

Kelli Alces Williams
Matthews & Hawkins Professor of Property
Associate Dean for Academic Affairs
Florida State University College of Law
425 W. Jefferson St., Tallahassee, FL 32306
(850) 644-5079; kalces@law.fsu.edu

ACADEMIC EMPLOYMENT

***Florida State University College of Law, Tallahassee, FL,
Matthews & Hawkins Professor of Property, 2018-present***

Associate Dean for Academic Affairs, May 2023-present

Associate Dean for Research, May 2020-April 2023

Loula Fuller and Dan Myers Professor of Law, 2011-2018

Professor, as of August 2018

Associate Professor (with tenure), August 2012-August 2018

Assistant Professor, August 2007-August 2012

- Courses: Corporations, Securities Regulation, Property, Contracts, Trusts & Estates, Advanced Trusts, Bankruptcy, Corporate Reorganization, Corporate Governance Seminar, Fraud in Silicon Valley Seminar, Trusting Relationships and the Law Seminar
- Committee Assignments:
 - Faculty Appointments Committee
 - Chair, 2015-2016
 - Member, 2010 calendar year, 2011 calendar year, Spring 2015, 2017-2018 academic year, Spring 2020, 2022-2023
 - Promotion and Tenure Committee, 2020-2022
 - Chair, March 2021-May 2022
 - Admissions Committee, 2010-2011, 2013-2014, Fall 2016, 2017-2020
 - Clerkships Committee, 2017-2018, 2018-2019 (Chair)
 - Curriculum Committee, 2008-2009
 - Enrichment Committee, 2008-2009, 2020-present (Chair)
 - Student Affairs Committee, 2007-2008, Spring 2010
 - Academic Waivers Committee, 2007-2008
 - University Library Committee, 2018-2021
 - Coach, Securities Regulation Moot Court, 2012, 2022

The University of Chicago Law School, Chicago, IL, Visiting Associate Professor, Fall, 2014

- Course: Business Organizations

George Mason University School of Law, Arlington, VA, Visiting Associate Professor, 2012-2013

- Courses: Business Associations and Securities Regulation
- Taught Corporations and Securities Regulation sections in The Henry G. Manne Program in Law & Economics Studies Sixteenth Law Institute for Economics Professors

University of Iowa College of Law, Iowa City, IA, Visiting Associate Professor, Fall 2009

University of Richmond School of Law, Richmond, VA, Visiting Assistant Professor, 2006-2007

BOOK AND BOOK CHAPTERS

Co-editor, *FEMINIST JUDGMENTS: CORPORATE LAW REWRITTEN* (with A. Choike and U. Rodrigues) (Cambridge University Press) (2022).

Introduction, *FEMINIST JUDGMENTS: CORPORATE LAW REWRITTEN* (with A. Choike and U. Rodrigues) (Cambridge University Press) (2022).

Self-Interested Fiduciaries and Invulnerable Beneficiaries: When Fiduciary Duties Don't Fit, in *FIDUCIARY DUTIES IN BUSINESS* (Cambridge University Press, 2022).

LAW REVIEW ARTICLES AND ESSAYS

The Harm in the Fiduciary Myth, 49 B.Y.U. L. REV. __ (forthcoming 2023-24).

Market Testing Boilerplate, 74 SYRACUSE L. REV. __ (forthcoming 2023-24).

Leaders Are Not Fiduciaries, 72 ALA. L. REV. 363 (2020).

Externalizing Board Governance Means Changing the Board's Function, 74 BUS. LAW. 297 (2019) (invited symposium).

Market-Based Innovation in Consumer Protection, 51 CONN. L. REV. 155 (2019).

Consumers, Seller-Advisors, and the Psychology of Trust (with Justin Sevier), 59 B. C. L. REV. 931 (2018).

The Fiduciary Gap, 40 J. CORP. L. 351 (2015).

Reprinted in 58 CORP. PRACTICE COMMENTATOR 141 (2016)

Balance and Team Production, 38 SEATTLE U. L. REV. 187 (2014) (invited symposium).

Larry Ribstein's Fiduciary Duties, 2014 U. ILL. L. REV. 1765 (invited symposium).

Legal Diversification, 113 COLUM. L. REV. 1977 (2013).

The False Promise of Risk-Reducing Incentive Pay: Evidence from Executive Pensions and Deferred Compensation (with Brian D. Galle), 38 J. CORP. L. 53 (2012).

Strengthening Investment in Public Corporations Through the Uncorporation, 35 SEATTLE U. L. REV. 1009 (2012) (invited symposium).

Beyond the Board of Directors, 46 WAKE FOREST L. REV. 783 (2011).

Reprinted in 54 CORP. PRACTICE COMMENTATOR 367 (2012).

Limiting the SEC's Role in Bankruptcy, 18 ABI L. Rev. 631 (2011) (invited symposium).

The Equity Trustee, 42 ARIZ. ST. L. J. 717 (2010).

Revisiting Berle and Rethinking the Corporate Structure, 23 SEATTLE U. L. REV. 787 (2010) (invited symposium).

Debunking the Corporate Fiduciary Myth, 35 J. CORP. L. 239 (2009).

Strategic Governance, 50 ARIZ. L. REV. 1053 (2008).

Enforcing Corporate Fiduciary Duties in Bankruptcy, 56 KAN. L. REV. 83 (2007).

Moving Toward a Federal Law of Corporate Governance in Bankruptcy, 31 S.I.U. L. J. 621 (2007) (invited symposium).

Directors' Duties in Failing Firms (with Larry E. Ribstein), 1 U. MD. J. OF BUS. & TECH. L. 529 (2007) (invited symposium).

PRESENTATIONS AND SELECTED CONFERENCES

Moderator and Organizer, Panel on Law Review Editors' Advice, Southeastern Association of Law Schools annual meeting, Research Deans section, Boca Raton, FL, July 2023.

Organizer, Panel on Monographs v. Law Review Articles, Southeastern Association of Law Schools annual meeting, Research Deans section, Boca Raton, FL, July 2023.

Organizer, Discussion Group on Promotion Faculty Scholarship, Southeastern Association of Law Schools annual meeting, Research Deans section, Boca Raton, FL, July 2023.

Host and Participant, Southeastern Junior/Senior Faculty Workshop, Tallahassee, FL, December 2022.

Invited Participant, The Chicago Conference on Judicial Valuation, Chicago, IL, September 9-10, 2022.

Host and Participant, Workshop for FEMINIST JUDGMENTS: CORPORATE LAW REWRITTEN volume, on Zoom, November 2020.

Self-Interested Fiduciaries and Invulnerable Beneficiaries: When Fiduciary Duties Don't Fit, Fiduciary Duties in Business Symposium, Rutgers Law School, Fall, 2019.

Market Testing Boilerplate, University of Kentucky School of Law faculty workshop, April 5, 2019.

Externalizing Board Governance Means Changing the Board's Function, Outsourcing the Board Conference, UCLA, September 21, 2018.

Market Testing Boilerplate, National Business Law Scholars Annual Conference, University of Georgia College of Law, June 21-22, 2018.

Consumers, Seller-Advisors, and the Psychology of Trust, Law and Society Association Annual Meeting, Toronto, ON, June 7-10, 2018.

Contract Disclosures as Warnings, National Business Law Scholars Annual Conference, The University of Chicago Law School, June 23-24, 2016.

The Fiduciary Gap

- George Mason University School of Law, Levy Workshop, August 28, 2014.
- University of Illinois College of Law, Faculty Workshop, September 18, 2014.
- The University of Chicago Law School, Work-in-Progress Workshop, October 2, 2014.
- DePaul University College of Law, Faculty Workshop, October 14, 2014.
- George Washington University Law School, Faculty Workshop, November 7, 2014.

Balance and Team Production, Seattle University Law School, Adolf A. Berle, Jr. Center on Corporations, Law and Society Symposium, “Berle VI,” June 23-24, 2014.

Larry Ribstein’s Fiduciary Duties

- University of Illinois College of Law Symposium Honoring Larry Ribstein, October, 2013.
- AALS Annual Meeting, AALS Section on Agency, Partnerships, LLCs and Unincorporated Business Associations, “The Scholarship of Professor Larry Ribstein,” New Orleans, LA, January 6, 2013.

Legal Diversification

- Notre Dame Faculty Workshop, South Bend, IN, September 16, 2013.
- National Business Scholars Conference, Columbus, OH, June, 2013
- Law & Society Association Annual Meeting, Boston, MA, June, 2013
- Levy Workshop, George Mason University School of Law, Arlington, VA, April 4, 2013

Panelist, Author-Meets-Reader Panel for Lynn Stout, *The Shareholder Value Myth*, Law & Society Association Annual Meeting, Boston, MA, June 2013.

The False Promise of Risk-Reducing Incentive Pay: Evidence from Executive Pensions and Deferred Compensation, American Law & Economics Association 2012 Annual Meeting, Palo Alto, CA, May 18-19, 2012.

Strengthening Investment in Public Corporations Through Uncorporations, Seattle University Law School, Adolf A. Berle, Jr. Center on Corporations, Law and Society Symposium, “Berle III,” January 12-14, 2012.

Beyond the Board of Directors

- Emory University School of Law Faculty Colloquium, Atlanta, GA, November 16, 2011
- University of Florida Levin College of Law Faculty Workshop Series, February 4, 2011

- Law & Society Association Annual Meeting, Chicago, Illinois, May, 2010

Panelist, *Hot Topics Panel: Compensation, Incentives, and Risk-Taking: The Impact of the Great Recession on Executive Compensation Design*, AALS Annual Meeting, San Francisco, CA, January 7, 2011.

Limiting the SEC's Role in Bankruptcy, ABI Law Review Symposium, St. Johns Law School, *The SEC in Bankruptcy: What Has Been, What Is, and What Should Be Its Role?*, New York, NY, October 8, 2010.

Revisiting Berle and Rethinking the Corporate Structure, Seattle University Law School, Adolf A. Berle, Jr. Center on Corporations, Law and Society Symposium, "In Berle's Footsteps," November 7-8, 2009.

Debunking the Corporate Fiduciary Myth

- University of Iowa College of Law, October 9, 2009.
- Illinois Program on Business Law and Policy Corporate Colloquium, University of Illinois College of Law, September 8, 2009.
- William & Mary Law School Summer Workshop Series, July 14, 2009.
- Law & Society Association Annual Meeting, Denver, Colorado, May, 2009.

Invited participant, Searle Center Research Roundtable on Corporate Governance, featuring Jonathan Macey, "Corporate Governance: Promises Kept, Promises Broken," (Princeton University Press, 2008) and Larry Ribstein, "The Rise of the Uncorporation," (Oxford University Press, 2009), Chicago, IL, April 30, May 1, 2009.

Invited participant, Maryland's Roundtable on Corporate and Securities Law Responses to the Financial Crisis, April 17, 2009.

Learning How to Replace Mandatory Fiduciary Duties by Looking at Unincorporated Firms, American Association of Law Schools Annual Meeting, Agency, Partnership, LLCs & Unincorporated Associations Section Meeting, January 9, 2009.

Strategic Governance

- Southeastern Association of Law Schools Annual Meeting, New Scholars' Panel, July 28, 2008.
- Law & Society Association Annual Meeting, Montreal, Canada, May, 2008.
- Florida State University College of Law Faculty Enrichment Workshop, January, 2008.
- Florida State-Miami-Stetson Junior Scholars Workshop, November 3, 2007.

Moving Toward a Federal Law of Corporate Governance in Bankruptcy, Southern Illinois University School of Law Spring 2007 Law Journal Symposium, "Shredding the Safety Net: A Critical Examination of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005."

Directors' Duties in Failing Firms, 2005 University of Maryland School of Law, Fourth Annual Business Conference, *Twilight in the Zone of Insolvency: Fiduciary Duties and Creditors of Troubled Companies*.

OTHER PROFESSIONAL SERVICE AND MEMBERSHIPS

American Law Institute, elected member (2023-present)

Executive Committee, AALS Debtor-Creditor Section

- Member, 2010
- Secretary/Treasurer, 2011
- Chair-Elect, 2012
- Chair, 2013

Executive Committee, AALS Business Associations Section, Member 2015, 2016, 2017

Executive Committee, AALS Agency, Partnership, LLCs and Unincorporated Associations Section

- Member 2017
- Chair-Elect, 2018
- Chair, 2019

Peer Reviewer for the Stanford Law Review

OTHER LEGAL EMPLOYMENT

Gardner, Carton & Douglas, Chicago, IL, Associate, September, 2005 – May 2006

Jones, Blechman, Woltz & Kelly, Newport News, VA, Summer Associate, June - August, 2004

Kutak Rock, Richmond, VA, Summer Associate, May - June, 2004, July - August, 2003

EDUCATION

University of Illinois College of Law, Champaign, Illinois

Juris Doctor, May 2005, *Magna Cum Laude*

- *The Elder Law Journal*, Articles Editor
- Harno Scholar, Dean's List, Lincoln Scholar
- Rickert Award for Excellence in Legal Publication
- Teaching Assistant, Legal Research and Writing, Fall 2004

College of William and Mary, Williamsburg, Virginia

Bachelor of Arts in Government, May 2001

Admitted to practice in Illinois and in the Northern District of Illinois