

KATHLEEN SMALLEY
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213-297-5701

PROFESSIONAL EXPERIENCE

Alternative Dispute Resolution, 1996 – present.

As an advocate, participated in numerous arbitrations, governed either by existing rules or by innovative party-designed rules; crafted alternative dispute resolution agreements on behalf of clients.

After joining the American Arbitration Association panel in 2016-17, served as panelist, chair, or sole arbitrator in a variety of disputes. Chaired panel for the first multiparty evidentiary hearing conducted by AAA during the pandemic and developed procedures for conducting remote hearing.

Law firm practice, 1983-1984; 2011-2020.

As partner in national law firms, handled transactions and appeared in trial and appellate courts: Of Counsel, Foley & Lardner LLP (2019 – 2020); Partner, Locke Lord, LLP (2015 – 2017), Of Counsel (2017 – 2019); Partner, Boies, Schiller & Flexner, LLP, (2012 – 2015); Counsel (2011-2012); Associate, Martori Meyer Hendricks & Victor (1983-84).

Executive experience, 1984 – 2001.

Senior Vice President, Corporate Operations & General Counsel, Catellus Development Corporation (NYSE: CDX) (1997-2001)
General Counsel and Investment Manager, Crow Holdings (f/k/a Trammell Crow Interests) (1990-96)
Partner, Trammell Crow Group (1987-90); General Counsel, Trammell Crow Company (1984-87).

Consulting, 2001 – 2011; 2021- present

Select assignments for clients seeking legal or financial services, including as outside general counsel to confidential private investment group; expert testimony.

Judicial clerkships, 1981-1983

Justice Sandra Day O'Connor, United States Supreme Court, 1982-83
Judge John Minor Wisdom, United States Court of Appeals, Fifth Circuit, 1981-82.

BOARD EXPERIENCE

Quality Care Properties, Inc. (NYSE: QCP) (from spinoff in 2016 until sale in 2018): Director, Audit Committee, Nominating and Governance Committee (chair).

California State Teachers' Retirement System (CalSTRS) (2004-05): Trustee, Board Governance Committee (chair), Investment Committee, Corporate Governance Subcommittee, Audit and Risk Management Committee, ad hoc Compensation Committee.

iCivics (nonprofit formed by Justice O'Connor to provide web-based civics curriculum to K-12 students) (2009 – 2020): Director, including periods of service on Executive Committee, Finance Committee (Chair); Fundraising Committee.

Harvard Law School Visiting Committee (1992-2000): Chair 1994-2000.

TEACHING EXPERIENCE

Lecturer, Harvard Law School (multiple semesters between 1996-2008), Stanford Law School (2003), UCLA Law School (multiple semesters between 2005-2011), Yale Law School (2005), UCLA Anderson School of Management (multiple quarters between 2016-2022; planned for 2023). Developed and gave courses at these graduate schools in Advanced Real Estate Transactions (law students); Problems of Corporate Counsel (law students); Recognizing and Resolving Legal Issues in Real Estate (MBA students).

Associate Director, Ziman Center for Real Estate at UCLA, 2010-2011.

EDUCATION

J.D. magna cum laude, 1981, Harvard Law School
Editor, Harvard Law Review, Volumes 93-94

B.A. summa cum laude, 1978 Rice University
Phi Beta Kappa
Graham Baker Student

SELECTED PUBLICATIONS AND TEACHING MATERIALS

Confidentiality, Privilege, and Work Product: Special Problems of the In-House Lawyer, 35 Corporate Counsel Review 207 (2017) (with Everett Collis and Jonathan Koh).

Cost and Confusion Left Over From the Financial Crisis: The Need for Uniformity in Real Estate Law, UCLA Ziman Center Economic Letter, February 2017 (with Alfred M. Clark)

Recognizing and Resolving Legal Issues in the Real Estate Business, Course Reader for UCLA's Anderson Graduate School of Management

California Reconsiders Mandatory Energy Disclosure for Building Owners (Law360, 2015) (with Alfred M. Clark)

Establishing Effective Compliance Programs for Real Estate Borrowers and SPE Covenants in Inside the Minds: Financial Services Enforcement and Compliance (Aspatore 2013)

Internal Controls: Sarbanes-Oxley Act §404 and Beyond (BNA 2006) (with Simon Lorne and Jeffrey Schultz)

Problems of Corporate Counsel (unpublished volume used for the corporate counsel seminar at Harvard Law School)

Materials on Real Estate Transactions (unpublished volume used for the real estate transactions course at Harvard Law School).

PROFESSIONAL AND COMMUNITY ACTIVITIES

Member, American Law Institute; Advisory Committee for Restatement (Fourth) Property; Members' Consultative Committee for Model Penal Code: Sexual Assault and Related Offenses; Advisory Committee, Restatement (Third) Torts-Economic Torts and Related Wrongs

Fellow, British-American Project, 1995-Present, Advisory Committee (2021); Vice Chair US Executive Committee 1998; US Conference Co-Chair, "The Politics of Identity" 1997; Delegate, 1995

Member, Council on Foreign Relations, 1999-Present

Fundraising Chair, Harvard Law School Celebration 50 (recognition of 50th anniversary of admission of women to Harvard Law School)

Fellow, American College of Mortgage Attorneys, 2015 – Present

Lecturer, ABA Central and Eastern European Legal Initiative, 10-day seminar for law faculty (Krakow, Poland), 1993

Member, Board of Directors, Junior Achievement of Dallas, 1989-93; Chairman, Education Committee, 1993; classroom volunteer 1987-93.