

Presenter, “Three Dimensions of Shareholder Voting Rights,” Association for the Promotion of Political Economy and the Law (APPEAL) Workshop, Baldy Center for Law and Social Policy, University of Buffalo School of Law, June 2022

Presenter, “Women, Leadership & Shareholder Activism,” Berle XIII: Inclusive Corporate Leadership, Virtual Workshop, June 2022

Panelist, Corporate Roundtable, University of Pennsylvania Carey Law School, Institute for Law and Economics, December 2021

Presenter, “The False Narrative of Shareholder Passivity,” Virtual Book Colloquium for HIDDEN FALLACIES IN CORPORATE LAW AND FINANCIAL REGULATION, Københavns Universitet, December 2021

Panelist, Disclosure Roundtable, University of Notre Dame Law School, August 2021

Panelist, “Beyond Shareholder Primacy,” National Business Law Scholars Conference, June 2021 (featured plenary panel)

Podcast, “Corporate Governance and the Feminization of Capital,” Business Scholarship Podcast, March 9, 2021

Presenter, “Corporate Governance and the Feminization of Capital,” NYU Legal History Colloquium, October 2020

Presenter, Book Colloquium for RESEARCH HANDBOOK ON CORPORATE PURPOSE AND PERSONHOOD, September 2020

Presenter, Book Colloquium for THE LAW AND LOGICS OF ATTRIBUTION: CONSTRUCTING THE IDENTITY AND RESPONSIBILITY OF STATES AND FIRMS, University of Georgia School of Law, September 2020

Presenter, Association for the Promotion of Political Economy and the Law (APPEAL), May 2020

Panelist, Introductory Panel, Villanova Environmental Law Journal Blank Rome LLP Symposium on “Shareholder Environmental Activism,” February 7, 2020

Podcast, Sarah Haan on *Citizens United* at 10, Business Scholarship Podcast, January 21, 2020

Podcast, Sarah Haan on Civil Rights and Shareholder Activism, Business Scholarship Podcast, November 24, 2019

Panelist, “Civil Rights and Social Activism: History and Context,” Washington and Lee Law Review 2019 Lara D. Gass Symposium: Civil Rights and Shareholder Activism, Washington and Lee University School of Law, February 2019

Discussion Group Participant, “Business Law Workshop: Corporate Governance,” Southeastern Association of Law Schools (SEALS) Conference, August 2018

Panel Moderator, “Russian Influence on the U.S. Election,” Southeastern Association of Law Schools (SEALS) Conference, August 2018

Panelist & Moderator, AALS Section on Socioeconomics Panel: Corporate Personhood, AALS Annual Meeting, January 2018

Featured Commenter, Washington and Lee Law Review Annual Student Note Colloquium, Fall 2017

Participant, Private Ordering and Public Norms Roundtable, Washington and Lee School of Law, October 13-14, 2016

Featured Presenter, “Shareholder Proposal Settlements and the Private Ordering of Public Elections,” at the Yale Law Journal Reading Group, New Haven, CT, October 3, 2016

OTHER LEGAL EXPERIENCE

Richards Kibbe & Orbe LLP, New York, NY

Litigation Associate (July 2005 to July 2008). Experience in white-collar criminal cases, corporate internal investigations, securities class-action lawsuits, and pro bono cases. Lead trial lawyer in a jury trial in Manhattan Supreme Court that resulted in the client’s acquittal on two felony charges. Won a rarely-granted *Gissendanner* motion for disclosure of disciplinary records of two NYPD officers and prevailed at trial on a police brutality defense.

Davis Polk & Wardwell, New York, NY

Litigation Associate (October 2000 to May 2005). Summer Associate (Summer 1999). Experience in white-collar criminal cases, securities class-action lawsuits, fraud and accounting malpractice cases, regulatory enforcement actions, and pro bono family, criminal, and labor law cases. Served as the temporary head of the firm-wide pro bono program (Spring 2005).

Office of the Special Commissioner of Investigation for the New York City Public Schools, New York, NY

Summer Intern (Summer 1998). Conducted legal research on topics relating to the criminal investigation of employees of the New York City Board of Education, and attended summer workshop programs of the Manhattan District Attorney’s Office.

OTHER ACADEMIC AND INSTITUTIONAL SERVICE

Co-Convener, Working Group on Corporate Governance, Law & Power, Association for the Promotion of Political Economy and the Law (APPEAL), Fall 2021-present

Chair-Elect, AALS Section on Scholarship (2024) (Treasurer in 2022; Secretary in 2023)

Chair, EPCC Committee, Wash. & Lee School of Law, Fall 2022 – Spring 2023; Member, Fall 2023

Chair, Diversity Committee, Wash. & Lee School of Law, 2021- 22; Member, Fall 2018 – Spring 2019

Faculty Representative to the Washington and Lee University Board of Trustees (elected position), Fall 2021 – Spring 2023 (faculty representative to Board of Trustees committees on the Law School and Diversity, Equity & Inclusion)

Chair, AALS Section on Agency, Partnership, Limited Liability Companies and Unincorporated Associations, 2020 (Chair-Elect in 2019)

Chair, Lectures and Awards Committee, Wash. & Lee School of Law, Fall 2020 – Spring 2021

Organizer, *Wash. & Lee Law Review* Symposium, “Civil Rights and Shareholder Activism,” February 15, 2019

Member, Lewis Law Center, Wash. & Lee School of Law, Fall 2018 – Spring 2020

Member, Appointments Committee, Wash. & Lee School of Law, Fall 2017 – Spring 2019; Fall 2020-22

Assessment Committee, Wash. & Lee School of Law, 2017-18

OTHER TEACHING & ACADEMIC EXPERIENCE

New York Law School 2018 London Summer Program, London, UK

Instructor, International Corporate and Financial Services Law (co-taught with Jeffrey J. Haas) (June 2018)

Pace University Law School, White Plains, NY

Legal Research & Writing Instructor (2010 – 2012)

Columbia University School of Law, New York NY

Teaching Fellow (2009 – 2010)

Teach For America, Los Angeles, CA

4th Grade Teacher (1995-1997). Taught a bilingual (Spanish) 4th-grade class at Rosecrans Elementary School in Compton, California.

BAR ADMISSIONS

State: New York

Federal: S.D.N.Y., E.D.N.Y.