

SUMMARY

Independent consultant, Board of Directors' Executive Compensation Committee member and former corporate compensation executive with twenty years experience working with companies in the financial services, high tech, biotechnology, retail and utility industries on all aspects of compensation for executives, employees and Boards of Directors. Specific skills include: developing comprehensive compensation strategies, designing pay structures for executives and employees, managing annual compensation planning processes and advising Boards of Directors and executives on all compensation related issues.

EXPERIENCE

Independent Compensation Consultant *San Francisco, California* *January 2013 – present*

Retained by the Chief Administrative Officer and EVP of Human Resources at Bank of the West, a large commercial and retail bank, to consult on a variety of executive compensation and broader HR-related projects. Specifically:

- Project manager for all aspects of company-wide career framework (job titling, leveling, career streams and job families) and salary broad band initiative covering all functions and business lines (10,000+ employees)
- On behalf of the CEO and EVP Human Resources, developed responses to federal regulatory requests (FDIC, Federal Reserve Board and Federal Advisory Council)
- Developed Compensation Committee materials in collaboration with EVP Human Resources and SVP Total Rewards; prepared Committee meeting minutes and other Committee communications
- Recommended new hire packages (cash, equity, etc.) for all SVP and above hires

El Camino Hospital System *Mountain View, California* *March 2017 – present*

Serve as member of the Board of Directors' Executive Compensation Committee for 450-bed acute care hospital system serving the Silicon Valley and San Francisco Bay Area.

Union Bank, N.A. *San Francisco, California* *June 2011 – January 2013*

Vice President, Executive Compensation. Led the executive compensation function for one of the nation's largest commercial banks with 12,000+ employees and over \$100B in assets. Led team responsible for managing all executive compensation programs and processes across the enterprise for 550+ executives, including annual and long-term incentive plans, job leveling, promotions, competitive benchmarking, new hire offers, incentive accruals, special retention arrangements, and change-in-control agreements.

- Managed all aspects of highly complex performance cash and restricted stock unit plans, including plan design, grant guidelines, budgeting, accruals, vesting/payments and third-party administrator relationship. Developed and led new processes for annual and off-cycle long-term incentive grants
- Led first comprehensive executive benchmarking review that company had completed in nearly 10 years. Proposed and implemented changes to annual and long-term incentive targets to align with competitive market practices
- Co-led annual compensation planning/focal review process, working with vendor to implement significant changes to compensation management tool (Workscape). Oversaw monthly annual and long-term incentive plan accrual processes
- Consulted with Bank senior leadership and HR partners on all executive compensation issues to develop solutions to meet strategic business needs while remaining fiscally responsible; partnered with senior leadership to drive executive workforce diversity initiative
- Served as HR/compensation program subject matter expert for merger and acquisition due diligence. Developed global mobility template to manage movement of employees across newly-created holding company entity and other subsidiaries of parent company

Allianz of America Corporation *Novato, California* *October 2007 – January 2011*

Senior Director, Compensation. Led the compensation function for Allianz of America, a \$10+ billion-dollar insurance and financial services organization comprised of Fireman's Fund Insurance Company (Novato, CA) and Allianz Life Insurance Company (Minneapolis, MN). Responsible for administering all compensation programs and processes for 6,000+ employees in both locations and over \$450M in cash compensation expenses. Specifically:

Executive Compensation

- Led all aspects of executive compensation programs, including annual and long-term incentive plans, job leveling and titling, competitive benchmarking, special incentive and retention arrangements and deferred compensation
- Managed highly complex parent company mid-term and long-term incentive programs consisting of performance cash, restricted stock units and stock appreciation rights
- Developed and implemented comprehensive changes to long-term incentive and deferred compensation programs to drive executive attraction and retention and align with competitive market practices

Broad Based Employee Compensation

- Led annual compensation planning and performance management processes and provided day to day consulting support to HR business partners on compensation related issues

Compensation Governance

- Developed all Compensation Committee materials and provided support at all Committee meetings; prepared Committee minutes
- Represented the Americas on global compensation task force for European parent company, Allianz SE, a *Fortune* Global 20 company; instrumental in developing compensation minimum standards and best practices that were leveraged across the globe

Towers Perrin San Francisco, California

June 1998 – October 2007

Senior Consultant, Executive Compensation and Rewards. Responsible for leading complex client engagements and teams on large-scale compensation projects. Project work included advising Boards of Directors and management on:

- Total compensation strategies for executives, Boards of Directors and employees
- Annual and long-term incentive program design that links compensation to client business strategy
- Competitive pay structures and performance management programs
- Competitiveness of cash and equity programs compared to peer organizations
- Stock grant guidelines, stock ownership strategies and incentive payout schedules
- Incentive plan performance measure selection and calibration and long-term incentive valuations
- Executive retention strategies, severance arrangements and change-in-control provisions
- SEC and FASB regulations related to executive and Board of Directors compensation, including proxy disclosure requirements

Client engagements included:

Biotechnology/Pharmaceutical Company

Consulted directly with the Chairman of the Compensation Committee, CEO and Vice President of Human Resources in auditing the total compensation programs for the company's executives, employees and Board of Directors.

- Evaluated the design of the annual incentive program and developed recommendations regarding target awards, eligibility, financial and operational performance measures, performance measure weightings, plan funding and administration
- Developed competitive equity grant guidelines for executives and employees, including a mix of stock options and restricted stock units; tested these guidelines against the annual stock option dilution for selected peer companies
- Evaluated competitiveness of total direct compensation levels for executives and employees by overseeing competitive pay analysis for positions covering over 75% of the organization and made recommendations for pay adjustments

Private Financial Services Company

Worked with Senior Vice President of Human Resources to assess the design and competitiveness of numerous employee rewards programs.

- Designed comprehensive performance management system, including scale and definition of new performance ratings, target ratings distribution, year-end performance calibration and translating ratings into annual incentive payouts
- Reviewed salary structure and provided recommendations on number of grades in the structure, midpoint progression, range spread, grade compression, career pathing and geographic differentials for each of the company's 15 U.S. markets
- Reviewed the structure of the organization's annual incentive plan, including plan mechanics and target levels by grade, and provided recommendations for managing a broad-based incentive program in a high-performance culture

Wholesale Distribution Company

Consulted with the Chairman of the Compensation Committee, CEO and Executive Vice President of Human Resources of *Fortune* 500 company to design new equity compensation program, develop executive and outside director stock ownership guidelines, and provide expertise regarding proxy disclosure guidelines.

- Developed recommendations for a new equity compensation program for the company's executives and directors, including overall pool of shares for plan funding, allocation of shares within the plan, eligibility and participation provisions, vesting schedule and other design features
- Provided guidance to the Compensation Committee and management regarding proxy disclosure guidelines, including elements for inclusion in the Compensation Discussion and Analysis report and preparation of SEC-mandated tables

Hay Group *Philadelphia, Pennsylvania*

January 1997 – June 1998

Project Manager at international management consulting firm specializing in human resources planning and development, organizational design and compensation and benefits planning. Served as Project Manager for three nationally recognized compensation and pay practices surveys involving thirty organizations in the natural gas and energy industries. Developed trend analyses and statistical interpretation of survey results and drafted final client reports with recommendations for using competitive market data to implement new compensation administration policies.

EDUCATION

University of Pennsylvania *Philadelphia, Pennsylvania*

Bachelor of Arts Degree in Diplomatic History with minor in International Relations

Post-Baccalaureate coursework at the University of California at Berkeley