

WBENC

Join Forces. Succeed Together.

MARCH BOARD BOOK

Board of Directors Meeting
New Orleans Marriott
Balcony I, J, K
New Orleans, LA

March 21, 2017

All materials for this and future Board meetings are available to all Board members at the private Board Extranet site: <http://www.wbenc.org/extranet-board>

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**Women's Business Enterprise National Council
Board of Directors Meeting
March 21, 2017 – 9:00am-12:00pm
New Orleans Marriott
Balcony I, J, K**

AGENDA

8:30AM	BREAKFAST	
9:00 AM	BOARD CHAIR'S REPORT <ul style="list-style-type: none">• Approval of Meeting Minutes (11-2016)	THERESA HARRISON
9:15 AM	NOMINATING COMMITTEE REPORT <ul style="list-style-type: none">• Board Member Replacement Vote• Committee Activities	CLINT GRIMES
9:35 AM	PRESIDENT & CEO'S REPORT	PAMELA PRINCE-EASON
9:55 AM	TREASURER'S REPORT FINANCE COMMITTEE REPORT AUDIT COMMITTEE REPORT	LARRY CALDWELL BARBARA CARBONE
10:10 AM	AMBASSADORS IN ACTION	DEBRA JENNINGS-JOHNSON
10:25 AM	STRATEGIC PLANNING REPORT	LAURA TAYLOR
11:00 AM	CERTIFICATION COMMITTEE & DIGITIZATION UPDATE LEADERSHIP COUNCIL WOMEN'S ENTERPRISE LEADERSHIP FORUM	CANDACE WATERMAN ROZ LEWIS CHERYL SNEAD
11:55 AM	CLOSING COMMENTS	THERESA HARRISON
12:00 PM	MEETING ADJOURNS	

**Minutes of the November 16, 2016
WBENC Board Meeting**

**Submitted for Approval
During the March 2017
Board Meeting**

Women's Business Enterprise National Council
Board of Directors Meeting
November 16, 2016 – 9:00AM - 12:00PM
Westfields Marriott Washington Dulles
Grand 5 & 6

Meeting Roster		
1. Board Chair	Theresa Harrison, EY	Present
2. President and CEO	Pamela Prince-Eason, WBENC	Present
3. Counsel	Jorge Romero, K&L Gates	Present
Corporation Corporate Members		
4. Accenture	Al Williams	Authorized Designee
5. Altria Group, Inc.	VACANT	Notified Absent
6. AT&T	Alithia Bruinton	Present
7. Avis Budget Group, Inc.	Lynn Boccio	Notified Absent
8. Bank of America	Barbara Kubicki-Hicks	Present
9. BP America	Debra Jennings-Johnson	Present
10. Chevron	Paula Gibson	Authorized Designee
11. Dell Inc.	VACANT	Notified Absent
12. Energy Future Holdings (Vistra)	VACANT	Notified Absent
13. ExxonMobil Corporation	Linda Sexton	Present & Guest
14. Ford Motor Company	Renee Jones	Present
15. GM	David Drouillard	Notified Absent
16. IBM Corporation	Michael Robinson	Notified Absent
17. Johnson & Johnson	Beverly Jennings	Present
18. JP Morgan Chase & Co.	William Kapfer	Present
19. KPMG LLP	Barbara Carbone	Present
20. Macy's, Inc.	John Munson	Present
21. ManpowerGroup	Nancy Creuziger	Present
22. Marriott International, Inc.	Dominica Groom	Present
23. Microsoft Corporation	Fernando Hernandez	Notified Absent
24. Motorola Solutions	Lisa Stenglein	Authorized Designee
25. Nationwide Inc.	Pamela Pesta	Present
26. Nokia	Mark Artigues	Present
27. Office Depot/Office Max	VACANT	
28. PepsiCo, Inc.	Larry Caldwell	Present
29. Pfizer Inc	Mike Hoffman	Authorized Designee
30. Pitney Bowes Inc.	Laura Taylor	Present
31. Raytheon	Benita Fortner	Present
32. Robert Half	Kathleen Trimble	Present
33. Shell	Debra Clark Stewart	Present
34. The Coca-Cola Company	Eyvon Austin	Present
35. The Home Depot	Sylvester Johnson	Present
36. Time Warner Inc.	Clint Grimes	Present
37. United Airlines	Ruby McCleary	Notified Absent
38. UPS	Estrella Cramer	Present
39. Verizon	Sandy Nielsen	Notified Absent
40. W.W. Grainger	Julie Cooke	Present
41. Walmart Stores, Inc.	Michael Byron	Present

Leadership Council Members		
42. WBDC of FL	Nancy Allen	Present
43. WBEC PA-DE-sNJ	Geri Swift	Notified Absent
44. WBCS	Debbie Hurst	Present
45. CWE	Susan Rittscher	Present
46. WBDC Chicago	Emilia DiMenco	Notified Absent
47. GWBC	Roz Lewis	Present
48. WPEO-NY	Marsha Firestone, Ph.D.	Present
49. GLWBC	Michelle Richards	Present
50. WBEC West	Pamela Williamson, Ph.D.	Present
Forum Members		
51. CRC Group, Inc.	Patricia Rodriguez-Christian	Present
52. ALOM	Hannah Kain	Present
55. Arbill	Julie Copeland	Present
53. Banneker Industries	Cheryl Snead	Present
54. Consumer & Market Insights	Royalyn Reid	Present
56. Highroad Press	Hallie Satz	Present
57. JURISolutions	Cindy Towers	Notified Absent
57. MYCA	Patti Massey	Present
58. Private Eyes, Inc.	Sandra James	Present
60. Trans-Expedite, Inc.	Keeli Jernigan	Present
Expert Members		
61. Bristol-Myers Squibb	Farryn Melton	Authorized Designee
62. Past Chair Emeritus	Cheryl Stevens	Present
63. ACT-1 Group	Janice Bryant-Howroyd	Present
WBENC Staff		
Controller	Valerie Bunns	Present
VP, Marketing	Pat Birmingham	Present
Chief of Staff, Certification & Program Operations	Candace Waterman	Present
Senior Director, Human Resources	Jill Sasso	Present
Regional Partner Organization		
ASTRA	Diane McClelland	Notified Absent
ORV-WBC	Sheila Mixon	Present
WBEA	April Day	Present
WBEC South	Phala Mire	Present
WPEO-DC	Sandra Eberhard	Present
Board of Director Guests & Representatives		
Accenture	Nedra Dickson	Present
Bristol-Myers Squibb	Rondu Vincent	Present
Chevron	Dave Feldman	Present
Dell	Piyush Bhargava	Present
ExxonMobil	Doug Fisher	Present
Motorola	Rosa Botello	Present
Pfizer	Erik Meader	Present
Energy Future Holdings (Vistra)	Phil Seidler	Present

CALL TO ORDER: Board Chair Theresa Harrison called the meeting to order at 9:07am.

A Quorum was established - see Attendance sheet.

Ms. Theresa Harrison:

- Opened the meeting by thanking everyone for traveling to Virginia.
- Noted that copies of the WBENC Annual Report were on all tables in the room for board members to review.
- Asked if there were any corrections to the June 2016 Board meeting minutes. There were none.

Following a motion by Ms. Cheryl Snead and a second by Ms. Barbara Kubicki-Hicks the meeting minutes from the June 2016 board meeting were accepted and unanimously approved. There was no opposition; no further discussion.

NOMINATING COMMITTEE REPORT

CLINT GRIMES

Full details can be found in Board Book

- Expressed gratitude to the Nominating Committee for their work in reviewing and approving the current candidate slate for submittal to the board. Mr. Grimes reviewed corporate nominations for existing board seats, corporate re-nominations for existing board seats, open corporate board seats, corporate seats available, Forum nominations to the board and Leadership Council nominations to the board. Board demographics were reviewed to outline changes in board composition with the current slate of candidates as proposed.
- The three candidates nominated for existing corporate board seats as well as the candidate nominated for the open Leadership Council seat were asked to leave the room. A vote was taken to approve the full slate of candidates. All were in favor of approving the candidates to the board; none were opposed. The candidates were asked to return to the board meeting.

Following a motion by Ms. Barbara Kubicki-Hicks and a second by Mr. Michael Byron, the full slate of board candidates as recommended by the Nominating Committee was unanimously approved; no opposition; no further discussion.

- Ms. Theresa Harrison thanked Linda Sexton and Keeli Jernigan for their service on the board as their terms come to an end.
- Mr. Clint Grimes then directed everyone to the Resolution Approving Increase in Size of the WBENC Board of Directors, provided to all directors prior to the board meeting per the by-laws on 11/4/2016 via email. Mr. Grimes reminded the group that all board members were also invited to attend a board phone call on 11/10/16 to voice any concerns or questions regarding the resolution. Mr. Grimes briefly reviewed the supporting reasons for the resolution and opened the floor for any questions by board members. There were none.
 - *Reference PowerPoint*

Following a first by Ms. Debbie Hurst and a second by Mr. John Munson the motion was unanimously approved; no opposition; no further discussion.

RESOLUTION APPROVING INCREASE IN SIZE
OF THE WBENC BOARD OF DIRECTORS

WHEREAS, pursuant to the applicable Bylaws of this corporation, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Written Consent:

NOW, THEREFORE, BE IT RESOLVED that the undersigned Directors of this corporation hereby consent to, approve and adopt the following:

INCREASE IN SIZE OF BOARD; APPOINTMENT OF DIRECTORS.

WHEREAS, Article IV, Section 4.2, of the Bylaws of this corporation provides that the authorized number of directors of this corporation shall not be less than three (3) nor more than fifty-eight (58); the Bylaws further provide that the exact number of directors shall be fixed within the limits specified above by a duly adopted resolution of the Board of Directors.

WHEREAS, Article IV, Section 4.2 of the Bylaws of this corporation also provide that the Chair of the Board may appoint up to three “expert” members to serve at the pleasure of the Chair.

WHEREAS, the Board of Directors desires to increase the exact number of directors currently fixed within the limits set forth above from fifty-eight (58) to one hundred (100).

WHEREAS, the Board of Directors desires to increase the number of “experts” that the Chair of the Board may appoint from three (3) to five (5).

NOW, THEREFORE, BE IT RESOLVED, that the exact number of authorized directors fixed within the limits specified above be, and hereby is, increased from fifty-eight (58) to one hundred (100).

RESOLVED FURTHER, that the number of “experts appointed by the Chair of the Board be, and hereby is, increase from three (3) to five (5).

RESOLVED FURTHER, that the directors of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said directors shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions.

This consent by a majority vote of the Board of Directors shall be filed in the Meeting Minutes Book of this corporation and become a part of the records of this corporation.

Full details can be found in Board Book.

- Thanked Mr. Clint Grimes, Ms. Jill Sasso and the Nominating Committee members for their great work thus far and in the upcoming year.
- Noted July through November had been very busy due to the Digitization launch and planning for the WBENC 20th Anniversary in 2017. Stated there had been a lot of progress on the 3 major campaigns: Act Intentionally, Hes 4 Shes and Women Owned.
- Also noted the 2016 Tuck program was a big success and thanked Mr. Michael Robinson and IBM for their sponsorship of the program and the new Advanced Tuck program coming in 2017.
- Recapped the outage WBENC experienced due to the fire across the street from the Washington, D.C. office in August and thanked Ms. Pat Birmingham for her leadership and response during the outage as well as the WBENC staff for their efforts in restoring all documents. Also thanked Dell for their assistance in the recovery efforts. Ms. Prince-Eason shared that WBENC currently has a full IT study underway, working with our corporate technology partners to identify better, more secure storage solutions and reduce organizational risk.
- Thanked Ms. Jill Sasso, WBENC Sr. Director of HR, for completion of the Benefits Review and benchmarking, noting the organization has been able to obtain more robust benefits at a reduced cost for 2017. Ms. Prince-Eason stated that Ms. Barbara Carbone and Mr. Larry Caldwell are aware of all current benefit plans and changes and asked board members if there were any questions. There were none.
- Also noted Capital One has been assisting with facility research in relation to the expiration of WBENC's lease on the current office space in Washington, D.C. in 2018. Ms. Prince-Eason shared that Capital One is assisting WBENC in understanding the "office of the future" and determining the location of the WBENC headquarters in the future.
- Shared that Ms. Candace Waterman is serving on the board of Essence Magazine, partnering with the nationally recognized magazine to promote African-American women entrepreneurs.
- Recapped visits to local RPO and corporate member events in the last 2 quarters of 2016 by herself and Ms. Theresa Harrison, WBENC Board Chair.
- Gave a brief update on the Legacy of Leaders initiative, recapping the two groups in the Legacy of Leaders – Women of Distinction and the EnCORE Advisory Group. Also updated everyone on the formal kickoff meeting the Women of Distinction held the day prior to begin establishing goals for the group.
- Ended by reviewing the progress of the Brand RFP and Network Task Force Growth and Alignment process currently underway to evaluate the possibility of a more cohesive branding of the organization and a possible change to the current membership structure for corporate members. Ms. Marsha Firestone raised questions on the timeline and the purpose of the study. Ms. Prince-Eason noted the original timeline called for the winning RFP respondent to be notified by 12/1/2016 and next steps in evaluating a branding change would likely begin January 1, 2017. Ms. Prince-Eason also shared that prior feedback received from people in and outside of the WBENC network indicated there was confusion on whether the RPO's and WBENC are related. Ms. Laura Taylor also responded, stating the objective in completing the RFP study was to evaluate and understand if there was value in an organizational branding change. Ms. Taylor stated the twelve semi-finalists in the RFP process presented convincing evidence showing confusion by many in perception of the RPOs' relationship to the national organization. Ms. Taylor shared that during the 11/15/2016 meeting, the Leadership Council showed general overall support for the change with some concerns and further stated that if the recommendation was to move forward with a branding change, it would be implemented in phases with mindfulness of the impact to the RPO's. Ms. Taylor reminded everyone that all RPO leaders had been invited to attend the RFP meetings to review the responses, but only a few attended. Ms. Firestone stated she would like to see the proposals of all 12 semi-finalists. Ms. Barbara Carbone asked if there would be a cost estimate provided including cost of changes and cost benefits and Ms. Taylor responded that would be part of the proposal.
 - Ms. Theresa Harrison reminded everyone that the RFP process was exploratory at this time and no final decisions have been made. Ms. Alithia Bruinton, Ms. Debbie Hurst and Ms. April Day voiced their support for the evaluation and possible change. Ms. Michelle Richards also voiced her support but asked that the organization use care in evaluating the financial impact to the 14 RPO's.

- Ms. Debra Jennings-Johnson stated the importance of WBENC showing the ROI for members in light of budget competition. Ms. Barbara Kubicki-Hicks stated a brand is more than a logo and important in how we approach those not currently in the network. Ms. Linda Sexton shared her experience in a brand change with ExxonMobil and stated it is critical this be evaluated for the future of the organization.
- Ms. Prince-Eason thanked everyone for sharing their thoughts and thanked Ms. Firestone for her questions, stating the group will continue to work on the process together.
- Reviewed ppt. slides outlining 2017 plans for Summit & Salute and the National Conference and Business Fair, celebrating the WBENC 20th anniversary.

TREASURER-FINANCE COMMITTEE REPORT

LARRY CALDWELL

Full details included in Board Book and presentation on Board Extranet site.

- Thanked the Finance Committee and WBENC Finance team for all of their work and stated it is a pleasure to lead such a great team.
- Reported on YTD October 2016 financial results, stating year-end revenue is projected to be slightly above original budget. Also stated commitment to meet or exceed the original 2016 budgeted net income amount remains strong.
- Shared results from 2015 Audit and 2015 Form 990 submission on behalf of the Audit Committee, stating WBENC received a clean/unqualified opinion with a net income of \$195K. Also reported that there were no changes to the 2015 Form 990.
- Referred all board members to copies of the 2017 Budget distributed prior to meeting and reviewed the 2017 Recommended Budget in detail. Stated the financial plan for 2017 is to have a balanced budget due to investment in 20th Anniversary Activities.
- Reviewed UNA Reserve Projection, sharing that WBENC should reach its goal of 6 months of UNA operating balance in or around the year 2020.
- Shared the new WBENC Investment Policy Statement which encompasses guidelines and objectives for prudent management of WBENC financial assets, stating it was approved by the Finance Committee on 10/28/2016.
- Asked if there were any questions.
 - Ms. Beverly Jennings asked what the result would be if WBENC reached a milestone attendance of 5000 attendees at the NCBF. Ms. Pamela Prince-Eason responded that the current planning is based on 4500 attendees and the sway in revenue due to an additional 500 would vary greatly depending on whether they were sponsors or just attendees.

Following a motion by Ms. Barbara Kubicki-Hicks and a second by Ms. Alithia Bruinton, the 2017 Annual Budget was approved. All in favor; none opposed.

RESOLVED, the 2017 Annual Budget was unanimously approved.

- *Reference PowerPoint*

AMBASSADORS IN ACTION

DEBRA JENNINGS-JOHNSON

- Asked all new board members to stand and recognized them as the newest Ambassadors for WBENC.
- Reviewed 2016 highlights including outreach by Ambassadors that has resulted in new members and current hot prospects whom Ambassadors are assisting in communications with.
- Also reviewed 2016 meeting topics covered and invited all board members to attend 2017 meetings and propose topics for meetings.
 - *Reference PowerPoint*

DIGITIZATION UPDATE

CANDACE WATERMAN

Full details included in Board Book.

- Ms. Theresa Harrison shared her pride in the WBENC Certification team and RPO teams for the success of the digitization project and encouraged all board members to take one of the training sessions.
- Ms. Candace Waterman gave a full update on the digitization project using the de Bono Six Thinking Hat Process.
- Also shared all updated stats including number of applications submitted, fastest start-to-submit time and payment methods used.
- Ms. Pamela Prince-Eason thanked all RPO's for their contributions to the implementation process.
 - *Reference PowerPoint*

STRATEGIC PLAN – PHASE II UPDATE

LAURA TAYLOR

Full details included in Board Book.

- Welcomed new board members and stated she would send prior Network Task Force updates to bring them up to speed.
- Gave a brief recap on the three objectives of the Network Task Force: CORE, Growth and Governance. Also briefly reviewed progress and timeline for completion of goals within each objective.
- Updated everyone on the sub-team led by Mr. Larry Caldwell, which is looking at WBENC and the 14 RPO's to gather information on membership structure. Once the data collection is complete, Larry and the sub-team will synthesize the data and present options and recommendations on dues structures. The objective is to have recommendations, if any, by June in order to meet the budget timeline for all parties. Laura also thanked the Leadership Council, Ms. Cheryl Stevens, Ms. Pamela Prince-Eason the WBENC staff and Ms. Theresa Harrison for their work on the project.

LEADERSHIP COUNCIL

ROZ LEWIS

Full details included in Board Book.

- Thanked Ms. Laura Taylor for being the guiding light for the Leadership Council in the ongoing Network Task Force work.
- Shared that the organization is on track to meet the goal of 14,000 WBE's by December 2016.
- Stated the Leadership Council and the Forum had a robust meeting the day prior and thanked Cheryl Snead.
- Finished by stating the organization must remain focused on the growth of WBE's.

WOMEN'S ENTERPRISE LEADERSHIP FORUM

CHERYL SNEAD

Full details can be found in Board Book.

- Shared that the Forum meetings on 11/15/2016 and 11/16/2016 are the last of 2016 and there were over 100 attendees.
- Recognized Ms. Julie Copeland, Ms. Debbie Hurst and Ms. Roz Lewis for sharing best practices with the Forum members and stated the WBE's really appreciated their time and expertise.
- Expressed her gratitude for the new WBENCLink 2.0 and stated she has received very positive feedback from WBE's.
- Shared her gratitude to IBM and Michael Robinson for sponsoring the advanced Tuck program beginning in 2017.
- Thanked Ms. Benita Fortner for serving as the corporate liaison to the Forum and for assisting in putting together the speakers for the 11/15 and 11/16 Forum meetings which were focused on doing business with the government.

CLOSING-MEETING ADJOURNMENT

THERESA HARRISON

- Shared that one of the main objectives focused on by the Extended Executive Committee during the October 2016 retreat was succession planning. Because the WBENC committees is where the majority of the board's work gets done, she encouraged all to take an active role in the committees. Theresa also asked the Committee Chairs to fill Vice Chair roles.
- Reviewed Extended Executive Committee changes in roles including Ms. Barbara Kubicki-Hicks' appointment to the 1st Vice Chair role, Ms. Debra Jennings-Johnson to 2nd Vice Chair, Mr. David Drouillard to Secretary of the Executive Committee, Ms. Debra Stewart to Certification Committee Chair, Ms. Kathleen Trimble to Certification Committee Vice Chair, and Mr. Bill Kapfer to Marketing Committee Vice Chair.
- Theresa asked if there were any further open items.
 - Ms. Pat Birmingham reminded everyone that the "go live" date for registration for both 2017 events is 12/1/2016.

- Ms. Pamela Prince-Eason reminded everyone of the 2017 Sponsorship Brochure and also mentioned the Legacy of Leaders retreat planned for all board and Legacy of Leaders members at Nemaocolin Woodlands Resort tentatively being planned August 13th-15th, 2017. Pam asked if anyone had any known conflicts with the dates.
- Ms. Pat Birmingham also mentioned the new Insights platform and corporate member benefit of posting “How To Do Business With (corp. name)” as well as content on specific topics.
- Ms. Candace Waterman stated that a Government Task Force is forming for 2017 and asked anyone interested in serving on the task force to reach out to her.

Following a motion by Ms. Barbara Kubicki-Hicks and a second by Ms. Debra Jennings-Johnson the meeting was adjourned.

MEETING ADJOURNED AT 11:45am

AMENDED AND RESTATED BYLAWS
OF
WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL, INC.

Article I

Name

The name of the corporation is the Women's Business Enterprise National Council, Inc. ("WBENC" or the "Corporation").

Article II

Purposes of the Corporation

Section 2.1. The Corporation has been organized for the purposes specified in its Articles of Incorporation, namely: The Corporation is comprised of regionally focused women's business organizations, representative women's business enterprises and corporate representatives who establish policy and validate procedures to provide a national certification standard for women-owned businesses, thereby increasing procurement opportunities available to such firms. The Corporation will be known for the high quality standards it maintains, its dedication to strengthening the market share of women-owned businesses, and excellence in service to its constituents. The Corporation will conduct such other programs as it determines, from time to time, will increase the economic viability and growth of businesses owned by women. Such programs will be designed to stimulate the economy of the communities in which these businesses are located and further the economic development of women. The Corporation is organized exclusively for educational and charitable purposes.

Section 2.2. In furtherance of the foregoing purposes, subject to the limitations set forth in its Article of Incorporation, the Corporation shall have and may exercise all of the powers set forth in Section 505 of the District of Columbia Nonprofit Corporation Act, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by law.

Section 2.3. The Corporation has been formed and shall be operated so as to qualify as a charitable organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Article III

Offices and Registered Agent

Section 3.1. Offices. The Corporation shall maintain continuously in the District of Columbia a registered office at such place as may be designated by its Board of Directors (the "Board") or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board.

Section 3.2. Agent. The Corporation shall maintain continuously within the District of Columbia a registered agent, which agent shall be designated by the Board or the President.

Section 3.3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act (the "Act") and as provided in these Bylaws.

Article IV

Board of Directors

Section 4.1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled, and directed by the Board. The Board shall have, and may exercise, any and all powers provided in the Corporation's Articles of Incorporation or the Act which are necessary or convenient to carry out the purposes of the Corporation. Except as limited by these Bylaws or by the Act, the Board may by resolution delegate its powers to the officers of the Corporation and to committees.

Section 4.2. Composition of the Board

A. Number and Categories. The number of Directors constituting the Board shall be fixed by resolution of the Board, but shall not be less than three or more than one hundred. Two-thirds of the Directors in office will be drawn from businesses that are dues-paying members of the Corporation in good standing ("Corporate Directors"); the remaining one-third will consist of equal numbers of representatives of Women's Regional Partner Organizations ("RPOs") who provide the WBENC certification ("RPO Directors") and women business owners whose companies have been certified by an RPO ("WBE Directors"). The qualifications of each category of Director are set forth in Article IV, Section 4. In addition, the Chair of the Board may appoint up to five "expert" Directors to serve at the pleasure of the Chair (the "Appointed Directors"). The Corporate Directors, the RPO Directors, the WBE Directors and the Appointed Directors are referred to collectively as the Directors. A Corporate member is in good standing when it is current in the payment of its membership dues to the Corporation.

B. Terms. Each Director shall serve a term of three years. The term of a Director shall sooner terminate upon his or her death, resignation, disqualification, removal, or as otherwise provided in these Bylaws. A Director whose term has expired may be reappointed to a

new term without limitation. The Directors shall be divided into three classes so that the terms of approximately one third of the Directors expire each year.

C. Board Vacancies. Any vacancy in the Board (with the exception of Appointed Directors), including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors comprising the Board, shall be filled by a majority vote of the remaining Directors in office, even though less than a quorum. Any representative of a Corporate member in good standing, top executive of an RPO or a Forum member WBE owner that, if elected, would meet the qualifications set forth in Article IV, Section 4 may be nominated for a Board vacancy. The Nominating Committee shall from time to time request that nominations be submitted with such supplementary information as the Nominating Committee or the Executive Committee shall determine. The Nominating Committee shall review the nominees and shall recommend nominees to the Executive Committee. If the Executive Committee approves such nominees, the Executive Committee shall submit the nominees to the Board for a vote. If any selection of the Nominating Committee is rejected by the Executive Committee or by the Board, the Executive Committee or the Board, as the case may be, may direct the Nominating Committee to present another nominee. A nominee shall be elected to the Board if she or he receives the vote of a majority of the Directors at a meeting at which a quorum is present, provided that the Directors may hold one vote on the group of nominees presented to the Board.

D. Resignation. A Director may resign at any time by giving notice thereof in writing to the President of the Corporation, who shall promptly advise the Executive Committee.

E. Removal; Disqualification. A Director may be removed, with or without cause, by a vote of three-quarters the other Directors in office. A Director's service shall terminate prior to the expiration of his or her term when: (i) in the case of a Corporate Director,

the corporation's WBENC membership lapses, terminates or is no longer in effect, or if the Director is no longer an employee of the Corporate member he or she represented on the Board; (ii) in the case of an RPO Director, if the RPO's Service Agreement with the Corporation lapses, terminates, or is no longer in effect or if the organization ceases to be a member in good standing of the Leadership Council, or if the RPO Director no longer is employed by the RPO; and (iii) in the case of a WBE Director, if her firm's WBENC certification as a women's business enterprise lapses, terminates, or is no longer in effect or if she ceases to be a member in good standing of the Women's Enterprise Leadership Forum. As used herein, the terms "Council" and "Forum" shall mean respectively the Leadership Council and the Women's Enterprise Leadership Forum.

G. Board Chair and Vice-Chair; Duties. The Board from time to time shall elect one Director as Chair of the Board (the "Chair") and one Director as First Vice-Chair of the Board (the "First Vice-Chair"). The Chair may, in his or her discretion, appoint one Director as Second Vice-Chair of the Board (the "Second Vice-Chair"). The Chair and each Vice-Chair shall serve at the pleasure of the Board for a term not to exceed three years from the date of election as Chair or First Vice-Chair or appointment as Second Vice-Chair, as the case may be. The Chair shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board or the Executive Committee. The First Vice-Chair shall preside, in the absence of the Chair, at meetings of the Board and shall perform such other duties as may be required of him or her by the Board or the Executive Committee. The Second Vice-Chair, if any, shall preside, in the absence of both the Chair and the First Vice-Chair, at meetings of the Board and shall perform such other duties as may be required of him or her by the Chair. Except for the Executive Committee, the Chair, after consultation with the Executive Committee, shall appoint the chairs of all Board

committees, each of whom shall be a Corporate Director, except for the Chair of the Council and the Chair of the Forum, who shall be an RPO Director and a WBE Director, respectively. The Chair shall also have the authority (a) to designate such subcommittees of the committees named in these Bylaws and such task forces as the Chair may consider necessary or advisable in furtherance of the interests of the Corporation, and (b) to name the chairs or leaders thereof.

Section 4.3. Meetings of the Board.

A. **General.** Regular and special meetings of Directors and the annual meeting of the Board (as well as notices thereof provided) shall be held in accordance with the requirements set forth in this Section 3. Regular meetings of the Board that the directors attend in person shall be held no less than three times a year. Regular and special meetings of the Board (or of a committee of the Board) may be held via teleconference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

B. **Regular Meetings.** The time and place of all regular meetings of the Board shall be designated by the Chair in the notice of the meeting. Regular meetings of the Board may be held within or without the District of Columbia.

C. **Special Meetings.** Special meetings shall be called at the discretion of the Chair, at the request of seven (7) Directors in office, or at the request of the President. A special meeting may be held at such place and in such manner as provided in the notice thereof.

D. **Notice.** Not less than fourteen (14) days notice shall be given to each Director of a regular meeting of the Board. The notice of the meeting shall specify the date, time and place of the meeting. Except for a special meeting or as otherwise provided in Article IX of these Bylaws, a notice of a meeting need not specify the purpose for the meeting or the business

to be conducted. Not less than five (5) days notice shall be given for a special meeting of the Board and the notice thereof shall state the specific purpose(s) of the meeting.

E. Method of Meeting Notices. All notices must be either delivered personally to each Director, mailed via U.S. mail, delivered via electronic mail, or sent by facsimile to the Director's business address, or electronic mail address or facsimile number as appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered three days after it is deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given or delivered by electronic mail or by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board by written statement filed with the Board Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, unless a Director states at the beginning of the meeting that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

F. Quorum. One-third of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.

G. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

H. Informal Action. Any action required by law or otherwise permitted to be taken at any meeting of the Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and a consent in writing, setting forth the

action so taken, shall be signed by all the Directors. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Corporation.

Section 4.4. Definition of Board Categories; Eligibility.

A. Corporate Director. A Corporate Director shall be a representative of a Corporate member in good standing.

B. RPO Director. An RPO Director shall be the chief executive officer or the chair of the board of directors of an organization that is authorized to certify a firm as a WBENC-certified women's business enterprise pursuant to an agreement with WBENC conveying such authority that is currently in effect and designating the organization as a WBENC Regional Partner Organization (referred to in these Bylaws as a "Service Agreement").

C. WBE Director. A WBE Director shall be the highest ranking woman in the firm that has a current WBENC-certification as a women's business enterprise and that is a member in good standing of the Forum.

Article V

Committees

Section 5.1. Committees of the Board. The Board shall have an Executive Committee and such other committees as shall be authorized by the Board resolution from time to time, each of which shall have the authority as provided in these Bylaws or in the authorizing Board resolution.

A. Executive Committee. The Executive Committee shall consist of the Chair; the Vice-Chair, and, at the option of the Chair, a second Vice-Chair; the Immediate Past Chair; the President, the Secretary and the Treasurer; and the chairs of each of the following committees or the successors to such committees: the Council, the Forum, the Certification Committee, the Nominating Committee, the Member Services and Programs Committee; the Corporate Membership and Revenue Generation Committee; and the Marketing, Communications and Brand Management Committee. The Chair of the Board shall also be Chair of the Executive Committee. The Board may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chair of the Board. Except as otherwise required by law or these Bylaws, the Executive Committee shall have the full authority of the Board for the management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it, except when the Board is in session. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when required. Vacancies in the Executive Committee shall be filled by the Board at a regular or special meeting.

B. The Leadership Council. The Leadership Council (herein, the "Council") is comprised of RPO Directors and the chief executive officer or the board chair of each RPO. In addition to such obligations and functions as may be expressly provided for, or delegated to the Council by the Board, the Council shall from time to time report to and advise the Board on corporate affairs within its particular area or responsibility and interest. The chair of the Council shall be elected by the Council in accordance with procedures approved by the Executive Committee and the result of such election shall be submitted to the Executive Committee for ratification.

C. Women's Enterprise Leadership Forum. The National Women's Enterprise Leadership Forum (herein, the "Forum") is comprised of WBEs that have been nominated either as a representative of an RPO where they serve on an RPO's local forum or have been nominated by a Corporate member with whom they are doing business at the time of their nomination. In addition to such obligations and functions as may be expressly provided for, or delegated to the Forum by the Board, the Forum shall from time to time report and advise the Board on corporate affairs within its particular geographic area or industry and interest. The chair of the Forum shall be elected by the Forum in accordance with procedures approved by the Executive Committee and the result of such election shall be submitted to the Executive Committee for ratification.

D. Audit Committee. The Audit Committee shall be composed of persons knowledgeable about financial matters who are not officers or employees of the Corporation. The Audit Committee shall recommend to the Executive Committee for its approval the appointment of a firm of independent public accountants (the "auditors") to examine and audit the accounts of the Corporation as the Audit Committee may recommend for the financial year in respect of which such appointment is made. The Audit Committee shall submit to the Board as

soon as may be convenient following the conclusion of each such examination and audit a written report thereof. Further, the Audit Committee shall review matters associated with the internal financial controls of the Corporation and the management of risk and generally oversee the financial activities of the Corporation and the Corporation's chief financial officer. The Audit Committee shall meet periodically with the auditors.

E. Compensation Committee. The Chair may from time to time appoint not more than three Directors to a Compensation Committee. The Compensation Committee shall periodically review the salary and benefit plans or arrangements for chief executive officers of non-profit corporations whose operations and budgets are reasonably similar in scope and size to the Corporation's and report its findings to the Chair. Further, as may be requested by the Executive Committee, the Compensation Committee shall make, or cause to be made, special studies and reports pertaining to the Corporation's compensation and benefits policies and practices and, following consultation with the President, to present to the Executive Committee its views or recommendations with respect to changes therein.

F. Finance Committee. The membership of the Finance Committee shall consist of the Chair, the Treasurer, the Chair of the Audit Committee and such other Corporate Directors, RPO Directors and WBE Directors, as designated by Board resolution. The Finance Committee shall have the responsibility and authority to oversee and provide guidance with regard to WBENC financial matters including, but not limited to, accounting, bookkeeping and financial reporting, tax filings, WBENC banking and investing activities and related policies and procedures. The Finance Committee shall be consulted and provide input to the President, the Executive Committee, and the Compensation Committee on the financial effects of current and future WBENC compensation, benefit and human resources arrangements, plans, policies or

procedures. The Finance Committee shall work with the President to develop the Corporation's annual budget, approve the proposed budget prior to its submission to the Executive Committee and to the Board and monitor the financial performance of the Corporation against its approved budget. The Finance Committee shall also act in an advisory role to other Board committees with respect to finance-related activities. The Finance Committee shall keep written minutes of its deliberations and such minutes shall be signed by each committee member.

G. Certification Committee. The membership of the Certification Committee shall consist of Corporate Directors, representatives of WBEs, and representatives of RPOs. The Certification Committee shall develop and recommend to the Board standards and procedures for certifying a company as a WBENC-certified WBE. The Certification Committee shall also maintain certification standards and procedures approved and adopted by the Board and serve as a resource to RPOs with regard thereto. The Certification Committee shall advise the Board on issues of interpretation pertaining to the WBENC certification standards and procedures and shall hear and adjudicate appeals filed with the committee regarding certification denials.

Section 5.2. Other Committees. The Board by resolution may designate and appoint one or more committees in addition to those provided for in these Bylaws to assist the Board in carrying out the purposes of the Corporation. Each such committee shall be comprised of Corporate Directors or other representatives of corporate members, and representatives of RPOs and of the Forum. Each committee shall consist of not less than three persons, and the Board shall establish by resolution the mandate and membership of each such committee.

Section 5.3. Limitations. No committee (including, for purposes of this Section 3, the Executive Committee) shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation, authorizing the sale,

lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation, adopting a plan or merger or consolidation with another corporation; authorizing the voluntary dissolution of the Corporation; or amending, altering, or repealing any resolution of the Board that by its terms provides that it shall not be altered, or repealed by such committee. Further, no committee shall have the authority to decrease their own number or alter the required qualifications or remove any Director from the committee by its own action. The designation and appointment of any committee of the Board and the delegation thereto of authority shall not affect the oversight and policy-making power of the Board with respect to the operations and mandate of all committees. Further, the designation and appointment of any such committee shall not relieve the Board (or any individual Director) of any responsibility imposed upon it (or him or her) by law.

Section 5.4. Manner of Acting. Unless otherwise provided in these Bylaws or in the resolution of the Board establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws or rules adopted by the Board. The Council, the Forum, and any other committee may adopt rules for its own governance not inconsistent with these Bylaws or rules adopted by the Board; provided however, that all such rules of governance shall be first be approved by the Executive Committee.

Section 5.5. Attendance by the President. The President of the Corporation shall be an *ex officio* member of all committees of the Board and shall be entitled to participate in meetings of the Board, the Executive Committee, and all other committees, but shall not be entitled to vote in his or her capacity as President.

Article VI

Officers

Section 6.1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer, and such other Officers as may from time to time be deemed advisable by the Board. Officers shall be elected by the Board. Except for the President, officers may, but need not, be Directors. Any two or more offices may be held by the same individual, except for the offices of President and Secretary, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two or more Officers.

Section 6.2. All of the Officers of the Corporation shall hold their offices for such terms, not in excess of three years, as shall be determined from time to time by the Board, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board. Following consultation with the Compensation Committee and authorization by the Executive Committee, the Chair may execute employment agreements with the President and any other officer of the Corporation, provided that, the term of any such agreement with an Officer or employee that is not employed at will shall not be in excess of three years.

Section 6.3. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by the Executive Committee and a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Executive Committee or by the Board.

Section 6.4. The President, Vice-President, Secretary, Treasurer and such other Officers as may be authorized by the Board may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 6.5. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, as may be determined by a resolution of the Board, or shall be those customarily exercised by corporate officers holding such offices, except to the extent the same would be inconsistent with these Bylaws or with any provision made pursuant hereto.

Section 6.6. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 6.7. The Vice-President. The Vice-President shall perform such duties as may be assigned by the President or by the Board.

Section 6.8. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board, and such other actions of the Corporation as the Board shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 6.9. The Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.

Article VII

Indemnification

Section 7.1. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any

threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 7.2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 7.3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 7.4. This indemnification also extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 7.5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to

the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 7.6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board or otherwise.

Section 7.7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

Section 7.8. Every provision of this Article VII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

Article VIII

Miscellaneous Provisions

Section 8.1. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the words, "Women's Business Enterprise National Council" "District of Columbia" and "Corporate Seal."

Section 8.2. Checks. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board may from time to time designate by resolution.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31, or as otherwise may be determined by resolution of the Board.

Article IX

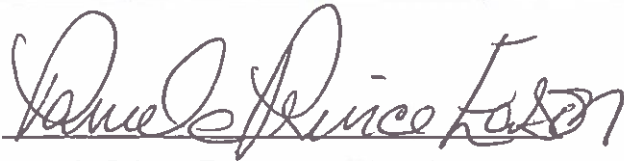
Amendments

Section 9.1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

Section 9.2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

Document Revision History

Version	Date	Change Description	Approved By
1.0	6/21/2011	Amended and Restated Bylaws Adopted	Full Board of Directors
2.0	11/16/2016	Changes to Section 4.2 A – Increased maximum number of Directors from fifty-eight (58) to one hundred (100) and allowed number of “expert” or “Appointed Directors” from three (3) to five (5).	Full Board of Directors



Pamela Prince-Eason
President & CEO

2-24-2017



Jill R. Sasso
Sr. Director Human Resources & Board Governance

Materials for March 21, 2017
WBENC Board of Directors Meeting

Nominating Committee Report

Report to the WBENC Board of Directors March 21, 2017

Goal 1: Based upon the needs of WBENC and input from the Executive Committee, we will provide a slate of qualified Board of Director candidates to the Executive Committee and Board of Directors

Activity:

March 2017

- Committee meeting 3/20/2017 in New Orleans, LA to review nominations for new board members to current corporate board seats and finalize slate of candidates to be presented at March board meeting.
- Also reviewed and analyzed data from Board Skill Set Survey to begin process of identifying any gaps in current board in order to make recommendations for additional board seats in line with the by-law change in November 2016.

Goal 2: We will review, validate and update (as required) documents supporting the nomination process

- Charter
- Application
- Committee Timeline

Activity:

March 2017

- Committee to ensure all objectives for 2017 are on track and discuss updates to the current board application at 3/20/17 meeting.

Goal 3: We will develop metrics that track board member attributes and committee performance

- Corporate Scorecard
- Board Matrix
- Nominating Committee Self-Assessment

Activity:

March 2017

- Drafted and distributed Board Skill Set Survey to current board members to assess demographics, skills and expertise of current board members and determine if any gaps exist. The committee will use data gathered in making recommendations to the Executive Committee to assure any gaps are addressed when granting new board seats.
- Committee is working to complete one additional demographic comparing U.S. corporate member locations by state to WBE's in each state and report findings back to the EEC.

Nominating Committee (cont'd)

Board Elections:

Corporate Nominations for Existing Board Seats:

- Phil Seidler, Vistra Energy
- Stephanie Beveridge, Chevron
- Carol Wooden, Raytheon

Current Open Board Seats:

- Office Depot/Office Max

Current Vacant Seats – 1

- Formerly Altria's seat

Corporate Nominations



Phil Seidler

**Vice President, Supply Chain
Vistra Energy (TXU Energy & Luminant)**

Phil has over 20 years of Supply Chain experience. He is a visionary leader with a global business perspective, who is an innovative thinker and has success in business transformation. His background includes leadership roles in the Automotive and Energy/Utility industries, with a strong track record of performance in Supply Chain and Operational Excellence. Phil joined Luminant in 2007. He spent his first five years in the Generation side of the business until 2012, when he moved into the Mining organization. In October 2016, he became the head of Supply Chain activities for all Business Units: Vistra Energy (Corporate Services, Process Excellence and Supplier Diversity), Luminant (Fossil, Nuclear and Mining) and TXU Energy (Retail). Functional groups within Business Units include Category Management, Procurement Operations, Warehouse Operations / Materials Management and Process Excellence.

Prior to joining Vistra Energy, Phil was a Purchasing Manager at Ford, where he maintained purchasing responsibility of \$1.45 billion spend annually. He managed a staff and oversaw use of cost-effective strategies for the purchase of raw materials and capital goods for all North American vehicles.

Phil is a graduate of Michigan State University, earning a Bachelor's Degree in Finance. He also earned a Master's of Business Administration Degree from the University of Detroit-Mercy.

He is married to Elena Seidler and resides in Plano, Texas.

Corporate Nominations



Stephanie Beveridge

General Manager, Strategic Capability Procurement/SCM

Stephanie received her Bachelor's Degree in Operations Research & Industrial Engineering from Cornell University in 1998 and a Master of Engineering Degree in Operations Research, Pricing & Revenue Management from Columbia University in 2007.

Stephanie began her career with Chevron in 2007 in Strategic Sourcing, where she was responsible for managing multiple global services and commodities, developing category plans and strategies and conducting strategic sourcing events for Chevron Lubricants.

Since joining Chevron in 2007, Stephanie has held positions of increasing responsibility in Downstream, Upstream and Corporate Procurement including serving as the Supply Chain Manager for Chevron's Appalachian/Michigan Strategic Business Unit (AMBU) from 2014 - 2015.

Stephanie assumed her current role as General Manager, Strategic Capability in Chevron's Corporate Procurement organization in 2016. In this role, she is responsible for the functional disciplines of Supplier Diversity, Category Management, Contracting, Procurement Operations, Logistics and Procurement Technology. Stephanie also serves as a member of Chevron Procurements' Functional Leadership Team where she provides strategic direction for the function and input into development of Procurement/Supply Chain personnel.

Corporate Nominations



Raytheon

Customer Success Is Our Mission

Carol L. Wooden is the Supplier Diversity Senior Manager for Raytheon corporate. Raytheon Company (NYSE: RTN), with 2015 sales of \$23 billion, is a technology and innovation leader specializing in defense, homeland security and other government markets throughout the world. With headquarters in Waltham, Mass., Raytheon employs 61,000 people worldwide.

Currently, she is managing the execution of Raytheon's strategic partnership with small and diverse businesses in alignment with the supply chain strategy. Previously, she served as a Manager in Supply Chain responsible for an \$85M backlog of major subcontracts. As a graduate of the Raytheon Engineering Leadership Development Program, Carol has worked in three divisions across the country and abroad including Integrated Defense Systems (IDS) in Massachusetts, Space and Airborne Systems (SAS) in both California and Texas and Raytheon Systems Limited (RSL) in the United Kingdom. She has a broad and unique background in Electrical & Systems Engineering, Program Management and Supply Chain Management.

Since joining Raytheon in 2004, Carol has supported several major Dept. of Defense programs including the Zumwalt Future Naval Combatant Ship Program as a Software Requirements Systems Engineer, the ATFLIR program in a Strategic Operations role supporting the geographic relocation of a major manufacturing product line, and the Electronic Border Patrol Program for the United Kingdom Ministry of Defense (MoD) as a Systems Engineering Cost Account Manager and Process Deployment Lead. In 2011, Carol served as Staff Executive to the SAS Vice President of the \$2B Intelligence, Surveillance and Reconnaissance Systems (ISRS) mission area.

In her voluntary service to Raytheon and her community, Carol has held several leadership positions within the Raytheon Women's Network, Raytheon Black Employees Network and led the implementation of the SAS Engineering Rotation Program in the North Texas Region to aid in the development of early career engineers. She conducts speaking engagements with high school and college students across the US to encourage the pursuit of careers in science, technology, engineering and math (STEM).

Carol has been named the 2007 Modern Day Technology Leader by the U.S. Black Engineer of the Year Award Committee and named the 2013 Top Contract Management Professionals Under 40 Award by the National Contract Management Association. She also holds nationally recognized certifications in Engineering and Contract Management as well as Raytheon certifications in Program Management and Subcontract Management.

Carol earned a Bachelor of Science degree in Electrical Engineering from Tennessee State University and a Master of Science Degree in Electrical & Computer Engineering from Purdue University.

Board Chair & President's Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

Activities since November 2016: *Additional information can be found in Individual Committee reports.*

Governance, Board Management and Strategic Focus:

- Jill Sasso prepared March agenda and board book. Pamela reviewed/prepared update materials for Extended Executive Committee Meetings and this Board Meeting. Theresa Harrison led monthly Extended Executive Committee Meetings and attended Finance Committee monthly calls.
- Significant focus during this time period on financial activities and financial reporting for year-end 2016 and 2017. 2016 results were very strong and we anticipate that our 20th Anniversary year (2017) will be even more successful. Results to date indicate that we are keeping pace with our stretch goals and staff goals were aligned during our Annual Planning Retreat to ensure actions will allow us to meet our stretch goals.
- Laura Taylor continues to lead the current phase of the Strategic Planning process that is addressing the full WBENC network governance and structure. All sub-teams achieved key deliverables for discussion at the March Board Meeting. Laura will provide a more detailed update on the team's progress during the Board Meeting.
- 4 Industry Advisory Groups are now active to support WBENC's mission. (Oil & Gas, Automotive, Technology and Pharma.) Plans are in place to activate a minimum of 4 additional Advisory Groups in 2017. (Direction is focused on Utilities, Food & Beverage, Insurance and Banking.)
- The WBENC Business Development team continues to perform well. The CRM model and on-going communications are resulting in WBENC providing enhanced value to our members. The new Insights platform is expanding and the Supplier Diversity Professionals Series is beginning its 2nd year, both with very positive feedback. Mia Delano's full CMRG report including accomplishments is included in the March Board Book.
- WBENC Link 2.0 continues to receive very positive feedback from our WBE customers and Corporate Members. We continue to focus on the internal process steps impacting the RPOs. We are committed to working collaboratively with the RPOs to make the new process and tools robust and efficient for all. We will be doing an update during the March Board Meeting and more details can be found in Candace Waterman's Certification Report herein.

Operational Excellence:

- Significant staff focus on upcoming Summit & Salute and 20th Anniversary event preparation. Key focus on implementing Legacy of Leaders, Top Corporation activities, CPO Summit and all industry-aligned educational sessions and recognitions.
- The WBENC Network continues to take a proactive role to ensure timely and successful implementation of a viable process (by the SBA) for WOSB 3rd Party certification. Together with WIPP we hosted the new SBA Administrator, Linda McMahon, on March 8, 2017 at the WBENC offices. This was the first step in understanding how best to advance our WOSB strategy and role. Our Next Steps are to push for understanding of the status of the certification rule under the new administration.

- Our Women-Owned Business Logo, Act Intentionally and Hes4Shes campaigns are all gathering momentum and we look forward to continuing to advance our activities in all 3 campaigns throughout 2017.
- Three significant new programs are being planned and designed with prospective funders committed. The *Advanced Tuck Program* in conjunction with Tuck and IBM has completed an initial business case and is scheduled for a September 2017 pilot. A high level case for a new *Women of Color Development Program* in collaboration with Essence Magazine has been created and submitted to a corporate member foundation and we are awaiting positive funding notification for a 2017 launch. Finally, Shell is funding an *Oil & Gas Focused WBE Development Program* similar to Tuck. This will be done in collaboration with other Oil & Gas leaders, a leading educational institution and will be held in the fall at Shell's facility in Louisiana. All 3 of these programs are great examples of Joining Forces to Succeed Together! Our WBEs are very fortunate.
- In April LSI will be providing a write up to WBENC on methodology to ensure that WBENC understands the level of insurance that should exist at both the WBENC and RPO level. Once that is received, we will create a review team to benchmark our current state and determine if action is required.
- Capital One finalized their review of our IT infrastructure and identified points of vulnerability. We have a defined roadmap to true up all key points and will have that finalized by May 2017. We have changed our IT service provider from Dataprise to Intelice and are currently configuring new equipment to go in service in mid-April for all staff. I will continue to keep you posted as this plan progresses.
- Capital One has also provided WBENC strategic leadership to begin our assessment of space (facility) needs for the time period after our current lease expires in December 2018. Our first detailed work session is planned for April 2017. The Capital One team is currently reviewing our contracts, commitments and demographics. We will be understanding the office of the future and the expectations of the WBENC National office as part of this process and will be engaging many of you as we survey what will be required beginning in 2019.

Public Representation of WBENC:

Media interviews:

Significant media partner and PR coverage of:

1. 2017 Summit & Salute advertising and articles. Also much follow-up for articles covering America's Top Corporations for doing business with WBEs.
2. Coverage of WBENC role in advancing women's business growth along with Press Releases and inquiries related to our newly launched Women of Distinction.
3. Significantly enhanced strategic focus and active social media usage by WBENC staff.

Partner Meetings and Events:

1. Continued participation in monthly "Group of 6" organizational committee meetings as part of the National Women's Business Council (NWBC) operation and governance model. Also participated in Council Public Meetings in December 2016 facilitating a panel and March 2017 discussing WBENC's role in the WBE eco-system.
2. The WBENC staff, along with WIPP leadership, held a program for approximately 120 attendees in celebration of International Women's Day. This program included the new SBA Administrator and representation from the Republican and Democrat ranking members of the Senate Small Business Committee. We continue to elevate our reputation in the Public marketplace.
3. Pat Birmingham attended US Veteran Chamber of Commerce meeting with SBA Administrator and members of Congress. We are supporting the incubation of this important National Veteran support group chartered by Congress. As a note we will be continuing our support of Keith King's Veteran Certification based out of Michigan as well.

4. Theresa Harrison supported Geri Swift and Angela Dowd-Burton's WBEC PA-DE-sNJ annual meeting and luncheon on March 10, 2017.
5. Theresa Harrison, Candace Waterman and Meridith Satz supported Marsha Firestone's March Breakthrough Breakfast.
6. David Robinson and Vaughn Farris attended the November NGLCC Annual Dinner.

Meetings & Events with WBENC Members:

- **Aetna & BMS** – Team collaboration with both companies to launch Women in Healthcare Symposium to impact the New Orleans community.
- **CapGemini** – Pamela Prince-Eason had introductory call and discussion with CPO. Anticipating further engagement in 2017.
- **Capital One** – Andrew Gaeckle and Pat Birmingham met with CapOne team to review IT infrastructure and create 2017 IT plan.
- **Citibank** – Javette Hines and Pamela Prince-Eason discussed 2017 involvement strategies to be followed up with CPO meeting in April 2017.
- **The Coca-Cola Company** – Ongoing discussions regarding corporate changes and participation of the foundation.
- **EY** - Candace Waterman and Theresa Harrison participated in and supported EY Winning Women and the Strategic Growth Forum in November.
- **IBM** – Pamela Prince-Eason and Candace Waterman continued discussions with Michael Robinson to understand and plan content for a new Advanced Tuck Program to be conducted in 2017.
- **Johnson & Johnson** – Pamela Prince-Eason supported Beverly Jennings at the J&J Women's Leadership Summit. I was honored to moderate a tremendous story between J&J and a key woman-owned supplier which was shared with key women leaders across J&J.
- **MGM** – Pamela Prince-Eason and Candace Waterman conducted the annual partnership meeting with the MGM public affairs and supplier diversity teams.
- **Shell** – Ongoing discussions with Shell team regarding WBE development program for WBEs working in the Oil & Gas industry.
- **Time Warner** – Pamela Prince-Eason, Rian Edwards and Meridith Satz supported Clint Grimes as Time Warner hosted other leading companies seeking WBEs in the Production and Post-Production categories. Clint, Melanie Gunn and the Time Warner team put forward a meaningful strategy of increasing inclusion for MWBEs and GLBTBEs. We look forward to further discussion with these companies and with NGLCC, USBLN and other partners.
- **Walmart** – Planning underway to support Walmart Summit on Women to be held in DC on March 29, 2017, as well as, on-going commitment to support spend focus for following 5 years.
- **Wells Fargo** – Pamela Prince-Eason conducted an annual planning partner call with Regina Edwards of Wells Fargo.

Finance Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

Goal: Oversee the monthly and yearly financial reporting process and increase the awareness of the Board of Directors with regards to WBENC's financial position.

Accomplishments:

- The Finance Committee had a conference call on February 27, 2017 to review the unaudited 2016 Statement of Financial Position and Statement of Activities. Highlights from this meeting include:
 - WBENC's unaudited net income for 2016 was approximately \$162k. This amount reflects an allocation for bonuses, which was approved by Theresa Harrison (Board Chair), Larry Caldwell (Treasurer), and Barbara Carbone (Audit Committee Chair). Prior to the bonus allocation, the unaudited net income was approximately \$226k which exceeded the budgeted amount of \$182k.
 - Total Revenues for 2016 were approximately \$10.96MM.
 - Total Expenses for 2016 were approximately \$10.80MM.
 - WBENC continues to have good liquidity with a cash balance of \$4.5MM at 12/31/16. This is approximately \$440k higher than at 12/31/15.
 - Accounts Receivable at 12/31/16 was approximately \$1.74MM (89% of this balance pertains to 2017 or 2018 revenue items). This balance is net of an allowance for doubtful accounts of \$48k. As of the date of this report, over \$1.11MM has been collected. WBENC staff does not feel that there are any collection concerns at this time.
 - In regards to the 2017 events, WBENC has met its sponsorship goal for the Summit & Salute and is on track to meet its sponsorship goal for the National Conference & Business Fair.

- The Finance Committee had a conference call on January 23, 2017. This meeting focused on the absence of WBENC's Controller and on 2017 membership and sponsorship commitments. Key points from this meeting include:
 - WBENC's Controller experienced a medical emergency in December, 2016 and is out on medical leave indefinitely. WBENC management and staff are sharing the workload and seeking guidance from WBENC's audit firm, Board Chair, Treasurer, and Audit Committee Chair as needed. A temporary Controller will be hired if it is deemed necessary.
 - Mia Delano, WBENC's Senior Director of Business Development, provided an update on 2017 membership and sponsorship commitments.
 - Almost 90% of the membership revenue goal has been achieved.
 - WBENC has 317 Corporate Members, which includes 13 new members and 4 rejoining members.
 - 86% of 2016 members have renewed; non-responders will lose access to benefits on January 31, 2017.
 - 95% of the sponsorship goal for the 2017 Summit & Salute has been achieved.
 - 75% of the sponsorship goal for the 2017 National Conference has been achieved.

- The Finance Committee met in-person on November 15, 2016 to review the October, 2016 financials and to review the Treasurer's Report to the Board. Key points from this meeting include:
 - WBENC management and staff were watching expenses closely in order to achieve its net income goal of \$182k for 2016.
 - WBENC changed its benefits provider to Insperity, effective 12/1/16, in order to recognize substantial cost and efficiency savings.
 - The 2015 Form 990 was filed on time on 11/14/16.

Goal: Establish an investments account for the safekeeping and growth of WBENC's net assets reserve.

Accomplishments:

- As of February, 2017, WBENC has opened an investments account with PNC Bank. In March, 2017 \$1.0MM will be transferred into the account representing a portion of the \$2.45MM unrestricted net assets reserve accumulated as of 12/31/15. The other portion will remain in WBENC's operating account.
- The Finance Committee developed and adopted a plan to build WBENC's unrestricted net assets balance. The target reserve is equal to 9 months of average monthly operating costs, as defined under a modified operating budget. The minimum reserve is equal to 6 months of average monthly operating costs and the maximum reserve is equal to 12 months of average monthly operating costs. The initial target of this goal is to reach the 6-month reserve mark, which is approximately \$3.7mm, by year 2020.

Goal: Continue programs and services reviews. Ensure that all programs, initiatives, policies and processes are evaluated based on sound, fact-based business plans and return on investment for all constituencies; programs, initiatives, policies and processes should be able to demonstrate financial viability (margin, cost/benefit) as deemed appropriate for the program, initiative, policy or process under review.

- A meeting is scheduled to occur in April, 2017 between Larry Caldwell (Treasurer) and Barbara Kubicki (1st Vice Chair of the Board) regarding this subject.

Goal: Move Dorothy B. Brothers funds to an interest-bearing account.

- Nothing to report at this time.

Audit Committee Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

Goal: Oversee completion of the 2016 audit.

- Preliminary audit fieldwork was performed on December 12-13, 2016.
- An Audit Committee meeting is scheduled for April 4, 2017 to prepare for the 2016 audit. This meeting will include Holly Caporale, Audit Partner, and Lisa Drummond, Audit Manager, from Councilor, Buchanan, and Mitchell (CBM).
- The remainder of the audit fieldwork is scheduled to occur from April 17-21, 2017.
- A draft of the audit report is expected in June, 2017.

Goal: Oversee Completion of the 2016 Form 990.

- The 2016 Form 990 will be completed by WBENC's audit firm, reviewed by the WBENC staff, and then reviewed by the Audit Committee. The process of having the Audit Committee review the Form 990 before submission to the IRS satisfies the compliance element of having the Board of Directors review the Form 990 before the organization files the return.
- WBENC plans to file the 2016 Form 990 by August 15, 2017 which is the due date when a 3-month extension is requested.

Goal: Ensure WBENC has the appropriate level of internal controls.

- This will be assessed by WBENC's audit firm as a part of the 2016 audit. Any deficiencies identified by the auditors will be addressed by WBENC management and the Audit Committee in a timely manner.
- In light of WBENC's Controller being out on medical leave, Pamela Prince-Eason (President & CEO) and Lauren Herman (Financial Reporting Manager) are ensuring that a reasonable separation of duties is being maintained in the Finance Department. Ms. Prince-Eason and Ms. Herman are notifying Barbara Carbone (Audit Committee Chair) whenever a situation arises in which a separation of duties cannot be maintained due to the small number of WBENC staff.

Leadership Council Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

By-Law Excerpt:

Leadership Council

RESOLVED, that a WBENC Leadership Council ("the Council") is constituted. The membership of the Council shall consist of top executives from WBENC's women's business organization partners, or RPO. Each RPO shall designate one person to serve as its representative on the Council, provided that said representative shall be its chief executive officer, its chief operating officer or, subject to the Executive Committee's approval another officer or board member. FURTHER RESOLVED, the Council shall, in consultation with the Certification Committee, provide recommendations and advice to the Board on the effective implementation of WBENC's WBE certification standards and procedures nationally, and serve as a conduit for identifying and disseminating best practices in business development and procurement for women-owned business.

WBENC Strategic Plan – Goal 1: WBENC will provide a universally accepted Certification for Women's Business Enterprises (WBEs).

Leadership Council Goal 1: to further the business case for WBE Supplier Diversity.

- Objective: To reach 14,500 WBEs by December 2017.
 - As of 2-15-2017, there were 13,926 certified WBE firms.
- Objective: To work with WBENC to ensure delivery of a successful WOSB Certification Program. Additionally document the growth of new and recertification files using 2012 as a basis year.
 - As of 2-15-2017, there were 2,401 WOSBs certified firms.
- Objective: Document the growth of "dues paying" corporate & government members at the regional level.
 - As of 2-15-2017, there are 534 Regional Corporate Members.
- Objective: To document the formal RPO MoU's with government & quasi-government agencies that recognize/accept WBENC Certification.
 - The information is being collected through the monthly RPO reporting to WBENC.
- Objective: To develop a mechanism for obtaining & memorializing an RPO Playbook for Operational Excellence.
 - An Insights pack has been formed as a repository for the related documents in an effort to memorialize them for ease of sharing.

WBENC Strategic Plan – Goal 2: WBENC will be a catalyst for business Opportunities and strategic business relationships among and between key stakeholders.

Leadership Council Goal 2: To be a catalyst for business opportunities and strategic business relationships between WBEs and purchasing programs.

- Objective: To provide and document matchmaking and procurement opportunities for WBEs and purchasing representatives; and provide education and training for WBE business growth in the current environment.
 - As of 2-15-2017, there were 22 regional events with 623 total participants held across the WBENC network.

WBENC Strategic Plan – Goal 3: Ensure the organizational capacity and governance will support attainment of the strategic plan and maintain routine business operations through appropriate Resources.

Leadership Council Goal 3: To collaborate with WBENC in implementing its' Strategic Plan: Roadmap to Growth & Sustainability.

- Objective: Be actively engaged with the WBENC Network Task Force to develop a network model that ensures the WBENC network growth and sustainability.
 - All RPOs have provided approval to extend the 2015 Service Agreement through July 2017.
 - The WBENC Task Force is currently working in conjunction with the Leadership Council to develop a new Service Agreement Package that will contain the Service Agreement and CORE Requirements and Operating Manual.
 - The Leadership Council and WBENC Network Task Force participated in a work session in March focused on developing content and finalizing standardized programming that is core to the CORE which will be delivered across the WBENC Network.
 - The Leadership Council has identified representatives to serve on the Network Task Force sub-committees:
 - Growth and Alignment Process Sub-Committee
 - Emilia DiMenco (WBDC Chicago)
 - Phala Mire (WBEC South)
 - Corporate Membership Structure Sub-Committee
 - Michelle Richards (Great Lakes WBC)
 - Pamela Williamsons (WBEC West)

Women's Enterprise Forum Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

Overall Purpose of the Forum: *The Forum serves in an advisory capacity providing input and feedback to the Women's Business Enterprise Nation Council (WBENC). As a Forum member, WBEs represent the voice of all women's business enterprises and participates in programming opportunities such as development and networking with corporate and government entities.*

1. Goal: WBE Participation and Diversification

- a. Involve all sizes and types of WBE businesses
- b. Forum and WBENC Affiliate(s) continued alignment and collaboration
- c. Engagement of new WBEs at Forum Meetings

Accomplishment: The Forum officially welcomed 47 new Forum Team Representatives on January 1, 2017. The Leadership of the Forum hosted a follow up webinar for the new Representatives on February 28th to ensure a smooth transition and explanation of participation on Forum Teams. Further onboarding and networking for the new FTRs will take place by the Forum Membership Team and Forum Leadership at both the March and June Forum Meetings.

Accomplishment: The Forum will host its first WBE2WBE Connections at the March meeting. Similar to the Meet & Greet, this program will give WBEs the opportunity to lead roundtables where other WBEs will present their company and capabilities and look for connections to either partner or do business together.

2. Goal: Building Personal and Professional Capacity through Education & Programming

- a. Special Events or opportunities through *Forum First*
- b. Subject matter expert panels and/or keynote speakers

Accomplishment: The Forum will host keynote speaker Kate Megan, Negotiations and Business Development Leader for EY, at the March Forum Meeting. Kate will present and hold an interactive session on strategic negotiations to Forum Representatives as well as other Summit & Salute attendees. Kate has also committed to host webinar for Forum Representatives their teams following the March meeting.

Accomplishment: The Forum Domestic Team assisted with the idea generation of programming for the March Forum Meeting. The Forum will host speaker Dr. Karen Wolfe, who will present on "The Healthy Entrepreneur" and how your well-being directly impacts your business. Additionally, four WBEs will participate on a Forum panel to discuss their formal Supplier Diversity Programs and the importance of doing business with their fellow WBEs.

3. Goals: Governance/Communications

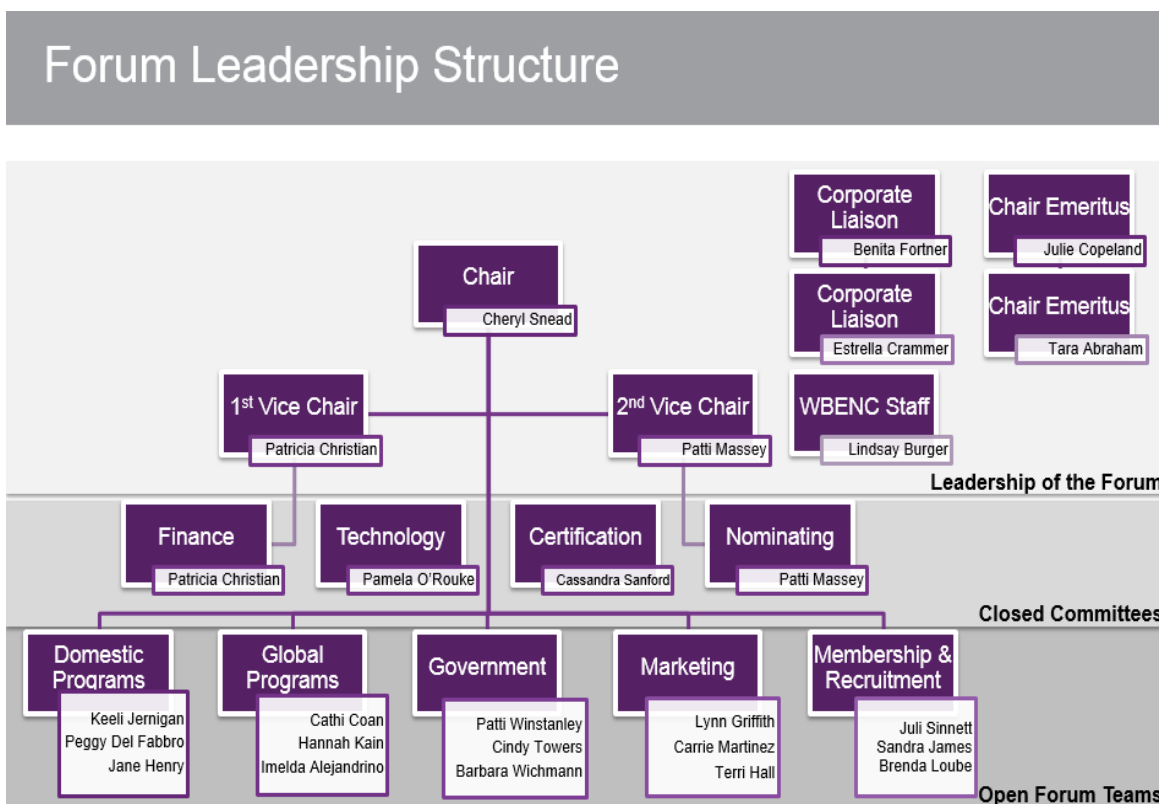
- a. Provides input to the WBENC President & CEO and Board Committees
- b. Onboarding process for all newly appointed positions
- c. Communicate Forum governance throughout the WBENC network

Accomplishment: Four Forum Representatives successfully transitioned onto the Forum Leadership Team: Hannah Kain and Imelda Alejandrino were appointed the 1st Vice Chair and 2nd Vice Chair positions for Global; and Terri Hall and Barbara Wichmann were appointed as 2nd Vice Chairs to the Forum Marketing and Government Teams respectively.

Accomplishment: A Leadership of the Forum call was held on January 24th to debrief the November Meeting, review the Forum Team initiatives and provide updates to the Forum Overview Document and other governance topics. The Forum Overview Document update will be reviewed with the WBENC President & CEO, Board Chair and members of the WBENC leadership team for final review and approval. The latest version will be disseminated in December 2017 in conjunction with the new leadership transition.

Accomplishment: A Forum Leadership Team call for all Forum Team Chairs and Vice Chairs was held on February 14th to welcome our newest Team leaders and other governance areas regarding the Forum. Team Chairs also reviewed 2017 initiatives and a preview of the upcoming March Forum Agenda was discussed.

The Forum Leadership Structure as of 1.1.2017



Corporate Membership & Revenue Generation Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

Overview

WBENC is continuing to see the positive results of the new and enhanced, targeted programs and services being provided to our Members in their annual benefits, as well as a more strategic approach to Membership that is aligned with our enhanced offerings and better utilizes our community of leaders. 2017 is off to a great start for the Business Development (BD) team, beginning with the addition of a new, cross-functional Client Relationship Manager (CRM), David Gifford-Robinson.

After one of its strongest year's in WBENC's history, the momentum created has carried over to 2017. This report focuses on Membership and Revenue Generation overall, and the figures contained in this report continue to be the best WBENC has seen in its 20 year history.

WBENC National Membership Update:

Please note: All membership monetary figures are as of 2/20/2017. The most accurate information will be available in the Board finance report.

2017 Overall Membership Revenue Goal: \$4,236,000 (includes New Member revenue)
% of 2017 Revenue Goal Achieved: 96%

Current Total National Members: 311 (includes New & Rejoined)
New Members: 18 (see list below)
Rejoined Members: 5 (see list below)

2017 Membership Renewal Revenue Projected: \$4,214,500
2017 Membership Renewals Invoiced: \$3,881,875 *92% of projected
2017 Overall Membership Invoiced: \$4,082,375 (renewals, new & rejoined)

2017 New Member Goal: 30
Achieved: 60% (new Members only)
New Member Revenue: \$133,000
Rejoined Member Revenue: \$67,500
2017 New/Rej. Revenue Overall: \$200,500

2017 New & Rejoined Corporate Members – 18 New, 5 Rejoined		
Adient	Citrix, Inc.	Nestle North America (rejoined)
Airbus Americas, Inc.	Cox Enterprises Inc. (rejoined)	Saatchi & Saatchi (rejoined)
Altec Industries, Inc.	Federal Home Loan Bank of San Francisco	Sonoco Products Company
BlueCross BlueShield of Tennessee	Federal Reserve Bank of St. Louis	State of Minnesota, Department of Administration - Materials Management Division
BorgWarner	Houghton Mifflin Harcourt	SunButter LLC
Boston Scientific	Jacobs	United Technologies Corp (rejoined)
C.H. ROBINSON	Mayo Clinic	Yanfeng Global Automotive Interiors
Celgene Corporation	Navient Solutions, Inc. (rejoined)	

**Rejoined Members are corporations whose Membership had lapsed. Due to improved budgets or new leadership, they have re-established their WBENC Membership.*

Renewal efforts for 2017 began in October of 2016. Our Member Retention rate is holding strong at 97%. However, the following 13 members have declined to renew or have been suspended for non-responsiveness and/or no known contacts at this time.

2017 Non-Renewals & Suspensions – 8 Non-Renewals, 5 Suspended (Lost Revenue \$132,500, 3% of projected revenue)		
American Water (suspended)	David Michael & Co., part of the IFF family <i>*Purchased by IFF; no SD program established yet</i>	Waste Management (suspended)
AMN Healthcare Inc.	Depository Trust & Clearing Corp. (suspended)	Willis Towers Watson (suspended)
Best Buy <i>*Loss of primary contact; supporting locally only this year</i>	JM Family Enterprises, Inc. (suspended)	Xcel Energy <i>*Supporting locally only</i>
Closure Systems International Inc.	Pepco Holdings, Inc. <i>*Purchased by Exelon</i>	
Corizon Health, Inc.	VMWare, Inc. <i>*Purchased by Dell Technologies</i>	

All companies listed as Non-Renewals and Suspended automatically become Prospective Members that the Business Development team continues to focus on throughout the year.

Summit & Salute 2017 Sponsorship Update:

We are back to New Orleans for this year's Summit & Salute and we are anticipating a strong turnout for our 20th Anniversary. Ampcus (WBE), Accenture and EY have continued with their roles as Presenting Sponsors of the Summit & Salute in 2017, and they were joined this year by ASAP Solutions Group, LLC.

Summit & Salute Sponsorship Goal:	\$1,167,500
Actual as of 2/20/2017:	\$1,156,000 *\$11,500 more to Goal!
Percentage Achieved:	99%

National Conference & Business Fair 2017 Sponsorship Update:

It's back to Las Vegas we go for this year's National Conference & Business Fair, set to take place June 20-22.

Conference Sponsorship Goal:	\$2,900,000
Pledged as of 2/20/2017:	\$2,237,500
Percentage achieved:	77%

- 2017 NCBF Co-Chairs include: Bristol-Myers Squibb, MGM Resorts International, Southern California Edison, ALOM (WBE), Ampcus (WBE) and NEI Global Relocation (WBE).
- We are continuing to close sponsorships every day and are confident we will hit our stretch goal.

Additional Updates:

- **2017 New National Member Benefit – *Insights* Uploads**

Beginning in January, National Members were given the option to upload two pieces of collateral to *Insights*, the WBENC online resource library. The first upload is the same for everyone and is a piece titled *How to do Business With (Corp. Name)*. The second upload is of the corporation's choosing from a list of pre-approved, relevant topics that will allow the corporation to share their "insight" with our community as it relates to the topic at hand. For instance, one of these pre-approved topics may be Access to Capital, and a corporation choosing this would be able to upload one piece of collateral to the Access to Capital shelf of the WBENC library. This new benefit will not only allow our National Member's to share important information and resources to aid in the assistance of further educating our WBEs with the tools they need to be successful in doing business with them, and in other areas relevant to their business, it will also help us expand the value that exists in this platform for our National Members and WBEs.

U.S. Services & Programs Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

1. Align program strategy to CORE mission and objectives

- Continue to develop and deliver quality programming that is relevant and timely for all WBENC constituents.
- Support industry focused programming strategy.
- Provide a variety of mediums for training in addition to onsite sessions at events (e.g. webinars); develop webinars to be available real time so constituents do not have to wait for an event to access. These webinars will compliment WBENC event programming.

2. Develop operating guidelines for programs, delivery, design and development by utilizing best practices for program development.

- Guidelines were used for the Programs committee for all 2016 events.
- 2016 Summit & Salute had 9 industry/best practice round tables. Members of the committee evaluated the sessions and coordinated attendee evaluations.
- 2016 National Conference had 35 workshop sessions. Committee members participated as evaluators and assisted in the logistics of the sessions.
- Working with committee to refine and improve the evaluator role. This role is important to the success of the sessions, providing a resource in the room to assist the facilitator, distribute and collect evaluations forms; and to evaluate the session overall from a content, relevance, and presenter perspective.
- Developed a new online "Presentation Proposal" to align with the guidelines for event programming; to be used when the need arises to solicit session presenters.

3. Leverage and promote available tools, partners and resources to develop and enhance programs.

- Incorporate partner resources into programming.
 - **Ongoing**
- Develop list of programming to be developed in addition to partner programming.
 - **Ongoing**
- Leverage and promote the industry expertise of the Top Corporations for "Future of XX" industry sessions at 2017 Summit & Salute and National Conference workshop sessions.
- Sub-committee formed in 2016 to develop a Tier II/III and Beyond webinar for the Insights Library to be completed by Q3 2017.
- Creating a continuum between Summit & Salute and National Conference sessions.
- Highlighting workshop content after events in President's Report articles, Insights and other medium.

4. Develop methodology to measure effectiveness of programming

- Process and relevant metrics/results are evaluated and reviewed after each event (workshop evaluations and post event surveys).
- Incorporated feedback from 2016 events into 2017 planning.
- Evaluating introduction of other ways to measure our audience feedback (e.g. polling real time).

Global Business Committee Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

1. Goal: Continue education process with WBEs on the prospect of going global. This will be accomplished via various channels:

- a) Provide educational workshops at the National Conference & Business Fair.
- b) Continuous review and updates to the Global International Guide.

Accomplishment: The Global Committee created subcommittees to begin to develop workshop content and discuss the layout for the NCBF Global workshop(s).

Accomplishment: The Global Committee is working with the WBENC Marketing Team to publish content of the Global International Guide on the WBENC website. There has also been discussion around creating a Global Insights Pak. WBENC has approved the Global Insights Pak, the online portal available to all WBENC constituents.

2. Goal: Obtain feedback from WBENC Corporate Members regarding their individual purchasing requirements outside of the U.S. This will include areas such as geographic preference, commodities/services to be procured, how they define a successful supplier, etc. An ad hoc project team is working on a survey that will be sent out to WBENC Corporations.

Accomplishment: The Global subcommittee working on the corporate member survey presented its final questions to leadership for final approval. They brainstormed the different avenues to disseminate the survey to WBENC corporate members with the goal of distributing the survey in Q2.

3. Goal: Define a plan that will improve communications and assist in education of WBEs and Corporations on the strategic alliance with and difference between the WBENC Global Services Committee and WEConnect International.

Accomplishment: WEConnect International and the leadership of the Global Committee participated in a conference call on February 15. During this call, collaborative measures were discussed to ensure alignment of programs and events. Additionally, the Global Committee will look to support WEConnect events through increased marketing and visibility to the Forum and other WBEs.

4. Goal: Identify methods for publishing Global information on the WBENC website or on Insights. This will be accomplished via:

- b. Global Success Story visibility.
- c. Providing content to WBENC marketing platforms on Global initiatives.

Accomplishment: None to report at this time.

Marketing, Communications & Brand Management Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

The committee has revised their goals and areas of focus as follows to reflect major outcomes as a result of our marketing strategy and to align with WBENC's CORE strategies:

1. GOAL: Visibility

- a. Provide marketing support and collateral across multiple platforms to reach all constituents.
- b. Have two-way engagement/touchpoints consistently throughout the year.
 - ***Launched an Instagram account in January to complement and reinforce our social media presence.***
- c. Social media sub-committee provides strategic input to enhance and update our social media strategy.

2. GOAL: Growth

- a. What's Your Number? Campaign to highlight growth between WBEs, WBEs/Corporate Members, etc.
 - ***Launched campaign with "What's Your #?" buttons at June 2016 National Conference & Business Fair. Several RPOs used the tactic at regional events. Working to develop a strategy for 2017 campaign enhancements.***
- b. Continue to spotlight best practices in achieving growth on multiple platforms (President's Report, Blog, social media, external media opportunities).

3. GOAL: Marketing Dashboard

- a. Continue to refine and develop metrics to measure the health of our programs (e.g. net promoter score)
- b. Review post event surveys to insure we are collecting relevant and timely data.
 - ***In progress***
- c. Support the business case for diversity programs and support of WBE development.
 - ***Ongoing. Dashboard will be updated with full year 2016 metrics. Goal is to have the dashboard as an addendum to this report at least on an annual basis.***

4. GOAL: Support RPO/WBENC marketing collaboration

- a. Collaboration via monthly meetings to use our collective marketing efforts to the benefit of our entire community; share best practices; reduce duplicate efforts.
 - ***Ongoing***
- b. Broaden our reach and insure alignment; supporting "Join Forces. Succeed Together."
 - ***Ongoing***

5. GOAL: Support WBENC committees/The Forum

- a. Be engaged with national and Forum teams to support and align marketing efforts.
 - **Ongoing**
- b. Highlight Forum members in the President's Report and the Blog.
 - **Ongoing**

6. GOAL: Event Marketing

RECAP OF RESULTS

Summit & Salute

Targeted marketing including email blasts, social media, event web site, electronic invitation and President's Report features supported unprecedented attendance at the Summit & Salute.

2016 1,513 S&S Attendees

2015 1,489 S&S Attendees

2014 1,364 attendees

94% of attendees surveyed would recommend this event (net promoter score – up 1% from 2015)

93 % of attendees surveyed said the contacts made throughout the event would lead to one or more business opportunities

National Conference & Business Fair

WBENC continued to use targeted marketing and tools such as the sponsorship brochure, social media, WBENC Blog, and President's report to promote this event.

2016 statistics

3,947 Attendees

97.4% of attendees surveyed would recommend this event

90% of attendees surveyed said the contacts made throughout the event would lead to one or more business opportunities

2015 statistics

3,499 Attendees

96% of attendees surveyed would recommend this event

93% of attendees surveyed said the contacts made throughout the event would lead to one or more business opportunities

- **Will provide an update on 2017 Summit & Salute registration during the March Board meeting.**

National Certification Committee Report

Women's Business Enterprise National Council Report to the WBENC Board of Directors March 21, 2017

GOAL: To collaborate with WBENC in developing and implementing its Strategic Plan: Roadmap to Growth & Sustainability.

Accomplishments:

- A sub-committee has been formed to investigate the criteria which could be used in certifying majority (51%) women-controlled firms that have had capital infusion from investors.
- The sub-committee completed the charter and draft criteria for the designation and is poised to obtain input from financial/investor SMEs.
- The sub-committee is developing draft content to conduct a corporate member survey and a focus group with the Forum to be scheduled for dissemination and discussion in June.

GOAL: Continue to review criteria for the SBA-Women Owned Small Business (WOSB) Program and refine policies for processing files as an approved Third Party Certifier.

Accomplishments:

- The program was formally instituted 9-15-2011 and as of 2-15-2017 there were 2,401 certified WOSB firms.
- In an effort to further solidify WBENC in the Government arena, a Government Task Force has been formed and will officially launch April 2017.
- WBENC will continue to pursue opportunities to maintain itself as the leading third-party certifier of WOSB firms.

GOAL: Continue to evaluate and make recommendations for Standards and Procedures

GOAL: Continue to improve and streamline the certification process.

Accomplishments:

- The committee is conducting analysis of the current Site Visit form and questions to gain insight that will assist in developing new forms that will be utilized for varying stages the certification lifecycle.
 - Recertification - 2 to 5 years
 - Recertification - 6 to 9 years
 - Recertification - 9 years or more
- Digitization-successfully transitioned the network to a digitized environment in 2016.

NEXT STEPS

Deliverable	Notes	Timing
1. Conduct Post Go-Live Feedback and Input Sessions	<p>With any technology implementation, it is imperative to obtain feedback from each user group. Since September 19, we have consistently obtained feedback from the RPOs in a formalized manner and will continue to do so.</p> <p>Additionally, during the 6th month of post go-live, we will develop and conduct surveys for the WBEs and Corporate/Government Members to also obtain their feedback.</p>	<p>a. RPOs-September 2016 and ongoing</p> <p>b. Leadership Council input/feedback session- March 2017</p> <p>c. WBEs- April 2017 and ongoing</p> <p>d. Corporate/Government Members- April 2017 and ongoing</p>
2. Communication Plan	<p>The communication plan is a living document which is updated as the project is completed. Priority has been given to the WBEs who are using the system for the first time during the recertification process. We will continue this methodology for the first full year of implementation.</p>	January 2017 and ongoing

GOAL: Continue review of Appeals and National Certification Review applications on a timely basis.

Accomplishments:

- As of 2-15-2017, the Appeals Committee has received 2 files.
- As of 2-15-2017, the National Certification Review Committee has received 46 files (revenue in excess of \$500 million or unique business structures):
 - *New*
 - Heico Company (12 files)
 - *Recertification*
 - SHI International Corp.
 - Ariela Alpha

GOAL: Continue to deliver Certification Training for RPO Certification Committee Members.

Accomplishment:

- Delivered 1 Live Meeting Session (January) with 15 participants.

GOAL: Continue to deliver WBENCLink Training.

Accomplishment:

- B2G has delivered Live Meeting sessions on behalf of WBENC (January- February 15th) for 109 new WBE WBENCLink2.0 users.

WBENC Governance

Executive Committee

Board Chair

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Territory: Florida, with the exception of the Panhandle, Puerto Rico, US Virgin Islands

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Territory: South Texas

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Territory: Delaware, Pennsylvania, Southern New Jersey

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Territory: Alabama, Florida Panhandle, Louisiana, Mississippi, Tennessee

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Territory: Arizona, Southern California, Colorado, Hawaii, Nevada, Utah, Wyoming and Guam

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Territory: District of Columbia, Maryland, Virginia

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