

Robert B. Lamm

Of Counsel

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Practice & Industry Areas

- Securities Law & Corporate Governance
- Corporate Law
- Corporate Finance Law
- Executive Compensation
- Mergers and Acquisitions

Education

- University of Pennsylvania, J.D., 1971
- Brandeis University, B.A., 1968

Bar & Court Admissions

- Florida Bar, 2000
- New York Bar, 1972

Overview

Bob Lamm chairs the firm's Securities and Corporate Governance practice. He rejoined Gunster in 2014, having been a shareholder from 2000 to 2002. From 2008 to 2013, Bob was assistant general counsel and assistant secretary of Pfizer. His previous experience includes senior legal positions at W. R. Grace, CA Technologies, and Financial Guaranty Insurance Company. He also has extensive experience with small and mid-cap companies, as well as nonprofit entities.

In addition to his role at Gunster, Bob is an independent senior advisor to the Deloitte Center for Board Effectiveness.

Bob is a long-term member of the Society for Corporate Governance. He has chaired its securities law committee and served on its corporate practices, finance and national conference committees, as a member of its board of directors, and as chair of its national conference committee. Bob has received the Society's Bracebridge H. Young Distinguished

Service Award and a Lifetime Achievement Award in Corporate Governance from *Corporate Secretary Magazine*.

Bob is a member of the Florida and New York Bars, a member of Gunster's Women's Leadership Forum committee, and a Fellow of the Conference Board ESG Center. He previously served on the Markets Advisory Council of the Council of Institutional Investors. He frequently speaks and writes on securities law, corporate governance and related topics, including the "[Bob's Upticks](#)" column on Gunster's [Securities Edge](#) blog, and he serves on the board of editors of *The Corporate Counselor*. Bob frequently presents at Board-Ready Women and other programs sponsored by the Deloitte Center for Board Effectiveness, and has co-authored many of the Center's publications. He has also authored, and annually updates, a chapter entitled "Board Structure and Processes" in *Corporate Governance: Law and Practice*, a treatise published by Lexis-Nexis/Matthew Bender. In addition, he is a frequent commentator on securities law and corporate governance matters for a variety of business and general news media.

Honors

- *Boca Raton Observer*, "Top Lawyers," 2022
- Corporate Secretary, 9th Annual Corporate Governance "Lifetime Achievement Award", 2016
- Society of Corporate Secretaries and Governance Professionals, "Bracebridge H. Young Distinguished Service Award", 2009

Publications & Presentations

- "Hot Topics: 30 Practical Nuggets in 30 Minutes," The Proxy Disclosure & 19th Annual Executive Compensation Conference, speaker, October 2022
- "[Cutting Ties with Russia \(Part 3\): A Reminder About Ukraine from the SEC](#)," *The Conference Board*, May 2022
- "[Cutting Ties With Russia \(Part 2\): A Guide on Disclosure and Communications](#)," *The Conference Board*, March 2022
- "A Step-By-Step Approach for Director-Shareholder Engagement," *Insights: The Corporate & Securities Law Advisor*, contributor, February 2022
- "My Life as a Corporate Secretary," Society for Corporate Governance: Essentials Seminar, speaker, January 2022
- "Preparation of Board Materials," Society for Corporate Governance: Essentials Seminar, panelist, January 2022
- "The 2022 Boardroom Agenda," *Harvard Law School Forum on Corporate Governance*, January 2022

- “Tips to Make Your Proxy more ‘Reader-friendly’”, *Insights: The Corporate & Securities Law Advisor*, January 2022
- “[Board Practices Quarterly: Diversity, Equity, Inclusion: One Year Later](#)“, *Harvard Law School Forum on Corporate Governance*, January 2022
- “[A Step By Step Approach to Avoiding Common Mistakes When Board Members Engage with Shareholders](#)”, Small-Cap Institute, 2021 (Contributor)
- “6 Trends for Board Executive Sessions,” *Boardroom Insider*, 2021 (Subscription required)
- “[Board Practices Quarterly: The Outspoken Corporation](#)“, *Harvard Law School Forum on Corporate Governance*, September 2021
- “[Trust: A Critical Asset](#),” author, *Harvard Law School Forum on Corporate Governance*, August 2021
- “[The Small, Young Company Board](#),” *Harvard Law School Forum on Corporate Governance*, July 2021
- “Directors in the Crosshairs: Pay, Diversity & More” and “Hot Topics: 40 Practical Nuggets in 60 Minutes,” panelist, thecorporatcounsel.net Proxy Disclosure Conference, September 2020
- “[Twenty-first century corporate governance moves into adulthood](#),” author, *Corporate Secretary*, December 2019
- “D&O Questionnaires Don’t Have To Suck,” contributor, *Boardroom Insider*, November 2019
- “Disclosure Effectiveness Goes Into High Gear,” author, *South Florida Business & Wealth*, October 2019
- “[On Governance; What Does the Latest SEC Guidance Mean for Proxy Advisors, Companies?](#)” quoted, The Conference Board, August 2019
- “SEC Regulation FD: ‘Fair’ Disclosure, Not ‘Fear’ Disclosure,” Small-Cap Institute, 2019 (subscription required)
- “[Should boardrooms consider political diversity?](#),” contributor, *Investor Relations Magazine*, April 2019
- “[Corporate issuer and institutional investor governance forum](#),” panelist, University of Miami Business School, March 2019
- “Activism,” panelist, Federal Securities Institute, February 2019
- “Taking Minutes,” moderator, Essentials Program for the Society of Corporate Governance, January 2019
- “Fundamentals of Corporate Governance,” panelist, Essentials Program for the Society of Corporate Governance, January 2019
- “Be Careful What You Wish For – Boards of Directors in 2018”, speaker, Jacksonville, FL, November 2018
- “Challenges in Corporate Governance: Life-Cycle of a Board Member”, panelist, George Washington University Law School, November 2018
- “[Compensation and Governance: Where the Rubber Meets the Road](#),” co-presenter, Aon, October 2018

- “[The Board’s Role in Corporate Social Purpose](#),” contributor, *Harvard Law School Forum on Corporate Governance and Financial Regulation*, July 2018
- “[Insights from the field: Balancing stakeholder expectations requires communication](#),” contributor, *Economic Intelligence Unit*, May 2018
- “[Corporate culture risk and the board](#),” contributor, *Harvard Law School Forum on Corporate Governance and Financial Regulation*, April 2018
- “[On the board’s agenda: Time to review your director compensation program?](#),” contributor, *Wall Street Journal’s Risk and Compliance Journal*, April 2018
- “Fundamentals of Corporate Governance,” moderator, Essentials Program for the Society of Corporate Governance, January 2018
- “[Board self-assessments: A critical governance tool](#),” author, *Daily Business Review*, December 2017
- “[Federal Reserve governance guidance: the pendulum swings back](#),” author, *Securities Regulation Daily*, Wolters Kluwer, August 2017
- “Managing the Family Owned or Controlled Company” and “Private Company Roundtable”, moderator/panelist, Society for Corporate Governance, San Francisco, June 2017
- “Governance Issues and Challenges for Nonprofit Boards”, speaker, Nonprofit Works, Jacksonville, June 2017
- “Culture, Compensation and Governance: Critical Components to Every Company’s DNA, Whether Public, Private, or Nonprofit,” speaker, Gunster, April 2017
- “Shareholder Activism, Engagement and Proxy Fights,” panelist, Federal Securities Institute, February 2017
- “Anything You Didn’t Get to Ask,” panelist, Essentials Program for the Society of Corporate Governance, January 2017
- “Fundamentals of Corporate Governance,” panelist, Essentials Program for the Society of Corporate Governance, January 2017
- “Pat McGurn’s Forecast for 2017 Proxy Season,” TheCorporateCounsel.net webinar, January 2017
- “Boardroom Agenda 2017: Hot Topics and the Future Landscape,” panelist, Deloitte Dbrief, December 2016
- “Why Reporting Makes a Great Company Greater: Does the Defense of Non-Disclosure Still Serve Fiduciary Responsibility?,” panelist, Skytop Strategies, The Future of Corporate Reporting, December 2016
- “Fiduciary Duties for CFOs,” speaker, CFO Leadership Council, Law School for CFOs, December 2016
- “The Era Of Shareholder Engagement — The Best Or Worst Of Times?,” *Forbes*, September 2016
- “The User-Friendly Proxy Statement,” *The Corporate Counselor*, August 2016
- “Top Five Considerations in a Challenging IPO Market,” *Daily Business Review*, July 2016

- “New Securities Laws Compliance Challenges and How to Overcome Them” published in “SEC Compliance Best Practices,” chapter author, published by Aspatore Books. May 2016
- “The M&A and IPO-Ready Board,” panelist, Private Company Governance Summit in Washington DC., May 2016
- “10 biggest issues facing Florida public companies,” *South Florida Business Journal*, May 2016
- “Where the Rubber Meets the Road,” executive compensation / corporate governance presentation, private Gunster event, Miami, April 2016
- “Shareholder Activism: The Good, the Bad and the Ugly,” panelist, 34th Annual Federal Securities Institute, February 2016
- “Public Company Disclosure, Accounting, Auditing and Capital Raising Developments,” panelist, 34th Annual Federal Securities Institute, February 2016
- “Internal Sources of Governance,” panelist, Essentials Program for the Society of Corporate Secretaries and Governance Professionals, January 2016
- “Taking Minutes,” panelist, Essentials Program for the Society of Corporate Secretaries and Governance Professionals, January 2016
- “Pat’s Proxy Season Update,” *The Corporate Counsel*, webcast presentation, January 2016

Professional Associations & Memberships

- Society for Corporate Governance
 - Securities Law Committee, chair, 2011-14
 - National Conference Committee, chair, 2004
- Conference Board ESG Center, Fellow
- Council of Institutional Investors’ Markets Advisory Council, 2017-19
- National Association of Corporate Directors
- American Bar Association
- *The Corporate Counselor*
 - Board of editors

Civic & Community Service

- The Commonwealth Institute, South Florida Board of Advisors, 2020-21
- Junior Achievement of South Florida, board of directors, 2016-18