

Wendy C. Shiba



Retired public company C-level executive with core experience in corporate and board governance, strategic planning, mergers and acquisitions, corporate finance, SEC disclosure, compliance, risk management, executive compensation, and antitrust. Industry experience includes construction and global manufacturing (specialty chemicals and polymers; forest products, pulp and paper) in multiple geographies including North America, Europe, and Asia.

Board Service (Public For-Profit)

Bowater Canada Inc. – Board of Directors (1998-2001)

- Publicly-held affiliate of NYSE-listed Bowater Incorporated, traded on the Toronto Stock Exchange

Significant Board Service (Non-Profit)

Japanese American National Museum – Board of Trustees (2009-present); Vice Chair of the Board (2010-2017); Chair of Nominating and Governance Committee (2010-2017)

- The Museum is the 2010 recipient of the National Medal awarded by the U.S. government's Institute for Museum and Library Services, the nation's highest honor for museums. The current Board Chair is Secretary Norman Mineta (former U.S. Secretary of Transportation).

American Bar Association Rule of Law Initiative – Board of Directors (2017-2020)

National Asian Pacific American Bar Association – Board of Governors (2011-2014); President (2012-2013)

United Way of Greater Cleveland – Board of Directors (2002-2007)

- Member of Board of Directors and Executive Campaign Cabinet
- Co-Chair of Professional Market of the campaign; managed and led work of the Accounting, Architecture, Consulting, Investment, and Law divisions of the campaign, delivering goal of \$5.2 million

South Carolina Board of Accountancy – Served by gubernatorial appointment (2000-2001)

- The Board regulates the public accounting profession for the State. Served as the non-accountant board member appointed to represent the general public; responsible for bringing an unbiased viewpoint to board deliberations on matters of policy, licensure requirements, and disciplinary proceedings.

Other Boards

- Three decades of board service and leadership roles for non-profit and professional organizations; served on the *Executive, Finance, Audit, Nominating and Governance*,

and Strategic Planning Committees of numerous non-profit boards, where key contributions were applying business experience in the areas of long-term strategic planning, governance, and fiduciary and fiscal responsibility for managing grant money and restricted funds.

Professional Background

Seasoned public company executive whose specific responsibilities and experience have included:

- Responsible for all matters of *corporate and board governance* and *public company compliance* for three NYSE-listed companies; one of few C-level executives with active participation in board and committee deliberations (Audit, Compensation, Finance, and Nominating and Governance Committees)
- Member of three-person *Office of the Chairman* reporting to Chairman of the Board for five-month interval while CEO search was being conducted
- Member of seven-person *Executive Committee* under leadership of new CEO, which engaged in extensive *strategic planning* process to transform the company through the design and execution of specialization and global expansion strategies
- *Management and budget responsibility* for corporate departments and functions including Legal; Internal Audit; Government and Public Affairs; Compliance and Risk Management; Environmental, Health and Safety; and Product Stewardship
- Responsible for negotiation and execution of domestic and cross-border *M&A transactions* ranging from \$220 million to \$2.4 billion; post-closing integration matters; dispositions of non-strategic and underperforming assets in transactions ranging from \$80-260 million
- Extensive work with Compensation Committee and independent compensation consultant on *executive compensation plans* and disclosure
- Management of legal resources in multiple geographies (North America, South America, Europe and Asia); management of significant *internal investigations*; extensive dealings with U.S. and Canadian regulatory authorities on *securities and antitrust matters*

Employment History

KB Home – *Executive VP, General Counsel and Secretary* (2007-2010)

- (NYSE: KBH); one of the nation's leading homebuilders and the #1 homebuilder on FORTUNE® magazine's 2009 "World's Most Admired Companies" list; headquartered in Los Angeles, CA

PolyOne Corporation – *Senior VP, Chief Legal Officer and Secretary* (2001-2007)

- (NYSE: POL), currently known as Aviant Corporation (NYSE: AVNT); premier provider of specialized polymer materials, services and solutions; headquartered outside Cleveland, OH

Bowater Incorporated – *VP, Secretary and Assistant General Counsel* (1993-2001)

- (NYSE: BOW), formerly headquartered in Greenville, SC; merged with Abitibi-Consolidated in 2007 to form AbitibiBowater, today named Resolute Forest Products Inc. (NYSE: RFP); global pulp and paper manufacturer

City of Philadelphia Law Department – *Corporate Chair* (1992-1993, while on sabbatical from Temple Law Faculty)

- Member of four-person *Executive Committee* that restructured the 270-employee Law Department during the first term of Mayor Edward Rendell’s administration
- Managed all non-litigation legal matters for the City of Philadelphia

Other Professional Experience:

- **Temple University School of Law** – *Associate Professor of Law, with tenure* (1985-1993); taught courses on contracts, corporations, advanced corporate problems, banking law, and international business transactions
- **Philadelphia Stock Exchange** – *Arbitrator* for broker-dealer/customer disputes
- **O’Melveny & Myers** – *Attorney* (1980-1985); selected as a member of the eight-person team sent from Los Angeles to open the firm’s New York office
- **Supreme Court of California** – *Law clerk* to Justice Stanley Mosk (1979-1980)

Publication – *Pennsylvania Corporation Law and Practice*, a treatise co-authored with John W. McLamb, Jr.; published by Prentice Hall (now Aspen Publishers)

Speaking Engagements – Frequent speaker on corporate and board governance (for programs by the Institute for Corporate Counsel, USC Corporate Governance Summit, and various bar associations and nonprofit organizations), women’s leadership, and diversity and inclusion

Special Honors

- **2019 Warren Christopher Values Award** from O’Melveny & Myers
- **2016 Liberty Achievement Award** from the American Bar Association/Thomson Reuters
- **2014 Spirit of Excellence Award** from the American Bar Association
- **2014 Diamond Award** from Corporate Counsel Women of Color
- **Named to List of 2010 Most Powerful and Influential Women in California**
- **2009 Trailblazer Award**, the highest honor conferred by the National Asian Pacific American Bar Association
- **2007 Woman of Achievement Award** from the Greater Cleveland YWCA, one of the most prestigious honors for women leaders in Cleveland, Ohio

Education

- **Juris Doctor**, Temple University School of Law, *cum laude* (graduated first in class; Articles Editor of the Law Review; member of Moot Court Honor Society)
- **Bachelor of Science** (Social Science and Mathematics), Michigan State University, with high honors

Director Education

- **Member of Inaugural Class of 2007 DirectWomen Board Institute**
 - Co-founded by the American Bar Association and Catalyst, DirectWomen supports accomplished women lawyers for service on corporate boards, while also promoting the independence and diversity required for good corporate governance
- **Speaker/attendee at annual USC Corporate Governance Summit**
 - Sponsored by the University of Southern California Marshall School of Business in collaboration with the National Association of Corporate Directors (2010-14)