



## Employee Benefits & Executive Compensation

With attorneys based in Chicago, New York and Washington, D.C., Winston's Employee Benefits & Executive Compensation (EBEC) team represents a broad range of plan sponsors and offers clients not just deal support but the full suite of employee benefit services. These include public company reporting and executive compensation, employee benefits in mergers and acquisitions, qualified retirement plans and Title I investment advice, health and welfare benefit plans, employee stock ownership plans (ESOPs), and international human resources matters. And driven by a volatile labor market, we are partnering with clients to innovate plan structure and design, including cutting-edge services such as private exchange medical benefits, employee benefits in captive insurance, and fiduciary governance best practices. With decades of experience, our EBEC team maintains strong brand recognition, with clients describing our attorneys as "superb," "very client-friendly," "extremely responsive and able to bring forth the right resources," and "having an "incredible breadth of knowledge."

### Key Contacts

[Joseph S. Adams](#)

[Scott Landau](#)

### Areas of Focus

## Corporate Governance

One of a board of directors' most critical functions, typically delegated to the compensation committee, is determining the compensation of the company's executive officers.

The ever-changing maze of applicable laws and regulations, and the need to satisfy other interested constituencies, make this a precise, multi-step process consisting of separate but interrelated tasks. We help dozens of companies in this complicated process. Our peerless experience and national reputation in executive compensation and corporate governance make us an excellent candidate for board compensation committees seeking to retain independent legal counsel. We also regularly advise clients on compensation risk assessments; proxy advisor policies; federal securities laws, including critical Sections 16(a) and 16(b) reporting and 10b-5 restrictions; the necessary 8-K and proxy statement reporting provisions; and Sections 162(m) (US\$1M limit on deductibility), 280G (golden parachute), and 409A (deferred compensation) of the Internal Revenue Code. We have significant experience representing financial institutions in connection with EBEC matters related to the Dodd-Frank Act and other regulatory restrictions. We regularly advise public and private companies and private equity sponsors, in all phases of complex corporate transactions, and we regularly provide boards of directors and executives with training in this area.

[Learn More](#)

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## Executive Compensation Disclosure

Our highly skilled executive compensation attorneys assist clients in the design, drafting, negotiation, and implementation of all forms of executive compensation plan programs and agreements, and advise on the tax, securities law, fiduciary duty, and corporate governance issues that arise.

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## Health & Welfare Benefits

Our highly skilled benefits attorneys assist clients in the strategy, design, drafting, and implementation of health and welfare plans, including the ERISA, tax, privacy, and fiduciary duties and other compliance obligations that arise with these types of plans. We are thought leaders in the health and welfare benefits area and are among the first to present educational seminars and publish articles on new legislation, regulations, and trends affecting our clients. Notably, one of our partners published the definitive work on welfare plan sponsors' design rights.

We understand legal complexities and advise clients on innovative benefit design strategies to adapt to today's changing health care landscape. We can assist with establishment of on-site employee clinics, population health activities, wellness, privacy, prevention and disease management programs, and telehealth initiatives. We assist our clients in direct contracting between employers and health care providers to create accountable care, medical home, and shared savings strategies, and the legal and administrative issues that apply to consumer-directed, account-based plans such as health reimbursement arrangements and health savings accounts. We are highly experienced in the legal, administrative, and operational issues associated with transitioning and maintaining private health care exchanges for active and retired employees. We advise on creative funding options for active and retiree benefit programs.

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## Transactions

Our EBEC attorneys represent clients in the intricate issues relating to mergers, acquisitions, and other transactions. We advise public and private companies, as well as private equity sponsors, in all phases of complex corporate transactions. We advise sellers on how to protect their benefit plans, executives, and employees before and after an acquisition. We advise buyers on avoiding unwanted liabilities, retaining key employees, and transitioning benefit plans in a merger or acquisition. We handle the due diligence, as well as drafting and negotiating the agreements that specify the rights and obligations of all parties.

We are skilled in analyzing defined benefit pension plans and other benefit and executive compensation programs for hidden liabilities. This knowledge has become especially critical with the increasing number of underfunded defined benefit plans, companies that have unfunded top hat and supplemental arrangements, and retiree health and/or multiemployer pension plan (MEPAA) liabilities. We are also adept at navigating ongoing government audits.

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## Related Capabilities

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Corporate Governance

Transactions

Labor & Employment

Qualified Retirement Plans

Executive Compensation Plans & Agreements

## Resources

[Benefits Blast Blog](#)

## Related Insights & News

### BLOG

New SEC Guidance: Clawback Checkbox Compliance and De-SPAC Disclosures

MAY 6, 2025

### BLOG

Unanimous Supreme Court Decision Makes It Easier for Prohibited Transaction Claims to Survive a Motion to Dismiss

APRIL 28, 2025

### BLOG

Pension Risk Transfer Litigation Targets Multiply and Courts Finally Weigh In

APRIL 15, 2025

### RECOGNITIONS

## Law360 Names Winston Attorneys to 2025 Editorial Advisory Boards

MARCH 20, 2025

### **BLOG**

## Department of Labor Increases Civil Penalties for Noncompliance

MARCH 19, 2025

### **BLOG**

## Litigation Trends: Responding to the Uptick in Claims Challenging the Use of Retirement Plan Forfeitures

MARCH 13, 2025

### **IN THE MEDIA**

## Erin Weber Highlights Two Employee Benefits Cases for Attorneys to Watch in March with Law360

MARCH 10, 2025

### **BLOG**

## DOL Announces New Self-Correction Component of Voluntary Fiduciary Correction Program: What Plans and Sponsors Should Know

MARCH 4, 2025

### **BLOG**

## Tobacco Surcharge Lawsuits Test Employee Wellness Programs

JANUARY 30, 2025

### **IN THE MEDIA**

## Joe Adams Discusses Topics for Executive Compensation Lawyers to Watch in 2025 with Law360

JANUARY 24, 2025

### **BLOG**

## California Wildfires: How Can Employee Retirement Plans Help?

JANUARY 23, 2025

### **CLIENT ALERT**

## Supreme Court Ruling: A Win for Employers in FLSA Exemption Cases

JANUARY 21, 2025