



Randi Val Morrison

Accomplished senior executive with over 20 years of broad-based in-house public company experience in the retail, real estate, and restaurant industries, including experience managing the Investor Relations, Internal Audit, Risk Management and Legal functions, and an additional 10 years experience advising public and private company corporate governance professionals, in-house counsel, executives, and boards of directors on business operational, corporate governance, regulatory, securities, and legal matters.

Professional Experience (Present)

Society for Corporate Governance (2013 - Present); *Senior Vice President – Communications, Member Engagement and General Counsel*

Promoted from Director to Vice President in October 2018 and from Vice President to Senior Vice President and General Counsel in March 2021 after joining in 2013 as a consultant while also working for TheCorporateCounsel.net.

Author and edit weekly *Society Alert*, quarterly Directors' Cut, daily blogs, and other publications on new and trending corporate governance, securities, sustainability, regulatory, and policy matters. Develop content for and help facilitate Society's social media efforts. Oversee, develop, and maintain website member content. Develop and review member and external (e.g., media, partners) print and online communications in collaboration with other Society leadership and marketing staff. Develop and coordinate periodic member newsletters in coordination with management. Oversee member engagement via communities, member networking, member working groups, and other engagement strategies. Respond to and manage member inquiries and requests for information and resources. Support the Society's policy and advocacy strategies, and strategic plan development and implementation. Advise the organization on issues concerning its legal rights and obligations.

Founded in 1946, the Society is professional membership association of more than 3,500 corporate secretaries, in-house counsel, outside counsel and other governance professionals who serve approximately 1,700 entities, including 1,000 public companies of almost every size and industry. Society members are responsible for supporting the work of corporate boards of directors and the executive managements of their companies on corporate governance, securities, regulatory, compliance, legal, investor relations and other matters.

Professional Experience (Previous)

Executive Press (2010 - 2015); *Associate Editor*, TheCorporateCounsel.net, DealLawyers.com, CompensationStandards.com

Developed materials and provided practical guidance on all aspects of corporate, corporate governance, securities, executive compensation, and strategic deal-related matters impacting public companies. Developed numerous checklists, overview memoranda, FAQs, disclosure handbooks, practical guidance treatises, practice guides and toolkits addressing a myriad of corporate governance and securities matters pertinent to public companies. Authored corporate governance, securities and compliance-related blogs, developed and conducted webcasts and podcasts, responded to member corporate governance and securities law questions on Q&A forums, developed and maintained content on websites, and analyzed and reported on public company-related surveys and studies for extensive subscription base.

TheCorporateCounsel.net, DealLawyers.com and CompensationStandards.com are educational services and resources providing practical guidance on all aspects of securities, corporate governance, corporate, M&A-related and executive compensation matters in the form of FAQs, articles, memoranda, newsletters, sample forms, webcasts, podcasts, handbooks, treatises, checklists, conferences and SEC rules, releases and rule interpretations.

LRN Corporation (2011 - 2012); *Consultant*

Developed original securities law-related content for LRN, an international provider of corporate governance, compliance, ethics management and legal solutions to leading companies worldwide including Aon, Dow, Emerson, Johnson & Johnson, Kellogg's, NYSE Euronext, Warner and Viacom.

DineEquity, Inc. (2009 - 2010); *Senior Vice President, Legal, Secretary & General Counsel*

- Member of 7-person executive management team and Chief Legal Officer of \$1.4 billion publicly traded parent company of Applebee's and IHOP restaurants, with over 3,400 restaurants throughout the United States and internationally.
- Directed and managed Risk Management and Legal functions of the Company and the brands. Partnered with Applebee's and IHOP brand leadership teams, employees and franchisees to support strategic brand initiatives.
- Quickly established strong working relationship with the Board of Directors. Served as counsel to the Board and the executive management team, successfully leading efforts to enhance the Company's corporate governance posture, develop and formalize the Company's compliance program, and further the shared service model in the legal and risk management areas -- a major company initiative.

CSK Auto Corporation (1997 – 2008); *Senior Vice President, General Counsel & Secretary*

Promoted four times after joining as Legal Counsel in 1997, before assuming Vice President, General Counsel & Secretary position in 2005. Promoted in 2006 to Senior Vice President

- Member of executive management team and Chief Legal Officer of \$2 billion publicly traded retailer of automotive parts and accessories with approximately 14,000 employees and over 1,350 stores in 22 states.
- Directed and managed the Internal Audit (administratively, and at the request of the Audit Committee), Risk Management, Investor Relations, and Legal functions, including development of risk-based internal audit plans and management of routine internal audit matters; shareholder relations; public disclosures; compensation and benefits; corporate governance; mergers, acquisitions and divestitures; refinancing and capital raising transactions; financial reporting; securities and listing issues; and public company and industry-specific regulatory compliance.
- Served as trusted advisor to the Board of Directors beginning early 2004. For a two-year period, also served as the key liaison to the Board and assumed a pivotal leadership role in connection with the numerous business and legal implications of an audit committee-led investigation and SEC and DOJ investigations of the Company's historical accounting practices, including:
 - Serving as the principal contact with the audit committee, the audit committee's outside counsel and forensic auditors, the company's outside auditor, the SEC and the NYSE
 - Managing the Company's response to the SEC and DOJ investigations triggered by the internal investigation
 - Handling a myriad of corporate governance, regulatory and disclosure matters
 - Managing and participating directly with the Board in the resolution of shareholder class action and derivative litigation, and associated complex Director & Officer liability insurance renewal and coverage issues
 - Assuming a lead role in post-investigation remediation efforts, completion of numerous financial statement restatements (including direct participation in the resolution of numerous accounting and auditing issues) and resolution of associated exchange listing issues, and a financial restructuring of the Company's debt
 - Working directly with the Board on senior management transition and succession issues, including serving as the principal Company management contact with the successor CEO concerning the significant pending legal and accounting matters and guidance regarding company operations
- Worked directly with the successor CEO and Board of Directors on the review of strategic alternatives and ultimate sale of the Company. Actively participated in handling all legal aspects of the merger and post-merger integration.

Venture Stores, Inc. (1994 - 1997); *Attorney*

Handled matters associated with new store development, construction and operations for publicly traded, general merchandise retail company with approximately 100 stores throughout the midwestern United States.

Del Webb Corporation (1990 - 1994); *Corporate Counsel*

Handled all legal aspects of property acquisition and development, construction, sales and community operations for publicly traded developer of large master-planned communities throughout the southern and western United States.

Additional Publications

- "Board Practices Quarterly: Future of tech: Artificial Intelligence (AI)," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (August 2023)
- "Board Practices Quarterly: Board oversight of talent," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (April 2023)
- "Board Practices Quarterly: Back to basics: Board composition and refreshment," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (January 2023)
- "Board Practices Quarterly: Back to basics: Board education and evaluations," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (September 2022)
- "Board Practices Quarterly: Back to basics: Board committees," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (June 2022)
- "Board Practices Quarterly: Back to basics: Board meetings," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (March 2022)
- "Board Practices Quarterly: Diversity, equity, inclusion: One year later," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (December 2021)
- "Companies Speaking Out," Global Governance Voice (December 2021)
- "Corporate Leaders Are Speaking Out on Social Issues," Risk & Compliance Journal – WSJ, Carey Owen, Natalie Cooper, Bob Lamm, and Randi Morrison (October 2021)
- "ESG Governance: Board and Management Roles & Responsibilities," Society for Corporate Governance and Thompson Hine LLP, Randi Morrison and Jurgita Ashley (October 2021)
- "Post-Pandemic Board Practices - Treasures & Trinkets," Global Governance Voice (September 2021)
- "Board Practices Quarterly: The outspoken corporation," Society for Corporate Governance/Deloitte (August 2021) and Harvard Law School Forum on Corporate Governance, Natalie Cooper, Bob Lamm, and Randi Morrison (September 2021)
- "Voluntary Environmental and Social Disclosures," Harvard Law School Forum on Corporate Governance, Caroline Kim, Jeongu Gim, Marc Gerber, Randi Morrison, Yafit Cohn, Skadden (July 2021)
- "Board Practices Quarterly: Cyber Oversight," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (May 2021)
- "The Crystal Ball in the Boardroom: 2021 Board Agenda Topics," Corporate Compliance Insights, Natalie Cooper, Bob Lamm, and Randi Morrison (May 2021)
- "Boards Expand Agendas, Address New Issues," Risk & Compliance Journal – WSJ, Natalie Cooper, Bob Lamm, and Randi Morrison (April 2021)
- "Virtual Board and Committee Meetings: Here to Stay," Global Governance Voice (February 2021)
- "Board Practices Quarterly: 2021 Boardroom Agenda," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (February 2021)
- "Board Practices Quarterly: Diversity, Equity & Inclusion," Society for Corporate Governance/Deloitte, Natalie Cooper, Bob Lamm, and Randi Morrison (September 2020)
- "Beyond COVID-19: Taking the Long View Board & Investor Perspectives," Global Governance Voice (August 2020)
- "BRT Statement of Corporate Purpose: Debate Continues," Harvard Law School Forum on Corporate Governance (August 2020)
- "COVID-19 in the (Remote) Boardroom: Guidance, Common Practices & Tips," Global Governance Voice (May 2020)
- "Board Diversity," American College of Governance Counsel (July 2019)
- "The Corporate Governance Treatise," Executive Press, Randi Morrison and Broc Romanek (2014 and 2015 editions)
- "Moving On Up - The Art of Becoming a Director," Forefront Magazine (January/February 2013)
- "Integrating Recruiters Into Your Job Search & Professional Network," The Corporate Governance Advisor (January/February 2013)
- *The New Whistleblower Regime - Understanding & Minimizing the Risks* (webcast), Society of Corporate Secretaries & Governance Professionals and Seyfarth Shaw (2012)
- "An Evolved Practice: The Board's Access to Senior Managers," The Corporate Governance Advisor (March/April 2011)

Education

Washington University School of Law, St. Louis, Missouri; Juris Doctorate, May 1989

Washington University, St. Louis, Missouri; Bachelor of Arts, Political Science, May 1986