

CAROL DIBATTISTE

ACCOMPLISHED PUBLIC COMPANY AND U.S. GOVERNMENT SENIOR EXECUTIVE • BOARD DIRECTOR & CHAIR

Driven, dedicated leader with proven record delivering measurable, high-impact results for public and private companies as well as U.S. Government agencies. Significant executive leadership and board experience enabled by unquestionable integrity, powerful strategic business vision, sound judgment, trusted decision-making abilities, and unmatched legal expertise. Background includes expertise in legal, regulatory compliance, risk management, cybersecurity, privacy, strategic planning, talent development, culture, and corporate governance for highly regulated industries including data analytics, data services, cybersecurity, national security, transportation, retail, and education. Outstanding communicator, public speaker, and active listener with strong collaboration, problem solving, and relationship building skills.

- Transformational leader in several publicly traded and private companies with relentless focus on driving game-changing results, talent development, and a positive culture. Solves complex business problems and fosters growth. Key advisor to CEOs and business leaders. Significant litigation, compliance, and risk management experience.
- Extraordinary public sector senior leader in the U.S. Departments of Defense, Justice, Homeland Security and Veterans Affairs. Key roles include Senate-confirmed Honorable Under Secretary of the U.S. Air Force leading a \$70 billion, 710,000 military and civilian department; Deputy Administrator of the Transportation Security Administration, leading a \$5.3 billion agency with 55k employees after 9-11; Executive in Charge/Vice Chairman of the Board of Veterans' Appeals; Principal Deputy General Counsel of the Navy; and Director of the Executive Office for United States Attorneys. Major in United States Air Force.
- Current Board Chair, AEye, Inc. (NASDAQ:LIDR) (public high performance active LiDAR technology company).
- Current Board Director, Giant Oak (private artificial intelligence company).

PROFESSIONAL EXPERIENCE

QOMPLX, Inc., Tysons, VA July 2021 - Jan 2022

Chief Legal & Compliance Officer and Corporate Secretary

- Recruited to play key role in cloud-native risk analytics company that helps organizations make intelligent business decisions and better manage risk through an advanced proprietary analytics platform. Recruited to assist company in becoming public-company ready; company did not become a public company as SPAC did not materialize.
- Led legal, corporate governance, compliance, and executive oversight of human resources and internal audit.

Comscore, Inc. (NASDAQ:SCOR), Reston, VA 2017 - 2020

Chief Legal & Compliance Officer, and Corporate Secretary (2019 - 2020); General Counsel & Chief Compliance, Privacy & People Officer and Corporate Secretary (2017 - 2020)

- Sought after to be part of all-new executive team to transform global public media measurement and analytics company; served as trusted advisor to CEO and board of directors.
- Responsible for legal, M&A, compliance, risk management, privacy, cybersecurity, corporate governance, human resources, facilities and real estate for approximately 1300 staff globally.
- Led successful resolution of a large volume of complex class action and derivative lawsuits and Securities and Exchange Commission investigation, and built risk, privacy and compliance program resulting in competitive advantage.

U.S. Department of Veterans Affairs, Washington, DC 2016 - 2017

Executive in Charge, Vice Chairman, Board of Veterans' Appeals (2016 - 2017); Senior Advisor for Appeals Modernization, Office of the Secretary (2016)

- Directed all aspects of operations for Board of Veterans Appeals, with over 800 employees.
- Resolved over 52,000 disability and other benefits claims; appointed as Veterans Law Judge; reported to VA Secretary.

- Developed streamlined appeals modernization process, collaborating with Congress, Veterans Service Organizations, and key stakeholders. Played a key role in the historic passage of the Veterans Appeals Modernization Act, enacted in 2017.

Education Management Corporation (EDMC), Pittsburgh, PA 2013 - 2016

Executive Vice President, Chief Legal, Privacy, Security, and Administrative Officer

- Selected to drive turnaround of troubled for-profit \$2.5 billion post-secondary education leader with 100+ campuses and online operations, over 125,000 students and over 20,000 employees.
- Advised Board and directed legal, M&A, governance, compliance, risk management, data privacy, security, and people.
- Led landmark settlement of \$33 billion false claims act lawsuit with the Department of Justice and settlement of multi-state investigation with 40 state Attorneys General. Instituted massive compliance measures.

GeekNet, Inc. (GKNT), Fairfax, VA 2011 - 2013

Executive Vice President, General Counsel and Chief Administrative Officer

- Key member of executive team recruited to lead a public early-stage retail (Think Geek), media and technology company with \$100+ million in revenue.
- Worked closely with board of directors on business strategy, M&A, resulting in 20% revenue growth.
- Revitalized corporate governance; established risk management and compliance programs and code of conduct.

Reed Elsevier/LexisNexis (RELX), Alpharetta, GA and Washington, DC 2008 - 2011

Executive Vice President, Privacy, Compliance and Security

- Appointed to rebuild and oversee privacy, compliance and security across all LexisNexis family of businesses for the global public \$23 billion information and analytics multinational.
- Negotiated with the FTC and state Attorneys General to resolve high volume of compliance issues; regularly briefed Board of Directors.
- Company external spokesperson and speaker on privacy and security resulting in positive brand recognition.

ChoicePoint (CPS), Alpharetta, GA 2005 - 2008

General Counsel and Chief Privacy Officer (2006 - 2008); Chief Credentialing, Compliance & Privacy Officer (2005 - 2006)

- Spearheaded turnaround of \$1 billion data services public company after massive security breach; created legal, regulatory, risk management, fraud and communications strategies; worked closely with Board of Directors.
- Led resolution of shareholder, securities and consumer litigation and state and Federal government investigations with the SEC, FTC and 49 state Attorneys General.
- Responsible for numerous positive press accounts of the turnaround.
- M&A: Played key role in \$4.1 billion acquisition by Reed Elsevier.

U.S. Department of Homeland Security, Transportation Security Administration, Washington, DC 2003 - 2005

Deputy Administrator (2004 - 2005); Chief of Staff (2003 - 2004)

- Built \$5.3 billion agency with 55,000 employees to secure all modes of transportation from terrorist threats.
- Established operations, intelligence, logistics, finance, administration, IT, data privacy, compliance, legislative, international affairs, human resources, training, security technology, customer call center, vetting, and public affairs.
- Designed and executed TSA's threat-based-risk-managed tactical operations and risk detection plans, security and vetting policies, and strategic plan.
- Testified and established positive relationships with Congress, media, stakeholders and domestic and foreign transportation organizations.

Holland & Knight, LLP, Washington, DC 2001 - 2003

Partner

- Practice areas: corporate diversity counseling, government relations, government contracts, and civil and criminal litigation.
- Advised CEOs of Fortune 500 companies and resolved high-profile discrimination cases.

U.S. Department of Defense, U.S. Air Force 1999 - 2001

Under Secretary (Second highest-ranking civilian position)

- Appointed by President of the United States and confirmed unanimously by the U.S. Senate.
- Accountable for \$70+ billion budget and 710,000+ military and civilian employees.

- Executed sweeping reforms in military and civilian recruiting and retention, and improvements in base operations/logistics.
- First enlisted female to hold second highest-ranking position in the Air Force.

U.S. Department of Justice 1991 - 1993; 1994 - 1999

- **U.S. Attorney's Office, Southern District of Florida, Deputy U.S. Attorney** (1998 - 1999)
- **Executive Office for U.S. Attorneys, Director** (1994 - 1998); leadership responsibility for all 94 U.S. Attorneys offices nationwide.
- **Office of Legal Education, Director** (1992 - 1993)
- **U.S. Attorney's Office, Southern District of Florida, Assistant U.S. Attorney** (1991 - 1992)

U.S. Department of Defense, U.S. Navy and Marine Corps 1993 - 1994

Principal Deputy General Counsel

- Provided legal advice and counsel to Secretary of the Navy; suspension and debarring official
- Supervised over 600 civilian attorneys globally; supervised Naval Criminal Investigative Service (NCIS)
- Instrumental in resolving high profile cases including "Tailhook" and U.S. Naval Academy Cheating Scandal

U.S. Department of Defense, U.S. Air Force

Active Duty, Major

- Served in roles of increasing rank in various locations globally, culminating as Major assigned to the Pentagon; held leadership positions as enlisted non-commissioned officer, commissioned officer (honor graduate Officer Training School), and judge advocate (JAG), including top recruiter, chief circuit trial lawyer and legal instructor.

EDUCATION

National Association of Corporate Directors (NACD), Arlington, VA, Director Certification Program 2020

Carnegie Mellon University, Software Engineering Institute, Pittsburgh, PA, CERT Cybersecurity Oversight Certification 2020

Boston University Questrom School of Business, Boston, MA, Mini MBA Program 2020

Harvard Business School, Cambridge, MA, Strategic Leadership Program 2009

Columbia Law School, New York, NY, Master of Laws LL.M 1986

Temple University School of Law, Philadelphia, PA, Juris Doctor J.D. 1981

LaSalle University, Philadelphia, PA, Bachelor of Arts B.A., Sociology and Criminal Justice; Magna cum laude 1976

BOARD & ADVISORY EXPERIENCE

- **AEye, Inc. (NASDAQ: LIDR)**, Board Chair August 2021 - Present
- **Giant Oak**, Privately Owned, *Independent Director* 2019 - Present
- **Policy Vets**, Non-Profit, *Scholar*, 2021 – Present
- **Women Business Collaborative**, Non-Profit, Advisory Council, 2021 – Present
- **Wayside Technology Group, Inc. (NASDAQ: WSTG)**, *Independent Director* 2020 - 2021
- **Liberty Hall Capital Partners**, Privately Owned, *Operating Advisor* 2020 - 2021
- **Cyberclan**, Privately Owned, *Advisory Board* 2020 - 2021
- **Homeland Security Advisory Council**, Member 2018 - 2019
- **South University**, *Board of Trustees, Internal Director* 2014 - 2016
- **Argosy University**, *Board of Trustees, Internal Director* 2014 - 2016
- **Risk Assistance Network and Exchange**, *Senior Advisor* 2014 - 2016
- **Association of Private Sector Colleges and Universities**, *Director, Risk Committee* 2014 - 2015
- **Department of Defense, Defense Legal Policy Board**, *Director* 2012 - 2014
- **Air Force Academy Falcon Foundation**, *Board of Trustees* 2004 - 2014
- **National Center for Victims of Crime**, Non-Profit, *Board of Directors* 2006 - 2011
- **Alpha Security Group Corporation**, *Director* 2005 - 2009
- **Holland and Knight Consulting, LLC**, *Director* 2001 - 2022
- **Temple University School of Law**, *Board of Visitors* 1996 - 1999

CLEARANCES, LICENSES, AWARDS, SPEAKING, MEMBERSHIPS, CERTIFICATIONS

- *Current Secret level national security clearance; held TS-SCI on numerous occasions*

- *National Association of Corporate Directors (NACD) Directorship Certified™ 2020*
- *CERT Cybersecurity Oversight Certification, NACD and Carnegie Mellon University, Software Engineering Institute 2020*
- *Certified Information Privacy Professional, International Association of Privacy Professionals 2006 - Present*
- Active Bar Admissions: Florida; Washington, DC.; Virginia Corporate Counsel
- Recipient of Award for Best Compliance and Ethics Program (small to mid-cap), Corporate Secretary, 2019
- Recipient of Award for Best Legal Department in the National Capital Region, Association of Corporate Counsel, 2018
- Recipient of Distinguished Public Service Awards from U.S. Department of Defense, Coast Guard, Transportation Security Administration, Air Force, and Navy, and numerous military decorations during active duty
- Global speaker on data privacy, cybersecurity, risk management, compliance, diversity, and leadership
- Mentors students and lawyers
- Member, NACD, International Association of Privacy Professionals, American Bar Association