

DIRECTORS ROUNDTABLE

Hot Topics in High Profile Internal Investigations

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& PARTNERS
REPUTATION AND ADVOCACY

Overview of Today's Presentation

- Today's presentation is intended to provide an overview of best practices and key considerations when handling investigations into potentially sensitive or high-profile allegations that may already be public or may become public – investigations that may later be scrutinized by regulators, the market, and/or the media.
- What could initiate or require an internal investigation?
 - “External” investigation – SEC, DOJ, subpoenas, search warrants.
 - Whistleblower or hotline complaint.
 - Internal audit or diligence for corporate transaction.
 - Media inquiries.

Whether to Investigate

- If allegations are public, or likely to become public, you need to know your facts better than anyone else.
 - Can you use your investigation with regulators?
 - Can your investigation inform your public messaging?
- If not public, benefits of investigating v. potential consequences of not investigating.
 - Source and credibility of allegations.
 - Severity of alleged misconduct.
 - Likelihood of its becoming public.
 - CYA with regulators and the public v. “running for luck.”
- Fiduciary duties of directors.

Goals of the Investigation

- Developing facts and evidence to determine the extent of any alleged violation, including potential civil and criminal liability.
- Inspiring confidence that investigations will be completed fairly, consistently, confidentially, and with a firm commitment of no retaliation for reports made in good faith.
- Where wrongdoing is identified:
 - Remediating past misconduct.
 - Formulating a strategy for future compliance.
- Even where wrongdoing is not confirmed or results are inconclusive – identifying opportunity for enhanced policies, procedures, training, and other internal controls.
- Use results of report of investigation with regulators.

Who Should Investigate

- Handle internally: Legal, H.R., Internal Audit
- Outside counsel
- Retain experts – forensic accountants, PR/crisis management
- Who should supervise? Who is the client?
- Does it make a difference if you expect to use any report of the investigation with regulators?

Conducting Investigation

- Communications with complainant/whistleblower and client.
- Document preservation/collection.
- Protect privilege.
- Immediate/emergency action?
 - Safety considerations.
 - Trade secrets.
- Interviews.
 - *UpJohn*.
 - Representation.
- Value of independence and thoroughness for government and public consumption v. business disruption.
- Retain experts/consultants.

Engaging Communications/Reputation Experts

- Potentially high-profile or crisis situations often warrant engaging communications reputation experts right away.
- PR and communications reputation experts should be engaged by the legal team under the attorney-client privilege to develop a communication plan before it becomes critical – or is too late.
- Like the internal investigation itself, the communication plan needs to be flexible and may be iterative, depending on factual, legal, regulatory, or other developments at play.
- Important to ensure that any communication plan is completely aligned with the factual and legal developments and strategy – even as the internal investigation is still unfolding.

Engaging Communications/Reputation Experts

- In addition to developing the communication plan, PR experts will manage the media and ensure that any external communications are consistent with the agreed-upon communications plan.
- Among other things, communications reputation experts understand:
 - Rules of the road—when to use “background,” “on the record,” “off the record.”
 - When to use reporters as a source of information.
 - The intersection of online media and traditional media.
 - Online communications are both a source for traditional media as well as its own source of information for journalists and your opposition.
- They also can help consider proactive steps in a crisis situation:
 - Using microsites as a means to protect the corporate website as well as provide information on your case.
 - Sentiment analysis and online analytic reporting.

Handling Potential Whistleblowers

- Dodd-Frank Act of 2010 contained sweeping changes to claims by whistleblowers.
- Increased monetary incentives for whistleblowers – individuals may recover double back pay and up to 30% of monetary sanctions obtained by the government over \$1 million.
- Bypassed prior administrative process by encouraging individuals to go directly to the SEC; individuals also can bring suit directly in Federal Court for employment discrimination claims.
- Potential impacts on –
 - How to conduct corporate internal investigations and document results.
 - Navigating potential retaliation claims by disgruntled and/or underperforming employees looking for protection as “whistleblowers.”
 - Whether and when to voluntarily to self-disclose to the government.
 - Cooperation “credit” for self-reporting.

Concluding the Investigation

- At the outset of the investigative process, consideration should be given to how the results of the investigation will ultimately be disclosed, and to whom.
- Oral versus written report.
- Potential remedial measures.
- Opportunities for enhancements to internal controls, training, and/or policies.
- Communications with complainant and accused.
- Consider self-reporting to government regulators.
- Public messaging.

Potential Liability and Disclosure Considerations

- Disclosure Considerations: whether and when to disclose an investigation.
 - Exposure for companies, boards, and individuals
 - Generally, the securities laws require disclosure: (1) when an affirmative duty to disclose arises under the applicable rules or regulations; or (2) when failing to disclose the information would render other disclosures materially misleading.
- SEC rules and regulations that most likely apply to internal investigations include:
 - Regulation S-K, Item 103 (Legal Proceedings);
 - Regulation S-K, Item 303 (Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A); and
 - Accounting Standards Codification (ASC) 450 (Loss Contingencies).
- State law fiduciary duty claims.

Pros/Cons of Disclosure and Self-Reporting

- Likelihood of situation becoming public absent disclosure.
- Legal obligation to self-report.
- Reputational benefit to disclosure.
 - Preempt bad news.
 - Control and tell your own story.
- Credit from SEC to self-report.
- Outside auditors may encourage disclosure.
- Merger or other transaction requiring disclosure (or related diligence inevitably leading to disclosure).
- To allow trading by insiders.
- Public/market may overreact to news.
- May draw government attention.

**PROFESSIONAL
BIOGRAPHIES**



GOODWIN

ROBERTO M. BRACERAS

PARTNER



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Roberto Braceras, former head of the Litigation Department in Goodwin's Boston office, has more than 20 years' of experience in white collar criminal defense, securities fraud and complex commercial litigation. Mr. Braceras, a former federal prosecutor, has tried jury and non-jury cases in both state and federal court. He also has defended a variety of investigations before the U.S. Securities and Exchange Commission, the Massachusetts Securities Division, FINRA and other self-regulatory organizations. Mr. Braceras is ranked by *Chambers USA: America's Leading Lawyers for Business* for his White Collar Crime & Government Investigations work.

EXPERIENCE

Mr. Braceras has successfully represented Fortune 50 corporations, top financial firms, leading universities and individuals in a wide variety of government investigations and civil litigation involving securities fraud, health care fraud, the False Claims Act, insider trading, environmental crimes, export violations and the Foreign Corrupt Practices Act (FCPA). Such representations have resulted in declined prosecutions and favorable judgments and settlements.

Mr. Braceras's representations include:

- Harvard University and Massachusetts Institute of Technology in class actions involving claims seeking greater "accessibility" to various websites.
- Research misconduct investigations and related litigation on behalf of universities and research institutions. Such representations have included the successful dismissal of a federal lawsuit challenging an internal research investigation. Mr. Braceras also successfully argued the appeal before the First Circuit Court of Appeals.
- Former SAC Capital Advisors portfolio manager, Mathew Martoma, against criminal and SEC allegations of insider trading. Prosecutors alleged that Martoma participated in the largest-ever insider trading case, committing securities fraud by trading on shares of two pharmaceutical companies using non-public information, resulting in over \$276 million in gains.
- Various private equity firms and their portfolio companies in post-closing disputes, SEC and government inquiries, and internal investigations.
- Mutual fund service provider in an SEC investigation and enforcement matter involving mispriced securities.
- UniFirst Corporation in a multi-district litigation (MDL) involving hundreds of claims based on a meningitis outbreak caused by alleged criminal wrongdoing by the New England Compounding Center ("NECC").
- PM USA, Inc. in *Haglund v. PM USA, Inc.*, a wrongful death action in Massachusetts state court. After a month-long trial, the jury returned a complete defense verdict. Mr. Braceras was recognized by *Massachusetts Lawyers Weekly* for "scor[ing] a big win."

ROBERTO M. BRACERAS

- Jon Paul Rorech, a Deutsche Bank trader, in *SEC v. Rorech, et al.*, 09 Cv 4329 (S.D.N.Y.), the first-ever insider trading case involving credit default swaps. In June 2010, after a month-long trial, the court dismissed all charges against Mr. Rorech, providing Mr. Braceras's client with a sweeping victory in a landmark case regarding sales practices in the fixed income markets.
- Richard Lane, the former President of the Worldwide Medicines division of Bristol-Myers Squibb (BMS), in criminal, SEC, and private civil securities cases involving allegations of fraud in connection with so-called "channel stuffing" practices at BMS. In *United States v. Fred Schiff and Richard Lane*, 06 Cr. 406 (D.N.J.), after more than five years of pre-trial litigation, the district court dismissed the government's primary theory of liability, a decision affirmed on appeal by the Third Circuit. All charges against Mr. Lane were later dismissed in connection with a deferred prosecution agreement with the government.

Among other past cases, Mr. Braceras successfully represented: (i) prominent private equity firms and their portfolio companies in post-closing and working capital disputes; (ii) food industry companies in due diligence, internal audits, and government investigations; (iii) a national pension consulting firm in connection with claims relating to the Madoff ponzi scheme; (iv) Harvard University in False Claims Act litigation; (v) several mutual fund complexes in market timing NASD, SEC, and DOJ investigations; (vi) international corporations in FCPA investigations; and (vii) pharmaceutical and medical device companies in cases involving claims of off-label marketing.

PROFESSIONAL ACTIVITIES

Mr. Braceras was appointed by Massachusetts Governor Charlie Baker to be Vice Chairman of the Commonwealth's Judicial Nominating Commission. He also served on the Judicial Nominating Commission chosen to help the governor fill five of the seven seats on the Massachusetts Supreme Judicial Court. Mr. Braceras also currently serves on the board of directors the U.S. District Court Criminal Justice Act (CJA) Panel. As a member of the CJA panel, he represents indigent defendants pro bono in federal criminal cases.

In 2011, Mr. Braceras was appointed to serve on a bi-partisan committee to screen candidates for federal judgeships in the District of Massachusetts. Previously, Mr. Braceras served, at the request of the U.S. District Court, as a member of a Federal Magistrate Merit Selection Panel. He also was a member of the Massachusetts Ballot Law Commission.

PROFESSIONAL EXPERIENCE

Prior to joining Goodwin, Mr. Braceras worked as a federal prosecutor with the U.S. Department of Justice in the Criminal Division, Fraud Section. During his tenure with the Department of Justice, he investigated and prosecuted various complex federal crimes, including telemarketing fraud, money laundering, wire fraud, and FCPA offenses. While with the Justice Department, Mr. Braceras represented the United States in Mexico City in discussions with the Mexican government concerning extradition issues. He also prosecuted local crimes with the U.S. Attorney's Office for the District of Columbia and bank fraud cases with the New England Bank Fraud Task Force. As a prosecutor, he successfully tried numerous cases to verdict.

RECOGNITION

Mr. Braceras is ranked by *Chambers USA* for his White Collar & Government Investigations work. He has been described as a "tremendous" attorney who "possesses formidable experience and particular expertise in sensitive internal and government investigations and corresponding litigation." He is also listed in [Global Investigations Review 100](#), a guide to the world's leading firms for corporate investigations. Mr. Braceras has been recognized by *Massachusetts Lawyer's Weekly* on its "Power List" as one of the state's "most influential attorneys," and by the *Boston Business Journal* as one of the top 40 business leaders in Massachusetts under

the age of 40 (2007). He was also a recipient of the Attorney General's Special Achievement Award for his performance as a Department of Justice prosecutor.

PUBLICATIONS

Mr. Braceras has written and lectured on issues related to white collar criminal defense, securities fraud, and the False Claims Act.

Mr. Braceras appeared on CNBC's Squawk Box in July 2014 to discuss insider trading. And he lectured at New England School of Law, also on insider trading in November 2014. In addition, Mr. Braceras has been a featured speaker at the 2014 Hispanic National Bar Association Annual Convention in Washington; at the 2010 MCLE College & University Law Update; the U.S. District Court, Boston "Federal Bench Meets Bar" presentation; Hispanic National Bar Association Annual Convention, New York (panel on internal investigations); 18th Annual ABA National Institute on White Collar Crime, Miami (panel on securities enforcement); and 3rd Annual Minority Corporate Counsel Association CLE Expo, Chicago (panel on white collar investigations).

Mr. Braceras is the author of: (i) "Second Circuit Raises The Bar For Government Insider Trading Prosecutions – Practical Implications For The Business Community"; (ii) "The False Claims Act and Universities: From Fraud to Compliance," *Treatise On College and University Law*, published in 2009 by Massachusetts Continuing Legal Education; (iii) "Late Trading and Market Timing," *The Review of Securities & Commodities Regulation* (April 2004; also cited in *GOA Report: Mutual Fund Trading Abuses*, May 2005); (iv) "Market Timing and Late Trading: Criminalization or Regulation?," an ABA-CLE publication on white collar crime (March 2004); (v) "'Corruptly Persuading' The Obstruction of Justice," *White Collar Crime Reporter* (May 2002); and (vi) "Circuit Grapples with 'Honest Services' Fraud," *New York Law Journal* (July 2002).

EDUCATION

- J.D., Yale Law School, 1994
- A.B., Dartmouth College, 1991 (*magna cum laude*; Phi Beta Kappa)

ADMISSIONS

Mr. Braceras is admitted to practice in the state and federal courts of Massachusetts and before the New York Supreme Court, and the U.S. District Courts for the Southern District of New York, the District of New Jersey and the District of Connecticut, as well as the U.S. Courts of Appeal for the First and Third Circuits.

CLERKSHIPS

- 1994 to 1995 U.S. District Court for the District of Massachusetts, Honorable Nathaniel M. Gorton

JENNIFER L. CHUNIAS

PARTNER



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Jennifer Chunias is a partner in Goodwin's Securities Litigation, White Collar Defense and Business Litigation group. She concentrates in the areas of government and internal investigations; shareholder, founder, and partnership disputes and litigation; private equity and venture capital post-closing disputes, arbitrations, and litigation; and higher education litigation.

Ms. Chunias' clients include public and private healthcare, life sciences, and technology companies and their boards, officers, and directors; private equity and venture capital firms and their directors; and prominent universities.

Ms. Chunias regularly represents public and private companies, officers, and directors before federal and state regulators, including the DOJ, SEC, FINRA, and the Massachusetts Securities Division. She has conducted dozens of internal corporate investigations for companies, boards of directors, audit committees, and special board committees into allegations of healthcare fraud, securities fraud, financial accounting improprieties, and insider trading, as well as alleged Foreign Corrupt Practices Act (FCPA), False Claims Act (FCA), #MeToo, immigration, and export violations. She has extensive experience through these matters on a wide variety of whistleblower issues, including under Sarbanes-Oxley and Dodd-Frank, as well as *qui tam* whistleblowers under the FCA.

She handles a variety of shareholder, founder, and partnership disputes, litigation, and governance matters. These have included shareholder and other disputes among members of closely held corporations, shareholder derivative and Delaware Section 220 demands, as well as litigation alleging breaches of shareholder agreements, minority shareholder rights, and fiduciary obligations. She also frequently represents her investment firm clients in a variety of post-closing matters, including arbitrations and litigation arising out of escrow and indemnification disputes, restrictive covenant violations, and working capital disputes.

Ms. Chunias routinely works with public and private company clients on the implementation of appropriate policies and remedial actions identified during corporate investigations, as well as the development of appropriate compliance protocols, particularly FCPA, anti-bribery, and anti-corruption policies, training, and due diligence. She also advises independent directors and private equity and venture capital clients on corporate governance matters, fiduciary obligations, as well as best practices for portfolio company board service.

EXPERIENCE

Among her recent representative matters, Ms. Chunias' representations include:

- A global technology company in connection with civil False Claim Act *qui tam* litigation and criminal investigations by the U.S. Attorney's Office and the U.S. Department of Justice, National Security Division, relating to defense contracts and allegations of visa fraud, contract fraud, and ITAR violations.
- Research misconduct investigations and related litigation on behalf of universities and research institutions. Such representations have included the successful dismissal of a federal lawsuit challenging an institutional research misconduct investigation on behalf of Harvard Medical School.
- An international investment firm in connection with partnership disputes and numerous emergency arbitration proceedings relating to the firm's investment in certain medical cannabis entities, ultimately negotiating a favorable settlement and return of the firm's investment.
- A U.S. publicly-traded software company in federal court post-closing litigation seeking indemnification for numerous fiduciary and restrictive covenant breaches, ultimately negotiating a highly favorable settlement.
- A U.S. publicly-traded global manufacturer of scientific and diagnostic instruments in connection with investigations by the SEC, DOJ and Hong Kong Independent Commission Against Corruption into alleged bribery and corruption violations at several of the Company's China subsidiaries.
- A global private equity firm that has raised over \$18 billion of capital in connection with an arbitration involving claims of fraud and breach of fiduciary duty. Ms. Chunias was a member of the Goodwin team that ultimately obtained a \$170 million award and defeated over \$100 million in counterclaims.
- A financial consulting firm in False Claim Act and class action litigation arising out of "pay-to-play" allegations relating to the New Mexico State pension system.
- The former CEO of a pharmaceutical and medical device company in connection with a federal indictment relating to the company's sale of allegedly unapproved and adulterated drugs.
- A private healthcare consulting firm in connection with multiple FCA *qui tam* whistleblower suits arising out of allegations that the company assisted hospitals seeking and receiving inflated Medicare and Medicaid reimbursements.
- A national pension consulting firm in connection with claims relating to the Madoff Ponzi scheme.
- The principals of The Pyramid Companies, a multi-billion dollar commercial real estate firm in connection with a breach of fiduciary duty suit brought by a minority partner seeking to dissolve and liquidate one of The Pyramid Companies' asset-holding general partnerships valued at over \$200 million. Ms. Chunias was part of a Goodwin team that defeated all fiduciary duty claims against the principals and obtained judgment after a three-week trial that the minority partner had wrongfully attempted to dissolve the partnership.
- The buyers of National Manufacturing, Inc. in an arbitration and numerous post-arbitration litigation proceedings after obtaining an award that sellers had breached environmental warranties and were responsible for full environmental remediation costs.

PROFESSIONAL ACTIVITIES

In 2016, Ms. Chunias was appointed by Massachusetts Governor Charlie Baker to the State Ballot Law Commission.

Ms. Chunias has served on the Board of the Women's Bar Foundation, on the BBA's Individual Rights Responsibilities Section Steering Committee, and as a pro bono Bar Advocate, handling dozens of court appointments in the Criminal Division of the Boston Municipal Court.

PROFESSIONAL EXPERIENCE

Prior to joining Goodwin in 2005, Ms. Chunias was a lecturer at Harvard Law School. Before that, she was an associate in the Litigation Practice Group at Testa, Hurwitz & Thibault, LLP in Boston.

RECOGNITION

Ms. Chunias is listed in [Global Investigations Review 100](#), a guide to the world's leading firms for corporate investigations. In 2009, Ms. Chunias was selected by the *Boston Business Journal* as one of the top 40 business leaders in Massachusetts under the age of 40 and honored at a "Women of Justice" event by *Massachusetts Lawyers Weekly*, the Women's Bar Association and the Massachusetts Association of Women Lawyers. She also was selected as an "Up and Coming Lawyer" for 2005 by *Massachusetts Lawyers Weekly* and named a Massachusetts Super Lawyer "Rising Star" in 2006, 2007, 2008 and 2009.

PUBLICATIONS

Ms. Chunias was appointed Climenko Thayer Lecturer on Law at Harvard Law School in 2004, and has taught as an adjunct professor at Northeastern University School of Law. She is also a frequent panelist on such topics as healthcare fraud and the False Claims Act, the FCPA, conducting effective internal investigations, handling whistleblowers, public company compliance concerns, and rising enforcement risks associated with global business models.

She has authored several book chapters, articles and other publications related to white collar criminal defense, the FCPA, the FCA and securities fraud.

Ms. Chunias' recent publications include:

- ["Corporate Whistleblower Developments and Best Practices,"](#) *Corporate Counsel* (November 2018)
- ["Second Circuit Limits Reach of FCPA,"](#) *Goodwin Client Alert* (August 2018).
- ["A Guide To Corporate Internal Investigations,"](#) *MCLE* (March 2017).
- ["Update: Another SEC Enforcement Action on Whistleblower Waivers and Releases,"](#) *Goodwin Client Alert* (August 2016).
- ["SEC Enforcement Expands Scope of Prohibited Provisions in Employment-Related Agreements,"](#) *Goodwin Client Alert* (August 2016).
- "Qui Tam Suits and the Civil False Claims Act," Chapter 16, *Massachusetts Business Torts, MCLE Press* (2016).
- ["SEC Applies Whistleblower Protections to Confidentiality Arrangements,"](#) *Goodwin Client Alert* (April 2015).
- ["Conducting Effective Internal Investigations: A Corporate Counsel's Guide,"](#) *MCLE* (January 2015).
- ["Sound the Alarm: Whistleblower Trends and the Pitfalls of Retaliation Claims,"](#) *MCLE* (January 2015).
- "The SEC's Whistleblower Program: 2013 Results and What to Expect in 2014," *Goodwin Client Alert* (April 2014).
- ["SEC Forecasts an Increase in Whistleblower Cases and Awards,"](#) *The Harvard Law School Forum on Corporate Governance and Financial Regulation* (July 2013).
- ["Beware SEC's Increased Whistleblower Focus,"](#) *Law360* (June 2013).
- ["DOJ and SEC Release Detailed Guidance on the Foreign Corrupt Practices Act,"](#) *Goodwin Client Alert* (November 2012).
- ["Oracle to Pay \\$2 Million to Settle FCPA Charges Related to Subsidiary's Use of Side Funds in India,"](#) *Goodwin Client Alert* (August 2012).
- ["Rule 502: A Way to Limit Privilege Waiver in Government Investigations,"](#) *Business Crimes Bulletin* (September 2009).
- "Two Years After Sarbanes-Oxley: Assessing the Impact on D&O Liability Insurance," *Review of Securities & Commodities Regulation* (May 2004).
- "Qui Tam Suits and the Civil False Claims Act," Chapter 17, *Massachusetts Business Torts, MCLE Press* (December 2002).

- “False Claims Act Enforcement in Massachusetts,” *Boston Bar Association Criminal Law Section Newsletter* (May 2002).
- “The *Qui Tam* Explosion: Massachusetts Joins the Battle,” *Massachusetts Lawyers Weekly* (June 2001).

Ms. Chunias' recent speaking engagements include:

- “Key Issues Facing Boards of Directors: New SEC Enforcement Initiatives and Corporate Governance Risks,” Directors Roundtable, Boston, MA (April 5, 2018).
- “How to Conduct Efficient, Effective Internal Corporate Investigations,” MCLE, Panelist, Boston, MA (April 13, 2017).
- “Directors Roundtable: Key Issues Facing Boards of Directors,” Directors Roundtable, Boston, MA (March 29, 2017).
- “FCPA Investigations: Best Practices and Trends,” EY Fraud Investigation & Dispute Services, Boston, MA (March 23, 2017).
- “ACI's 3rd Annual Executive Forum on False Claims & Qui Tam Enforcement,” MCLE, Panelist, New York, NY (January 21, 2016).
- “Whistleblowers: What Companies Are Doing Now,” Webinar, Panelist (September 2015).
- “How to Conduct & Respond to Internal Corporate Investigations,” MCLE, Panelist, Boston, MA (February 2015).
- “The Global Anticorruption Regulatory Landscape,” Massachusetts Export Control Center Export Regulatory Compliance Update Conference, Panelist, Boston, MA (June 2014).
- “ABA Section of Litigation Annual Conference,” ABA, Panelist, Scottsdale, AZ (April 2014).
- “China – Issues in Corruption,” Harvard Asia Business Conference, Panelist, Cambridge, MA (March 2014).
- “SEC Forecasts an Increase in Whistleblower Cases and Awards,” The Harvard Law School Forum on Corporate Governance and Financial Regulation (October 2013).
- “New Business Integrity Challenge - Protecting Assets in a Digitalized, Global Environment,” KPMG's Audit Committee Roundtable Series, Panelist, Boston, MA (December 2012).
- “Resolving Civil Health Care Fraud and *Qui Tam* Actions,” Boston Bar Association Health Care Fraud Program, Boston, MA (April 2009).

EDUCATION

- J.D., Northeastern University School of Law
- B.A., The University of Vermont

ADMISSIONS

BAR

Massachusetts

COURTS

U.S. District Court of Connecticut

U.S. District Court of Massachusetts

**Directors Roundtable Institute:
Hot Topics in High Profile Investigations
Thursday, May 9, 2019**

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JOE BAERLEIN



Joe Baerlein is a well-known strategic communications advisor to some of the nation's largest companies, trade associations, and large not-for-profit organizations, specializing in reputation and advocacy matters.

Working with law firms and businesses all over the country, Joe has managed over 100 crisis and reputation assignments on a variety of topics including Department of Justice (DOJ), US Attorney and State Attorneys Generals investigations, sex abuse at private schools, airplane crashes, data breaches and media investigations into high-profile individuals.

He has also directed major advocacy campaigns for corporate clients on a variety of issues and is known as the leading ballot strategist in Massachusetts, having won eight statewide races over a 20-plus year period.

Joe is a member of the Massachusetts Bar Association and serves on the boards of Associated Industries of Massachusetts, The New England Council and Mass Association for Mental Health.

He was formerly a partner in one of the country's top 25 independent strategic communications and public affairs companies for 18 years.

Earlier in his career, Joe was Of Counsel to Choate, Hall & Stewart Law Firm in Boston and President of their public strategies subsidiary, The Choate Group.

He also served in two major cabinet positions in Massachusetts state government and directed the winning campaign for Lt. Governor Evelyn F. Murphy, the first woman ever elected to statewide office in the Commonwealth.

Joe has an undergraduate degree in marketing from the University of Rhode Island, a Masters in Communications from Boston University and a JD from Suffolk University Law School.

JONATHAN KARUSH



Jonathan Karush is a leading international expert in political technology and social media organizing.

While an undergraduate at the University of Pennsylvania, he founded Liberty Concepts Inc, one of America's leading digital advocacy and marketing firms.

He has served as a consultant to numerous governments, political candidates, advocacy groups and corporations.

Jonathan is a former Sagner Fellow at the Century Institute and has served as a US State Department Technical delegate on international assignments.

He is the former Chief Technology Officer for both Citylife and Democracy.com. He also serves on the advisory board of the Shorenstein Center at Harvard.

Jonathan graduated *cum laude* from the University of Pennsylvania with distinction in Political Science and has a Masters in Public Policy from Harvard University.

Jon has worked with Joe Baerlein for the last six years on a variety of crisis and advocacy initiatives and leads the digital strategies unit of Baerlein & Partners.

ED DAVIS



Edward Davis is the founder and CEO of The Edward Davis Company. As the former Police Commissioner of Boston, Ed is a leader in security and law enforcement and an expert in that sector's intersection with innovative technology.

His leadership in the handling of the Boston Marathon bombing won him and the Boston Police widespread praise and recognition for performance in the midst of a serious terrorist crisis.

Ed represents Fortune 500 and other large corporations, including AT&T, Kinder Morgan, National Grid, Uber, Deloitte, Draft Kings, the St. Louis Cardinals and the Boston Red Sox, as well as venture-backed technology startups and government agencies.

Ed leads a team of security and technology experts, that includes former federal agents, local law enforcement, military officials, technical experts and attorneys, with strong links to academic institutions, national and international governments and the intelligence community.

The collective experience of the Davis Team lends their expertise to crisis response, risk management, physical security assessment and policy review of large-scale venues along with cybersecurity, government consulting and product strategy. The Davis Team has also participated in the review of policies and procedures for major universities and conducted large-scale investigations for companies across the world.

Ed is a frequent contributor to Fox News Network and has appeared on "Meet the Press" and "60 Minutes". He was a Fellow at Harvard's Institute of Politics and has lectured extensively at Harvard and MIT.

Ed Davis has collaborated with Joe Baerlein for three years on large-scale advocacy projects, crisis investigations and thought leadership.

SHARON HANSON



Sharon Hanson is the Chief Operating Officer and General Counsel of The Edward Davis Company. She oversees the day-to-day operations of the entire Davis Team, providing leadership and management throughout the execution of all of the firm's projects.

She previously served as Chief of Staff for the Boston Police Department and is a veteran prosecutor, having served in the Middlesex County District Attorney's Office.

In her role as Chief of Staff for the Boston Police Department, she was part of the Command Staff, senior leadership team responsible for the daily management of the Department and high-profile police investigations.

In her 14 years at the Middlesex District Attorney's Office, Sharon prosecuted cases in District Court, Jury of Six and Superior Court, including multiple homicides and other major felonies. She was appointed Deputy First Assistant District Attorney, responsible for overseeing the attorneys assigned to the Superior Court division of the District Attorney's Office.

She is a graduate of Boston College and Boston College Law School. She holds a Professional Director Certification from the American College of Corporate Directors, a public company director's education, and credentialing organization.

Sharon and her business partner, Ed Davis, have worked closely with Joe Baerlein on client issues for three years.

