2012 DirectWomen Board Institute

October 17 - October 19, 2012
Waldorf=Astoria Hotel
New York, New York
2012 Board Institute

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DirectWomen Overview

The mission of DirectWomen is to increase the representation of women on corporate boards. We identify, develop and support a growing group of accomplished women attorneys who provide the experience, independence and diversity required for good corporate governance.

DirectWomen sponsors two events annually:

**DirectWomen Board Institute**

Through a rigorous selection process, DirectWomen identifies a small group of women lawyers at the top of their profession to attend the DirectWomen Board Institute. Each year’s class brings a diversity of experience across the business spectrum and across the country. At the Institute, the participants meet with a distinguished faculty to discuss key issues in corporate governance. The participants also meet with DirectWomen honorees who have extensive board experience and with members of prior classes who have more recently joined boards. Finally, the Institute introduces the participants to director search firms.

**Sandra Day O’Connor Board Excellence Award Luncheon**

At the Luncheon, DirectWomen presents the Sandra Day O’Connor Board Excellence Award, named for the Associate Justice who broke so many barriers for women lawyers. The Award honors women lawyers who have served with distinction on the boards of public companies and advanced the goal of diversity in the boardroom. This year’s Luncheon will be held on June 13, 2013 in New York City. Please contact Sarah Gevlin at sgevlin@directwomen.org or (212) 735-7385 for more information.
2012 DirectWomen Board Institute Program

Wednesday, October 17, 2012

6:30 p.m. – 8:00 p.m.
Registration and Welcoming Cocktail Reception
Waldorf=Astoria, Peacock Alley Private Dining – Lobby Level

Thursday, October 18, 2012

All sessions and meals will take place at the Waldorf=Astoria, Conrad Suite, 4th Floor, except where noted.

8:00 a.m. – 9:00 a.m.
Breakfast and Registration

9:00 a.m. – 9:15 a.m.
Welcome and Announcements from Mary Ann Jorgenson, Chair, DirectWomen and Hillary Sale, Chair, DirectWomen Board Institute.

9:15 a.m. – 10:45 a.m.
Elevator Pitches with Breakout Sessions
Hillary A. Sale, Walter D. Coles Professor of Law and Professor of Management at Washington University School of Law, and Deborah M. Soon, Senior Vice President, Strategy and Marketing at Catalyst, will lead this session.

Participants include:
- Alan L. Beller, Partner, Cleary Gottlieb Steen & Hamilton LLP; Director, The Travelers Companies, Inc.
- Michelle Duguid, Faculty, Olin Business School at Washington University in St. Louis
- Lisa M. Fairfax, Leroy Sorenson Merrifield Research Professor of Law and Director of Conference Programs, Center for Law, Economics & Finance at The George Washington University Law School
- Janet Hill, Director, The Wendy's Company, Carlyle Group L.P., Sprint Nextel Corporation, and Dean Foods Company
- Mary Ann Jorgenson, Chair, DirectWomen; Senior Partner, Squire Sanders (US) LLP
- Reatha Clark King Ph.D., Former President and Chairman, Board of Trustees, General Mills Foundation, and former Vice President, General Mills, Inc.; Director, Allina Health System, National Association of Corporate Directors, and Life Trustee of University of Chicago; Former Director, ExxonMobil Corporation, Wells Fargo & Company, H.B. Fuller Company, Minnesota Mutual Insurance Company, and Lenox Group Inc.
- Barbara A. Klein, Director, Ingredion Incorporated and Cabot Microelectronics Corporation; Former Senior Vice President and Chief Financial Officer, CDW Corporation
- Siri Marshall, Presiding Director, Ameriprise Financial, Inc.; Director, Alphatec Holdings, Inc.; and Equifax, Inc.
- Christine J. Spadafor, Founder, President, and Chief Executive Officer, SpadaforClay Group, Inc.; Chief Executive Officer, St. Jude’s Ranch for Children; Director, Boyd Gaming Corporation
- Susan Tomasky, Former President, AEP Transmission Company; Director, Tesoro, Inc. and Public Service Enterprise Group Incorporated
10:45 a.m. – 11:00 a.m.
Break

11:00 a.m. – 12:30 p.m.
Strategy
Ronald J. Gilson, Marc and Eva Stern Professor of Law and Business at Columbia Law School, Charles J. Meyers Professor of Law and Business at Stanford Law School, and Board Chair, American Century Mountain View Mutual Funds, will moderate this session, which will focus on one of the key issues for board effectiveness – corporate strategy. Participants will discuss the board’s role in the strategic process, including how the board can effectively engage in the development of the corporation’s strategy and oversee its implementation.

Participants include:
- Jay S. Fishman, Chairman and Chief Executive Officer, The Travelers Companies, Inc.; Director, Exxon Mobil Corporation and The Carlyle Group L.P.
- Reatha Clark King Ph.D., Former President and Chairman, Board of Trustees, General Mills Foundation, and former Vice President, General Mills, Inc.; Director, Allina Health System, National Association of Corporate Directors, and Life Trustee of University of Chicago; Former Director, ExxonMobil Corporation, Wells Fargo & Company, H.B. Fuller Company, Minnesota Mutual Insurance Company, and Lenox Group Inc.
- Robert Scully, Director, Bank of America Corporation and KKR & Co. L.P.

12:30 p.m. – 1:30 p.m.
Lunch and Discussion of Morning Sessions

1:30 p.m. – 1:45 p.m.
Class Photo

1:45 p.m. – 2:00 p.m.
Break

2:00 p.m. – 3:30 p.m.
Nominating and Corporate Governance
Lisa M. Fairfax, Leroy Sorenson Merrifield Research Professor of Law and Director of Conference Programs, Center for Law, Economics & Finance at The George Washington University Law School, will moderate this session, which will provide an overview of the role of the nominating and corporate governance committee and how it works within the board, the theory and reality of independence, and the governance issues facing boards today.

Participants include:
- Janet Hill, Director, The Wendy's Company, Carlyle Group L.P., Sprint Nextel Corporation, and Dean Foods Company
- Debra Kelly-Ennis, Director, Pulte Homes and Carnival Corporation & Carnival PLC; Former President and Chief Executive Officer, Diageo Canada, Inc.
- Barbara A. Klein, Director, Ingredion Incorporated and Cabot Microelectronics Corporation; Former Senior Vice President and Chief Financial Officer, CDW Corporation
- Ilene H. Lang, President & CEO, Catalyst
- William E. McCracken, CEO, CA Technologies
3:30 p.m. – 3:45 p.m.
Break

3:45 p.m. – 5:15 p.m.
Success Strategies
The participants in this session will share their own stories around the board search process from developing their search and expanding their network to evaluating and landing opportunities.

Participants Include:
- Sheli Z. Rosenberg, Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP; Director, Equity Lifestyle Properties, Inc.; Ventas, Inc.; and Strategic Hotels & Resorts, Inc.
- Christine J. Spadafor, Founder, President, and Chief Executive Officer, SpadaforClay Group, Inc.; Chief Executive Officer, St. Jude's Ranch for Children; Director, Boyd Gaming Corporation
- Susan Tomasky, Former President, AEP Transmission Company; Director, Tesoro, Inc. and Public Service Enterprise Group Incorporated

6:00 p.m. – 9:00 p.m.
2012 DirectWomen Appreciation Dinner
This dinner, hosted by Platinum Sponsor Simpson Thacher & Bartlett LLP, provides an opportunity for our class members, alumnae, faculty, and sponsors to meet and celebrate the DirectWomen community. A cocktail hour will be followed by dinner.

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue
All sessions will take place at the Waldorf-Astoria, Metropolitan Suite – 18th Floor, except where noted.

7:30 a.m. – 8:30 a.m.
Breakfast
Gramercy Suite, 18th Floor

8:30 a.m. – 9:30 a.m.
Discussion with Sandra Day O’Connor Honorees
Marissa C. Wesely, Partner at Simpson Thacher & Bartlett LLP, will moderate a discussion with Sandra Day O’Connor Board Excellence Award Honorees on the rewards and challenges of board service. The Honorees will offer insights drawn from their own experience.

The participating Honorees are:
- Betsy Z. Cohen, Director and Chief Executive Officer, The Bancorp, Inc.; Director, Aetna, Inc.
- Roberta Karmel, Former Director, Kemper National Insurance Companies, Mallinckrodt Group Inc., and New York Stock Exchange, Inc.; former Commissioner, U.S. Securities and Exchange Commission
- Sheli Z. Rosenberg, Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP; Director, Equity Lifestyle Properties, Inc.; Ventas, Inc.; and Strategic Hotels & Resorts, Inc.

9:30 a.m. – 10:15 a.m.
Women Lawyers as Board Candidates
Mary Ann Jorgenson, DirectWomen Chair, will moderate a panel with search firm leaders who will discuss the role of their firms in board placements.

Participants include:
- Bonnie W. Gwin, Vice Chairman and Managing Partner, Board of Directors Practice, North America, Heidrick & Struggles
- Susan S. Hart, Partner, Board and CEO Practice, Spencer Stuart
- Kim A. Van Der Zon, Partner, Egon Zehnder International

10:15 a.m. – 10:30 a.m.
Break
Gramercy Suite, 18th Floor
10:30 a.m. – 11:50 a.m.

**Networking Session with Honorees, Faculty, Class of 2012, and Others**

This networking session will provide an opportunity for the 2012 Class to join with honorees, faculty, and others to participate in small group discussions about independence and board placement.

Participants include:
- Betsy Bruening, Chief Operating Officer, the Prout Group
- Bonnie W. Gwin, Vice Chairman and Managing Partner, Board of Directors Practice, North America, Heidrick & Struggles
- Cynthia Dow, Consultant, Russell Reynolds Associates, Inc.
- Thames Fulton, Managing Director, Cook Associates, Inc.
- Susan S. Hart, Partner, Board and CEO Practice, Spencer Stuart
- Roberta Karmel, Former Director, Kemper National Insurance Companies, Mallinckrodt Group Inc., and New York Stock Exchange, Inc.; former Commissioner, U.S. Securities and Exchange Commission
- Reatha Clark King Ph.D., Former President and Chairman, Board of Trustees, General Mills Foundation, and former Vice President, General Mills, Inc.; Director, Allina Health System, National Association of Corporate Directors, and Life Trustee of University of Chicago; Former Director, ExxonMobil Corporation, Wells Fargo & Company, H.B. Fuller Company, Minnesota Mutual Insurance Company, and Lenox Group Inc.
- G.G. Michelson, Former Director, R.H. Macy & Co.; General Electric Company; Irving Bank Corporation; Harper & Row Publishers, Inc.; the Discount Corporation of New York; Quaker Oats Company; Federated Department Stores, Inc.; Stanley Works; Chubb Corporation; and Goodyear Tire and Rubber Company
- Sheli Z. Rosenberg, Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP; Director, Equity Lifestyle Properties, Inc.; Ventas, Inc.; and Strategic Hotels & Resorts, Inc.
- Mark W. Sickles, President, Chief Executive Officer, and Director, National Association of Corporate Directors, New Jersey Chapter; Strategic Governance Fellow, Governance & Accountability Institute; and Chairman and Chief Executive Officer, Mark W. Sickles, LLC
- Christine J. Spadafor, Founder, President, and Chief Executive Officer, SpadaforClay Group, Inc.; Chief Executive Officer, St. Jude’s Ranch for Children; Director, Boyd Gaming Corporation
- Susan Tomasky, Former President, AEP Transmission Company; Director, Tesoro, Inc. and Public Service Enterprise Group Incorporated
- Kim A. Van Der Zon, Partner, Egon Zehnder International

12:00 p.m. – 1:00 p.m.

**Luncheon and Remarks from Ilene H. Lang, President & CEO, Catalyst**

**Introduction by Bobbi Liebenberg, Incoming Chair, DirectWomen**

**Duke of Windsor Suite, 4th Floor**
2012
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Board Institute
Participants
Linda Addison is Partner-in-Charge of the New York office and serves on the Executive Committee of the international law firm Fulbright & Jaworski L.L.P. She was recently named one of the “50 Most Powerful Women in New York” by Crain’s New York Business. Described “as one of the nation’s smartest, most respected litigators,” “equally skilled at keeping CEOs out of the courtroom as representing them once there” (Lawdragon), she was named one of the “50 Most Influential Women Lawyers in America” and one of only 17 women among the “100 Most Influential Lawyers in America,” both by the National Law Journal. The American Bar Association awarded her its prestigious Margaret Brent Award, which recognizes women lawyers who have excelled in their field and paved the way to success for other women. She is a Trustee of the University of Texas Law School Foundation, and serves on the board of M.D. Anderson Cancer Center Foundation and the Advisory Board of Northern Trust Bank.

As Partner-in-Charge of Fulbright’s New York office and a 10-year member of the firm’s Executive Committee, Ms. Addison has oversight responsibility for the operations of the almost 900-lawyer firm, which has 17 offices worldwide. She has a track record of successful revenue growth, streamlining operations to increase profitability and productivity, and leading client service teams. She is a member of Fulbright’s compensation committee. Ms. Addison oversees the firm’s technology strategy and purchases, as well as the firm’s media relations function. Past oversight responsibility includes the firm’s award-winning website and the firm’s marketing function.

Ms. Addison advises CEOs, corporate boards and general counsel on matters involving risk assessment, litigation avoidance and resolution, corporate governance and ethics. She is also an advisor and strategist regarding crisis-management and media relations for publicly traded companies confronted with allegations of reputation-threatening conduct, both before and after litigation is filed, and has experience retaining and working with media consultants. Her expertise in early evaluation of corporate risk and exposure comes from more than three decades of experience trying cases in federal and state courts and before arbitration panels. She has tried more than 50 cases to judgment as lead counsel. A member of the American Board of Trial Advocates (ABOTA), Linda has tried cases involving breach of contract, business torts, partnership and joint venture disputes, international disputes, securities, common law and statutory fraud, banking disputes, bankruptcy, debtor/creditor disputes, trade secrets and patent and trademark infringement. Her clients include General Electric Company, Mars, Incorporated, The Northern Trust Company and General Mills.

She is listed in THE BEST LAWYERS IN AMERICA, WHO’S WHO IN AMERICA, WHO’S WHO IN AMERICAN LAW and WHO’S WHO OF AMERICAN WOMEN, and CHAMBERS USA: AMERICA’S LEADING LAWYERS FOR BUSINESS. In 2010, she co-chaired the New York State Bar Association Task Force on the Future of the Legal Profession.

Ms. Addison is a member of the New York Chapters of the National Association of Corporate Directors (NACD) and Women Corporate Directors (“WCD”). She is co-Founder and President of the Center for Women in Law. In 2008 she was named Outstanding Alumnus of the University of Texas School of Law.
Susan H. Alexander is Executive Vice President, Chief Legal Officer and Corporate Secretary of Biogen Idec. Biogen Idec is a global Fortune 500 biotechnology company focused on discovering, developing and marketing therapies for the treatment of neurological disorders and other serious diseases. Ms. Alexander is a member of the executive team responsible for Biogen Idec’s strategic direction and management. She also advises the Biogen Idec Board of Directors and is responsible for the company’s legal and corporate compliance functions.

Prior to joining Biogen Idec, Ms. Alexander served as Senior Vice President, General Counsel and Corporate Secretary of PAREXEL International, a global provider of services to pharmaceutical, biotech and medical device companies, as General Counsel of IONA Technologies, an international integration software solution provider, and as Counsel to Cabot Corporation, a global specialty chemical company. Ms. Alexander was also previously a partner in the law firms of Hinckley, Allen & Snyder and Fine & Ambrogne.

Ms. Alexander currently serves on the Business Leadership Council of Wellesley College, the Boston University Law School Alumni Executive Council and the Board of Directors of the New England Legal Foundation. She has previously served as Chair of the Middlesex Community College Foundation, Trustee of the Episcopal Divinity School, Secretary of the Association of Clinical Research Organizations, and as a Director of the Cabot Corporation Foundation.

Ms. Alexander received her J.D. degree from Boston University School of Law and her B.A. degree from Wellesley College.
2012 DirectWomen
Board Institute Participant

Hilarie Bass

Hilarie Bass is the Global Operating Shareholder and, until recently, Chair of the 600 member Litigation Practice Group of Greenberg Traurig, LLP, an 1800 lawyer law firm with 35 worldwide offices. She also serves on the firm’s Executive Committee. She recently completed a one year term as Chair of the ABA’s 50,000 member Section of Litigation. Over her 30 year career, she has successfully resolved for her clients scores of domestic and international business disputes involving millions of dollars in controversy, as well as served as an industry leader and speaker on issues relating to client service, alternative fee structures and collaborative leadership.

As an example of her problem solving skills, Ms. Bass serves as lead counsel of the Homebuilders Steering Committee in the MDL involving defective Chinese Drywall pending in New Orleans. As Chair of the HSC, Ms. Bass assisted in developing a protocol for the repair of homes with defective Chinese drywall, as well as negotiated settlements with Chinese drywall manufacturers and US suppliers, resulting in the payment of hundreds of millions of dollars to assist in the cost of repairing the thousands of homes built with the defective Chinese drywall. Ms. Bass has also been involved in resolving numerous other international disputes, representing various multinational companies and the governments of Brazil and Venezuela.

As part of the senior management of her law firm, she has focused her efforts on working to optimize quality, productivity and achievement of financial goals. As someone skilled in leadership in collaborative settings, Ms. Bass has continually been recognized for her unique ability to lead large groups in the public and private sector to meeting their performance measures. She has also been recognized by numerous publications as one of the best lawyers in America, and recently noted for her skills as a trial lawyer by her induction into the American College of Trial Lawyers.

Ms. Bass has a long history of community service on a local and national level. She currently chairs the Audit and Compliance Committee of the University of Miami Board of Trustees, and serves as a member of the Executive Committee of the Board, having recently completed her successful service as chair of the School of Law’s $16 million capital campaign. She Chaired United Way’s Success by Six Committee, spearheading the funding and construction of a twenty million dollar Center for Excellence child care and educational facility, dedicated to the improvement of early childhood education.

Ms. Bass has served as Secretary and General Counsel to the Orange Bowl Committee, having previously served as chair of the nationally broadcast Orange Bowl New Year’s Eve Parade. Her civic involvement has also included service as a member of the Super Bowl Host Committee, a member of the Board of Directors of the Dade County Chamber of Commerce, and a member of the International Women’s Forum. She was selected by Secretary of Defense Rumsfeld to participate in the Defense Department’s 2002 Joint Civilian Orientation Conference and served as a delegate to the President’s Conference on Volunteerism.

Ms. Bass grew up in Miami before graduating from the George Washington University in 1975 with a degree in political science, magna cum laude. She later returned to Miami to attend the University of Miami School of Law, where she graduated first in her class with a Juris Doctor degree in 1981 summa cum laude.
Susan Comparato is Syncora Holdings Ltd.’s Chief Executive Officer and President and a member of the company’s Board of Directors. She also holds the same position at the company’s two principal operating subsidiaries, Syncora Guarantee Inc. and Syncora Capital Assurance Inc. Syncora Holdings Ltd. is a global financial guarantee insurance company providing value to its clients through innovative financial products. Syncora provides financial guarantees and credit derivatives for US municipal bonds, structured products and essential infrastructure project finance debt in the US, Europe, Latin America and Australia.

During the financial crisis, Syncora Holdings experienced extreme financial stress. Ms. Comparato was a leader in the company’s complex restructuring efforts with its former parent and approximately twenty-five counterparty banks. Through its intensive restructuring efforts, Syncora Guarantee Inc. dramatically reduced its residential mortgage backed exposure and restored its surplus position to a positive from a deficit of almost $4 billion in July 2009. Throughout Syncora’s restructuring, Ms. Comparato worked extensively with Syncora’s regulators in an approach which emphasized transparency and cooperation. Since 2009, Ms. Comparato has restructured Syncora’s operations and staff to focus on active monitoring of its insured portfolio, aggressive risk remediation and reduction, liquidity management and asset recovery efforts.

Ms. Comparato joined Syncora Guarantee Inc. in 2001 as associate general counsel with a focus on asset-backed securities, collateralized debt obligations and derivative products. She was subsequently promoted to Managing Director and General Counsel of Syncora Guarantee Inc. and managed a team responsible for negotiating, structuring and closing all transactions for the financial guarantee business segment. She played an integral role in Syncora’s spin-off via an initial public offering from XL Capital Ltd. and transition to a public holding company.

Prior to joining Syncora Guarantee Inc., Ms. Comparato worked for Barclay’s Capital, where she was an associate director in risk finance. She began her career at Sidley & Austin in the firm’s securitization group. She represented underwriters in a wide range of structured transactions, including securitizations backed by mortgages, manufactured housing, trade receivables, collateralized loan obligations and collateralized debt obligations.

Ms. Comparato is currently the Treasurer of the Association of Financial Guaranty Insurers, the trade association for financial guarantee companies.

Ms. Comparato received her J.D. from the College of William & Mary. She graduated magna cum laude from Georgetown University with a B.S. in Finance. Ms. Comparato resides in Glen Ridge, NJ, with her husband and two children.
Pamela Craven is the Senior Vice President and Chief Administrative Officer of Avaya Inc., a leading global provider of collaboration and communications networks and services for businesses. She also serves as Avaya’s General Counsel as well as the Company’s Chief Compliance Officer.

A key member of Avaya’s Executive Council, Ms. Craven leads a diverse and highly influential set of functions encompassing over 300 employees: Internal Audit; Government Affairs; Human Resources; Corporate Security; Global Trade; Global Real Estate; Ethics & Compliance; Environmental, Health & Safety; Philanthropy; Corporate Social Responsibility; Mergers & Acquisitions; and the Law Department.

Previously, Ms. Craven was Vice President, Law and Corporate Secretary for Lucent Technologies. On announcement in 2000 of the spin-off of Lucent’s enterprise communications division, she was named VP, Secretary and General Counsel and led the legal effort to separate and spin off Avaya as a public NYSE-listed company. In this capacity, Ms. Craven established the governance structure for Avaya’s Board of Directors and assisted in recruiting members. She also designed and established a full-service Law Department for the new company, including recruiting talent globally.

Ms. Craven was subsequently promoted to Senior Vice President, General Counsel and Secretary. In this capacity, she worked closely with the Chairman, Lead Director and Committee Chairs on all matters related to the Board’s operations. When Avaya was taken private in October 2007, Ms. Craven was named to her current title.

While still private, Avaya continues to be an SEC registrant as an issuer of publicly traded debt instruments. As a result, Ms. Craven must ensure that she and her organizations remain current in and cognizant of all practices, policies, legislation, regulations, governance issues and competitive concerns relevant to both public and private companies. Her primary practice is corporate & securities law and mergers & acquisitions at Avaya.

Ms. Craven has served on a number of corporate and philanthropic boards and has particular interests in education and the arts. She is currently a member of the University of Pennsylvania Law School Board of Overseers. Past board appointments include Avaya Global Connect, Ltd. (Indian listed company); Avaya-Tenovis GmbH; the Shakespeare Theatre of New Jersey (member and Development Committee Chair); and the New Jersey Networks (NJN) Foundation (member and Community Advisory Board Committee Chair).

She earned a B.A. from the University of Pennsylvania and a J.D. degree from the University of Pennsylvania Law School. In addition, she earned a Master of Laws in Taxation from New York University School of Law.
Natalia Delgado's varied legal and business career includes acting as a senior executive of a public company, a board member of one of the largest transit systems in the world and partner of a nationally-recognized law firm. Ms. Delgado is known for her leadership skills, personal integrity and ability to easily grasp business issues and achieve practical solutions to complex business problems. For seven years, Natalia Delgado was a member of the five-person executive team of Huron Consulting Group Inc., participating in day-to-day business operations, charting business growth, investor relations and public disclosure.

In her role a chief legal officer of Huron, Ms. Delgado created the legal and corporate governance structures necessary for the business to operate as a public company and to expand nationally and internationally, from a handful of venues to over 15 offices offering services in numerous countries. Moreover, Ms. Delgado acted as the principal compliance officer for the company's expanding range of consulting offerings. The company grew to provide services to a variety of industries subject to diverse regulatory frameworks and to challenging political and economic environments across the globe, in Asia, Europe and the Middle East. Ms. Delgado led the company's 20-person working group that developed and implemented a Foreign Corrupt Practices (FCPA) prevention program, including the development of internal controls and procedures, both financial and legal, employee training and risk monitoring.

During her tenure at Huron, Ms. Delgado served as the in-house counsel and lead executive in an internal investigation by the audit committee of accounting irregularities that led to a major financial restatement and resulted in a “bet-the-company” litigation. As a result, she possesses in-depth experience with sensitive internal investigations, as well as an understanding of the roles of the board, the audit committee and the outside auditors in grappling with a financial crisis and a governmental investigation. She successfully and swiftly resolved class action litigation and secured funds for settlement from the insurers under director and officer policies. Prior to joining Huron, Ms. Delgado engaged in the private practice of law for over 20 years as a corporate and securities lawyer, including as a partner at Jenner & Block.

Since the beginning of her career, Ms. Delgado has devoted some of her energies to charitable and civic organizations. In particular, she served for five years on the board of the Chicago Transit Authority (CTA), one of the largest public transit systems in the world, with a work force of over 12,000 employees. At the CTA, she headed the budget and procurement committees. In those capacities, Ms. Delgado sponsored a transparent system for the awarding of contracts to “disadvantaged business enterprises”, which served as a model for the municipal government of Chicago. She also implemented a “managing by objectives” program in order to increase accountability and reduce bureaucracy within the agency.

Ms. Delgado retired from Huron at year-end 2011. She is currently co-chair of Appleseed, a national network of 17 public interest law centers located throughout the US and Mexico that leverages the pro-bono talents of lawyers, accountants and other professionals to solve social problems and promote opportunity and education for all. For over a decade, Ms. Delgado has been a board member of the National Women’s Law Center. Ms. Delgado graduated from the University of Michigan Law School and Oberlin College. She is fluent in Spanish and has a working knowledge of French and Portuguese.
Carol DiBattiste is Executive Vice President, General Counsel, and Chief Administrative Officer for Geeknet, Inc., a media and e-commerce business that provides technology professionals and enthusiasts with innovative and imaginative products, content, and connections. Ms. DiBattiste is the company secretary, and leads and directs the company’s legal and administrative activities, including human resources.

From 2008 to 2012, Ms. DiBattiste was Senior Vice President--Privacy and Security, for Reed Elsevier Inc., the parent company of LexisNexis. She directed all matters relating to compliance, privacy, and information security for LexisNexis, a provider of business information solutions. From 2006 to 2008, Ms. DiBattiste was General Counsel and Chief Privacy Officer for ChoicePoint, Inc., a data services provider and technology company, and led the Company’s legal and corporate activities. In 2005, she was ChoicePoint’s Chief Compliance and Privacy Officer. ChoicePoint was acquired by Reed Elsevier in 2008.

In addition to her corporate experience at Geeknet, Reed Elsevier and ChoicePoint, all public companies, Ms. DiBattiste has diverse and extensive senior executive experience in both legal and operational positions. From 2003 to 2005, Ms. DiBattiste was Deputy Administrator, the 2nd-highest position, at the Transportation Security Administration (TSA), leading a 5.3 billion dollar agency with over 55,000 employees, post 9/11. Prior to becoming Deputy Administrator, she was Chief of Staff. From 2001 to 2003, Ms. DiBattiste was a partner at Holland & Knight LLP. Her practice areas included corporate diversity counseling, government relations, and criminal and civil litigation.

From 1999 to 2001, Ms. DiBattiste was the Under Secretary of the United States Air Force, the 2nd-highest civilian position, appointed by the President and confirmed by the U.S. Senate. She was responsible for recruiting, training and equipping more than 710,000 individuals and a budget of over $70 billion.

Ms. DiBattiste held numerous senior executive positions including: Deputy United States Attorney for the Southern District of Florida; Director, Executive Office for United States Attorneys, Department of Justice; Principal Deputy General Counsel for the Department of the Navy; and Director of the Office of Legal Education, Department of Justice. She served in the United States Air Force on active duty (enlisted and officer) from 1971 to 1991.

Ms. DiBattiste currently serves as an Associate Trustee for the Air Force Academy Falcon Foundation, and previously served on the board of the National Center for Victims of Crime, and the Temple University School of Law Board of Visitors.

Ms. DiBattiste received her B.A. degree, magna cum laude, from LaSalle University, her J.D. degree from Temple University School of Law, and her Master of Laws (LL.M) degree from Columbia University School of Law. She attended Harvard Business School’s Executive Education Program in 2010.
Ulrika Ekman has served as a senior executive of an independent investment bank since its initial public offering. Ms. Ekman is a member of the management committee and the general counsel of Greenhill & Co., Inc., a leading independent investment bank which provides financial advisory services for significant mergers, acquisitions, restructurings, financings and capital raising to corporations, partnerships, institutions and governments from its twelve offices across four continents. Previously, Ms. Ekman was co-head of North American mergers and acquisitions at Greenhill.

Ms. Ekman joined Greenhill shortly before its initial public offering in 2004. Since then Greenhill has grown dramatically, expanding its reach globally and increasing its ranks of managing directors more than threefold. Ms. Ekman, as a member of a very small management team in an entrepreneurial culture, has focused on establishing Greenhill’s premier brand as a trusted advisor in a highly competitive environment. She has been actively involved in strategic initiatives to build the firm, such as Greenhill’s international expansion (principally in Europe, Japan and Australia), raising various private equity funds, raising and investing a special purpose acquisition vehicle, the establishing of a fund placement business, various acquisitions, divestitures and offerings, as well as the spin-off of the firm’s asset management business. In addition, Ms. Ekman established the infrastructure to deal effectively with a multitude of regulatory and legal issues across a number of jurisdictions in an environment of increasing scrutiny of investment banks and helped cement a culture of the highest ethical standards at a young and growing firm. Ms. Ekman also plays a pivotal role in employee and personnel matters.

Ms. Ekman advises Greenhill’s Board of Directors on governance and strategic issues. She regularly works with Greenhill’s clients on transactions, providing senior level governance and transaction expertise to Boards of Directors and management teams across a range of industries. Ms. Ekman has also worked closely with Greenhill’s investment professionals on the management of their private equity and venture capital investment portfolios, with particular focus in energy, financial services and for profit education, including serving on the board of managers of a privately held oil exploration portfolio company.

Prior to joining Greenhill, Ms. Ekman was a partner in the M&A Group of Davis Polk & Wardwell, a premier Wall Street law firm, where she represented clients across a range of domestic and cross border, private and public M&A transactions. Ms. Ekman developed particular expertise in the financial services, health care, publishing and transportation industries, working closely with major US and European corporations and private equity firms to design practical business solutions for complex problems.

Ms. Ekman has also been active in a variety of civic and charitable activities in New York City, serving, among other things, as a member of the Board of Trustees of St. Luke’s School, where Ms. Ekman also served as Treasurer and a member of the Executive and Finance Committees, overseeing a pivotal strategic study, effecting the independence of the school from its previous affiliation with a church and establishing a major capital campaign. Ms. Ekman received her law degree from the New York University School of Law, where she was awarded the Order of the Coif. Ms. Ekman also holds an M.A. in History, awarded by New York University, and a B.S. of Foreign Service, awarded by Georgetown University, cum laude. Ms. Ekman, who is a native of Sweden and speaks in five languages, resides in Connecticut with her family.
Laurel Grammig is Vice President, Secretary, and Chief Corporate Counsel of Brown & Brown, Inc., a public, highly decentralized insurance intermediary organization, where she is part of the Senior Leadership team. Since 1994, when she joined as Vice President, Secretary and General Counsel, the company’s annual revenues have grown from approximately $98 million to approximately $980 million, and at the close of 2011, it attained its intermediate revenue goal of $1 billion. Today, Brown & Brown, Inc. is the seventh largest insurance intermediary in the United States and the eighth largest worldwide, with more than 5,000 employees and more than 150 profit centers in 37 states, as well as one operation in London.

In the course of her career with Brown & Brown, Ms. Grammig has been responsible for business and legal litigation and non-litigation matters for the Company and its subsidiaries. In addition to heading the Legal Department, she was responsible for founding and leading the Company’s Quality Control team and she also oversaw the Leadership Development (HR) department for a period of years. Highlights of her years with Brown & Brown include two securities offerings, the move from NASDAQ to the New York Stock Exchange, and an extraordinary number of mergers and acquisitions, as well as advising and supporting the Board of Directors and Board committees. She has held property and casualty and life and health insurance licenses in Florida and other states since 1994, earned the designation of Certified Insurance Counselor (CIC) in 2000, and expects to fulfill remaining requirements for the designation of Certified Risk Manager (CRM) in 2012. Coincident with the enactment of Sarbanes-Oxley in 2002, Ms. Grammig’s focus shifted to non-litigation matters and her duties currently include responsibility for compliance with requirements of the Securities and Exchange Commission and New York Stock Exchange, corporate governance matters, public company disclosures, equity and non-equity incentive programs and executive compensation, and preparation of the Company’s annual proxy statement and related filings. In 2004, Ms. Grammig was named Corporate Counsel of the Year by the Corporate Counsel Section of the Hillsborough County Bar Association.

Ms. Grammig is a magna cum laude graduate of Brown University, where she was named to membership in Phi Beta Kappa, and she earned her law degree from Harvard Law School. Following graduation from law school, she clerked for the Honorable Paul H. Roney of the United States Court of Appeals for the Eleventh Circuit. She commenced practice in San Diego, California as an associate with the law firm of Luce, Forward, Hamilton & Scripps. Several years later, she returned to her home town of Tampa, Florida and joined the law firm of Holland & Knight, where she was a partner practicing principally in the area of complex commercial litigation at the time of her departure in 1994 to join Brown & Brown.

Ms. Grammig is also one of the Hillsborough County Crisis Center’s “Women in Action,” and past Vice Chair of the Board of Trustees of the Academy of the Holy Names in Tampa; past committee chair and Board member of the Junior League of Tampa, Inc.; and past member of Women Executive Leadership and The Exchange Club. In addition, Ms. Grammig served on the Sojourn® committee for WEDU in 2009 and serves on Brown & Brown’s “Cheetahs for Charity” committee. Ms. Grammig, husband Bob, and their four children, Clare and Jim (twins, age 9) and Julia and Grace (also twins, age 4), reside in Tampa and root for the Tampa Bay Lightning, the Rays and the Bucs.
Carrie J. Hightman is Executive Vice President and Chief Legal Officer of NiSource Inc., a $7.2BB Fortune 400 NYSE energy holding company providing natural gas transmission, storage and distribution services, as well as electric generation, transmission and distribution to nearly 4 million customers located from the Gulf Coast through the Midwest to New England. NiSource is the 3rd largest natural gas distribution company and 4th largest natural gas pipeline company in the U.S. Ms. Hightman’s responsibilities include all legal functions, as well as compliance, environmental, safety, sustainability and an unregulated real estate investment division. She serves as a member of the company’s senior management team, reporting to the CEO. Since joining the company, she resolved a $450MM legacy class action litigation, established an Ethisphere award winning ethics and compliance program, led the development of NiSource’s sustainability program, and created a women’s leadership program.

Ms. Hightman also serves by gubernatorial appointment as Chair of both the 11 member Illinois State Universities Retirement System Board, the $14BB pension system for university employees, and the 16 member Illinois Board of Higher Education, the state oversight board for higher education. In these roles, she works with legislators, the Governor, university and college presidents, and other stakeholders on higher education policy issues, including establishing a long-term strategic plan for higher education, directs establishment and execution of asset investment strategy, and oversees a staff that administers plan benefits.

Prior to joining NiSource, Ms. Hightman served as President of AT&T Illinois (formerly SBC). In that position, she was responsible for all regulatory, legislative, governmental and external affairs activities, as well as community and industry relations, throughout Illinois. She also directed message development and media strategy, working closely with Public Affairs and Corporate Communications. During her tenure at AT&T, Ms. Hightman partnered with the heads of operations, sales and marketing to drive game-changing business strategies, including entry into the long-distance market, pricing freedoms for local service, and entry into the entertainment market, and negotiated an historic settlement that resulted in an additional $25M+ in annual revenue, all of which enabled AT&T to evolve from a traditional wireline phone company into a provider of diversified communications and entertainment services.

Prior to joining AT&T, Ms. Hightman practiced telecommunications and energy law for more than 17 years. She was a partner at Schiff Hardin LLP, a general practice law firm representing clients across the United States and around the world, and led its Energy, Telecommunications and Public Utilities practice group. Ms. Hightman began her career in the public sector in 1983, serving as Staff Counsel at the Florida Public Service Commission. In 1986, she served as associate counsel at the Florida Office of Public Counsel, handling a variety of public utility cases on behalf of consumers.

She also serves on the boards of the Lyric Opera of Chicago, Chicago Urban League and the Abraham Lincoln Presidential Library Foundation. Ms. Hightman earned her B.A. from the University of Illinois and her juris doctor from Florida State University.
Stephanie C. Hildebrandt is the Senior Vice President, General Counsel and Secretary for Enterprise Products Partners L.P. Enterprise Products, headquartered in Houston, Texas and ranked 62nd on the Fortune 500, is one of the largest publicly traded partnerships and a leading North American provider of midstream energy services to producers and consumers of natural gas, natural gas liquids, crude oil, refined petroleum products and petrochemicals.

Ms. Hildebrandt is a member of Enterprise's executive management team, which establishes the company's strategic plans and policies. She is also responsible for all legal functions of the company, including securities, litigation, employment, mergers and acquisitions, and commercial transactions. She has hand-led major corporate mergers, acquisitions, divestitures and joint ventures, including the merger of Enterprise Products with Duncan Energy Partners in September 2011, the merger of Enterprise Products with Enterprise GP Holdings in November 2010 and the merger of Enterprise Products with TEPPCO Partners in October 2009.

Ms. Hildebrandt is also responsible for leading and managing the Government Affairs function, which established a Political Action Committee in 2011. She also serves on the company’s Disclosure Committee, and is a member of the Board of Directors of the company's captive insurer, American Enterprise Insurance, Ltd.

Additionally, Ms. Hildebrandt serves as Secretary of the company, managing all Board activities and advising the Board and its Governance and Audit and Conflicts Committees.

Ms. Hildebrandt joined Enterprise in 2004 as Deputy General Counsel and Assistant Secretary, and was named Vice President in 2006, General Counsel in 2009 and Senior Vice President and Secretary in 2010.

Since 2010, Ms. Hildebrandt has served as an Advisory Committee member for RVI Partners, LP, a Houston-based energy hedge fund.

Earlier in her career, Ms. Hildebrandt served with the legal department of El Paso Corporation/GulfTerra Energy Partners prior to GulfTerra’s merger with Enterprise in 2004. Prior to joining El Paso in 2001, she also served with the Texaco legal department, where she supported Texaco’s exploration and production function, both domestic and international, in progressive positions for 12 years.

Ms. Hildebrandt is involved in community service as a volunteer with the United Way of Houston and with the Boy Scouts and Girl Scouts of America. She is a sustaining member of The Junior League of Houston. Ms. Hildebrandt received her Bachelor of Science in Foreign Service degree from Georgetown University and her Juris Doctor, cum laude, from Tulane University Law School. Ms. Hildebrandt resides in Houston, Texas with her husband and their two children.
Bina Kalola is Managing Director and head of Global Strategic Direct Investments for Global Banking and Markets at Bank of America Merrill Lynch. In this role she is responsible for managing the global strategic investments portfolio, including identifying critical opportunities such as cutting edge financial technology that would provide a competitive advantage and opportunities to evolve, or address changes in, trading market structure across the globe (e.g., investments in BATS Global Markets, Chi-X Europe, SBI Japannext, Markit Partners, and Tradeweb), and driving investments across strategic areas of focus. She collaborates with senior management to determine growth opportunities, competitive positioning and cost-saving opportunities across the sales, trading and research platform through both strategic investments in third-parties and mergers and acquisitions. She further has responsibility for the P&L and return on equity of the investment portfolio, and is actively engaged on several boards of the portfolio companies, including serving as Chairperson of the Nominating Committee and Product Committee of the Boards of BATS Global Markets and Chi-X Global, respectively.

Prior to this role, Ms. Kalola was a Director and Assistant General Counsel at Merrill Lynch, where she was responsible for the execution and management of the firm’s international and domestic proprietary acquisitions and divestitures across global business areas. She was also the lead attorney on structuring and negotiating domestic and international joint ventures aimed at growing both the institutional and wealth management businesses in Asia, including the Mitsubishi UFJ Merrill Lynch wealth management joint venture in Japan, the DSP Merrill Lynch joint venture in India, and several strategic alliances globally.

Ms. Kalola was also active covering the Audit Committee and Finance Committee of the Board of Directors at Merrill Lynch, working with Corporate Audit on auditor independence oversight, analysis of rules and authoring policies and procedures related to the Sarbanes-Oxley Act of 2002. She was one of three attorneys selected globally to participate in the 2004 Global Management Development Program and was also selected to participate in the Management 2005 Laureate Program. She is also actively involved on the executive committee of the Global Banking & Markets Women’s Leadership Council, several industry groups and head of diversity recruiting at the graduate and undergraduate schools at Columbia University.

Prior to joining Merrill Lynch, Ms. Kalola co-founded NetProphets, a start-up company that incubates proprietary and client business plans in the United States, Australia and India. NetProphets was funded by the founders and angel investors to both incubate an on-line marketing site for a Fortune 500 food and beverage company, as well as provide services to clients requiring expertise in marketing strategy and website development. She was involved in all aspects of the company’s business development, including capital raising, and sales efforts.

Before that, she practiced Corporate Law at Fried, Frank, Harris, Shriver & Jacobson and was an analyst in the Financial Division at Salomon Brothers.

Ms. Kalola holds a J.D. from Georgetown University and a BA from Barnard College, Columbia University.
Anastasia D. Kelly (Stasia) is a partner in DLA Piper’s Corporate and Finance and Public Company and Corporate Governance practice as well as the firm’s White Collar Corporate Crime and Investigations Group. Ms. Kelly joined DLA Piper in 2010 after a fifteen year career as General Counsel in four leading public companies.

Ms. Kelly also sits on two public company boards, Owens-Illinois, the world’s largest manufacturer of glass packaging and Huntington-Ingalls Industries, which designs, builds and maintains nuclear and non-nuclear ships for the US Navy and the Coast Guard. At Owens-Illinois, Ms. Kelly Chairs the Risk Committee and is a member of the Compensation Committee. She Chairs the Governance and Policy Committee at Huntington-Ingalls Industries.

In her four General Counsel roles, Ms. Kelly specialized in helping companies through crisis and in building effective legal and compliance frameworks. At American International Group (AIG), Ms. Kelly was Executive Vice President, General Counsel, Chief Compliance and Regulatory Officer from 2006 to 2008 and Vice Chairman in 2009. Ms. Kelly went to AIG to build a worldwide legal, regulatory and compliance team across the AIG enterprise in the aftermath of government investigations related to the company. In 2009, in her role as Vice Chairman, she was given additional responsibility by the Board for government relations, external communications, corporate affairs and human resources across AIG during the financial crisis. In 2003, Ms. Kelly was asked to join the turnaround team at MCI/WorldCom during its bankruptcy and restructuring. Ms. Kelly served as Executive Vice President and General Counsel and helped lead the team that brought MCI out of bankruptcy, restructured the business in the wake of major regulatory changes, culminating in the acquisition of MCI by Verizon in 2006.

Ms. Kelly is an active leader at DLA Piper and is a member of the firm’s Executive Committee. She is a mentor to a number of the firm’s women lawyers and is on the leadership committee of the firm’s Law Alliance for Women (LAW), which among other goals, is committed to the hiring, development and advancement of women lawyers at DLA Piper.

Ms. Kelly co-teaches a course at Stanford Law School on the Role of the Modern General Counsel. She is a frequent lecturer on the role of directors in public companies as well as Crisis Management for a number of organizations, including Practicing Law Institute, Corporate Board Member, and Georgetown Law School's Corporate Counsel Institute. She is a frequent contributor to Corporate Counsel Magazine as well as other publications. She is the editor of Corporate Counsel's Project 5/165, which is committed to increasing the number of women General Counsel in Fortune 500 companies. Ms. Kelly is also on the Advisory Board of the Rock Center for Corporate Governance at Stanford Law School.

Ms. Kelly received her law degree magna cum laude from George Washington University, where she was a member of the Order of the Coif and the Law Review. She received her undergraduate degree from Trinity University in Washington, DC.
Sylvia Khatcherian is a Managing Director at Morgan Stanley in the Legal and Compliance Division, and Global Head of the legal group responsible for Technology, Outsourcing, Privacy, Intellectual Property and E-Commerce matters across all Morgan Stanley business units and operations in 42 jurisdictions world-wide. The business units she covers include the firm’s Global Technology & Data and Operations organizations, Information and IT Security Groups, Strategy and Execution Group, Global Marketing, and Business Continuity Management. She negotiates transactions for and advises the firm on a broad range of areas, including protection and management of information and IP assets, privacy, data protection and cross border data transfers, electronic connectivity and online business activities.

Ms. Khatcherian also guides and partners with the senior leadership on enhancements to governance structures, policies and procedures to meet regulatory expectations. She is a member of several governance and risk management committees, including the Technology Governance Committee, Technology & Data Risk Committee, Information Security Governance Committee, Supplier Risk Governance Committee, and the Global Workforce Strategy Steering Committee. She is the firm’s representative on the Securities Industry and Financial Markets Association’s Technology and Regulation Committee, where she is Co-Chair of its Outsourcing Subcommittee.

Previously, Ms. Khatcherian managed the Technology Law group in the American Express General Counsel’s Office, supporting technology, intellectual property and electronic commerce initiatives for all American Express companies, and was a member of the American Express Technologies Executive Team.

Prior to joining American Express, Ms. Khatcherian was an equity partner in Brown Raysman & Millstein, a law firm specializing in Technology and IP matters.

Ms. Khatcherian is currently a member of the Management Board of the International Bar Association (IBA) (since 2005) and the Chair of the IBA Legal Practice Division. She has served as the Treasurer of the IBA, and currently also serves on the Board of Trustees of the IBA US Foundation, a charitable foundation, and the IBA Human Rights Institute. The IBA’s Management Board is responsible for managing the business, finances and affairs of the Association, including the remuneration and supervision of the Executive Director and the supervision of the activities of the constituent divisions.

Ms. Khatcherian is a founding member of the West 116th Street Community Association in Central Harlem, New York, and she served for over 15 years on the Board, as President, Vice President and Treasurer, at various times, of 211 East 18th Street Owners, Inc, a residential co-op of 110 units in NYC.

Ms Khatcherian earned an AB, magna cum laude, in Mathematics and Economics from Barnard College, and her J.D. from New York University School of Law.
2012 DirectWomen
Board Institute Participant

Nicole Lamb-Hale

With more than twenty years of professional experience traversing the private and public sectors, Nicole Y. Lamb-Hale currently serves as the Assistant Secretary of Commerce for Manufacturing and Services in the U.S. Department of Commerce's International Trade Administration (ITA). In this role, she is the Chief Executive Officer of the industry facing unit of ITA serving as the liaison between U.S. industry and the federal government with respect to access to foreign markets and U.S. policies impacting the competitiveness of U.S. exports. She interacts regularly with businesses large and small that seek to expand their business opportunities globally. Her duties include leading U.S. business delegations on international trade and trade policy missions during which she, among other activities, negotiates with senior foreign government officials regarding the elimination of trade barriers to U.S. exports and advocates on behalf of U.S. companies seeking contracts with foreign governments for the provision of goods and services.

Ms. Lamb-Hale is credited with restructuring Manufacturing and Services to more effectively leverage its expertise through the development of sector export strategies incorporating analytics, policy development and the promotion of U.S. manufacturing and services exports. These strategies guide the work of employees in ITA and across the trade supporting agencies in the federal government, and contributed significantly to the ITA’s support of a record $2.1 trillion in U.S. exports in 2011. Before her unanimous confirmation by the U.S. Senate to serve as the Assistant Secretary, Ms. Lamb-Hale served as the Deputy General Counsel for the U.S. Department of Commerce. In this role, she was the Chief Operating Officer of the Office of General Counsel. She managed a $50 million operating budget and assisted the General Counsel as the legal advisor to the Secretary of Commerce and as the chief legal officer for the Department.

Prior to her government service, Ms. Lamb-Hale practiced law with Foley & Lardner LLP where she counseled corporate clients in significant business transactions including out of court restructurings and bankruptcy. Throughout her legal career, Ms. Lamb-Hale advised boards of directors and senior executives on strategies and solutions to strengthen their financial position or to take advantage of acquisition or sale opportunities. In addition to her client work, Ms. Lamb-Hale served as the Managing Partner of the firm’s Detroit office in which role she remained until joining the Obama administration in 2009. As the Chief Executive Officer of the Detroit office, Ms. Lamb-Hale managed 80 employees and a $100 million operating budget. She was responsible for new business development, attorney recruiting and the implementation of the firm’s business and marketing strategies in the Michigan market. During her three year tenure as Managing Partner, the net income of the Detroit office increased by 23 percent.

Ms. Lamb-Hale has been active in civic and community affairs throughout her career, including, among other roles, serving as Vice Chairperson of the Board of Directors of the Michigan Land Bank Fast Track Authority, on the Board of Trustees of the Detroit Regional Chamber’s Leadership Detroit program, and on the Board of Trustees of the Music Hall Center for the Performing Arts.

Ms. Lamb-Hale attended the University of Michigan where she studied in the Honors College and earned her A.B. with high honors in political science in 1988. She earned her J.D. from Harvard Law School in 1991.
Randi V. Morrison is an accomplished attorney and executive with over 20 years of experience advising public company business executives and boards of directors on legal, regulatory, corporate governance and business matters. Ms. Morrison has broad-based public company experience, having guided her clients through government investigations, securities class action and derivative litigation, and related matters; crisis, as well as ordinary course, disclosure and investor relations matters; corporate governance, securities and listing issues; mergers, acquisitions and divestitures; debt refinancing and capital raising transactions; a myriad of anomalous (as well as routine) financial reporting and accounting matters and associated exchange listing issues; and all aspects of public company and industry-specific regulatory compliance.

Ms. Morrison is currently an Attorney with Axiom Law, a 900-person firm serving, among others, nearly half the Fortune 100, through eleven offices globally, and the largest and fastest growing provider of managed legal services to Fortune 500 companies. She also serves as Associate Editor of TheCorporateCounsel.net, an educational service and resource providing practical guidance on corporate, securities and corporate governance matters. She is also a consultant to LRN, an international provider of legal, compliance, ethics management and corporate governance solutions to leading companies worldwide.

Before engaging in her current roles, Ms. Morrison held general counsel and senior executive positions with DineEquity, Inc., the publicly-traded parent company of Applebee's and IHOP, and CSK Auto Corporation, a publicly-traded retailer of automotive parts and accessories. She has also served as legal counsel for Venture Stores, Inc., a former publicly-traded general merchandise discount retailer, and Del Webb Corporation, a former publicly-traded developer of large master planned communities (now a division of Pulte Homes).

In her role as Senior Vice President, Legal, Secretary & General Counsel of DineEquity, Ms. Morrison was responsible not only for directing and managing the legal and risk management affairs of the Company and the brands, but also acting in partnership with the Applebee's and IHOP brand leadership teams, employees and franchisees to support strategic brand initiatives. During her tenure, Ms. Morrison served as a trusted advisor to the board, and was instrumental in, among other things, developing and formalizing the Company's compliance program, enhancing the Company's corporate governance posture, and furthering the shared service model in the legal and risk management areas, a major company initiative.

As Senior Vice President, General Counsel & Secretary for CSK Auto Corporation, Ms. Morrison was responsible for all facets of the legal function. During her tenure, Ms. Morrison worked directly with the board of directors and audit committee in connection with the legal and business consequences of SEC and DOJ investigations of the Company's historical accounting practices, during which time she served as the principal contact with the audit committee, SEC, NYSE and the company's outside auditor. With the CEO, Ms. Morrison worked directly with the board of directors in its review of strategic alternatives that ultimately led to the sale of the Company in 2008 to O'Reilly Automotive, Inc. She actively participated in handling all legal aspects of the merger, including post-merger integration of the two legal departments.

Ms. Morrison has a B.A. in Political Science from Washington University and her J.D. from Washington University School of Law in St. Louis.
Karen Ostad is an internationally recognized leader in structuring and implementing business reorganizations, mergers and acquisitions, primarily involving financially distressed or emerging markets companies. Her experience is global (including Europe, China, Japan, India, and South America) and she has led transactions in many industries including insurance, banking and other financial institutions, telecommunications, energy, mining, automotive, aviation, healthcare, real estate, retail and other goods and services. Her global experience is enhanced by her proficiency in French, German and Persian and her understanding of the cultural, operational and legal aspects of global businesses. Ms. Ostad has 24 years of experience as a New York based partner of major international law firms, Morrison & Foerster LLP and Lovells LLP. Since 2011, Ms. Ostad is the founding Managing Director of GlobeAdvise LLC, a consulting firm that provides business-critical advice to public companies, private enterprises and government-owned entities.

Ms. Ostad currently serves as a director of Flight Design West (a privately-held U.S. distributor of the world’s best selling light sport aircraft), a director of Lake Tahoe SummerFest, an advisory board member of Ciné Institute (a high school teaching vocational skills to Haitian youths), and a benefits board member of InMotion (a New York charity providing free legal services to indigent women and children in domestic abuse, family law and related matters).

Recent notable engagements include representing the liquidators of the first Cayman Islands hedge funds to require financial restructuring (the SPhinX Funds), advising the Boards of the largest failed banks in Iceland following the 2008 global financial meltdown (Glitnir and Landsbanki), representing bidders for global assets of GM and Chrysler, representing financial institutions as lenders in the global Lehman insolvency proceedings, representing large sub-prime lenders in selling overseas operations and restructuring, representing the largest importer of metals into China in a series of global acquisitions (China Minmetals), representing global network providers to and purchasers of telecommunications companies, representing aircraft lenders in restructuring billions of dollars of loans to airlines, and advising the U.S. Department of Energy on financings to CleanTech companies.

As an active strategist in creating value, Ms. Ostad has financially restructured companies, renegotiated debt, arranged rescue financings, interfaced with auditors, government regulators, investment bankers and others, and implemented strategies to comply with federal and international laws including Sarbanes-Oxley, TARP and Dodd-Frank. She has advised boards of public and private companies, including committees of independent directors; served as a member of numerous official creditors’ committees, and advised bondholder committees and other governance boards. Ms. Ostad’s other leadership positions have included serving as the first female President of one of the largest minority bar associations in the U.S. and serving on the mentorship committee of New York Law School.

Veta T. Richardson has been President and CEO of the Association of Corporate Counsel (ACC) since July 1, 2011. ACC is the world’s largest not-for-profit corporation dedicated exclusively to serving chief legal and compliance executives through an industry-leading combination of information resources, education and training, professional networks, and advocacy in advancement of corporate counsel interests. Totaling almost 30,000 members from more than 10,000 unique organizations, ACC spans 75 nations and encompasses chapter operations in 52 locales. As CEO, Ms. Richardson has operational P&L responsibility for this multi-million dollar organization of more than 70 employees. In her first year as CEO, Ms. Richardson worked with the ACC Board of Directors to lead development of a new 5 year Strategic Plan, restructure to achieve executive team alignment, revamp the performance review process to link compensation awards to the attainment of measurable strategic goals, establish a professional development training program for ACC staff, introduce innovative new education technology, and expand ACC’s global brand via new chapters in Canada and the Middle East.

Prior to ACC, Ms. Richardson was the executive director of the Minority Corporate Counsel Association (MCCA) and the CEO of Diversity & the Bar magazine, a bi-monthly publication with a circulation to more than 30,000 corporate executives. Founded in 1997 as a 501(c)(3) not-for-profit corporation, MCCA is a preeminent authority regarding the advancement of diversity in the nation’s leading corporations and law firms. Under Ms. Richardson’s leadership, MCCA underwent a significant turnaround in profitability and program expansion. When Ms. Richardson took the helm in January 2001, MCCA was on the brink of financial insolvency, suffering from negative earnings, brand confusion, and significant unrealized potential. In less than 18 months time, she paid off all debts, achieved profitability, stabilized cash flow, and attracted unprecedented levels of attendance and financial support for the association. Over the decade she served as executive director, Ms. Richardson guided the association through the operational and fund raising challenges posed by 9/11, a major recession, and the 2008 economic downturn, all the while expanding operations and personnel, quadrupling revenue, and establishing multi-million dollar investment reserves.

Ms. Richardson is nationally recognized as one of the foremost authorities regarding workplace diversity and inclusion issues. She has been a key strategist to business executives, general counsel, government regulators, private law firms, academia, and the Clinton, Bush and Obama Administrations. Her core expertise areas include workplace diversity and inclusion, finance and P&L, strategic planning and the alignment of human, technology, and financial resources in fulfillment of operational objectives and growth.

Her prior experience also includes a stint in the Office of General Counsel at Sunoco, Inc., then a Fortune 100 energy company based in Philadelphia, PA. At Sunoco, she advised executive management regarding governance, executive compensation, ethics, and securities disclosure. She was also the lead counsel and a key strategist for multi-billion dollar mergers, acquisitions, divestitures, joint ventures, financings, and corporate restructurings.

Ms. Richardson received her B.S. in Business Management from the University of Maryland at College Park and J.D. from the University of Maryland Law School.
Robin Russell is the Houston Office Managing Partner of Andrews Kurth LLP, a nationally recognized law firm. She co-chairs the firm’s national financial restructuring practice and currently serves on numerous committees including the Policy Committee, Finance Committee, Partners’ Compensation Committee and Administrative Staff Oversight Committee.

At Andrews Kurth, Ms. Russell provides strategic advice to corporate clients and independent boards on the structuring of contracts, loans, equity investments and acquisitions to minimize risks. She also represents clients throughout the U.S. in corporate restructurings and reorganization. She has extensive experience in commercial litigation assessment, particularly bankruptcy litigation, and has been the lead negotiator in numerous mediations. Clients include buyers (both strategic and financial) and sellers of assets, secured lenders, private equity funds, contract counterparties, landlords, trade creditors, debtors, statutory and plan trustees, official and ad hoc creditor committees and equity committees. Ms. Russell has been recognized for Corporate Restructuring by The Legal 500, by Chambers & Partners USA as a Leading Lawyer for Business, as one of The Best Lawyers in America and as a Texas Super Lawyer. She was elected a Fellow of the American College of Bankruptcy in 2011 and a member of the American Law Institute in 2007.

For over 20 years Ms. Russell has worked closely with the Texas Bankers Association to develop publications and programs to train bankers across the state. She is the principal instructor for the Texas Bankers Association on secured lending and loan documentation and authors their best selling books: Texas Secured Lending Guide, Texas Real Estate Lending Guide and Texas Problem Loan Guide. She has written and taught extensively in the areas of corporate governance, valuation, risk assessment, financial transactions and restructuring. She is a co-author of Oxford University Press’ Last Rights: Liquidating a Company in its Financial Management Association Survey and Syntheses Series, Understanding the Risks of Directing an Institution in Financial Distress, Chapter 5 of The Handbook for Directors of Financial Institutions and Maximizing Value Through Effective Economic Litigation Analysis. She is also the author of Thomson Reuters’ Texas Practice Guide: Financial Transactions and Texas Practice Guide: Creditors Rights.

Ms. Russell has been a long time supporter of inclusion and diversity and was instrumental in the development of Andrews Kurth’s policies to promote gender fairness and work life balance. She is a founding member of the firm’s Women’s Initiative Team and of the Center for Women in the Law at the University of Texas. Her leadership in this area has been recognized by the Profiles in Diversity Journal which named her a “Women Worth Watching” 2012 Award Winner and the National Diversity Counsel which in 2011 named her as one of the Most Powerful and Influential Women in Texas.

Ms. Russell received her L.L.M. in Banking Law Studies from Boston University School of Law and her J.D., cum laude, from Baylor University School of Law where she was first in her class and Editor-in-Chief of the Baylor Law Review. She earned her B.S., magna cum laude, in International Trade from Texas Tech University where she received the Margaret Talkington Award of Excellence as the outstanding sorority woman on campus.
Andrea E. Utecht is Executive Vice President, General Counsel and Secretary of FMC Corporation, an S&P 500 global chemical company listed on the NYSE. She is a member of the Company’s Executive Committee, which determines the strategic direction of the Company. As Executive Vice President, Ms. Utecht acts as a business partner and counsel to senior management and the Board of Directors on M&A, risk management, corporate governance, compliance, litigation, and securities matters, and is responsible for the worldwide delivery of legal services, during a period when the Company is on track to nearly double in size within five years, with much of the growth occurring in rapidly developing economies. She played a significant role in the design of the Company's enterprise risk management system. At various points throughout her career, Ms. Utecht has held executive positions outside the legal function.

Ms. Utecht joined FMC in 2001, the year the Company spun off its equipment business into a new public company and moved the Company’s corporate headquarters to Philadelphia. She started a new corporate legal function from scratch in Philadelphia at a time of significant upheaval in corporate governance as a result of the new Sarbanes Oxley Act, and helped to guide the Company through a period when nearly the entire corporate staff had left with the newly-formed equipment business, while managing voluminous retained legacy liabilities.

Prior to this, Ms. Utecht acted as the Senior Vice President-Legal Affairs for the US holding company of the French multinational oil and gas giant Total S.A., following its acquisition of Petrofina and Elf Aquitaine. She also served as the Senior Vice President, General Counsel and a member of the President’s Committee, which determined the strategic direction, of Total’s largest US chemical subsidiary, now known as Arkema, Inc., where she spent twenty years in positions of increasing responsibility. In addition, she served as a director of a Total S.A. affiliate, ATO Findley, a US manufacturer of adhesives. Before joining Arkema, Ms. Utecht was an associate corporate counsel at Colonial Penn Group, a NYSE-listed financial services company. Ms. Utecht has had significant international experience, having worked on several international transactions for US and French multinationals and acquired a working knowledge of French, as well as having lived and studied in the UK.

In addition to her MBA from Wharton and MS in Operations Research from the University of Pennsylvania, Ms. Utecht obtained her law degree from the University of Pennsylvania, and she received an undergraduate degree with a major in mathematics from Elmira College (NY) magna cum laude, where she was also a member of Phi Beta Kappa.

Ms. Utecht has been a frequent speaker on corporate governance and other topics at legal seminars, and was a member of the staff of the Wharton/SpencerStuart Director’s Institute. She has served on several non-profit boards and foundations, including the Association of Corporate Counsel (ACC), the YMCA of Philadelphia and Vicinity, and the American Arbitration Association. She is the co-author of the “Ethics” Chapter of the multivolume treatise on Successful Partnering Between Inside and Outside Counsel, and has received recognition as a distinguished member of the legal profession from the Delaware Valley Chapter of the ACC, the Philadelphia Bar Association, and the New York County Lawyers’ Association.
Robin Walker-Lee is the Executive Vice-President, General Counsel and Secretary of TRW Automotive Holdings, one of the world's largest automotive suppliers and one of the top financial performers in the industry, listed on the New York Stock Exchange with 2011 sales of $16.2 billion. The global leader in automotive safety, TRW produces advanced active systems in braking, steering and suspension, and sophisticated occupant safety systems, including airbags, seat belts and steering wheels. TRW supplies more than 40 vehicle manufacturers worldwide from its 185 manufacturing locations.

Since joining the company in 2010, Ms. Walker-Lee is a member of the TRW Executive Officer team and is responsible for all legal matters. In that capacity, Ms. Walker-Lee advises company leadership and the Board of Directors on significant issues facing the company, including managing the company’s response to the current antitrust investigations commenced by the US Department of Justice and the European Commission in the autoparts industry.

Ms. Walker-Lee has focused her career on global business matters, particularly in emerging markets, and speaks French and Spanish. Prior to joining TRW, she held a number of leadership positions at General Motors, including Assistant General Counsel-Operations and Regional General Counsel & VP Public Policy for Latin America, Africa and the Middle East. Resourceful and practical, she is an invaluable partner to various business leaders in crafting effective and successful strategies to meet objectives while protecting the company from unreasonable risk. With a strong background in global corporate compliance, including international trade and investment, Ms. Walker-Lee has provided high-level leadership in a variety of significant and sensitive issues that combine business, policy, and legal considerations.

She has also handled various high-profile matters related to corporate finance and restructuring, particularly during her special assignment to the General Counsel related to the GM bankruptcy.

Ms. Walker-Lee received her law degree magna cum laude from Michigan Law School, where she was a member of the Order of the Coif and Executive Editor of the Law Review. She received her undergraduate degree from the University of Kansas.
Jennifer Wolfe is the Managing Partner of Wolfe, Sadler, Breen, Morasch & Colby, an intellectual property, corporate counsel and innovation firm she started at the age of 28. She has grown the firm from a small solo practice into a multi-million dollar enterprise with offices in Cincinnati, New York City and Spokane doing business with the largest companies in the world. The firm represents clients such as Microsoft, Procter & Gamble, Kraft Foods, Scripps Networks Interactive, Duke Energy, Macy’s, and other Fortune 500 companies, as well as emerging growth companies in the technology, media and entertainment, retail and consumer products industries.

Ms. Wolfe is recognized as a forward-thinking, innovative, and award-winning executive leader. She has built a reputation for creative thinking and problem solving as part of a team. Nationally accredited in public relations, a certified Six Sigma Black Belt and a successful entrepreneur, Ms. Wolfe brings a unique perspective to her leadership roles. She has invested in and served on the boards of numerous start-up companies and currently serves on the Board of Directors of Pub Group Investments, a company which owns and is developing chains of upscale restaurants in destination locations. She was recently appointed to the Generic Name Supporting Organization Council of ICANN (Internet Corporation for Assigned Names & Numbers), and will serve to develop public policy governing the naming convention used on the Internet.

Ms. Wolfe is a thought leader in digital strategy and intellectual property strategy, particularly navigating the next generation of the Internet. She recently launched a digital brand agency, Wolfe Domain, and is working with clients such as the Food Network, HGTV, Cooking Channel, Travel Channel, Macy’s, Broadway.com and more. She provides consulting on best practices in innovation, commercialization and process improvement for global clients such as Nestle. Wolfe recently co-authored the book, Brand Rewired, on innovation, branding and intellectual property strategy published by John Wiley & Sons, Inc. The book reached #35 in best-selling product management books. Her second book, Domain Names Rewired will be released in the November, 2012. In researching and writing both books, she interviewed leaders from top global brands to predict important trends in branding, innovation and digital strategy.

Ms. Wolfe served two times as President of the Greater Cincinnati Venture Capital Association where she worked with emerging companies to build commercialization strategies and find potential investors and license partners and increased the role of women and minority owned businesses in the venture capital community. She served on the Board of Trustees of the American Red Cross Cincinnati Chapter and on the Board of the Greater Cincinnati & Northern Kentucky Film Commission. She was recently named Woman of the Year by The Leukemia & Lymphoma Society. Ms. Wolfe is a best-selling author, regular columnist and has been published or featured in Click Z, Mashable, Executive Counsel, CIO Magazine, BusinessWeek, Inside Counsel, NPR, IP Frontline, E-Week, Pink Magazine, USA Today and more. She has won numerous regional awards, and was most recently named a finalist for Inside Counsel’s 2011 National Transformative Leadership Award.

Ms. Wolfe received her Juris Doctorate and Master’s Degree in Organizational Communication from the University of Cincinnati, graduated magna cum laude in journalism from Ball State University, and has been trained at Harvard Law School in negotiation and mediation.
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