

ROYA BEHNIA

A public company c-suite executive in diverse industrial, life sciences, and technology markets with an international focus and in enterprises at varying stages of growth. Deep expertise in transformational M&A and commercial transactions, building and executing ESG within overall business strategy, corporate governance, executive compensation planning, risk alignment, crisis management, “bet-the-company” litigation, and business turnarounds. Named a 2022 Diligent Modern Governance 100 ESG, Diversity & Climate Trailblazer.

PROFESSIONAL EXPERIENCE

JELD-WEN, INC. (NYSE: JELD)

Executive Vice President, Chief Legal Officer, and Corporate Affairs (Aug 2022 – Present)

Executive Vice President, General Counsel and Chief Compliance Officer (March 2020 – Aug 2022)

- Chief legal and corporate affairs executive of publicly held global manufacturer of building products operating in over 20 countries, with \$4.7 billion in revenues and over 24,000 employees. Market leader in North America, Europe, and Australia. Lead global ESG, legal, compliance, and government relations functions based in US, UK, and Asia.
- Guide board and executive management in all complex and sensitive strategic matters, including CEO transition, activism preparation, transformational M&A, ESG strategy, high profile litigation, business turnaround, corporate governance, risk oversight, and related external and internal communications strategy. Key role in company’s stage gate process for capital allocation related to M&A.
- Resolved material and highly public antitrust litigation and currently overseeing a groundbreaking divestiture process, a first in the private US legal system; Navigated the exit of a large private equity shareholder over the course of a year and implemented subsequent protective governance changes.
- Led company’s development of ESG strategy and framework from ground zero to fully embedded in the global business in 12 months; hired company’s first sustainability and social governance officer; oversaw the development of the company’s sustainability targets; published company’s first two ESG reports; and established board oversight structure. ESG strategy now fully embedded into business strategy as a driver for future growth and employee engagement.
- Active in company’s DEI initiatives, including starting and sponsoring global network of the top 100 women leaders of the company and sponsoring the company’s first Black affinity group.

BARKERGILMORE

Senior Advisor (March 2017 – March 2020)

- Member of GC practice of boutique executive search/consulting firm.

PALL CORPORATION (NYSE: PLL)

Senior Vice President, General Counsel and Corporate Secretary (June 2012 – September 2015)

- Chief legal executive of S&P 500/Fortune 1000 complex filtration, purification and separation solutions company serving international life sciences and industrial end markets. Prior to its sale, Pall generated \$2.8 billion in revenues (70 percent outside North America), with a market cap of over \$10 billion and operations in over 40 countries in the Americas, EMEA, and APAC. Advised board on wide array of matters including annual executive compensation design in collaboration with compensation consultants, governance, enterprise risks, and cyber security.
- Led all significant global M&A and commercial transactions, including sale of the company to Danaher Corporation for \$13.8 billion, a record breaking multiple and the largest industrial deal of the prior decade; acquisitions of life sciences and industrial manufacturers based in the EU and US; and global customer and supplier alliance agreements. Key member of CEO’s M&A review committee and principal liaison with the board, financial advisors, operating executives, and counsel in all major transactions.
- Led global legal, compliance, import-export, information security, internal audit, and risk functions in the Americas, EMEA and APAC. Managed all ERM, FCPA/UK Bribery Act compliance processes, and company’s privacy and cyber security initiatives.

REWARDS NETWORK INC. (NASDAQ: DINE)

Senior Vice President, General Counsel and Secretary (August 2006 – December 2010)

- Member of executive management of Russell 2000 digital marketing/financial services company. Led all legal, human resources, compliance, risk/ERM, and real estate functions. Principal advisor to board on all major strategic matters, including bankruptcy risks, governance, shareholder activism, SEC compliance, and M&A.

- Managed competitive sale of company in going private transaction led by special board committee, including collaboration with bankers and counsel. As head of human resources, served as key adviser to compensation committee on executive compensation design and structure aligned to company strategy.
- Deep expertise in crisis management and turnaround; resolved complex class action litigation to avoid bankruptcy within first three months and oversaw business changes to minimize future risks.

SPX CORPORATION (NYSE: SPW)

Group General Counsel (August 2001 – August 2005)

- Member of executive team responsible for \$1 billion global segment consisting of diverse industrial businesses, including filtration, fluid power systems, aerospace, construction, and agricultural equipment businesses.
- Managed all international M&A and commercial transactions for segment, including business development, opportunity evaluation, due diligence, and negotiations. Principal negotiator in the divestitures of industrial platforms, in US, EU and Australia. Led acquisition teams in purchase of aerospace, filtration, heating, and construction equipment businesses in US and China; completed negotiations for Sino-Japanese joint venture boiler manufacturer in Shandong Province, China; and led negotiator in \$200 million bankruptcy auction of a specialty heating equipment manufacturer. Managed all real estate transactions, including the sale and lease of multimillion-dollar facilities globally.
- Led restructuring projects in the US, China, UK, Mexico, and Germany and established wholly owned foreign enterprises in Beijing, Shanghai, and Shandong Province. Advised on sales channel restructuring, IP management, outsourcing, human resources, and litigation.

PRIOR CORPORATE AND LEGAL POSITIONS

- Katten Muchin Rosenman (Chicago, IL), Of Counsel, (2012)
- Brunswick Corporation (NYSE: BC), Director of Litigation, (1998-2001)
- Kirkland & Ellis LLP (Chicago, IL), Partner/Associate, (1991 – 1998)

EDUCATION

UNIVERSITY OF CHICAGO LAW SCHOOL (Chicago, IL), JD with honors, June 1991

HARVARD UNIVERSITY (Cambridge, MA), AB, *magna cum laude*, in Government, June 1987

PROFESSIONAL ACTIVITIES AND HONORS

DILIGENT MODERN GOVERNANCE 100, 2022 ESG, Climate & Climate Trailblazer

MARIE COLVIN FOUNDATION, Vice President, Board of Directors (2020-Present)

UNIVERSITY OF CHICAGO LAW SCHOOL Co Chair, Women’s Leadership Network of NY (2016-2020); Lecturer in Law (2001 – 2006); Member, Visiting Committee (2001 – 2004)

THE ABA JOURNAL Contributor to “The New Normal” column, (2011 – 2020)

DIRECTWOMEN BOARD INSTITUTE (ABA) Selected to 2016 class that prepares female executives for board service

CORPORATE BOARD MEMBER MAGAZINE “Top General Counsel to Watch” Award (2013)

LANGUAGES

Farsi, Spanish