



Corporate Governance and Public Corporate Governance

Our services and customer groups

Your trusted advisors
for Good Corporate
Governance.



Our corporate governance services



Independent advice to the board of directors, to the executive management and to other supervisory or executive boards



Independent advice to shareholders (including parent companies)



Tailored in-house training and development



Expert opinions on questions relating to corporate governance



Memberships in boards of directors



Acting as independent and trusted experts, we advise, support, coach and train boards of directors, board committees, executive committees, board members, management executives and shareholders in all matters relating to corporate governance and advise on best practices.

Independent advice to the board of directors, to the executive management and to other supervisory or executive boards

We provide independent advice to the board of directors, to the executive management and to other supervisory or executive boards across the full spectrum of corporate governance matters, including

- the evaluation and optimisation of the company's corporate governance (at the level of the individual company or of the group as a whole) in line with national and international best practices,
- the composition, size, evaluation and renewal of the board of directors and the executive management,
- the preparation, chairing and follow-up of board and committee meetings,
- the collaboration processes within the board of directors, within board committees and between the board of directors and the executive management,
- the external evaluation of the composition, structure and processes of the board of directors and its committees as well as the development of recommendations for corporate governance optimisation,
- the structuring, organisation and division of responsibilities at the highest levels of the company,
- recommendations for managing conflicts of interest,
- the optimisation of group-wide internal corporate governance, particularly concerning the regulation of responsibilities, the flow of information and group directives within the group of companies,

- addressing and resolving tensions and differences of opinion within the board of directors, within board committees, within the executive management, between governing bodies or individuals, in relation to shareholders or other group companies and between shareholders,
- disclosure of the company's corporate governance in the annual report and on the website in accordance with relevant disclosure rules and investor expectations,
- the fulfilment of sustainability obligations by the board of directors and its ESG committee,
- the development and implementation of information and communication concepts for shareholders and other stakeholders (including in special situations) and
- the board of directors' engagement with institutional investors, asset managers, proxy advisors and other stakeholders.

Independent sparring partners for the board of directors.

Around the world, it is increasingly recognised that it is best practice for the board of directors to seek advice from experts who are independent of the executive management, i.e., who have no or only minor business relationships with the operational level of the company. We bring our expertise and experience as independent advisors to the board of directors or its committees, on either a permanent or project-related basis.

Independent advice to shareholders

We advise and support shareholders and shareholder groups, including family shareholders, family offices, private equity investors, institutional investors and parent companies, on a broad range of corporate governance matters, such as

- the structuring and regulation of relations between shareholders,
- succession planning among shareholders,
- the development and implementation of ownership strategies,
- the exercise and enforcement of shareholder rights,
- shareholder influence on strategy-related matters and shareholder participation in the company's strategy processes ("say on strategy"),
- the design and enforcement of group management functions and of influence and control mechanisms in groups of companies,
- maintaining general contact with the board of directors and the executive management and
- assessing potential liability risks arising from a de facto directorship (resulting from exerting influence on the company's management tasks or from the appointment of an instructed representative to the board of directors) and recommending measures to mitigate such liability risks.

Tailored in-house training and development

We train and coach shareholder representatives, members of the board of directors, members of the executive management and other senior executives on all matters relating to corporate governance.

Training and coaching are tailored to the specific needs of each client. Courses and workshops can cover all topics relevant to the respective client – for instance, how to develop requirement profiles for filling positions on the board of directors or in the executive management, how best to organise the work of the board of directors, how to conduct a smooth general meeting of shareholders, how to distribute responsibilities and collaborate within a group of companies or how to manage conflicts of interest.

Training and coaching are available for supervisory and executive bodies (such as the board of directors and its committees or the executive management) as well as for individual members of such bodies.

Our experts conducting training and coaching have proven academic credentials and extensive teaching experience at leading Swiss universities, across undergraduate, graduate and executive education programmes.

Where a matter extends beyond corporate governance, we draw on the specialist knowledge of our extensive network to ensure that our clients receive the most relevant and effective guidance.

Expert opinions on questions relating to corporate governance

We prepare independent, scientifically sound expert opinions in German and English on all matters relating to corporate governance, taking into account the managerial and operational conditions of the company concerned, the applicable legal framework and best practice recommendations in the relevant field.

We also evaluate existing legal opinions for their soundness and, where necessary, engage specialist experts from our network to address matters beyond the scope of our own expertise.

Serving in the board of directors as independent members.

In suitable cases, our experts serve as independent members of the board of directors of Swiss companies and foundations, bringing interdisciplinary corporate governance expertise and experience directly to the boardroom.

Memberships in boards of directors

In suitable cases, we are prepared to contribute our expertise and skills as an independent member of the board of directors (or the respective supervisory body) of Swiss companies and foundations.

We bring in-depth expertise in the domains of the organisation of companies and enterprises, corporate governance and public corporate governance. In addition to outstanding legal qualifications, we have received an academic business management education and/or further education with a strong focus on strategic management and corporate governance and/or have gained extensive experience as members of the board of directors (in some cases in a presiding capacity), in executive positions and/or as entrepreneurs. This holistic approach allows us to assess board-level matters from legal, strategic and managerial perspectives and to develop multidimensional solutions.

The acceptance of a mandate as an independent member of the board of directors follows a careful evaluation of the company, its strategic positioning and its current situation in the given market environment.

Our Public Corporate Governance services: For state-owned or state-governed companies and government bodies

Misaligned incentives and insufficient oversight by the state as the owner of companies can have far-reaching consequences, attract unwanted media attention and be followed by a loss of public confidence. Conversely, excessive state involvement in the strategic and operational decisions of state-owned or state-governed companies may lead to blurred responsibilities, inefficiencies and liability risks.

As recognised experts in the field of public corporate governance, we advise state-owned or state-governed companies, their directors and officers as well as the competent government bodies at the federal, cantonal and municipal level on all matters concerning the management, supervision and control of state-owned or state-governed companies.

We provide customised training and coaching on all aspects of public corporate governance for members of the board of directors, the executive management and other supervisory or executive bodies as well as for officials and professionals in the government bodies responsible for the management, supervision and control of state-owned or state-governed companies.

In suitable constellations, we are prepared to serve as independent members in the board of directors or in other supervisory bodies of state-owned or state-governed companies.

Independent advice to state-owned or state-governed companies and to government bodies

We provide comprehensive advice to state-owned or state-governed companies of all legal forms and to government bodies at federal, cantonal and municipal level on all matters relating to public corporate governance, particularly in the areas of

- the evaluation and optimisation of the state-owned or state-governed company's corporate governance in line with national and international best practices,
- the composition, size, structure and processes of the board of directors and the executive management,
- onboarding and training of members of the board of directors and the executive management,
- the evaluation of the work of the board of directors and the executive management,
- the division of responsibilities within the respective governing body or between the governing bodies,
- advising the board of directors and the executive management in agenda planning,
- the development of state ownership strategies,
- the development and implementation of information and collaboration concepts between the board of directors and the state in accordance the applicable legal framework,
- advising the competent government bodies (at the federal, cantonal or municipal level) and
- the development of public corporate governance codes.

Who we serve

Boards of directors and executive management
of listed companies
of larger privately-held companies
of state-owned or state-governed companies
of foundations and larger associations
of high-growth startups

Shareholders and shareholder groups
Family shareholders
Family offices
Private equity investors
Institutional investors
Other shareholders

Board members and executives
Members of the board of directors
Members of the foundation board
Members of the executive management

Government bodies
in their capacity as shareholders of companies entirely or partly owned by the Swiss Confederation, a canton or a municipality



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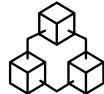
We bring a multidimensional perspective to the management, supervision and control of companies. As legal and business management scholars, university and executive education lecturers and trusted advisors, we draw on deep theoretical foundations and extensive practical experience to deliver effective, well-founded solutions.

What sets us apart



Expertise

We bring extensive expertise across all core areas of corporate governance – grounded in both academic foundations and hands-on practical experience.



Interdisciplinarity

Our team of experts combines outstanding professional qualifications with direct expertise and experience in management and supervisory roles in the private sector.



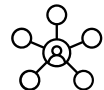
Independence

As dedicated corporate governance specialists, we focus on corporate governance matters, ensuring our independence and objectivity at all times.



Comprehensive range of services

In addition to traditional advisory services, our offering also includes tailored in-house training and development for board members, executives and shareholders, the preparation of expert opinions and serving as independent members of the board of directors.



Network

Through our extensive network of external experts, we can extend our advisory services to topics that lie outside our own core areas of expertise.

A well-coordinated team of corporate governance experts with interdisciplinary training.

We bring extensive experience as members of boards of directors of Swiss industrial, commercial, service and financial companies, in executive positions in the private sector and/or as entrepreneurs and company founders. This enables us to discuss a wide range of matters with the respective shareholders, board members and members of the executive management on an equal footing at any time.



Andreas Binder

Prof. em. Dr. iur. et lic. oec. HSG, Attorney-at-law

Andreas Binder has been working as a business lawyer since 1984, specialising in company law, corporate governance and mergers & acquisitions. He is a professor emeritus at the University of St.Gallen, Director of the university's Corporate Governance Competence Centre as well as member of the European Council on Corporate Governance of the Conference Board.

He graduated from the University of St.Gallen with a degree in economics and a degree in law and received his doctorate from the University of Basel in 1987.

In his capacity as chair and member of various boards of directors of industrial, commercial and financial companies, Andreas Binder has acquired extensive experience and expertise from a corporate perspective, co-orchestrated and supervised comprehensive change processes, led M&A transactions and became proficient in dealing with the diverse challenges as well as the advisory needs and expectations of members of the board of directors and executive management.

From 1997 to 2009, Andreas Binder served as a member of parliament of the Canton of Aargau. In this capacity, he played a key role in shaping corporate governance legislation for state-owned companies, namely the three cantonal hospitals, the Aargauische Kantonbank and AEW Energie AG. He was also a member of the parliament's special commission on Axpo's "Hexagon" project.



Roman Gutzwiller

Dr. iur. HSG, MBA (HEC Paris), Attorney-at-law

Roman Gutzwiller specialises in interdisciplinary issues at the intersection of law and management. As a lawyer and postdoctoral researcher, he deals extensively with questions on corporate governance – from both a practical and academic perspective. He is a lecturer at the University St.Gallen and a Research Fellow and member of the Advisory Boards of the university's Corporate Governance Competence Centre. His research focuses on topics in the domains of corporate governance, company law and strategic management.

Roman Gutzwiller studied at the University of St.Gallen (B.A. HSG in Law, 2007; M.A. HSG in Law, 2009) and at HEC Paris (MBA with specialisation in Advanced Management, 2020) and completed his doctorate at the University of St.Gallen in the field of public corporate governance (Dr. iur. HSG, summa cum laude, 2017).

As a former entrepreneur, Roman Gutzwiller has several years of entrepreneurial and leadership experience as well as managerial expertise, particularly in the areas of business management and organizational development, strategic management and business modelling, entrepreneurship, leadership and digital transformation. He possesses a comprehensive understanding of the entrepreneurial opportunities and risks inherent in emerging technologies and their impact on companies, value chains and business ecosystems. He regularly engages with digital business models, applications of artificial intelligence and the digitalisation of management or operational processes.



Bruno Heynen

lic. iur. HSG, LL.M. (LSE), Attorney-at-law and Notary

Thanks to his extensive experience as an advisor to companies on all aspects of corporate governance, as Head of Corporate Governance and Secretary to the Board of Directors and Group Executive Committee of various multinational companies (including Novartis) and his many years as co-director and co-chair of the European Council on Corporate Governance of the Conference Board, member of the International Corporate Governance Network and the OECD BIAC Corporate Governance Committee and advisor to Georgeson in Switzerland, Bruno Heynen has very broad and practical expertise in corporate governance.

His activities in the field of corporate governance include not only advising on creating effective and efficient legal and managerial foundations and frameworks for good corporate governance, but also providing support for the development and implementation of ownership strategies. In this domain, his clients include state-owned or state-governed companies as well as government bodies.

Bruno Heynen studied at the University of St.Gallen (lic. iur. HSG, 1986) and the London School of Economics (LL.M. with specialisation in International Business Law, 1995) and serves as a member of the Advisory Board of the Corporate Governance Competence Centre at the University of St.Gallen.

Network

Thanks to our powerful network, we seamlessly integrate the services of external experts for any special topics.

As a law firm specialising exclusively in business law, we are able to offer our services at a very high quality. Our expertise covers all areas of corporate governance. Thanks to our deep knowledge in company law, we can also provide comprehensive answers to questions relating to the organisation of companies and enterprises and to other matters governed by company law.

In the course of our advisory services, there is a possibility that we may encounter issues unrelated to corporate governance that lie outside of our core competencies. To ensure comprehensive and multidimensional advice for our clients and to meet our uncompromising standards of quality, in such cases we call on leading external specialists from our extensive network, whose contributions we seamlessly integrate into our own services. As orchestrator and integrator of the individual services and acting as the single point of contact, we ensure that our clients are provided with a solution-oriented, well-coordinated response, regardless of the complexity of the matter.

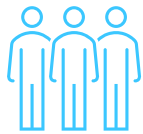
Our powerful network comprises specialists from a variety of professional backgrounds, including business, consulting (e.g., lawyers, tax experts, auditors, strategy consultants, communications consultants) and academic research and teaching.



The law firm for enterprises and entrepreneurs.

As a boutique law firm specialising in business law with offices in Zurich and Baden we provide legal counsel, advise, represent, train and coach companies, entrepreneurs, members of the board of directors and of the executive management, shareholders, investors and private individuals in all legal matters relating to business, especially in the areas of corporate law and corporate governance, mergers & acquisitions, contract law, employment law, IT, technology and data protection law, succession planning and real estate transactions.

With our expertise, our decades of experience and our comprehensive understanding of the specific business challenges and needs of our clients, we develop high-quality, customised and targeted solutions – if necessary with contributions from specialists found in our trusted network of experts.



18
Employees



Established
1953



2
Locations

Comprehensive and interdisciplinary expertise.
Decades of experience.
For Good Corporate Governance.

Binder Legal.
Since 1953.

