



LANDING BOARD SEATS

Mike Lorelli

Landing Board Seats

- The methodology is simple
- The execution takes work!

This webinar is not an education of:

- ❑ Board Pay and Regulation
 - ❑ D&O Liability
 - ❑ Dodd-Frank
 - ❑ ISS
 - ❑ Compensation, Nom-Gov, and Audit Committees
 - ❑ Etc.
-
- ❑ . . . those are subjects of separate 120+ hours study

It IS about crystallizing your odds...

- So when the opportunity presents itself....
... more on that in a moment

Road Map To Being in Demand For Board Assignments

Step 1: Decide

Make a deliberate and pointed decision that you want to do this, **and are serious about devoting 10 hours/week** to be successful at it.
There is no "2nd gear."
You either go for it, or not.

Step 2: Muscle Build Your Credentials

Two good credentials are:

- **NACD** (National Association of Corporate Directors)
 - Base program is called 'Governance Fellow'
 - 2nd level is 'Leadership Fellow'
 - www.NACDonline.org
- **CDG** (Corporate Directors Group, also known as The American College of Corporate Directors)
 - Base program is 'Professional Director' (30 hours of study)
 - 2nd level is 'Advanced Professional' (60 hours)
 - 3rd level is 'Masters' (90 hours)
 - 4th level is 'Executive Masters' (150 hours)
 - www.CorporateDirectorsGroup.com

Consider a Coach

- New Directions has a program to assist you,
- www.NewDirections.com Mike Jeans, President

Step 3: Develop Your Messaging

- Your Board resume
(different than your resume)
- Your Board Bio
(different than your Bio)
- Your compelling elevator speech

Step 4: Go To Market

- Your LinkedIn profile
- 5 outbound calls a day
 - 2 "connects" a day
- Audiences: People in the cross-hairs
 - peer CEO's
 - your present and past Audit Firms
 - your present and past Accountants
 - every recruiter you've given work to
 - every recruiter who has presented you
 - recruiters known to do Board assignments
 - every recruiter you haven't pissed off
 - Industry colleagues
 - former bosses in high places
 - all of your alliance peers

One Day

6 Months - 1 Year

30 Days With Road Testing

5 Solid Months

18 months to 3 years

... but first... why am I doing this?

- Professional advancement/enhancement?
- Satisfaction of contributing to a team?
- Getting outside of your sandbox?
- Compensation?
- Non-profits: giving something back
- Segwaying from CEO assignments,
i.e. life-stage management?

How much time/work?

How much?

- 10 hours/week for 12 - 18 months
- No shortcuts unless you have a Marquis last name like Mulally



Types of Boards

- Public Company

 - answer to shareholders

 - comply with:

 - SEC
 - FASB
 - the listing stock exchange

- Private

 - Shareholders are in charge

- Advisory

 - You 'report' to the CEO

- Non- profit

 - ensure the organization's mission is being fulfilled
 - determine which programs are the most consistent with the organization's values; monitor the effectiveness of those programs
 - safeguard its tax-exempt status

Steps

- Decide
- Muscle-build your credentials
- Develop your 'messaging'
- Go to market
- Spend several days studying for the interviews

Step 1: Decide

- Get serious about the time commitment
- There is no lazy way out

Deciding is Important

- Because the odds are lower than you think. . .
. . . so you need to get on 2nd base when you swing

In the US:

5,000 public companies X 7 = 35,000 outside directors

7,500 reported p.e. companies X 2 = 15,000 outside directors

another 7,500 x 1 = 7,500

57,500 total

4 year term

14,375/year

Step 2: Muscle-Build Your Credentials



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NACD (National Association of Corporate Directors)

▣ www.NACDOnline.org

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▣ Consider a coach

NACD Levels



- Board Executive Affiliate – not presently on a board
 - \$600 can attend all events/functions
- Governance Fellow
 - \$750 1 day Director Foundation course, plus 4 course hrs.
- Leadership Fellow
 - Above, plus 2 day Master Class, plus 6 hours skills credits, plus 4 hours collaborative credits

Proxy Language

- Corporate Directors Group (American College of Corporate Directors)

“(your name) holds a Professional Director Certification, conferred by the American College of Corporate Directors, a director education and credentialing organization.”

Step 3: Develop Your Messaging

- Your Board resume
 - ▣ Different than your resume. 2 page max
- Your Board Bio
 - ▣ Different than your Bio. 2/3 page is elegant
- Your value proposition
 - ▣ A generalist story
 - ▣ And each individual interview story
- Your Cover Snail Mail and email letter
- Your LinkedIn profile
- Your compelling elevator speech

- ... at the end of the day...
 - why you want me on your Board

Getting on that “1st Board”

- A non-profit Board may be an important building step
 - ▣ but where possible, shoot for larger/national non-profits,
 - ▣ or local chapters of ‘Brand Names’

What's Particularly Important Today

- “Sitting CEO” will always be in vogue
- Hard credentials
 - ▣ Audit; Audit Committee Chairs;
SOX compliance; Dodd-Frank
 - ▣ Comp; Comp Committee Chairs
- Hot skills
 - ▣ International experience
 - ▣ Social media
 - ▣ Cyber-security

Your Board resume is not your resume!

- Resume: Accomplishments
of slayed dragons. Type A behaviors
- Board Resume: Coaching qualities. Type A's take a Valium. You are not Management
Value you bring to the Board, the Senior Team, Oversight
Senior executives you mentored (not number of jobs you eliminated)
- Highlight all Board, even if (only) non-profit experience
- Key: Fit is paramount
- Can you be “nose in, fingers out”?
- Keep the tone Strategic, 30,000' and 'reflective'
 - Value you bring to the Board
 - Complimentary skills
 - Credentialed oversight
- To land the role, you have to be the tallest duck in the pond... amongst a lot of Indy 500 fine-tuned race cars. *Not just be an excellent candidate.*

(a quick note on resumes)

- “Seasoned” is an adjective best applied to dead meat that is about to get cooked.”
- “35 years experience” implies it took you 7 times longer to figure out what Apple, Google and Facebook did in 5 years
- “Action Oriented” on a Board resume means “fire-ready-aim”

Avoid the over-used, child-like expressions that sound like middle-management

Constructing your Value Proposition

□ Generalist:

"I bring a broad cross section of skills and perspectives, from:

- Fortune 500 underpinning,*
- as well as leadership roles in smaller, limited resource environments*
- acknowledged for exceptional ability to coach and develop talent*
- Governance accreditation at the NACD."*

□ For each specific interview:

"I think I can add a lot to value to your (Rita's Italian Ices) Board because I know both the QSR (Quick Service Restaurant) and international spaces, and can be a good sounding board to their global footprint ambitions."

Spend As Much Time On Your LinkedIn Profile

- Today, 50% of CEO and other C-Level Candidates are found on LinkedIn
- The number is close to 35% for Outside Director candidates, and growing
- Even if you aren't "found" there, the recruiter is likely to check out your LinkedIn profile

Add Your Board Interest Prominently To Your Linked In Profile

- “Board stickiness”
- Within the 2-3 lines under your name
- As a sub-head in the Summary Section
- Your Board experiences and accreditations



Mike Lorelli

3rd PREMIUM

Operating Partner at Falconhead Capital | CEO | Outside Director | Private Equity
| Portfolio Company CEO

Greater New York City Area | Executive Office

Current Falconhead Capital, Rita's Franchise Company, Rita's Italian Ice
Previous WaterJel Technologies, Riverside Company, iMedicor (Ticker: VMCI)
Education American College of Corporate Directors

Connect

Send Mike InMail

500+
connections

www.linkedin.com/in/mikelorelli

Contact Info

Background



Summary

As a CEO, a Certified Outside Director, and Operating Partner, Mike builds enterprise value and accelerates revenue by finding new revenue streams: new channels, new markets, new products, and expanding the global footprint. He is presently an Operating Partner at Falconhead Capital, and Executive Chairman of Rita's Italian Ices.

"I WOULD INVADE CHINA WITH MIKE ALONE IN A RUBBER BOAT"

... per Dr. John Rutledge, Chairman of Rutledge Capital. Dr. Rutledge complimented Mike for leading the revitalization of two Rutledge Capital companies. As a Private Equity-Operating Partner and Portfolio Company CEO, Mike has also led engagements for both Riverside Company and Pouschine Cook Capital Management.

ACCREDITED OUTSIDE DIRECTOR

Mike's track record has made him an attractive Outside Director as he brings the Fortune 50 sophistication, with the practical hands-on CEO leadership of smaller cap environments. He is Masters level certified by The National Association of Corporate Directors (NACD), and The American College of Corporate Directors (CDG). He has Chaired 3 public company Compensation Committees.

REVENUE DNA DELIVERS TO THE BOTTOM LINE

Mike's ability to drive revenue spans a 30-year career with Fortune 50 companies like PepsiCo where he increased the global footprint of Pizza Hut's International unit from 62 to 98 countries in just two years – surpassing McDonald's in country count. As President of PepsiCola East, he led the acquisition and integration of 23 franchise bottlers, realizing two years of 40% operating income growth. For Latex International, Mike doubled revenue and tripled EBITDA in three years, with a 43% increase in IRR on his watch.

People Similar to Mike



Daniel Rothfeld 3rd
CEO | Private Equity CEO | Chief Revenue Of...
Connect

Grow Your Career By Following
Vistage



You



Vistage

Chris, get the latest on Vistage Jobs, News & more!

+ Follow

People Also Viewed



Randy Zeno
CEO | President | Private Equity CEO |
Outside Director | Revenue
Acceleration | Turnarounds | Middle

Step 4: Go To Market

- Make your 'availability' known to all the right audiences
- One quality referral, is better than a thousand pings. More on this later.
 - ... spend quality time getting recommended!

The Right Audiences

... particularly those in the cross-hairs of Board creation

- Peer CEO's
- Everyone you know on a Board
- All law firms you have engaged
- Your present and past audit firms
- Your present and past accountants
- Every recruiter you've given business to
- Every recruiter who has presented you
- Recruiters known to do Board assignments
- (every recruiter you haven't angered)

The Right Audiences

... continued

- Industry colleagues
- Former bosses in high places
- Peers in all of your present peer groups
- Every person you know who sits on a Board

What to Say

“Hi Jim. I Know It’s probably been 5 years since we’ve caught up and I hope you’re well. See you’re still doing the thing with General Textile. Calling for selfish reasons which I’ll get to in a second, but first, things good by you?

Great. Well. I’ve been making a concerted move to place myself on two Boards, have beefed up by Board credentials, and am making my interest known to a couple dozen people like you who I know might be, on occasion, in the cross-hairs of hearing about Board needs. Specifically, I’m now Governance certified at. . . ” (keep the pitch to 2 sentences).

Tuesday

calls placed

~~||||~~ |

calls completed

|||

Steps

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- Develop your 'messaging'
- Go to market

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- What committee are you best suited for/ least suited for?
- How would you deal with a difficult Board member you don't agree with?

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- What do you wish the Board would do more of? Less of?

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- What is the expected term of your Directors?
- What's the best way to be a coach / resource to the CEO?
- What do you wish the Board would do more of? Less of?
- What should you tell me now, so that a year from now, I don't say to you "why didn't you tell me about (x)?"

Fit will matter as much as credentials

(Bobby Valentine just didn't fit on the Red Sox)

- Will you add to the Board chemistry, and mesh with Management?
- Can you disagree. . . without being disagreeable?
- Can you, the candidate, listen?
- Can you, the candidate, give a concise answer . . . then stop talking?
- Will the Board enjoy talking 'non-shop' with you?

Spend several days preparing for the interview

- Read everything:
 - ▣ Annual report
 - ▣ Proxy
 - ▣ latest 10-Q
 - ▣ All Conference and Investor PowerPoints on their Web Site
- Piece together their Strategic Plan
- Listen to the last Investor Call playback.
 - ▣ A great way to see what's top of mind with the CEO, and how they talk about the business. The lingo. Competitive perspectives.
- Analyst reports
- Last 12 months of press releases
- Net, net . . . 3 days of prep . . . not 3 hours

A 'Skills Map' before & after can separate you from the other candidates

- What skills does the company need to excel?
- What is the present company Skills Map (C-suite and Board)?
- Where are the gaps?
- How are they better off with you on the Board?



AeroGrow Board of Directors Competency Map - before

Mktg/D2C

Michael
Randy

Mirtchell
John
Jerry

Sales

Michael

(Retailer
experience)

Jerry
Jeff

Ops

(Lean
mfg.)

Terry
Jerry

Finance

Richard
Jack
Ken
Mitch
Wayne

Leveraged Co.

Richard
Jack
Ken
Mitch/Wayne

Int'l

Governance

(Public+Private
Bd. Experience)

Fred

The Science

Henry
Howard
Morton

Sylvia



AeroGrow Board of Directors Competency Map -after

Mktg/D2C

Michael
Randy
Mike L
Mirtchell
John
Jerry

Sales

Michael

Mike L

Jerry
Jeff

Ops

Mike L

Terry
Jerry

Finance

Richard
Jack
Ken
Mitch
Wayne
Mike L

Leveraged Co.

Mike L
Richard
Jack
Ken
Mitch, Wayne

Int'l

Mike L

Governance

Mike L
Fred

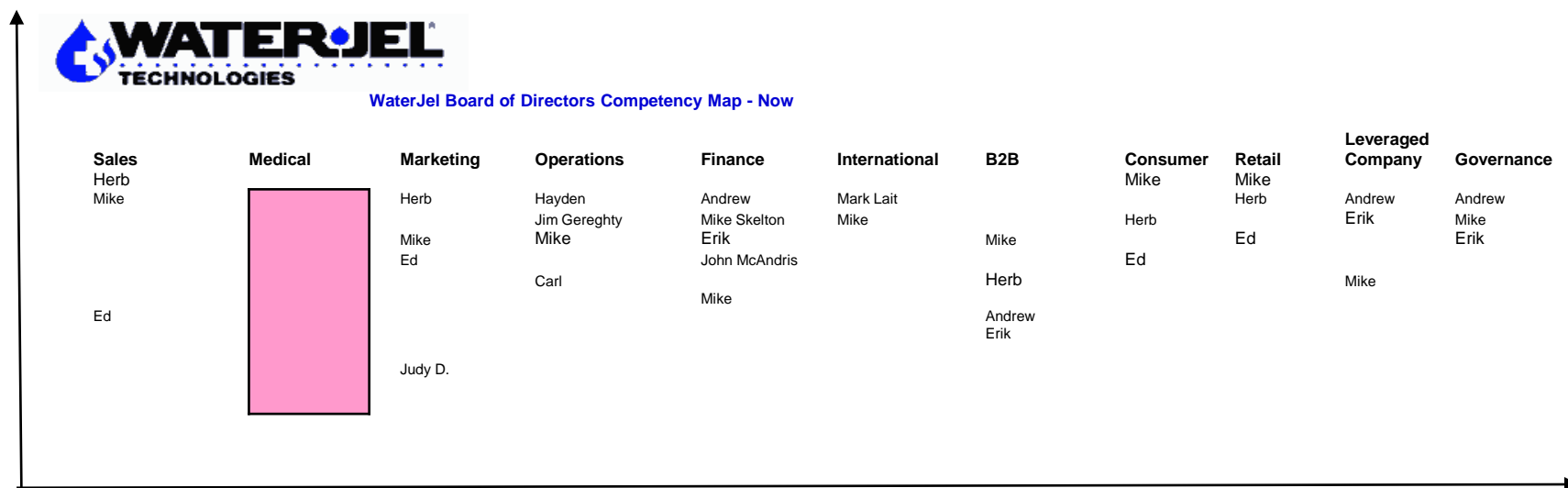
The Science

Henry
Howard
Morton

Sylvia



WaterJel Board of Directors Competency Map - Now





WaterJel Board of Directors Competency Map - after

Sales	Medical	Marketing	Operations	Finance	International	B2B	Consumer	Retail	Leveraged Company	Governance
Herb Mike	Dr. Granick	Herb Mike Ed	VPSC Hayden Mike Carl	Andrew Mike Skelton Erik John McAndris Mike L.	Mark Lait Mike	Mike Herb Andrew Erik	Mike Herb Ed	Mike Herb Ed	Andrew Erik Mike	Andrew Mike Erik
Ed		Judy D.								

Before

Ubiquity Brands Board of Directors Competency Map



After

Ubiquity Brands Board of Directors Competency Map

	Operations	Sales	Finance	Marketing	Small Cap/ Leveraged CEO
	Mike	Jeff	Avy/ Chris/Bob	Mike	Mike
	Bob	Mike Bob		Jeff	
			Mike	Bob	
	Jeff		Jeff		

Well. . . What about mailings and emailings?

- One of (many) Heidrick & Struggles heads of Board Services has said *“I get several hundred unsolicited letters a week. They go unopened.”*
- Do you open the letter from Wells Fargo Bank offering 5.5% APR financing?
- Do you open emails from an unknown?

Stuart-

I'm writing to make my availability known as an Outside Director, with particular qualifications in the Industrial Products sector. My key qualifications are these:

- **Presently CFO for General Textiles, a Publicly traded Fortune 1000** Industrial Multinational
- **Strategic Planning**- have utilized both McKinsey and Bain in two career situations to bring about major Strategic changes to global organizations, with sustainable, double digit operating income improvements
- **International**- have experience in the global markets, and in consolidating income statements, hedging currencies, and planning overseas plant expansions
- **Governance Certified**- Leadership Fellow standing with the NACD
- **Audit Committee capable**—versed in all aspects of Dodd-Frank and SOX
- **Manpower Development**- was given Human Resources oversight as recognition of contributions and interest made to people development
- **Board Experience**- on a high tech start up, and a chapter of United Way

Most of all, I enjoy coaching others, and have “brought along” many executives in my career.

Board resume attached. Best reached on cell before 8:30, and after 5:00 on (202) 902-8034, and weekends are certainly fine as well. Happy to have a phone acquaint if that would be helpful.

Best.

Mike

Michael K Lorelli

VP and CFO

General Textiles

MKLorelli@gtex.com

Well. . . it can't be all referrals...

- Right! Be visible.
 - ▣ Write articles
 - ▣ Be visible at association events/trade shows
 - ▣ Speak at association events/trade shows
 - ▣ Attend **NACD** chapter meetings and national meetings

Write Articles

Private Equity vs. Traditional CEO

By Michael K. Lorelli

A heads-up to directors: Sure, private equity and public company chief executives carry some of the same DNA and title, yet the operating and expectation differences can be huge—and capable of creating a fireball.

Shareholder vs. Shareholders

Not having the ongoing management of shareholders is a plus for the private equity (PE) CEO—no public earnings releases, analyst conference calls, important shareholder phone calls, preparation of fancy annual reports, and the like. The PE CEO enjoys the simplicity of one or a couple of shareholders—or does he? The PE firm has powerful and timely motives to succeed, creating a different set of pressures. I will disagree with every article that says PE companies are not under quarterly earnings pressure. In

CEO has no hold period.

The result in some ways is perpetual. There is no hard cliff date, after which you've failed. This can (and does) lead to more financial intrusiveness into the PE CEO's daily life. It can be a plus, as the newly minted MBAs on the deal team are, after all, pretty good at this stuff and can carry much of the burden when it comes to areas such as renegotiating the loan or resetting covenants.

The PE firm has powerful and timely motives to succeed, creating a different set of pressures.

Private equity firms usually ex-

Where do you go to confidentially kick the dog? My experience with PE deal teams is that the average IQ is about 160, so there is no shortage of mental stimulation. At one firm, I would book a half day in their office, often between board meetings and with a scant agenda, just to see where the conversation flowed. These were times when it was therapeutic to just let one's guard down and perhaps experience a few bonding moments.

PE CEOs of new companies have additional agenda items, such as the 100-Day Action Plan (how the deal thesis will be translated into an operational plan from the word “go”), and exit planning. Here is where the PE partners' contributions really shine. They have mastered the art of the 100-Day Action Plan and typically have tremendous



Michael K. Lorelli served as president of two PepsiCo divisions before moving into private equity. He has led engagements for Riverside Co., Rutledge Capital, and Pouschine Cook Capital Management. He is an operating partner of Falconhead Capital and executive chairman of Rita's Italian Ices and iControl. Contact him at MKLorelli@gmail.com.

A Few Words on Board Time

□ Meetings*/year:

□ Full Board	8.0
□ Audit Committee	8.7
□ Comp Committee	6.4

□ * Spencer Stuart survey, 2013

Board Compensation*

	Micro > \$100M	Small to1.0B	Medium to\$10B	Large \$10B+	Top 200 >\$13.6B
Total Cash	\$33K	\$57K	\$62K	\$77K	\$102K
Stock Value	\$50K	\$70K	\$95K	\$105K	\$133K
Total	\$83K	\$127K	\$157K	\$182K	\$235K

* NACD 2013-2014 survey

Before you sign

Check out the Directors & Officers insurance

Patience

- 12 – 18 months is realistic
- There is an incubation time

Road Map To Being in Demand For Board Assignments

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 - all of your alliance peers

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Areas to 'study' to be on your game

- Audit, Compensation and Nominating Committees – Roles and Responsibilities
- Board and Committee Leadership
- Board-CEO Relations
- Board Performance and Evaluation
- CEO Succession Planning
- CEO Organizational Performance and Compensation
- Corporate Governance Legislation
- Ethical Leadership, Citizenship and Integrity
- Executive Compensation
- Financial Reporting
- Global Corporate Governance
- Risk Governance
- Shareholder Relations

Resources

- **Board Prospects**
 - www.boardprospects.com
- **1. Bulletproof Blog-** Provides insights and analysis on the pressing issues facing companies today.
 - www.bulletproofblog.com
- **2. Compliance Week-** Offers many Corporate Governance related resources.
 - <http://www.complianceweek.com/enforcement-action/section/1871/>
- **3. Deal Journal-** This *Wall Street Journal* blog provides commentary and analysis around corporate decision making.
 - <http://blogs.wsj.com/deals/>
- **4. Forbes.com Governance Resources-** Provides news and commentary on topics from corporate leadership to investor relations.
 - www.forbes.com/leadership/governance
- **5. Harvard Law School Corporate Governance Forum-** Authored by a wide range of corporate governance experts
 - <http://blogs.law.harvard.edu/corpgov>
- **6. IR Web Report-** One of the most authoritative resources on new and emerging investor relations communications practices.
 - <http://lrwebreport.com/daily/>
- **7. Race to the Bottom-** Provides news, analysis and case studies related to the myriad laws and regulations that govern corporate behavior.
 - www.theracetothetobottom.org/
- **8. SEC Actions Blog-** covers SEC investigations, civil and criminal enforcement actions, class actions, and internal investigations.
 - www.secactions.com
- **9. The Conference Board-** commentary and insights on hot topics in corporate governance.
 - <http://tcbblogs.org/governance/>

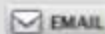
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Darden board ousted

The slate from activist investor Starboard Value takes all 12 seats on board

Ron Ruggless

Oct 10, 2014



EMAIL



SHARE



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+1



Recommend

115

COMMENTS 0



Darden Restaurants Inc.'s entire board was ousted Friday morning when [shareholders elected all 12 of activist investor Starboard Value L.P.'s nominees to the company's board of directors](#), according to preliminary proxy results.

The Orlando, Fla.-based parent to Olive Garden, Longhorn Steakhouse and other casual-dining brands released the results after its annual shareholder meeting.

On behalf of Darden's new board, Starboard CEO Jeffrey C. Smith said in a statement, "Darden's future is bright."

Anatomy of an Activist Campaign

ANATOMY OF AN ACTIVIST CAMPAIGN

Darden's stock has lagged since Starboard's Smith launched his assault, but it shot up after he won control of the board in October.



December 22, 2014

FORTUNE.COM

ADD TITLE

DuPont's Swing Voter: The Small Investor

By JACOB BUNGE

The proxy battle between DuPont Co. and Trian Fund Management LP pits the industrial giant against one of Wall Street's most successful activist investors, and it involves financial institutions that manage billions of dollars. But the outcome could come down to such individual investors as retired electrical-utility manager Roger Rinehart.

The 68-year-old resident of Dayton, Ohio, has about 100 DuPont shares in his personal portfolio, and he has been inundated with pitches from both sides—so much so that he asked DuPont to stop calling him after about their third try. He said he hasn't yet voted his shares for either side's board nominees, though he's leaning toward Trian's. "I have no quibble with

RE-ELECT KULLMAN



Vote Peltz for Board



Good Luck!

For LinkedIn formatting suggestions,
check out:

www.linkedin.com/in/mikelorelli



Private Coaching 'Semester'

LANDING BOARD SEATS

Mike Lorelli

Contact Info

- Mike Lorelli
- MKLorelli@gmail.com
- +1.203.655.2444
- www.linkedin.com/in/mikelorelli

Michael K. Lorelli



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15 Norman Lane

Darien, CT 06820

Office: 203 655-2444

FAX: 203 655-6916

Email: MKLorelli@gmail.com

Website: www.Lorelli.net

www.Linkedin.com/in/mikelorelli

Mike Lorelli's career spans a wide range of consumer products and services, and B2B categories, with responsibilities for both domestic and international units. His earlier years as a line-operating manager had been with Fortune 100 companies: PepsiCo and Bristol Myers Squibb. Mike's assignments at PepsiCo included CMO for PepsiCo's beverage sector, President of Pepsi-Cola East, a \$1.5 Billion operating company, and President for Pizza Hut's International division where he led a "global or bust" charge, resulting in surpassing McDonalds in country count.

For the last 16 years, as CEO and/or as Director, he has led revitalizations and turnarounds for private equity firms. For example, Dr. John Rutledge, Chairman of Rutledge Capital, will say: *"I would invade China with Mike alone in a rubber boat."* He is presently an Operating Partner at Falconhead Capital, and Executive Chairman of the Board, Rita's Franchise company, the nations leading Italian Ice and frozen custard chain.

Mike has also led CEO engagements for Riverside Company, Rutledge Capital, and Pouschine Cook Capital.

Mike holds a Bachelor of Engineering degree in Industrial Engineering from New York University, and an MBA in Marketing from NYU's Stern Graduate School of Business. He has traveled to 58 countries, is an avid runner, claims to excel at no sport, is an active private pilot, member The CEO Trust, former member of YPO, and author of the children's best-seller *"Traveling Again, Dad?"* with profits donated to children's charities. Mike is also a Director of CPKelco and iContro, and Axxune. He holds a Masters Professional Director Certification from The American College of Corporate Directors, and is also an NACD 2011 Masters Governance Fellow. He is a registered speaker with Vistage International.

