

CII 2021 SPRING CONFERENCE

Moving Forward Together

All times are in Eastern Time. Biographies for conference speakers can be found underneath the conference schedule. Online registration for the conference can be found [here](#) on CII's website.

Monday, March 8

- 11:00 – 11:45 AM** **New Member Icebreaker (Invitation Required)**
Sponsored by The Center for Audit Quality
- 12:00 – 12:45 PM** **Plenary 1 Takeaways from Covid-19: View from the Boardroom**
[Leslie Brun](#), Chairman & CEO, SARR Group LLC; Director, Broadridge Financial Solutions, CDK Global, Corning, Merck
[Harriet Edelman](#), Chair, Bed Bath & Beyond; Director, Assurant, Brinker International
[Michael Todman](#), Director, Brown-Forman, Carrier, Mondelez International, Prudential Financial
Moderator: [Scott Zdrzil](#), Senior Investment Officer, Los Angeles County Employees Retirement Association
- 12:45 – 1:00 PM** **Break**
Sponsored Battea Class Action Services
- 1:00 – 1:45 PM** **Plenary 2 Jamie Dimon Looks Forward**
[Jamie Dimon](#), Chair & CEO, JPMorgan Chase
Moderator: [Ash Williams](#), Executive Director & CIO, Florida State Board of Administration
- 1:45 – 2:00 PM** **Break**
Sponsored by ISS
- 2:00 – 2:30 PM** **Plenary 3 What's Next for the NYSE**
[Stacey Cunningham](#), President, NYSE Group
Moderator: [Theresa Whitmarsh](#), Executive Director, Washington State Investment Board
- 2:30 – 2:45 PM** **Break**

2:45 – 3:45 PM

Member-Hosted Meetings

GRI's Global Tax Standard 207 and the Investor Case for Country-level Corporate Tax Disclosure – Hosted by Oxfam and UAW Retiree Medical Benefits Trust
Sustainable Finance and Climate Change – Hosted by S&P Global
Post-Pandemic: Pharmaceutical Challenges – Hosted by Federated Hermes

Tuesday, March 9

11:00 AM – 11:45 PM Plenary 4 Diversity, Equity & Inclusion at Leading U.S. Companies

[Dawn Jones](#), Acting Chief Diversity & Inclusion Officer and Director of Social Impact, Intel Corporation

[Sandra Leung](#), EVP & General Counsel, Bristol Myers Squibb

Moderator: [Cambria Allen-Ratzlaff](#), Corporate Governance Director, UAW Retiree Medical Benefits Trust

11:45 – 12:00 PM

Break

Sponsored by CGLytics

12:00 – 12:30 PM

Plenary 5 What's Next for the SEC

[Caroline Crenshaw](#), Commissioner, Securities and Exchange Commission

12:30 – 1:00 PM

Lunch Break

1:00 – 1:45 PM

Plenary 6 The Do's and Don'ts of ESG Ratings

[Andrew Cave](#), Head of Governance and Sustainability, Baillie Gifford

[Carolina San Martin](#), Managing Director, Wellington Management

Moderator: [Tara Stacy](#), Director of Investment Stewardship, Colorado Public Employees' Retirement Association

1:45 – 2:00 PM

Break

2:00 – 2:30 PM

Plenary 7 The SPAC Boom: Key Drivers and Investor Considerations

[Priya Cherian Huskins](#), Senior Vice President, Woodruff Sawyer

[Clifton Robbins](#), Co-Chair and Director, Cohn Robbins Holdings

Moderator: [Glenn Davis](#), Deputy Director, Council of Institutional Investors

2:30 – 2:45 PM

Break

2:45 – 3:45 PM

Member-Hosted Meetings

Benchmarking Public Companies ESG & Cyber-security Policies, Risk Factors, and

Disclosures Against Key Financial Drivers – Hosted by MyLogIQ

First Nations Communities and Indigenous People's Stakeholder Risks – Hosted by Australian Council of Superannuation Investors

Private Equity and ESG: Making the "S" the Spotlight! – Hosted by LiUNA

Wednesday, March 10 (All Sessions Closed to Press)

- 11:00 – 11:45 AM** **Plenary 8 CII’s International Governance Committee Dissects Germany’s Wirecard Scandal: Takeaways for Investors**
[Dr. Alexander Juschus](#), Managing Partner, Governance & Values GmbH
[Dr. Katja Langenbucher](#), Professor of Law, Goethe-University's House of Finance
Moderator: [Michael Herskovich](#), Global Head of Corporate Governance, BNP Paribas AM
- 11:45 – 12:00 PM** **Break**
Sponsored by Battea Class Action Services
- 12:00 – 12:30 PM** **Plenary 9 Capitol Hill Outlook**
[Katelynn Bradley](#), Shareholder, Brownstein Hyatt Farber Schreck
[Samuel Woodall](#), Partner, Sullivan & Cromwell
Moderator: [Jeff Mahoney](#), General Counsel, CII
- 12:30 – 1:00 PM** **Lunch Break**
- 1:00 – 1:45 PM** **Plenary 10 CII’s Shareholder Advocacy Committee Discusses The Business Case for Diversity and Inclusion in Manager Selection**
[Michael Frerichs](#), Illinois State Treasurer
[Anyori Hernandez](#), Director of Emerging Managers, New York State Common. Retirement Fund
[John W. Rogers, Jr.](#), Chairman, Co-CEO & CIO, Ariel Investments
Moderator: [Gianna McCarthy](#), Director of Corporate Governance, New York State Common Retirement Fund
- 1:45 – 2:30** **Lightning Round: CII Members Summarize Their Proxy Season Initiatives**
- 2:30 – 3:30 PM** **Member-Hosted Meetings**
Climate Solutions: How to Allocate Capital to the Green Economy – Hosted by Morgan Stanley
Case Studies in Hedge Fund Activism (2010-2020) – Hosted by Communications Workers of America
Incentivizing the Future – Hosted by MSCI
- 3:30 – 4:30 PM** **Closing Happy Hour**
Sponsored by Innisfree

Thursday, March 11 – CII Leadership Meetings (Open to CII Members Only)

- 11:00 AM – 12:15 PM** **Corporate Governance Advisory Council Meeting**
Markets Advisory Council Meeting

12:30 – 1:30 PM U.S Asset Owners Advisory Council Meeting

2:00 – 3:00 PM CII Member Constituency Meetings
Corporate Fund Constituency Meeting
Labor Fund Constituency Meeting
Public Pension Fund Constituency Meeting
Associate Members Meeting

3:15 – 4:15 PM U.S. Asset Owner Members' Business Meeting

Friday, March 12

11:00 AM – 12:00 PM CII Board Policies Committee

Monday, March 15

12:00 – 1:00 PM CII Board of Directors Meeting

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Conference Speakers



Cambria Allen-Ratzlaff

Corporate Governance Director, UAW Retiree Medical Benefits Trust

Cambria Allen-Ratzlaff is Corporate Governance Director of the \$61 billion UAW Retiree Medical Benefits Trust, the largest non-governmental purchaser of retiree health care benefits in the United States. Cambria's responsibilities at the Trust include engagement strategy development and execution, and oversight and implementation of the Trust's global proxy voting compliance program.

Cambria's areas of expertise span a wide range of topical areas, including board structure and accountability, executive compensation incentives and alignment, governance risk management and mitigation, shareholder rights, the role of transparency and accountability in ensuring efficacy and efficiency in the capital markets, and the relationship between U.S. and global public policy choices and long-term value creation. Since 2013, Cambria has led the Human Capital Management Coalition, a cooperative effort among a group of 35 institutional investors representing over \$6.6 trillion in assets to elevate effective human capital management as a critical driver of long-term shareholder value.

Cambria currently serves as an Officer on the board of the Council of Institutional Investors, a nonprofit, nonpartisan association of U.S. employee benefit plans, foundations and endowments, and other large institutional investors representing approximately \$4 trillion in assets. Cambria is also a member of the U.S. Securities and Exchange Commission's Investor Advisory Committee, the National Association of Corporate Directors and the Detroit Chapter of the Society for Corporate Governance. In 2016, Cambria was named a Rising Star of Corporate Governance by the Millstein Center for Global Markets and Corporate Ownership at Columbia Law School.

Cambria joined the Trust in 2011 after serving as Senior Corporate Governance Analyst for the Office of Connecticut State Treasurer Denise L. Nappier and an Analyst for the Council of Institutional Investors. Cambria received her A.B. in Political Science from Bryn Mawr College in Bryn Mawr, Pennsylvania and her M.A. in Public Policy from Trinity College in Hartford, Connecticut.



Katelynn Bradley

Shareholder, Brownstein Hyatt Farber Schreck

Katelynn Bradley's practice covers the waterfront of regulatory, legislative and legal issues that clients in the financial services industry, and particularly in the capital markets industry, face in Washington. She provides sharp counsel and strategic policy advice to companies as they engage Congress and federal agencies, drawing on her experience drafting—and making legal challenges to—federal policy during her work for the House Financial Services Committee, Securities and Exchange Commission (SEC), and a leading nonpartisan watchdog organization.

Most recently, Katelynn served as the director of investor and capital markets policy for the Committee on Financial Services of the U.S. House of Representatives. She leveraged her technical command of existing U.S. law and understanding of industry needs to negotiate and advise members of Congress on over two dozen bills addressing capital markets, securities and investment issues that have been signed into law, including the Small Business Credit Availability Act. During her time as majority staff on the committee, she also drafted, revised or provided guidance on over 50 bills under consideration by the House or Senate. Guided by Democratic policy objectives, she identified and analyzed emerging issues for review and congressional action, including processes within the SEC and other agencies. She worked with a wide variety of stakeholders, including public companies, stock exchanges, broker-dealers, clearing agencies, investment advisers, retail and institutional investors, and investment companies, to promote the integrity of capital markets.

Before her time in Congress, Katelynn was an attorney for a nonpartisan, nonprofit watchdog organization, where she drafted amicus curiae briefs that challenged rules promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act by the Securities and Exchange Commission (SEC) and Commodity Futures Trading Commission (CFTC). Prior to this role, she served at the SEC, where she assisted in the rulemaking process for Titles VII and VIII of the Dodd-Frank Act.



Leslie Brun

Chairman & CEO, SARR Group LLC; Director, Broadridge Financial Solutions, CDK Global, Corning, Merck

Les Brun is Chairman and Chief Executive Officer of Sarr Group, LLC, a diversified holding company for his investments. He is also Senior Advisor of G100 Companies, a private partnership of boutique businesses that deliver solutions, advice, and forums for CEOs of the world's leading companies. Previously, he was a Managing Director in the New York office of CCMP Capital Advisors. Les also founded and was Chairman Emeritus of Hamilton Lane, the world's leading Private Equity advisory and management firm. He was also a member of the board of directors of the Richcourt Group, a Hamilton Lane company specializing in hedge fund of funds management.

Les is currently Chairman of the Board of Director of CDK Global, Inc. (NASDAQ "CDK"). He is Lead Director of Merck & Co., Inc. (NYSE "MRK") and Broadridge Financial Solutions, Inc. (NYSE "BR"), where he was formerly Chairman of the Board of Directors. He also serves on the Board of Directors of Corning, Inc. (NYSE "GLW"), Ariel Investments, LLC, and Footprint, LLC. Les was formerly Chairman of the Board of Directors of Automatic Data Processing, Inc. (NYSE "ADP") until November 2015 and Chair of the Compensation Committee of Hewlett Packard Enterprise (NYSE "HPE"). He is also a Member of the Council on Foreign Relations. In addition, he was Chairman of the U.S. Small Business Administration's S.B.I.C. Advisory Council, and a member of the Committee for the Reinvention of the S.B.A.

Les has over 40 years of investment banking, commercial banking and financial advisory experience.

Les holds a B.S. from the State University of New York at Buffalo, where he has been recognized as a Distinguished Alumnus, and is a former Trustee of the University at Buffalo Foundation, Inc. He is also a former Trustee of Widener University, as well as Episcopal Academy in Merion, PA. Les was recognized by the NACD as one of America's top 100 Corporate Directors in 2015 and most recently inducted into the 2019 Business Hall of Fame for Philadelphia Inquirer's Industry Icons.



Andrew Cave

Head of Governance and Sustainability, Baillie Gifford

Andrew joined Baillie Gifford as Head of Governance and Sustainability in May 2015. He is also a member of the Global Stewardship Portfolio Construction Group. In his previous role as Chief Sustainability Officer for RBS, Andrew was responsible for helping to rebuild RBS's approach to corporate responsibility after the financial crisis. He is a member of the Financial Reporting Council's Investor Advisory Group and is a former Chairman of the UK Global Compact Network.



Caroline Crenshaw

SEC Commissioner

Caroline A. Crenshaw was appointed by President Donald J. Trump to the U.S. Securities and Exchange Commission, unanimously confirmed by the U.S. Senate, and sworn into office on August 17, 2020.

Commissioner Crenshaw brings to the SEC a range of securities law and policy experience and a commitment to public service and the SEC's mission. Most recently, she served as Counsel to Commissioners Kara Stein and Robert Jackson, focusing on strengthening investor protections in our increasingly complex markets.

Commissioner Crenshaw also served as a career SEC staff attorney in the Office of Compliance Inspections and Examinations and the Division of Investment Management, helping oversee the institutions that manage millions of Americans' savings. In addition, Commissioner Crenshaw currently serves as a captain in the United States Army Reserve, Judge Advocate General's Corps.

Prior to government service Commissioner Crenshaw practiced law in the Washington, D.C., office of Sutherland, Asbill and Brennan LLP. At Sutherland she represented public companies, broker-dealers, and investment advisers on complex securities law investigations and enforcement matters.



Stacey Cunningham

President, NYSE Group

Stacey Cunningham is President of NYSE Group and a member of the executive management committee of parent company, Intercontinental Exchange (NYSE:ICE). NYSE Group includes the New York Stock Exchange, the world's largest equity exchange and premier venue for capital raising, as well as a diverse range of equity and equity

options exchanges.

Prior to being named NYSE President, Cunningham served as NYSE Chief Operating Officer and has held several senior positions at global exchanges. Cunningham has a degree in Industrial Engineering from Lehigh University, and currently sits on the Board of Directors for Catalyst and the Partnership for New York City.



Glenn Davis

Deputy Director, Council of Institutional Investors

Glenn Davis was named deputy director of the Council of Institutional Investors (CII) in 2020. He has more than 20 years of experience in corporate governance, proxy voting and investor protection. His current duties touch CII strategy and audit matters, content management, policy and outreach. For eight years prior to becoming deputy

director, Glenn was CII's director of research. Glenn's career began at the Investor Responsibility Research Center and continued at Institutional Shareholder Services before he joined CII in 2010.

Glenn is a member of the FTSE Russell Policy Advisory Board and the NASDAQ Listings Qualifications Hearing Panel. He serves as a non-voting observer of the Broadridge Independent Steering Committee. He previously co-chaired the Universal Proxy Working Group. Outside of work, Glenn serves on the vestry of St. Alban's Episcopal Parish in Washington. He holds an MBA from George Washington University and an undergraduate degree from Dickinson College.



Jamie Dimon

Chair & CEO, JPMorgan Chase

Jamie Dimon is Chairman of the Board and Chief Executive Officer of JPMorgan Chase & Co., a global financial services firm with assets of \$3.2 trillion and operations worldwide. The firm is a leader in investment banking, financial services for consumers, small business, commercial banking, financial transaction processing and asset

management.

Dimon became CEO on January 1, 2006, and one year later also became Chairman of the Board. He was named President and Chief Operating Officer upon the company's merger with Bank One Corporation on July 1, 2004. Dimon joined Bank One as Chairman and CEO in 2000.

Dimon began his career at American Express Company. Next, he served as Chief Financial Officer and then President at Commercial Credit, which made numerous acquisitions and divestitures, including acquiring Primerica Corporation in 1987 and The Travelers Corporation in 1993. Dimon served as President and Chief Operating Officer of Travelers from 1990 through 1998 while concurrently serving as Chief Operating Officer of its Smith Barney Inc. subsidiary before becoming co-Chairman and Co-CEO of the combined brokerage following the 1997 merger of Smith Barney and Salomon Brothers. In 1998, Dimon was named President of Citigroup Inc., the global financial services company formed by the combination of Travelers Group and Citicorp.

Dimon serves on the boards of directors of a number of non-profit institutions including the Business Roundtable, Bank Policy Institute and Harvard Business School. Additionally, he serves on the executive committee of the Business Council and the Partnership for New York City, and is a member of the Financial Services Forum and Council on Foreign Relations.



Harriet Edelman

Chair, Bed Bath & Beyond; Director, Assurant, Brinker International

Ms. Edelman, 64, is an accomplished senior executive and public company Director. Harriet has served on large public company boards for 20 years in the U.S. and Europe, including the consumer goods, retail, hospitality, technology, life sciences, and financial services sectors. She currently serves as Chair of the Board of Bed Bath and Beyond and as Director of Assurant, Inc., serving as Chair of the Information Technology Committee, and Brinker International, Inc., serving as Chair of the Nominating & Governance Committee. Harriet has over 30 years of global operating experience and is currently Special Advisor to the Chairman of Emigrant Bank. Previously, she was with Avon Products, Inc. until 2008, rising to senior leadership positions in Marketing, Sales, New Product Development, Business Strategy and Transformation, Global Supply Chain, and Information Technology and served on the company's Executive Committee.



Michael Frerichs

Illinois State Treasurer

Michael Frerichs was elected Illinois State Treasurer in November 2014. In Illinois, the Treasurer is the state's Chief Investment Officer and Frerichs is a Certified Public Finance Officer. The office invests money on behalf of the state and local units of government. Mike also believes in providing individuals with the tools so that they can invest in themselves.

Mike was born in the Downstate farming community of Gifford, Illinois. He graduated from Yale University and spent two years in Taiwan where he taught English to young students and learned to speak Chinese. He has

served as a Champaign County Board member, Champaign County Auditor, and an Illinois Senator. He also served as a volunteer firefighter.

Mike lives in Champaign with his young daughter, Ella.



Anyori Hernandez

Director of Emerging Managers for New York State Common Retirement Fund

Anyori Hernandez is the Director of Emerging Managers for New York State Common Retirement Fund. Under the direction of State Comptroller Thomas P. DiNapoli and Anastasia Titarchuk, CIO and Deputy Comptroller, the emerging manager team manages in excess of \$7 billion in commitments to over 120 emerging firms across all asset classes. The program's goal is to generate attractive risk-adjusted returns and participate in the growth of next generation talent, alongside a preference for firms that aspire to strong governance standards as well as diverse and inclusive practices.

Previously, Mr. Hernandez was the Co-Founder and Managing Partner of Yorkstone Management PR LLC, a boutique capital financing firm based in New York and Puerto Rico focused on funding working capital to small and medium sized businesses.

Prior to founding Yorkstone, Mr. Hernandez was a Director at Barclays Wealth & Investment Management, Americas; he specialized in client development and provided his clients with new investments that achieved high risk-adjusted investment returns for individual securities, investment funds and portfolios.

Prior to Barclays, Mr. Hernandez was a Senior Investment Officer and Director for the New York State Common Retirement Fund, Office of the State Comptroller. He directed several core investment portfolios, restructured and reorganized asset classes and managed a large Emerging Manager multi-asset investment portfolio with a value of over \$4.5 billion in equity. Additionally, Mr. Hernandez created several seeding programs that included a real estate fund-of-funds, private equity fund-of-one and an absolute hedge fund seed platform.

Mr. Hernandez holds a Masters in Real Estate Finance and Investment and a Bachelor of Arts from New York University.



Michael Herskovich

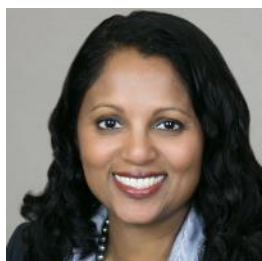
Head of Corporate Governance, BNP Paribas

Michael Herskovich has been Head of Corporate Governance in the SRI/ESG Research team since 2009. He is in charge of the implementation of the Stewardship policy including proxy voting, engagement with issuers and analysis of corporate governance.

He is also participating to the responsible investment policy, ESG rating, and SRI screening.

He is a member of the “Shareholder rights” committee at the International Corporate Governance Network (ICGN) and a member of the “Corporate Governance committee” at the French Association of Asset Managers (AFG).

He previously worked as a jurist and in charge of proxy voting for the Fonds de Reserve des Retraites (French Pension Fund).



Priya Cherian Huskins
Senior Vice President, Woodruff Sawyer

Priya Cherian Huskins is a recognized expert in D&O liability risk and its mitigation. In addition to consulting on D&O insurance matters, she counsels clients on corporate governance, including ways to reduce their exposure to shareholder lawsuits and regulatory investigations.

Priya is a frequent speaker on D&O issues. She has appeared on CNBC and been quoted in publications ranging from the Wall Street Journal to the Financial Times. She is also the author of the D&O Notebook, a blog that analyzes and summarizes issues as they arise in the areas of D&O liability, insurance, and corporate governance.

Priya serves on the board of directors of Realty Income Corporation (NYSE: O). Priya chairs Realty Income’s Compensation Committee. She also previously chaired and now serves on its Corporate Governance and Nominating Committee.

Priya serves on the board of Woodruff-Sawyer & Company, a 100-year-old commercial insurance brokerage. She chairs Woodruff-Sawyer’s Compensation Committee and serves on its Corporate Governance and Nominating Committee.

Priya is a member of the advisory board of the Stanford Rock Center for Corporate Governance and is an active participant in their programs.

Prior to joining Woodruff Sawyer, Priya practiced corporate and securities law at Wilson Sonsini Goodrich & Rosati. Priya has worked with both public and private technology companies through all stages of their development, including IPOs and M&A transactions.

Priya was awarded her juris doctorate with honors from the Law School at the University of Chicago. She earned her undergraduate degree with high honors from Harvard University. Priya is a member of the California Bar.



Dawn Jones

Acting Chief Diversity & Inclusion Officer and Director of Social Impact, Intel Corporation

Dawn is the Acting Chief Diversity and Inclusion Officer and Director of Social Impact at Intel Corporation. In this role she manages Intel's Global Diversity and Inclusion strategy, and oversees the company's investments and programs that deliver positive global impact and enrich lives globally.

As Global Director of Policy, Strategy and Communications, she creates the strategic direction for Intel's D&I work, with a focus on Intel's commitment to accelerating diversity and inclusion at Intel and across the technology industry. Additionally, she is responsible for the development of Intel's global Inclusion Index.

Dawn joined Intel in 1997. Since that time, she has held numerous roles, including being the Intel Texas Public Affairs Manager, where she was responsible for creating and implementing Intel's external strategic engagement. In 2014, she also completed a 6-week rotational assignment in South Africa, where she led a project implementation team to scale the Intel® She Will Connect program throughout the continent of Africa.

Dawn holds a bachelor's degree in broadcast journalism from Arizona State University and a master's degree in communications management from Syracuse University.



Dr. Alexander Juschus

Managing Partner, Governance & Values GmbH

Dr. Alexander Juschus LL.M. (Born 1970) is currently managing partner of Governance & Values and Chairman of the Board of blueplanet Investments.

After studying law at the Universities of Mannheim, Heidelberg and Newcastle, Alexander wrote a Ph.D. thesis on Corporate Governance and Shareholder Engagement at the University of Durham/UK. Post academic positions include chief representative of Institutional Shareholder Services (ISS) in the Germanic markets, general manager of investors voice, IVOX and later IVOX GlassLewis. Alexander previously co-chaired ICGN's shareholder rights committee for six years, is currently member of the Governance & Stewardship Committee at DVFA and holds lectures in corporate governance at the Hamburg School of Business Administration and the Universities of St. Gallen (Switzerland) and Angers (France).



Dr. Katja Langenbucher

Professor of Law, Goethe-University's House of Finance

Katja is a law professor at Goethe-University's House of Finance in Frankfurt, affiliated professor at SciencesPo, Paris, and long-term guest professor Fordham Law School, NYC. She has held visiting positions at SciencesPo, Paris (Alfred Grosser Chaire); Sorbonne, Paris; Wirtschaftsuniversität Wien, Vienna; London School of Economics,

London; Columbia Law School, NYC and Fordham Law School (Edward Mulligan Distinguished Professorship), NYC; a Bok Visiting International Professorship at PennLaw, Philadelphia, is planned for 2021 (COVID-19 allowing).

Katja has published extensively on corporate, banking and securities law. Her book “Economic transplants – on lawmaking for corporations and capital markets” (CUP 2017) offers an interdisciplinary outlook on finance; her latest co-edited book discusses the “Capital Market Union and beyond” (MIT Press 2019).

Katja’s current research projects focus on FinTech, artificial intelligence and corporate governance of banks. She is a member of the German securities market oversight body’s (BaFin) supervisory board and of the German Federal Ministry of Finance’s working group on capital markets law. Katja was a member of the supervisory board of a German bank (2014-18) and of the EU Commission’s High Level Forum on the Capital Market Union (2019-20).



Sandra Leung

EVP & General Counsel, Bristol Myers Squibb

Sandy Leung is the Executive Vice President and General Counsel of Bristol-Myers Squibb Company. She leads the worldwide Law Department and is responsible for a wide range of legal areas including intellectual property, commercial and regulatory law, litigation, corporate governance, securities and transactions including licensing, acquisitions and divestitures. She also has responsibility for Compliance & Ethics, Environment, Health & Safety, Corporate Security and Corporate Philanthropy.

Sandy is the Executive Sponsor of Bristol Myers Squibb’s BOLD (Black Organization for Leadership and Development) People & Business Resource Group.

Sandy joined Bristol-Myers Squibb in 1992 as a staff attorney in the litigation department. She was promoted to positions of increasing responsibility and was elected Corporate Secretary in 1999. In September 2006, she was appointed Interim General Counsel. In February 2007, she was named General Counsel.

Sandy began her legal career as Assistant District Attorney at the Manhattan District Attorney’s Office in New York City where she was an original member of the Child Abuse Bureau. She ended her prosecutorial career, after trying more than 40 jury trials to verdict, as a member of the prestigious Homicide Investigations Unit where she conducted investigations of unsolved homicides linked with drug gang activity.

Sandy is on the board of directors of the Asian-American Legal Defense and Education Fund and the board of directors of the Minority Corporate Counsel Association.



Jeff Mahoney

General Counsel, CII

Jeffrey P. Mahoney joined the Council of Institutional Investors as general counsel in 2006. His responsibilities include advocating the Council's membership-approved policies before standard setters, regulators, members of Congress, and other policy makers.

Prior to joining the Council, Mahoney was counsel to the chairman of the Financial Accounting Standards Board. From 1996-2006, he advised FASB and its parent entity, the Financial Accounting Foundation, on a variety of research, technical and administrative matters, and was primarily responsible for FASB's Washington, D.C. liaison activities.

Prior to joining FASB, Mahoney was a corporate securities lawyer at Morgan, Lewis & Bockius LLP; a law clerk to the Honorable James G. Exum Jr., chief justice of the North Carolina Supreme Court; and an auditor at Arthur Andersen LLP.

Mahoney is a member of the District of Columbia and North Carolina Bar Associations and is admitted and qualified to practice before the U.S. Court of Appeals for the Seventh Circuit. He also is a certified public accountant in North Carolina and Michigan, a member of the American Institute of Certified Public Accountants, and a Chartered Global Management Accountant.



Gianna McCarthy

Director of Corporate Governance, New York State Common Retirement Fund

Gianna McCarthy is Director of Corporate Governance of the \$178.6 billion New York State Common Retirement Fund. She serves on the Fund's Internal Investment Committee and coordinates the Sustainable Investment Program. Gianna is responsible for the oversight of proxy voting for the Fund's over 3000 domestic portfolio

companies. Prior to working for New York State, she had over 10 years' experience in promoting shareholders' interests, litigating cases on behalf of and advised shareholders and served as Director of Corporate Governance of the New York City Pension Funds. From 2011-2016 she served on the Board of Directors of the Council of Institutional Investors. She received a B.A. in History from Rutgers University and her J.D. from Benjamin N. Cardozo School of Law.



Clifton S. Robbins

Cliff Robbins, Co-Chair and Director, Cohn Robbins Holdings

Mr. Robbins is the Co-Chairman of Cohn Robbins Holdings Corp., a special purpose acquisition company that he co-founded with Gary D. Cohn, former President of Goldman Sachs. Mr. Robbins is a well-known investor with a long and distinguished track record identifying, structuring, consummating and adding post investment value

to investment opportunities across both the private and public markets. Mr. Robbins has spent 35 years managing capital on behalf of institutional investors as a General Partner of Kohlberg Kravis Roberts & Co., as a Managing Member of General Atlantic Partners and as the Founder and Chief Executive Officer of multi-billion dollar public market investment manager Blue Harbour Group. A particular hallmark of Mr. Robbins' investment career has been building relationships with the management teams and boards of the companies in which he invests and working collaboratively with them with the common purpose of enhancing and unlocking shareholder value. Mr. Robbins has also been recognized as one of the first active public market equity managers to fully integrate ESG analysis into the investment process.

Mr. Robbins has served on the Board of Directors of more than fifteen public and private companies and has been selected to present at numerous investment conferences including the Sohn Investment Conference, Delivering Alpha, and the Milken Institute Global Conference, among others. Mr. Robbins is a member of the Boards of Overseers and Managers of the Memorial Sloan-Kettering Cancer Center and is Vice Chairman of the Stanford Graduate School of Business Advisory Council. Mr. Robbins graduated with an A.B. from Harvard College and received his M.B.A. from the Stanford University Graduate School of Business.



John W. Rogers, Jr.

Chairman, Co-CEO and CIO, Ariel Investments

John W. Rogers, Jr. is Founder, Chairman, Co-Chief Executive Officer and Chief Investment Officer of Ariel Investments. Headquartered in Chicago, the firm offers five no-load mutual funds for individual investors and defined contribution plans as well as separately managed accounts for institutions and high net worth individuals.

After working for 2½ years at William Blair & Company, LLC, John founded Ariel Investments in 1983 to focus on undervalued small and medium-sized companies. Patience served as the cornerstone of a disciplined approach that still drives the firm today.

John's passion for investing started when he was 12 years old when his father bought him stocks, instead of toys, for every birthday and Christmas. His interest grew while majoring in Economics at Princeton University. In addition to following stocks as a college student, John also played basketball under Hall of Fame coach Pete Carril. He was captain of Princeton's Varsity Basketball Team his senior year. There, Carril's court-side lessons on teamwork profoundly shaped his views of entrepreneurship and investing.

Early in his career, John's investment expertise brought him to the forefront of media attention, including being selected as Co-Mutual Fund Manager of the Year by *Sylvia Porter's Personal Finance* magazine as well as an All-Star Mutual Fund Manager by *USA TODAY*.

Ariel Fund, which John started over 30 years ago and still manages today—is the number-one ranked fund among its peer group since the market bottom which followed the Great Financial Crisis. It's a testament to John's "slow and steady" patient investment approach, staying focused, remaining true to his convictions, having a contrarian view and investing in great companies that have fallen out of favor. A disciple of Warren

Buffett, John believes in being, “Fearful when others are greedy and greedy when others are fearful.” It’s also why John has been highlighted alongside legendary investors Warren Buffett, Sir John Templeton and Ben Graham in the distinguished book: *The World’s 99 Greatest Investors* by Magnus Angenfelt.

A sought after market commentator and speaker, John is regularly featured and quoted in a wide variety of financial broadcast and print publications.

Beyond Ariel, John is a board member of McDonald’s, NIKE, The New York Times Company and serves as vice chair of the board of trustees of the University of Chicago. Nationally, John is a member of the American Academy of Arts and Sciences, and a director of the Robert F. Kennedy Human Rights.

In 2008, John was awarded Princeton University’s highest honor, the Woodrow Wilson Award, presented each year to the alumnus or alumna whose career embodies a commitment to national service. Following the election of President Barack Obama, he served as co-chair for the Presidential Inaugural Committee 2009, and more recently, he joined the Barack Obama Foundation’s Board of Directors.



Carolina San Martin

Managing Director, Wellington Management

Carolina leads Wellington’s environmental, social, and corporate governance (ESG) Research Team and oversees the firm’s ESG research and stewardship activities, including company engagement and voting efforts. In this capacity, she works to ensure that the firm’s ESG capabilities meet the evolving needs of our clients globally. Through her research responsibilities covering the energy sector, she also collaborates closely with investors across the firm to identify and assess ESG risks and opportunities in client portfolios and to engage with portfolio companies on ESG issues. She regularly meets with clients, prospects, and consultants to discuss ESG integration best practice. Carolina is also the secretary of the firm’s Investment Stewardship Committee.

Prior to joining the firm in 2005, Carolina held positions at State Street Corporation and Textron, Inc. (2002 – 2005). She began her career working in the international development field in Russia and held positions at Project Harmony, the Eurasia Foundation, and the International Finance Corporation (1996 – 2002).



Tara Stacy

Director of Investment Stewardship, Colorado Public Employees’ Retirement Association

Tara Stacy leads strategy and implementation of investment stewardship at Colorado Public Employees’ Retirement Association. She is a thought leader guiding PERA’s investment stewardship philosophy and praxis across multiple asset classes in public and private markets. As head of PERA’s Investment Stewardship division, Ms. Stacy oversees related stakeholder engagement, ESG research, proxy voting, and market advocacy. Prior to joining Colorado PERA in 2017, Ms. Stacy held positions of Equity Trader and Institutional Portfolio Administrator on

the buy side. She graduated summa cum laude from the University of Colorado Denver, is a FSA credential-holder, and a member of the CFA Institute and the CFA Society of Colorado.



Michael Todman

Director, Brown-Forman, Carrier, Mondelez International, Prudential Financial

Michael Todman retired as Vice Chairman of Whirlpool Corporation in December 2015. He held several senior leadership positions during his tenure, including president, Whirlpool International; president, Whirlpool North America; and executive vice president and president, Whirlpool Europe. He also held several finance, sales and marketing positions in the United States and Europe. He was a member of the board of directors of Whirlpool Corporation from January 2006 until his retirement.

Post retirement, Todman is involved in several community endeavors, as well as serving on certain public company Boards. He serves as a Director on the Boards of Brown-Forman Corporation, Prudential Financial, Carrier, and Mondelez International, Inc. His community involvement includes serving on the Board of the Boys and Girls Club of Benton Harbor as its Chair, as Vice Chair on the Board of Cornerstone Alliance, and as a member of the Boards of Lakeland Hospitals, Spectrum Health, and Michigan's Great Southwest Strategic Leadership Council.



Theresa Whitmarsh

Executive Director, Washington State Investment Board

Theresa J. Whitmarsh is Executive Director of the Washington State Investment Board, one of the United States' leading institutional investors, managing nearly \$120 billion of state pension, insurance, and other assets. The WSIB is a leader in private asset investing, with private equity, real estate, and tangible assets comprising 48 percent of its retirement portfolio. Theresa joined the WSIB in 2003 with 20 years' experience in business, government, and media. She has a Masters of Business Administration from Pacific Lutheran University and a Bachelor of Arts degree in English Literature from Seattle Pacific University. She is Vice Chair of the Millstein Center for Global Capital Markets & Corporate Ownership, and a director on the FCLT Global Board; is on the World Economic Forum's Global Agenda Council on Long Term Investing, and the ABP Investment Committee. She is immediate past Chair of the Pacific Pension & Investment Institute, past Chair of the Council of Institutional Investors, and a past director of the International Centre for Pension Management.



Ash Williams

Executive Director & CIO, Florida SBA; Board Chair, CII

Ash Williams has earned a reputation for being able to head into the stormiest of investment markets and still show positive returns that outperform benchmarks and impress colleagues.

As executive director and chief investment officer for the Florida State Board of Administration, Williams is responsible for managing approximately \$195 billion in assets, including those of the Florida Retirement System, the fifth largest public pension fund in the United States. The fund provides retirement benefits to more than 900,000 current and former public employees.

Williams also chairs the Managed Funds Association's Institutional Investor Advisory Council, the Alternative Investor Forum's Investor Board and the Council of Institutional Investors' Board of Directors. He is a member of the National Institute for Public Finance Board of Trustees and the Florida State University Foundation Board of Trustees.

Additionally, he serves on investment committees for the Episcopal Diocese of Florida, the Community Foundation of North Florida and the Institute of Electrical and Electronic Engineers. He also is an advisory board member for the Robert Toigo Foundation and Fidelity Institutional Asset Management.

Prior to joining the SBA, Williams was a managing director at Fir Tree Partners and president and chief executive officer of Schrodgers, both investment firms based in New York City. Williams previously served the SBA as executive director from 1991 to 1996 and in senior management positions in Florida's executive and legislative branches.



Samuel Woodall

Partner, Sullivan & Cromwell

Sam Woodall is a partner in the Firm's General Practice Group. Mr. Woodall joined the Firm from Capitol Hill where he served as deputy staff director of the Oversight and Investigations Subcommittee of the House Committee on Banking, Finance, and Urban Affairs. He represents a variety of clients before the U.S. Congress, as well as executive branch and independent federal regulatory agencies, including the Department of the Treasury, the Federal Reserve, the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation, and the Financial Stability Oversight Council. Mr. Woodall has participated, on behalf of the Firm's clients, in the Congressional deliberations leading to enactment of the Gramm Leach Bliley Act, the USA PATRIOT Act, the Sarbanes Oxley Act, the Financial Services Regulatory Relief Act, the Dodd Frank Wall Street Reform and Consumer Protection Act, the Economic Growth, Regulatory Relief, and Consumer Protection Act, and, most recently, the Coronavirus Aid, Relief, and Economic Security (CARES) Act, as well as other subsequent COVID related legislation, regulation, and guidance.

Mr. Woodall received the Burton Award for Legal Writing in 2011 for “Introducing Dodd Frank,” co authored with Sergio Galvis and published in Latin Lawyer . He also oversees production of the S&C Financial Services Digest , a weekly client publication that tracks legislative, regulatory and judicial developments in the financial services industry



Scott Zdrazil

Senior Investment Officer, Los Angeles County Employees Retirement Association

Scott Zdrazil is a Senior Investment Officer at the Los Angeles County Employees Retirement Association (LACERA), where he manages LACERA’s corporate governance program and leads LACERA’s efforts to integrate environmental, social, and governance (ESG) factors into the investment process. LACERA manages over \$56 billion in assets on behalf of more than 160,000 active and retired beneficiaries. Mr. Zdrazil serves on the board of the Council of Institutional Investors, where he is also Treasurer and Chair of the Audit Committee. He was previously First Vice President – Corporate Governance at Amalgamated Bank of New York and Director of Strategy and Corporate Engagement at the Office of the New York City Comptroller, where he guided corporate governance initiatives in support of the New York City Retirement Systems.