

**Professor Blanaid Clarke**, BCL, MBS (Banking & Finance), BL, PhD, Fellow Trinity College Dublin  
McCann FitzGerald Chair of Corporate Law, School of Law, Trinity College Dublin

## **I. Contribution To Public Policy And Other Professional Areas**

- Member of the OECD Corporate Governance Committee
- Member of the European Securities and Markets Authority Takeover Bids Network
- Member of Irish Takeover Panel Executive
- Member of the Irish Central Bank Commission (appointed 2010, reappointed 2013)
- Member of the European Commission Informal Expert Group on Company Law (ICLEG)
- Member of the GOODCORP Network
- Member of Sustainable Market Actors Network
- Member of European Forum on Securities Regulation
- Member of the European Commission Informal Expert Group on Company Law (ICLEG)
- Member of the European Commission Reflection Group on the Future of EU Company Law (2010-2011)

## **II. Selection of Publications**

### Books/Chapters in Books

- B. Clarke “The Role of Employees in the Takeovers Bids Directive” in *Takeovers with or without worker voice: worker rights under the EU Directive on takeover bids*. Cremers, J. & Vitols, S. European Trade Union Institute.(2016)
- B. Clarke “Deposit Guarantee Schemes” chapter in *Research Handbook on Crisis Management in the Banking Sector*, M. Haentjens and B. Wessels, (ed.) Edward Elgar Publishing part of the *Research Handbooks in Financial Law* series. (2015)
- B. Clarke, “The role of board directors in promoting environmental sustainability” chapter in B.J. Richardson and B. Sjøfjell (eds.) *Company Law and Sustainability* (Cambridge, 2015) pp148-174
- B. Clarke “Takeovers Regulation” chapter in *Palmers Company Law* (Thompson Sweet & Maxwell, London, 2010-2015)
- B. Clarke and N. Hardiman “Hubris and Nemesis in Ireland” chapter in S. Konzelmann and M. Fovargue-Davies (eds.) *Banking Systems in the Crisis: The Faces of Liberal Capitalism* (Routledge, August 2012)
- B. Clarke and A. Bates “Liability of Asset Managers in Ireland” chapter in D. Busch and D. DeMott (eds.) *Liability of Asset Managers* (Oxford University Press, March 2012) pp369-409.
- B. Clarke “The EU Takeovers Directive – A Shareholder Or Stakeholder Model?” chapter in P. Zumbansen and C. Williams (eds.) *The Embedded Firm: Labour, Corporate Governance And Finance Capitalism* (Cambridge University Press July 2011)
- B. Clarke “Where Was The ‘Market For Corporate Control’ When We Needed It?” chapter in W. Sun (ed.), *Corporate Governance and the Global Financial Crisis: International Perspectives* (Cambridge University Press, July 2011)
- B. Clarke “Corporate Governance” An Oxymoron? – The Role Of Corporate Governance in the Current Banking Crisis” chapter in I. Mcneill and J. O’Brien (eds.) *The Future Of Financial Regulation* (Hart Publishing, 2010)
- B. Clarke “Corporate Governance Regulation and Board Decision Making During Takeovers” chapter in A. Thankom and J. Turner (eds.) *Corporate Governance and Development* (Edward Elgar, 2009)
- B. Clarke “The Relationship between Corporate Governance and Takeovers in Ireland” chapter in R. Keane and A. O’Neill (eds.) *Corporate Governance – An Irish Perspective* (Thomson Roundhall, Dublin, 2009)
- B. Clarke “Inside Information and the Market Abuse Directive” chapter in P. Ali and G. Gregoriou (eds.) *Insider Trading: Regulation and Analysis* (CRC Press, London, 2008)
- B. Clarke and R. Clark, *Contract Cases and Materials* (Gill & Macmillan: Dublin 2008, 2004, 2000, 1994)

- B. Clarke, “The Market for Corporate Control and the Implications of the Takeover Directive (2004/25)” chapter in P.Ali and G. Gregoriou (Eds.) *International Corporate Governance after Sarbanes-Oxley* (John Wiley & Sons: New Jersey, 2006)
- B. Clarke and G. Fitzgerald, “Cross Border Mergers in Company Law: Removing the Final Barriers – Ireland” in *International Federation of European Law XX Congress, Reports and Conclusions* (British Institute of International and Comparative Law: London, 2002)
- B. Clarke, *Takeovers and Mergers Law in Ireland* (Round Hall Sweet & Maxwell: Dublin, 1999)

#### Articles in International Peer-Reviewed Journals

- B Clarke (with G Henderson) “Directors As Guardians Of The Public Interest: Lessons From The Irish Banking Crisis” *Journal of Corporate Law Studies* (2016) DOI: 10.1080/14735970.2015.1128752
- “Irish Company Law as a means of furthering the Climate Change Agenda” 11 *International and Comparative Corporate Law Journal* 104 (2015)
- B. Clarke “The EU’s Shareholder Empowerment Model in the Context of the Sustainable Companies Agenda” 2 *European Company Law* 103 Special Edition (2014) University of Oslo Faculty of Law Research Paper No. 2014-06
- B. Clarke (with J. Antunes, T. Baums et al “Response to the European Commission’s Action Plan on Company Law and Corporate Governance” 10 *European Company and Financial Law Review* 304 (2013)
- B. Clarke “The Takeovers’ Directive – A Meaningful Contribution to Stakeholders Rights in Europe” 10 *International and Comparative Corporate Law Journal* 80 (2013)
- B. Clarke “The Market for Corporate Control: New Insights from the Financial Crisis in Ireland” 36 *Seattle University Law Review* 63 (2013)
- B. Clarke “Reviewing Takeover Regulation in the Wake of the Cadbury Acquisition: Regulation in a Twirl [2011] *Journal of Business Law* 298-308
- B. Clarke “Reinforcing the Market for Corporate Control” [2011] *European Business Law Review* 517-540 (and editor of this special edition)
- B. Clarke, ‘Directors’ Duties in a Changing World: Lessons from the Cadbury Plc Takeover’. (2010) 7 *European Company Law* 204–209
- B. Clarke “Insider Dealing: Getting Under the Skin of Fyffes Plc v DCC Plc & Others” [2009] 1 *Journal of Business Law* 68-91
- B. Clarke “The Takeovers Directive – Is a Little Regulation Better Than No Regulation?”(2009) 15 (2) *European Law Journal* 174–197
- B. Clarke “Takeover Regulation– Through the Regulatory Looking Glass” 8 *German Law Journal* 381-412 (2007) and *Comparative Research in Law and Political Economy* Research Paper No. 18 available at <http://ssrn.com/abstract=1002675>
- B. Clarke “Articles 9 and 11 of the Takeover Directive (2004/25) and the Market for Corporate Control” [2006] *Journal of Business Law* 355-374
- B. Clarke “European Takeover Regulation and Directive 2004/25/EC” (2006) 24 *The Company and Securities Law Journal* 93-106
- B. Clarke “Regulating Poison Pill Devices” (2004) 4 *Journal of Corporate Law Studies* 51-75
- B. Clarke “European Takeover Regulation – The Latest Draft of the 13<sup>th</sup> Company Law Directive” (1999) 10 *European Business Law Review* 482-491
- B. Clarke “The Draft 13<sup>th</sup> Directive and Employees – an Irish Law Perspective” (1998) 9 *European Business Law Review* 311-317

#### Working Paper Series (Available on Social Science Research Network)

- B Clarke and G Henderson, “Are Public Interest Directors a Good Idea? Lessons from the Irish Banking Crisis” (September 15, 2015). UCD Working Papers in Law, Criminology & Socio-Legal Studies Research Paper No. 11/2015. Available at SSRN: <http://ssrn.com/abstract=2660781>

- Clarke, Blanaid J., *The Role of Board Directors in Promoting Environmental Sustainability* (September 21, 2015). *Company Law and Sustainability: Legal Barriers and Opportunities*, Beate Sjøfjell and Benjamin J. Richardson (eds), Cambridge University Press, 2015; University of Oslo Faculty of Law Research Paper No. 2015-31. Available at SSRN: <http://ssrn.com/abstract=2663328>
- B. Clarke, Antunes et al, *Response to the European Commission's Action Plan on Company Law and Corporate Governance* (October 2, 2014). Available at SSRN: <http://ssrn.com/abstract=2504524>
- Ahern, Deirdre M. and Clarke, Blanaid J., *Listed Companies' Engagement with Diversity: A Multi-Jurisdictional Study of Annual Report Disclosures* (August 1, 2013). ECGI - Law Working Paper No. #221. Available at SSRN: <http://ssrn.com/abstract=2306932>. or <http://dx.doi.org/10.2139/ssrn.2306932>
- B. Clarke, *"Irish Company Law Mapping Paper"* University of Oslo Faculty of Law Research Paper No. 2012-35.
- B. Clarke "Where was the 'Market for Corporate Control' when we Needed it?" *UCD Working Papers in Law, Criminology & Socio-Legal Studies Research Paper No. 23/2009*
- T. Lynn and B. Clarke "The Irish Corporate Governance System" *UCD Working Papers in Law, Criminology & Socio-Legal Studies Research Paper No. 38/2010*
- B Clarke "Reinforcing the Market for Corporate Control" *UCD Working Papers in Law, Criminology & Socio-Legal Studies Research Paper No. 39/2010*

### III. Recent Conference Presentations

- "Implications of Brexit on the Financial Services Sector" Presentation at the Irish Centre for European Law/IBEC conference on The legal implications of a potential Brexit (5 May 2016)
- "The Duty of Parent Companies" Presentation at the Shareholders' Duties Seminar, University of Aarhus, Denmark (10 November 2015)
- "*Datafin* Revisited: Judicial Review During a Takeover Bid" presentation at the Centre for European Legal Studies and the Centre for Corporate and Commercial Law Seminar Series, University of Cambridge (4 November 2015)
- "Company Formation" European Model Companies Act Conference, Vienna (10/11 September 2015)
- "The Legal Response to the Irish Banking Crisis: Banking Supervision" presentation at Austerity: The Irish Experience Symposium / Editorial Conference, The Michael Smurfit Graduate Business School in Association with the Geary Institute for Public Policy (19 June 2015)
- "The Role of Culture in Good Corporate Governance" CUCC Annual Conference Compliance Through Communication, Trinity College Dublin (18 August 2015)
- "A Bank's Duty of Care" McCann FitzGerald In-house Presentation (18 June 2015)
- "Themes and challenges in the diversity agenda", presentation at *Insurance, Diversity and the Talent Gap* Conference, organised by Dublin International Insurance & Management Association and BNY Mellon, Dublin (23 April 2015)
- "Worker rights under the Cross Border Mergers Directive" presentation to *GoodCorp* - the research network on Corporate Governance (European Trade Union Institute), TUC, London (27 April 2015)
- Discussant on A. Dignam's paper "Regulatory Legitimacy in EU Takeover Policy" *European Forum on Securities Regulation* (EFRS), Vienna (5 December 2014)
- "The Role of Audit Committees in Good Governance of Central Banks" *Hawkamah – IMF's High Level Forum on Central Bank Governance- Audit Oversight and Assurance Mechanisms* (9 December 2014)
- Shareholders as Guardians of Long Term Growth – Is EU Faith Misguided? Presentation to Corporate and Securities Panel "Improving Approaches and Substance", 2014 Massey Prize Symposium, University of Texas (26 September 2014)
- "Judicial Review" presentation at *Conference of International Takeover Regulators*, London (22 May 2014)
- "Corporate Governance under the Capital Requirements Directive and Regulation" *McCann FitzGerald In-house Presentation* (8 May 2014)

- “The Role of Diversity in Good Governance” presentation at *Assistant Secretary Network Annual Conference*, Dublin (4 May 2014)
- “Board Directors: What can we expect of them?” presentation and participant in “Roundtable Discussion on Future Research Directions” *ERC Lessons in the Management of 'People Risk' Seminar Series*, Dublin (26 March 2014)
- “Criminal Liability Of Legal Persons and their Directors” Opening Remarks at *Irish Centre for European Law/ European Anti-Fraud Office, European Commission EU Criminal Law Conference* (21 March 2014)
- Presentation at *Re-Thinking Banking in Ireland Panel, Trinity Economic Forum* (14 February 2014)
- “In the context of the Sustainable Companies Agenda, is a Director Primacy Model more Beneficial than a Shareholder Empowerment Model?” presentation at the Sustainable Companies Conference, Oslo (5 December 2013)
- “Corporate Governance in the Era of CRD IV” keynote presentation at Irish Institute for European Affairs 'The Future of Banking in Europe' Conference, National Convention Centre, Dublin (2 December 2013)
- Corporate Governance Failings and Credit Institutions”, a presentation at The Financial Crisis Five Years On: A Critical Reflection Conference, Griffith College (18 October 2013)
- “Gender Diversity on European Company Boards” presentation at the *ERA Annual Conference on European Company Law*, Triers (26 September 2013)
- “Banking Union – a short-term crisis management tool or key to long-term systemic stability“: presentation and panel discussant at The European Banking Union – A Turning Point? ERA Conference, Dublin (25 April 2013)
- “Corporate Governance: An Oxymoron?” Inaugural Lecture, McCann FitzGerald Chair of Corporate Law, Trinity College Dublin (17 January 2013)
- “Regulatory Reform”: panel presentation at *Financial My Word is My Bond: Regulating for Integrity in the City* Allen & Overy, University of Leeds and CLMR Conference, London (15 January 2013)
- “New Tools”: moderator at “*New Legal Thinking on Financial Regulation*” University of Cambridge and London School of Economics Conference, Cambridge (30 November 2012)
- “Regulating risk management at listed companies: panacea or bitter pill?” presentation at ERA Annual Conference on European Company Law 2012, Trier (27 September 2012)
- “The Takeovers Directive Report 2012” : presentation at Post-crisis Trajectories of European Corporate Governance: Dealing with the Present and Shaping the Future, University of Leeds (21 September 2012)
- “The Market for Corporate Control – New Insights from the Financial Crisis”: paper to be presented at the *4th International Symposium of the Adolf A. Berle, Jr. Center for Corporations, Law and Society*, University College London Faculty of Laws (15 June 2012)
- “The future of takeovers policy in the UK,US and EU”: panel discussant at the *Queen Mary/Vanderbilt Conference on Anglo-American Corporate Governance*, the Institute for Advanced Legal Studies, London (23 March 2012)
- “The Role of Advisers in Ensuring Compliance with the Takeover Rules”: presentation at *Conference of International Takeover Regulators*, Austrian Ministry of Justice, Vienna (7 September 2011)
- “Governance of Corporate Groups”: public lecture in the *Company Law Seminar Series, University of Oslo* (10 June 2011)
- “The Effects of OTC Equity Derivatives on Corporate Governance: the EU Perspective”: presentation at “*Forging a New Regulatory Balance: OTC Derivatives and the Global Financial Crisis*” Conference, University College Dublin, Newman House (20 May 2011)
- “Risk Management”: presentation at the *European Commission’s “European Company Law: the way forward” Conference* in Brussels (17 May 2011)
- “Translating Enlarged Director Duties into Law: a European or a National Approach?”: paper delivered to the *10th European Corporate Governance Conference*, Brussels (6 December 2010)

#### IV. Other

- Co-Editor of *Legal Studies* (UK)
- Departmental Editor (Takeovers) of the *Journal of Business Law* (UK)
- Member of the Editorial Board (Takeovers) of *Palmers Company Law* (UK)
- Member of European Model Company Act Group (EMCA). This is a group of international company law professors chaired by Professor Paul Kruger Anderson and Professor Theo Baums and funded by Aarhus University.
- Founding Member, the Centre for Corporate Governance at University College Dublin.
- Visitor to: Faculty of Law, Cambridge (April – May 2012), Osgoode Hall Law School, Toronto (CLPE Fellow, March 2008), University of Queensland (February 2006) and the University of Sydney (Parsons Visitor, February 2006)
- Lecturing in Company Law, Contract Law, Corporate Governance and Takeover Regulation in Trinity College Dublin
- Director of LLM Programmes, School of Law, Trinity College Dublin