



## KIM YAPCHAI

Accomplished global, c-suite leader with ~30 years in multi-national, public companies. Passionate about driving growth and innovation by motivating diverse and inclusive teams. Highly valued by her management team and Board of Directors for thought-leadership, ability to design pragmatic solutions, and successfully navigating ambiguity to drive high performance. Strengths in:

- **Stakeholders' Interest** – Built award-winning programs to promote company brand and to enhance perception of stakeholders, including employees, customers, regulators, and investors. Substantial experience with stakeholders in diverse industries ranging from consumer and commercial finance; consumer and appliance product manufacturing; residential construction; and manufacturer and marketer of automotive components.
- **Strategy** – Identified need for ESG program and trusted by CEO to implement it. Led cross-functional team to build strategy and metrics using data-driven analysis. Aligned strategy with the Board of Directors and received external recognition for the company in only two years as a top-quartile company.
- **Leadership** – ~10 years of presenting to Board of Directors, Audit Committee, and Nominating & Governance Committee. Innovative, collaborative thought-leader with ability to calmly solve problems during a crisis. Proven ability to motivate and inspire global teams to become centers of excellence. Strong focus on talent development and coaching.

## EXPERIENCE

**TENNECO, INC.** (NYSE \$17B automotive supplier; ~73,000 employees; ~30 countries)

*SVP, Chief Environmental, Social & Governance Officer*

*2021-present*

*VP, Chief Counsel – Environmental, Social & Governance Program*

*2020-2021*

*Legal Operations Management*

*2019-present*

*Chief Ethics & Compliance Officer*

*2018-present*

Direct report to the CEO and member of Executive Leadership Team. Oversees ~\$32 million budget. Co-chair of Young Professional Group to promote diversity, inclusion, and growth.

- **Strategy** – Identified need, and selected by CEO to design, ESG strategy and goals. Received external recognition: Newsweek - America's Most Responsible Companies (2020-2021). Used ESG as a competitive advantage to grow customer relationships. Embedded ESG metrics into operational reviews. Alerted business to need to price for customers' ESG requirements. Navigated complex Mexico regulatory landscape to restart operations after initial COVID shutdowns without disrupting automaker operations.
- **Governance** - Partnered with the Nominating & Governance Committee and Investor Relations to develop ESG strategy and achieved +35% increase in Sustainalytics score. As member of Executive Leadership Team, frequent presenter to Audit Committee, Nominating & Governance Committee, and Board. Member of Disclosure Review Committee. Board member of captive insurance company used to provide more cost-effective coverage.
- **Compliance** – Built a world-class ethics and compliance program centered on a values-based company culture that drives business results after the company experienced antitrust enforcement in Brazil and other countries. Earned Ethisphere's World's Most Ethical Company designation. Successfully manages high-stakes investigations, including government and regulatory inquiries.

**WHIRLPOOL CORPORATION** (NYSE \$20B appliance manufacturer; ~93,000 employees; 50+ countries)

*Chief Compliance Officer*

2015-2018

*Global Director, Ethics & Compliance*

2014-2015

Partnered with C-suite leaders to embed risk management into the business practices.

- **Inspiring Leader** – Highly-regarded people leader and member of global management team focused on operating excellence and talent development for ~100-person legal department. Executive sponsor of Law Department Growth and Development Committee.
- **Legal Risk/Compliance** – Built a world-class program that earned World’s Most Ethical Companies designation by Ethisphere by engaging business unit and function groups after significant acquisitions in China and Eastern Europe and anti-trust raid in Brazil. Frequent presenter to Audit Committee on investigations, metrics, and program maturity, including Foreign Corrupt Practices Act (FCPA). Achieved over \$5 million in savings in two years.
- **Investigations** – Managed hundreds of investigations per year globally, including ~\$40 million accounting error in trade promotion accruals by China joint venture investigated by the China Securities Regulatory Commission. Company was not fined based on its compliance program and self-disclosure. Worked closely with Corporate Secretary, including disclosure analysis, on external reporting of compliance issues.

**MASCO CORPORATION** (NYSE \$7B conglomerate; 30,000 employees; 20+ countries)

*Assistant General Counsel and Director of Group Legal Affairs and Ethics*

2012-2014

*Director of Corporate Ethics and Counsel- Retail/Wholesale Group*

2009-2012

*Associate Corporate Counsel*

2002-2009

*Assistant Corporate Counsel*

1999-2002

Masco’s industries included plumbing, paint, cabinetry, automotive components, fasteners, bathtubs and spas, furniture, and insulation installation.

- **Commercial Operations** – Selected by Group Vice Presidents to be a member of their business unit strategy and operations review teams for highly-acquisitive, entrepreneurial conglomerate. Led negotiations with business teams for key customers like Home Depot, Lowe’s, and top builders. Detected water scarcity as a megatrend that led to plans to mitigate risk. Simplified and standardized delivery of legal services through website that provided 24/7 access to trending topics and status of significant contract negotiations.
- **Construction Defect Litigation** – Successfully lobbied for California law change to limit homebuilder indemnification and strengthen company’s ability to manage construction defect claims and insurance coverage retraction. Built and managed review center for over 15,000 subcontracts annually to negotiate commercially reasonable terms with builders.
- **Strong Financial Acumen** - Negotiated one of the largest Citibank fleet financing deals in the US. Represented company on unsecured creditor committees for bankrupt customers. Structured customer incentive programs to avoid paying millions of dollars in bankruptcy preferences.

## **FORD MOTOR CREDIT COMPANY** (financing subsidiary of Ford Motor Company-NYSE)

*Regional Attorney*

*1996-1999*

*Mortgage Loan Attorney*

*1993-1996*

Strategic legal advisor on development and negotiation of lease, retail and wholesale finance programs in the Southwest and Western regions of the United States for Ford Motor Company finance subsidiary. Assisted with regional business plans and advised branches regarding daily operations.

- **Practical Business Partner** – Expanded business by leading initiative to modify Texas state law to allow refinancing of balloon notes and which also resulted in a Quality Award from the company. Recognized with a Ford Credit Customer Satisfaction Award, the highest award that a central office employee can receive, in recognition of superior customer service to clients.
- **Continuous Improvement** – Honored with Ford Credit Mustang Award for implementing changes to UCC filing procedures that saved over \$2 million. Designed and implemented document assembly program that reduced time to create loan packages from 2 weeks to 3 days with significantly less errors.

## **EDUCATION**

**WAYNE STATE UNIVERSITY LAW SCHOOL**, Detroit, MI

*1993*

- J.D. cum laude
- Note and Comment Editor, Wayne Law Review

**UNIVERSITY OF MICHIGAN**, Ann Arbor, MI

*1989*

- Bachelor of Arts with Honors in Economics

## **AWARDS**

- “World’s Most Ethical Company” designation, Ethisphere (Tenneco 2022; Whirlpool 2018)
- Compliance Program of the Year, Compliance Week (Tenneco 2020)
- Top Mind, Compliance Week (2018)
- Visionary Leader Award, *Inside Counsel Magazine* (2016)
- Salute to Excellence Award, Asian Pacific American Chamber of Commerce (2016)

## **INVOLVEMENT**

- LegalPrep Academy – Volunteer to teach Chicago high school students negotiation skills (2020-present)
- Association of Corporate Counsel Chicago – Summer Diversity Intern host and volunteer in Street Law program to foster diversity in the legal profession. Member of Annual Gala Committee. (2018 – 2021)
- Toastmasters International – Achieved Distinguished Toastmaster