



# DLA PIPER GLOBAL WOMEN'S LEADERSHIP SUMMIT

## SEPTEMBER 29-30, 2014 • FOUR SEASONS HOTEL • CHICAGO

### DLA Piper Global Women's Leadership Summit September 30, 2014

#### Moderator

- Melissa Frugé, Senior Vice President, General Counsel and Secretary, HomeAway, Inc.

#### Panelists

- Alfreda Bradley-Coar, Vice President and General Counsel, GE Healthcare, Americas
- Denise M. Faltischek, Executive Vice President, General Counsel and Chief Compliance Officer, The Hain Celestial Group
- Hilary K. Krane, Executive Vice President, Chief Administrative Officer and General Counsel, Nike, Inc.
- Bridget Powell, General Counsel, HSBC Bank Australia Limited

#### Panel Topic

*The Trusted Advisor: What General Counsel Should Know About the CEO, Board of Directors and Collaboration*

#### **I. COURSE OVERVIEW**

Today's general counsel is expected to be more than just the chief legal counsel to her company - she must also be a skilled business partner and collaborator, seen as a facilitator, rather than a roadblock, all while protecting her company from increasing risks and challenges. The General Counsel must maintain open communications with the CEO, skillfully advise the board of directors and identify workable solutions for the business in the midst of constant change, all while keeping the company's primary objectives in mind. No doubt, the role of the General Counsel extends beyond advice regarding legal and compliance risks. What does it take to become an effective business partner, trusted advisor and key strategist in the C-suite, the Boardroom and to the business? This panel of experienced general counsels will provide their perspectives on this important issue, including practical advice on establishing effective working relationships with the CEO, board of directors and the business, and best practices for making yourself integral to the success of the company.

#### **II. COURSE DISCUSSION**

All panelists will instruct on how the General Counsel role extends beyond managing pure legal issues, including the role as advisor to the business and the interactions with the CEO and other in the C-suite, the Board of Directors and other business leaders who impact this dialogue.



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#### **A. How does one become a trusted advisor?**

Obtaining the confidence of the CEO, Board and other leaders within the company can be challenging and does not happen overnight. Our panelists agree that the best way to become a trusted advisor is to understand the goals of and support the business. Here, our panelists will discuss the importance of understanding the business strategy and how to align the objectives of the legal department to match those of the business. Our panelists will provide tips on how to best be supportive of the business while overseeing the legal risks simultaneously, and will share their personal stories of moments when they realized they had achieved the trust of senior leadership.

#### **B. Communication**

Communication is an integral part of any General Counsel's role. Effective communication is key to establishing successful and meaningful relationships with the key leaders in the company. Our panelists will discuss methods of communication they find most effective and provide personal insight on the types of communications that transpire between them and their colleagues.

#### **C. Challenges**

It is often challenging to be a trusted advisor when the General Counsel is asked to assess risk and weigh in on a business strategy that has significant legal hurdles. Lawyers often have a reputation for being roadblocks to those business goals. Our panelists will discuss their views on how to help the business get to "yes," but building sufficient credibility over time to be able to say "no" when it is appropriate. They will also discuss various ways to address conflict with the CEO, Board or other leaders during those challenging moments.

#### **D. Self-Promotion**

Some form of self-promotion is essential to show how well the General Counsel is handling all aspects of her roles and responsibilities and the value she brings to the business. However, self-promotion is one of the most difficult and politically awkward skills to overcome, particularly for women. Our panelists will discuss examples of moments when they stepped out of their comfort zone to accomplish a goal or to run an initiative and in the process, made sure that others were aware of those achievements. They will discuss the challenges they face and how they overcome those barriers on a regular basis. Finally, they will share their secrets on the best methods to be recognized for their achievements and those of their department.



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### **III. CONCLUSION/COURSE SUMMARY**

Becoming and maintaining the role of the trusted advisor is key to establishing success in the expanded role of the General Counsel beyond that of chief legal officer. General counsel are no longer brought in solely to deal with legal risks. Rather, they now occupy one of the few coveted seats at the table along with the CEO and CFO, and are part of every major conversation tied to the business imperatives. The partnership formed between the general counsel and members of the C-suite has become an indispensable tool in every corporation's arsenal. To stay ahead, the general counsel must be a true business partner – not a roadblock to achieving those business goals. Effective communication between counsel and C-suite counterparts to assess needs, identify problems, and develop solutions is integral to the success of every company. Our discussion will conclude by addressing questions from the audience and hearing final thoughts from our panelists.



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**Melissa Frugé**

Senior Vice President, General Counsel and Secretary  
*HomeAway, Inc.*

Melissa Frugé is Senior Vice President, General Counsel and Secretary of HomeAway, the leading marketplace for online vacation rentals. She is responsible for the worldwide legal department and all legal matters affecting the company.

Prior to joining HomeAway in 2009, she was Vice President and General Counsel of Borland, where she was responsible for the worldwide legal department. She worked closely with senior management and the board of directors to advise on key strategic matters, including the sale of the company in 2009.

Prior to Borland, Ms. Frugé practiced corporate law with DLA Piper and General Counsel Associates. She earned her J.D. from the Santa Clara University School of Law and her B.A. at the University of Southern California.



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**Alfreda Bradley-Coar**  
Vice President and General Counsel  
*GE Healthcare, Americas*

Alfreda Bradley-Coar has a 20+ year proven track record as a legal leader and strategic business partner. Her leadership and career has spanned a variety of regulated industries including health care, insurance, financial services and transportation. She has extensive experience in strategy, commercial and corporate transactions, compliance, corporate governance, litigation, business development and government relations.

Ms. Bradley-Coar joined GE in 1994 and has held various leadership roles within the legal function and across the GE enterprise. She is a strategic advisor to CEOs and senior executives and is a member of GE Legal's Corporate Executive Council, a senior advisory board that develops and drives the global legal strategy for the \$147 billion General Electric Company.

In 2006, Ms. Bradley-Coar became General Counsel for GE Healthcare, Americas, an \$8 billion, 12,000-employee business which manufactures innovative technologies in medical device, software and pharmaceutical products. She is an advisor to the CEO and senior leadership team, is responsible for building a world-class legal department, manages the enterprise-wide risks of the division and has successfully led the business through two significant organizational transformations.

Previously, Ms. Bradley-Coar held roles of increasing responsibility at GE. She served as General Counsel for the \$2 billion GE Trailer Fleet business, where she led the department's global legal, contracts and licensing functions responsible for equipment leasing transactions. As Chief Regulatory Counsel for GE Insurance, a \$10 billion reinsurance company, she managed three departments (legal, corporate licensing, rate negotiation/filing) and set the regulatory direction for five business units on underwriting, claims handling, market conduct and reserving requirements. As Associate General Counsel at GE Railcar Corp, a \$100 million global industrial railcar finance and leasing company, she focused on complex commercial transactions, including business and portfolio acquisitions, divestitures, syndications and equipment financings. She also served as lead counsel for European operations, responsible for conducting market entry analysis of UK passenger car market, developing complex commercial agreements for three European

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operations, and monitoring adherence to UK competition laws.

Prior to GE, Ms. Bradley-Coar focused on creditors' rights, bankruptcy and corporate reorganizations with two national law firms: Bell, Boyd & Lloyd and Seyfarth, Shaw & Geraldson. She began her legal career as a judicial law clerk in the US Bankruptcy Court for the Northern District of Illinois, where she worked on some of the largest corporate insolvency cases in the US.

She is a frequent speaker on topics including the role of corporate counsel, risk management and compliance, and diversity in the legal profession. She is also a committed community leader, involved in numerous boards and organizations, and has received many civic and professional awards, as well as honors for outstanding leadership and service. Most recently, she has been awarded the Top Corporate Counsel award from the *Milwaukee Business Journal* and the Legal Trailblazer award from Corporate Counsel Women of Color.

Ms. Bradley-Coar holds a B.A., *cum laude*, and J.D. from the University of Pennsylvania, and an M.B.A. from Northwestern University, Kellogg Graduate School of Management.

Ms. Bradley-Coar is married to Federal District Court Judge (Ret.) David H. Coar and resides in Chicago.



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**Denise M. Faltischek**

Executive Vice President, General Counsel and Chief Compliance Officer  
*The Hain Celestial Group*

Denise M. Faltischek serves as Executive Vice President, General Counsel and Chief Compliance Officer of The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading natural and organic products company in North America and Europe, with headquarters in Lake Success, New York, and over 4,500 employees worldwide. Ms. Faltischek leads the global legal and technical services teams which are responsible, on a worldwide basis, for the intricate legal and regulatory framework of Hain Celestial. She also serves as an advisor to the Chief Executive Officer and the board of directors.

Since Ms. Faltischek joined Hain Celestial in July 2005, the company has grown from \$600 million to over \$2 billion in revenue, which it expects to report for its June 2014 fiscal year-end. During this time, Ms. Faltischek has developed Hain Celestial's legal function, continuously expanding the scope of its in-house legal expertise while reducing outside legal spending. In 2013, Ms. Faltischek's leadership role expanded with the additional responsibility of overseeing Hain Celestial's Global Technical Services, which encompasses Quality Assurance & Safety, Regulatory Affairs and Customer Care.

Ms. Faltischek was awarded the *Long Island Business News* 40 under 40 Award, in January 2006, recognizing outstanding members of the Long Island business community who are future leaders involved in mentoring and promoting their profession and giving back to the community.

Ms. Faltischek has served as a trustee or member of several community organizations. She currently serves as a Chair for Sunrise in the City, an annual fundraising event to benefit Sunrise Day Camp, a Long Island-based summer day camp dedicated to children with cancer and their siblings, which has now expanded to five locations, including New Jersey and the State of Israel.

Ms. Faltischek earned her J.D. from Brooklyn Law School and her B.A. from Lehigh University.

Ms. Faltischek resides in Port Washington, NY with her husband, Kenneth Faltischek, Esq., and their two children.

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**Hilary K. Krane**

Executive Vice President, Chief Administrative Officer and General Counsel  
*Nike, Inc.*

Hilary Krane is Executive Vice President, Chief Administrative Officer and General Counsel of Nike, Inc. In her current position, Ms. Krane leads the global legal, government affairs, security, risk management and community investment teams that support Nike, Inc. and its subsidiaries Converse, Inc., Hurley International LLC, and Nike Golf. In her role, Ms. Krane also sits on the Senior Executive Leadership Team of the company responsible for shaping and driving Nike, Inc.'s overall strategy.

Prior to joining Nike, Inc., she was the General Counsel and Senior Vice President for Corporate Affairs at Levi Strauss & Company and served as a Director and Chairman of the Audit Committee of the Levi Strauss Foundation.

Prior to joining Levi Strauss, she was Partner and Assistant General Counsel for PricewaterhouseCoopers.

Ms. Krane started her career at Skadden, Arps, Slate, Meagher and Flom, where she concentrated on complex commercial and securities litigation, following a clerkship on the US District Court for the Northern District of Illinois. Hilary graduated from Stanford University and received her law degree at The University of Chicago.

Ms. Krane has also served on the Visiting Committee of the University of Chicago Law School and the board of directors and Executive Committee of the San Francisco Legal Aid Society-Employment Law Center.



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**Bridget Powell**  
General Counsel  
*HSBC Bank Australia Limited*

Bridget Powell was appointed General Counsel at HSBC Bank Australia Limited in 2010. She has responsibility and oversight for the legal governance functions of the Bank's Australian operations and is a member of HSBC's executive committee and risk management committee. Prior to this appointment, Bridget has held a number of roles within the legal and compliance functions of HSBC in Australia. Prior to that Bridget held in-house legal roles within other Australian based organisations including the NRMA and AMP. Bridget was educated at the University of Tasmania and Sydney University.