

BRIAN L. NELSON

Contact Information:

Executive-in-Residence, American University; Kogod School of Business, Box #80
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EDUCATION:

Columbia Law School – J. D. ('81).
Honors in Comparative and Int'l Law ('81).

Harvard University – B. A. ('76).
Marshall Scholar - U.K. Parliament ('76).

Monash University – Ph.D. in Business Law
Candidate. Confirmation hearing successful.

Other studies: London School of Economics (1976 - 1977); University of Nantes, France (1972 - 1973);
Gymnasium Soltau, Germany (1970 - 1971).

LANGUAGES:

German, French, Spanish.

BAR MEMBERSHIPS:

New York (1982), Illinois (1984).

PROFESSIONAL SERVICE

Editor-in-Chief: *International Business Law Review* (Academy of Legal Studies in Business).

ONE PAGE SUMMARY

Research Interests. As evidenced by my most recent publications, my research interests are in the field of social enterprise and US, comparative and international corporate governance. My PhD thesis topic at Monash University is focused on mechanisms available within corporate constitutions to prevent corporate corruption. My major research, writing and publications projects – spanning 30 years – are listed at the end of this resume.

Most Recent Publications. Brian L. Nelson, "Corporate Governance in the United States," by Brian L. Nelson. 30 pp., a chapter in "Corporate Governance around the World," ed. Ahmed Naciri. February 2008. Routledge, London & New York, an imprint of Taylor & Francis Group (USA and UK).
Brian L. Nelson, "Law and Ethics in Global Business: Integrating Law and Ethics into Corporate Governance around the World." 302 pp. January 2006. Routledge, an imprint of Taylor & Francis Group (USA and UK).

Teaching Experience. I have developed and taught courses on business law for undergraduate, MBA, Executive MBA and In-Company Programs at respected business schools in the USA, UK, Europe and Asia Pacific. Many of my courses include ethical principles applicable to business and most are global in scope. In particular, I have developed and taught courses at American University (USA), Purdue University (USA), Manchester Business School (UK, Singapore), Rotterdam Business School (The Netherlands), TIAS (The Netherlands), ESSEC (France), ESCP-EAP (France), GISMA (Germany), Central European University (Hungary) and The Australian National University (Canberra). I have also taught courses on "effective counseling for global corporations" as part of accredited graduate programs in international business law (LLMs) for law schools in the United States and France. My courses are unique because they are global in scope and because they show executives and their advisors how to integrate law and ethics into the planning and implementation of corporate strategy. In this context, I have received various appointments, including Visiting Professor (Rotterdam School of Management, Australian National University and ESSEC) and Visiting Fellow (Manchester Business School).

Professional Experience. I have practiced international corporate law for over twenty years: at the world headquarters of two U.S.-based multinational corporations and at large law firms in Brussels, New York and Chicago. Specific assignments have included acquisitions and joint ventures around the world; organizing and restructuring multinational corporate group operations; litigation management; implementing global patent and other intellectual property programs; advising banks on various corporate credit facilities; and general counseling for the world headquarters of multinational corporations. I currently maintain an office in Chicago.

Representative Clients. My governmental clients have included the European Union, Mexico, and Belgium. My banking clients have included Goldman Sachs, The Fuji Bank, Nat West, Westpac and ABN AMRO. My clients have included multinational corporations, global banks and national governments. My corporate clients have included General Motors, United Air Lines, FMC, Abbott Laboratories, Beatrice Companies, Inc., W. R. Grace & Co., AL Laboratories (a Swiss pharmaceuticals group), Grundig (a German electronics group), and Hutchinson (a French chemicals group).

TEACHING EXPERIENCE:
JANUARY 2000 TO PRESENT

American University (Washington, D.C., USA) – BA and MBA – July 2005 to present: As an Executive-in-Residence, I teach a semester-long course in “Global Corporate Citizenship” for the undergraduate and MBA programs at Kogod School of Business. In my course, students are challenged to integrate legal, ethical and other “citizenship issues” (such as political, social and cultural) into strategic planning and implementation. The course consists of 42 contact hours, two individual writing assignments, two small-group decision-making exercises, two in-class student presentations, a mid-term examination and a final examination. Each of my three sections has 35 students.

TiasNimbas Business School (Tilburg, The Netherlands) – MBA – January 2006 to present: As an Instructor, I teach “Business Law and Ethics,” as an elective course in TIAS’s Part-time MBA program. This course runs for three days with 15 contact hours, two writing assignments and about 20 students.

Manchester Business School Worldwide (Manchester, England and Singapore) – Executive MBA – January 2003 to present: As a Visiting Fellow, I teach “Law and Ethics in Global Business: A Course in Executive Leadership,” as an elective course in MBS-Worldwide’s Executive MBA program. This course runs for six months with 18 contact hours, two writing assignments, one group project and a final examination. Each class has about 20 students.

Rotterdam School of Management (Rotterdam, NL and Istanbul, Turkey) – MBA, Executive MBA and In-Company MBA – November 2002 to present: As a Visiting Professor, I teach “Law and Ethics in Global Business: A Course in Executive Leadership,” as an elective course in RSM’s Full-Time MBA, Executive MBA and In-Company programs. This course runs for two months with eighteen contact hours, one writing assignment, one group project and a final examination. Classes have varied in size from fifteen to 25 students.

John Marshall Law School (Chicago, USA) – LLM – February 2005 to present: As an Adjunct Professor, I teach a course on “Effective Counseling for Global Corporations” for JMLS’s post-graduate program (LLM) in International Trade and Business Law. The course introduces practicing lawyers the skills necessary for advising corporations on how to integrate law into their worldwide business operations. The course consists of fourteen contact hours, one individual writing assignment, one small-group exercise, in-class student presentations and a term paper of fifteen pages.

The Australian National University (Canberra, Australia) – BA and Executive MBA – February 2005 to June 2005: As a Visiting Professor, I gave guest lectures on corporate law, business law and business ethics to undergraduate and graduate business students and explored research interests with faculty. The UK’s *Times Higher Education Supplement* recently ranked ANU as the 16th best university in the world on the basis of evaluations by 1,300 academics from 88 countries.

ESSEC (Paris, France) - MBA and LLM – October 2004 to December 2004: In Fall 2004, I was invited to return to ESSEC as a Visiting Professor to teach two semester-long courses: (1) “Comparative Legal Systems,” an course in ESSEC’s full-time MBA program, and (2) “Selected Topics in International Business Law,” a course for ESSEC’s masters program in “International Business Law.” Each course included 30 contact hours, individual writing assignments, small-group decision-making exercises, in-class student presentations and a final examination. Each class has about twenty students.

ESSEC (Paris, France) – Executive MBA – May 2003 to May 2004: As a Visiting Professor, I taught four full-day seminars on “International Business Law” and “Corporate Governance in the USA,” as part of ESSEC’s Executive MBA courses on “Managing the Global Enterprise” and “Comparative Corporate Governance.” This one-day course consists of 8 contact hours. Each class has had about 30 students.

Purdue University (Indiana, USA and throughout Europe) – Executive MBA – January 2000 to December 2004: Over a period of five years, I taught as a Visiting Assistant Professor in four of Purdue’s Executive MBA programs, including (1) its Weekend Program, (2) its International Masters in Management (“IMM”), (3) its Executive MBA program in Germany, and (4) its Executive MBA in Food and Agribusiness. My course was a required double-course offered during the last module of Purdue’s Executive MBAs. As with other courses offered during Purdue’s last modules, my course was an “integrative” course, in which students are challenged to incorporate a wide range of disciplines and

concerns into convincing business proposals. This course ran for five months with 36 contact hours, two writing assignments, two group projects, a mid-term examination and final examination. Classes have varied in size from 50 to fifteen students. My course for Purdue's IMM program was part of dual-degree Executive-MBA programs at TIAS (NL), ESCP-EAP (F), Central European University (H) and BUESPA (H).

Purdue University (Indiana, USA) – BA – August 2000 - December 2001: As a Visiting Assistant Professor, I taught four different undergraduate courses: business law, business ethics, introduction to business and introduction to economics for non-economists. In each of these courses, Each of my twelve courses consisted of 40 contact hours, for a total of 480 contact hours over the three semesters during which I taught undergraduate courses. Classes varied in size from 30 to 50 students.

PROFESSIONAL EXPERIENCE:
AUGUST 1981 TO DECEMBER 1999.

Great Lakes Chemical Corporation – West Lafayette, Indiana. December 1995 - December 1999: “Senior International Counsel” & “Assistant General Counsel.” Assignments included: Enterprise Risk Management System; Global Intellectual Property Program (including Patents); Corporate Governance; General Counseling for World Headquarters; General Counseling for European Regional Headquarters; Global Acquisitions, Divestments and Joint Ventures, including two IPO “spin offs” (operations in U.K. and Louisiana) and one hostile takeover (Canada).

W. R. Grace & Co. - Boca Raton, Florida. December 1991 – November 1995: Title: “International Counsel” & “Latin American Regional Counsel.” Assignments included: Corporate Governance. General Counseling for World Headquarters. General Counseling for Latin American Regional Headquarters. Global Acquisitions, Divestments and Joint Ventures.

Chapman and Cutler – Chicago. June 1990 – December 1991. Title: “Bank Counsel.” Assignments included: Corporate Banking Facilities. Representative Clients: The Fuji Bank, Harris Bank, Westpac Banking Corporation and ABN AMRO.

Winston & Strawn – Chicago and New York. November 1985 – May 1990. Title: “Associate.” Assignments included: Corporate Finance Facilities; General Counseling for US Business Operations; Global Acquisitions, Divestments and Joint Ventures. Representative Clients: United Air Lines, Inc.; Beatrice Companies, Inc.; Abbott Laboratories, Inc.; National Westminster Bank USA; Heller Financial Corp.; Hutchinson SA; Societe Alsacienne de Supermarche SA.

Kirkland & Ellis – Chicago. May 1984 – October 1985. Title: “Associate.” Assignments included: International Business Operations; U.S. Securities Law. Representative Clients: Goldman Sachs, Northern Trust Company, General Motors Corporation and AL Laboratories AB.

Linklaters DeBandt - Brussels. May 1981 – April 1984. Title: “Legal Counsel.” Assignments included: Counseling Multinational Corporate Groups on their European and Belgian Operations; Counseling European Companies on Doing Business in the United States; Comparative Law Studies. Representative Clients: Commission for the European Union, Belgium, Mexico, General Motors, FMC, 3M Corp., Franklin Mints, Inc., and Grundig AG.

PUBLICATIONS, PRESENTATIONS & RESEARCH

Brian L. Nelson, “*The American National System of Corporate Governance*,” 35 pp., a chapter in “*Corporate Governance around the World*,” ed. Ahmed Naciri. February 2008. Routledge, an imprint of Taylor & Francis Group (USA and UK).

Brian L. Nelson, “*La Gouvernance Corporative aux Etats Unis*,” 30 pp. (in French), a chapter in “*La Gouvernance Corporative Internationale*,” ed. Montreal International Centre for Corporate Governance. April 2006. Laval University Press (Canada).

Brian L. Nelson, “*Law and Ethics in Global Business: Integrating Law and Ethics into Corporate Governance around the World*.” 302 pp. January 2006. Routledge, an imprint of Taylor & Francis Group (USA and UK).

Brian L. Nelson, "*Law and Ethics in Global Business: A Course in Executive Leadership.*" 161 pp. January 2004. Business & Management Education Ltd. (UK).

Brian L. Nelson, "*Corporate Corruption, Corporate Governance and Executive Education*" address at the plenary session of the 2002 Annual International Conference of the Executive MBA Council (Keystone, Colorado USA, October 23, 2002) (unpublished transcript available from Brian L. Nelson).

Brian L. Nelson, "*Buying and Selling Companies,*" guest lecture at Purdue University's Graduate School of Management (December 10, 1998).

Brian L. Nelson, "*International Business Negotiations*" guest lecture at Purdue University's Graduate School of Management (November 15, 1997).

Brian L. Nelson, "*Doing Business Successfully in Latin America: Lessons Learned from W. R. Grace & Co.,*" address at the Forbes Conference on Latin American Markets (Miami, Florida USA, May 15, 1994).

Brian L. Nelson, "*The Fundamentals of U.S. Export Controls and Compliance Programs,*" address at the 1993 Conference of W. R. Grace Worldwide Legal Counsel (Asheville, North Carolina, October 20, 1993). (unpublished manuscript on file with Brian L. Nelson).

Brian L. Nelson, "*The S.E.C.'s 'Waiver by Conduct' Doctrine*" (19 *The International Lawyer* 3 (Summer 1985)).

Brian L. Nelson, "*Antitrust Regulation of Transatlantic Shipping by the USA and the EU,*" (1984) (unpublished manuscript on file at Linklaters in Brussels, Belgium).

Brian L. Nelson, "*National Regulations affecting Multinational Corporate Cash Management Operations in six European countries (B, UK, NL, FR, GER, CH),*" (1983) (unpublished manuscript on file at Linklaters in Brussels, Belgium).

Brian L. Nelson, "*Legal Measures for Combating Corruption Among Public Officials, a Comparative Study of Laws in Twenty Countries,*" (1982) (unpublished manuscript on file at Linklaters in Brussels, Belgium).

Brian L. Nelson, "*Germany's 'Co-Determination' and Peru's 'La Comunidad Industrial,' two experiments in Worker Participation in Corporate Management and Ownership.*" (1976) (unpublished B.A. Honors Thesis, Harvard U., on file at Widener Library).