

Corporate Board Director/Advisor with 20+ years of **International Senior Business and Legal** experience leading global pharmaceutical, medical device, diagnostic, biologic and consumer products legal departments. Uniquely qualified in preserving shareholder value and balancing risk with reward leveraging background in M&A, business integration, crisis management, litigation management, recalls and regulatory actions, globally. Participates in overall corporate strategic planning and execution, regulatory reporting and talent management. Skilled communicator and consensus builder who listens attentively to all points of view and forges common understanding to drive best decision making and implementation.

- **Corporate Governance/Board Experience** – Served on Corporate and Nonprofit Boards of Directors for over 20 years, including Audit, Strategic Planning, Governance and Finance Committees. Provides advice on strategic planning, preserving/enhancing shareholder value, succession planning, mergers and acquisitions, and internal investigations.
- **M&A/ROI Optimization** – Member of numerous acquisition teams both in the US and globally, and led integration of acquired businesses and product lines.
- **Crisis Management** – Responded aggressively to product integrity and patient safety issues while at Baxter International and Boehringer Ingelheim. Directed teams that spearheaded global recalls, identified root causes, managed government affairs and media messaging, and worked closely with the medical community and affected families. In the recall of Althin dialyzers, resolved problem in a manner that garnered favorable coverage in Fast Company magazine as example of corporate integrity (<https://www.fastcompany.com/45545/harry-kraemers-moment-truth>).

Risk and Strategic Litigation Management – Led cross-functional teams, including inside and outside attorneys in strategic management of multiple mass tort, class action and shareholder derivative actions. Formulated strategies to resolve lawsuits, optimize insurance coverage, preserve shareholder value and maintain company reputation, while dealing fairly with litigants. Partnered with management to drive product strategies, regulatory approaches and community programs, which enabled settlements that helped communities of patients and preserved company reputation. Worked with inside and outside regulators in the US, EMEA, Canada and Japan to resolve issues.

Leadership Experience that Delivers Shareholder Value

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| ▪ Corporate Governance | ▪ Legal Affairs | ▪ Change Management |
| ▪ Strategic Planning | ▪ Mergers and Acquisitions | ▪ Consensus Building |
| ▪ Global Operations | ▪ Talent Acquisition | ▪ Conflict Resolution |
| ▪ Organizational Leadership | ▪ Development | |
| ▪ Risk Management | ▪ Management | |
| ▪ Leadership | ▪ Crisis Management | |
| | ▪ Regulatory Agencies | |

Board Experience

XERIS PHARMACEUTICALS INC Chicago, IL 2018-Present
NASDAQ traded specialty pharmaceutical company that leverages proprietary non-aqueous solution technology for the development and commercialization of injectable and infusible drug formulations.

MEMBER, BOARD OF DIRECTORS | CHAIR NOMINATING/GOVERNANCE AND MEMBER AUDIT COMMITTEES

TEXT IQ New York, NY 2017-Present
Venture capital funded core technology company that harnesses the power of artificial intelligence (AI) utilizing machine learning and natural language processing to change the way people consume and interact with Big Data.

MEMBER, BOARD OF ADVISORS

YGEIA CONSULTING GROUP, Grinnell, IA 2015 – Present
Angel-funded company committed to delivering revenue enhancing, expense reducing and sustainability solutions to healthcare industry clients, targeting rural hospitals and physician networks with highly geographically dispersed patient populations, and providing solutions based on healthcare informatics.

MEMBER, BOARD OF DIRECTORS | AUDIT AND STRATEGIC PLANNING COMMITTEES

BOEHRINGER INGELHEIM CORPORATION, Ridgefield, CT 2007 – 2013
\$7B privately held US subsidiary of German family-owned company focusing on human branded and generic pharmaceuticals, animal health drugs and fine chemical manufacturing.

MEMBER, BOARD OF DIRECTORS

CYTYC CORPORATION, Marlborough, MA 2003 – 2007
\$600M publicly traded (NASDAQ) diagnostic and medical device company acquired by Hologic Inc. in 2007.

MEMBER, BOARD OF DIRECTORS | AUDIT AND FINANCE COMMITTEES

WATERMARK, PUBLISHING INC., Birmingham, AL

1995 – 2004

Privately owned publisher and broker of children's literature.

MEMBER, BOARD OF DIRECTORS

Nonprofit Board Experience

LEUKEMIA & LYMPHOMA SOCIETY Purchase, NY

2017 – Present

LLS is the world's largest voluntary health agency dedicated to finding cures for blood cancers and providing services to blood cancer patients, their families and caregivers.

DIRECTOR | CHAIR AUDIT; MEMBER NOMINATING & GOVERNANCE AND PATIENT ACCESS COMMITTEES

PRIMARY STAGES, New York, NY

2016 – Present

Off-Broadway not-for-profit dedicated to inspiring, supporting and sharing the art of playwriting. Primary Stages is the definitive home for the art of new American playwriting.

DIRECTOR | PRESIDENT/CHAIRMAN OF THE BOARD

WORLD NEIGHBORS, Oklahoma City, OK

2014 – Present

International not-for-profit that provides lasting solutions to hunger, poverty and disease.

TRUSTEE | CHAIR, INVESTMENT COMMITTEE AND MEMBER AUDIT COMMITTEE

A BETTER CHANCE IN RIDGEFIELD, Ridgefield, CT

2009 – 2017

Local chapter of national not-for-profit dedicated to providing educational opportunities for high-performing students from underserved communities.

DIRECTOR | CO-CHAIR OF BOARD; CHAIR INVESTMENT AND STRATEGIC PLANNING COMMITTEES

DEVELOPING WORLD CURES, New Haven, CT

2008 – 2010

Not-for-profit committed to discovering and developing medicines, diagnostic assays and devices to treat diseases prevalent in the developing world.

DIRECTOR

CHILDREN'S MEMORIAL HOSPITAL, Chicago, IL

2003 – 2005

DIRECTOR, PEDIATRIC STAR ONCOLOGY PROGRAM

A Career of Driving Results through Vision, Business Acumen and Legal Expertise

WOMN LLC, Ridgefield, CT

2014 – Present

Consulting and coaching organization.

CEO | PRESIDENT

Founded company dedicated to helping women and minority attorneys succeed in the business of law; provides consulting services to law firms to assist management in attracting and retaining top diverse talent. Coaches General Counsel.

EPICUREAN TRAVEL LLC, Ridgefield, CT

2012 – 2019

*Tour Operator; Small Group Travel.***PRESIDENT AND MANAGING DIRECTOR**

Founded tour company offering adventures focused on the cultural and culinary heritages of unique and exclusive destinations across the US, Europe and South America.

BOEHRINGER INGELHEIM USA CORPORATION, Ridgefield, CT

2005 – 2013

\$7B subsidiary of \$15B privately held human and animal pharmaceutical company based in Germany.

SENIOR VICE PRESIDENT | GENERAL COUNSEL | CORPORATE SECRETARY

Member of executive management team reporting to CEO. Provided strategic and business planning/development advice, risk assessment, and management of legal, information management and EHS functions.

- Directed 70+ person department, including legal; Environmental, Health and Safety; Information Management and Security; managed >\$100M budget.
- Led cross-functional projects across product lifecycle to maximize value of product development investment and marketplace exclusivity.
- Managed business acquisitions and resolved business disputes; spearheaded business and functional strategies executing business plans in a highly regulated industry.
- Influenced legislative agendas and lobbied Congress.
- Advised Senior Management in US and Managing Directors of German parent company on US-based legal issues impacting global company.

BAXTER INTERNATIONAL INC., Deerfield, IL

1986 – 2005

Continually promoted to positions of increasing challenge and complexity for publicly held (NYSE: BAX) multinational medical device/biologics company

ACTING GLOBAL GENERAL COUNSEL | CORPORATE SECRETARY, Deerfield, IL

Advised CEO and Board of Directors on legal aspects of regulatory, intellectual property, day-to-day legal, legislative and business issues for \$15B global company, directing worldwide team of attorneys.

- Managed government affairs professionals/lobbyists and led global crisis management; worked with EMEA regulatory bodies.
- Held >\$100M budget accountability.

GENERAL MANAGER – ALTHIN MEDICAL, A.B., Ronneby, Sweden and Miami Lakes, FL

Executed acquisition, integration, management and operations of global dialysis equipment and service corporation with two manufacturing sites (Ronneby, Sweden and Miami Lakes, FL) and sales in 50+ countries. Hand-picked by CEO for operations management role.

- Held full P&L responsibility for global operations, which generated \$350M+ in sales.
- Led integration and consolidation of manufacturing facilities, as well as marketing, sales and R&D into Baxter operations.

GENERAL COUNSEL, GLOBAL BUSINESS GROUPS, RENAL AND BIOTECH, Deerfield, IL and Thousand Oaks, CA

Directed and led legal services for renal and biotech global business groups, including acquisitions and divestitures, intellectual property, contracts, regulatory law and litigation. Infused organization with culture focused on patient safety and rapidly responding to, and identifying/resolving root cause of issues.

- Directed global legal department and crisis management teams.
- Advised CEO and Board on risk assessment and management issues.
- Led post-acquisition integration of \$800M European biotechnology company.
- Served as Deputy General Counsel and Assistant Corporate Secretary of parent company.

**ASSOCIATE GENERAL COUNSEL | CHIEF LITIGATION COUNSEL, DEERFIELD, IL
CORPORATE COUNSEL**

Responsible for all litigation and dispute resolution, globally. Spearheaded global strategy, which resolved mass tort litigations with \$3B+ potential company exposure.

Early Experience

Associate – Lurie Sklar & Simon, Ltd., Chicago, IL

Sales and Marketing – Colgate-Palmolive Company, Chicago, IL

Education

Juris Doctorate – Washington University School of Law, St. Louis, MO
Senior Editor – Urban Law Annual

Bachelor of Science, *Dean's List* – Northwestern University, Evanston, IL

Professional Development/Director Certifications

Master's, Professional Director Certification – American College of Corporate Directors (Public Company Director Education and Credentialing Organization); 2010 – 2020

DirectWomen Institute; Inducted 2008

NACD Certification; 2006 – 2009
