

Marcy Sharon Cohen



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
EMAIL SHAWN TAYLOR KAMINSKI: SKAMINSKI@DIRECTWOMEN.ORG

Board Of Directors Candidate – Public or Private Company

Experienced independent corporate director, c-suite executive and global business leader with a proven track record enhancing businesses, managing risk and achieving consensus on transactional and regulatory matters in Europe, Asia and the Americas. Deep expertise in corporate governance, global regulatory affairs, crisis management, finance, cybersecurity, data privacy including GDPR, risk management (including operational, credit, market and trading), compliance and audit.

Board of Directors & Committee Experience

KEB Hana Bank USA

2018-2020

Board Member and Chair of Compliance and Nominating & Governance Committees, member of Asset & Liability, Oversight and Audit Committees

- Played a leadership role on the Board of the US national banking subsidiary of the KEB Hana Group, a large global financial conglomerate based in South Korea. Actively engaged with the Office of the Comptroller of the Currency ("OCC") to satisfactorily resolve legacy governance, risk management, audit and compliance issues
- As Chair of the Nominating and Governance Committee played a leading role in finding CEO, CFO and General Counsel succession, retention and hiring and in performing board and senior executive officer assessments
- Played a leadership role as member of Audit Committee to improve financial and regulatory reporting and audit practices resulting in favorable findings by the OCC
- Heavily involved in the creation of strategic plans, budgets and board oversight over their execution as a member of the Oversight Committee

Museum of American Finance - member of Board and Strategic Planning Committee

2014-present

The museum, an affiliate of the Smithsonian Institute, is dedicated to empowering individuals to strive towards financial independence through exhibits, financial literacy programs and public events

Cue Art Foundation - member of Board and Development Committee

2018-present

Arts foundation presenting exhibitions & programs designed to foster the growth of under-represented artists

Atlantic Legal Foundation - member Board of Directors

2014-2018

Public interest non-profit law firm advocating for individual liberty, free enterprise, and efficient government

Professional Experience

ING Financial Holdings Corporation, New York, NY

2005-present

Chief Legal Officer and Head of Regulatory Affairs for the Americas, Member of Regional Executive Management Team

- Responsible for ING's strategic planning and decision making, development and implementation of business plans, budgets and P&L performance
- Accountable for governance, ESG, enterprise risk, capital management transactions, crisis management and manage the legal and regulatory affairs of ING's \$100B financial services operations in the US, Mexico, Brazil, Colombia and Argentina
- Expert in banking, corporate finance, investment management, derivatives and securities transactions with strong business acumen and leadership skills
- Member of and adviser to the Operational Risk, Investment, Restructure and Compliance Committees
- Advise the Board of the Americas holding company and operating subsidiaries, including finance companies, broker-dealers, swap dealers, and investment vehicles in the US, Brazil, Argentina, Colombia and Mexico
- Manage a team of 25 professionals in the US, Mexico and Brazil supporting transactional, corporate governance, regulatory and litigation matters
- Responsible for high profile strategic initiatives and currently managing a think tank charged with creating a new operating structure, business lines and products in the US and global balance sheet integration activities and Libor replacement

BNP Paribas, New York, NY

2004-2005

Senior Counsel for the Americas and Director

- Played a pivotal role in the establishment and operation of the prime brokerage division for hedge fund clients
- Enabled the derivatives team to streamline the hedging of its structured notes program
- Supported the debt capital market division of the firm

WestLB AG, New York, NY**1999– 2004****Deputy General Counsel and Executive Director**

- Based in the Tokyo office for 14 months to provide strategic advice in connection with a special Japanese FSA enforcement action and the workout of structured finance and credit derivative transactions involving WestLB Tokyo
- Responsible for oversight over the firm's private equity and investment management businesses in the US including WestLB Asset Management (USA) located in Chicago, Illinois
- Member of the Euro and Y2K Implementation Committees

Republic New York Corporation, New York, NY**1993 - 1999****Deputy General Counsel and First Vice President**

- Management team member of Republic New York Securities Corporation (a NYSE and NASD member broker-dealer) and the domestic private banking, corporate lending and national banking divisions of Republic National Bank of New York with assets of \$50 Billion
- Handled a wide variety of projects involving securities and financial services law focusing on capital markets, trust services, finance, investment management and broker-dealer regulatory issues
- Guided the institution in the establishment of new financial products, including investment funds, wrap-fee accounts and credit products resulting in revenues of \$35 Million
- Instrumental to the successful execution of Republic's acquisition of the Crossland Savings Bank and Safra National Bank's acquisition of United Mizrahi Bank

Atlantic Bank of New York**1984 - 1993****General Counsel, Corporate Secretary and Senior Vice President**

- Advised the CEO, senior management and the Board on strategic initiatives and regulatory investigations and served as Corporate Secretary
- Advised the parent holding company, the National Bank of Greece, on major initiatives including a major enforcement action against the firm by the Federal Reserve and other US regulators
- Negotiated with regulatory authorities, supervised litigation, gained experience in crisis management, participated in internal investigations and directed the compliance function

Bank Leumi Trust Company of New York**1980 - 1984****Associate General Counsel and Vice President**

- Structured complex transactions, including leveraged buyouts, equipment leasing transactions and secondary real estate financings; and counseled lending officers on the structure and administration of commercial and consumer loans

Volunteer and Community Engagement

ING Diversity Initiative – mentor and program organizer for ING network promoting diversity and inclusion

Chances for Children – instrumental in the funding of projects including the building of a school complex in Zambia

A Leg to Stand-on – fundraiser and volunteer for charity which helps children with disabilities in undeveloped countries including India and Brazil establish orthopedic clinics, providing resources and training local doctors

Croton Counsel for the Arts – fundraiser and volunteer for local cultural organization

Education, Certifications and Honors

Harvard Business School – Certificate in Leading with Finance - 2017

NACD Certificate in Cybersecurity Leadership for Board Directors-2018

Completion of OCC Director Workshops in Risk Governance, Credit Risk, Compliance Risk and Operational Risk – 2018/2019

DirectWomen Board Institute – one of 20 women determined by panel of experts to have the financial acumen and business experience necessary to serve on public boards -- consequently admitted to Direct Women Institute where she is co-chair of the North East division - 2015

New York Law School, New York, NY, J.D. - 1978

Herbert H. Lehman College, New York, NY, B.A. - 1975

Innovative Leadership Award for Collaborative Leadership – American Legal Media – 2018

Outstanding Women in the Legal Profession – New York County Lawyers Association – 2017

Member of the Bar of New York State and the US Supreme Court

Frequent presenter on leadership, cybersecurity and governance panels and published author in several treatises

Foreign Languages and Interests

- Proficiency in French and Spanish
- Traveled to over 60 countries, with over 20 on business projects
- Published and exhibited photographer
- Musician at charitable events such as "Rocktoberfest" on behalf of A Legal to Stand-On