

## ROYA BEHNIA



A public company c-suite executive in industrial and life sciences markets with an international focus and deep expertise in advising boards of directors and senior management on business strategy, M&A and commercial transactions, corporate governance, corporate social responsibility initiatives, executive compensation planning, risk alignment, data security/privacy, crisis management, “bet-the-company” litigation, and business turnarounds. Named a “Top General Counsel to Watch” in 2013 by Corporate Board Member magazine.

---

### **PROFESSIONAL EXPERIENCE**

#### **JELD-WEN, INC. (NYSE: JELD)**

##### **Executive Vice President, General Counsel and Chief Compliance Officer (June 2020 – Present)**

- Member of CEO executive staff and senior leadership team of Fortune 1000/Russell 2000 global manufacturer of window and door products operating in 20 countries, generating \$4.3 billion in revenues, and with 21,000 employees. Market leader in North America, Europe, and Australia. Lead global legal and compliance team based in US, UK, and Australia.
- Principal advisor to Board and executive management on a wide variety of matters, including corporate governance, material litigation, risk oversight, corporate social responsibility, shareholder activism, and data governance.

#### **BARKERGILMORE**

##### **Senior Advisor (March 2017 – March 2020)**

- Member of GC and CCO practice of this boutique executive search/consulting firm, focused on advising CEOs and boards on the strategic transformation of their legal and compliance functions. Led retentions focused on organizational effectiveness, strategic planning, talent assessment, and succession.

#### **PALL CORPORATION (NYSE: PLL)**

##### **Senior Vice President, General Counsel and Corporate Secretary (June 2012 – September 2015)**

- Member of CEO executive staff and operating management committee of S&P 500/Fortune 1000 complex filtration, purification and separation solutions company serving multiple international life sciences and industrial end markets and recognized for its intellectual property and applications expertise. Prior to its sale, Pall generated \$2.8 billion in revenues (70 percent outside North America), with a market cap of over \$10 billion and operations in over 40 countries in the Americas, EMEA, and APAC.
- Led all significant international M&A and commercial transactions, including the sale of the company in an expedited auction process to Danaher Corporation for \$13.8 billion, a record breaking multiple and the largest industrial deal of the prior decade; the acquisitions of life sciences and industrial manufacturers based in the EU and US; and global customer and supplier alliance agreements. Key member of CEO’s M&A review committee and principal liaison with the board, financial advisers, operating executives, and counsel in all major transactions.
- Advised board and committees on domestic and international M&A, governance, risk oversight, executive compensation, and SEC compliance. Overhauled and simplified outdated corporate governance structure, company filings, board processes, and communications. Advised on wide array of matters including annual executive compensation design in collaboration with compensation consultants; shareholder activism; enterprise risks; and cyber security.
- Led global legal, compliance, import-export, information security, internal audit, and risk functions comprised of 60 employees based in the Americas, EMEA and APAC. Managed all ERM, FCPA/UK Bribery Act compliance processes and company’s first cloud-based, privacy, and cyber security initiatives.

#### **REWARDS NETWORK INC. (NASDAQ: DINE)**

##### **Senior Vice President, General Counsel and Secretary (August 2006 – December 2010)**

- Senior member of executive management committee of Russell 2000 digital marketing/financial services company. Led all legal, compliance, risk/ERM, real estate, and human resources functions.
- Principal advisor to board on all major strategic matters, including bankruptcy risks, governance, shareholder activism, SEC compliance, and M&A. Managed competitive sale of company in going private transaction led by special board committee, including collaboration with bankers and counsel.
- Overhauled all executive compensation, benefits, employment policies, talent management and employee relations processes; key adviser to compensation committee on executive compensation design and structure aligned to company strategy.

- Deep expertise in crisis management and turnaround; resolved complex class action litigation to avoid bankruptcy within first three months and oversaw business changes to minimize future risks.
- Established “state of the art” corporate compliance program and advised board on enterprise risk management.

## **SPX CORPORATION (NYSE: SPW)**

### **Group General Counsel (August 2001 – August 2005)**

- Member of five-person executive team responsible for \$1 billion global segment consisting of automotive filtration, fluid power systems, loading dock systems, aerospace, electric heating products, construction, and agricultural equipment businesses with operations and sales all over the world.
- Managed all international M&A and commercial transactions for segment, including business development, opportunity evaluation, due diligence and negotiations; principal negotiator in the divestitures of industrial platforms, including \$130 million subsidiary, \$80 million joint venture interest, \$50 million agricultural equipment company, and numerous multimillion dollar captive distribution entities and product lines in US, EU and Australia. Led acquisition teams in purchase of aerospace, filtration, heating, and construction equipment businesses in US and China; completed negotiations for Sino-Japanese joint venture boiler manufacturer in Shandong Province, China; and lead negotiator in \$200 million bankruptcy auction of a specialty heating equipment manufacturer. Managed all real estate transactions, including the sale and lease of multimillion-dollar facilities globally.
- Led restructuring projects in the US, China, UK, Mexico, and Germany and established wholly owned foreign enterprises in Beijing, Shanghai, and Shandong Province. Advised on sales channel restructuring, IP management, outsourcing, human resources, and litigation.

## **PRIOR CORPORATE AND LEGAL POSITIONS**

- Katten Muchin Rosenman (Chicago, IL), Of Counsel, (2012)
- Brunswick Corporation (NYSE: BC), Director of Litigation, (1998-2001)
- Kirkland & Ellis LLP (Chicago, IL), Partner/Associate, (1991 – 1998)

## **EDUCATION**

**UNIVERSITY OF CHICAGO LAW SCHOOL (Chicago, IL)**, JD with honors, June 1991

**HARVARD UNIVERSITY (Cambridge, MA)**, AB, *magna cum laude* in Government, June 1987

## **PROFESSIONAL ACTIVITIES AND HONORS**

**MARIE COLVIN FOUNDATION**, Vice President, Board of Directors (2020-Present)

**MASSEY AND GAIL** Advisory Board Member (2016-2020)

**UNIVERSITY OF CHICAGO LAW SCHOOL** Co Chair, Women’s Leadership Network of NY (2016-2020); Lecturer in Law (2001 – 2006); Member, Visiting Committee (2001 – 2004)

**THE ABA JOURNAL** Contributor to “The New Normal” column, (2011 – Ongoing)

**DIRECTWOMEN BOARD INSTITUTE (ABA)** Selected to 2016 class that prepares female executives for board service

**CORPORATE BOARD MEMBER MAGAZINE** “Top General Counsel to Watch” Award (2013)