

MALISSIA CLINTON

OVERVIEW

Experienced public company Board director with Top Secret Security Clearance, global background and extensive experience advising Boards and executive teams on strategy, risk, governance and commercial matters.

PROFESSIONAL EXPERIENCE

THE AEROSPACE CORPORATION – El Segundo, California *premier technical advisor and scientific engineering corporation for United States space programs, both military and civil with sales of \$1B annually*

Senior Vice President, General Counsel and Secretary

2009 to present

Report directly to CEO and President. Staff of 20+.

- **Governance:** Primary advisor to the Board of Trustees. Oversee corporate governance and board meetings. Supervise assistant secretary and staff in all matters related to board meetings. Develop and present board educational materials, revise bylaws, close board action items and manage interface between management and board committees.
- **Legal Advisor:** Provide tactical and strategic advice on day-to-day business issues. Advise senior management on legal matters including litigation, employee disputes, ERISA plans, taxes, insurance, patents and intellectual property, real estate, international contracts, fraud, waste and abuse investigations and internal audits, FCPA, federal mandatory disclosure laws, contract disputes, employee performance management, and collective bargaining agreements. Supervise 6 attorneys and 15 support staff.
- **Office of Intellectual Property Management:** Manage outside counsel and multimillion dollar department budget.
- **Chief Ethics and Compliance Officer:** Ensure company conducts its business in compliance with applicable laws and regulations, including privacy and data security. Engage in strategic planning to develop company policies, procedures and training programs to promote compliance. Responsible for risk management assessments aimed at mitigating risk of fraud, conflicts-of-interests, discrimination, harassment and retaliation. Recipient of Ethisphere Institute's prestigious *One of the World's Most Ethical Companies* award 7 years in a row.
- **Internal Audits:** Manage department which evaluates the effectiveness of risk management, controls and governance processes to ensure compliance with the law and industry best practices. Develop ERM platform and annual audit plan. Primary liaison to external auditors and board audit committee. Manage corporate fraud, waste and abuse hotline.
- **Empowered Export Official:** Responsible for the company's export policies and practices and compliance with federal laws and regulations including the Export Administration Act and ITAR. TOP SECRET DOD CLEARANCE AND SCI ACCESSES

NORTHROP GRUMMAN CORPORATION – Century City, California

Senior Counsel, Special Projects -- Office of the General Counsel

2007 to 2009

Report directly to General Counsel and Deputy General Counsel/Corporate Secretary.

- **Corporate Governance:** Provide oversight and guidance to financial accounting, treasury, tax and risk management on matters relating to corporate governance, securities, SEC 10Q and 10K filings, SOX, insider trading, stock dating practices and capital management. Assist with coordination and management of board and committee meetings, including preparation of agendas, board review packages, and board resolutions. Communicate with board members between meetings to provide updates and facilitate follow-through on action items. Revise committee charters and bylaws.
- **Legal Advisor:** Support CEO, President, and Vice President, Contracts with legal advice and risk assessments of \$B+ contracts from Northrop business segments: aircraft, aerospace, information technology, mission systems, and technical services. Provide advice regarding laws and regulations governing aerospace industry and multinational businesses.
- **Ethics and Compliance:** Provide advice and counsel on implementation of corporate compliance program consistent with requirements of federal sentencing guidelines. Develop and implement compliance training programs for consent decree, procurement integrity, ethics, internal policies and procedures, revolving door, and SOX compliance. Coordinate compliance efforts with Vice President, Corporate Responsibility, including development of compliance workplan inclusive of education and monitoring initiatives and web-based training.

TRW SPACE TECHNOLOGY – Redondo Beach, California

Senior Counsel – Business Development and Technology Development

2002 to 2007

Counsel & Senior Counsel – Telecommunication Programs & Avionic Systems

1998 to 2002

- **M&A and Consent Decrees:** Conducted due diligence and antitrust review for TRW in connection with Northrop Grumman merger and exclusively managed resulting consent decree training and compliance.
- **Operational Assistance:** Handled day-to-day operational issues with an emphasis on government, international and

commercial contracts, compliance with government procurement regulations, cost accounting standards, import/export laws, intellectual property management, research and development, cooperative agreements, organizational conflicts of interest/firewalls/revolving door, due diligence, and employment counseling.

- **Legal Advisor:** Advised clients on general business matters, including contract interpretations and disputes, bid protests, drafting and negotiating government proposals, CRAD and IRAD arrangements, and strategic and teaming relationships. General employment & human resources counseling, intellectual property and non-disclosure counseling, export compliance, licensing and antitrust counseling, and mergers and acquisitions.
- **Procurements and Subcontracts:** Provided legal advice and counsel on FAR mandatory flowdowns, subcontractor certifications and compliance, negotiation of corporate agreements with Enron, Dell, and other Fortune 500 companies, facilities management, leases & real estate transactions, energy, construction, environmental law, and production & supply chain management.

TUTTLE AND TAYLOR – Los Angeles, California

Litigation Associate

1993- 1998

PUBLICLY-TRADED AND NON-PROFIT BOARDS

Pacaso – Los Angeles, California innovative private company selling second homes as LLCs with 8 owners thereby reducing the cost and hassle of ownership

Member, Board of Directors, GovNom and Compensation Committees

June 2021 – present

Progyny – New York, New York (Nasdaq: PGNY) leading fertility benefits management company in the U.S.

Member, Board of Directors and GovNom Committee

December 2020 – present

3D Systems – Rock Hill, South Carolina (NYSE: DDD) invented 3D printing and provides industrial and bio-medical printing

Member, Board of Directors and GovNom Committee; Chair, Compliance Committee

March 2019 – present

City of Hope Cancer Center – Duarte, California a private, not-for-profit clinical research center, hospital and graduate medical school. It is one of only 45 comprehensive cancer centers in the nation and generates \$2B in annual revenues

Member, Board of Directors and Audit Committee

2016 to present

AWARDS

Nonprofit Leader in Law of the Year

Los Angeles Business Journal

2020

Community Award

Spelman College Alumni Association

2013

Diversity Award

Association of Corporate Counsel

2012

Being A Difference Award

National Association of State Boards of Accountancy Center for the Public Trust

2011

EDUCATION

Stanford Law School

J.D., May 1993

Stanford Law Review, Editor, 1992-1993

Admitted to the California Bar

Rand Afrikaans University, University of Natal and University of Stellenbosch (South Africa)
Intern, Fall 1992

Arizona State University

Bachelor of Arts, Political Science, May 1990

Summa Cum Laude, Phi Beta Kappa

Central Intelligence Agency – McLean, Virginia
Analyst, Summer 1988, 1989 and 1990

UCLA Anderson School

Graduate, Executive Program in Business Management, April 2007