2014 DirectWomen Board Institute and Alumnae Conference

DIRECT WOMEN

Accelerating Board Opportunities for Women

JANUARY 22 - 24, 2014  |  WALDORF-ASTORIA HOTEL  |  NEW YORK
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Welcome to the 2014 Board Institute and Alumnae Conference
Overview

OUR MISSION
The mission of DirectWomen is to increase the representation of women attorneys 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 develops and facilitates two signature events:

DIRECTWOMEN BOARD INSTITUTE
Using a rigorous selection criteria, DirectWomen identifies each year a select group of lawyers at the top of their profession to attend the DirectWomen Board Institute. Each year’s class reflects a diversity of business experience representing a broad geographic perspective. At the Institute, the class meets with distinguished faculty to exchange ideas and discuss key issues in corporate governance, audit committee practice, executive compensation trends and other topics important to corporate boards. The class meets with DirectWomen honorees and select DirectWomen alumnae, each with extensive board experience. A capstone of the Institute experience is the opportunity to meet with senior executives of leading national and regional search firms.

DirectWomen’s alumnae build on the Board Institute by holding annual conferences and regional events. The DirectWomen alumnae group leverages the Institute experience to broaden access for all alumnae to the corporate board search community.

THE 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. The Award honors women lawyers who have served with distinction as directors of public companies and advanced the goal of diversity in the boardroom. In 2013, DirectWomen proudly presented the Award to Mary Cranston and Gloria Santona.
Strategic Partners

DirectWomen was founded in 2007 as a project of the American Bar Association. Over the past seven years, our network has grown to include over 100 Board Institute alumnae, 28 Sandra Day O’Connor Board Excellence Award honorees, a vibrant group of volunteers, and leaders of the business community, including CEOs and directors.

Since 2010, DirectWomen has been a project of the Tides Center. Catalyst and the ABA’s Commission on Women in the Profession continue to be important strategic partners for DirectWomen.

CATALYST
Catalyst is the leading research and advisory organization working with businesses and the professions to build inclusive environments and expand opportunities for women at work. As an independent, nonprofit membership organization, Catalyst conducts research on all aspects of women’s career advancement and provides strategic and web-based consulting services globally. In particular, Catalyst tracks the advancement of women on boards of the largest U.S.-based public corporations with its Census of Women Board Directors of the Fortune 500. With the support and confidence of its member organizations and firms, Catalyst remains connected to business and its changing needs. In addition, Catalyst honors exemplary business initiatives that promote women’s leadership with the annual Catalyst Award.

ABA COMMISSION ON WOMEN IN THE PROFESSION
The Commission was created in August 1987 to assess the status of women in the legal profession, identify barriers to advancement, and recommend to the ABA actions to address problems identified. Hillary Rodham Clinton, the first chair of the Commission, set the pace for the Commission to change the face of the legal profession by issuing a groundbreaking report in 1988 showing that women lawyers were not advancing at a satisfactory rate. From this report, the Commission found that a variety of discriminatory barriers remained a part of the professional culture, the significant increase in the number of women attorneys would not eliminate these barriers and a thorough reexamination of the attitudes and structures in the legal profession was needed. Bobbi Liebenberg, Chair of DirectWomen, and Mary Cranston, 2007 Alumna and 2013 Honoree, have both served as Chair of the Commission.
Dear Friends:

As the Chair of DirectWomen, I am delighted to welcome you to our Board Institute and Alumnae Program.

The mission of DirectWomen is to increase the number of women lawyers on the boards of public companies. The importance of this goal is underscored by a number of recent studies finding that having lawyers serve on corporate boards results in enhanced financial performance, greater stability in management, and reduction of litigation exposure. Moreover, achieving gender diversity on a board has a salutary domino effect, as it increases both the number and compensation of women executives, officers and senior managers. Simply put, having more women lawyers serve on the boards of public companies is not only good for women, it is also good for business.

Unfortunately, as confirmed in a very recent Catalyst study, the number of women holding corporate board seats has remained essentially unchanged in the 16% range for the eighth year in a row. Equally distressing is the fact that there has been no uptick in the number of female corporate executives. DirectWomen is committed to ensuring that corporate board rooms and the C-suite reflect the gender diversity of the workforce and society at large.

I am delighted to welcome such an accomplished group of women to this year’s Board Institute. Our outstanding faculty is looking forward to interacting with you, exploring issues of corporate governance, and helping to better position you for board service. It is wonderful that so many of our Board Institute Alumnae are joining us for what promises to be an informative and interesting Alumnae Program. I hope that, over the course of the Institute and the Alumnae Program, you will have many opportunities to network with one another and develop a close bond and friendship.

Many thanks to our sponsors for their invaluable support and generosity. A debt of gratitude is also owed to Professors Hillary Sale and Lisa Fairfax, the Co-Chairs of the Institute, and Ann Harlan, Chair of the Alumnae Committee, as well as our distinguished faculty, Advisory Board and the Class and Selection Committees.

DirectWomen is very proud of the accomplishments of the 2014 Class and the Alumnae of our five prior Board Institutes. Working together, I am confident that we will move the needle to increase the representation of women on corporate boards.

Bobbi Liebenberg
Chair, DirectWomen
Dear Friends:

On behalf of the DirectWomen Board Institute, thank you for being part of this year’s Board Institute.

The Board Institute is a program for women who are selected through a competitive application process. The application requires letters of reference from, for example, CEOs and public company directors. The women lawyers who become DirectWomen Board Institute members are extremely talented business women. And, as a quick look at our successful alumnae reveals, women who have participated in the Board Institute become talented company directors.

The Board Institute has been extremely well received over the years. The keys to its success are its faculty and the intimate conversations it encourages among the class, experienced board members, CEOs, and governance thought leaders. These programs would not be possible without the generosity of the sponsors, the guidance of the Advisory Board, Class Committee, and Selection Committee, as well as the help of many others. DirectWomen is an organization that runs on the support of volunteers, and we are grateful for all of their hard work.

The strength of this Board Institute reveals that DirectWomen’s mission, promoting the value that experienced women attorneys bring to corporate boards, will continue to prosper and grow.

Thank you to everyone who has helped make the 2014 Board Institute a success.

Hillary A. Sale
Co-Chair, DirectWomen Board Institute

Lisa M. Fairfax
Co-Chair, DirectWomen Board Institute
Dear Alumnae,

Welcome to the 2014 DirectWomen Alumnae Conference. As we gathered together last June to celebrate the fifth anniversary of the Direct Women Institute we celebrated our amazing alumnae. We continue that celebration with this, the sixth year of DirectWomen.

It is this business and legal expertise, as well as your dedication to the mission of DirectWomen, that brings us together to continue the conversation and to learn from our shared experiences.

The ongoing opportunities to network and exchange best practices creates lasting value for all of us who are privileged to be DirectWomen Alumnae. The Direct Women Alumnae Association will continue to develop national and regional programs that serve our alumnae group and continue the DirectWomen mission of increasing representation of women on corporate boards. Our first regional program will be held April 8th at Washington University in St. Louis.

The work of DirectWomen, together with the work of scholars and efforts of many CEOs, Board Chairs and many others has clearly established the business case that diversity creates positive business results. Our commitment to advancing the role of women on Boards is important and we are making a difference.

Again, congratulations to all of the talented women who form the DirectWomen Alumnae Association. A special welcome to the 2014 DirectWomen Board Institute Class that will become part of our Alumnae Group on Friday. Each of you continues to be a powerful voice for positive change.

Thank you for all that you do to support Direct Women.

Best Regards,

Ann Harlan
Chair, DirectWomen Alumnae Committee
Making the Case for DirectWomen
2013 Catalyst Census
Fortune 500\(^1\) Women Board Directors\(^2\)

2013 BOARD SEATS

In 2012, women held 16.6% of board seats.\(^3\)

<table>
<thead>
<tr>
<th></th>
<th>Women ((N=922/5,446))</th>
<th>Men ((N=4,524/5,446))</th>
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<tbody>
<tr>
<td>16.9%</td>
<td></td>
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<tr>
<td>83.1%</td>
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WOMEN’S SHARE OF BOARD LEADERSHIP

Women’s representation in nominating/governance committee chairs continued to keep pace with their share of overall board seats.

<table>
<thead>
<tr>
<th>Role</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board Chair</td>
<td>3.3%</td>
<td>3.1%</td>
</tr>
<tr>
<td>Lead Director</td>
<td>8.4%</td>
<td>9.9%</td>
</tr>
<tr>
<td>Audit Committee Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Compensation Committee Chair</td>
<td>11.3%</td>
<td>11.9%</td>
</tr>
<tr>
<td>Nominating/Governance Chair</td>
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2013 Catalyst Census: Fortune 500 Women Board Directors

COMPANIES BY PERCENTAGE OF BOARD SEATS HELD BY WOMEN

In both 2012 and 2013, less than one-fifth of companies had 25% or more women directors, while one-tenth had no women serving on their boards. Less than one-fourth of companies had three or more women directors serving together in both 2012 (23.1%) and 2013 (23.4%).

2013 BOARD SEATS BY RACE/ETHNICITY

In 2012, women of color held 3.3% of all board seats, and white women held 13.4%.4
2013 Catalyst Census: Fortune 500 Women Board Directors

2013 BOARD SEATS HELD BY WOMEN BY RACE/ETHNICITY

In 2012, women of color’s share of board seats held by all women was 19.5%.

In 2012, women of color’s share of board seats held by all women comprised 11.4% Black women, 4.9% Latinas, and 3.3% Asian women.

COMPANIES BY NUMBER OF BOARD SEATS HELD BY WOMEN OF COLOR DIRECTORS

In both 2012 and 2013, more than two-thirds of companies had no women of color directors.
2013 Catalyst Census: Fortune 500 Women Board Directors

Endnotes

1. FORTUNE® and the FORTUNE Database names are trademarks of Time Inc. All rights reserved.
2. The 2012 analysis is based on 497 companies. The 2013 analysis is based on 492 companies unless otherwise noted. See Appendix 1—Methodology for more information. All reasonable steps were taken to ensure the accuracy of the data. Percents may not add to 100 because of rounding. None of the changes from 2012 to 2013 are statistically significant.
4. Catalyst’s 2013 race/ethnicity data was drawn from 471 Fortune 500 companies compared to 493 in 2012.

This study was authored by Rachel Soares, Research Director; Mark J. Bartkiewicz, Research Associate; Liz Mulligan-Ferry, Senior Research Associate; and Emily Fendler and Elijah Wei Chun Kun, Interns.

Research Partners: AT&T Inc.; Bloomberg; BMO Financial Group; Cardinal Health, Inc.; Chevron Corporation; Credit Suisse; Dell Inc.; Deloitte LLP; Desjardins Group; Deutsche Bank AG; EY; General Motors Company; Hewlett-Packard Company; IBM Corporation; KeyBank; Kimberly-Clark Corporation; McDonald’s Corporation; PPL Corporation; Sodexo; State Street Corporation; UPS

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2014 DirectWomen Board Institute Program
2014 Board Institute Program

Wednesday, January 22, 2014
6:30 p.m. – 8:30 p.m.
Welcoming Cocktail Reception
Herbert Hoover Suite, 4th Floor, Waldorf=Astoria Hotel

Thursday, January 23, 2014
All daytime sessions will be held in the Louis XVI Suite, 4th Floor, Waldorf=Astoria Hotel

8:00 a.m. – 8:45 a.m.
Breakfast and Registration

8:45 a.m. – 9:00 a.m.
Class Photo

9:00 a.m. – 9:15 a.m.
Welcome and announcements from Institute Co-Chairs Hillary A. Sale and Lisa M. Fairfax

9:15 a.m. – 10:45 a.m.
Elevator Pitches with Breakout Sessions

10:45 a.m. – 11:00 a.m.
Break

11:00 a.m. – 12:30 p.m.
The Board’s Oversight Role
This session, moderated by E. Norman Veasey, will focus on one of the board’s core responsibilities—oversight. Participants will discuss the board’s role in monitoring corporate affairs, including risk oversight and compliance programs.
Participants: Robert C. Clark, Betsy Z. Cohen, Jeffrey R. Immelt, Aulana L. Peters, Toni Rembe

12:30 p.m. – 2:00 p.m.
Lunch
2:00 p.m. – 3:30 p.m.

The Board’s Nominating and Governance Roles

This session, moderated by Alan L. Beller, will provide an overview of the board’s nominating and governance roles, including a discussion of the theory and reality of independence and the key governance issues facing boards today.

Participants: Mary B. Cranston, Janiece M. Longoria, William McCracken, Bill Nuti, Ann M. Veneman, Doreen A. Wright

3:30 p.m. – 3:45 p.m.

Break

3:45 p.m. – 5:15 p.m.

Success Strategies

In this session, moderated by Lisa M. Fairfax, participants will share their own stories around the board search process, from developing their search and expanding their network to evaluating and landing board positions.

Participants: Peggy A. Heeg, Deborah P. Majoras, Helen P. Pudlin, Christine J. Spadafor

5:15 p.m. – 6:30 p.m.

Break

6:30 p.m. – 8:30 p.m.

Dinner / Evening Programming

Ilene H. Lang, Keynote

Introduction by Mary Ann Jorgenson

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue
Friday, January 24, 2014

All morning sessions will be held in the Louis XVI Suite, 4th Floor, Waldorf=Astoria Hotel

8:00 a.m. – 8:45 a.m.
Breakfast

8:45 a.m. – 10:15 a.m.

Women Lawyers as Board Candidates
This panel, moderated by Hillary A. Sale, will feature search firm leaders and directors who will focus on the role of search firms in board placements.
Participants: Julie H. Daum, Janice Reals Ellig, Bonnie W. Gwin, Fred Hassan

10:15 a.m. – 10:30 a.m.
Break

10:30 a.m. – 11:50 a.m.

Networking Session with Honorees, Faculty, Class of 2014, and Executive Board Recruiters

12:00 p.m. – 1:00 p.m.
Closing Luncheon and Remarks
Mary B. Cranston, Keynote
Introduction by Bobbi Liebenberg
Duke of Windsor Suite, 4th Floor, Waldorf=Astoria Hotel
2014 DirectWomen Board Institute Participants
Susan L. Blount

Susan L. Blount is Executive Vice President and General Counsel at Prudential Financial, Inc, where she is responsible for the company's 700 person global Law, Compliance, Business Ethics and External Affairs department. Blount is an experienced executive with a breadth of experience on challenging corporate issues, who integrates business, financial and control considerations into discussions and decision-making. She is a member of Prudential's six person Office of the Chairman Group, the Company's senior-most management body, which sets corporate strategy, including assessing all potential corporate acquisitions and divestitures. She is also a member of the Enterprise Risk Committee that addresses the most significant risks facing the enterprise and the Capital and Financial Controls Committee that evaluates all major capital allocations for the enterprise.

Having served as General Counsel of one of the world's largest providers of insurance and asset management products and services since 2005, Blount has extensive experience in the financial services industry and an in-depth understanding of financial reporting and corporate governance. She also has been responsible for overseeing regulatory matters for Prudential.

Blount has worked extensively on complex corporate financial matters. She was heavily involved in the Company's responses to the financial crisis of 2008. She has been a key member of the team responding to the Financial Stability Oversight Council's analysis of Prudential as a systemically important financial institution. She also played an instrumental role in the Company's 2001 corporate restructuring from a mutual company to a public company traded on the NYSE, a transformation which involved an initial public offering, distribution of approximately 455 million shares of stock to policyholders, a complete reconstitution of the Company's debt and capital structure and extensive presentations to the Company's Board and regulators over a 3 year process.

Through 18 years of working with Prudential's Board, Blount has developed deep expertise in corporate governance, executive compensation and Board risk oversight. She has been a member of the faculty of the Stanford Director's College for the last 4 years where she has spoken on the topic of shareholder activism. She has also served as Chairman of the Board, and on the Executive, Audit and Investment Committees of the Board of Trustees of Montclair State University, the second largest university in New Jersey.

Blount is a leader in her profession. She serves on several professional boards, including that of the Association of Corporate Counsel.

Prior to joining Prudential in 1985, Blount was an associate at the law firm of Kirkland & Ellis. She graduated from The University of Texas at Austin with a bachelor's degree in history and a juris doctor with honors.
Marcy S. Cohen

Marcy S. Cohen is Managing Director and Chief Legal Officer for the Americas for ING Group’s structured finance, commercial banking and financial markets businesses in the U.S., Mexico, Brazil and Argentina. ING Group is a global financial institution based in the Netherlands with shares listed on the New York Stock Exchange and as of December 31, 2012, had total consolidated assets of approximately EUR 1.2 trillion.

Ms. Cohen serves as a member of the ING Americas Regional Management Team responsible for ING Bank’s strategic direction and management throughout North and South America. She also serves as a member of the Americas Operational Risk and Compliance Committees. She regularly conducts risk assessments for each of the firm’s major business lines and develops mitigation measures to best manage the identified risks. Internal audit reports to her in connection with special investigations and audits.

She currently leads ING’s global efforts to achieve compliance with the complex new regulatory structure imposed on large global financial institutions by Dodd Frank, FATCA and Basel III. She was instrumental in moving all of ING’s swap and derivatives activities with U.S. persons from the firm’s European and Asian branches to the New York office enhancing revenues and profitability. She is also responsible for various ongoing strategic initiatives and is currently managing a think tank charged with creating new entities, business lines and revenue streams in the U.S.

Earlier in her career, Ms. Cohen honed her business and legal skills working in similar senior roles for various other major global financial institutions such as BNP Paribas, WestLB and Republic N.Y. Corporation. In each of these positions she was deeply involved in major business and strategic initiatives and has become well versed in the business and legal aspects of complex financial products such as derivatives, structured finance, corporate finance and investment management. She successfully navigated through complex high profile cross-border matters involving new and existing businesses such as the establishment of a private banking subsidiary in Switzerland, the acquisition of an English gold bouillon bank, the acquisition of a private equity firm in Japan, the resolution of regulatory investigations and third party claims related to the alleged window dressing of financial statements by several major Japanese insurance companies through the use of derivatives, cross border money laundering and sanctioned countries matters and the restructure of several major manufacturing companies as well as Greek shipping companies. Working proactivity and calmly under pressure in high stakes matters she has created and successfully managed crisis management teams consisting of public relations firms, executive management and attorneys.

Ms. Cohen has held leadership roles in various professional organizations and is a frequent speaker at industry conferences. She has been active in a variety of civic and charitable activities serving on a number of not-for-profit boards and providing support to organizations involved in the arts as well as those providing educational and medical support to disadvantaged children.

What sets Ms. Cohen apart from many of her peers is her business and global focus and ability to build consensus. She has experience working on transactional and regulatory matters in Europe, Asia and the Americas. Her strong business focus and high cultural fluency enable her to function at a high level of effectiveness on a global level.
Sheri H. Edison

Sheri Edison is Vice President, General Counsel and Secretary of Bemis Company, Inc., a manufacturer of flexible packaging and pressure sensitive materials for leading food consumer products, healthcare and other enterprises worldwide. At Bemis, Ms. Edison’s responsibilities include corporate governance, trade compliance, enterprise risk management and product safety and stewardship.

Prior to joining Bemis in 2010, Ms. Edison served as Senior Vice President and Chief Administrative Officer of Hill-Rom, a global medical device manufacturer and supplier of medical technologies and related services to the health care industry. As CAO, Ms. Edison gained broad functional and operational leadership experience in medical device and general manufacturing. She improved efficiencies and performance in several critical business functions, including IT, Supplier Quality and Regulatory Affairs. In collaboration with the CFO and other members of the executive team, Ms. Edison designed and implemented multiple continuous improvement initiatives to improve operational efficiency and reduce operating expenses. One notable achievement was the double digit reduction of enterprise-wide discretionary spending, together with the creation of metrics and tools to ensure sustainable savings in future years.

Ms. Edison’s broad based business experience includes a stint as owner, President and Co-Chief Executive Officer of a company that operated a three-store chain of specialty retail franchise stores in northeastern Ohio. In this role, Ms. Edison acquired sales, marketing and operational experience while also developing strategic leadership skills.

Ms. Edison earned a Bachelor of Arts degree in History and Journalism from the University of Southern California and a law degree from Northwestern University School of Law. She currently serves on the board of the Appleton Performing Arts Center, and is a member of NACD Corporate Directors Institute, the FM Global Advisory Board and Women Business Leaders of the United States Healthcare Industry. Ms. Edison has been a guest lecturer and past member of the Business Advisory Board at the Boler School of Business at John Carroll University, and a guest lecturer in the Business Scholars Program at Hanover College.
Barbara Finigan

Barbara Finigan is the Senior Vice President, Chief Legal Officer and Secretary of Hasbro, Inc., a $4 billion publicly traded branded play company developing and marketing innovative toys, games, motion pictures and television programming for consumers with its world class brands including Transformers, NERF, Monopoly, My Little Pony and Play-Doh. Ms. Finigan is a member of the Company’s senior management team which develops and executes the Company’s strategic and transformative plans globally.

Ms. Finigan has been with Hasbro for over twenty years, having served in various positions with increasing responsibility. She was appointed Chief Legal Officer in December 2010. Ms. Finigan’s extensive work with a global consumer product company has led to expertise in brand-building, developing relationships with key stakeholders, and identifying opportunities for growth and innovation. In addition to having developed strategic capabilities in corporate governance and risk assessment, Ms. Finigan is responsible for overseeing litigation, intellectual property development as well as employment and product safety matters for Hasbro.

Ms. Finigan has led the Company in many critical initiatives. She has collaboratively guided stakeholders through complex transactions and disputes, serving as an advisor and strategist on varying types of public matters. Most recently, she has advised in the implementation of a new executive compensation plan designed to retain transformative leaders of the Company. She is currently driving a multinational government affairs approach to achieve certainty in a complex international tax matter. Ms. Finigan also has unique expertise in regulatory affairs, leading many initiatives which resulted in innovative industry solutions to product challenges.

Ms. Finigan also manages the Company’s government affairs, social responsibility and ethics functions. In that role, she has developed creative approaches to ethics and compliance programs and global messaging over the past ten years, which has been instrumental in Hasbro being named Ethisphere Magazine’s "World's Most Ethical Companies" in both 2012 and 2013.

Ms. Finigan serves as a Director of The Hasbro Children's Fund, Inc., the Company’s philanthropic subsidiary as well as several non-profit Boards involving children.

A graduate of Marquette University Law School, Ms. Finigan earned a B.A. in Economics and Political Science from the College of the Holy Cross. She has attended an Executive Leadership course at Tuck School of Management at Dartmouth College. Prior to joining Hasbro, she was an attorney at Brown Rudnick Freed and Gesmer in Boston, specializing in corporate and securities law.
Michelle A. Friel

Michelle A. Friel is the Executive Vice President and General Counsel for YRC Worldwide, a Fortune 500 company and one of the largest transportation providers in the world. She is a 20 year veteran of the transportation and aerospace industries.

Ms. Friel has played a significant role in the development of YRC Worldwide and its subsidiaries over the last decade, spearheading numerous projects to enhance efficiency and transparency at the company. Among other things, she has organized extensive strategic communication campaigns and innovative contract negotiation approaches with labor unions to achieve liquidity positioning which served to influence key lending constituents; evaluated and managed company enterprise risk management processes to capture and facilitate post-restructuring strategy requirements; and managed legal and internal audit functions to provide prudent business judgment over investigations and communications initiatives resolving shareholder issues.

Ms. Friel first joined YRC in 1997. She has acted as President and CEO of the company’s North American subsidiary in Mexico, providing guidance on a wide range of operational and strategic initiatives to attract new customer markets and support core business expansion initiatives. She also served as the lead for domestic and international acquisitions and asset purchases in Asian and South American markets.

Between 2009 and 2012 she was Senior Vice President, General Counsel and Corporate Secretary at Spirit AeroSystems Holdings, Inc., a foreign-controlled entity, where, in addition to managing complex court cases and government investigations, she counseled aerospace and commercial business units on a broad range of contractual, unionized labor, government security and operational matters. She also managed strategic combination evaluation processes to support Tier 1 aerospace program platform growth and partnered with the finance department to effectuate several multi-billion dollar financings to provide necessary capital. Additionally, Ms. Friel worked on a broad range of sensitive domestic and international matters for Spirit and its major customers and contractors including Boeing, Airbus, Gulfstream, Rolls Royce and Sikorsky.

Ms. Friel is a member of the Association for Transportation Law, Logistics and Policy and the Manufacturers Alliance / MAPI Law Council. She is a selected participant for 2014 in the DirectWomen Board Institute / Tides Foundation and has previously participated in the Corporate Directors Forum at San Diego University and Civil Mediation Training at the University of Missouri, School of Law. Throughout her career she has been actively involved in supporting community organizations. She previously served on the board of the Girl Scout Heartland Council and is currently a board member of the Girl Scout NE KS / NW MO Council.

Ms. Friel holds Bachelor of Arts degrees in Anthropology and Atmospheric Science, and a Juris Doctorate degree, from the University of Kansas. She continues to cultivate her interest in atmospheric science as a member of the American Meteorological Society.
Kayla Gillan

Kayla Gillan is Principal and the Leader of the Investor Resource Institute for PricewaterhouseCoopers LLP (PwC). Kayla Gillan joined PwC in 2011 after a long career dedicated to corporate governance and investor advocacy. Immediately prior to joining PwC, Kayla served for two years as Deputy Chief of Staff & Senior Advisor to the Chairman of the U.S. Securities and Exchange Commission (SEC). In that role, she implemented the Commission Chairman’s vision for a re-vitalized capital markets regulatory agency, coordinating the activities of staff to ensure collaboration, effective communication, consistent focus, and accountability.

Kayla began her career in 1985 at the California Public Employees’ Retirement System (CalPERS). CalPERS is the nation’s largest publicly funded retirement plan, with assets valued at over $250 billion and providing retirement and health care benefits to over 1.6 million California public employees, retirees and their families. Kayla spent 16 years working in various legal and executive roles at CalPERS, including six years as General Counsel during which she managed all legal services and internal audits and investigations. Through her work on internal investigations, Kayla developed a keen understanding of compliance programs and how to discover the underlying causes of non-compliance. Throughout her tenure at CalPERS Kayla was also chief architect of the Fund’s corporate governance program, through which she became deeply seated in the motivations and strategies of shareholder activists.

In 2002, Kayla was appointed by the SEC as one of the founding members of the newly-created Public Company Accounting Oversight Board (PCAOB). In that capacity, Kayla helped to build from scratch an organization that was created by Congress to oversee the activities of public company auditors. Through this oversight, Kayla developed a strong understanding of how auditors plan and perform their work, how effective internal controls over financial reporting are designed and implemented, and factors that can contribute to deficiencies in either the audit or controls. Kayla served two terms on the Board, leaving in 2008 to become chief administrative officer to RiskMetrics Group, Inc. (RMG), a then-newly public company, and helped that company with both its first annual meeting of shareholders and its first assessment of the effectiveness of its internal controls over financial reporting. Kayla left RMG in 2009 to join the staff of the SEC.

When Kayla joined PwC, she led efforts to strengthen the Assurance Practice’s quality-focused culture. In January 2013, she was appointed to lead PwC’s newly-created Investors’ Resource Institute. The mission of the Institute is to add value to investors’ decision-making processes by sharing PwC’s insights and educational materials regarding markets, industries and corporate governance. This role melds together Kayla’s strong relationship with investors with her deep expertise in financial reporting.

Throughout her career, Kayla has been a frequent author and speaker on issues involving corporate governance, shareholder rights and responsibilities, and other securities regulatory matters.

Kayla received her undergraduate degree at the California State University in Sacramento, and her juris doctorate at the University of California in Davis.
Marie Oh Huber

Marie Oh Huber is a top business leader with 20+ years in global Fortune 400 public companies. She is known for her strategic approach to highly complex international issues, as well as her strength in building consensus from divergent viewpoints and in devising effective solutions. Huber has counseled boards of directors, compensation, audit and finance and nominating/corporate governance committees. She helps organizations accomplish their strategic and financial goals, and identifies and resolves risk and compliance matters.

She heads a global team of 150 people in a dozen countries. As Senior Vice President, General Counsel and Secretary of Agilent Technologies, Inc., a $7 billion ($17 billion market capitalization) multinational life sciences, diagnostics, applied markets and electronic measurement company with 20,000 employees operating in over 100 countries, she has advised the Board of Directors on four highly complex global divestitures and spin-offs and a number of acquisitions over the last eight years, including the recently announced separation of the company into two independent publicly traded companies. She has also served as the lead advisor to the Board in a variety of corporate governance and shareholder relations matters, including addressing shareholder activist and potential proxy issues. She also advises on best ways to communicate effectively with major investors and analysts.

Huber has expanded her GC role by adding oversight of communications, customer contracts, government affairs, philanthropy and the management of country presidents and legal representatives in 35 countries, who are responsible for customer escalations, employee engagement and in-country legal compliance. She also shares responsibility for enterprise-wide regulatory approvals with FDA and other global regulatory agencies for in vitro diagnostics and medical devices.

Huber began her career as an M&A and corporate attorney at large New York and San Francisco law firms and at Hewlett-Packard Company, where she gained insight into a wide variety of technologies and business models. She was responsible for numerous complex acquisitions and divestitures, including playing a major role in the spin-off of Agilent from HP.

Huber is a sought-after speaker on corporate governance, and has addressed the National Association of Corporate Directors; the Securities and Exchange Commission; the Directors Forum, an annual conference featuring 30-40 top corporate governance thought leaders; and the Securities Regulation Institute, among others.

Huber received her B.A. cum laude in economics from Yale, studied at the London School of Economics, and earned her J.D. from Northwestern University School of Law.

Huber was selected for the DirectWomen 2014 Board Institute and is a recipient of an Inside Counsel 2013 Transformative Leadership Award honoring general counsel who demonstrate a commitment to advancing women to senior leadership roles in the law. She serves on the Board of Directors of American Leadership Forum – Silicon Valley, an organization that brings together top business, government and non-profit leaders over the course of a year to address complex regional issues. Huber is also a past director of the San Jose Museum of Art.
Sarah H. McConnell

Sarah Hlavinka McConnell is the Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated (NYSE: ABM). ABM is a leading facility services provider with domestic and international operations. Assuming her position in 2008, Ms. McConnell reports directly to the Chief Executive Officer and is a member of the C Suite Team. Working closely with the Chairman of the Board, she is the key liaison between the Board of Directors and Management, shepherding all corporate governance and legal matters for the Company and attending all Board, Governance and Audit Committee meetings. She is also manages the Company's Enterprise Risk Management function and is the Chief Compliance Officer.

Prior to joining ABM, Ms. McConnell served as Vice President, Assistant General Counsel and Secretary for Fisher Scientific International, attending all Board and Audit Committee meetings. As part of the C Suite team on Fisher’s $10 billion international merger with Thermo Electron Corporation in 2006, she oversaw the legal strategy and work, including corporate governance issues and interaction with the Board of Directors.

Ms. McConnell’s extensive experience as a seasoned advisor and business person also includes serving as: General Counsel for Benchmark Electronics, where she attended all Board, Governance and Audit Committee meetings; Associate General Counsel and Assistant Secretary for Hewlett Packard Company, where she was the lead advisor for HP's $6 billion server division; and Senior Counsel at Cooper Industries, where she counseled multi-billion dollar business units on a variety of commercially oriented legal issues, including material acquisitions and divestitures. Ms. McConnell began her legal career as an Associate with Akin Gump Strauss Hauer & Feld LLP.

Ms. McConnell received her law degree from the University of Texas Law School, where she was a Teaching Quizmaster. She graduated magna cum laude from Texas A&M University with a bachelor of arts degree in history and a minor in Spanish, and serves on the Texas A&M University College of Liberal Arts Development Council.
Amanda M. McMillian

Amanda McMillian is Vice President, Deputy General Counsel, Corporate Secretary and Chief Compliance Officer for Anadarko Petroleum Corporation (NYSE:APC), an S&P 500 company with a current market capitalization of approximately $47 billion. Anadarko is one of the world’s largest independent oil and gas exploration and production companies with approximately 2.56 billion barrels-equivalent of proved reserves as of year-end 2012.

In her current role, Ms. McMillian is a key advisor to the Board of Directors and manages Board and Board committee activities. She leads Anadarko’s shareholder engagement efforts on executive compensation matters, shareholder proposals, and other issues. She directs the company’s enterprise-wide compliance and ethics program, which she founded early in her career at Anadarko. She also has oversight of Anadarko’s disclosure matters, as well as legal support of acquisitions and divestitures, capital markets activity, commodity marketing, midstream and master limited partnerships, finance and treasury, human resources, tax, litigation, securities, policies and procedures, and other administrative matters.

Prior to her current position, Ms. McMillian served for almost five years as the Vice President, General Counsel and Corporate Secretary for the general partner of Western Gas Partners, LP (NYSE:WES), a public midstream master limited partnership sponsored by Anadarko. She was a member of WES’s executive management team, where she participated in the development and execution of WES’s business strategy and capital budget. She also worked extensively with the WES Board of Directors at meetings and on all corporate governance matters, including the standing special committee process that manages the contractual relationship between WES and its sponsor Anadarko. She also had principal oversight of acquisitions and divestitures, securities law compliance and related disclosure matters, compliance and ethics, and policies and procedures. Ms. McMillian led WES’s initial public offering process, including the establishment of WES’s governance structure and compliance programs. Once public, Ms. McMillian also personally led several secondary securities offerings, as well as negotiations on four acquisitions of midstream assets from Anadarko with an aggregate transaction value of over $1.1 billion, a $300 million third-party asset acquisition, and an $800 million senior unsecured revolving credit facility.

Prior to joining Anadarko, Ms. McMillian practiced corporate and securities law at the law firm of Akin Gump Strauss Hauer & Feld LLP, where she represented a variety of clients in a wide range of transactional, corporate governance and securities matters.

Ms. McMillian holds a Bachelor of Arts from Southwestern University and received both a Master of Arts and a Juris Doctor from Duke University. She is licensed to practice law in the state of Texas and has been involved in a number of organizations, including the National Association of Corporate Directors, Society of Corporate Secretaries and Governance Professionals, Society of Corporate Compliance and Ethics, and the Ethics and Compliance Officer Association. She has spoken in various venues on shareholder engagement, shareholder proposals and mergers and acquisitions.

Ms. McMillian currently serves as President of the Board of Directors of the Houston Arboretum & Nature Center, and also serves on the Board of Visitors of Southwestern University and the Advisory Board of the River Oaks Chamber Orchestra.
Sheri L. Mossbeck

Sheri Mossbeck is a corporate lawyer and finance professional with 25 years of global business experience. Since 1997, she has served as Vice President and Treasurer of Leggett & Platt, Incorporated, a large, NYSE-listed, multi-national diversified industrial company.

In her role as Treasurer, she has gained a broad understanding of global banking and capital markets and the issues involved with overseeing complex financial systems. Ms. Mossbeck has led Leggett’s global treasury, finance and risk management functions to best-in-class status. As a corporate officer and member of the management team, she has played key roles on a wide variety of acquisitions, divestitures and strategic operational and structural projects, building considerable international business expertise.

Prior to becoming Treasurer, she was Associate General Counsel of Leggett, acting primarily as M&A, financing and real estate counsel to the company. Ms. Mossbeck joined Leggett after practicing law in Kansas City with Husch Blackwell, LLP (then Blackwell Sanders Matheny Weary and Lombardi) in their Corporate and Real Estate Practice Groups. During her legal career, she developed extensive expertise representing public and private companies in complex corporate transactions, including bank combinations, leveraged buy outs, restructurings and cross-border M&A.

Ms. Mossbeck has diverse board experience. She serves as a member of the Board of Directors of international Leggett subsidiaries, and sits on the company’s Enterprise Risk Steering Committee. She also advises Leggett’s Board of Directors and Finance Committee on financial and risk management matters. Ms. Mossbeck has been an invited member of two Client Advisory Boards for large global banks, RBS and Wells Fargo. In these capacities, she has worked with senior bank management and other senior financial leaders of large multi-national corporates to guide the development of global or regional treasury and liquidity products. She also serves as a member of the Board and Board Treasurer of the Lafayette House, a shelter and treatment center for abused women and children.

Ms. Mossbeck is a graduate of the University of Missouri-Columbia School of Law with Order of the Coif honors, where she was a member of the Missouri Law Review. She earned a BA degree from Illinois State University.
Kim M. Rivera

Kim Rivera is Chief Legal Officer and Corporate Secretary for DaVita HealthCare Partners (NYSE DVA) a global Fortune 500 healthcare services company with 65,000 teammates and operations in 11 countries. Kim is responsible for global risk management, internal audit, and legal matters. She has 20 years experience in advising Fortune 500 companies on corporate transactions, including acquisitions and divestitures, governance, compliance, risk management and litigation.

Kim has managed a complex and diverse portfolio of business, risk and legal matters during her tenure at DaVita. She helped navigate the company and the board through DaVita’s most significant corporate acquisition, international expansion, a standstill with the company’s largest shareholder, an antitakeover program, multiple regulatory investigations, and the most fundamental regulatory shift in healthcare since the advent of Medicare. As a member of executive management and advisor to the board, Kim has worked on all aspects of these and other strategic enterprise matters. She is adept at managing risk in a fast-paced growth environment against a backdrop of intense regulatory scrutiny and change.

Before joining DaVita, Kim was the Chief Compliance Officer, head of International Legal Operations and oversaw global labor and employment counseling and litigation at The Clorox Company. She also supported the Audit and Finance Committees of the Clorox board, including conducting internal investigations at the direction of the board and reporting on key risk management matters. Before joining Clorox, Kim served as General Counsel for a $2B division of Rockwell International. She helped negotiate and structure key commercial and international development agreements. She later served as Chief Litigation Counsel for Rockwell. She reported to the board on significant litigation and risk matters.

Kim began her career at Jones Day where she advised Fortune 500 companies on diverse litigation matters including class action, commercial, employment and product liability matters. During her time at Jones Day she worked on several high profile matters and advised on the public relations, media and regulatory aspects of litigation.

In addition to her work as a business executive and lawyer, Kim has served on numerous non-profit boards including the California Latino Community Foundation and the Denver Metro Hispanic Chamber of Commerce. As a board member for these organizations, she helped develop their brand, long-term strategy, and fundraising strategies. Kim has also been a frequent speaker on diversity and inclusion in corporations and the legal profession, with emphasis on women in leadership.
Carol Robles-Román

Carol A. Robles-Román served as the Deputy Mayor for Legal Affairs and Counsel to Mayor Michael R. Bloomberg, where she led reform efforts that improve the public access to justice and city services. She oversaw several city agencies and advises the Mayor and the executive branch on legal policy issues including judicial selection for the Criminal and Family Court, compliance and enforcement of anti-discrimination laws, police oversight, disability and access laws, domestic violence, and immigration. Most recently, the Legal Affairs team oversaw several public/private initiatives and operational reforms:

- She was the primary power behind New York City’s “Let’s Call an End to Human Trafficking” multimedia initiative.
- She spearheaded the need for language access services for constituents who interact with city agencies. This led to the signing of Executive Order 120 by Mayor Michael R. Bloomberg, which requires city agencies to provide translation services in the six languages most widely spoken by New Yorkers.
- She proposed an amendment to the City Charter so that the City could take greater advantage of OATH’s independence, professionalism and expertise in tribunal administration by consolidating the administrative tribunals.
- She redefined how the City proactively responds to domestic violence with the establishment of the state-of-the-art Family Justice Centers, with dedicated prosecutors, civil attorneys, and social service providers under one roof.

She began her legal career as a corporate lawyer, and later joined the public sector as a court attorney. She later held executive posts where she oversaw statewide court operations, including Special Counsel to then Chief Administrative Judge Jonathan Lippman. Her professional career includes executive posts in law, business, and management, including her economic development work as Senior Vice President and General Counsel of the Puerto Rico Industrial Development Company (PRIDCO). At Pridco, she oversaw their continental U.S. economic development operations and marketing initiatives and promoted relocation and retention of Fortune 500 companies to Puerto Rico.

Deputy Mayor Robles-Román’s accomplishments have been recognized by bar associations, community groups, media, and business organizations. A strong advocate of education and mentoring, she serves on the board of the City University of New York, the nation’s largest urban public university that comprises 23 institutions. She also serves on the board of the Fordham University at Lincoln Center Board of Advisors and the New York University School of Law Alumni Association. She holds a J. D. from New York University School of Law and a B.A. from Fordham University at Lincoln Center.
Jeanne M. Rosendale

Jeanne M. Rosendale, is the EVP, General Counsel, Chief Compliance Officer and Head of Human Resources for Muriel Siebert Co., Inc, (“Siebert”) an institutional and retail broker-dealer founded by the legendary Muriel F. Siebert, the first woman to own a seat on the New York Stock Exchange. Ms. Rosendale is also EVP, General Counsel and Chief Compliance Officer of Siebert Financial Corp., the publicly traded and wholly-owned Parent (SIEB-NASDAQ) of Siebert.

Ms. Rosendale has over 20 years of experience on Wall Street focusing on Ms. Rosendale's knowledge including, but not limited to, corporate governance, advising boards of publicly traded companies and serving as a board member to the private subsidiaries of two publicly traded companies and on the board and chair of the audit committee of a prestigious non-profit organization. Ms. Rosendale is an expert on the issues relating to publicly traded companies, corporate governance and on the regulatory matters pertaining to financial service firms, publicly traded companies, and highly regulated companies.

Prior to joining Siebert, Ms. Rosendale held the positions of General Counsel and Chief Compliance Officer for TD Securities (USA) Inc. (“TD”), and Global Chief Compliance Officer for Knight Equity Markets (“Knight”). In each such role, Ms. Rosendale acted as a key advisor to the boards of directors and audit committees at Siebert, Knight and TD on matters pertaining to corporate governance including proper disclosure in publicly filed regulatory documents, assisted the audit committees of Siebert and TD on internal investigations and whistle blower claims where each firm was exonerated. Ms. Rosendale provided oversight for Siebert, TD and Knight on strategic restructurings during two economic crises in 2001 to present date in determining business lines to grow, the inputting of stronger risk management controls and the spinning off of non-performing businesses. Ms. Rosendale's background likewise includes senior level legal positions with Citigroup and Credit Suisse, and she began her legal career with Weil Gotshal Manges, LLP in the Firm’s corporate governance and securities litigation department.

Ms. Rosendale is an active member of the National Association of Corporate Directors, SIFMA's, compliance and legal division group and is a member of Society of Corporate Secretaries and Governance Professionals. Ms. Rosendale has received numerous customer satisfaction awards for her work at TD and Citigroup for enhancing relationships with large clients such as General Electric, Colgate-Palmolive and Microsoft.

Ms. Rosendale has sat on the Board of Directors of the non-profit organization “RedLight Children” the mission of which is to end human trafficking globally. Specifically, RedLight Children is a global human rights non-profit organization to end the demand of child slavery and exploitation. The RedLight Children's organization received the U.S. State Department award for helping in the fight against human trafficking.

Ms. Rosendale received both her B.A. and Law Degree, with honors, from Fordham University and its School of Law, respectively. Ms. Rosendale resides in Manhattan, New York.
Margaret Seif

Margaret ("Marnie") Seif is Vice President, General Counsel and Secretary of Analog Devices, Inc., a global leader in the design and manufacture of semiconductors. Analog Devices is traded on NASDAQ ($14 billion market cap) and is headquartered in Norwood, Massachusetts.

Ms. Seif is responsible for all aspects of the company's legal work. In addition, as a member of the company's senior management team, Ms. Seif is involved in corporate strategy, employee issues and leadership development, including chairing a corporate-wide business continuity initiative. Ms. Seif was selected by Analog's CEO to participate in his first "top 25" corporate strategic leadership conference, which is focused on improving Analog's longer term growth prospects.

Ms. Seif currently serves as a Director of Nantero, Inc., a privately held venture-backed company headquartered in Woburn, Massachusetts. Nantero is a leader in the development of carbon nanotube memory technology, and Ms. Seif assists Nantero's management with respect to intellectual property strategy, development and licensing.

Prior to joining Analog Devices, Ms. Seif served in two roles at RSA Security, a publicly traded, leading provider of network security and data encryption products: as Vice President for Corporate Development, Ms. Seif had responsibility for strategic alliances and acquisitions, and as Vice President and General Counsel, she oversaw all of the company's legal matters.

Ms. Seif is a graduate of Brown University and the University of Michigan Law School.
Barbara Sicalides

Barbara Sicalides is leader of the antitrust and trade regulation practice and partner at the law firm of Pepper Hamilton LLP. Ms. Sicalides built her law practice upon understanding the business goals of her clients and working with the managers and their reports to identify, design and implement strategies consistent with the antitrust laws in the United States and abroad.

For over 23 years, Ms. Sicalides has been an antitrust counselor to business teams and fiduciary duty advisor to management and boards. Key to her antitrust counselor role has been to listen closely and understand the goals of the business and large amounts of complex information about the various products, businesses and markets in which those businesses participate. Ms. Sicalides has developed successfully over one hundred strategic solutions to permit companies to achieve their lawful goals while minimizing their legal risks.

Internal investigations have been an important part of Barbara’s litigation and non-litigation work. She has organized, managed, and implemented internal investigations arising out of shareholder demands, questions raised by management, government inquiries, and as part of compliance audits. Ms. Sicalides has used the experience and results of such investigations to guide clients not only through the events triggering the investigation but also to improve future performance and minimize future risks.

In Chambers USA America’s Leading Lawyers for Business: The Client’s Guide, clients describe Ms. Sicalides as having “an excellent head for business and offer[ing] practical legal advice,” “very smart, knows the right questions to ask and doesn't over-complicate things.” “She has good judgment is highly practical, has a good perspective on when to fight or not, and is both smart and savvy.”

Her diverse industry experience includes specialty metals, new motor vehicles and related products, pharmaceuticals, chemicals, semi-conductors, building products, animal supply distribution, packaged foods, medical devices, industrial equipment, fashion, software, financial services, and hospital services. Ms. Sicalides began her career managing a small business, before receiving her legal training.

In addition to Ms. Sicalides’s productive law practice, she has worked tirelessly in the Philadelphia non-profit community and has extensive experience with philanthropic board service. Presently, she is serving as a director of Community Legal Services, Inc. (CLS), Philadelphia Legal Assistance (PLA), and the Committee of Seventy. She is the immediate past president of the boards of CLS and PLA and currently serves as a member of the Board Development, Sustainability, and Finance Committees for both organizations. She is also on the Alumnae Executive Board of the Baldwin School, her alma mater, in Bryn Mawr, Pennsylvania. Previously Ms. Sicalides served as the President of the Board of Philadelphia Volunteer Lawyers for the Indigent, replacing its Executive Director and restoring it to financial health and reputation.

Ms. Sicalides is an avid public speaker who is frequently called upon to share her insights regarding compliance programs, distribution network design and restraints, government regulatory activities, and various antitrust issues, including mergers and acquisitions, intellectual property licensing, and dominance matters.

Barbara is recognized in The Best Lawyers in America, is highly rated in Chambers USA: America’s Leading Lawyers for Business, and has repeatedly been selected for inclusion on the Pennsylvania Super Lawyers and Top 50 Women Pennsylvania Super Lawyers lists.
Allison Leopold Tilley

Ms. Leopold Tilley is a Board Member and Partner at Pillsbury Winthrop Shaw Pittman in the Corporate & Securities – Technology practice. Throughout her 25 years with the firm, she has held several leadership positions including as a member of the Firm’s Managing Board, Chair of the Firm’s Compensation Committee and as Practice Section Leader for the Corporate & Securities – Technology practice where she oversaw the section’s $60 million P&L and provided strategic guidance and vision for the C&S-T practice. Ms. Leopold Tilley is also involved with the Board of Directors of several non-profit organizations.

Ms. Leopold Tilley is an expert in corporate governance and regularly advises boards of directors and board committees. She has extensive experience as both a board member and board facilitator. Ms. Leopold Tilley represents technology companies in securities and venture capital transactions, including mergers and acquisitions, private placements and public offerings. She has represented a wide variety of companies ranging from start-ups and emerging growth companies to Fortune 500 companies, private equity firms, venture capital firms and other clients. Recent representative transactions include: the sale of Nicera to VMware for $1.3 billion, the sale of Atheros to Qualcomm for $3.2 billion, the sale of LitePoint to Terradyne for $580 million, the sale of Cloud.com to Citrix, the sale of WebEx to Cisco for $1.3 billion, the sale of Mission West properties for $1.3 billion and numerous other mergers.

Ms. Leopold Tilley is an active member of several different organizations that support women and their professional development, advancement and empowerment including:

• Ronald McDonald House at Stanford Board of Directors, (2011-present)
• Watermark Board of Directors, Vice-Chair (2010-present)
• Global Women’s Leadership Network Board of Directors, (2011-2013)
• Women in Law Empowerment Forum Advisory Board (2012-present)

Ms. Leopold Tilley has been named a Woman Leader in Technology Law, by The Recorder, a Woman of Influence by the Silicon Valley Business Journal and holds a Juris Doctor from the University of California, Berkeley, Boalt Hall School of Law. She received her Bachelor of Arts from the University of California, Davis, with honors.
Simone Wu

Simone Wu serves as senior vice president, general counsel, corporate secretary and chief compliance officer for Choice Hotels International, Inc. (NYSE: CHH), one of the world’s largest lodging franchisors with more than 6,300 hotels, representing more than 500,000 rooms, in the United States and over 30 other countries and territories. In this role Ms. Wu has gained extensive expertise in franchise development and operations, brand-building, and expanding relationships with key stakeholders.

Since joining the company, Ms. Wu has been an integral part of the executive leadership team, and has been involved in strategic planning, identifying and developing new growth opportunities and technology initiatives. In addition to leading the company’s legal and compliance organizations, she also oversees risk management, procurement services, governmental affairs, corporate communications and public relations. In addition, Ms. Wu chairs and/or serves on a variety of enterprise-wide committees that have given her an in-depth understanding of the company’s operations, processes, and critical business requirements. Prior to joining Choice Hotels, Ms. Wu served as executive vice president, legal and administration, for XO Communications, a leading nationwide provider of advanced IP communications, managed network, and IT infrastructure services. In addition to leading the legal and human resources functions in that role, she mobilized a cross functional team dedicated to examining and improving every aspect of the customer experience as part of a strategic initiative to transform the company. She also provided leadership to the company through a $780M private placement of preferred shares, a “going private” transaction, and other significant events.

Earlier in her career, Ms. Wu led the international commercial legal team at MCI where she worked closely with other business leaders to grow strategic relationships with international partners to offer customers seamless global service. Ms. Wu also structured and negotiated technology transactions at AOL as a dealmaker driving new strategic initiatives to expand AOL beyond its original business model in collaboration with various business units, ensuring that business unit and corporate objectives were successfully achieved. Ms. Wu began her career practicing corporate transactional and communications law at Skadden, Arps, Slate, Meagher & Flom, where she developed a strength in integrating and leveraging the business and legal needs of large media and technology companies. Her background includes experience in structuring and running complex corporate transactions, mergers and acquisitions, international and domestic commercial transactions and joint ventures, litigation, employment law, and technology and intellectual property matters.

Ms. Wu is currently chair of the board of directors of the Minority Corporate Counsel Association, and she serves on the boards of directors of the Washington Metropolitan Area Corporate Counsel Association, the regional chapter of the global Association of Corporate Counsel, and The Inkwell, a resource for new play development for playwrights, playwrights and playgoers. She received a bachelor of arts degree in political science from the University of Michigan, with high honors and high distinction, and a J.D. from Columbia University, where she was a Harlan Fiske Stone Scholar.
Loria B. Yeadon

Loria Yeadon is Executive Vice President and General Manager for the Transportation business at Intellectual Ventures (IV) and a member of the Executive Leadership Team. In this role, she leads investment, business and product development, account management, and monetization for automotive and other transportation sectors. Since joining IV in 2009, Loria has managed the Invention Investment Fund, served as the Chief IP Counsel and established IV’s litigation function. In these roles, she was responsible for the investment strategy, invention rights acquisitions, asset protection, engineering, and fund operations for a portfolio of over 40,000 assets in active monetization. She has over 23 years of experience managing all aspects of invention rights, licensing transactions, M&A activity, portfolio management, strategy development and litigation.

Prior to joining IV, Loria served as Vice President and General Manager of Honeywell Intellectual Property International, CEO of Honeywell Intellectual Properties Inc., and the Chief IP Litigation Counsel of Honeywell International Inc. Prior to Honeywell, Loria served as Senior IP Counsel for Telcordia Technologies, Inc.

Loria currently serves on the Board of Legal Momentum; the Board of Trustees for the School of Engineering and Applied Sciences at the University of Virginia; the Advisory Board of the Gibbons Institute of Law, Science and Technology Seton Hall School of Law; Executive Board Member and Foundation Chair for Jack and Jill America - Seattle Chapter; and is the founder and executive sponsor of Intellectual Ventures Senior Women’s Community.

Loria was featured in the 2013 and 2012 IAM Strategy 300 list among other IP thought leaders, and recently served as a keynote speaker at the 2013 ABA SciTech Annual Meeting. In 2012, Loria was an invited speaker at The Gathering on “Intellectual Ventures--The Business of Invention.” In 2011, she served as an invited panelist at the IP Business Congress on the topic of “The Role of the CIPO 2015.” She also served on the Patent Aggregators Panel at the Patent Disputes Conference and her second term as a Faculty Member for the Annual Sedona Conference on Patent Litigation.

Loria received a juris doctorate, magna cum laude, from Seton Hall School of Law, a master’s degree in electrical engineering from Georgia Institute of Technology, and a bachelor’s degree in electrical engineering, with distinction, from the University of Virginia. She is admitted to practice law in New Jersey, New York, and Washington, and registered to practice before the United States Patent and Trademark Office.

Loria lives in the Seattle area with her husband and family.
2014 Alumnae Conference Program
Thursday, January 23, 2014
All daytime sessions will be held in the Louix XVI Suite, 4th Floor, Waldorf=Astoria Hotel

3:00 p.m. – 3:30 p.m.
International Perspectives on Board Diversity: What You Need to Know About International Board Opportunities
Moderator: Ann Harlan
Participants: Mary Ann Hynes, Laura G. Quatela

3:45 p.m. – 5:15 p.m.
How to Conduct Yourself in the Board Interview: the Top Ten Mistakes and How to Avoid Them
Moderator: Connie R. Collingsworth
Participants: Alan Beller, Rosemary T. Berkery, Laura G. Quatela, Doreen Wright

5:15 p.m. – 5:30 p.m.
Alumnae Photo

5:30 p.m. - 6:30 p.m.
Break

6:30 p.m. – 8:30 p.m.
Dinner / Evening Programming
Ilene H. Lang, Keynote
Introduction by Mary Ann Jorgenson
Simpson Thacher & Bartlett LLP, 425 Lexington Avenue
Friday, January 24, 2014

All morning sessions will be held in the Louis XVI Suite, 4th Floor, Waldorf=Astoria Hotel

8:45 a.m. – 10:15 a.m.

Repositioning Yourself for the Current Board Climate

10:15 a.m. – 10:30 a.m.

Break

10:30 a.m. – 11:50 a.m.

Networking Session with Honorees, Institute Faculty, Class of 2014, and Executive Board Recruiters

12:00 p.m. – 1:00 p.m.

Closing Luncheon and Remarks
Mary B. Cranston, Keynote
Introduction by Bobbi Liebenberg
Duke of Windsor Suite, 4th Floor, Waldorf=Astoria Hotel
DirectWomen Alumnae
Linda L. Addison
Managing Partner of the United States and Chair of the US Management Committee
Norton Rose Fulbright
New York, New York

DeLisa Alexander
Executive Vice President and Chief People Officer
Red Hat, Inc.
Raleigh, North Carolina

Susan H. Alexander
Executive Vice President and Chief Legal Officer
Biogen Idec Inc.
Weston, Massachusetts

Pinney L. Allen
Retired Head of School
The Atlanta Girls’ School
Atlanta, Georgia

Priscilla Almodovar
Managing Director and Head, Community Development Banking
JPMorgan Chase & Co.
New York, New York
Marlene Alva  
Senior Counsel  
Davis Polk & Wardwell LLP  
New York, New York

Abigail Arms  
Of Counsel  
Shearman & Sterling LLP  
Washington, DC

Virginia L. Aronson  
Partner  
Sidley Austin LLP  
Chicago, Illinois

Catharine Biggs Arrowood  
Partner  
Parker Poe Adams & Bernstein LLP  
Raleigh, North Carolina

Cynthia Augustine  
Executive Vice President and Global Chief Talent Officer  
Draftfcb  
New York, New York
Hilarie Bass  
Co-President  
Greenberg Traurig, LLP  
Miami, Florida

Sherry F. Bellamy  
Of Counsel, Leftwich & Ludaway LLC  
Vice President, L&L Consulting LLC  
Washington, DC

The Hon. Carolyn Berger  
Justice  
Delaware Supreme Court  
Wilmington, Delaware

Rosemary T. Berkery  
Vice Chairman, UBS Wealth Management Americas  
Chairman, UBS Bank USA  
Director, Fluor Corporation  
Weehawken, New Jersey

Emily Berlin  
Senior Managing Director, Helm Holdings, Inc.  
Director, Birks & Mayors Inc.  
Miami, Florida
Susan G. Boswell  
Partner  
Quarles & Brady LLP  
Tucson, Arizona

Sharon Y. Bowen  
Partner  
Latham & Watkins LLP  
New York, New York

Shirley Hanna Buccieri  
Retired Partner  
Gibson, Dunn & Crutcher LLP  
Menlo Park, California

Connie R. Collingsworth  
General Counsel and Secretary, Bill & Melinda Gates Foundation  
Director, Banner Corporation  
Seattle, Washington

Susan Comparato  
Chief Executive Officer and President  
Syncora Holdings Ltd.  
Glen Ridge, New Jersey
Karen O. Cottle  
Senior Counsel  
Sidley Austin LLP  
San Jose, California

Mary B. Cranston  
Retired Senior Partner and Immediate Past Chair  
Pillsbury Winthrop Shaw Pittman LLP  
Director, GraTech International Ltd., Visa, Inc.,  
Juniper Networks, Inc., International Rectifier  
Corporation, and Exponent, Inc.  
San Francisco, California

Pamela F. Craven  
Chief Administrative Officer  
Avaya Inc.  
Basking Ridge, New Jersey

Ann M. Cresce  
Retired General Counsel and Head of Compliance  
Hong Kong Mercantile Exchange  
Long Grove, Illinois

Elizabeth Howard Crowell  
Retired Partner  
Gardere Wynne Sewell LLP  
Houston, Texas
Natalia Delgado
Retired Vice President, General Counsel and Corporate Secretary
Huron Consulting Group, Inc.
New York, New York

Janet L. Dhillon
Executive Vice President, General Counsel and Corporate Secretary
J.C. Penney Company, Inc.
Plano, Texas

Carol DiBattiste
Executive Vice President, Chief Legal & Compliance Officer
Education Management Corporation
Fairfax, Virginia

Emily D. Dickinson
Retired Senior Vice President, General Counsel and Secretary
PetSmart, Inc.
Portland, Maine

Rhea Kemble Dignam
Regional Director, Atlanta Regional Office
U.S. Securities and Exchange Commission
Atlanta, Georgia
Ulrika Ekman
Senior Advisor
Greenhill & Co., Inc.
New York, New York

Kimberly Ellwanger
Director, Heritage Financial Corporation
Olympia, Washington

Jane Landes Foster
Retired Managing Partner
Stradley Ronon Stevens & Young, LLP
Merion, Pennsylvania

Kathleen M. Franklin
Senior Counsel, Compliance
Sony Corporation of America
New York, New York

Patricia Frobes
Retired Group Senior Vice President & General Counsel, The Irvine Company
Director, Zions Bancorporation
Portland, Oregon
Elisa D. Garcia  
Executive Vice President, General Counsel and Corporate Secretary  
Office Depot, Inc.  
Boca Raton, Florida

Lena Genello Goldberg  
Senior Lecturer, Harvard Business School  
Retired Executive Vice President and General Counsel, Fidelity Investment  
Boston, Massachusetts

Deborah A. Golden  
Executive Vice President, General Counsel and Corporate Secretary  
GATX Corporation  
Chicago, Illinois

Storrow Gordon  
Retired General Counsel, Executive Vice President and Corporate Secretary  
Electronic Data Systems Corporation  
Dallas, Texas

Carol Graebner  
Executive Vice President and General Counsel  
Direct Energy  
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