

# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

MAJOR, LINDSEY & AFRICA | 1 S. WACKER DRIVE, SUITE 1750, CHICAGO, IL 60606 312.372.1010

July 2019



## Peabody Energy

St. Louis, Missouri

[www.peabodyenergy.com](http://www.peabodyenergy.com)

Major Lindsey & Africa (MLA) has been exclusively retained by Peabody Energy (“Peabody” or the “Company”) to conduct a search for a Vice President, Corporate Governance and Securities & Assistant Corporate Secretary in St. Louis, Missouri. Peabody Energy is an equal opportunity employer. Interested candidates should submit a resume (in MS Word) to Michael Sachs at [msachs@mlaglobal.com](mailto:msachs@mlaglobal.com). Please do not contact the Company directly; all resumes sent to Peabody will be routed to MLA for handling and will result in delay.

## VICE PRESIDENT, CORPORATE GOVERNANCE AND SECURITIES & ASSISTANT CORPORATE SECRETARY

**Company:** Peabody Energy (NYSE: BTU) is the world’s largest private-sector coal company. The company is also a leading voice in advocating for sustainable mining, energy access and clean coal technologies. Peabody serves metallurgical and thermal coal customers in more than 25 countries on five continents. For more information, please go to [www.peabodyenergy.com](http://www.peabodyenergy.com).

**Overview:** Reporting to the Executive Vice President & Chief Legal Officer, Government Affairs and Corporate Secretary, this individual will be responsible for providing support and legal advice on a range of legal matters, with primary focus on SEC and corporate governance, executive compensation and compliance with corporate and securities laws and regulations. This leadership role will also include responsibility for, and deep involvement with, company-wide matters pertaining to compliance and legal operations.

**Location:** St. Louis, Missouri.

**Relocation:** Yes.

**Experience:** 15+ years of direct, relevant legal experience in SEC, governance and legal operations, while practicing in the law department of a corporation or major law firm servicing corporate clients. **Prior in-house and international experiences are strongly preferred.** The successful individual will demonstrate a record of providing substantive/technical legal advice and support to a senior management team and business leaders, as well as a history of building strong relationships and possess a collaborative working style.



# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

## Company Overview

Peabody is the world's largest private-sector coal company and a Fortune 500 company. The company is also a leading voice in advocating for sustainable mining, energy access and clean coal technologies. Peabody serves metallurgical and thermal coal customers in more than 25 countries on five continents.

With annual revenues of \$5.58 billion and over 7,400 employees working across its global operations, Peabody has 23 operations including surface and underground mines in the United States and Australia. Since 2013, Peabody has earned over 100 awards for safety, corporate and environmental excellence and has shown a 22% improvement in global safety rate. In 2018, Peabody sold 186.7 million tons of coal to global electric utilities and industrial plants and restored 5,344 acres of coal mined lands globally.

Peabody's mission is to create superior value for shareholders as the leading global supplier of coal, which enables economic prosperity and a better quality of life. It commits to safety and health as a way of life. Peabody takes responsibility for the environment, benefits its communities and restores the land for generations that follow. It has the courage to lead, and do so through inspiration, innovation, collaboration and execution, providing customers with quality products and excellent service. Peabody acts in an honest and ethical manner and is accountable for its own success. It operates cost-competitive mines by applying continuous improvements and technology-driven solutions. Peabody also offers an inclusive work environment and engages, recognizes and develops its employees.

For more information about Peabody, please visit [www.peabodyenergy.com](http://www.peabodyenergy.com).

## Position Information

Peabody Energy seeks to hire a new Vice President, Corporate Governance and Securities & Assistant Corporate Secretary, to be located at its headquarters in St. Louis, Missouri. The VP will be responsible for providing support and legal advice on a range of legal matters, with primary focus on SEC and corporate governance, executive compensation and compliance with corporate and securities laws and regulations. The role will also include responsibility for, and deep involvement with, company-wide matters on a global basis pertaining to compliance and legal operations. The role requires strong leadership capabilities together with a keen ability to manage risk while driving business results and solutions that further the company's strategies. The VP will report to the Chief Legal Officer.

The VP, in conjunction with the Legal leadership team, will play a leading role in the continued development and operation of the legal department. The successful candidate will leverage skills as a strategic business partner and work with colleagues to interpret and provide creative business solutions as permitted under applicable law.



# POSITION DESCRIPTION

MAJOR, LINDSEY & AFRICA

## Responsibilities

- Together with the Legal department's leadership team (one SVP and three VPs), providing advice and support to the Legal department in the absence of the CLO.
- Providing day-to-day advice and support with respect to all securities matters, including '33 and '34 Act compliance.
- Monitoring corporate governance and developments, as well as monitor compliance with NYSE and/or other listing requirements as they relate to governance practices and related disclosures including equity plan approvals and notifications, press release policies, etc.
- Keeping abreast of proposed and existing legislation and regulations, and coordinate compliance with the Sarbanes-Oxley Act as well as NYSE corporate governance roles and listing requirements.
- Preparing and supporting the preparation of reports filed with the SEC and other regulatory agencies such as Forms 10-K, 10-Q and 8K, proxy statements, annual reports to shareholders and others.
- Supporting company governance practices, including public company board, committee and shareholder meetings.
- Managing governance for Peabody's domestic and international subsidiaries.
- Providing legal advice regarding executive compensation issues.
- Identifying applicable domestic and international laws and regulations and providing interpretations and advice regarding the impact and requirements thereof on company compliance with securities and governance laws, regulations and best practices.
- Assisting in driving operational and cost efficiencies in the legal department through technology, and workload management between in-house and outside counsel.
- Interfacing with the Board of Directors, and providing support, advice and counsel on board matters and concerns.
- Participating in protecting the company by establishing and recommending risk and compliance standards and expectations while creating/supporting opportunities and paths to allow the company to execute strategy to the fullest extent.
- Any other duties assigned by the CLO.

## Qualifications & Skills

The position requires an accomplished professional with a strong record of providing substantive/technical legal advice and support to a senior management team and business leaders, as well as a history of building strong relationships and possessing a collaborative working style.

## Education and Qualifications

- Excellent academic credentials and a J.D. from a highly-regarded law school.
- Bar Admission in good standing approved by a State Bar Association.



# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

- Possessing an MBA from an accredited business school is also a plus although not required.

## Required Experience and Personal Traits

The VP must be an experienced attorney with the legal background and interpersonal skills sufficient to function successfully in a visible and legally challenging position. Experience in the energy or mining-related industries is advantageous.

- Possess a proven record of professional excellence and achievement with 15+ years of direct, relevant legal experience in SEC, governance and legal operations, while practicing in the law department of a corporation or major law firm servicing corporate clients.
- **Prior in-house and international experiences are strongly preferred.**
- Demonstrate a record of providing substantive/technical legal advice and support to a senior management team and business leaders, as well as a history of building strong relationships and possess a collaborative working style.

## Knowledge, Skills and Abilities

- Must have strong executive presence, organizational savvy, and strong strategic thinking capabilities.
- Must have strong oral and written communication skills, and the ability to interface effectively throughout the organization – from the coal face to the boardroom
- Maturity, discipline, self-motivation, confidence, and ability to provide business counseling with excellent interpersonal skills and strong business ethics and integrity
- Ability to read – critically – financial reports and statements
- Capable of assuming responsibility for a wide variety of work as a self-starter, under the supervision of the CLO
- Capable of maintaining independence of judgment and advice while developing constructive relationships with business personnel.
- Functions well as a business partner to multiple businesses in a decentralized organization
- Energetic, prepared to “roll up his/her sleeves” to do whatever task needs to be done to achieve the desired result while effectively handling pressure and prioritizing demands.
- Must have the ability to deliver timely work product, have strong attention to detail, be capable of providing clear instructions and guidance to Legal team members, set priorities among multiple projects and manage expectations with respect to deliverables and deadlines, focusing on client needs with a commitment to quality and service.
- Someone who is highly proactive about tackling complex issues critical to the Company’s growth and future; someone who is a courageous leader and willing to raise alternative views.
- Unquestioned integrity, credibility and judgment.



# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

## About the Chief Legal Officer

A. Verona Dorch is Executive Vice President, Chief Legal Officer, Government Affairs and Corporate Secretary for Peabody. In this role, she has executive responsibility for providing comprehensive legal and government relations counsel for Peabody's business activities and leads the company's global legal, government affairs and compliance functions.

Ms. Dorch has close to 25 years of legal, governance and government affairs experience counseling diverse global businesses. She previously served as Chief Legal Officer, Chief Compliance Officer and Corporate Secretary for Harsco Corporation, a leading global industrial services company. She also has experience in corporate and securities law from top-tier law firms and with Sumitomo Chemical Co. following a multi-year secondment in Tokyo, Japan.

Ms. Dorch currently serves as a member of the board of directors of Enterprise Bank & Trust, a regional bank with over \$7B in assets as of March 2019, and as a member of the board of Directors for Girls Inc. in St. Louis and the United Way of Greater St. Louis. She is also a Fellow of the American Bar Foundation.

Ms. Dorch has been named to the 2019 Financial Times' Global GC 20 list; the Legal 500 General Counsel Powerlist United States 2019 (recognizing the best general counsel in the U.S.); Black Enterprise Magazine's 2018 300 Most Powerful Executives in Corporate America List; Savoy Magazine's 2018 300 Most Influential Black Lawyers list; the Most Powerful Women in Business 2017 list by Black Enterprise Magazine; and was shortlisted by the Financial Times in 2016 for two honors: Most Innovative Legal Team and Most Innovative General Counsel. She holds a Bachelor of Science degree from Dartmouth College and Juris Doctor Degree from Harvard Law School.

## Process

Submit a resume in Microsoft Word format with a letter describing your interest and relevant skills addressed to:

**Michael Sachs**

Partner

[msachs@mlaglobal.com](mailto:msachs@mlaglobal.com)

Please do not contact the Company directly; all resumes sent to the Company will be routed to MLA for handling and will create delays. You may be required to complete additional documents to be considered for this position.