

Directors to Watch 2014

'Board service is a privilege that comes with a great deal of responsibility,' says one member of this year's stellar class of executives. Adds another, 'It is no secret that boards remain under pressure to be proactive in strategy and risk management.' Yes, indeed. **EDITED BY SCOTT CHASE**

Activism, as many directors have discovered, comes in many different varieties. For some, aggressive shareholders disrupting annual meetings, pushing inconvenient votes, or requesting sensitive information are at the perigee of owner empowerment. For others, activism in the digital age has taken a different form, with agitators sometimes having no stake whatsoever in the targeted company itself but rather in an ideal or a cause that affects the boardroom and often the company's reputation.

Boards that pay lip service to the concept of gender diversity but take no easily discernible action to achieve it have come under the microscope of groups that seek to drive inclusion. Such is the case with Monster Beverage Corp., which earlier this year was criticized for recommending a vote against a board diversity proposal. The 2020 Challenge — “a national campaign to increase the percentage of women on U.S. company boards to 20% or greater by the year 2020,” spearheaded by 2020 Women on Boards — led the charge on this effort, demanding that the company “comply with California Resolution 62 and add at least two women” to its board. While denouncing the energy drink bottler, 2020 Challenge at the same time showered kudos on the boards of PepsiCo Inc. (36% women), Dr. Pepper Snapple Group Inc. (33% women), and Coca-Cola Co. (24% women).

Board and CEO search firm Heidrick & Struggles two months ago released the results of research on gender diversity that *The Washington Post* characterized as blending good news with bad. Here's the good news: Bonnie Gwin, vice chairman and managing partner of the recruiter's North American board practice and frequent contributor to *DIRECTORS & BOARDS*, said, “Corporations are bringing women onto their boards of directors in increasing numbers. That will result in greater diversity of thinking and, ultimately, better governance and wider-ranging strategic insights.”

And here's the bad: Despite a greater appreciation for the benefits of diverse insight, research by Gwin's team on current rates of movement on corporate board composition indicate that women will hold half of Fortune 500 board seats for the first time *28 years from now*, in 2042. But, Gwin noted, there are a number of recent developments that could accelerate this march, including the growing realization that diversity pays measurable dividends.

Sure to be part of the process will be groups like Diversity in the Boardroom, WomenCorporateDirectors, Women in the Boardroom, Boardroom Bound, and the dedicated executives and professionals profiled below in *DIRECTORS & BOARDS*'s ninth annual class of Directors to Watch.

Gail P. Birks

Director, Gibraltar Private Bank FSB

Gail Birks is an experienced independent corporate director for Gibraltar Private Bank, marking 20 years of service. Her oversight as a board director includes the decision making and fiduciary management of guiding this private institution to become a whol-

ly owned subsidiary of a public corporation. In 2010, the board oversaw the regulatory and procedural changes when the bank returned to a private entity through a buyout by investors. During all these years, Birks was retained as an independent corporate director where she served as a member of the audit, director's loan, enterprise risk and board oversight committees. During her tenure as chairperson of the CRA committee, the bank has

received numerous community awards and recommendations of “Outstanding” and “High Satisfactory” from regulatory agencies (OTS and OCC).

For over 30 years Birks has demonstrated board leadership and enterprise risk management expertise by serving on numerous nonprofit and civic boards in South Florida. She is a subject matter expert on board oversight, sustainable strategic planning, human resources

management, and profitability models. Currently she serves on the boards of the National Association of Corporate Directors—Florida Chapter, Florida Atlantic University Business Advisory Board, and the Casimiro Global Foundation, which works with youth around the world introducing entrepreneurship.

Birks is the president and CEO for CMA Enterprise Inc. CMA specializes in performance and process improvement solutions for corporations (private and public sectors), governmental agencies, and large nonprofit organizations. She has managed multidisciplinary teams through a variety of sustainable rapid improvement engagements and she has experience with both domestic and international corporations. Her company's expertise brings value to client stakeholders, orchestrates and institutionalizes change, and formulates best practices through sustainable policies and procedures. Her company has a proven track record of saving millions of dollars for her clients through improved performance models,

infrastructure development, financial analysis and recommendations on new-found revenue streams. Client companies include Ryder System, Verizon Wireless, Visa International, Mercedes Benz, Burger King, Florida Power and Light, State of Florida, Orlando Utilities Commission, TECO, and U.S. HUD.

Enterprise Risk Management, a New Paradigm for Boardroom Conversation: "A passion button for me in the boardroom is the topic of enterprise risk management. Because of my many years in business working with Fortune 500 corporations on process and performance improvement (Lean Six Sigma), I view organization governance from a universal scope. Specifically, I use the financial statements to assess how the company's performance impacts our image, employee morale and capacity requirements, our infrastructure and, most important, how our management team is facilitating our vision. This helps to generate perspectives that render more than



GAIL P. BIRKS

just the "profit and loss" scripts that exist in most corporate boardroom conversations. The ERM lens has certainly proven to be a strategic advantage for me as it relates to being proactive in board and committee discussions."

Gibraltar Private Bank & Trust congratulates

GIBRALTAR PRIVATE
Bank & Trust

GAIL BIRKS

as one of the **2014 Directors to Watch** for her contributions to best practices in corporate governance



Founded in 1994, Gibraltar Private Bank & Trust is a boutique firm providing comprehensive wealth management and private banking services tailored to meet the needs of wealthy individuals and their families, successful businesses, foundations and non-for-profit organizations.

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CONSUELO MADERE

Consuelo Madere

Director, Potash Corp.

Consuelo Madere is a board director for Potash Corp. and serves on the audit committee and the safety, health and environment committee. Potash Corp. is the world's largest fertilizer company by capacity and, with operations and business interests in seven countries, it is an international enterprise and a key player in the growing challenge to feed the world.

In addition, Madere is president of Proven Leader Advisory LLC, a management consulting and executive coaching firm she founded in 2014. She also serves on the Dean's Advisory Council of the Louisiana State University Honors College as well as the strategic planning committee of the Hispanic Association on Corporate Responsibility.

Madere is a former executive officer of Monsanto Co., a leading global provider of innovative, sustainable agricultural solutions. She has over 30 years of domestic and global experience, spanning manufacturing, strategy, technology, business development, profit and loss responsibility and general management. With Monsanto she served in a number of key leadership positions with significant P&L responsibility across Europe, the Middle East and Africa. She retired

from Monsanto in 2013 as vice president of the company's Global Vegetables and Asia commercial businesses and was a member of the CEO's executive leadership team.

Her awards include the YWCA Leaders of Distinction, the *St. Louis Business Journal's* "Most Influential People in Business," *Diversity Journal's* "Women Worth Watching," and the *Vista Magazine* Corporate Achievement Award for Hispanic Women in Business. Her professional degrees include an MBA from the University of Iowa and a B.S. degree in chemical engineering from Louisiana State University. She has been certified by the National Association of Corporate Directors as a Governance Fellow, and in 2013 attended the Stanford Director's College.

International Expertise Crucial For Today's Global Economy: "In today's fast-paced global economy, board members are expected to bring their experience and wisdom to the table to insure the long-term success of the company in a world where rapid change is the norm. The most effective boards value the diversity of perspectives, skills and experience that directors bring to address both key challenges and potential risks. International knowledge and cultural expertise are important ingredients for richer discussions and better problem solving at the board level. Knowing how companies succeed in North America as well as Asia, Europe, Africa and Latin America requires staying current on global developments as well as worldwide governance trends. Staying proactive in a changing global economy adds value and is crucial for bottom-line growth on behalf of the shareholders."

Challis Lowe

Director, Seaway Bank & Trust

Challis Lowe is a top human resources executive and seasoned corporate board director with more than 20 years of senior management experience within global public companies and with the nation's largest tax-exempt health care system.

She is a highly skilled business partner and board director with expertise in the areas of strategy development, corporate governance as both a board director and as a company executive, director recruiting, CEO succession, CEO transitions, executive compensation strategies, M&A due diligence and integration, CD&A, and proxy development. Lowe provides strategic counsel to the CEOs and boards she has served and has established herself as a partner leading cultural, operational, and organizational change. She has developed and provides oversight on key corporate structures and processes that facilitate turnaround, transformation, improved business operations, and revenue growth.

For the past decade, Lowe has worked for multibillion-dollar organizations where she has been a vital executive team member for companies experiencing either rapid growth where her expertise in governance, formalized strategies, and best practices has been critical to ongoing growth and returns or in leading national and global turnaround initiatives that have repositioned these organizations to achieve improved performance and returns for shareholders. During this same time, and while serving on corporate boards, she and her fellow directors recommended and oversaw several significant events, including the development and execution of a CEO succession plan,



CHALLIS LOWE

the negotiation of CEO compensation, and the successful sale of a \$14 billion U.S. bank to an international, Canadian-based diversified financial services firm.

Lowe serves on the board of Seaway Bank & Trust and is a member of the executive committee and chair of the compensation committee. She also has served on the boards of Prairie Holdings Corp., South Financial Group, and the Kenwood Mutual Fund. Her nonprofit boards include Fisk University, the Gaylord & Dorothy Foundation, and other organizations.

Aligning CEO and Executive Compensation with Shareholder Value: “Public criticism and shareholder concerns regarding the alignment between CEO and other executive compensation and performance have been expressed through the increased number of shareholder votes regarding say on pay. These concerns have come about as a result of shareholders’ loss of confidence that their interests are being served by executive compensation that is not sufficiently tied to financial results. The independent directors who make up the compensation committee are the ones who must accept the challenge of ensuring that short and long-term performance objectives — the achievement of which drive executive compensation — reflect goals that are adequately focused on profitable growth, appropriate risk mitigation, and compliance strategies. Members of this committee need a solid understanding of the business, the industry and the competitive landscape. It is important that incentives drive the behaviors that create the desired results.”

Janet E. Kerr

Chief Strategy Officer, Exemplify Inc.

Janet Kerr is professor emeritus of the Pepperdine University School of Law and chief strategy officer of Exemplify Inc., a technology knowledge management company. She is the founder and former executive director of the Palmer Center for Entrepreneurship and the Law at Pepperdine Law School.



JANET E. KERR

Kerr was awarded the Laure Sudreau-Rippe Endowed Chair in 2011. She is a nationally recognized author, lecturer and consultant in the area of securities law compliance, banking law, corporate governance, and general corporate law. Kerr has served as a consultant in several high profile cases dealing with financial institution fraud.

At La-Z-Boy Inc. she is currently on the board of directors and chair of the corporate governance/nominating committee and former chair of the risk committee. At TCW Strategic Income Fund Inc., an NYSE-listed closed end registered investment company, Kerr serves on the board of directors and is a member of both the audit and the nominating committees. Additionally, she is a member of the board of directors of TCW Funds, a related entity. She also serves as chair of the corporate governance/nominating committee of Tilly’s Inc., a clothing retailer. And she is a recognized entrepreneur, having founded several technology companies over the last 10 years. She has also served as an advisor on corporate issues and entrepreneurial strategies to such countries as the People’s Republic of China, France, and Thailand.

Corporate Governance Will Support Business Needs and Shareholder Expectations: “Over the next several years, corporate governance will rise above

just addressing the newest concerns of regulation and will be able, if crafted the right way, to be more supportive of business needs, growth and stockholder expectations. The latter represents a growing challenge to good corporate governance, which will require boards to be more knowledgeable of and engaged with the increasing voice of shareholder activists and institutional money managers.”

Linn F. Freedman

Director, Roger Williams University and Roger Williams University Law School

Linn Foster Freedman is an attorney, group leader, former deputy chief, Department of Attorney General, and a nationally recognized expert in the area of privacy and data protection. With a focus on privacy and security law, health care law, HIPAA compliance, and complex litigation, Freedman is an adviser to a variety of public and private organizations in need of developing strategies to mitigate risk.

Freedman is sought after by organizations ranging from start-up to Fortune 100 companies and across a variety of regulated and nonregulated industries. Working at the most senior levels, she



LINN F. FREEDMAN

Diversity doesn't just happen — it takes work

By Mary Pat McCarthy



Leading companies recognize that in order to grow, and even to survive, they must contend with a broad and ever-changing array of issues shaping the business environment today and into the future

— technology, disruptive innovation, changing demographics, regulation, and the need for increased transparency — as well as heightened expectations of various stakeholders, including investors, customers, employees and

the community at large. The speed of change is extraordinary, and continues to accelerate.

The question then is not whether there is a benefit to a board with a diverse set of skills, experiences and perspectives, but rather how to achieve it. A couple of years ago, I participated in a Blue Ribbon Commission of the National Association of Corporate Directors on “The Diverse Board: Moving From Interest to Action.”

We discussed the critical importance of diversity as a means of strengthening the overall talent and range of skills and perspectives in the boardroom. We recommended that boards openly discuss potential barriers to achieving diversity: for example, evaluating board composition in light of the company’s strategic needs and current board skill sets; expanding horizons in seeking candi-

dates; improving director evaluations; and considering time-limiting mechanisms for directors.

Perhaps most importantly, we recognized that diversity doesn’t just happen — it takes work, commitment and leadership. Building a diverse board does take work, but it will pay dividends long into the future by delivering new perspectives and skills to the company. Moreover, it will bring varied views that enable a deeper understanding of the issues facing the organization and the panoply of risks through which the company will need to successfully navigate.

Diversity in the boardroom — it’s just good business.

Mary Pat McCarthy, CPA, rose to the position of vice chair during a 34-year career with KPMG LLP. She held numerous senior leadership positions with the firm, including executive director of the KPMG Audit Committee Institute, before retiring in 2011. She is a board member of the insurance and financial services firm Mutual of Omaha.

focuses on establishing measures with an enterprise approach that protects stakeholders and helps them develop defensible and reasonable approaches to regulatory requirements and data breaches.

Since 2007, Linn has been the leader of law firm Nixon Peabody’s Privacy and Data Protection group. Freedman offers stewardship related to legal, compliance, and brand risk during a data breach.

Freedman is a member of the board of directors of Roger Williams University and Roger Williams University Law School, Rhode Island Business Group on Health, and is president of the Foundation for Rhode Island Day Schools, along with other state commission assignments. She also serves on the advisory board for Women Entrepreneurs in Science and Technology and the New England Network for Teaching Entrepreneurship.

Doing Business in a Global Economy:

“Directors must be keenly aware of the risks associated with doing business in a global economy, when compliance is getting more and more difficult in a rapidly changing world. Compliance and

risk management should be a top priority of the board and discussed and evaluated at each board meeting. From my perspective, data privacy and security is a risk that must be closely monitored and managed by both the C-suite and the board. Detailed questions should be asked of the information technology leadership, corporate counsel and risk management personnel to determine how privacy and security risks are being addressed and mitigated. In addition, compliance with rapidly changing laws should be assessed at each board meeting. Recent data security breaches have shown us that the C-suite and board will be held accountable by the public, government, shareholders and class action litigators and that the risk is high and real.”

Kathleen M. Camilli

Director, Unifirst Corp.

Kathleen Camilli is one of the nation’s leading economists. Her insights and forecasting track record have helped corporations avert financial disaster and preserve capital

for years. She brings gravitas to the boardroom, plus a wealth of money management and operating experience. Her insights are amplified by her work for institutional investors, boards and companies. Ethical, discreet, and objective, Camilli is a valued board member.

Camilli is an independent director on the board of the Unifirst Corp., an NYSE



KATHLEEN M. CAMILLI

company that is the third largest uniform rental company in the United States, with facilities in Europe, South America and Canada. She is a highly regarded member of the audit and compensation committees and has provided insights on the international sphere. She is also on the board of Tactile Finance, an early-stage start-up in New York City's tech incubator. She was an independent director on the Nasdaq-listed Mass Bank board (2004-2008), where she helped the CEO manage the bank's portfolio and warned the CEO of impending recession, a full year in advance of the crisis, enabling the board to sell the bank at full value with shareholders intact. She was also a member of the insurance and nominating committees.

Camilli has served on many not-for-profit boards, including the National Association of Business Economics (2004-2007), National Council on Economic Education (2004-2006), and the Epiphany School Foundation (2000-2006).

Camilli Economics was founded in 2004 to address the growing need for independent economic analysis after the passage of Sarbanes Oxley. Camilli regularly speaks to associations of CEOs, CFOs, COOs, bankers, corporate treasurers, and other financial professionals.

On the Importance of a 'Ground Up' View: "Directors need to truly understand their companies and the risks they face. The media has shown that directors often aren't sufficiently aware of potential problems. As an economist, I have a macro view on the U.S. economy, and global economy, that CEOs use in their mental calculations about the next quarter and the next year. But, I find that understanding the microeconomics is critical in accurately formulating a top down view. Directors should go on site, observe and ask questions, not to get involved in management but to truly understand problems and risks faced by management. The director's view at 20,000 feet goes hand in hand with the view from the ground up. It's the marrying of these two perspectives that makes a valuable director."



ELLEN B. RICHSTONE

Ellen B. Richstone

Director, Bio-Amber, eMagin

Ellen Richstone is a former CEO of a services company and former CFO for both public and private companies ranging in revenues up to \$3 billion, including a Fortune 500 company. As a board member she has experience with early-stage companies as well as S&P 500/Nasdaq 100 in size.

Richstone's board experience includes financial expert, audit committee chair, compensation committee member, and nominating committee chair. She was on the American Power Conversion board until its sale at an 82% premium. Currently she is on the boards of Bio-Amber, a chemicals/biotechnology company, and eMagin, a clean tech/technology company, both NYSE companies; two private boards, Paxeramed (software/medical devices) and Pro Teck Valuation Services (financial services); a nonprofit board, Employment Resources Inc. (ESL services); and the National Association of Corporate Directors-New England Chapter board.

Richstone's value add to boards includes finance, strategy/business planning, M&A, international business, investor relations, capital expansion, crisis management, manufacturing, and governance. Her industry experience includes IT-software/hardware, telecommunica-

tions, industrial products, lighting and semiconductors, consumer products, aerospace and financial services. In April 2013 Richstone was given the first annual Distinguished Director Award from the Corporate Directors Group.

She is a member of WomenCorporateDirectors (WCD), the Board Leaders organization, and has earned her Executive Masters certification from the American College of Corporate Directors in November 2013. She lived in France and speaks French.

Predicting Future Board Needs Starts with the Company's Mission:

"Boards need the ability to handle the quickly changing business environment of the 21st century. A crucial aspect of this is that boards have the skill mix to provide critical leadership and oversight with regard to the next five to 10 years. Predicting future needs is not easy, but it starts with the company's mission, strategy, and likely future growth prospects. Diversity in thought, experience and background of board members is essential to this prediction, and should be done in a way to provide the board with a group that lends a myriad of perspectives combined with the ability to problem solve and collaborate effectively, an environment that allows for constructive, productive discussion with differing viewpoints while minimizing discord."

Marcy Syms

Director, Rite Aid Corp., Benco Dental

An independent director for private and public companies and social entrepreneur, Marcy Syms is the president of TPD Group LLC, a multigenerational succession planning and consulting company, and president of the Sy Syms Foundation.

Before its reorganization, Marcy Syms was CEO of Syms Corp., which operated 50 stores with 3,500 employees in 16 states under the Syms and Filene's Basement brands. She was a trailblazer in off-price retailing, presiding over one of the first stores to offer designer and brand-name clothing at substantially lower prices than conventional retail stores.



MARCY SYMS

In 1983 Syms launched its IPO. Marcy Syms was voted president of the company and successfully completed the “road show” for the offering. In accomplishing this, she became one of the youngest female presidents of an NYSE company. By 1997, Syms grew from 11 to 27 stores, with sales square footage per store increasing by more than 150%. After the successful completion of the secondary offering that same year, the board voted Marcy CEO.

She earned an M.S. in communications and public relations at Boston University College of Communication. She received the college’s Distinguished Alumni Award for Service to the Profession in 2002, and continues to sit on the board of overseers at Boston University.

She currently serves on the board of Rite Aid Corp. as chair of the compensation committee and is a director of Benco Dental. She has also served on the boards of Midlantic Bank, American Materials, and the nonprofits New Jersey Regional Planning Association, Manhattan Theatre Club, and Women’s Economic Round Table. She is the author of the business strategy book *Mind Your Own Business and Keep It in the Family*, and was a longtime columnist for *Family Business Magazine*.

Regular Strategic Review Keeps the Focus on Value Creation: “Board service is a privilege that comes with a great deal

of responsibility. Increasing complexity in governance, markets, risk, technology and regulation requires a director to constantly upgrade his or her skills. As a former CEO, I know how important diverse and current skills are for testing assumptions. The strategic planning process tests everyone’s skills and knowledge. After CEO succession, I find the strategic review process the most compelling role for a board. A highly functioning board measures all management’s objectives and initiatives through the ‘strategy’ lens. The discipline of regular strategic review keeps the focus on creating value. It also presents an excellent opportunity to evaluate management’s strengths and weaknesses.”

Sharon Egilinsky

Founder and CEO, SRE Solutions LLC

Sharon Egilinsky is a financial services leader who has developed, led, and executed complex business initiatives involving business reorganizations, distribution strategies, mergers and acquisitions, creative joint ventures, and other forward-thinking business associations across the Americas, Europe, Asia, and Australia. Egilinsky is CEO and founder of SRE Solutions LLC, where she advises business leaders, entrepreneurs, and industry-leading C-level executives in strategic direction and development.



SHARON EGILINSKY

Highlights of Egilinsky’s career include positions as the head of strategy for Credit Suisse Asset Management, head of global transition management for Citigroup Global Markets, and global head of product development for Deutsche Asset Management.

Throughout her career, Egilinsky has worked in collaboration with boards and executive committees on matters related to enterprise and brand optimization. Using a risk-reward model, Egilinsky has made the business case and executed the strategies for explosive growth, establishing herself time and again as a high value ‘intrapreneur.’ Examples of her achievements include restructuring of products and services, target markets, and distribution strategies impacting over \$50 billion in assets for the Americas division of Credit Suisse, developing the strategic direction and creating a new portfolio restructuring business model for Citigroup Global Markets, achieving a market leadership position in 18 months, and evaluating dozens of M&A opportunities and developing top-down bottom-up acquisition and integration plans that have proven very successful for companies such as Credit Suisse Asset Management, Citigroup Global Markets Inc., Deutsche Asset Management, and Bankers Trust.

Identify Each Director’s Value Add to the Board: “It is no secret that corporate boards remain under pressure to be proactive in strategy and risk management. Although regulation has underscored the importance of strong corporate governance and thoughtful risk disclosure, that alone is not enough. To remain competitive and relevant in our businesses, we need to expand the board composition paradigm, identifying how each director can add value. While boards are challenging themselves to bring on new skill sets addressing current crises and trends, shaping the board dynamic and effectiveness is central to continued progress. A board built on a broad range of skills, age, experience, culture and mindset — and proud of it — is a board that can most effectively add value in our real-time, ever-changing regulatory and economic environment.”

It's time: Let's complete the mission

By Dee Soder



It is time for true diversity! The case for women on boards has been repeatedly made. Research has consistently shown companies fare better with the guidance of diverse boards. Companies are higher performing, profits are up, and scandals down with diversity at the top. Everyone declares diversity is good; companies have spent millions to evidence their commitment to women on boards, and volumes have been written on the positives.

Despite all this there has been frustratingly slow improvement in the numbers. It's great that scores of colleagues, clients and friends have been directors for 20-plus years. This

is way too few given all the time and money spent!

The *New York Times* reported recently that the United Kingdom's 30% Club is bringing together two dozen chief executives and Warren Buffett to push companies to bolster the number of female directors. A director wrote me that "it's about time." I was initially enthused, but soon realized that it is long past time. We should be pushing for true diversity. Let's get more women on boards, but let's get female leaders who won't simply echo others' views.

In addition, recruit successful minorities who will add to the different perspectives that women bring to discussions. Encourage search firms to represent the nontraditional candidate — the entrepreneurs and other diverse leaders. We need more female directors to support current ones and we need to recruit others with varied viewpoints if our corporations are to continue to be profitable and compete successfully.

A cover article in *Fortune*, "Why Women Still Don't Get to the Top," refuted the pipeline issue in 1990. It was pummeled again in the 1991 Labor Department's Glass Ceiling Report, which cited the key to advancement was women and minority board members. As one of the people quoted, I remember the enthusiasm of numerous CEOs for this Bush administration initiative, plus concerted efforts by organizations to shatter the ceiling.

Let's complete the mission. Get more women and minorities on boards, support them and move forward. Truly diverse boards can ensure our companies are profitable and can compete globally.

Dr. Dee Soder is the founder and managing partner of The CEO Perspective Group (www.ceoperspective.com). She advises top management and boards on a wide range of issues, and her work includes highly sensitive executive and director assessments and coaching. She has advised a number of the executives selected in the DIRECTORS & BOARDS "Directors to Watch" series and has written several articles for DIRECTORS & BOARDS over the years.

Teresa Ressel

Director, ON Semiconductor

Teresa Ressel is a director for ON Semiconductor where she serves on the audit committee and governance/nominating committee. Her leadership experience intersects several highly regulated industries (securities and investment banking, healthcare delivery, and defense/manufacturing) and brings 20 years of international audit and risk management assessments to bear on solving problems with having a keen appreciation for leadership and the development of global management teams.

Ressel served at the U.S. Treasury from 2001-2004. Confirmed by the U.S. Senate as the Assistant Secretary for Management and designated as Chief Financial Officer, her broad duties included financial management, strategy around Treasury revenue collection, handling the government's audit across the agency, reporting and cash flow du-

ties, along with an array of regulatory oversight matters for financial markets and institutions.

With two engineering degrees and an MBA coupled with more than 15 years of CEO/CFO experience, Ressel has cultivated a track record within industries faced with strong change agendas required by regulatory compliance or performance measurement demands.

Identifying Underlying Risk and Using Internal Audit as an Improvement Tool:

"Given the regulatory demands within a given country as well as customer markets across multiple regulatory jurisdictions, risk management now touches each subcommittee in the board. While an organization may effectively identify new regulatory requirements, that identification is simply the starting point relative to managing compliance and regulatory risk. I view corporate internal audit as a valuable tool and thought partner to minimize uncontrolled residual risk and identify problem areas before

noncompliance results. A strong internal audit function can use root cause analysis to identify control gaps or failures that represent latent organization weaknesses rather than individual lapses that may initially appear unrelated." ■



TERESA RESEL