

HARWELL WELLS

Temple University James E. Beasley School of Law
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ACADEMIC APPOINTMENT

Temple University James E. Beasley School of Law, Philadelphia, PA

I. Herman Stern Professor of Law, 2016 – present

(Assistant Professor to Professor, 2006-2015)

(Visiting Professor, Temple University-Japan, Spring 2015; Temple University Rome Program, Summer 2012)

Courses Regularly Taught: Agency, Partnerships & LLCs; Corporations; Professional Responsibility; Property; Introduction to Transactional Skills.

Select University and Law School Service: University Promotion & Tenure Committee, 2017-2019; Law School Executive Committee 2018-2019; Curriculum Committee, Chair, 2017-2019; Faculty Review/Tenure & Promotion Committee 2015-2017, Chair 2016-2017; Discipline Committee 2014-2016, Chair, 2015-2016; Faculty Appointment Committee, 2008-2009, 2011-2012, 2014-2015, Chair, Library Director search, 2014-2015; ABA Self-Study/Reaccreditation Committee, 2010-2012.

SCHOLARSHIP: EDITED VOLUME

RESEARCH HANDBOOK ON THE HISTORY OF CORPORATE AND COMPANY LAW (sole editor) (Edward Elgar Press) (2018)

SCHOLARSHIP: ARTICLES AND BOOK CHAPTERS

“All Lawyers are Somewhat Suspect”: A. A. Berle and the Modern Legal Profession, 42 SEATTLE U. L. REV. 641-62 (2019) (invited symposium)

Democracy and Dysfunction: Rural Electrical Cooperatives and the surprising persistence of the separation of ownership and control, 70 ALA. L. REV. 361-451 (2019) (with Debra Jeter and Randall Thomas)

Introduction, in RESEARCH HANDBOOK ON THE HISTORY OF CORPORATE AND COMPANY LAW 1-14 (2018)

The Life (and Death?) of Corporate Waste, 74 WASH. & LEE L. REV. 1239-1292 (2017) (invited symposium)

- *Excerpted in* ERIC CHIAPPINELLI, CASES AND MATERIALS ON BUSINESS ENTITIES (4th ed. 2018) and *reprinted in* 59 CORP. PRACTICE COMMENTATOR 759 (2018)

Executive Pay: What Worked?, 42 J. CORP. L. 59-107 (2016) (with Steven Bank & Brian Cheffins)

Shareholder Protection Over Time, 68 FLA. L. REV. 693-763 (2016) (with Brian Cheffins & Steven Bank)

James A. Cox: The Shareholder's Best Advocate, 66 DUKE L.J. 467-500 (2016) (with Randall Thomas) (invited symposium)

A Long View of Shareholder Power, 67 FLA. L. REV. 1033-1098 (2015)

Shareholder Power in America, 1800-2000: A short history, in RESEARCH HANDBOOK ON SHAREHOLDER POWER 13-31 (Hill & Thomas eds.) (2015)

Law and History by Numbers: Use, but with Care, 2014 U. ILL. L. REV. 1739-1764 (with Brian Cheffins & Steven Bank) (invited symposium)

"Corporation Law is Dead": Heroic Managerialism, Legal Change, and the puzzle of Corporation Law at the Height of the American Century, 15 U. PA. J. BUS. L. 305-356 (2013)

- Selected by competition for the annual Columbia/Georgetown/UCLA/USC Law & Humanities Junior Scholar Workshop

Questioning "Law and Finance": US Stock Market Development, 1930-1970, 55 BUS. HIST. 601-619 (2013) (with Brian Cheffins & Steven Bank) [peer reviewed]

Law and the Economy in Nineteenth and Twentieth Century America, in BLACKWELL COMPANION TO AMERICAN LEGAL HISTORY 289-307 (Haddon & Brophy, eds.) (2013).

U.S. Executive Compensation in Historical Perspective, in RESEARCH HANDBOOK ON EXECUTIVE PAY 41-57 (Thomas & Hill, eds.) (2012)

- Excerpted in MELVIN EISENBERG AND JAMES COX, CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS (11th ed. 2014) and DWIGHT DRAKE, BUSINESS ORGANIZATIONS IN A PLANNING CONTEXT (3d ed. 2013)

Executive Compensation in the Courts: Board Capture, Optimal Contracting, and Officers' Fiduciary Duties, 95 MINN. L. REV. 846-903 (2011) (with Randall Thomas)

- Selected as one of the "Top 10 Corporate & Securities Law Articles" of the year in a poll of corporate law scholars by CORPORATE PRACTICE COMMENTATOR, and by TAX NOTES magazine as one of the 10 law review articles that employee benefits scholars and practitioners "should have read" in 2011

"No man can be worth \$1,000,000 a year": The Fight over Executive Compensation in 1930s America, 44 U. RICH. L. REV. 689-769 (2010)

- Excerpted in J. ROBERT BROWN AND LISA CASEY, CORPORATE GOVERNANCE (2d ed. 2016) and reprinted in 52 CORP. PRACTICE COMMENTATOR 113 (2010)

The Birth of Corporate Governance, 33 SEATTLE U. L. REV. 1247-1292 (2010) (invited symposium)

- Reprinted in 52 CORP. PRACTICE COMMENTATOR 885 (2010)

The Modernization of Corporation Law, 1920-1940, 11 U. PA. J. BUS. L. 573-629 (2009)

The Rise of the Close Corporation and the Making of Corporation Law, 5 BERKELEY BUS. L.J. 263-316 (2008)

The Cycles of Corporate Social Responsibility, 51 U. KAN. L. REV. 77-140 (2002)

- *Excerpted in* ERIC CHIAPPINELLI, CASES AND MATERIALS ON BUSINESS ENTITIES (3d. ed. 2014)

The End of the Affair?: Anti-Dueling Laws and Social Norms in Antebellum America, 54 VAND. L. REV. 1805-1847 (2001) (Student Note)

- Awarded 2002 Burton Award for best-written student notes

The Philosophical Michael Oakeshott, 55 J. HIST. IDEAS 129-145 (1994) [peer reviewed]

SCHOLARSHIP: SHORT WORKS

Book Review: ROBERT WRIGHT, CORPORATION NATION, 75 J. EC. HIST. 285-287 (2015)

Edward Bernays and Elmo Roper, in AMERICAN NATIONAL BIOGRAPHY (ed. Garraty) (Oxford University Press, 1999)

SCHOLARSHIP: WORK IN PROGRESS

The SEC Enforcement Division: A History

Corporate Capitalism and the City of God

Creating "The Southern Urban Negro as a Consumer"

Delaware Docket Study (with Randall Thomas and Robert Thompson)

PRESENTATIONS/WORKSHOPS

Comment, Bill Clark, "Benefit Corporations and Corporate Social Responsibility," Temple University, September 2018

"Berle and the 'Modern Legal Profession'," Berle X Conference, Seattle University School of Law, May 2018

Moderator, Roundtable of Former Directors, SEC Enforcement Division, SEC Historical Society, Georgetown University Law Center, April 2018

"Rural Electrical Cooperatives," Rutgers University-Camden School of Law Faculty Colloquium, January 2018

Moderator, Panel on "Caremark in the Courts and Boardrooms," Temple Law Review Symposium: Caremark at 21, October 2017.

"The B Corp and History," Speech, B Corp Bar Association, Chicago, September 2017

Commentor, Panel on Corporate Personhood, National Business Law Scholars Conference, Salt Lake City, UT, June 2017

"The Life (and Death?) of Corporate Waste," National Business Law Scholars Conference, Salt Lake City, UT, June 2017

"The Life (and Death?) of Corporate Waste," Washington & Lee Law Review Symposium, Lexington, VA, October 2016

"Executive Compensation: What Worked?," Business History Conference Annual Meeting, Portland OR, April 2016

"The Shareholder's Best Advocate," Institute for Law & Economic Policy Annual Meeting/Duke Law Journal Symposium, Miami, FL, April 2016

Comment, Sarah Barringer Gordon, "The African Supplement: Race, Religion, and Corporate Law in Early National America," Temple University Workshop, September 2014

"Shareholder Rights," National Law Institute, Ulaanbatar, Mongolia, March 2014

"Shareholder Power in America: A Short History," National University of Singapore, March 2014

"Law and History by the Numbers," University of Illinois College of Law, October 2013

"Shareholder Power in America: A Short History," Vanderbilt University School of Law, September 2013

Presenter, "Developments in Executive Compensation," New York Society of Security Analysts, April 2013

"Corporation Law is Dead," Faculty Workshop, University of Virginia School of Law, December 2012

"Does Law Matter in the United States?" Business History Conference Annual Meeting, Philadelphia, PA, April 2012

"Executive Compensation in the Courts," University of Pennsylvania School of Law, April 2012

Invited Participant, "Berle 3" Conference, Berle Center on Corporations, Law and Society, Seattle University School of Law, January 2012

"Corporation Law is Dead," University of Illinois School of Law Faculty Workshop, December 2011

"U.S. Executive Compensation in Historical Perspective," Vanderbilt University Annual Law and Business Conference, October 2011

"Corporation Law is Dead," Columbia/Georgetown/UCLA/USC Law & Humanities Junior Scholar Workshop, University of Southern California Gould School of Law, June 2011

Invited Participant, "Berle 2" Conference, Berle Center on Corporations, Law and Society, Seattle University School of Law, January 2011

"Executive Compensation in the Courts," Twelfth Annual Law & Business Conference, Vanderbilt University Law School, October 2010

"Executive Compensation in the Courts," University of Illinois College of Law, September 2010

"Corporation Law is Dead," Conference on Firm Governance: Law in History, Tel Aviv University Institute for Law and History, June 2010

"William Z. Ripley's *Main Street and Wall Street* and the Birth of Corporate Governance in the 1920s," Berle Center on Corporations, Law, and Society, Seattle University School of Law, November 2009

"No Man can be worth \$1,000,000 a Year," Villanova University School of Law Faculty Workshop, September 2009

"The Rise of the Close Corporation and the Making of Corporation Law," Temple University Faculty Workshop Series, October 2007

EDUCATION

Vanderbilt University School of Law, Nashville, TN
J.D. 2001 (Order of the Coif; Senior Articles Editor, *Vanderbilt Law Review*)

University of Virginia, Charlottesville, VA
Ph.D. 1998, Corcoran Department of History (Dissertation: *Remapping America: Market Research and American Society 1900-1940*)

University of Iowa, Iowa City, IA
M.A. 1991, Department of History

Williams College, Williamstown, MA
B.A. 1988, with Honors in the History of Ideas

LEGAL EMPLOYMENT

Wilmer, Cutler & Pickering (now WilmerHale LLP), Washington, DC
Associate, Securities Regulatory Group, 2002 - 2006

U.S. Court of Appeals for the Sixth Circuit, Nashville, TN
Law Clerk to the Hon. Gilbert S. Merritt, Jr., 2001-2002

OTHER SIGNIFICANT SERVICE

AMERICAN JOURNAL OF LEGAL HISTORY: Interim Editor, 2015; Editorial Advisory Board, 2016-present.

Consultant, SEC Historical Society, 2017-present

Consultant, International Development Law Organization/EBRD Mongolia Commercial Law program, 2012-2013

Manuscript reviewer: *American Journal of Legal History*, *Business History Review*, *Law & History Review*, *Law & Social Inquiry*, *Mcgill Law Journal*, *Journal of Business Ethics*, Aspen Publishing, Cambridge University Press

BAR MEMBERSHIPS

District of Columbia; Tennessee (inactive)