

# LISA M. PALUMBO



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE  
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## PROFILE

C-Level Executive (retired) with exemplary strategic planning, risk management, M&A, leadership and communication skills and global experience in in the engineering services, specialty chemicals, defense, natural resources, and technology sectors, in both public and private entities.

## EXPERIENCE

### CORPORATE BOARD SERVICE

#### Rayonier Advanced Materials (NYSE:RYAM)

**JULY 2014 to present**

Chair, Nominating and Governance Committee

May 2018 to present

Member, Nominating and Governance Committee

July 2014 to present

Member, Compensation and Management Development Committee

May 2018 to present

Member, Audit Committee

July 2014 to May 2018

RYAM is the leading global supplier of high-purity cellulose specialties products, including acetates, ethers and viscose, with FY2018 revenues of US\$2.13B. RYAM also produces lumber, paper pulp, paper, and paperboard products. It has manufacturing facilities in the United States, Canada and France.

### PROFESSIONAL EXPERIENCE

#### PARSONS BRINCKERHOFF GROUP INC.

**March 2008-January 2015 (retired)**

#### Senior Vice President, General Counsel & Secretary

Responsible for the worldwide legal, enterprise risk management, compliance and health and safety programs at this global engineering consultant and infrastructure development firm with 150 offices on 6 continents and annual 2014 gross revenues of US\$2.7 billion. Parsons Brinckerhoff (PB) was sold to WSP Global (TSE:WSP) in November 2014.

- Managed a global legal, risk management and compliance staff of 30 professionals and paraprofessionals. Reported to the CEO and served on its board of directors. From its 2009 transition from employee ownership via its sale to Balfour Beatty Inc. (LSE:BBY), through its subsequent sale to WSP Global (TSE:WSP) in November 2014, PB's senior leadership grew shareholder value at a nearly 16% CAGR.
- In both the 2009 sale to Balfour Beatty for \$680M and the 2014 sale to WSP in a highly successful auction process, participated in setting bid and sale strategy, preparation of the CIM, negotiation of employee incentive and CIC program, assessment of bids and bidders, management of diligence processes and negotiation and structure of sale and purchase agreement. PB was sold to WSP for US\$1.35 billion, a valuation of 11x 2013 EBITDA.
- Directed the firm's enterprise risk assessment and risk management policy and process; sponsored the development of its proprietary risk management information system (RMIS), the company's platform for risk assessment, management and assurance for project and enterprise risk. Oversaw insurance program and strategies, including a \$220M global professional practice program.
- Directed worldwide legal affairs including mergers, acquisitions, complex infrastructure contracts, complex litigation and regulatory matters. Structured the department to focus internal resources on higher value services and leveraged global experience. Implemented worldwide outside counsel guidelines and national fee agreements in the US, Australia and the UK.
- Directed the Company's global compliance program; implemented a comprehensive anti-corruption program that included targeted due diligence, risk assessment and risk management processes for projects and business ventures in high risk countries and wherever the Company did or planned to do business. In 2014, the firm's UK operation was the first engineering consulting firm to achieve the prestigious *Investing in Integrity* chartermark from the UK Institute of Business Ethics and the Chartered Institute for Securities & Investment.

- Oversaw the firm's "Zero Harm" global health and safety program, including crisis management planning.
- Developed business plan for, and oversaw commercialization and P&L performance of, an internally-developed Safety, Health, Environmental and Quality (SHEQ) Management System that utilized incident reporting, observations and self-assessment tools to better assess risks and manage and develop strategies to improve health and safety performance; by 2015, the system was successfully launched by Parsons Brinckerhoff's worldwide operations and by clients in the US, Australia and Qatar.

**EDO CORPORATION (NYSE:EDO)**

**February 2002-February 2008**

**Senior Vice President, General Counsel & Secretary**

Responsible for all legal affairs and served as the chief compliance officer of this high-growth developer, manufacturer and provider of advanced, highly engineered systems, products and related engineering and professional services for defense, intelligence, and commercial markets. EDO grew revenues at a compound annual growth rate of almost 16 percent from 2003-2006. Evaluated, advised Board and negotiated the sale of EDO to ITT (NYSE:ITT) for approximately \$1.7 billion in December 2007.

- Negotiated, closed and integrated 9 strategic acquisitions in 5 years. EDO was ranked #10 on Fortune Magazine's 100 Fastest Growing Companies in 2003.
- Developed corporate governance policies and procedures and committee charters for EDO Board of Directors and evaluated, recommended and implemented value enhancing governance practices and corporate charter amendments. EDO achieved a 2006 CGQ<sup>®</sup> of 97% from Institutional Shareholder Services (ISS).
- Advised the Board and oversaw implementation of policies and procedures to address changes required by the Sarbanes-Oxley Act of 2002 and related SEC and NYSE regulations. Reviewed and guided negotiations of D&O Insurance policy coverage and premiums.
- Served on the Board of Directors of the Company's U.K. holding company and was the designated parent-appointed Special Director to approve operating company actions.
- Oversaw corporate compliance programs for export, FCPA, records retention and management and government contracts. Negotiated and successfully implemented a Consent Agreement and Compliance Measures with the U.S. State Department covering international arms export issues of an acquired business without adversely affecting the company's ability to obtain export licenses.

**MOORE CORPORATION LTD. (TSE:MCL) (NYSE:MCL)**

**March-September 2001**

**Senior Vice President, General Counsel & Secretary**

Directed all legal affairs of this \$2 billion, Canadian provider of document-formatted information, print outsourcing and database marketing, business communication products, services and solutions to business.

- Reorganized and consolidated the legal department and corporate secretary's office, reducing headcount by more than half while improving department responsiveness and efficiency.
- Worked with management and the Board of Directors and Board committees to develop revised governance policies, charters and procedures.

**RAYONIER INC. (NYSE:RYN)**

**April 1997-February 2001**

**Vice President, General Counsel & Secretary**

Responsible for all legal affairs and corporate safety program of this global supplier of timber, wood products and performance fibers. Directed worldwide legal and environmental affairs for the Company.

- Developed and oversaw legal strategy on bid, negotiation and closing of the acquisition and financing of nearly one million acres of commercial timberland for \$710 million in an auction process.

- Managed all legal aspects of proposed \$300 million IPO of business unit.
- Managed all legal and environmental matters arising from the closure of a manufacturing facility, including negotiations with Native American tribe, state and federal regulatory agencies, successfully avoiding Superfund listing for the site.
- Oversaw the launch of the Company's first Australian business operation with a privatized Australian timber business and private investment company.
- Managed legal aspects of planning and establishing greenfield manufacturing facilities in the U.S. and abroad.
- Formulated and executed a patent defense strategy that allowed timely launch of a critical new product line.

**AVNET, INC. (NYSE:AVT)**

**October 1987-April 1997**

**Assistant General Counsel and Assistant Secretary**

Reported to the Senior Vice President and General Counsel of this Fortune 300 supplier of enterprise computing products and services and electronic components and supply-chain management services. Was responsible for SEC and general corporate matters, worldwide intellectual property protection and distribution and sales agreements. Negotiated and closed numerous acquisitions and divestitures during the firm's initiative to focus on its core electronic marketing and supply-chain management services and shed non-core businesses. Prepared Board meeting agenda and supporting materials and securities filings; handled and liaised with activist shareholders on shareholder proposals.

**Young, Tarshis & Dimiero** West Orange, NJ; New York, NY

**1983-1987**

**Associate, Commercial Litigation**

**Law Clerk to Hon. Lawrence L. Lasser, Presiding Judge, Tax Court of NJ**

**1982-1983**

**EDUCATION**

**J.D. 1982 Rutgers School of Law - Newark**

**B.A. 1979 Rutgers University –Newark College of Arts and Sciences** (*summa cum laude, Phi Beta Kappa, with college honors*); Majored in English & Political Science.

**BAR ADMISSIONS**

New York, New Jersey, Connecticut

**PROFESSIONAL ORGANIZATIONS**

American Bar Association; Association of Corporate Counsel; National Association of Corporate Directors; DirectWomen; Women Corporate Directors

**COMMUNITY/NON PROFIT BOARD SERVICE**

Served on the Board of Trustees of Bishop Kearney High School, an all-girls Catholic High School in Brooklyn, NY; served on its executive committee and chaired its audit committees (May 2016-April 2019).