

# MICHAEL R. SIEBECKER

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Professor of Law

University of Denver College of Law

## EDUCATION

COLUMBIA UNIVERSITY, J.D., LL.M., M.Phil., Ph.D. (Political Science)

Honors: President's Fellow, Columbia Graduate School  
Faculty Fellow, Columbia Department of Political Science  
James Kent Scholar, Columbia Law School  
Harlan Fiske Stone Scholar, Columbia Law School  
Submissions Editor, Journal of Transnational Law

YALE UNIVERSITY, B.A., *magna cum laude*

Honors: Distinction in Political Science

## APPOINTMENTS

UNIVERSITY OF DENVER COLLEGE OF LAW, Denver, CO

*Professor of Law*

Summer 2012 to present

Courses: Corporations; Mergers & Acquisitions; Agency, Partnerships, and LLCs;  
Corporate Social Responsibility.

UNIVERSITY OF FLORIDA COLLEGE OF LAW, Gainesville, FL

*Professor of Law*

Summer 2011 to Summer 2012

*Associate Professor of Law*

Summer 2008 to Summer 2011

*Assistant Professor of Law*

Summer 2005 to Summer 2008

Courses: Corporations; Corporate Governance; Unincorporated Business Enterprises;  
Advanced Corporate Law; Corporate Social Responsibility; Equality & the Law.

WASHINGTON UNIVERSITY SCHOOL OF LAW, St. Louis, MO

*Visiting Professor of Law*

Fall 2008 to Spring 2009

Courses: Corporations; Agency, Partnerships, and LLCs; Advanced Corporate Law.

## PUBLICATIONS

### Major Articles

*Bridging Troubled Waters: Linking Corporate Efficiency and Political Legitimacy Through a Discourse Theory of the Firm*, 75 **OHIO STATE LAW JOURNAL** (2014).

*A New Discourse Theory of the Firm After Citizens United*, 79 **GEORGE WASHINGTON LAW REVIEW** 102 (2010).

*Trust & Transparency: Promoting Efficient Corporate Disclosure Through Fiduciary-Based Discourse*, 87 **WASHINGTON UNIVERSITY LAW REVIEW** 115 (2009).

*Building a “New Institutional” Approach to Corporate Speech*, 59 **ALABAMA LAW REVIEW** 247 (2008) (lead article), reprinted in **FIRST AMENDMENT LAW HANDBOOK** 1051 (Rodney M. Smolla ed. 2009).

*Corporate Speech, Securities Regulation and an Institutional Approach to the First Amendment*, 48 **WILLIAM AND MARY LAW REVIEW** (2006), reprinted in **FIRST AMENDMENT LAW HANDBOOK** 601 (Rodney M. Smolla ed. 2008), quoted in *Bulldog Investors v. Galvin*, 23 Mass. L. Rptr. 413, available at 2007 WL 4647112, at \*5 (Mass. Super. Ct. 2007).

*Cookies and the Common Law: Are Internet Advertisers Trespassing On Our Computers?* 76 **SOUTHERN CALIFORNIA LAW REVIEW** 893 (2003).

### **Smaller Works**

*Securities Regulation, Social Responsibility and a New Institutional First Amendment*, 29 **VIRGINIA JOURNAL OF LAW & POLITICS** 535 (2014).

*Communicative Action and the Corporation*, 1 **INTERNATIONAL JOURNAL OF BUSINESS & MANAGEMENT STUDIES** 561 (2012).

*Promoting Trust in Trusts & Estates*, 5 **INTERNATIONAL JOURNAL OF ARTS & SCIENCES** 751 (2012).

*The Duty of Care and Data Control Systems in the Wake of Sarbanes-Oxley*, 83 **CHICAGO-KENT LAW REVIEW** 821 (2010).

*The Internet and Civil Liberties*, in **ENCYCLOPEDIA OF AMERICAN CIVIL LIBERTIES** (2006).

*To Be or Not To Be: Out in the Academy*, 22 **JOURNAL OF LAW & INEQUALITY** 141 (2004).

*Book Review*, 119 **POLITICAL SCIENCE QUARTERLY** 387 (2004) (reviewing DANIEL R. PINELLO, *GAY RIGHTS AND AMERICAN LAW* (2003)).

### **PRESENTATIONS**

*Apology and the Corporation*, International Conference on Interdisciplinary Legal Studies, University of Oxford. Oxford, United Kingdom. February 2015.

*Bridging Troubled Waters: Linking Corporate Efficiency and Political Legitimacy Through a Discourse Theory of the Firm*, University of Tulsa College of Law. April 2014.

*Discourse Theory for Sustainable Business*, 10th International Conference on Environmental, Cultural, Economic, and Social Sustainability, University of Split. Split, Croatia. January 2014.

*Fighting for Global Corporate Secrecy With the First Amendment*, Invisible Harms: Intellectual Property, Privacy and Security in a Global Network Conference, The Wharton School of Business, University of Pennsylvania. November 2013.

*Securities Fraud, Social Responsibility, and a New Institutional First Amendment*, Jefferson Symposium on Compelled Commercial Speech, University of Virginia School of Law. October 2013.

*Bridging Troubled Waters: Linking Corporate Efficiency and Political Legitimacy Through a Discourse Theory of the Firm*, Denver University Sturm College of Law. August 2013.

*A New Institutional Critique of Brandishing the First Amendment*, Law & Society Conference. June 2013.

*A Discourse Theory of the Firm*, Boston College School of Law. November 2012.

*Corporate Discourse and Business Ethics*, 5<sup>th</sup> International Conference on Corporate Social Responsibility, Humboldt University. Berlin, Germany. October 2012.

*The Dynamics of Corporate Discourse*, International Conference for Academic Disciplines. Vienna, Austria. April 2012.

*Corporate Governance and Corporate Discourse*, Georgia State University School of Law. November 2011.

*Discourse Theory and Corporate Organization*, University of Denver College of Law. October 2011.

*Communicative Action and the Corporation*, Louisiana State University School of Law. April 2011.

*Citizens United and a New Institutional Approach to Corporate Speech*, Association of American Law Schools Annual Meeting, Joint Meeting of Constitutional Law and Business Associations Sections. January 2011.

*A New Discourse Theory of the Firm After Citizens United*, The National Centre for Business Law, University of British Columbia, Canada. November 2010.

*Emerging Markets, CSR, and a New Discourse Theory of the Firm*, Ninth Annual Colloquium on Corporate Social Responsibility in Emerging Markets. PricewaterhouseCoopers Center for CSR, Graduate School of Management, St. Petersburg State University, Russia. September 2010.

*Trust and Transparency: Promoting Efficient Corporate Disclosure Through Fiduciary-Based Discourse*, Case Western Reserve University School of Law. February 2010.

*Guarding the Guardians: How Encapsulated Trust Can Save the Organic Certification Market*, Sixth International Conference on Social, Cultural, and Economic Sustainability. University of Cuenca, Ecuador. January 2010.

*Trust and Transparency: Promoting Efficient Corporate Disclosure Through Fiduciary-Based Discourse*, In Berle's Footsteps, Inaugural Symposium for the Adolf A. Berle, Jr., Center on Corporations, Law and Society. Seattle University School of Law. April 2009.

*Trust and Transparency: Promoting Efficient Corporate Disclosure Through Fiduciary-Based Discourse*, St. Louis University School of Law. April 2009.

*Disclosure and Secrecy in Corporate Law*, Information Security Best Practices: Interactive Media, Consumer Behavior and the Law Conference. The Wharton School of Business, University of Pennsylvania. January 2009.

*Critique of Global Banks as Global Regulators: The Equator Principles*, Perspectives from Law and Business Conference. Georgetown University Law Center and the McDonough School Of Business, Georgetown University. November 2008.

*Encapsulated Trust and the Tragedy of Corporate Transparency*, Washington University School of Law. October 2008.

*Trust, Efficiency, and Corporate Transparency*, Eighth International Conference on Knowledge, Culture and Change in Organisations. Cambridge University, United Kingdom. August 2008.

*Trust and Disclosure*, Third International Conference on Interdisciplinary Social Sciences. Monash University Centre, Italy. July 2008.

*Legal Ethics and International Corporate Responsibility*. University of Costa Rica Law School. July 2008.

*Building a 'New Institutional' Approach to Corporate Speech*, Northwestern University Law School. March 2008.

*Speech and Corporate Power*, Center for Progressive Reform: The Power of Corporations. University of North Carolina Law School. March 2007.

*Corporate "Greenwash" and Securities Regulation*, Thirteenth Annual Public Interest Environmental Conference. University of Florida Law School. March 2007.

*Shareholder Citizenship in the Internet Age*, Southeastern Association of Law Schools Conference. July 2006.

*Corporate Speech, Securities Regulation and an Institutional Approach to the First Amendment*. Jurisgenesis Conference. Washington University Law School. June 2006.

*The Duty of Care and Data Control Systems in the Wake of Sarbanes-Oxley*, Corporate Information Security, Consumers and the Future of Regulation Conference. University of Florida Law School. February 2006.

*Winning the Battle, Losing the War: Reflections on Romer v. Evans*, Western Political Science Association Annual Meeting. March 2003.

## **GRANTS**

*University of Florida, Committee on Sustainability.* Awarded \$5,000 grant for “Enhancement of Sustainability in Instruction.” The grant is being used to develop case studies which address the legal, economic and social challenges facing international companies that adopt environmental sustainability as a business goal. Spring 2007.

## **SUPREME COURT PRACTICE**

*Counsel for Amicus Curiae in Nike v. Kasky.* Co-drafted amicus brief to the Supreme Court of the United States on behalf of various “socially responsible” investment firms in Nike v. Kasky, a commercial speech case. Spring 2003.

## **LEGAL EMPLOYMENT**

CRAVATH, SWAINE & MOORE, New York, NY

*Corporate Associate*

Spring 1997 to Fall 1998

Negotiated and drafted agreements in several acquisition transactions and in numerous registered and unregistered securities offerings.

*Litigation Associate*

Fall 1994 to Spring 1997

Developed litigation strategies, argued motions, and drafted trial and appellate briefs in various securities, corporate governance, general commercial, product liability, environmental and First Amendment matters, including the successful representation of Governor Pataki’s Chief Counsel and Spokesperson regarding their advocacy of the 1996 Clean Water/Clean Air Bond Act.

## **JUDICIAL EXPERIENCE**

NATIONAL ASSOCIATION OF SECURITIES DEALERS, New York, NY

*Arbitrator*

Fall 2001 to Spring 2005

Conducted arbitrations of securities, fraud, contract, business and employment disputes involving investors, securities firms and employees of securities firms. Cases addressed a wide variety of investor claims related to management, sales or transfers of stocks, bonds, options, mutual funds and other types of securities.

NEW YORK CITY ENVIRONMENTAL CONTROL BOARD, New York, NY

*Appellate Administrative Law Judge*

Fall 2002 to Spring 2004

Conducted appeals of administrative judicial decisions related to a variety of environmental, health, building, landmark and business laws. Cases involved numerous New York City agencies and addressed a wide range of issues, including asbestos remediation, medical waste disposal, water conservation, building code compliance, air pollution and landmark preservation.

## **PRIOR ACADEMIC EXPERIENCE**

HOFSTRA UNIVERSITY SCHOOL OF LAW, Hempstead, NY  
*Associate Professor of Law*

Fall 2004 to Fall 2005

HUNTER COLLEGE, CITY UNIVERSITY OF NEW YORK, New York, NY  
*Adjunct Assistant Professor of Political Science*

Spring 2002 to Spring 2004

## **ACADEMIC AND PROFESSIONAL SERVICE**

*Network for Sustainable Financial Markets, Member.* Member of international, non-partisan network that fosters interdisciplinary collaboration and research among academics and market professionals regarding sustainable market regulation. Spring 2008 to present.

*Stanford University Press, Manuscript Reviewer.* Review manuscripts for publication regarding law, politics, and public education. Fall 2007 to present.

*Pace University School of Law, Juror for Goettel Faculty Scholarship Prize.* Evaluated manuscripts for faculty scholarship award at Pace University School of Law. Summer 2007.

*Manhattan Community Board, Member.* Appointed by Manhattan Borough President to serve a two-year term on a local government board. Spring 1996 to Summer 1998.

*New York State Mediator.* Mediated neighborhood disputes at a Harlem community center and multi-session parent/child conflicts in conjunction with the Children's Aid Society and the Bronx Family Court. Fall 1993 to Spring 1994.

## **ADMISSIONS AND MEMBERSHIPS**

Bar of the State of New York  
Bar of the Southern District of New York  
Bar of the State of California  
American Bar Association  
Bar Association of the City of New York  
American Political Science Association  
American Society for Political and Legal Philosophy