

Wendy C. Shiba



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Profile: Corporate attorney and former public company C-level executive with core experience in corporate and board governance, strategic planning, mergers and acquisitions, corporate finance, SEC disclosure, compliance, risk management, executive compensation, and antitrust. Industry experience includes construction and global manufacturing (specialty chemicals and polymers; forest products, pulp and paper) in multiple geographies including North America, Europe, and Asia.

Board Service (Public For-Profit)

Bowater Canada Inc. – Board of Directors (1998-2001)

- Publicly-held affiliate of NYSE-listed Bowater Incorporated, traded on the Toronto Stock Exchange

Significant Board Service (Non-Profit)

Japanese American National Museum – Board of Trustees (2009-present); Vice Chair of the Board (2010-2017); Chair of Nominating and Governance Committee (2010-2017); Chair of Development Committee (2018-present); Member of Executive Committee (2010-present)

- The Museum is a recipient of the National Medal awarded by the U.S. government's Institute for Museum and Library Services, the nation's highest honor for museums.

American Bar Association Rule of Law Initiative – Board of Directors (2017-2020)

National Asian Pacific American Bar Association – Board of Governors (2011-2014); President (2012-2013)

United Way of Greater Cleveland – Board of Directors (2002-2007)

- Executive Campaign Cabinet (2006-2007)
- Co-Chair of Professional Market of the campaign; managed and led work of the Accounting, Architecture, Consulting, Investment, and Law divisions of the campaign, delivering goal of \$5.2 million

South Carolina Board of Accountancy – Served by gubernatorial appointment (2000-2001)

- The Board regulates the public accounting profession for the State. Served as the non-accountant board member appointed to represent the general public; responsible for bringing an unbiased viewpoint to board deliberations on matters of policy, licensure requirements, and disciplinary proceedings.

3+ decades of board service and leadership roles for non-profit and professional organizations; served on the *Executive, Finance, Audit, Nominating and Governance, and Strategic Planning Committees* of numerous non-profit boards, where key contributions were applying business

experience in the areas of long-term strategic planning, governance, and fiduciary and fiscal responsibility for managing grant money and restricted funds.

Professional Background

Seasoned public company executive whose specific responsibilities and experience have included:

- Responsible for all matters of *corporate and board governance* and *public company compliance* for three NYSE-listed companies; one of few C-level executives with active participation in board and committee deliberations (Audit, Compensation, Finance, and Nominating and Governance Committees)
- Member of three-person *Office of the Chairman* reporting to Chairman of the Board for five-month interval while CEO search was being conducted
- Member of seven-person *Executive Committee* under leadership of new CEO, which engaged in extensive *strategic planning* process to transform the company through the design and execution of specialization and global expansion strategies
- *Management and budget responsibility* for corporate departments and functions including Legal; Internal Audit; Government and Public Affairs; Compliance and Risk Management; Environmental, Health and Safety; and Product Stewardship
- Responsible for negotiation and execution of domestic and cross-border *M&A transactions* ranging from \$220 million to \$2.4 billion; post-closing integration matters; dispositions of non-strategic and underperforming assets in transactions ranging from \$80-260 million
- Extensive work with Compensation Committee and independent compensation consultant on *executive compensation plans* and disclosure
- Management of legal resources in multiple geographies (North America, South America, Europe and Asia); management of significant *internal investigations*; extensive dealings with U.S. and Canadian regulatory authorities on *securities and antitrust matters*

Employment History

Independent Consulting

- The Red Bee Group (2021-present) – Provide consulting services to help businesses and organizations achieve their goals for growth and innovation in DEI (diversity, equity, and inclusion), leadership and organizational excellence, and board governance and effectiveness
- C.T. Hagberg & Associates (2014-present) – Serve as independent inspector of election for public company annual and special meetings

KB Home – *Executive VP, General Counsel and Secretary* (2007-2010)

- (NYSE: KBH); one of the nation's leading homebuilders and the #1 homebuilder on FORTUNE® magazine's 2009 "World's Most Admired Companies" list; FY2007-2010 revenue range of \$6.4-1.6 billion; headquartered in Los Angeles, CA

PolyOne Corporation – *Senior VP, Chief Legal Officer and Secretary* (2001-2007)

- (NYSE: POL); premier provider of specialized polymer materials, services and solutions; more than 10,000 customers in 35 countries; 2001-2007 revenue range of \$2.7-1.9 billion; headquartered outside Cleveland, OH. In July 2020, PolyOne completed a major acquisition and changed its name to Aviant Corporation (NYSE: AVNT)

Bowater Incorporated – *VP, Secretary and Assistant General Counsel* (1993-2001)

- (NYSE: BOW), formerly headquartered in Greenville, SC; merged with Abitibi-Consolidated in 2007 to form AbitibiBowater, today named Resolute Forest Products Inc. (NYSE: RFP); global leader in the forest products industry that produces market pulp, tissue, wood products, newsprint and specialty papers, marketed in 70 countries.

City of Philadelphia Law Department – *Corporate Chair* (1992-1993, while on sabbatical from Temple Law Faculty)

- Member of four-person *Executive Committee* that restructured the 270-employee Law Department during the first term of Mayor Edward Rendell's administration
- Managed all non-litigation legal matters for the City of Philadelphia

Temple University School of Law – *Associate Professor of Law* (1990-1993); *Assistant Professor of Law* (1985-1990)

- Awarded tenure in 1991
- Taught courses on contracts, corporations, advanced corporate problems, banking law, and international business transactions (summer semester in Rome, Italy)
- Faculty advisor to Asian Pacific American Law Students Association

Philadelphia Stock Exchange – *Arbitrator* for broker-dealer/customer disputes (various dates during late 1980s and early 1990s)

O'Melveny & Myers – *Associate* (1980-1985)

- New York office (1983-1985); selected as a member of the eight-person team sent from Los Angeles to open the firm's New York office
- Los Angeles office (1980-1983)
- *Summer Associate* (1978, while on leave of absence from Consolidated Rail Corporation)

Supreme Court of California – *Law Clerk* to Justice Stanley Mosk (1979-1980)

Other Employment Prior to Bar Admission:

- **Consolidated Rail Corporation** (Philadelphia, PA) – *Legal Assistant to Senior Vice President-Law* (1976-1979)
- **Pepper, Hamilton & Scheetz** (Philadelphia, PA) – *Legal Assistant* in Business Department (1973-1976)
- **Head Start** (Lansing, MI) – *Teacher* (1971-1972)

Education

- **Juris Doctor**, Temple University School of Law, *cum laude*
 - Graduated first in class
 - Articles Editor of the Temple Law Review
 - Member of Moot Court Honor Society; winner of Polsky Moot Court Competition and selected as member of National Moot Court Competition team

- **Bachelor of Science** (Social Science and Mathematics), Michigan State University, with high honors
 - Member of the Honors College
 - Tower Guard, honor society for top 50 women in Freshman class; President (1969-1970)

Publication – *Pennsylvania Corporation Law and Practice*, a treatise co-authored with John W. McLamb, Jr.; published by Prentice Hall (now Aspen Publishers)

Speaking Engagements – Frequent speaker on corporate and board governance, women’s leadership, and diversity, equity, and inclusion

Special Honors

- **2022 Margaret Brent Women Lawyers of Achievement Award** from the American Bar Association for women lawyers who have achieved professional excellence and paved the way for other women in the legal profession
- **2019 Warren Christopher Values Award** from O’Melveny & Myers for uncompromising excellence, distinctive leadership, and superior citizenship
- **2016 Liberty Achievement Award** from the American Bar Association/Thomson Reuters for attorneys and judges who take leadership roles in promoting diversity in the profession of law
- **2014 Spirit of Excellence Award** from the American Bar Association for lawyers who personify excellence on the national and international level and who work to promote a more racially and ethnically diverse legal profession
- **2014 Diamond Award** from Corporate Counsel Women of Color (CCWC’s highest award for professional excellence)
- Named to California Diversity Council’s List of **2010 Most Powerful and Influential Women in California**
- Member of **2010 Japanese American Leadership Delegation** (one of thirteen delegates selected by the Ministry of Foreign Affairs of Japan from the highest levels of leadership and accomplishment in the U.S. private and public sectors); delegation trip included private meetings with preeminent leaders in the Japanese government (including the Prime Minister, Foreign Minister, and State Secretary); the Chairmen and CEOs of leading Japanese companies, and the U.S. Ambassador to Japan
- **2009 Trailblazer Award** from the National Asian Pacific American Bar Association (highest award conferred by NAPABA, for lifetime achievement, commitment, and leadership in paving the way for advancement of APA attorneys)
- **2007 Woman of Achievement Award** from the Greater Cleveland YWCA (one of the most prestigious honors for women leaders in Cleveland, Ohio, who have achieved extraordinary accomplishments through career success, community service, leadership, mentoring, and dedication to the YWCA’s mission of eliminating racism and empowering women)
- **DirectWomen Board Institute**, Member of 2007 Inaugural Class (DirectWomen was co-founded by the American Bar Association’s Business Law Section and Catalyst, to support accomplished women lawyers for service on corporate boards, while also promoting the independence and diversity required for good corporate governance)