

## FACULTY BIO: MICHELE J. HOOPER

**Founder**, The Directors' Council

**Director**, PPG Industries, UnitedHealth Group, and United Continental Holdings

**Former Director**, Target Corp., AstraZeneca PLC, Warner Music Group, Seagram Co. Ltd., DaVita Corp.



**Michele J. Hooper is a highly regarded governance expert and director with significant experience leading the audit committees of several major companies.** She is founder and managing partner of The Directors' Council, which improves board independence and effectiveness by diversifying board composition and increasing the representation of women and minority directors on corporate boards.

**For more than 20 years, Hooper has served on PPG Industries' board of directors in various capacities.** She formerly chaired and served on PPG's audit committee, and now serves on the nominating and governance committee as well as the technology and environment committee. Hooper is a director on the board of United Continental Holdings and serves as chair and a member of the nominating and governance committee of UnitedHealth Group.

**Hooper is a board member and a former vice chair of the Center for Audit Quality (CAQ),** a public policy organization that serves investors and public company auditors by fostering trust and confidence in global capital markets. She is also chair of the CAQ Working Group focused on deterring and detecting financial reporting fraud. She is a senior advisor to CamberView Partners, an independent, investor-focused advisory firm for public companies.

**Throughout her career, Hooper has served on numerous, high-profile, public and private company boards.** Hooper served on the boards of AstraZeneca PLC and Warner Music Group, where she was senior independent director and chair of the audit committee. She chaired the audit committee of Target Corp., and was an audit committee member of Seagram Co. Ltd. and DaVita Corp.

**Prior to her board service, Hooper served as president and CEO of Voyager Expanded Learning and Stadtlander Drug Co. Inc.** Before joining Stadtlander, Hooper was corporate vice president of Caremark International Inc. As president of Caremark's International Business group, she was responsible for the expansion of Caremark into Europe, Canada, and Japan. Hooper began her career at Baxter International and as president of Baxter Canada, the country's largest health care and laboratory supplies company.

**Hooper is a frequent panelist, speaker, faculty member, and boardroom advisor on governance and board committee issues.** She is currently the president of the NACD Chicago Chapter, has previously served on NACD's national board, and acted as a commissioner of the NACD Blue Ribbon Commission from 2004 through 2012, where she provided expert guidance and oversight on topics such as board-shareholder communications, director liability, risk oversight, and board evaluations. In 2010, she cochaired the Blue Ribbon Commission on Audit Committees. In 2017, Hooper was named NACD Director of the Year as a result of her "knowledge, leadership, and excellence in corporate governance."

**Hooper is a certified public accountant and holds a BA in Economics from the University of Pennsylvania, as well as an MBA in Finance and Accounting from the University of Chicago.** She is a member of numerous professional organizations, including these: The Economic Club of Chicago, the Commercial Club of Chicago, the World President's Organization (WPO), the Executive Leadership Council (ELC), The Committee of 200 (C200), and The Chicago Network.