

Robert B. Lamm

Of Counsel

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Practice & Industry Areas

- Securities Law & Corporate Governance
- Corporate Law
- Corporate Finance Law
- Executive Compensation
- M&A and Private Equity

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. Before returning to Gunster, Bob served as 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. At Gunster, Bob has advised clients in industries such as healthcare, banking, transportation, and insurance, among others.

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 its national conference committee, and has served on numerous other committees and as a member of the board of directors. 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 the board of directors of Women Executive Leadership Florida, 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 programs sponsored by the Deloitte Center for Board Effectiveness, and has co-authored many of the Center's publications. In addition, he is a frequent commentator on securities law and corporate governance matters for a variety of business and general news media.

Honors

- *Fort Lauderdale Magazine*, "Top Lawyers," Corporate Governance and Complaints Law, 2022
- *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

- "Caveat Flyer: The IRS Is Cracking Down on Personal Use of Corporate Jets," *Insights: The Corporate & Securities Law Advisor* (subscription required), April 2024
- "[Complying With the Corporate Transparency Act Could Cost Thousands. Many Small Businesses Don't Even Know What It Is](#)," *Inc.*, December 15, 2023
- "[CEO's Conviction, SEC Charges Could Impact Interlocking Boards](#)," *Agenda* (subscription required), October 2023
- "Insider Trading Policies, 10b5-1 Plans & Share Repurchases," speaker, Southeastern Chapter of the Society for Corporate Governance Annual Meeting, October 2023
- "[The Corporate Transparency Act: Shedding Light on a Stealth Statute](#)," *Legal Dive*, author, September 2023
- "[Decisions, Decisions: The SEC's Clawback Rules Call for Lots of Them](#)," *Insights: The Corporate & Securities Law Advisor* (subscription required), author, September 2023
- "[The never-ending story: CEO succession planning](#)," Deloitte, Co-author, May 2023
- "Another Unintended Consequence of Filing Form 144 Electronically," *Insights: The Corporate & Securities Law Advisor* (subscription required), author, May 2023

- “Boards’ Lack of Tech Savvy Poses Challenges for CLOs”, author, January 2023
- “More Minutes: Special Situations,” Society for Corporate Governance: Essentials Seminar, speaker, January 2023
- “Private Companies – Best Practices,” Society for Corporate Governance: Essentials Seminar, speaker, January 2023
- “Going Beyond the Requirements: Why Your CD&A Should Address Strategy” *Insights: The Corporate & Securities Law Advisor (subscription required)*, author, January 2023
- “Bringing the Dead Back to Life: Making Deadwood Disclosure Useful?” *Insights: The Corporate & Securities Law Advisor (subscription required)*, author, January 2023
- “The All Purpose Proxy Statement?” *Insights: The Corporate & Securities Law Advisor (subscription required)*, author, December 2022
- “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, thecorporatecounsel.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

Professional Associations & Memberships

- Society for Corporate Governance
 - Securities Law Committee Chair, 2011-14
 - Small- and Mid-Cap Companies Committee
 - 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

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