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## THE SURPRISING NORWOOD BEVERIDGE

Paula J. Dalley\*

When I joined the OCU faculty in 1996, Professor Beveridge was the senior—in fact, the only—faculty member in corporate and securities law. It was a great comfort to me to know that there was someone on the faculty who would know the answers to those little technical questions that can take so long to answer on one's own. Norwood's knowledge of securities law has always been particularly helpful (and impressive) to me. But I quickly discovered that there is much more to Norwood than his extensive knowledge of corporate and securities law, and I eventually came to value him more for those other, rarer, qualities.

Norwood often jokes about his checkered career.<sup>1</sup> I assume it is his varied past that has given him his unique perspective. I have never been able to predict the position Norwood would take on the divers, often absurd, matters that come up in the life of the law school. He usually displayed a long view, recognizing the triviality of contested issues and thereby serving as a needed counterpoint to partisans. I hesitate to laud his common sense because his perspective, while sensible, is not common. Rather, Norwood has been the voice of experience and healthy distance in law school affairs.

Similarly, Norwood is a realist when it comes to corporate law matters. His continuing involvement with the law as a member of the Oklahoma Bar Association's Section on Business and Corporate Law and as an expert witness have provided him with a view from the trenches that I never had,<sup>2</sup> and his insights were often surprising to me but also invariably (as I recall) correct. Norwood was thus able to

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1. See Alvin C. Harrell, Tribute, *A Tribute to Norwood Beveridge*, 35 OKLA. CITY U. L. REV. 247 (2010); Daniel J. Morgan, Tribute, *Norwood Beveridge, a Professor for All Seasons*, 35 OKLA. CITY U. L. REV. 251 (2010).

2. My legal experience has been entirely in making and executing deals, which is more like negotiating the Treaty of Versailles than engaging in trench warfare.

explain phenomena that I found bewildering. I remember once (early in my career) expressing surprise that claims for insider trading were not brought as claims to recover secret profits under state fiduciary duty law, a theory that was, at the time, much easier to prove. Norwood observed, to my chagrin, that the remedy for such a claim would be paid to the corporation; there would be no private plaintiff, and therefore no plaintiff's attorney, to benefit from bringing the claim. I hope I am a little savvier today.

Although Norwood and I shared our little corporate law jokes—the bizarre Disney trial, the Delaware Supreme Court's proclamation of the “new” definition of a derivative suit that we all already knew<sup>3</sup>—it was actually music that brought us together most often. As almost everyone knows, Norwood is a talented musician who has willingly shared his gift with his colleagues. In the past few years, Norwood and I have both been members of OCU's Chapel Choir, the only choir on campus that combines faculty, staff, and students.<sup>4</sup> The Chapel Choir will miss Norwood even more than the law faculty will, I think, because he was often the only bass voice in the group. Not surprisingly, Norwood was a reliable, good-natured, talented, and knowledgeable choir member, characteristics that rarely seem to go together in the world of performing arts.

I am not familiar with ins and outs of Norwood's taste in music, but I am sure it is wide and eclectic. In 1990, “Public Enemy,” a rap group, gave a concert at the (then) Myriad Convention Center. The occasion of the concert was also an occasion for controversy precipitated by the group's allegedly anti-police lyrics.<sup>5</sup> I heard about this event because Norwood attended the concert. I asked him about it, and he told me that he was not a fan of the group, but he went because he “wanted to see what it was all about.”<sup>6</sup> I was amazed, and the incident (obviously) made a great impression on me. It reveals, of course, that Norwood is curious and adventuresome. It also illustrates his great breadth of interest, a

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3. See *Tooley v. Donaldson, Lufkin, & Jenrette, Inc.*, 845 A.2d 1031 (Del. 2004).

4. It is also, I believe, the only volunteer (non-auditioned) choir, which is why I am a member.

5. The Oklahoma City Fraternal Order of Police voted to discourage its members from providing security for the event. Nevertheless, security was unprecedentedly tight, partly because there had been a shooting the week before at an M.C. Hammer concert. See Charolette Aiken, *Beefed-Up Security Set for Rap Concert*, OKLAHOMAN, Aug. 15, 1990, at 77.

6. I enjoy envisioning the looks on the faces of the concert goers who saw him there.

characteristic one would not expect in someone who is at home with the minute details of the securities laws. It is his ownership of the unexpected and his ability to surprise and (thereby) teach that has been, for me, Norwood's greatest quality.

