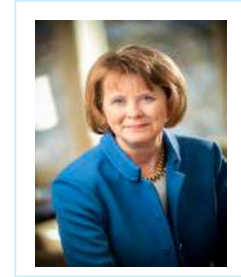


MARY DENISE KUPRIONIS. Esq.
President
The Governance Solutions Group



Private company director
Nonprofit board chair

SUMMARY PAGE

Denise Kuprionis founded The Governance Solutions Group, a board advisory practice, in 2010. Prior to founding GSG, Denise was an officer and member of the senior management team of The E.W. Scripps Company, a publicly traded media company.

Denise has published and presented on a variety of governance matters, is a senior fellow at the Conference Board's Governance Center and is a visiting professor at Xavier University in Cincinnati, Ohio.

Key Competencies

- Board governance
- Succession planning
- Ethics program, planning & response
- Executive compensation
- Human resource mgt.

Board Service; Director

Private Company

- Best Upon Request
- Affordable Language Services

Membership Org.

- VC, Kenwood Country Club

Professional Affiliations

- Society for Corporate Governance
 - Member, speaker
- NACD Board Leadership Fellow
 - Member, content contributor
- The Conference Board's Governance Center
 - Senior Advisor

KEY COMPETENCIES

- **Leadership** – Denise founded a board advisory practice and is a former officer and member of the senior management team of a publicly traded media company. Her extensive successes are a result of effectively leading and adapting during transformative times.
- **Succession planning, executive compensation, human capital management, risk assessment, legal** – She was a public company’s first in-house lawyer, developed a legal department; drafted and implemented compensation, management development and continuity plans; launched an ethics program, established and executed a compliance and enterprise-wide risk management program.
- **Corporate governance and boardroom experience** – Her learning agility and twenty-five years’ experience inside the corporate boardroom give her a unique sense of board dynamics that enables collaboration and consensus. She has chaired national nonprofit organizations.
- Denise has written and published articles on corporate governance matters and is a frequent speaker on topics that help directors increase board effectiveness. She has been a visiting professor at Xavier University teaching a governance class for the MBA program.
- Distinctive in Denise’s career is her service as an officer at a family-controlled company with dual class stock ownership, her work from a company life cycle perspective (private to public to spinning a major operating division), her experiences as a director of a major health care organization, and her entrepreneurial spirit in founding The Governance Solutions Group.

PROFESSIONAL SUMMARY

2010 – Present President, The Governance Solutions Group (GSG)

Denise founded GSG, a board advisory practice. Through her work, she shares the knowledge she has gained from her 25 years in public, private and nonprofit boardrooms. Denise’s practical understanding of how boards work allows her to engage directors and help them adapt effective governance practices that fit within their unique company. Clients include public company boards, nonprofit boards and private company owners considering establishing their first advisory board or family council. Key focus areas include facilitating the board assessment and advising on board governance “tune-up” matters.

1978 – 2010 Vice President, Corporate Secretary and Chief Ethics & Compliance Officer,
The E.W. Scripps Company/Scripps Networks Interactive

During her 32-year career in the media field, Denise held numerous leadership positions, including being the first woman elected an officer of the company. She was a member of the senior executive team; bringing corporate governance, legal, employee relations, management development, compliance, ethics and risk management skills to the table as the company forged a strategy for a rapidly changing business environment. After 32 years and spinning the networks division (including Home & Garden Television and Food Network) to its shareholders, she retired from Scripps, rewired and founded GSG.

Career Highlights

- Through GSG client experiences, Denise’s role as a trusted board governance advisor has grown across functional areas to include succession and CEO transition; and a renewed mindfulness around risk and continuity planning.
- Her work at Cincinnati Children’s Hospital gives her additional experience with organizations transitioning through uncertain economic and regulatory times.

At Scripps, Denise’s key responsibilities included serving as corporate secretary, chief governance officer, chief compliance officer, chief ethics officer, in-house counsel, senior compensation officer, administrative officer and corporate giving officer. She amassed a long list of proud accomplishments, including:

- Creating and evolving the corporate secretary’s office to a focus on governance best practices and more effective board-management processes and relations.
- Being appointed a member of the steering committee that built the business case, and then implemented the strategy, to successfully spin the company’s networks and interactive divisions into a separately traded public company.
- Developing the company's GRC initiative (governance, enterprise risk management, compliance and ethics), and being the architect of the company's first corporate-wide, comprehensive ethics and compliance program.
- Establishing the company's first in-house legal department and thereby launching a transformation that provided an integrated legal function across all operating divisions and allowed cost effective support to internal clients on all business issues.
- Designing and implementing strategic human resource initiatives that improved the competitiveness of compensation programs, enhanced employee relations and advanced talent development.
- Serving as an advisor for the development of the Scripps family office.

Private Company Board Service

- Best Upon Request – board of advisors - elected in August 2011.
(BUR is a privately held company that offers on-site concierge services nationwide.)
- Affordable Language Services – board of advisors - elected in February 2017.
(ALS is a privately held company providing innovative solutions aimed at overcoming communication barriers.)

Professional Affiliations - Current

- National Association of Corporate Directors (Member/editorial contributor)
- Society for Corporate Governance (Faculty member, Governance Essentials Conference; editorial contributor)
- Xavier University, visiting professor teaching a governance class for the MBA program
- The University of Cincinnati's Goering Center for Family and Private Business, Facilitator and Family Guide, Next Generation Institute (2012-15)

Not-For-Profit Board Service – Current

- Kenwood County Club (membership organization) – Vice Chair
- SC Ministry Foundation – Board Chair
- DirectWomen - national committee member
- Cincinnati Children's Hospital Medical Center – Trustee & Committee Chair
Committee work: executive, compensation & management development, audit & compliance, nominating & governance and education, CEO search committee (1995-2017)

Education, License & Certification

- The Wharton School, Boards that Lead Program (completed February 2018)
- NACD Board Leadership Fellow (December 2013 - current)
- DirectWomen Board Institute (September 2009)
- Mediation Training (June 2009)
- Admitted to the Practice of Law in the State of Ohio (1995 - current)
- Juris Doctorate degree from the Salmon P. Chase College of Law at NKU (1994)
- Bachelor of Science in Management from Northern Kentucky University (1985)

Selected Honors

- November 2012 – finalist for the Cincinnati USA Chamber's WE Celebrate Business Awards as “Woman of the Year – Entrepreneur”
- October 2009 – recipient of the Chase College of Law Alumni Association's Professional Achievement Award
- December 2007 – honored by the Cincinnati USA Chamber's WE Celebrate Business Awards as “Woman of the Year – Corporate”
- May 1999 – honored as a YWCA Career Woman of Achievement
- Fall 1998 – received Northern Kentucky University's Outstanding Alumnus Award