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# Paulette R. Dodson

## Profile

• Trusted Board Member & Advisor • Fortune 500 Public Companies • Avery Access to Justice Award • Woman of Achievement 2022 •

Board and enterprise leader providing sound strategic and business advice while developing and implementing legal and organizational processes to achieve strategic objectives.

- **Board Service & Engagement** — Active board member and partner steering change through board governance, crisis management, shareholder activism, and succession planning. Inform key decisions with foresight and broad expertise.
- **General Counsel** — Lead accomplished legal teams addressing complex transactions, risk, crises, audit and compliance, antitrust, government/stakeholder relations, corporate affairs, and IP. Foster trust/openness while maintaining confidentiality.
- **Business & Financial Acumen** — Provide strategic guidance and position organizations for next-stage growth by leveraging expertise in global operations, mergers and acquisitions (M&A), divestitures, cybersecurity, and organizational growth.
- **ESG & Inclusive Leadership** — Advance ESG and DEI initiatives to integrate best practices into strategic plans and processes. Effective communicator and mentor, bringing clarity and transparency to advance ambitious goals.

## Board Experience

### PORTILLO'S, INC.

**Board Member; Member of Corporate Governance and Nominating Committee** • 2021 to Present

*American fast casual restaurant chain based in the Chicago area that specializes in serving Chicago-style food. (PTLO, NASDAQ).*

### MATHER LIFEWAYS

**Board Member; Chair, Corp. Governance & Nominating Committee; Member, Exec. Committee** • 2019 to Present

*\$100M not-for-profit, \$73M in revenues, ~\$1B in assets; dedicated to creating senior residences and ventures related to aging well.*

### BETTER GOVERNMENT ASSOCIATION

**Chair of Board of Directors** • 2019 to Present

*Non-partisan, nonprofit news organization and civic advocate advancing transparency, efficiency, and accountability in government.*

### UNITED WAY OF METROPOLITAN CHICAGO

**Member of Board of Directors** • 2020 to Present

*Bringing together businesses, government, nonprofits, and communities to deliver funding, resources, and expertise to greater Chicago.*

### PHOENIX COUNTRY DAY SCHOOL

**Chair of Audit Committee** • 2013 to 2018

*Independent Pre-K-12 school, striving for excellence in the classroom and the community.*

## Professional Experience

### ALIGHT, INC., Lincolnshire, IL

*Global human capital and business solutions provider carved out from Aon as Blackstone portfolio company in 2017.*

**General Counsel & Corporate Secretary**

2018 to 2022

Provided leadership and strategic direction for enterprise-wide, mission-critical business initiatives. Oversaw legal matters and relayed sound counsel through large-scale transformation. Implemented best practices in corporate governance, legal-business partnering, enterprise risk management, corporate compliance, mergers, acquisitions, and board development. Served as an integral advisor to the C-Suite and board.

- **Led/deployed transformational enterprise transactions:**

- Steered company's IPO via SPAC.
- Navigated 8+ acquisitions, including global payroll provider serving 188 countries, divestment of Alight's India benefits administration and specific IT operations, as well as implementation of long-term outsourcing relationship.

- **Primary board liaison preparing company processes for public status:**
  - Built and implemented suite of company processes, charters, and committees.
  - Ensured audit committee and board engagement on major technology matters, material litigation, compliance, and highly sensitive matters appropriate for board oversight and action.
- **Steered organizational change and streamlined operations**, including an India Center of Excellence focused on implementing client contract templates, and privacy and security support:
  - Developed/implemented zero budgeting process.
  - Integrated/transformed legal organization for global footprint.
  - Reimagined and revised commercial contracting process to improve speed to market and competitive advantage.
  - Implemented technology systems to update contract process, matter management, and legal vendor billing.
- **Launched and implemented global ESG committee** and working group to enable the company to publish its first global impact report.
  - Collaborated with global company leadership, customers, and investors to complete materiality assessment.
  - Sponsored and steered collaborative enterprise risk management (ERM) process.

## PETSMART INC, Phoenix, AZ

*Specialty retailer of pet services and solutions with 1400+ stores and over 54,000 employees in the US and Canada.*

### General Counsel and Corporate Secretary

2012 to 2018

Led staff of up to 60 across Corporate Affairs, Risk, and Insurance teams. Established and developed legal organization for company entering Fortune 500 status to ensure best practices in corporate governance, legal-business partnering, enterprise risk management, corporate compliance, mergers, acquisitions, and board development. Served as a key advisor to the CEO, independent Chairman of the Board, and the board of directors.

- **Liaised between the board's ad hoc committee managing activist campaign** and strategic alternatives process.
  - Managed and advised on work streams, resulting in \$8.7B public-to-private sale of company to consortium led by BC Partners.
  - Steered company through dramatic organizational change due to new leadership, strategies, and priorities.
- **Steered transformation of PetSmart Charities leadership and operations:** \$52M independent public charity 501(c)(3) with a separate board that advanced mission while decreasing administrative costs 25%.
- **Primary liaison for board-related processes;** implemented corporate governance measures to reflect best practices and to advance board's oversight role.
  - Reported on litigation, compliance, and sensitive matters appropriate for board oversight and action.
  - Prepared board and CEO for on-boarding new members and transitioning long-tenured members and chairs.
- **Reorganized legal department** using zero-based budgeting and whiteboard processes to increase effectiveness, engagement, and efficiency throughout the organization.
- **Built and implemented compliance program**, training over 1,000 leaders. Collaborated to intentionally communicate "tone at the top" to support Fortune 500 status.
- **Established and implemented enterprise risk management process** as part of strategy development business operations.

## SARA LEE CORPORATION (Acquired by Tyson Foods), Downers Grove, IL

*An \$8B food and beverage company undergoing transition into two companies: International Coffee & Tea and North American Meats.*

### Senior Vice President, General Counsel, and Corporate Secretary • Interim General Counsel

2010 to 2012

Oversaw \$70M inside/outside spend and 50+ staff, including internal audit. Drove leadership and accountability in legal department, ensuring legal team served as proactive business partners. Managed legal operations related to dividing the company into two publicly-traded entities. Worked closely with international business in resolving strategically important litigation. Served as North America Ethics and Compliance Officer.

- **Served as Secretary to the Board;** advised audit committee and board on compliance, employment and major litigation, enterprise risk management, regulatory investigations/audits, environmental matters, and more.
  - Structured and executed governance structure for newly created companies.
- **Senior Management team;** provided legal counsel to the board after receiving unsolicited offers of interest.

- Advised board through spin-off of international business as a separate public company and split corporation.
- Provided counsel regarding public departure of senior executives and negotiation of severance packages.
- **Guided and managed law department, audit, and compliance functions.** Oversaw M&A transactions through spin-off:
  - Sold fresh bakery businesses in North America and Europe (\$1B+/-).
  - Completed European Household and Body Care business.
  - Disposition of components of North America businesses (\$3B+/-).
- **Established and developed bottoms-up legal organization** for post spin-off.
  - Restructured Law and Audit departments.
  - Saved 40% and increased efficiency through effective co-sourcing model.

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**VP, Chief Counsel, Sara Lee North America • VP, Chief Counsel, Sara Lee Food & Beverage** 2007 to 2010

Quickly promoted to broader scope managing \$15M budget and staff of 14. Accountable for employment law, litigation, FDA and USDA requirements, procurement, customer contracts, ethics, and compliance. Established defense strategies for major litigation and class actions.

- **Implemented regional counsel and external employment law counsel program nationally**, resulting in 25% lower legal fees and more consistent results.
- **Led and advised on company's independent contractor/DSD network** and successfully defended related classification class actions.
- **Managed audit of business by foreign country** and addressed compliance and capability gap, avoiding federal criminal liability. Recouped over \$1M in fees from advisory firm.
- **Established procurement, antitrust, marketing, and other processes and training programs** to improve employee capacity to ensure compliance and diminish litigation exposure.
- **Championed continuous improvement**, incorporating lean principles.

## Early Experience

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TRIBUNE COMPANY, Chicago, IL • **Assistant General Counsel, Publishing**

INLAND STEEL INDUSTRIES INC., Chicago, IL • **Counsel, Operations**

DORSEY & WHITNEY, Minneapolis, MN • **Corporate Finance Associate**

## Education

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CORNELL LAW SCHOOL, Ithaca, NY • **Juris Doctor, 1987**

CUNY CITY COLLEGE, New York, NY • **Bachelor of Arts, 1984**

## Accolades

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**Avery Access to Justice Award**, recognizing service in the legal community promoting diversity in the profession and pro bono service on Chicago Bar Foundation board as well as Chicago Committee on Minorities in Large Law Firms.

**Woman of Achievement Award 2022**, presented by Anti-Defamation League for achievements and civic contributions as well as long-standing commitment to advancements in diversity and inclusion.