

DOROTHY S. LUND

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ACADEMIC POSITIONS

Columbia Law School,

Columbia 1982 Alumna Professor of Law, June 2024-present
Faculty Co-Director, Millstein Center for Global Markets and Corporate Ownership, July 2024-present
Harvey J. Goldschmid Faculty Fellow, 2026-2027
Professor of Law, July 2023-June 2024

University of Southern California Gould School of Law,

Associate Professor, 2021-2023
Assistant Professor, 2018-2021

University of Chicago Law School,

Visiting Assistant Professor of Law, Spring 2022 (mini visit)
Bigelow Fellow and Lecturer in Law, 2016-2018

University of Pennsylvania School of Law,

Visiting Assistant Professor, Spring 2022 (mini visit)

EDUCATION

Harvard Law School, J.D., *cum laude*, May 2013

John M. Olin Fellow for Law and Economics
Executive Editor, Harvard International Law Journal

Pomona College, B.A., *cum laude*, May 2009

Mary Ford Bacon Award for Best Undergraduate Essay in Economics
National Collegiate Honors Society

ARTICLES AND ESSAYS

The Proxy Voting Choice Revolution (with Alon Brav, Tao Li, and Zikui Pan), HARV. L. & BUS. REV. (forthcoming 2027).

Featured in Reuters, the ECGI Blog, the Columbia Law School Blue Sky Blog, the Oxford Business Law Blog, and CorpGov.net

Should Corporate Law Go Private? (with Eric Talley), J. CORP. L. (2027) (lead article in mini-symposium)

Featured in the Columbia Law School Blue Sky Blog, the D&O Notebook, Regulation Magazine, and the Oxford Business Law Blog

Flows, Financing Decisions, and Institutional Ownership of the U.S. Equity Market (with Alon Brav and Lin Zhao), 51 J. OF CORP. L. 261 (2026).

Featured in the Columbia Blue Sky Blog, the Oxford Business Law Blog, and the ECGI Blog

Purpose and Nonprofit Enterprise (with Cathy Hwang), 125 COLUM. L. REV. 2267 (2025).

Featured in the Nonprofit Law Blog, the Columbia Blue Sky Blog, and the Oxford Business Law Blog

Fixing MFW: Fairness and Vision in Controller Self-Dealing (with Zohar Goshen and Assaf Hamdani), 15 HARV. L. & BUS. REV. 577 (2025).

Featured in the Columbia Blue Sky Blog and JOTWELL

The Past, Present, and Future of Proxy Voting Choice, 50 J. CORP. L. 1075 (2025) (invited symposium contribution).

Toward a Dynamic View of Corporate Purpose, 109 MINN. L. REV. 2089 (2025).

Featured in the Columbia Blue Sky Blog and the Corporate Practice Commentator

Asset Managers as Regulators, 171 U. PA. L. REV. 77 (2022).

Voted one of 2023's top ten corporate and securities law articles by the Corporate Practice Commentator

Featured on the Private Law Podcast, the CLS Blue Sky Blog, and the Oxford Business Law Blog, and the See Generally Podcast

In Search of Good Corporate Governance, 131 YALE L. J. FORUM 854 (2022) (invited).

Featured in Fund Board Views and in the CLS Blue Sky Blog

The Corporate Governance Machine (with Elizabeth Pollman), 121 COLUM. L. REV. 2563 (2021).

Awarded the Cleary Gottlieb Prize for the Best Working Paper of the Year by ECGI

Voted one of 2021's top ten corporate and securities law articles by the Corporate Practice Commentator

Featured in the HLS Forum on Corporate Governance, ProfessorBainbridge.com, JOTWELL (the Journal of Things We Like Lots), the Private Law Theory Blog, MarketWatch, and Larry Solum's Legal Theory Blog

Corporate Crime and Punishment: An Empirical Study (with Natasha Sarin) 100 TEX. L. REV. 285 (2021).

Selected for reprint in the Corporate Practice Commentator

Featured in the CLS Blue Sky Blog, the Corporate Crime Reporter, the Regulatory Review, and Larry Solum's Legal Theory Blog

Corporate Finance for Social Good, 121 COLUM. L. REV. 1617 (2021).

Featured in the HLS Forum on Corporate Governance and Financial Regulation

Validation Capital (with Alon Brav and Edward Rock), 99 TEX. L. REV. 1247 (2021) (invited).

Featured in the HLS Forum on Corporate Governance and Financial Regulation, MarketWatch, the Institutional Investor, and Larry Solum's Legal Theory Blog

A Mission Statement for Mutual Funds in Shareholder Litigation (with Sean J. Griffith), 87 U. CHI. L. REV. 1149 (2020).

Featured in the CLS Blue Sky Blog

Conflicted Mutual Fund Voting in Corporate Law (with Sean J. Griffith), 99 BOSTON U. L. REV. 1151 (2019) (invited).

Featured in the HLS Forum on Corporate Governance and Financial Regulation

Cited by SEC Commissioner Elad L. Roisman, Speech at the Council of Institutional Investors' Conference (March 2020) and the Keynote Remarks: ICI Mutual Funds and Investment Management Conference (March 2019)

Nonvoting Shares and Efficient Corporate Governance, 71 STAN. L. REV. 687 (2019).

Featured in the CLS Blue Sky Blog

Sexual Harassment and Corporate Law (with Daniel Hemel), 118 COLUM. L. REV. 1583 (2018).

Cited by the Delaware Chancery Court in *In Re McDonald's Corporation Stockholder Derivative Litigation*, C.A. No. 2021-0324-JTL (Jan. 25, 2023) and in *Los Angeles City Employees Retirement System v. eXp World Holdings*, C.A. No. 2024-0998-KSJM (Jan. 16, 2026)

Selected for reprint in WOMEN IN THE LAW (Thompson Reuters 2019)

Featured in the CLS Blue Sky Blog, Take Care, Matt Levine's "Money Stuff," and the Oxford Business Law Blog

The Case Against Passive Shareholder Voting, 43 J. OF CORP. L. 101 (2018).

Voted one of 2018's top ten corporate and securities law articles by the Corporate Practice Commentator and selected for reprint in the Corporate Practice Commentator

Featured in the CLS Blue Sky Blog, the Oxford Business Law Blog, and in Matt Levine's "Money Stuff"

Lessons from SEC v. Citigroup: The Optimal Scope for Judicial Review of Agency Consent Decrees, 64 MICH. ST. J. BUS. & SEC. L. 63 (2014).

Time to Amend the Delaware Takeover Law (with Stephen M. Shapiro), 39 DEL. J. OF CORP. L. 77 (2014).

A Competition Act by India, for India: The First Three Years of Enforcement, INDIAN J. OF INT'L ECON. L. 59 (2013).

Federalizing Fiduciary Duty: The Altered Scope of Officer Fiduciary Duty Following Orderly Liquidation Under Dodd-Frank, 17 STAN. J. L. BUS. & FIN. 224 (2012).

Kiobel and Corporate Immunity Under the Alien Tort Statute, 52 HARV. INT'L L. J. 209 (2011) (online comment).

Constitutional Limits on Punitive Damages, 10 ENGAGE L. J. 15 (2009).

BOOK CHAPTERS

Corporate Purpose (with Elizabeth Pollman), OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE (Jeffrey N. Gordon & Wolf-Georg Ringe eds., Oxford Univ. Press 2d ed., forthcoming 2025)

Giant Asset Managers, the Big Three, and Index Investing (with Adriana Z. Robertson), BOARD SHAREHOLDER DIALOGUE: POLICY DEBATE, LEGAL CONSTRAINTS AND BEST PRACTICES (Luca Enriques and Giovanni Strampelli eds., Cambridge University Press 2024)

Featured in the Financial Times, the Columbia Blue Sky Blog, the Oxford Business Law Blog, and the Institutional Investor

Enlightened Shareholder Value, Stakeholderism, and the Quest for Managerial Accountability, in RESEARCH HANDBOOK ON CORPORATE PURPOSE AND PERSONHOOD (Elizabeth Pollman & Robert Thompson eds., Edward Elgar Publishing 2021)

Passive Investing and Corporate Governance: A Law and Economics Analysis, in ENCYCLOPEDIA OF CORPORATE LAW AND ECONOMICS (Adam Badawi ed., 2nd edition, forthcoming 2022)

Featured on ProfessorBainbridge.com

BOOKS

CORPORATIONS AND OTHER BUSINESS ASSOCIATIONS (10th ed., Wolters Kluwer, Boston, 2021) (with Charles O'Kelley and Robert Thompson)

WORKS IN PROGRESS

Should There Be Mandatory Disclosure for Significant Private Equity Firms? (with Jeffrey Gordon)

Asset Manager Capture (with Assaf Hamdani)

Shareholder Democracy and the Rise of the Controllers (with Eric Talley)

AWARDS AND HONORS

European Corporate Governance Institute, Research Member

2026-2027 Harvey J. Goldschmid Faculty Fellow

2025 2x Top 5 Performing Law Paper in ECGI Working Paper Series

2023 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2022 Cleary Gottlieb Prize for the Best Working Paper of the Year by the European Corporate Governance Institute

2021 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2018 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

SELECTED PRESENTATIONS

Asset Manager Capture

The End of History for Corporate Law Revisited Conference at Columbia Law School, September 2026 (scheduled)

Private Equity's Accountability Deficit: The Case for Mandatory Disclosure

Millstein Center Advisory Board Meeting, June 2026 (scheduled)
ALEA Annual Meeting, May 2026

The Proxy Voting Choice Revolution

ECGI Global Corporate Governance Colloquium, June 2026 (scheduled)
Columbia Law Faculty Workshop, April 2026
Notre Dame Law and Economics Seminar, April 2026
Vanderbilt Law and Business Workshop, April 2026
BYU Winter Deals Conference, February 2026
Penn/NYU Law and Finance, February 2026
Millstein Center Advisory Board Meeting, June 2025

Panelist, NYU Stern Corporate Political Responsibility Conference, Teaching the Next Generation, April 2026

Panelist, 2026 IESE - ECGI Corporate Governance Conference, The Relevance of Corporate Purpose for Family Firms, March 2026

Should Corporate Law Go Private?

Columbia Law Faculty Workshop, February 2026
UCLA Faculty Workshop, October 2025
Duke Conference on the Changing Landscape of Corporate Law, October 2025
SMU Law Faculty Workshop, October 2025
2025 Law & Entrepreneurship Association Annual Retreat, September 2025

Panelist, Vulnerable or Valuable: Understanding Activism in an Evolving Shareholder Landscape, 42nd Annual Federal Securities Institute and M&A Conference, February 2026

Panelist, NYU Institute for Corporate Finance Fall Roundtable, The Future of Delaware Lawmaking, December 2025

Panelist, Proxy Voting and Corporate Governance Conference hosted by NYU, Vanguard, and Nasdaq, June 2025

Purpose and Nonprofit Enterprise

USC Law and Economics Seminar, April 2025
Norman P. Ramsey Lecture, University of Maryland, March 2025
FGV Faculty Seminar, December 2024
Columbia Stone Circle Luncheon, December 2024
Berkeley Law Faculty Workshop, November 2024
Harvard Law School Corporate Law Policy Seminar, October 2024
Columbia Law School Faculty Workshop, October 2024
NYU Law and Economics Seminar, October 2024

Fixing MFW

ECGI Global Corporate Governance Colloquium, June 2025
ALEA Annual Meeting, May 2025
Spotlight Panel, BYU Winter Deals Conference, March 2025
Columbia Law School Faculty Workshop, November 2024
Millstein Center Advisory Board Meeting, December 2024

Toward a Dynamic View of Corporate Purpose

SFI-SCG CSR Interdisciplinary Workshop, June 2025
Oxford Law School Faculty Workshop, May 2024
Columbia Law School Faculty Workshop, November 2023
Women in Law and Finance Meeting, September 2023
Millstein Center Advisory Board Meeting, June 2023
Cardozo Law School Heyman Center on Corporate Governance Colloquium, April 2023
BYU Winter Deals Conference, March 2023
Loyola Law School Faculty Workshop, February 2023
USC Center for Law and Social Science Workshop, February 2023
Duke Law Faculty Workshop, January 2023
Junior Business Law Scholars Conference, July 2022

Panelist, Fiduciary Duties and the Contractarian Turn in Corporate Law, Yale Law School Center for the Study of Corporate Law & Weil, Gotshal, and Manges Roundtable, April 2025 (scheduled)

Panelist, Corporate Purpose and the Role of the Corporation, American College of Governance Counsel Annual Institute on Corporate Governance in the U.S. and EU, April 2025 (scheduled)

Panelist, State of Play: Delaware's Corporate Franchise, John L. Weinberg Center for Corporate Governance, February 2025

The Past, Present, and Future of Proxy Voting Choice, Journal of Corporation Law 50th Anniversary Symposium, September 2024

Flows, Financing Decisions, and Institutional Ownership of the U.S. Equity Market

ECGI Global Corporate Governance Colloquium, June 2024
USC M&A Seminar, March 2024
BYU Winter Deals Conference, March 2024
Millstein Center Advisory Board Meeting, January 2024

Panelist, The Structure of Corporate Law Revolutions, ACGC's June Roundtable, June 2024

Index Funds and Corporate Governance, Ontario Securities Commission Board Meeting, February 2024

Index Funds and Corporate Governance, Regulation 2030 at the Ontario Securities Commission, December 2023

Panelist, NYU Stern-CPA-Wharton Zicklin Roundtable, November 2023

Panelist, Columbia Law School Richman Center, Problem of Twelve Book Discussion, September 2023

Asset Managers as Regulators

University of Chicago Law School Faculty Workshop, May 2022

University of Pennsylvania Institute for Law and Economics Roundtable, May 2022

Columbia Law School Faculty Workshop, April 2022

University of Pennsylvania Law School Faculty Workshop, April 2022

Hofstra Law School Faculty Workshop, April 2022

UCLA-Bucerius Workshop, March 2022

George Mason Law School Larry Ribstein Law and Economics Workshop, March 2022

UC Berkeley Law Faculty Workshop, March 2022

Boston University Law Review Symposium on Law, Markets, & Distribution, November 2021

Duke/Berkeley Organizations and Social Impact Workshop, November 2021

University of Pennsylvania Seminar on Regulatory Law and Policy, November 2021

University of Southern California Faculty Workshop, November 2021

University of Toronto Law and Economics Workshop, September 2021

Junior Business Law Scholars Conference, July 2021

Tel Aviv University Law School Corporate Workshop, June 2021

Commentator, The SEC's Swaps and Beneficial Ownership Rule Proposals, Berkeley Law Center for Law and Business, June 2022

The Corporate Governance Machine

CLARS Workshop at Monash University, June 2022

Copenhagen Business School Center for Corporate Governance, February 2022

Oxford Business Law Workshop Series, June 2021

ECGI/Yale Law School Global Corporate Governance Colloquium, June 2021 (with Elizabeth Pollman)

National Business Law Scholars Conference, June 2021

Corporate Law Academic Webinar (with Elizabeth Pollman), April 2021

LSE/UCL Law & Finance Seminar Series, March 2021

University of Texas Business Law & Economics Workshop, March 2021

Wharton Legal Studies & Business Ethics Workshop (with Elizabeth Pollman), February 2021

Panelist, Corporate Law and How it Has Protected Stakeholders and Shareholders, University of Pennsylvania Journal of Business Law 2022 Symposium Festschrift Honoring Leo Strine, Jr., February 2022

Panelist, Enhancing Reputational Accountability to Investors, ILEP 2022 Symposium, January 2022

Commentator, Systematic Stewardship, NYU Institute for Corporate Governance and Finance Roundtable, December 2021

In Search of Good Corporate Governance, Yale Law Journal Legal Scholarship Workshop, November 2021

Panelist, Global ESG Issues, USC Center for Transactional Law & Business, June 2021

Validation Capital

Berkeley Law and Economics Workshop, March 2021

ILEP 2021 Annual Symposium, January 2021

Corporate Crime and Punishment: An Empirical Study

Harvard Law School Empirical Law and Finance Workshop, March 2021

University of Pennsylvania Law and Economics Seminar, April 2020

Corporate Law Academic Webinar (with Natasha Sarin), June 2020

Public Primacy in Corporate Law

Law & Inequality Workshop at Penn Law, March 2021

University of Florida Business Law Conference, November 2020

University of Michigan Faculty Workshop, September 2020

University of San Diego Law Corporate and Securities Speaker Series, September 2020

Panelist, Institutional Investors' Effects on Governance, University of Pennsylvania Journal of Business Law Symposium, February 2021

Panelist, Rethinking Stewardship Conference, ECGI and Millstein Center for Global Markets and Corporate Ownership, October 2020

Remarks on the ALI Restatement of Corporate Governance § 2.0, American College of Governance Counsel Webinar, June 2020

Nonvoting Shares and Efficient Corporate Governance

U.S. Securities & Exchange Commission, February 2020

NYU Law and Economics Seminar, November 2019

UCLA Faculty Colloquium, October 2019

Pepperdine Law Faculty Workshop, February 2019

Berkeley Law and Economics Workshop, January 2019

Ackerman Conference on Differential Voting Rights at Bar-Ilan University, December 2018

USC Faculty Workshop, December 2018

Chicago-Kent Faculty Workshop, October 2018

ALEA Annual Meeting, May 2018

Discussant, Panel on Index Investing, Yale Law School Weil, Gotshal & Manges Roundtable, December 2019

Corporate Finance for Social Good (formerly titled “Making Corporate Social Responsibility Pay”), Columbia Law School Blue Sky Lunch, December 2019

Panelist, The Implications of the Universal Owner for Climate Mitigation, Vanderbilt Law School, October 2019

Commentator, UCLA Corporate and Securities Workshop, October 2019

Toward a Mission Statement for Mutual Funds in Shareholder Litigation

UC Irvine Law Intellectual Life Workshop, October 2019

Vanderbilt Law and Business Workshop, October 2019

USC Faculty Workshop, September 2019

National Business Law Scholars Conference, June 2019

Southern California Business Law Workshop, January 2019

BU Law Review Symposium, November 2018

Conflicted Mutual Fund Voting in Corporate Law

Corporate Lunch at Tel-Aviv University, December 2018

Berkeley Corporate Governance Workshop, October 2018

Junior Business Law Conference, July 2018

Sexual Harassment and Corporate Law

Berkeley Sustainable Business and Investment Forum Roundtable, November 2018

University of Chicago Workshop on Regulation of Family, Sex, and Gender, April 2018

The Case Against Passive Shareholder Voting

BYU Law Winter Deals Conference, March 2018

UCLA Workshop for Corporate & Securities Litigation, October 2017

University of Chicago Legal Scholarship Workshop, October 2017

University of Chicago Faculty Workshop, September 2017

Chicago Junior Scholars Workshop, February 2017

Unbundling Shareholder Democracy, Junior Business Law Conference, July 2017

Arguing and Briefing in the Supreme Court and the Seventh Circuit, Chicago Bar Association, September 2016

SELECTED POPULAR PUBLICATIONS AND SHORTER WORKS

“Private Equity-Big Law Tie Ups Could Disrupt Associate Careers” (with Eric Talley), *Bloomberg Law* (Nov. 20, 2025).

“The Past, Present, and Future of Proxy Voting Choice,” *J. CORP. L.* (2025) (invited symposium contribution).

“Toward a Fair and Sustainable Corporate Governance System,” 24 U. PENN. J. BUS. LAW. 835 (2022) (invited festschrift essay honoring Leo Strine, Jr.)

“Corporate Political Spending is Bad Business: How to Minimize the Risks and Focus on What Counts” (with Leo E. Strine, Jr.), Harvard Business Review (2022)

Featured in the HLS Forum on Corporate Governance and Financial Regulation, the Regulatory Review, IdeaCast, and The Crux Podcast

“How Business Should Change After the Coronavirus Crisis” (with Leo E. Strine, Jr.), New York Times Dealbook, April 10, 2020 (cover story)

“Mutual Funds Should Use Litigation For Shareholders’ Benefit” (with Sean Griffith), Law360, September 24, 2019

“The Problem with Passive Shareholder Voting,” FS Focus Magazine, August 2019

“Delegating Portfolio Management to Index Creators: The Consequences for Corporate Governance,” 36 YALE J. ON REG.: NOTICE & COMMENT (July 2019)

“It May Not Matter What the Weinstein Company Knew” (with Daniel Hemel), The Atlantic, October 14, 2017

“The Case For Nonvoting Stock,” Wall Street Journal, September 5, 2017

“Non-Voting Shares Response” (with M. Todd Henderson), The Grumpy Economist, June 24, 2017

“Index Funds Are Great For Investors, Risky For Corporate Governance” (with M. Todd Henderson), Wall Street Journal, June 22, 2017

LEGAL EXPERIENCE

Hon. Joel M. Flaum, U.S. Court of Appeals for the Seventh Circuit, *Law Clerk*, 2015-2016

Hon. Leo E. Strine, Jr., Delaware Supreme Court, *Law Clerk*, 2014-2015

Sullivan & Cromwell, LLP, *Summer Associate* and *Corporate Associate*, Summer 2012, 2013-2014

Harvard Law School, *Research Assistant* to Professor Mark Roe, 2013; Professor Louis Kaplow, 2010-2012; Professor Guhan Subramanian, 2010-2011

U.S. Department of the Treasury, *General Counsel Honors Program*, Summer 2011

BAR ADMISSIONS

New York Bar, Admitted January 2014

Seventh Circuit Bar, Admitted December 2015

PERSONAL

High School All-American in swimming competition