

ANDREW GOLD

Brooklyn Law School
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ACADEMIC APPOINTMENTS

Brooklyn Law School
Professor, Summer 2018 – Present
Associate Director, Center for Business Law & Regulation
Director, Program on Private Law

DePaul University College of Law
Professor, 2010 – 2018
Associate Professor, 2007 – 2010; Assistant Professor, 2004 – 2007

Harvard Law School
Bruce W. Nichols Visiting Professor, Fall 2015 – Spring 2016
Courses taught: Corporations; Corporate Finance; Private Law Workshop; Reading Group

University of New South Wales Law School
Visiting Fellow, August 2015

University of Melbourne Law School
Visiting Scholar, July 2015

McGill University Faculty of Law
Fulbright Visiting Research Chair, Fall 2014

Harvard Law School, Project on the Foundations of Private Law
Visiting Scholar, Fall 2011 – Spring 2012

University of Oxford, University College
Oxford Centre for Ethics & Philosophy of Law
H.L.A. Hart Visiting Fellow, Fall 2011

MEMBERSHIP

American Law Institute

AWARDS

Fulbright Award to Canada, Fall 2014
2013 and 2007 Excellence in Scholarship Award, DePaul University College of Law
2010 Excellence in Teaching Award, DePaul University College of Law

EDUCATION

Duke University School of Law, J.D., 1998

Dartmouth College, B.A. in English and Philosophy, 1995

BOOKS

THE AMERICAN LAW INSTITUTE: A CENTENNIAL HISTORY (co-edited with Robert W. Gordon)
(Oxford: Oxford University Press, 2023)

THE RIGHT OF REDRESS (Oxford University Press, 2020) (Oxford Legal Philosophy Series)

THE OXFORD HANDBOOK OF THE NEW PRIVATE LAW (Oxford University Press, 2020) (co-edited
with John Goldberg, Dan Kelly, Emily Sherwin, and Henry Smith)

FIDUCIARY GOVERNMENT (Cambridge University Press, 2018) (co-edited with Evan Criddle,
Evan Fox-Decent, Sung Hui Kim, and Paul Miller)

RESEARCH HANDBOOK ON FIDUCIARY LAW (Edward Elgar Publishing, 2018) (co-edited with D.
Gordon Smith)

CONTRACT, STATUS, AND FIDUCIARY LAW (Paul B. Miller & Andrew S. Gold, eds.)
(Oxford: Oxford University Press, 2016)

PHILOSOPHICAL FOUNDATIONS OF FIDUCIARY LAW (Andrew S. Gold & Paul B. Miller, eds.)
(Oxford: Oxford University Press, 2014)

ARTICLES AND BOOK CHAPTERS

Restatements and the Common Law, in THE AMERICAN LAW INSTITUTE: A CENTENNIAL HISTORY
(Andrew S. Gold & Robert W. Gordon, eds.) (Oxford: Oxford University Press, 2023) (co-
authored with Henry Smith)

Book Review: *Mark Osiel, The Right to Do Wrong: Morality and the Limits of Law* (Harvard
University Press, 2019), 133 ETHICS 320 (January 2023)

The Reasonably Loyal Person, in PRIVATE LAW AND PRACTICAL REASON: ESSAYS ON JOHN
GARDNER'S PRIVATE LAW THEORY (Haris Psarras & Sandy Steel, eds.) (Oxford University Press,
2023)

Scaling Up Legal Relations, in WESLEY HOHFELD A CENTURY LATER: EDITED WORK, SELECT
PERSONAL PAPERS, AND ORIGINAL COMMENTARY (Shyamkrishna Balganesh, Ted Sichelman,
and Henry E. Smith, eds.) (Cambridge University Press, 2022) (co-authored with Henry Smith)

The Entrepreneurial Business Judgment Rule, in THE CAMBRIDGE HANDBOOK OF LAW AND ENTREPRENEURSHIP IN THE UNITED STATES (D. Gordon Smith, Brian Broughman & Christine Hurt, eds.) (Cambridge University Press, 2022)

Delegation and the Continuity Thesis, 40 LAW & PHILOSOPHY 645 (2021) (reviewing John Gardner's recent books)

Pernicious Loyalty, 62 WILLIAM & MARY LAW REVIEW 1187 (2021)

Sizing Up Private Law, 70 UNIVERSITY OF TORONTO LAW JOURNAL 489 (2020) (co-authored with Henry Smith)

Internal and External Perspectives: On the New Private Law Methodology, in THE OXFORD HANDBOOK OF THE NEW PRIVATE LAW (Gold, Goldberg, Kelly, Sherwin & Smith, eds.) (Oxford University Press, 2020)

The Internal Limits on Fiduciary Loyalty, 65 AMERICAN JOURNAL OF JURISPRUDENCE 65 (2020)

Book Review of *Stephen A. Smith, Rights, Wrongs, and Injustices: The Structure of Remedial Law* (Oxford University Press, 2019), 79 CAMBRIDGE LAW JOURNAL 615 (2020)

Equity and the Right to Do Wrong, in PHILOSOPHICAL FOUNDATIONS OF THE LAW OF EQUITY (Oxford University Press, 2020)

The Corporation as a Category in Private Law, in RESEARCH HANDBOOK ON PRIVATE LAW THEORIES (Hanoch Dagan & Benjamin Zipursky, eds.) (Elgar, 2020) (co-authored with Paul Miller)

The Relevance of Wrongs, in CIVIL WRONGS AND JUSTICE IN PRIVATE LAW (Oberdiek & Miller, eds.) (Oxford University Press, 2020)

Trust and Advice, in FIDUCIARIES AND TRUST (Harding & Miller, eds.) (Cambridge University Press, 2020)

Fiduciary Duties in Social Enterprise, in THE CAMBRIDGE HANDBOOK OF SOCIAL ENTERPRISE LAW (Yockey & Means, eds.) (Cambridge University Press, 2019) (co-authored with Paul Miller)

The Duty of Loyalty, in OXFORD HANDBOOK OF FIDUCIARY LAW (Criddle, Miller & Sitkoff, eds.) (Oxford University Press, 2019)

The State as a Wrongful Fiduciary, in FIDUCIARY GOVERNMENT (Cambridge University Press, 2018)

Interpreting Fiduciary Law, in RESEARCH HANDBOOK ON FIDUCIARY LAW (Elgar Publishing, 2018)

Private Rights and Private Wrongs, 115 MICHIGAN LAW REVIEW 1071 (2017) (Review Article)

Purposive Loyalty, 74 WASHINGTON & LEE LAW REVIEW 881 (2017)

Justice, Redress, and the Right to Do Wrong, in *EQUITABLE COMPENSATION AND DISGORGEMENT OF PROFIT* (Simone Degeling & Jason Varuhas, eds.) (Hart Publishing, 2017))

Accommodating Loyalty, in *CONTRACT, STATUS, AND FIDUCIARY LAW* (Paul B. Miller & Andrew S. Gold, eds.) (Oxford: Oxford University Press, 2016)

Fiduciary Governance, 57 WILLIAM AND MARY LAW REVIEW 513 (2015) (with Paul Miller)

A Theory of Redressive Justice, 64 UNIVERSITY OF TORONTO LAW JOURNAL 159 (2014)

The Loyalties of Fiduciary Law, in *PHILOSOPHICAL FOUNDATIONS OF FIDUCIARY LAW* (Andrew S. Gold & Paul B. Miller, eds.) (Oxford: Oxford University Press, 2014)

Introduction, in *PHILOSOPHICAL FOUNDATIONS OF FIDUCIARY LAW* (Andrew S. Gold & Paul B. Miller, eds.) (Oxford: Oxford University Press, 2014)

On Selling Civil Recourse, 63 DEPAUL LAW REVIEW 485 (2014) (Clifford Symposium)

Reflections on the State as Fiduciary, 63 UNIVERSITY OF TORONTO LAW JOURNAL 655 (2013) (Review Article)

Expressive Remedies in Private Law, in *REMEDIES AND PROPERTY* (F. Lichere & R. Weaver, eds.) (Presses Universitaires d'Aix-Marseille, 2013)

Dynamic Fiduciary Duties,
34 CARDOZO LAW REVIEW 491 (2012)

Theories of the Firm and Judicial Uncertainty,
35 SEATTLE UNIVERSITY LAW REVIEW 1087 (2012) (Symposium)

The Taxonomy of Civil Recourse,
39 FLORIDA STATE UNIVERSITY LAW REVIEW 65 (2011) (Symposium)

A Moral Rights Theory of Private Law,
52 WILLIAM AND MARY LAW REVIEW 1873 (2011)

The New Concept of Loyalty in Corporate Law,
43 U.C. DAVIS LAW REVIEW 457 (2009)

A Property Theory of Contract,
103 NORTHWESTERN UNIVERSITY LAW REVIEW 1 (2009)

Consideration and the Morality of Promising, in *EXPLORING CONTRACT LAW* 115 (Jason Neyers,

et al. eds.) (Oxford: Hart Publishing, 2009)

Experimenting with the Lead Plaintiff Selection Process in Securities Class Actions: A Suggestion for PSLRA Reform,
57 DEPAUL UNIVERSITY LAW REVIEW 447 (2008) (Symposium)

A Decision Theory Approach to the Business Judgment Rule: Reflections on Disney, Good Faith, and Judicial Uncertainty,
66 MARYLAND LAW REVIEW 398 (2007)

Absurd Results, Scrivener's Errors, and Statutory Interpretation,
75 UNIVERSITY OF CINCINNATI LAW REVIEW 25 (2006)

On the Elimination of Fiduciary Duties: A Theory of Good Faith for Unincorporated Firms,
41 WAKE FOREST LAW REVIEW 123 (2006)

Reassessing the Scope of Conduct Prohibited by Section 10(b) and the Elements of Rule 10b-5: Reflections on Securities Fraud and Secondary Actors,
53 CATHOLIC UNIVERSITY LAW REVIEW 667 (2004)

The Diminishing Equivalence between Regulatory and Physical Takings,
107 DICKINSON LAW REVIEW 571 (2003)

Regulatory Takings and Original Intent: The Direct, Physical Takings Thesis 'Goes Too Far',
49 AMERICAN UNIVERSITY LAW REVIEW 181 (1999)

Formalism and State Sovereignty in Printz v. United States: Cooperation by Consent,
22 HARVARD JOURNAL OF LAW & PUBLIC POLICY 248 (1998)

WORKS IN PROGRESS

The Equity in Corporate Law (co-authored with Henry Smith)

When Private Law Theory Is Close Enough

Relocating Corrective Justice

The Elegance of Private Law

CLERKSHIPS

Judge Daniel A. Manion, U.S. Court of Appeals, Seventh Circuit, Law Clerk
South Bend, IN, 2000-2001

Chief Judge Loren A. Smith, U.S. Court of Federal Claims, Law Clerk

Washington, DC, 1998-1999

OTHER EMPLOYMENT

Skadden, Arps, Slate, Meagher & Flom, LLP, Associate
Wilmington, DE; Washington, DC, 2001-2004

Venable, Baetjer, Howard & Civiletti, LLP, Associate
Washington, DC, 1999-2000

Cooper & Carvin, PLLC, Summer Associate
Washington, DC, Summer 1997

Judge Alex Kozinski, U.S. Court of Appeals, Ninth Circuit, Extern
Pasadena, CA, Summer 1996

PANELS AND WORKSHOPS ORGANIZED

Conference on the Centennial History of the American Law Institute, University of Pennsylvania Law School, June 2022 (Co-organizer)

Eighth Annual Fiduciary Law Workshop, Brooklyn Law School, May 2022 (Co-organizer)

North American Workshop on Private Law Theory, Brooklyn Law School, November 2021 (Co-organizer)

North American Workshop on Private Law Theory, Brooklyn Law School, November 2020 (Co-organizer)

Conference on the New Private Law, at Harvard Law School, March 2019 (Co-organizer)

North American Workshop on Private Law Theory, Yale Law School, November 2018 (Co-organizer)

Fifth Annual Fiduciary Law Workshop, UCLA Law School, June 9-10, 2017 (Co-organizer)

Conference on Fiduciary Government, UCLA Law School, June 7-8, 2017 (Co-organizer)

Fourth Annual Fiduciary Law Workshop, Duke Law School, June 16-17, 2016 (Co-organizer)

Harvard Private Law Workshop, Harvard Law School, Fall 2015 (Co-convener with Henry Smith)

Conference on Contract, Status, and Fiduciary Law, McGill University, November 6-7, 2015 (Co-organizer)

North American Workshop on Private Law Theory, University of Toronto Law School, October 23-24, 2015 (Co-organizer)

Third Annual Fiduciary Law Workshop, BYU Law School, May 22-23, 2015 (Co-organizer)

North American Workshop on Private Law Theory, Harvard Law School, October 17-18, 2014 (Co-organizer)

Panel Sessions on Fiduciary Law, Law & Society Annual Conference, Minneapolis, May 29 to June 1, 2014 (Co-organizer)

Second Annual Fiduciary Law Workshop, McGill University, May 6, 2014 (Co-organizer)

North American Workshop on Private Law Theory, McGill University, October 4-5, 2013 (Co-organizer)

Conference on the Philosophical Foundations of Fiduciary Law, DePaul University, July 19-20, 2013 (Co-organizer)

First Annual Fiduciary Law Workshop, Notre Dame Law School, March 8, 2013 (Co-organizer)

SELECTED SPEECHES AND PRESENTATIONS

Panel on the American Law Institute Centennial, Duke Law School, April 6, 2023

Conference on Fiduciary Law: Charting the Field, Harvard Law School, November 10-11, 2017 (invited presenter)

Faculty Workshop, University of Illinois College of Law, August 31, 2017

Conference on the Philosophical Foundations of the Law of Equity, King's College London, June 29-30, 2017 (invited presenter)

Faculty Workshop, University of Virginia Law School, March 24, 2017 (invited presenter)

Business Law Colloquium, UC Irvine School of Law, November 21, 2016 (invited presenter)

Symposium on the Work of Wesley Newcomb Hohfeld, Yale Law School, October 14, 2016 (co-presenting with Henry Smith)

Conference on the Law of Obligations, Cambridge University, July 19-22, 2016 (presenter)

Faculty Workshop, Harvard Law School, February 4, 2016 (invited presenter)

Faculty Workshop, Washington & Lee University, February 8, 2016 (invited presenter)

Private Law Workshop, Harvard Law School, December 2, 2015 (invited presenter)

Faculty Workshop, Notre Dame Law School, September 29, 2015 (invited presenter)

Conference on Equitable Compensation and Disgorgement of Profit, University of New South Wales, August 7-8, 2015 (invited presenter)

Obligations Seminar, University of Melbourne, July 27, 2015 (invited presenter)

International Society for New Institutional Economics, Harvard Law School, June 18-20, 2015 (invited presenter)

Ninth Remedies Discussion Forum, Universite Paris-Dauphine, Paris, France, June 16-17, 2015 (invited presenter)

Presentation to the Obligations Discussion Group, University of Oxford, May 5, 2015 (invited presenter)

Fiduciary Relationships Conference, Western University, London, Canada, November 14-15, 2014 (invited participant)

North American Workshop on Private Law Theory, Harvard Law School, October 17-18, 2014 (Co-organizer)

Presentation of “Contracts and Sovereignty”, Faculty Seminar, McGill University, Montreal, October 10, 2014 (invited presenter)

Presentation of “Contracts and Sovereignty”, Research Group on Constitutional Studies, McGill University, Montreal, October 9, 2014 (invited presenter)

Second Annual Private Law Theory Workshop, College of William and Mary, Williamsburg, Virginia, August 14-15, 2014 (invited presenter)

Conference on the Law of Obligations, The Common Law of Obligations: Divergence and Convergence, University of Hong Kong, July 16-18, 2014 (presenter)

Presenting “The Equity in Corporate Law,” Law & Society Annual Conference, Minneapolis, Minnesota, May 29 to June 1, 2014 (presenter and panel co-organizer)

Faculty Roundtable on Ronald Coase and his Influence on Property Law, Theory, and Institutions, sponsored by the Notre Dame Law & Economics Program, Chicago, Illinois, May 10, 2014 (invited participant)

Workshop on Book Manuscript by Evan Criddle and Evan Fox-Decent, McGill University, Montreal, May 7, 2014 (invited panelist)

Second Annual Fiduciary Law Workshop, McGill University, Montreal, May 6, 2014
(participant and co-organizer)

Law & Entrepreneurship Retreat, University of Washington School of Law, February 21, 2014
(invited participant)

Midwestern Law & Economics Association Annual Meeting, University of Illinois, Urbana-Champaign, Illinois, October 11-12, 2013 (presenter)

26th Annual IVR World Congress of Philosophy of Law and Social Philosophy, Belo Horizonte, Brazil, July 22-26, 2013 (panelist)

Presentation of “How Private Law Is Simply Moral”, Private Law Consortium, Bar-Ilan University, Tel Aviv, Israel, June 26-27, 2013 (invited presenter)

Remedies Discussion Forum, Prato, Italy, June 10-11, 2013 (invited presenter)

Property Theory Workshop, NYU Law School, May 23-25, 2013 (invited participant)

A Brave New World: The Changing Face of Litigation and Law Firm Finance, 19th Annual Clifford Symposium, DePaul University, April 18-19, 2013 (panel discussant)

Presentation of “The Loyalties of Fiduciary Law,” 2013 Fiduciary Law Workshop, Notre Dame Law School, March 8, 2013 (presenter and co-organizer)

Conference on Moral Values in Private Law, King’s College London, December 13-14, 2012
(invited presenter; co-presented with Henry Smith)

Property & Remedies Discussion Forum, Aix-Marseille University, Aix-en-Provence, France, June 20-21, 2012 (invited presenter)

Presentation of “Dynamic Fiduciary Duties,” Law and Entrepreneurship Panel, Law & Society Association Annual Meeting, Hawaii, June 5-8, 2012 (invited panelist)

Osler Distinguished Lecture on Business Law, Presentation of “The New Concept of Loyalty in Corporate Law,” Queen’s University, Ontario, March 26, 2012 (invited lecturer)

Symposium on the Moral Foundations of Private Law, Villanova University, March 23, 2012
(invited presenter)

Private Law Workshop, Presentation of “A Theory of Redressive Justice,” Harvard Law School, March 5, 2012 (invited presenter)

Law & Entrepreneurship Retreat, Indiana University Maurer School of Law, February 24-25, 2012 (invited discussant)

Presentation of “Theories of the Firm and Judicial Uncertainty,” Berle Center Symposium on Theories of the Firm, Seattle University, January 2012 (invited presenter)

Private Law Workshop, Presentation of “A Theory of Redressive Justice,” University College London, November 30, 2011 (invited presenter)

Oxford University Jurisprudence Discussion Group, Presentation of “A Theory of Redressive Justice,” University of Oxford, November 17, 2011 (invited presenter)

Presentation of Paper on Fiduciary Duties, Illinois Corporate Colloquium, University of Illinois College of Law, November 1, 2011 (invited presenter)

Private Law Workshop, Presentation of “A Theory of Redressive Justice,” The College of William and Mary, Marshall Wythe School of Law, October 28-29, 2011 (invited presenter)

Searle Center Conference on Government Unions in the United States, Northwestern University School of Law, October 13-14, 2011 (invited participant)

2011 Contract and Promise Workshop, Georgetown University Law Center, September 23-24, 2011 (invited participant)

Fourth Annual Searle Center Conference on Entrepreneurship and Innovation, Northwestern University School of Law, June 16-17, 2011 (invited participant)

Second Annual Searle Center Conference on Internet Search and Innovation, Northwestern University School of Law, June 7-8, 2011 (invited participant)

Commentator on Frederick Schauer’s Paper, “On the Nature of the Nature of Law,” Conference on the Nature of Law: Contemporary Perspectives, McMaster University, Canada, May 13, 2011 (invited commentator)

Research Roundtable, Innovation Policy, Intellectual Property, and Entrepreneurship, Searle Center, Northwestern University School of Law, April 29, 2011 (invited participant)

Commentator on Professor Margaret Jane Radin’s Sullivan Lecture, Capital University Law School, April 8, 2011 (invited commentator and honorarium recipient)

Symposium on Civil Recourse Theory, Presentation of “A Taxonomy of Civil Recourse,” Florida State University College of Law, February 11-12, 2011 (invited presenter)

Faculty Workshop, Presentation of “A Moral Rights Theory of the Private Law,” Northwestern University School of Law, November 11, 2010 (invited presenter)

2010 Conference on Empirical Legal Studies, Co-Author Presented “An Experimental Test of Civil Recourse Theory,” Yale Law School, November 5-6, 2010 (invited participant)

2010 Contract and Promise Workshop, Georgetown University Law Center, September 24-25, 2010 (invited presenter)

Conference on the Law of Obligations, University of Oxford, co-hosted by University of Oxford and the University of Melbourne, July 14-16, 2010 (invited presenter)

Research Symposium on the Economics and Law of the Entrepreneur, Searle Center, Northwestern University, June 17-18, 2010 (invited participant)

American Law and Economics Association, 20th Annual Meeting, Princeton University, May 7-8, 2010 (Chair of Securities Litigation Panel)

COURSES TAUGHT

Business Organizations
Corporate Finance
Securities Fraud
Global Approaches to Business Organizations
Fiduciary Law
Jurisprudence
Tort Law
Advanced Topics in Tort Law Seminar
Reading Group on Corrective Justice (HLS)
Private Law Theory Workshop (HLS)

SERVICE

Brooklyn Law School:
Appointments Committee 2020-2021; 2021-2022
Long Range Planning Committee 2020-2021; 2021-2022
Status Subcommittee 2022-2023
Clerkship Committee 2018-2019
Workshops & Brown Bag Committee 2018-2021 (Chair in 2020; 2021)
Dennis Block Center for International Business Law 2018-2019
Business Law Center 2018-2021 (Director of Program on Private Law, 2020-2021)

OTHER ACTIVITIES

Peer Reviewer for:
Canadian Journal of Law & Jurisprudence
Harvard Law Review
Journal of Applied Philosophy
Journal of Business Ethics
Journal of Legal Studies
Law & Philosophy
Law & Social Inquiry
McGill Law Review

Oxford Journal of Legal Studies
Stanford Law Review
University of Toronto Law Journal
Yale Law Journal
Cambridge University Press
Oxford University Press

Contributor, Harvard Law School New Private Law blog