

CAROL J. WARD

Corporate Governance and Business Advisor

caroljeanward@outlook.com



Carol Ward is an agile executive with extensive experience providing strategic and day-to-day business advice to boards, executive management, and legal teams. She has significant experience handling legal, cultural, and organizational issues during the corporate life cycle - including corporate governance principles and practices, board and workplace culture and effectiveness, director recruitment, CEO-transitions, spin-offs, shareholder activism, D&O protection, transactions, shareholder engagement, and persuasive writing.

During her 12-year tenure as VP and Corporate Secretary for Mondelez International (formerly Kraft Foods), she and her team advised the Board, executive management, and employees around the globe on corporate governance, shareholder engagement, securities law, and executive compensation. Ms. Ward handled critical elements of Altria's 2007 spin-off of Kraft Foods, Kraft's 2009 unsolicited acquisition of Cadbury, and 2012 spin-off of Kraft's North American Grocery business. These included evolving corporate culture, evolving, and implementing effective governance practices, building, and refreshing board composition, initiating proactive shareholder engagement, and addressing investor activism. Mondelez is a world leader in snacking with 2018 net revenues of ≈\$25.9 billion - manufacturing and marketing food and beverages for consumers in approximately 160 countries.

Prior to joining Mondelez in 2006, Ms. Ward served as Corporate Secretary and Chief Compliance Officer for CIGNA Corporation in Philadelphia, PA. During her 23-year tenure at CIGNA, Ms. Ward advised the Board, executive management and employees on parent and subsidiary corporate governance as well as leading its compliance program. She handled significant components of the corporate restructuring and regulatory approvals in advance of the sale of CIGNA's property/casualty business, positioning CIGNA to focus on its health care business. She also advised CIGNA's group insurance and investment businesses in Connecticut.

As a member of departmental leadership teams, Ms. Ward developed and implemented strategies for and beyond these functions, creating policies and practices to guide and promote inclusive cultures across borders. She identified and implemented various initiatives to improve services while reducing costs. She also devoted considerable energy to talent development, serving as sponsor and mentor to many talents within and outside her own organizations. She was the only non-financial professional to serve on CIGNA's Financial Development Program Advisory Board, developed and led an international mentorship program for Mondelez's corporate and legal affairs department, and coached diverse law students during summer internships with Mondelez. She continues to mentor talent outside of formal programs.

After retiring from Mondelez, in January 2019 Ms. Ward joined Chicago-based Corporate Governance Partners, developers of innovative end-to-end board management software, Foresight® Pro for private companies and Foresight® Premium for public companies. As Senior Advisor, Ms. Ward and her colleagues are transforming how boards and corporate governance professionals work by building advanced technology to elevate the work of boards, especially board decision-making.

Ms. Ward received her law degree from Emory University and her B.A. in History from Yale University. She is a founding and continuing member of the Advisory Board of University of Delaware's John L. Weinberg Center for Corporate Governance. She is member of, and, as Chair of the Society for Corporate Governance 2001-2002, led the Society through the aftermath of 9/11 and the governance crises precipitated by Enron and Tyco. She is an inaugural member and Co-Chair of the Commission overseeing the Society's Certified Corporate Governance Professional credential. She served on the American Bar Association's Committee on Corporate Laws and was a long-time member and served as President of the Stockholder Relations Society of NYC. She speaks frequently on corporate governance and cultural change.