



SUMMARY

Accomplished Board Director & Audit Committee member. 10+ years C-suite executive of Fortune 300 public company. Seasoned advisor to Boards and management. Broad industry knowledge, including insurance, banking, retail and mining. Extensive international business experience. Strong financial acumen. Expertise includes:

- **Governance:** Expert on CEO succession planning, Codes of Conduct and other governance matters.
- **M&A:** Extensive experience in mergers, acquisitions and divestitures.
- **Enterprise Risk Management:** In executive role, spearheaded global ERM enhancements, including strengthening cyber security, and in Board role, providing guidance and oversight of ERM and cyber security issues.
- **Capital Markets & Securities Matters:** Substantial knowledge of initial public offerings, secondary offerings, SEC filings, other public disclosures and related matters for U.S. and non-U.S. companies.
- **Legal & Compliance.** 35+ years advising Boards and management on wide array of legal matters. In executive role, raised compliance profile, focusing on antifraud, antibribery, sanctions compliance and other key areas.
- **Regulatory:** Over a decade working in highly-regulated insurance industry, dealing with regulators around the globe.

CORPORATE BOARD EXPERIENCE

MAPFRE U.S.A. CORP. – Board and Audit Committee Member **2017 – present**

\$2 billion U.S. holding company of global insurer MAPFRE S.A. and Massachusetts' largest private passenger automobile and commercial automobile insurance carrier with operations in 13 other states.

Responsibilities include providing oversight of financial and operating performance, investments, enterprise risk management, cyber risk and strategic initiatives, including IT enhancements and digital transformation projects. Also serve on the Boards of two subsidiaries, The Commerce Insurance Company and Citation Insurance Company.

VIGILANT INSURANCE COMPANY & GREAT NORTHERN INSURANCE COMPANY – Board Member **2005 – 2016**

U.S. property and casualty insurance companies; subsidiaries of The Chubb Corporation

Responsibilities included oversight of financials and actuarial reports. Served on Board of other Chubb subsidiaries.

THE CHUBB CORPORATION – General Counsel & Corporate Secretary **2005 – 2016**

Global property & casualty insurer, with US\$14 billion in revenues and operations in 25 countries; NYSE traded company.

Attended all Board & Committee meetings. Advised Board on CEO succession planning, mergers, dispositions, legal, governance, compliance, risk management, cyber security issues, securities regulations and other matters.

OTHER BOARDS – Board Advisor **1988 - 2005**

Attended frequently Board meetings of clients while partner at White & Case LLP. Served as key advisor to Supervisory Board of international Dutch retailer Koninklijke Ahold N.V. in its multiyear fraud investigations and its remediation.

OTHER PROFESSIONAL EXPERIENCE

THE CHUBB CORPORATION **2005 – 2016**

Executive Vice President, General Counsel, Corporate Secretary & Chief Ethics Officer

- One of four direct reports to CEO and Executive Committee member. Oversaw legal support for all insurance product segments, as well as for the corporate, investments, regulatory, government affairs and compliance functions, with a multimillion-dollar budget and a global team of 135+ professionals.
- Critical role in \$28 billion Chubb merger, including negotiations, integration planning and post-closing transition. In furtherance of strategic focus, completed sales of assumed reinsurance business and other non-core operations.

OTHER PROFESSIONAL EXPERIENCE (continued)

- Participated in preparation of financial statements and related filings. Led teams in securities offerings.
- Guiding force in development of a global enterprise risk management framework and processes.
- Key member of team responsible for addressing cyber security incidents and enhancing cyber risk management.
- Developed worldwide antibribery compliance programs, increased focus on antifraud controls across the company and spearheaded a multiyear, multimillion-dollar project to enhance economic sanctions compliance processes.
- Revamped the compliance and ethics program, resulting in improved employee engagement results and in receiving 2013 Corporate Compliance award from *The New Jersey Law Journal*.
- Advised on wide variety of insurance regulatory matters. Resolved multiple state market practices investigations.

WHITE & CASE LLP**1981 – 2005****Global Securities Law Practice Group Head (1998 – 2005); Partner (1988 – 2005); Associate (1981 – 1987)**

Specialized in securities, governance, mergers, acquisitions, dispositions and general corporate matters.

- Led 150+ worldwide team. Served on Executive Committee for New York office.
- Advised Argentina's largest privately-held bank, Mexico's largest privately-held airline and other issuers in broad range of industries and domiciled in the U.S. and various other countries on U.S. initial public offerings.
- Advised companies in retailing, mining, banking and other different industries and located in the U.S. and various other countries on debt and equity offerings, SEC filings and other securities matters.
- Handled numerous mergers, acquisitions, dispositions and other transactions for companies in diverse industries.
- Assisted bank and non-bank clients on financing arrangements, including loan facilities, letters of credit, structured financings and trust arrangements.
- Counseled Boards and senior management on governance and general corporate matters.
- Represented Ahold on securities matters, acquisitions and dispositions, as well as its fraud investigation.

OTHER SELECT ACTIVITIES**BarkerGilmore LLC** – Senior Advisor providing advisory services to general counsels and others (2017 – present)**DirectWomen** – International Boards Committee, Board Institute participant & faculty member (2016 – present)**Jersey Battered Women's Service Inc.** – Board & Compensation Committee Chair/Member (2012 – 2018)**RECENT SELECT SPEAKING ENGAGEMENTS***The GC as a Strategic Business Partner*, BarkerGilmore CLO Briefing (August 2019)*Strategies to Address Workplace Sexual Harassment*, The Conference Board Webcast (May 2018)*Risk and Strategy in the Boardroom*, Board Leadership Forum (September 2017)*Managing Cybersecurity Risk*, Association of Corporate Counsel NYC (August 2016)*Handling M&A Aspects in North America*, International Legal Alliance Summit (June 2016)**EDUCATION****New York University School of Law**, J.D. (1981), Editor-in-Chief of *The Annual Survey of American Law***Fordham University**, B.A. Economics (1978), Summa Cum Laude, Phi Beta Kappa**London School of Economics** (1976-1977)