



HERBERT  
SMITH  
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## **CAROLYN PUGSLEY**

MANAGING PARTNER, CORPORATE

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Carolyn is Managing Partner for Corporate and the Regional Head of Practice for Corporate, Australia. In her role she is responsible for leading the strategic direction of the practice across our network of offices.

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## **BACKGROUND**

Carolyn holds a Bachelor of Law (Honours) and Bachelor of Arts from the University of Melbourne and an MBA from the Australian Graduate School of Management, where she was the top student in her graduating class.

## **KEY SERVICES**

[Corporate Governance](#)  
[Remuneration and Incentives](#)

## **KEY SECTORS**

[Mining](#)  
[Infrastructure](#)

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## **EXPERIENCE**

In her practice, Carolyn guides clients in establishing governance systems and structures, responding to emerging governance issues and market trends, and navigating sensitive board-level governance matters.

Carolyn has worked closely with a range of ASX 100 clients (including many of the ASX 20 companies) spanning construction, energy and resources, consumer products and healthcare sectors. She has also assisted public sector and other non-listed entities on strategic governance issues and broad governance reviews.

Drawing on her broad corporate exposure, deep understanding of applicable regulatory requirements and market practice insights, Carolyn provides her clients with guidance that is tailored to their specific circumstances (including size, culture, risk appetite, regulatory environment and stakeholder expectations).

As a member of Herbert Smith Freehills' Head Office Advisory team, Carolyn is a thought leader on governance issues and is involved in shaping policy through connections with regulators and peak bodies.

She has been listed as a leading Corporate Governance lawyer in the *Australian Financial Review 'Best Lawyers' guide* since 2014.

Carolyn's experience includes supporting the company secretaries, general counsel and directors of ASX 100 companies on:

- board effectiveness issues, including board reporting practice and processes
  - preparing corporate governance policies, including share trading policies, and board and committee charters
  - continuous disclosure processes and decisions, both in the context of 'business as usual' issues and one-off corporate events
  - the structure and disclosure of director and senior executive remuneration, including equity incentive plans and bonus arrangements
  - other sensitive board-level issues, including in connection with director and CEO performance and succession
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