

# Charles M. Elson

Independent Director

Executive Editor-at-Large, *Directors & Boards* magazine



**Independent Director Since:** 2022

**Committees:**

- Audit & Finance
- Nominating & Corporate Governance

**Key Skills and Qualifications:**

*Mr. Elson is widely regarded as a leading authority on corporate governance issues and has been recognized for his dedication to business ethics, transparency, and sustainability. Mr. Elson's academic, professional, and board experience provides the Board with valuable insight on the effective management of public policy, risk governance, board structure, and strategic development.*

- **Compliance / Risk Management** – Established through nearly four decades of legal and academic experience consulting on matters of due diligence and compliance, demonstrated through his many publications including co-authorship of *The Art of M&A Due Diligence*. His expertise in financial risk management and compliance is further evidenced by his prior service on the National Association of Corporate Directors' Best Practices Council on Coping with Fraud and Other Illegal Activity, and by his former membership on the Standing Advisory Group of the Public Company Accounting Oversight Board. Mr. Elson has testified before Congress on both the Sarbanes-Oxley and Dodd-Frank Acts as an expert on corporate governance.
- **Public Company Board / Governance** – Gained a unique perspective through leadership roles with various professional organizations, nearly three decades advising on governance matters as legal counsel, active membership in the leading organization for board directors, and as the founding director of John L. Weinberg Center for Corporate Governance, one of the longest-standing corporate governance centers in academia. He has contributed extensive thought leadership on the subject of boards of directors and has a long history of public and private board service across retail, professional services, and energy industries, including Circon Corporation, Sunbeam Corporation, Neuvo Energy (until acquired by Plains Exploration & Production), Alderwoods Group (until acquired by Service Corporation), AutoZone (NYSE: AZO), Bob Evans Farms (until acquired by Post Holdings), and Dogfish Head Craft Brewery (until acquired by Boston Beer Co.).
- **Public Policy / Governmental Affairs / Regulatory** – Gained as a legal academic advising on securities regulation, as well as through research and thought leadership on the intersection of state and federal regulations and legislative initiatives on corporate law and governance.

**Professional Highlights:**

- **Executive Editor-at-Large at *Directors & Boards* magazine**, a publication for public and private company directors and C-suite executives with a focus on corporate governance practices and trends (since 2020)
- **Of Counsel / Consultant at Holland & Knight LLP**, a multinational law firm (1995 – 2024)
- **Lecturer in Law, University of Pennsylvania, Carey School of Law**, a private university (2023)
- **Alfred Lerner College of Business and Economics, University of Delaware**, a privately governed, state-assisted university (2000 – 2021)
  - Professor of Finance
  - Edgar S. Woolard, Jr. Chair in Corporate Governance
  - Founding Director of the John L. Weinberg Center for Corporate Governance
- **Professor of Law, Stetson University College of Law**, a private university in central Florida (1990 – 2000)

**Current Public Company Boards:**

- None

**Other Notable Board Memberships and Affiliations:**

- Director, Encompass Health, the nation's largest system of rehabilitation hospitals (NYSE: EHC) (2004 – 2020)
- Director, Blue Bell Creameries, an American food company (since 2019)
- Vice Chairman, American Bar Association's Committee on Corporate Governance, a committee promoting and supporting effective corporate governance for business and nonprofit enterprises (since 1998)
- National Association of Corporate Directors, the most trusted resource for corporate directors (since 1995)
  - Member of various Blue Ribbon Commissions, including Director Compensation, Director Professionalism, CEO Succession, Audit Committees, Strategic Planning, and Director Evaluation
  - Member of Best Practices Council on Coping with Fraud and Other Illegal Activity
- Director, Investor Responsibility Research Center (1999 – 2006)

**Education:**

- B.A., Harvard College
- J.D., University of Virginia Law School