

Dennis P.R. Codon | Of Counsel

Corporate Governance

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photo coming soon

Dennis P.R. Codon focuses his practice on complex business transactions and corporate governance.

Prior to Blank Rome, Dennis served as senior vice president and chief legal officer in the law department of Unocal Corporation, where he managed the worldwide law department and developed a state of the art compliance program, managed corporate governance functions, and directed the company's legal affairs. He also spearheaded major expansion efforts for the company's law department by placing lawyers in locations as distant as Vietnam, Bangladesh, the Philippines, and Singapore, and increased the law department presence in Indonesia and Thailand. Prior to becoming general counsel, Dennis served as corporate secretary and was responsible for various corporate functions, including investor relations and corporate risk management for the entire company.

Dennis has been featured in articles in *Corporate Legal Times*, *National Law Journal*, *Los Angeles Daily Journal*, and *Inside Counsel*, among other publications. He has also had appearances on *Bloomberg Business News*, *Reuters Television*, *Insider Exclusive*, and has been quoted in numerous publications.

Dennis has been published various times, including:

- "The Key Five Questions to Ask at the Start of an Internal Investigation," *Emergency Envelopes*, Vol. II, Issue 1 (July 2006)
- "Recent Developments in Executive Compensation," *The Corporate Compliance & Regulatory Newsletter* (January 2004)
- "How Unocal Has Dramatically Changed Its Corporate Governance Model Over a Century: From Exploration to Innovation," Co-Author, *Corporate*

Governance Advisor (November/December 2001)

He has also spoken at various events, including:

- **Our New Friends: The Outside Auditors** (Moderator)—USC Gould School of Law, Los Angeles County Bar Association Corporate Law Departments Section, Los Angeles, CA (December 3, 2008)
- **On the Stand: Are You and Your CEO Prepared to Testify in Court?**—Los Angeles County Bar Association Corporate Law Departments Section, Los Angeles, CA (September 9, 2008)
- **The Corporate Secretary—Duties and Responsibilities Between Shareholders and the Board**—Society of Corporate Secretaries & Governance Professionals, Mexico City, Mexico (February 15, 2008)
- **Guiding Your Board**—Society of Corporate Secretaries & Governance Professionals, Orlando, FL (February 1, 2008)
- **Basic Managing & Supporting Your Board**—Society of Corporate Secretaries & Governance Professionals, Orlando, FL (January 30, 2008)
- **Executive Compensation Disclosure Development**—Practicing Law Institute, Los Angeles, CA (January 16, 2008)
- **2007 Institute for Corporate Counsel** (Panelist)—USC Gould School of Law, LACBA Corporate Law Departments Section, Los Angeles, CA (December 5-6, 2007)
- **Privacy Laws—What the Corporate Secretary Needs to Know**—Society of Corporate Secretaries & Governance Professionals (June 27-July 1, 2007)
- **Recent State Case Law and Legislative Developments** (Panel Moderator)—Society of Corporate Secretaries & Governance Professionals, Bellevue, WA (September 16, 2006)
- **Compliance??? Compliance!!!**—Superior Essex, Inc., St. Louis, MO (September 13, 2006)
- **Minutes by Goldilocks—Not too Long, Not too Short, but Just Right**—Society of Corporate Secretaries & Governance Professionals, Philadelphia, PA (June 29, 2006)
- **We're Liable for What? How Your Company Can Protect Itself from Acts Overseas** (Panelist)—Institute of Corporate Counsel, Los Angeles County Bar Association (December 5, 2006)
- **International Governance Standards & Dealing with Foreign Subsidiaries—60 Years of Meeting Members' Needs**—Society of Corporate Secretaries & Governance Professionals, New York City, (December 8, 2005)
- **Director Training—Implementing a Governance**—The Society of Governance Professionals & Corporate Secretaries, Boulder, CO (September 16, 2005)
- **Essentials of the Corporate Secretarial Function—Corporate Governance: Mechanics** (Panelist)—American Society of Corporate Secretaries, Inc., Scottsdale, AZ (January 2004)
- **Corporate Governance and Practical Elements of Board Management Relations** (Speaker and Panelist)—Stanford University School of Law
- **Sarbanes-Oxley Act of 2002** (Panelist)—Los Angeles County Bar

- Association, Corporate Law Departments 2002 Annual Seminar
- **Presentations to the Board of Trade of Thailand and Chulalongthorn University Law School on post-Enron Governance**—(February 2002)
 - **Corporate Governance and Board Evaluation**—National Association of Corporate Directors (NACD), Silicon Valley (October 2001)
 - **Thai Law for Foreigners** (Keynote Speaker)—Dhurakijpundit University, Thailand (January 2000 and November 2002)
 - **Stanford University School of Law General Counsel Institute** (Keynote Speaker)—(October 2000)
 - **Blue Ribbon Committee on Improving the Effectiveness of Corporate Audit Committees**—(1999)
 - **Institutional Shareholder Services Annual Conference (Corporate Governance)**—(March 1998)
 - **What the Board Expects from General Counsel and the Corporate Secretary**—sponsored by ACC, NACD, and NASDAQ (November 9-10, 2004)

Admissions

- California

Education

- Brigham Young University, BA
- Southwestern Law School, JD

Professional Activities

Dennis is chair of the Board of Governors for the Institute of Corporate Counsel, a joint venture between USC Gould School of Law and the Los Angeles County Bar; chair of the Board of Trustees at Southwestern University School of Law; current member of the Board of Directors, and former chairman, for the Alliance for Children's Rights; international representative, former national board member, and former L.A. chapter president of the Society of Corporate Secretaries & Governance Professionals; and member and former chair of the Corporate Governance Committee of the International Bar Association.