

2017 Proxy Season – Staying Up to Date on Corporate Governance and SEC Trends

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Speaker Biographies



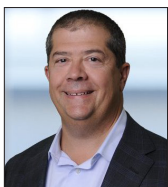
Yelena M. Barychev
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Yelena Barychev advises management on:

- corporate governance issues
- public and private offerings of debt and equity securities
- tender offers
- preparation of proxy statements, Forms 10-K, 10-Q, 8-K and other SEC filings
- company website disclosures
- social media policies
- executive compensation matters
- compliance with NASDAQ and NYSE listing requirements
- compliance with the Sarbanes-Oxley Act, the Dodd-Frank Act and the JOBS Act

Yelena is a member of the Advisory Committee of the Middle Atlantic Chapter of the Society of Corporate Secretaries and Governance Professionals

Yelena writes and speaks frequently on securities compliance and corporate governance issues.



Charles A. Brawley, III

Vice President, Corporate Secretary, and Associate General Counsel, Campbell Soup Company

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Charles A. Brawley, III is Vice President, Corporate Secretary and Associate General Counsel of Campbell Soup Company. He oversees the corporate governance, securities, and commercial contracts legal functions.

Charlie joined Campbell in 2016. Prior to joining Campbell, he was Senior Vice President, Secretary and Associate General Counsel of Lincoln Financial Group. Charlie began his legal career with the law firm of Schnader Harrison Segal & Lewis LLP in Philadelphia.

Charlie received his bachelor's degree in economics, summa cum laude, from Saint Joseph's University in Philadelphia and his juris doctorate, cum laude, from the University of Pennsylvania, where he was a member of the Law Review.

He is a member of the Pennsylvania Bar Association and the Society of Corporate Secretaries and Governance Professionals. In 2015, he received the Distinguished Corporate Secretary Award from the New York Stock Exchange. Charlie is admitted to practice in the Commonwealth of Pennsylvania.



Patricia Q. Connolly

Executive Director, Center for Corporate Governance, Drexel University

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Patricia Q. Connolly is an executive with notable success guiding discussions on how to lead and govern in the 21st century. While supporting and contributing to multiple boards of directors, she has brought energy and transparency to the task of corporate governance.

Ms. Connolly's background is a rare blend of corporate and nonprofit leadership. During her early career, she advanced through a series of positions at financial services firm PNC Financial Corp. This culminated with her role as vice president for the firm's retail and private banking group. Here, she gained a firm grasp of the various principles that underpin the corporate world.

Ms. Connolly then applied her business acumen to the nonprofit sector, holding executive roles at prominent institutions such as the Philadelphia Museum of Art. She was able to infuse nonprofit operations with a new efficiency and cost-effectiveness that streamlined processes and positioned long-term success. Her contributions during this period included driving a 60 percent increase in annual donations to the country's oldest natural history museum.

Since 2008, Ms. Connolly has served as Executive Director for Drexel University's Center for Corporate Governance. Although situated in the academic arena, she has been heavily involved with the for-profit sector while consulting various boards of directors. She established two new flagship programs that have strengthened the discourse and education on new corporate governance areas. Ms. Connolly is also presently engaged as chairman of the Nominating and Governance Committee for a 1500-employee, 370-physician medical center.

Through her varied record of experience, Ms. Connolly has gained unique perspective on the critical role that a Board of Directors has in steering an organization to success. Regarded as an influential thought leader, she enjoys the chance to guide companies through pivotal decisions and periods of major change.



Francis E. Dehel

Partner, Blank Rome LLP
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Frank Dehel advises public companies, businesses, boards of directors and entrepreneurs on a wide variety of corporate matters, including:

- SEC regulatory, reporting and compliance issues
- mergers, acquisitions and sales of public and private companies
- capital formation, including public offerings and private placements of debt and equity securities
- corporate governance matters
- general contract drafting and review, including joint venture, shareholder, license and employment agreements

Prior to his legal career, Mr. Dehel worked for the federal government as well as on two congressional staffs.

Mr. Dehel has received the highest possible rating from Martindale-Hubbell.



Melissa Palat Murawsky

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Melissa Murawsky focuses her practice on securities and corporate law. She serves a wide range of clients with respect to matters such as:

- corporate governance
- public and private equity and debt offerings
- mergers, acquisitions and other strategic transactions
- SEC filings and compliance
- executive compensation and equity compensation plans
- compliance with NASDAQ, NYSE and NYSE MKT requirements
- registration, regulation and governance of investment advisers
- compliance with the Sarbanes-Oxley Act, the Dodd-Frank Act and the JOBS Act

Ms. Murawsky writes and speaks frequently on securities compliance and corporate governance matters.



Joseph G. Poluka

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Joe Poluka is a defense attorney with extensive experience in representing clients in the investigation and defense of a wide variety of criminal, civil, and regulatory matters, including complex fraud related to securities, financial institutions, healthcare practitioners, employee conduct, political corruption, taxation, and the environment. He conducts internal investigations and advises executives and corporate clients on the financial, reputational, and criminal impact of violations, while helping them mitigate or eliminate such losses.

As a former Assistant U.S. Attorney in the Criminal Division, Eastern District of Pennsylvania, Mr. Poluka brings a rich prosecutorial experience to his clients. He has received numerous awards for his investigation and prosecution of complex white collar fraud and corruption matters, including bribery, embezzlement, environmental crimes, export (Trading with the Enemy Act), insider trading, and terrorism crimes.

While at the U.S. Attorney's Office, Mr. Poluka also served as the deputy chief of the Violent Crimes, Terrorism & Immigration Fraud Section, as well as the coordinator of the Anti-Terrorism Advisory Council ("ATAC"), consisting of over 85 local, state, and federal law enforcement agencies that coordinate information sharing and cooperation on terrorism matters. He also was the USA PATRIOT Act spokesperson for the Eastern District.

Mr. Poluka is a sought-out speaker on anti-terrorism matters and other white collar topics for, among others, the Pennsylvania Association of Criminal Defense Lawyers, the Association of Audit Committee Members, Inc., Temple University, and the American Conference Institute's FDA Boot Camp. He also has appeared on American Law Journal TV, most recently in 2015 on "'White-Collared': Is the Department of Justice Targeting Corporate Executives?"



Ronald M. Schneider

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Ron joined Donnelley Financial Solutions as Director of Corporate Governance Services in April, 2013. Responsible for providing thought leadership on emerging corporate governance, proxy and disclosure issues, he works closely with the firm's sales and customer service teams to assist clients on compliance and proxy disclosure issues critical to their success.

Over the past three decades, Ron has advised public companies of all sizes, industries and stages of growth facing investor activism, as well as challenging and sensitive proxy solicitations involving corporate governance, compensation and control issues.

Prior to joining Donnelley Financial, his primary recent focus was helping companies conduct engagement programs with their top institutional investors with the objective of identifying and addressing investor concerns through best practices in proxy disclosure.

At Donnelley Financial, Ron works with our sales and service teams and with our clients to help them create proxy statements that will resonate with their investors.

During his career he has managed more than 1,600 proxy solicitations, 200 tender or exchange offers and 30 proxy contests, with his proxy fight clients succeeding in over 70% of such situations.

Ron earned a B.A. in Economics from Princeton University.



Jim Sillery

Principal and Executive Compensation Leader, Buck Consultants, A Xerox Company.

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Jim Sillery is a Principal and Executive Compensation Leader located in Buck Consultants' Minneapolis Office. For nearly 30 years, he has advised companies across a broad range of industries, addressing both domestic and global human capital issues. His primary focus has been helping companies to develop total compensation solutions that provide a competitive advantage in today's rapidly changing global markets.

Prior to joining Buck, Jim has provided consulting services for several consulting firms, ranging from executive compensation boutiques to large, global human capital consultancies. In corporate roles, Jim has directed the compensation, benefits and human resource technology functions at several major global corporations.

Jim is a frequent speaker on matters related to equity compensation for a range of audiences including SHRM Puerto Rico Conference (2015), NASPP 2013 Annual Conference (Washington DC), GEO's Annual International Conference (Amsterdam – 2011), NASPP 2011 Annual Conference (San Francisco) Silicon Valley NASPP Conference (2010), GEO Midwest Conference (Chicago – 2010), as well as presentations to local chapters for a number of associations.

Jim is the author of “Total Compensation Strategies” published in Workspan, January 2016, “Executive Compensation Strategies: Do You Have an End Game”, published in Workspan, June 2015 “Global Equity Effectiveness: A New Perspective”, published in WorldatWork Journal, 1st Q 2013 and “Global Executive Remuneration and Risk Management”, published in Global View Journal 3rd Q 2010.

Jim was also a contributing author to the following books: “If I’d Only Known That: Common Mistakes in Equity Compensation and What to Do About Them”, published by NCEO in 2011 and to “Pay for Results: Aligning Executive Compensation with Business Performance” published in 2009 by John Wiley & Sons.

Jim is an Adjunct Professor at The John Marshall Law School. He has an MBA from Keller Graduate School of Management and a Bachelors of Science in Psychology from the University of Scranton. Jim has been recognized by World at Work with a lifetime achievement award.



Nancy Smith

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Nancy Smith joined the Legal Department at Lincoln Financial Group in 2009. Prior to joining Lincoln, she was vice president, general counsel and corporate secretary of Metrologic Instruments, Inc. Nancy began her legal career with an intellectual property law firm in Baltimore, Maryland.

Nancy received her bachelor’s degree in biology from LaSalle University in Philadelphia, PA, and her juris doctorate, *magna cum laude*, from the University of Baltimore in Baltimore, Maryland.

Nancy is admitted to practice in States of New Jersey and Maryland and the Commonwealth of Pennsylvania. She is also a registered patent attorney with the United States Patent and Trademark Office.

Her practices include Securities Law, Intellectual Property, and Corporate Governance.



Jane K. Storero

Former Vice President, Corporate Governance and Secretary, PEPCO Holdings, Inc.

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Jane K. Storero held the position of Vice President – Corporate Governance and Secretary for Pepco Holdings, Inc., Ms. Storero was responsible for Pepco’s SEC reporting and corporate governance and the Corporate Secretary function. Prior to joining Pepco, Ms. Storero was a partner in the Public Companies Practice Group of Blank Rome LLP where she represented public companies in connection with going public transactions, securities compliance, corporate governance matters, capital raising activities and mergers and acquisitions. She is experienced in all aspects of corporate and securities law, including: public and private offerings of securities, corporate governance matters, audit committee issues, international securities transactions and compliance with SEC and exchange rules.

Ms. Storero is a lecturer on legal issues related to corporate governance, cyber security and business practices topics. She has authored various articles and other publications on these topics. Ms. Storero received her law degree and an MBA in Finance from

The George Washington University. Ms. Storero serves on the board of the Girl Scout Council Nation's Capital and a member of the governance and nominating committee for this organization. Ms. Storero is a member of the Society of Corporate Secretaries and Governance Professionals and serves on its Securities Law Committee.



Jeffrey M. Taylor

Chief SEC and Corporate Governance Counsel and Assistant Secretary, American Water Works Company, Inc.

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Jeffrey M. Taylor is the chief SEC & corporate governance counsel and assistant secretary of American Water, the largest and most geographically diverse publicly traded U.S. water and wastewater utility company. In this role, Mr. Taylor is responsible for all aspects of American Water's securities and corporate law compliance, including the preparation of SEC filings and other public disclosures; corporate governance matters; overseeing legal compliance for debt and equity financings and loan transactions; legal compliance with respect to executive compensation and employee benefits matters; compliance with New York Stock Exchange requirements; and general corporate law and day-to-day business matters. Mr. Taylor also serves as a counselor and legal advisor to various constituencies and functional units within American Water, including the board of directors, accounting, treasury, corporate communications, human resources, business development, and investor relations.

Prior to joining American Water in June 2015, Mr. Taylor was an associate general counsel and assistant secretary at Pepco Holdings, Inc., one of the largest energy delivery companies in the mid-Atlantic region. Prior to joining Pepco Holdings, Mr. Taylor was a partner in the Public Companies and Capital Formation practice group in the Philadelphia office of international law firm Blank Rome LLP, and devoted 16 years in private practice to the representation of domestic and foreign clients in a wide array of industries in securities, mergers and acquisitions, corporate finance and capital raising, corporate governance, executive compensation and business and corporate law matters.

Mr. Taylor received his law degree, with honors, from the University of Florida Levin College of Law in 1995 and a Bachelor of Arts degree in Political Science from Northwestern University in 1992.

Mr. Taylor is Treasurer of the Society for Corporate Governance, and is the President and a member of the advisory committee of the Middle Atlantic Chapter of that organization. Mr. Taylor also served as Vice/Co-Chair of the Securities Regulation Committee of the Business Law Section of the Philadelphia Bar Association from May 2009 to July 2011. Mr. Taylor is a member of the American Bar Association and the Association of Corporate Counsel, and is licensed to practice law in the District of Columbia, Florida, Georgia and Pennsylvania, and as in-house counsel in New Jersey.