

Thomas M. Madden

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Education

Northwestern University School of Law, Chicago, IL J.D. 1989
Research Assistant to Prof. Stephen B. Presser, 1987-88. Tutor at Cabrini Green, 1989.
Summer Clerk to Hon. Ronald R. Lagueux (U.S. Dist. Court, RI), 1987.

Trinity College, Hartford, CT B.A. 1986
Interdisciplinary honors in History and Literature. Chairman, Athenaeum Society (Intercollegiate Debate Club). Elected student representative to Curriculum Committee and Student Activities Council. Class President, 2006-2011.

New York University, New York, NY M.A. Politics 1996
Assistant to Dean of College of Arts and Science/Prelaw Advisor, 1992-3; Graduate Assistant for *Introduction to Western Political Thought* and various research projects, 1993-96; Administrator of Department Colloquium, 1995-6. Left Ph.D. program *ABD* to return to full time law practice.

Recent Courses Taught

Northeastern University, Boston, MA 2013-Present
Adjunct Professor of Law and Business.

D'Amore-McKim School of Business

- **International Business & Global Social Responsibility.** Teaching IB&GSR to undergraduates with emphasis on ethics and CSR, Spring 2017.
- **Strategy.** To teach Strategy to undergraduates, Summer I 2017.

Northeastern University School of Law

- **Contracts.** Teaching Contracts to LLM students since Fall 2013.
- **Law & Strategy.** Developed and teach course in Law & Strategy emphasizing law in business planning in regulated industries, including finance, to M.L.S. and J.D. students since 2015.

Roger Williams University School of Law, Bristol, RI 2011
Adjunct Professor of Law.

- **Securities Regulation.** Taught Introduction to Federal Regulation of Securities Law to second and third year J.D. students.

Providence College School of Business, Providence, RI 2008-2012
Adjunct Professor of Law and Business Ethics.

- **Legal Environment of Business.** Taught undergraduate courses introducing administrative, criminal, civil and constitutional law and emphasizing law of contracts to juniors and seniors.
- **Professional Ethics and Responsibility.** Taught professional ethics and compliance to graduate M.B.A. students.

Johnson & Wales University, Providence, RI 2007-2008
Adjunct Professor of Business Ethics.

- **Ethics of Business Leadership.** Taught undergraduate course in business ethics to juniors and seniors in various schools and programs.

Recent Publications

- *Law & Strategy & Ethics: Ethical Transformation* – work in progress (2017).
- *Significance and the Materiality Tautology*, **10 J. BUS. & TECH. LAW 217** (2015).
- *Apologizing at Community Hospital – Giving Voice to Values – Babson* (2013).
- *Do Fiduciary Duties of Managers and Members of Limited Liability Companies Exist as with Shareholders of Closely Held Corporations?* **12 DUQ. BUS. L.J. 211** (Summer 2010).
- *O'Hagan, 10b5-2, Relationships and Duties*, **4 HASTINGS BUS. L. J. 55** (Winter 2008).
- *Identity Confusion and the Close Corporation: Do Corporate Formalities Matter?* **54 RI BAR JRNL. 5** (November/December 2005).
- *Fair Value and the Closely Held Corporation*, **51 RI BAR JRNL. 25** (September/October 2002).
- International Trade Law Streaming Media Module for the Rhode Island Export Assistance Center (2002).
- *Oppression of Minority Shareholder Rights in Closely Held Corporations*, **50 RI BAR JRNL. 19** (March/April 2002).
- *Causation in Private Civil Actions by Minority Shareholders Under Proxy Provisions of Section 14(a) of the Securities Exchange Act of 1934 (15 U.S.C.A. Section 78 N(A)) and Securities Exchange Act Rules Thereunder -- Post Virginia Bankshares*, **137 A.L.R. FED. 293** (1997).
- *Exempt Securities* -- Federal Regulation of Securities Annotated, Ch. 3, Lawyers Cooperative (1996).

Legal Experience

Law and Strategy Advisors, Boston, MA April 2016-present
Principal of boutique law, commercial mediation and consulting practice.

Madden | Brockmann LLC, Dedham, MA 2012-2016
Little Medeiros Kinder Bulman & Whitney, PC, Providence, RI 2008-2012
The Madden Law Firm, P.C., Providence, RI 2001-2008
Principal of boutique business law practice in several iterations.

Duffy & Sweeney, Ltd., Providence, RI 2000-2001
Associate in 10 attorney business law practice.

Jones Day, New York, NY 1997-1999
Associate in Securities and M&A practice groups of world's third largest law firm.

Shipman & Goodwin, Hartford, CT 1996-1997
Associate in corporate law practice group of two office 60 attorney general practice law firm.

Donovan, Leisure, Newton & Irvine, New York, NY 1989-1991
Associate attorney in corporate practice group of five office 225 lawyer international law firm.

Personal

Member of Massachusetts, Rhode Island, and New York Bars.

Member ALSB, NARBLA and NEALSB.

Note: Please see Addendum A, attached.

Recent Presentations

- **Shareholder Agreements**, at the Rhode Island Bar Association Annual Meeting, June 2015.
- **Market Basket and the Unique Challenges of Family Businesses** for the Turnaround Management Association, Northeast Chapter at The University Club of Providence, February, 2015.
- **Ethics and Financial Regulation**, work in progress, at NEALSB annual conference, Lenox, Massachusetts, April 2014.
- **Significance and the Materiality Tautology**, at NARBLA annual conference, UMASS Lowell, April 2014.
- **The Anatomy of the Meltdown of the Closely Held Corporation** at the Rhode Island Bar Association Annual Meeting, June 2014.
- **Employment Law Update in Rhode Island** for Sterling Education at the Providence Hilton, February 2009.
- **Simply HR Employment Program** for the Central Rhode Island Chamber of Commerce at New England Institute of Technology, February 2009.
- **Commercial and Real Estate Loan Documents: More than Just Papers** for Lorman Education Services at the Providence, RI Radisson, August 2008.
- **Affordable Small Business Lending**, for the Central RI Chamber of Commerce at Twenty Water Street, East Greenwich, January 30, 2008.
- **What Every SBA Lender Should Know** at the SBA America East Conference, Newport, RI, August 2007.
- **Financing the Small or Emerging Business** at the Rhode Island Bar Association Annual Meeting, June 2007.
- **Patents and the Patent Licensing Deal** at the Rhode Island Bar Association Annual Meeting, June 2007.
- **Recent Developments in Employment Law** for Sterling Education Services at the Providence, RI Marriott, September 2006.
- **An Overview of Intellectual Property Law** for the Tech Collective Bio Group at the Tiverton Incubator, October 2005.
- **New Rule 5.5 -- Multijurisdictional Practice on the Emerging Ethical Trends** panel at the Rhode Island Bar Association Annual Meeting, June 2004.
- **Intellectual Property: What is it and what does it mean for your business?** at the Central Rhode Island Chamber of Commerce, June 2003.
- **Business Start-up** for the Central Rhode Island Chamber of Commerce, March 2003, June 2002, January 2002; for SCORE at the Northern Rhode Island Chamber of Commerce, August 2002.
- **Law Practice and the World Wide Web** at Bryant College, April 2002.

Appointments

- Governor's appointee to State Health Services Council, 2007-2014.
- Mayor of Warwick's appointee to Pawtuxet River Authority, 2007.

Professional Involvement/Business Memberships

- ALSB Proceedings Reviewer, Philadelphia Annual Conference, 2015.
- ABLJ Manuscript Reviewer, 2014-present.
- Member, Boston Bar Association, Financial Services Section, 2008-present.
- Rhode Island Bar Association (elected Delegate, 2003-present; Committee on Ethics and Professionalism, 2000-2008; R.I. Bar Journal Editorial Board, 2005-2007; Annual Meeting Committee, 2006-present).
- Association of the Bar of the City of New York (Committee on Professional and Judicial Ethics, 1996-1999; Committee on Securities Regulation, 1999-2000; Council on International Affairs, 1999-2000).
- President, Trinity College Club of Rhode Island, 2003-present.
- Chair, Leadership Rhode Island Alumni Committee, 2005-2008; LRI PSI 2003 graduate.
- Chair, 2009-2011; Director, Central Rhode Island Chamber of Commerce, 2001-2012.
- Chair, 2007-2008; RI Chamber of Commerce Coalition (12,800 businesses); liaison, 2003-2012.
- Vice President-elect; Director, Rotary Club of Providence, 2008, 2011-2014. Program Chair, 2007-2008; member 2004-2014; Paul Harris Fellow, 2011.
- American Bar Association (Sections on Business Law, Intellectual Property and International Law, 2000-present).
- Greater Providence Chamber of Commerce member, 2001-present; Tech Collective (RITEC) member, 2002-present; Brown Forum for Enterprise member; 2002-present.