



M. ANN HARLAN

Ann Harlan has extensive business and legal experience across a variety of industries, including consumer products and manufacturing business segments. As an independent board member on both public and private company boards, Ms. Harlan is a trusted advisor and strategic partner in the boardroom and the executive suite. As the retired Vice President and General Counsel of a publicly traded, NYSE listed, global consumer products company, she also has expertise and proven accomplishments in:

- ❖ Corporate Governance
- ❖ Executive Compensation Structure
- ❖ Complex Mergers & Acquisitions
- ❖ Enterprise Risk Management Analysis
- ❖ Corporate Strategy, Development
- ❖ Leadership Development

BOARD EXPERIENCE

The Gorman-Rupp Company

2009 – Present

Board of Directors of publicly traded NYSE Company, a leading manufacturer of precision pumps and pump solutions

- ❖ Lead Director, 2016 - Present
- ❖ Chair, Nominating and Governance Committee, 2014 - 2020
- ❖ Compensation Committee, 2009 – 2016; 2021 - Present
- ❖ Audit Committee, 2016 – 2021

The Cleveland Cliffs Company

2019 – 2021

Board of Directors of publicly traded NYSE Company, North America's oldest iron ore company and a leading manufacturer of steel products.

- ❖ Audit Committee, 2019 – 2021

Oswald Insurance Company and Unison Risk Advisors

2021 – Present

Board of Directors of privately held Oswald Insurance Company and Unison Risk Advisors, one of the nation's largest independent insurance brokerage and risk management firms.

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FlavorX Corporation

2016 – 2020

Board of Directors of private manufacturer of pediatric and pet medicine flavorings and pharmacy dispensing systems, until sale of investment interest in 2020.

Eatem Foods Corporation

2010 – 2015

Board of Directors of private manufacturer of food and flavor ingredients serving the retail and food service sector, controlled by private equity firm, until the purchase of the company by Archer Daniels Midland in 2015.

The Gates Group Capital Partners

2011 – Present

Member of the Advisory Board of The Gates Group Capital Partners, an investment partnership providing equity capital for the acquisition of companies serving the parking and transportation industries

University Hospitals Health System, Inc.

2010 – Present

Member of the Board of University Hospitals Health System, a large integrated health care system.

- ❖ Chair, Compensation Committee
- ❖ Executive Committee
- ❖ Audit Committee
- ❖ Nominating and Governance Committee

The First Tee of Cleveland

2007 – 2017

Member of the Board of The First Tee of Cleveland, a nonprofit organization impacting the lives of young people by providing educational programs that build character, instill life-enhancing values and promote healthy choices through the game of golf.

- ❖ Chairman of the Board, 2015 – 2017
- ❖ Chair, Executive Committee, 2015 – 2017
- ❖ Vice Chair of the Board, 2013 - 2015
- ❖ Chair, Governance Committee, January, 2013- 2015

LEGAL BUSINESS EXPERIENCE

The J. M. Smucker Company

1999 - 2011

Member of management team of publically traded NYSE listed company (ticker symbol SJM) and leading manufacturer and marketer of branded food products with an emphasis on North America.

- ❖ Vice President and General Counsel, 2009 to 2011
- ❖ Vice President, General Counsel & Secretary, 2004 to 2009
- ❖ General Counsel & Secretary, 2003 to 2004
- ❖ General Counsel and Assistant Secretary, 2002 to 2003
- ❖ Assistant General Counsel and Assistant Secretary, 1999 to 2002

Leadership, Corporate Governance, Executive Compensation and Acquisitions

- ❖ Advisor to Board of Directors and Co-CEO's on all Board matters including all NYSE and SEC matters
- ❖ Senior officer responsible for managing and directing all legal matters for this fast growing NYSE company
- ❖ Senior female corporate officer and member of executive strategy counsel responsible for development and implementation of corporate strategy resulting in annual sales growth from \$500 million to over \$5 billion
- ❖ Built a diverse and talented legal department from two attorneys to 21 professionals focused on specialized areas of expertise and a team based flow to the work management model
- ❖ Member of Company's Benefit Committee, responsible for managing legal issues of Company's compensation programs
- ❖ Advised Board of Directors regarding executive compensation matters
- ❖ Lead counsel in over 25 acquisitions and divestitures driving ten fold increase in sales growth to \$5 Billion in FY2010
- ❖ Lead counsel in over \$1.5 Billion of debt placements and bank financing

Calfee, Halter & Griswold LLP, Cleveland, Ohio

1993 –1999, Corporate Partner
1985 – 1992, Corporate Associate

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EDUCATION

- ❖ Case Western Reserve University School of Law, Cleveland, Ohio, JD.
- ❖ Skidmore College, Saratoga Springs, New York B.A.
- ❖ Harvard Business School, Executive Education Program

PROFESSIONAL CERTIFICATION AND MEMBERSHIPS

- ❖ Co-Chair and Founding Member, Women Corporate Directors, Northeast Ohio, 2012 – 2020
- ❖ ICWW (Northeast Ohio Executive Women's Business Leaders Forum), Board of Directors, 2010 – 2016
- ❖ Leadership Cleveland, Class of 2007
- ❖ Chair, Women in Law and Leadership Conference, Case Western Reserve University School of Law, 2012 and 2013
- ❖ Direct Women, Board of Directors 2012 – 2015
- ❖ Direct Women, Class of 2011

SELECT ADDITIONAL CIVIC ACTIVITIES

- ❖ Case Western Reserve University School of Law Visiting Committee, 2009 – Present
- ❖ Case Western Reserve University, Visiting Committee, 2008 – 2020
- ❖ Rainbow Babies & Children's Foundation, Board of Trustees, 2002 – 2010

SELECT AWARDS

- ❖ Society of Benchers, Case Western Reserve University School of Law, Chair, 2020 – 2021
- ❖ Distinguished Recent Graduate, CWRU School of Law, 1995 Award Recipient
- ❖ YWCA Woman of Professional Excellence, Award Recipient, 1993
- ❖ Order of the Barristers, Case Western Reserve University School of Law, 1985