

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
Richard H. Walker '75 Chair in Business Law

Affiliated Faculty, Temple University Department of History, 2021-present

(I. Herman Stern Professor of Law, 2016-2021; 5-year term chair)

(Assistant Professor to Professor, 2006-2015)

Classes Taught: Corporations; Comparative Corporate Governance; Unincorporated Business Associations; Professional Responsibility; Torts; Property; Introduction to Transactional Skills (ITS)

Select University and Law School Service: Chair, Law School Tenorial Faculty, 2021-present; Dean Search Committee, Temple University Fox School of Business, 2021-2022; University Promotion & Tenure Committee, 2017-2019; Law School Executive Committee 2018-2020; Curriculum Committee, Chair, 2017-2020; Faculty Review/Tenure & Promotion Committee 2015-2017, Chair 2016-2017; Disciplinary Committee 2014-2016, 2021, 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.

Honors: Friel-Scanlan Award for Faculty Scholarship, 2024

University of Pennsylvania Carey School of Law, Philadelphia, PA

Visiting Professor of Law, Fall 2021 (teaching Corporations)

Temple University-Japan, Tokyo, Japan

Visiting Professor of Law, Spring 2015 (teaching Unincorporated Business Associations and Comparative Corporate Governance)

SCHOLARSHIP: BOOKS

O'NEAL AND THOMPSON'S CLOSE CORPORATIONS AND LLCs: LAW AND PRACTICE (co-author with Robert Thompson) (3d ed. revised 2022) (annually updated)

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

SCHOLARSHIP: ARTICLES, ESSAYS, AND BOOK CHAPTERS

Changing Corporate Purpose: Law, Managers, and the B Corp, __ SW. L. REV. __ (forthcoming 2025) (symposium)

Corporate Purposes: An Historical Perspective, in CORPORATE PURPOSE, CSR, AND ESG 173-194 (Binder, Hopt & Kuntz, eds.) (2024)

The Unexpected Origins of the LLP, in THE ORIGINS OF COMPANY LAW 71-90 (Barnes & Hardman eds.) (2024)

Three Stories: A Comment on Pritchard and Thompson's A HISTORY OF SECURITIES LAWS IN THE SUPREME COURT, 47 SEATTLE U. L. REV. 951-963 (2024) (symposium)

"People are People in a New Sense": Race, Markets, Foundations, and Paul K. Edwards's 'Southern Urban Negro as a Consumer', 43 TOCQUEVILLE REV./LA REVUE TOCQUEVILLE No. 2, 69-88 (December 2022)

Delaware's Shifting Judicial Role in Business Governance, 77 BUS. LAW. 971-1037 (2022) (with Thomas & Thompson)

Shareholder Meetings and Freedom Rides: The Story of Peck v Greyhound, 45 SEATTLE U. L. REV. 1-39 (2021) (symposium contribution)

- Selected for presentation at the 2022 AALS Annual Meeting, Section on Business Associations
- Reprinted in 65 CORP. PRACTICE COMMENTATOR 591 (forthcoming 2023).

The Personification of the Partnership, 74 VAND. L. REV. 1835-1874 (2021) (symposium contribution)

- Reprinted in 71 DEFENSE L. J. 1 (2022)

The SEC Enforcement Division: A History, available at <http://www.sechistorical.org/museum/galleries/enf> (2020) (online essay and related oral histories)

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 Jeter & Thomas)

"All Lawyers are Somewhat Suspect": A. A. Berle and the Modern Legal Profession, 42 SEATTLE U. L. REV. 641-662 (2019) (symposium contribution)

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) (symposium contribution)

- 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 Bank & Cheffins)

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

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

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 Cheffins & Bank) (symposium contribution)

"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 through 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 Cheffins & Bank)

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 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) (symposium contribution)

- 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)

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: DISSERTATION

Remapping America: Market Research and American Society, 1900-1940 (Ph.D., University of Virginia, 1998) (UMI No. AAT 9916354), 466 pp.

SYMPOSIUM ORGANIZED

“Corporate Capitalism and the City of God,” Symposium held (virtually) at the Berle Center on Corporations, Law, and Society, at Seattle University Law School, May 20-21, 2021 (co-organized with Prof. Charles O’Kelley)

PRESENTATIONS/WORKSHOPS

“Ethical Lives and Business Forms,” Friel-Scanlan Lecture, Temple University Beasley School of Law, April 2025 (scheduled)

Invited Commentator, Book workshop on “Corporate Democracy,” University of Virginia School of Law, Charlottesville, VA, December 2024

Moderator, Conference on Shareholders and Corporate Governance, Free University of Bolzen-Bolzano, November 2024

“The Accidental Origins of the LLP,” Tulane University Law School Workshop on Political Economy, January 2024; Society of Legal Scholars Annual Seminar: Origins of Company Law, University of York, November 2022

“Corporate Purposes,” Conference on the Public Corporation, University of Tubingen, June 2022

“‘People are People’ in a New Sense’: Paul K. Edwards and *The Southern Urban Negro as a Consumer*,” Conference on Civil Institutions in American Life, L’Ecole des hautes Etudes en sciences sociales (EHESS), June 2022

Commentor, Panel on Alternate Business Entities, National Business Law Scholars Conference, June 2021

“Shareholder Meetings and Freedom Rides,” Seattle University School of Law Symposium on Corporate Capitalism and the City of God, May 2021; National Business Law Scholars Conference, June 2021; AALS Business Associations Section panel on “Race and Teaching Corporate Law,” January 2022; University of Pennsylvania Carey School of Law faculty workshop, February 2022

“The Personification of the Partnership,” University of Edinburgh Partnership Conference, April 2021; Vanderbilt Law Review symposium, November 2020

“Shareholders and Stakeholders,” Michael Buhl Annual Lecture, University School of Nashville, February 2020.

Comment on 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

“Democracy and Dysfunction,” 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; 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 on 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; Vanderbilt University School of Law, September 2013

“Law and History by the Numbers,” University of Illinois College of Law, October 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; University of Illinois School of Law Faculty Workshop, December 2011; Columbia/Georgetown/UCLA/USC Law & Humanities Junior Scholar Workshop, University of Southern California Gould School of Law, June 2011; Conference on Firm Governance: Law in History, Tel Aviv University Institute for Law and History, June 2010

“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 Seminar on Corporate Governance, April 2012; Twelfth Annual Law & Business Conference, Vanderbilt University Law School, October 2010; University of Illinois College of Law, September 2010

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

“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

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

Manuscript reviewer: *American Journal of Legal History*, *Business History Review*, Hart Publishing, *Law & History Review*, *Law & Social Inquiry*, *Management and Organizational History*, *Mcgill Law Journal*, *Journal of Business Ethics*, Aspen Publishing, Cambridge University Press, Edward Elgar Press, *Yale Law Journal*, *University of Chicago Law Review*, *Oxford Journal of Legal Studies*, *Journal of American History*

BAR MEMBERSHIPS

District of Columbia; Tennessee (inactive)