



## James C. Donnelly, Jr.

Of Counsel

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### Overview

Jim is a member of the litigation department whose practice focuses on civil litigation and business disputes with an emphasis on business torts, breach of fiduciary duty, corporate governance, unfair competition and intellectual property litigation. He advises clients on risk avoidance and dispute resolution, and serves as a mediator for business disputes. He also counsels clients on corporate governance in both the for-profit and non-profit sectors. He chaired the firm's Litigation Group from 1992 to 1996.

Jim has over 40 years of experience in trial and appellate courts in Massachusetts. He is admitted in several other jurisdictions, including the U.S. Courts of Appeals for the First, Second, Third and Seventh Circuits in Boston, New York, Philadelphia and Chicago, respectively; as well as the U.S. District Courts for the Districts of Massachusetts and the Northern District of Ohio; and the U.S. Tax Court. He has also been specially admitted for particular matters in state and/or federal courts in New Hampshire, Connecticut, Illinois, Texas and Washington State. He is an experienced negotiator and has served as a court-appointed master and mediator in complex business disputes.

### Experience

- Successfully defended officers of a Nevada corporation by securing trial court decisions that rejected a shareholder demand for books and records, dismissed claims for an accounting and damages for alleged breach of fiduciary duty and waste of corporate assets and determined – as a matter of first impression – that Nevada does not recognize

#### Christine Farmer Legal Support Specialist

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#### Education

Boston College Law School JD,  
*cum laude* (1973)

U.S. Army Lieutenant, Army  
Commendation Medal for  
Meritorious Service (1968-1970)

Dartmouth College BA (1968)

#### Bar Admissions

Massachusetts

U.S. Courts of Appeals for the  
First, Second, Third and Seventh  
Circuits

U.S. District Courts for the  
Districts of Massachusetts and  
the Northern District of Ohio

U.S. Tax Court

#### Related Services

**Business Litigation**  
**Litigation**

claims for minority shareholder oppression.

- Successfully represented a committee of independent directors of a private company in a special investigation that precluded a minority shareholder from bringing derivative claims for breach of fiduciary duty and waste of corporate assets
- Successfully challenged the decision of a public company's special litigation committee to terminate a shareholder action alleging executive misconduct, played a significant role in a proxy contest and forced a resolution that ultimately generated approximately \$64 million for shareholders. The case is the subject of a Harvard Business School Case Study and is featured in a recently published book on corporate governance
- Recovered on behalf of investors a \$4 million settlement from the CEO of a public company, paid by the CEO personally for breach of fiduciary duty
- Secured a judgment of more than \$6 million against a director who misappropriated funds that were intended for investment in a corporation
- Led the Higgins Armory Museum, as board president, in a highly acclaimed integration with the Worcester Art Museum
- Negotiated a \$1.5 million settlement of patent infringement claims against a large international business-news media company
- Secured a settlement of \$1 million during trial in a corporate opportunity case against officers of a private company
- Successfully represented the audit committee of a public company in an internal investigation that precluded shareholder litigation
- Successfully represented an officer of a public company in a joint securities fraud investigation by the Department of Justice and the SEC, who elected not to prosecute at the conclusion of the investigation.
- Successfully defended the chairman of the board of a public company in a special investigation that avoided SEC enforcement actions
- Successfully defended a former CEO from company allegations of improper conduct, and subsequently obtained an arbitration award compelling the company to fully reimburse the entire cost of the

client's defense

- Obtained injunctions in trademark infringement cases and successfully defended them on appeal
- Defeated a motion for preliminary injunction and subsequently obtained an arbitration award in a complex trade secret case establishing that the client had legitimately acquired the right to use the plaintiff's allegedly secret manufacturing technology, valued at \$10 million, without royalty obligations
- Obtained a judgment for triple damages plus attorneys' fees exceeding \$1 million in a construction contract dispute that involved unfair trade practices
- Obtained an appellate decision that required an insurer to defend and indemnify its insured from all liability following a denial of coverage, and also ordered the insurer to reimburse insured's attorney fees
- Obtained a landmark appellate decision from the Supreme Judicial Court of Massachusetts ruling that newspapers are exempt from sales and use tax based on the proportion of space devoted to advertising
- Obtained a landmark appellate decision from the Supreme Judicial Court of Massachusetts exonerating senior hospital officials from claims that they wrongfully terminated hospital privileges and engaged in improper electronic eavesdropping on a medical staff physician
- Obtained a U.S. Court of Appeals decision that reversed a judgment for the defendants, directed judgment for the plaintiff on the issue of liability based on interpretation of complex insurance contracts, and remanded the case to the U.S. District Court for calculation of damages thereby precipitating a favorable settlement
- Obtained a decision from the Appellate Tax Board exempting the Hotel at University of Massachusetts from room occupancy tax
- Advised and represented the New England Association of Schools and Colleges (NEASC) in negotiating a separation and affiliation agreement with the New England Commission of Higher Education
- Litigated a broad range of disputes to final decisions at the trial and appellate levels
- Frequently negotiated private resolutions of such disputes

- Served as a court-appointed master supervising discovery and successfully mediating the settlement of a complex shareholder dispute
- Counseled and represented business organizations on a broad range of risk management strategies that do not include litigation

## Affiliations

- Business Litigation Session Advisory Committee of the Massachusetts Superior Court, chair
- Massachusetts Bar Association, co-chair, Annual In-House Counsel Conference, co-chair; Judicial Administration Section Council, past chair; House of Delegates, former member; Business Law Section Council and Appellate Bench Bar Committee
- Worcester County Bar Association, former co-chair, Federal Court Committee
- Worcester Art Museum, trustee
- American Antiquarian Society, treasurer and councilor
- Higgins Armory Museum, former president and trustee
- Worcester Center for Crafts, former trustee
- Greater Worcester Community Foundation, corporator
- Dartmouth Club of Central Massachusetts, former president
- Dartmouth Alumni Council, former member

## Awards & Recognitions

- AV<sup>®</sup> Preeminent Peer Review Rating by *Martindale-Hubbell*<sup>®</sup>, the highest rating available for legal ability and professional ethics.
- Named a Massachusetts “Super Lawyer” by *Boston* magazine and *Law & Politics* (2009 – present)
- Included in *The Best Lawyers in America*<sup>®</sup> for Appellate Practice, Commercial Litigation, Corporate Law, and Litigation – Intellectual Property (2026); recognized in *The Best Lawyers in America*<sup>®</sup> since 2012.

- Named *Best Lawyers*® Corporate Law “Lawyer of the Year” in Worcester (2022)

## Articles & Speaking Engagements

- “Corporate Governance and Fiduciary Duty In Non-Profit Organizations: A Guide for Trustees and Officers of Private, Not-For-Profit Corporations Organized Under Massachusetts Law,” *Elder Services of Worcester* (February 17, 2026)
- Annual In-House Counsel Conference (co-chair); “Advising During Turbulent Times,” (January 29, 2026)
- Annual In-House Counsel Conference: Winds of Change for In-House Counsel (co-chair); “Artificial Intelligence: Getting to Reality,” (January 25, 2024) (moderator)
- “Balancing the Multiple Roles of In-House Counsel,” (Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, January 26, 2023
- Quoted in “[Mirick O’Connell evolves with Worcester since 1916](#),” *Telegram & Gazette*, June 2022
- “Avoiding Traps for the Unwary,” (Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, January 27, 2022
- “The New (Not So) Normal,” (Panel Moderator and Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, January 28, 2021
- “[Serving Nonprofit Boards during COVID-19](#),” *On Air with Mirick O’Connell legal podcast*, April 6, 2020
- “Addressing Cybersecurity Threats” (Panel Moderator and Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, Jan. 30, 2020
- “Case Management and Litigation Cost Containment; Managing Discovery in the Digital Age” (Panel Moderator and Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, Jan. 31, 2019
- “Litigation v. ADR: Be careful what you wish for!” (Panel Moderator and Program Co-Chair), Massachusetts Bar Association In-House Counsel

Conference, Nov. 16, 2017

- [“Case offers lessons on executive employment terminations,”](#) New England In-House Counsel, May 30, 2017 (co-author)
- “Federal Defend Trade Secret Act of 2016” (Presenter and Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, Dec. 1, 2016
- “Data Security: Managing cybersecurity risks in a changing environment” (Panel Moderator and Program Co-Chair), Massachusetts Bar Association In-House Counsel Conference, Nov. 19, 2015
- “The Higgins Armory Museum and Worcester Art Museum Integration: A Case Study in Combining and Transforming Mature Cultural Institutions,” *The Legal Guide for Museum Professionals* (Rowman & Littlefield 2015) (co-author)
- “Managing a culture of compliance” (Panel Moderator), Massachusetts Bar Association In-House Counsel Conference, Dec. 5, 2014