

## **SENIOR LEGAL EXECUTIVE**

### **Professional Profile**

- High-performing legal and compliance executive with expertise in strategy, governance, joint ventures and M&A, complex litigation, IP, and employment law
- Trusted C-Suite collaborator and Boardroom counselor, managing legal, reputational, and financial risk and using legal function strategically against key targets and goals
- Thought leader and innovative strategist on complex, enterprise-impacting issues
- People leader with track record of developing associates, inspiring others, and driving cross-functional teams to extraordinary results

### **Experience**

#### **Scotts Miracle-Gro Company, Marysville, Ohio (2003-December 2022)**

***EVP, General Counsel, Corporate Secretary & Chief Compliance Officer (June 2013-December 2022); Transition Advisor (December 22-present)***

- General Counsel of \$4 billion, NYSE, multinational manufacturer and marketer of branded consumer products with diverse business lines
- Reporting to Chairman/CEO, created strategic business plans and legal strategy for the Company's global business to meet business objectives while managing measured risk
- Advised Board and executive team on corporate strategy, including capital structure, financing, major transactions and dispute matters, and long-range planning
- Led the defense of multi-jurisdiction class-action lawsuits and other complex litigation, *e.g.*, led defense and favorable settlement of criminal prosecution and related nationwide class action claiming \$1 billion in damages for alleged unlawful pesticide use
- Counseled executive management on employment policies, practices, and disputes
- Devised strategies to exploit IP, including the famous Scotts® and MiracleGro® brands
- Advised NYSE-listed Company on governance, SEC filings, and other securities matters
- Served as Corporate Secretary, advising the Board on its duties, managing Board and Committee meetings, supporting Board succession and recruitment, and managing shareholder meeting process
- Led 30-person legal department in North America and Europe
- Innovated service-delivery to cut outside fees by 20 percent while improving service
- As Chief Compliance Officer, worked at the Board's direction to develop processes and systems that ensure compliance with laws, regulations, and key contracts

#### ***Head Counsel to Global Business and Company President (March 2009 to June 2013)***

- Head business strategy lawyer for major growth-driving transactions and partnerships
  - Developed and implemented national cross-distribution partnership with SC Johnson
  - Led major expansions of Scotts' Roundup®-brand partnership with Monsanto
  - Negotiated partnership with multi-national agricultural products company, enabling introduction of MiracleGro-branded live flowering plants
- Head attorney for all major Company operations, including Marketing, Sales, Manufacturing, Supply Chain, R&D, IT, and also the Scotts LawnService do-it-for-you business

- Executive Leader
  - Graduate of selective Scotts/Ohio State University Accelerated Executive Leadership Program – applied executive-MBA curriculum to Scotts business matters
  - Graduate of executive training program by General Stanley McChrystal Consulting Group for leadership of diverse organizations in challenging situations
- Managed Legal Department to cost-effectively deliver legal advice across the Company
  - Recruited, developed, and mentored staff of 10 lawyers in the US and Europe
  - Featured in Inside Counsel article on innovative law department management for developing “in-house lawfirm” to efficiently handle periodic labor-intensive projects

***Head Counsel for Litigation, Trademark, Employment (July 2003 to March 2009)***

- Counseled executive management and PR leadership in all aspects of crisis-management
- Built winning defense of multi-jurisdiction toxic tort lawsuits by thousands of claimants and prosecuted suit against insurers that resulted in Scotts getting coverage for those claims
- Coordinated defense of \$250 million antitrust/breach of contract action arising from acquisition of competitor herbicide products – case ended in jury verdict for the defense
- Led litigation response to EPA and DOJ pesticide-related enforcement actions
- Headed prosecution of advertising-related lawsuits against national competitors
- Led concerted enforcement campaign against multiple infringers to re-establish the distinctness of the famous MiracleGro green-and-yellow trade dress

**Jones Day, Columbus, Ohio – Associate, August 1995 to June 2003**

- Counseled executive management of Fortune 500 companies on prosecution, management, and negotiated resolution of major disputes and other high-risk matters
- Defended Fortune 500 clients in nationwide courts and agencies in franchise, IP, contract, commercial, product liability, antitrust, and other disputes
- Represented companies in class action, multi-jurisdiction, and other complex litigation
- Defended and counseled companies in lawsuits brought by federal and state governments
- Head briefing counsel in winning trial defense of aggregated product liability claims exceeding \$2 billion
- Led multi-jurisdictional trial prep, briefing, and discovery teams
- Took and defended over 100 fact and expert depositions – including preparation and defense of CEOs and other senior corporate executives

**Law Clerk to the Honorable Alan E. Norris, United States Court of Appeals for the Sixth Circuit -- August 1994 to August 1995**

**Teaching and Select Community Service**

**The Ohio State University, Fisher College of Business – Adjunct Professor of Business Law, Spring Semester 2023**

- Instruct advanced business students on managing complex business-legal issues

**American Heart Association, Central Ohio – Chairman of the Board, 2017-18**

- Ten-year Board member; during Chair term, set records for fund-raising and engagement

**Education**

*Juris Doctor, 1994, Ohio State University, Moritz College of Law, Columbus, Ohio*

- Highest honors (top 3 percent); Order of the Coif; Articles Editor, Ohio State Law Journal

*Bachelor of Arts, Political Science, 1991, Miami University, Oxford, Ohio*

➤ Magna cum laude; Phi Beta Kappa