

# Next Level Leadership

## Strategies and Business Acumen for In-House Counsel

November 29, 2023

# Presenters

# Presenter Overview

- **Kate Boege**, Executive Vice President, General Counsel and Corporate Secretary of Wintrust Financial Corporation
- **Sara Hays**, Principal SLH Advisors and Board Chair, Independent Director, Real Estate, Governance and Legal Expert
- **Courtney Kleshinski**, Partner, Kelley Drye
- **Matt Luzadder**, Managing Partner of Kelley Drye's Chicago Office
- **Thomas F. O'Neil III**, Managing Director, BRG
- **Tyrone Thomas**, General Counsel and Chief Compliance Officer of Doral Renewables

# Kate Boege, Executive Vice President, General Counsel and Corporate Secretary of Wintrust Financial Corporation



**Kathleen M. Boege** – Executive Vice President, General Counsel and Corporate Secretary of Wintrust Financial Corporation. Kate manages all legal affairs of the Wintrust enterprise. Kate also serves on management committees including Wintrust’s Executive Committee, Initiatives Committee, Operating Committee, Risk Management Committee and Initiatives Committee, and as an executive sponsor of the Wintrust Women’s Leadership Network and the Women of Wintrust Business Resource Group. For over 20 years, Kate has served as in-house counsel and executive liaison to the board of directors of several corporations, spanning several highly-regulated industries.

Prior to joining Wintrust, Kate served as General Counsel and Corporate Secretary of FreightCar America, Inc.; Chief Administrative Officer, General Counsel and Secretary of Bally Total Fitness Corporation; and Vice President and Associate General Counsel of the Chicago Stock Exchange. Earlier in her career, Kate worked in private practice at two Chicago law firms.

Kate has been recognized as one of Crain’s Chicago Notable General Counsels, as a Corporate Counsel Woman of Influence and Power in the Law (2020), and as a Woman of Achievement by the Anti-Defamation League (2018). Kate holds a B.A. cum laude in English from Northwestern University and a J.D. with honors from University of Minnesota School of Law, where she was a member of the Minnesota Law Review.

She has completed the Executive Education Program at the Kellogg School of Management at Northwestern University (Women’s Director Development), is a Certified Director (National Association of Corporate Directors), and is a Certified Governance Professional (Society for Corporate Governance). Kate is a member of the Economic Club of Chicago and the Chicago Finance Exchange.

She serves as a Trustee of The Field Museum and as a member of the Board of Directors of the Chicago Public Library Foundation, Ronald McDonald House Charities of Chicago/Northwest Indiana, and Women’s Educational Aid Association, the Keystone Board of the Shirley Ryan AbilityLab, and the Costume Council of the Chicago History Museum.

# Sara Hays, Principal SLH Advisors and Board Chair, Independent Director, Real Estate, Governance and Legal Expert



**Sara Hays** is a commercial real estate, legal and corporate governance expert with executive leadership experience in the commercial real estate, finance and hospitality industries and over 30 years of board experience spanning public, private, family and non-profit organizations in a variety of leadership, advisory and committee roles. A COO, General Counsel and Corporate Secretary over the course of her career (Hyatt Hotels, Wrightwood Capital), in addition to consulting work.

Sara currently serves as the Non-Executive Chair of ECI US Holdings, a multi-family developer/operator with properties throughout the Southeast, and as an independent director and chair of the Nominating & Governance Committee for Draper & Kramer, a vertically integrated property and financial services company.

She also serves as an independent director of Las Aguilas Enterprises, a family-owned investment platform supporting the personal and philanthropic activities of its family members while managing a diversified investment portfolio. Sara served for over 14 years as an independent director of Apogee Enterprises, Inc. (NASDAQ: APOG), a global manufacturer of value-added glass products, services and technologies used in the architectural and large-scale optical industries worldwide, serving on all board committees and chairing the Nominating and Governance Committee and a successful CEO search during her tenure.

She is the Past Chair of the Law Board at Northwestern Pritzker School of Law and a Past President of the Chicago Finance Exchange where she helped establish an initiative to educate and connect its member female financial leaders with boardroom opportunities.

Sara lives in Chicago with her husband and dog Mocha. She holds an MBA from the Kellogg School of Management, a JD from Northwestern Pritzker School of Law and a BA in History from Carleton College.

# Courtney Kleshinski, Partner, Kelley Drye



Whether closely collaborating with in-house legal teams or providing trusted and responsive guidance in an outside general counsel role, Courtney Kleshinski brings a practical, business-minded perspective to a wide variety of commercial and transactional matters.

Courtney's clients know her counsel is not only legally sound but also reflects her deep understanding of their unique challenges, priorities, and business goals. That comes from truly listening to her clients and spending the time to develop, explain, and discuss options and solutions with them. This combination of legal acumen and personal investment has made her a valued asset for companies in a broad range of industries.

For companies of all sizes and at all stages of the business lifecycle, Courtney offers pragmatic, cost-effective legal advice on every aspect of governance, operations, and transactions, including entity formation, corporate mergers, acquisitions, and reorganizations, negotiating and documenting a wide range of business and commercial contracts, equity and debt financings, public and private investments, and SEC reporting and compliance. Courtney also has experience in commercial real estate matters, handling acquisitions, dispositions, leasing, and restructuring.

Courtney's robust outside general counsel practice and close working relationships with her clients allow companies that don't have legal departments to feel like they do. Her counsel is of particular value for the start-up companies and investors she represents in venture capital transactions, early-stage financings, and strategic exits.

Active in her community, Courtney has volunteered for several years at Upwardly Global, supporting immigrant and refugee professionals through interview coaching and resume review, and at the Junior League of Chicago, engaged in supporting literacy programs in Chicago Public Libraries.

# Matt Luzadder, Managing Partner of Kelley Drye's Chicago Office



The last place a business wants to find itself is under the government's microscope. When that happens, a steady hand with a clear strategic plan can mean the difference between a disruptive annoyance or a serious threat to the business. Heavily regulated clients turn to Matt Luzadder, Managing Partner of Kelley Drye's Chicago office, for actionable guidance on regulatory, compliance, and litigation matters. His seasoned, solution-focused representation protects their interests if government investigators, regulators, and plaintiff's attorneys come calling. Matt merges deep regulatory knowledge with a litigator's skill in identifying potential risks and a business lawyer's eye for practical, efficient solutions. He knows what works for his clients because he appreciates their operational realities and recognizes both their industry's challenges and opportunities.

Matt distills complex legal and factual issues into understandable concepts. He helps clients understand their regulatory expectations to craft proactive compliance solutions and favorable resolutions to existing concerns. When the facts are unknown, he efficiently conducts internal investigations that minimize the burden on clients and get to the subject's core. Matt's relationships with regulators, investigators, and prosecutors give him valuable insight into their priorities and what will change their perspective. As a prolific speaker and writer, he "gets" his clients and where their industries are headed. Matt represents clients before the Department of Justice, the Department of Agriculture, the Drug Enforcement Administration, the Consumer Financial Protection Bureau, the Federal Trade Commission, and the Department of Treasury, including FinCEN and OFAC, as well as foreign law enforcement entities. He regularly represents clients before state attorneys general, offices of inspectors general and financial regulators. His engagements include multistate and parallel investigations. He is a Certified Anti-Money Laundering Specialist® (CAMS) by the Association of Certified Anti-Money Laundering Specialists.

Matt's clients include public and private companies, and emerging and fast-growth companies. A faculty member at Nacha's Payments Institute, he advises leading financial services organizations, payment processors, and companies that provide services related to blockchain technologies. Matt also represents the country's foremost general and specialty contractors and the largest developers, generators, and distributors in the energy sector. The comprehensive compliance counseling Matt delivers includes implementation of best practices, risk assessments, and crafting policies, procedures, and training. He draws on real-world experience in conducting compliance reviews, resolving government investigations, and advising clients obtaining licenses, certifications, and strategic partnerships. All of this work has one overarching goal: to move his clients' through or around issues that would otherwise impede their growth. Matt represents companies in a wide range of regulatory regimes, ranging from data privacy and security, fraud prevention, and consumer protection issues related to financial services and products.





# Thomas F. O'Neil III, Managing Director, BRG



**Tom O'Neil** is a highly respected corporate director with broad private and public sector experience, including leadership roles in the boardrooms and C-suites of companies in the healthcare, financial services, and consumer sectors. Mr. O'Neil partners effectively with financial sponsors and operating teams to drive ethical and sustainable growth through disruptive innovation fueled by a mission-driven culture that embraces diversity and inclusiveness, integrity, accountability, and operational transparency. An adept communicator, Mr. O'Neil thrives in high-growth, turnaround, restructuring, and crisis settings. During a distinguished career spanning several decades, he has developed an exceptional track record of accelerating cultural transformation and restoring trust with regulators, enforcement officials, and investors. Mr. O'Neil currently serves as the Chair of the Brown Advisory Funds Board of Trustees, and he has chaired the Audit and Risk Oversight; Ethics, Compliance and Quality; and Nominating and Governance Committees of for-profit boards in the healthcare, financial services, and consumer discretionary industries. In September 2021, Mr. O'Neil joined Berkeley Research Group ("BRG") as a Managing Director. In this role, Mr. O'Neil advises boards of directors and senior leaders on, among other things, the development and successful execution of strategies to transform organizational cultures and restore trust with key stakeholders including customers, patients, investors, regulators, and enforcement agencies. Previously, Mr. O'Neil was the Global Chief Compliance Officer of Cigna Corporation, a leading health service company with over 70,000 employees and approximately \$160 billion in top-line revenue. He has held a number of positions in public companies, including Executive Vice Chairman, General Counsel, and Secretary of WellCare Health Plans, Inc. and Senior Vice President and General Counsel of the MCI Group. Mr. O'Neil has also been a partner at two global law firms, DLA Piper LLP (US) and Hogan & Hartson (now Hogan Lovells US LLP). During his tenure at DLA Piper, he was a Joint Global Practice Group Leader and he chaired the U.S. Government Affairs Practice Group.

From 2010 through 2016, Mr. O'Neil was the founder and President of The Saranac Group LLC, a strategic consulting firm that provided healthcare governance and compliance advice to boards of directors, senior management teams, and private equity firms. Saranac is now an affiliate of BRG. Earlier in his career, Mr. O'Neil served as an Assistant U.S. Attorney in the District of Maryland, a law clerk to U.S. District Judge Alexander Harvey II, and a legislative assistant to former Congressman Stewart B. McKinney. He received his A.B., magna cum laude, from Dartmouth College and his J.D. from Georgetown University. As an Adjunct Professor of Law, Mr. O'Neil has taught Corporate Governance at Georgetown University. He is a former member of the school's Board of Regents, the Board of Visitors of the Georgetown University Law Center, and the Board of Trustees of the Walters Art Museum. He also served as co-chair of the Advisory Board of the Georgetown Corporate Counsel Institute. Mr. O'Neil is a member of the President's Council of Pathfinder International, a not-for-profit organization committed to reproductive health rights and equity.





# Tyrone Thomas, General Counsel and Chief Compliance Officer of Doral Renewables



**Tyrone H. Thomas, Jr.** is a proven people leader, and seasoned legal/strategic business advisor. Doral Renewables (dba Doral LLC) is an industry leader in renewable energy development. Tyrone leverages his broad experience to provide effective counsel on a wide range of business, legal, administrative, compliance, governance, and crisis/risk management issues. Tyrone has led diverse teams of professionals in connection with the development, permitting, acquisition, disposition and financing of dozens of utility-scale energy facilities with a total value of over \$7,000,000,000.

In addition to his practice, Tyrone works tirelessly to advocate for the eradication of hunger and food insecurity around the world. Tyrone and his family personally support several hunger-focused charitable initiatives. Tyrone is on the Board of Directors of Beyond Hunger, a dynamic food pantry located in the western Chicago suburbs that seeks to take a holistic approach to tackling food insecurity within its community. Tyrone is also on the Board of Directors of the Illinois Equal Justice Foundation, the principal funder for all legal aid programs within Illinois. Finally, Tyrone is the Founder and Executive Director of Conversation For Six. Conversation For Six is a non-profit media organization focused on (i) lowering the barrier to entry for people who may want to become involved in supporting hunger eradication efforts, and (ii) acting as a nexus between direct action anti-hunger organizations/programs and potential clients, volunteers, and donors.

Finally, Tyrone is a firm believer that the success of any law practice or legal department lies in its culture. Specifically, he believes that the key to a successful and resilient law department is embracing thoughtfully crafted systems and processes that are implemented and maintained by empowered and engaged attorneys and paraprofessionals. While the systems and processes to design and implement will vary based on company and industry, Tyrone believes that the people side of the equation is more static. As a leader, Tyrone seeks to establish an environment where team members feel engaged in a candid, respectful and comfortable way (i.e. taking into account personalities and content), inspired to perform, comfortable raising issues, and empowered to take ownership. As a peer, Tyrone works to make sure his colleagues can depend on him, feel supported in their efforts and aspirations, and know that he is not competitive to a fault (in this case, to a point that it threatens the cohesion of the team). As a report, Tyrone strives to effectively manage up, so his superiors can remain hands off and keep their superiors informed and comfortable. As an unaffiliated stakeholder, Tyrone works to offer support, mentorship, and networking to help his friends/mentees move efficiently towards their stated goals. Tyrone has been honored by numerous organizations, including: The Leadership Council on Legal Diversity, as a 2019 Fellow and The Association of Corporate Counsel, as a Top-10 30-something in 2020

# Panel Overview

# Next-Level Leadership and Executive Presence

- Discussion of panelist background and career journeys.
- Importance of executive presence: what does it mean and why it is important for a GC or in-house counsel to possess from skills standpoint.
- Examples of how in-house counsel can grow their skills in this area.
- Understanding of a circle of influence and how it helps influence thinking.
- Creating meaningful relationships.
- Discussion of a personal board of directors.

# Emerging Trends and Challenges Faced

- Discussion of the top challenges law departments and their leadership face.
- Managing the evolving business models and complex transactions.
- Resources for support, advice and mentorship.
- Turning uncertainty into opportunity and strategy for the next-level of career development.
- As a risk adverse profession, tips on isolating individuals and organizations from risk while balancing a need to thrive and grow organizationally.

# Career Development Beyond In-House

- Understanding approaches to augmenting current roles and responsibilities with board, NFP board or specific community service work.
- Factors to look at when joining an organization.
- Understanding what management and the board care about and want from the legal department.
- Learning the value in-house counsel can bring to corporate boards.
- Advice for in-house counsel wanting to serve on public and private company boards.
- Needed skills for board service.
- The importance of belonging in the workforce.
- Retooling approach mid-career.

# Personal Brand – Take Home Exercise

# Developing a Personal Brand

## Personal Assessment

- What are your professional goals and objectives?
- What are your core values?
- Leadership skills and journey?
- What are your career and non-career attributes?
- Conduct a personal SWOT analysis or assessments.
- LinkedIn and Google review – what story does this tell about you?

## Third-Party Assessment

- Test the results of your self assessment.
- Reach out for feedback from trusted advisors and colleagues.



# Unique Value Proposition

- What about your personal brand is unique?
- What can you do better than others?
- 3-4 key strengths that you bring to the table
- How best do you describe your value proposition?
- What experiences do you want to highlight?

# Resources

# Resources

## In-House Leadership Articles

- Top 10 Tips to Develop In-House Counsel Legal Leaders – <https://www.acc.com/top>
- Lawyers Sitting on Board of Directors – <https://www.ibanet.org>
- What experiences Can Lawyers Bring to A Board – <https://abovethelaw.com>
- General Counsel in the Board Room – <https://corpgov.law.harvard.edu/>
- 5 Essential Skills In-House Need for the Future – <https://www.jdsupra.com/legalnews/5>
- 14 Mistakes Made by New In-House Counsel – <https://www.barkergilmore.com/>

# Resources

## Board Preparedness

- 50/50 Women on Boards – <https://5050wob.com>
- Board Governance Certification, Kellogg – <https://northwestern.edu>
- DirectWomen – [www.directwomen](http://www.directwomen)
- NACD Certification – [www.nacdonline.org](http://www.nacdonline.org)
- Women's Directors Program, Kellogg – <https://www.kellogg.northwestern.edu/>

# About Kelley Drye



# Firm Profile

- A powerhouse firm with the heart of a boutique, Kelley Drye & Warren LLP values the success of our clients above all. Skilled practitioners in the areas of litigation, regulatory, real estate, corporate and bankruptcy combine talents to address the unique complexities of our clients' legal challenges. We are practical in our advice and creative in our approach.
- Founded in 1836, we've got history behind us, and we're just getting started. For more than 180 years, Kelley Drye has provided legal counsel carefully connected to our client's business strategies and has measured success by the real value we create. We apply a wealth of experience to 21st-century business problems.
- Kelley Drye is a firm of more than 300 lawyers and other professionals practicing in New York, New York; Washington, D.C.; Los Angeles and San Diego, California; Chicago, Illinois; Stamford, Connecticut; Parsippany, New Jersey; and Houston, Texas.
- The Chicago office of Kelley Drye was established in 1988 and built to provide exceptional client service while acting as experienced and knowledgeable business advisors to our clients. Whether we are working on a single representation or acting as general counsel, we approach each matter with the same dedication and commitment, recognizing that premium service is inextricably linked with first-rate performance.
- Matters handled by the Chicago office span the country and the globe, and include complex litigation, white collar crime and investigations, communications, energy, information technology and outsourcing, intellectual property and corporate transactions.

# Why Clients Choose Kelley Drye

- **Our Commitment to Providing Practical Advice** – Clients vouch that we provide actionable advice that’s timely and on-point. How? We understand the driving legal and business issues in each client's industry and proactively communicate how developments, such as new regulations or case decisions, may impact them. With an appreciation for efficiency and our clients’ expectations, we know when to deliver an oral opinion, a to-the-point email, or in-depth research and analysis. Clients count on us for clear advice they can immediately put into action.
- **Our Foresight and Creative Solutions** – Kelley Drye lawyers work together to prevent problems for our clients and minimize the impact of those that occur. We anticipate challenges and identify solutions that draw on the firm’s breadth of experience and capabilities. By way of example, on occasion attorneys from one practice are pulled into seemingly unrelated matters to pursue opportunities and develop alternate solutions that clients might not otherwise have realized they had.
- **Our Breadth of Experience** – In addition to its exceptional lawyers, Kelley Drye’s staff includes non-attorney professionals with a breadth of experience spanning various areas. Examples include economists who provide invaluable support in mergers, international trade disputes and other matters; and government relation advisors who advocate for clients every day on Capitol Hill and before U.S. government agencies. These practitioners help add nuance to our legal arguments and serve as valuable resources for clients.
- **Our Investment in Technology** – Kelley Drye’s strategic investments in knowledge management, litigation support, eDiscovery and work-product retrieval technology continually drive greater efficiency, service quality and client savings. We offer extranet capabilities for sharing information and documents with clients in a secure and streamlined manner.
- **Our Focus on Process Improvement** – Continually looking for better ways to serve our clients is built into the DNA of the firm. We are vigilant in searching for ways to improve all our key business processes to ensure we remain cost-effective, efficient and responsive.



# Diversity and Inclusion

- We are committed to helping increase diversity within the legal profession. Our initiatives are informed by three Guiding Principles: to foster a diverse and inclusive professional environment, to maintain diversity in our ranks, and to promote our culture in our relationship-building efforts.
- Skilled and inclusive leaders are key to a diverse and inclusive firm. Kelley Drye looks to develop and employ our attorneys' leadership skills within the Firm. Women and diverse attorneys participate on numerous firm committees and hold a variety of leadership positions, including as Firm Managing Partner. Providing attorneys with opportunities to develop leadership skills is a key component of our approach. Kelley Drye is an active member of the Leadership Council on Legal Diversity (LCLD) and participates in its Fellows, Pathfinder and Scholars programs, which provide highly structured training and development opportunities designed to build the next generation of law Firm leaders. Attorneys are invited to apply for these opportunities, and the Firm provides financial support.
- We sponsor external organizations providing leadership training and professional networking opportunities for our attorneys. We also learn from our clients and other leaders in academia and corporations as we invite thought leaders to share their perspectives and experiences with the firm. Kelley Drye's summer internships contribute to this goal by welcoming high school and college students to the firm and hopefully sparking an interest that evolves to a career in the legal profession.

# Growing the Pipeline

Increasing diversity in the profession also depends on growing the pipeline. We participate in a number of pipeline initiatives, including supporting students as they begin law school and placing 1L year students in our Summer Associate Program. We also encourage college and high school students from diverse backgrounds to pursue their interest in a career in law through sponsorships of programs such as:

- **Leadership Council on Legal Diversity 1L Scholar Program**  
Kelley Drye hires law students in its summer associate program following the student's first year of law school.
- **Law Preview Diversity Scholars Program**  
Kelley Drye provides sponsorships for incoming first-year law students to participate in a law school prep course.
- **Harlem YMCA Black Achievers in Industry (BAI) Program**  
Undergraduate students are offered an internship placement at Kelley Drye during the summer months.
- **Cristo Rey Corporate Work Study Program**  
The Cristo Rey national network of schools makes a college preparatory education affordable for economically disadvantaged students through a unique work-study program. Kelley Drye sponsors students in our New York and Chicago offices.
- **Thurgood Marshall Summer Legal Internship Program**  
Kelley Drye provides New York high school students summer internships with the Firm.
- **Inner City Scholarship Fund Job Opportunities Program**  
Kelley Drye has provided summer internships to New York high school students from economically disadvantaged backgrounds.

# Recognized in the Legal Marketplace

- As of 2022, Kelley Drye has been recognized for ten consecutive years as a “Top Law Firm for Diversity” based on the American Lawyer (ALM) annual Diversity Scorecard.
- In 2022, Kelley Drye also received, for the sixth consecutive year, a perfect score of 100 on the Human Rights Campaign Foundation’s 2022 Corporate Equality Index (CEI) and was designated as a Best Place to Work for LGBTQ Equality. The CEI measures corporate policies and practices related to LGBTQ workplace equality and inclusivity.
- Kelley Drye also was recognized by LCLD as a 2022 Top Performer and 2022 Compass Award recipient, awards reserved for most active Member Corporations and Law Firms and Members that submit a Leader’s Pledge, personally attend the Annual Meeting or a Leadership Summit, participate in the Fellows and Pathfinder programs, and participate in at least one pipeline program (Mentoring or 1L Scholars).
- For the sixth consecutive year Kelley Drye achieved a perfect mark on the Human Rights Campaign Foundation’s 2022 Corporate Equality Index, the nation’s premier benchmarking survey and report measuring corporate policies and practices related to LGBTQ workplace equality.
- The 2023 edition of *Chambers USA* recognized 22 Kelley Drye lawyers as leaders in their practice and recommended the firm in ten practice areas, six of which achieved national ranking.
- *Chambers Global* recognized seven Kelley Drye lawyers as “Leaders in Their Field” and two Kelley Drye practice areas, 2022.
- The Corporate Legal Operations Consortium recognized Kelley Drye as one of the top three submissions for the 2020 Legal Innovation in Operations Project for its META Advisors Claims Management website.
- Kelley Drye was named to the “BTI Client Service A-Team” in 2014-2022 and “BTI Brand Elite” in 2014-2019. The firm was ranked in the “BTI Litigation Outlook” for “Most Feared Law Firms” and “IP Litigation Powerhouse” in 2017-2018 and named to the “Honor Roll for Commercial Litigation” in 2019. BTI also recognized Kelley Drye as “Client Experience Innovator” in 2018.
- *India Business Law Journal* selected Kelley Drye as among the world’s most highly regarded international law firms for work with Indian businesses, 2008–2023.

# Questions and Answers