

ELISA D. GARCIA C.



Independent director, C-suite Executive and trusted advisor on strategy, governance, corporate finance, risk management and communications

Highlights

- Over two decades of C-suite leadership in 3 public companies during transformational changes including an IPO, financial crises, global pandemics, SEC investigations and CEO successions.
- Independent director for value retailer with more than 2000 locations in Canada and Latin America.
- Strategic corporate reorganizations and restructures at Macy's (M), Domino's Pizza (DPZ) and Office Depot (ODP). Led legal and communication strategies for DPZ initial public offering.
- Ensured the liquidity and business continuity of M during COVID shutdown of stores and of ODP during the economic crisis through negotiations of asset-backed loan facilities, factoring and a PIPE (private investment in public equity) transaction to secure support of vendors and other stakeholders.
- Managed teams of over 150 employees in U.S., Europe and Asia in Cybersecurity, privacy, investor relations, internal audit, risk management, asset protection, government affairs and legal.
- Led and revamped Franchise Services for DPZ.
- Successfully settled a three-year SEC investigation and led internal investigations and remediation actions.
- Led the legal and communications strategy for two proxy challenges seeking to name directors to company board. Prepared and executed shareholder and proxy advisory communication strategies responding to shareholder proposals.
- Designed rigorous disclosure and FCPA compliance policies programs and protocols for internal investigations.
- Key participant in six CEO transitions as a C-suite executive and as a board member.

International Mergers & Acquisitions

- One of the primary engineers of the merger of Office Depot and OfficeMax and attempted merger with Staples. Led negotiation of the Merger Agreement, FTC discussion and legal challenge.
- Led acquisitions and dispositions of businesses in Latin America and Europe. Supervised legal and security aspects of plant closures in Venezuela and Panama.
- Managed joint venture relationships in Mexico and Brazil and legal relationships with international licensees and franchisees in Europe, Asia and Latin America, including GAF Corporation JV with Huls AG (Germany), Philip Morris JV with Grupo Carso (Mexico), and Office Depot JVs in Mexico, India and Korea.
- Devised and drove the establishment of a franchise business model for the growth of international business during a period when credit agreement covenants restricted investment in new businesses.

Compensation and Benefits

- Advised Board and Compensation Committees with respect to negotiations of CEO employment and separation arrangements. Prepared and negotiated executive employment, retention and change-in-control agreements.
- Onboarded C-Suite executives including CEOs and CFOs.
- Analyzed ISS compensation policy guidelines and advised on the design of executive compensation plans.
- Conducted shareholder outreach in support of Say-on-Pay proposals.

Litigation

- Led false claims litigation arising out of government contracts, state Attorney General, federal agency (Department of Justice, SEC and Government Services Administration) and international (Direccion de Impuestos y Aduanas – Colombia) investigations and settlements.
- Designed and implemented defense strategies for patent infringement actions, forming joint defense groups to lower costs.

- Supervised trademark infringement action before the Andean Tribunal of Justice.
- Supervised several class actions in California related to pricing, meal and rest breaks, employee classification and disability issues.
- Partnering with outside counsel to move away from hourly-based billing to value-based fee arrangements for legal services.

Risk Management, Cyber-Security and Insurance

- Led 100+ person cybersecurity and risk management team for Macy's, led design and implementation of a global enterprise risk management process including financial, legal, operational, strategic and economic risks.
- Monitored cybersecurity risks, designed incident management strategies, playbooks and tabletop exercises. Managed Board and C-suite communications during cyber-incidents.
- Formulated risk management and insurance strategies.

EMPLOYMENT

MACY'S, INC., New York, NY (Fortune 150/NYSE M) 2016 – 2023

A premier national retailer with sales of \$25B, operating through 700 department stores, 125 specialty stores and three websites. Macy's employs over 150,000 employees in 45 states.

CHIEF LEGAL OFFICER & SECRETARY

OFFICE DEPOT, INC., Boca Raton, FL (NYSE, ODP) 2007 – 2016

A \$17B global office products supplier that in 2016 operated through 1,900 worldwide retail stores, a dedicated sales force and a \$4+ billion e-commerce business. Office Depot employed over 60,000 employees in over 58 countries and generated approximately 30% of revenues outside the United States.

EXECUTIVE VICE PRESIDENT, CHIEF LEGAL OFFICER & SECRETARY

DOMINO'S PIZZA, INC., Ann Arbor, MI (NYSE, DPZ) 2000 – 2007

A global pizza delivery company with over 9,000 corporate and franchise owned stores in over 60 countries.

EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & SECRETARY

PHILIP MORRIS INTERNATIONAL, INC., Rye Brook, NY (NYSE, PM) 1995 -2000

A multinational tobacco, food and beer company operating under the Philip Morris, Kraft Foods and Presidente beer marks, counseling the operating businesses in Mexico, Central America and the Andean Pact.

REGIONAL COUNSEL LATIN AMERICA

GAF CORPORATION, Wayne, NJ 1990 - 1995

A global specialty chemicals company and domestic building materials manufacturer. Holding company for formerly public company, International Specialty Chemicals, Inc. (NYSE, ISP).

INTERNATIONAL AND CORPORATE COUNSEL

WILLKIE FARR & GALLAGHER, New York, NY 1985 - 1990

A prominent, full-service international law firm with over 600 attorneys. Willkie has a large portfolio of national and foreign clients and my transactional practiced focused on corporate finance, securities offerings (equity and debt) and mergers and acquisitions.

CORPORATE FINANCE ASSOCIATE

INSTITUTE FOR ENERGY RESEARCH, Port Jefferson, NY 1980 – 1983

A consulting firm advising developing country governments on energy policy and conservation, under contract to the U.S. Agency for International Development.

ENERGY ANALYST

BOARD SERVICE

DOLLARAMA, INC. (TSX, DOL), Montreal, Canada 2015 – Present
Canadian value retailer with over 1,500 stores in Canada and 500 in Central and South America. Nominating and Governance and Human Resource and Compensation Committees.

NON-PROFIT BOARDS

INSTITUTE FOR INCLUSION IN THE LEGAL PROFESSION, An organization supporting research and scholarship to improve the entrance and retention of minorities, women and LGBT in the legal profession. Board member (2013 to present).

DIRECTWOMEN, A national initiative to identify and support women lawyers service as independent directors of public companies. Board member (2018 to 2024).

CORPORATE PRO BONO, An initiative of the Pro Bono Institute to enhance the pro bono culture of in-house legal departments. Advisory Board (2014 to 2023).

ASSOCIATION OF CORPORATE COUNSEL, A global association of over 40,000 in-house counsel providing legal education and advocacy. Board Member and Member of the Executive and International Committees (2008-2014) and Chair of the ACC Value Challenge Steering Committee (2014-2018). Board member and President of the Michigan Chapter (2008 – 2014).

AMERICAN ARBITRATION ASSOCIATION, A provider of global alternative dispute resolution services. Board member (2011-2016).

EDUCATION

J.D., ST. JOHN'S UNIVERSITY SCHOOL OF LAW, Jamaica, NY
M.S., W. AVERELL HARRIMAN COLLEGE, STATE UNIVERSITY OF NEW YORK AT STONY BROOK
B.A., STATE UNIVERSITY OF NEW YORK AT STONY BROOK--Political Science