

CURRICULUM VITAE

Douglas O. Smith
Director of International Business Programs
Assistant Professor of Practice
Adjunct Professor of Law
Marquette University

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Phone: (414) 288-6486
3. **Place of Birth:** Rockford, IL
4. **Citizenship:** U.S.A.
5. **Education:**

8/1976 – 5/1980	Honors B.A. <i>magna cum laude</i> , Marquette University, Milwaukee, WI
8/1980 – 5/1981	Duke University Law School, Durham, NC
8/1981 – 5/1983	J.D. <i>cum laude</i> , Marquette University, Milwaukee, WI
8/2007 to 12/2012	Master of Business Administration Degree Marquette University Milwaukee, Wisconsin
6. **Postgraduate Training:**

5/1993 to 6/1993	Duke University Executive Program for Corporate Counsel Durham, NC
5/2006	Program on Negotiation Harvard Law School

7. **Military Service:** 5/1983 to 4/1987 United States Army
Captain, Judge Advocate General's Corps
8. **Awards and Honors:**
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|---------|---|
| 10/1975 | United States Army Four-Year Scholarship |
| 5/1978 | Delta Sigma Rho Tau Kappa Alpha
Honorary Forensic Fraternity |
| 4/1980 | Phi Beta Kappa |
| 5/1980 | Marquette University Honors Program Degree |
| 5/1980 | Officer Commission, United States Army |
| 5/1982 | Marquette University Law School
Charles Goldberg Scholarship |
| 4/1987 | Meritorious Service Medal, United States Army |
| 5/1994 | Merit Award for Customer Satisfaction,
Johnson Controls |
9. **Bar Admissions and Professional Societies:**
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| 5/1983 | Admitted to Bar, State of Wisconsin,
State Bar of Wisconsin |
| 11/1984 | Admitted to Bar, State of Illinois |
| 8/1985 | American Bar Association,
Public Contract Law Section |
| 11/1987 | Admitted to Bar, State of Texas |
| 5/1990 | American Corporate Counsel Association |
| 6/2007 | National Association of College and
University Attorneys |
| 4/2010 | President, Zeta of Wisconsin Chapter
Phi Beta Kappa |
10. **Professional Experience:**
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| 8/2015 to present | Assistant Professor of Practice
College of Business Administration
Marquette University
Milwaukee, WI |
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Responsible for teaching a variety of business law courses in the College of Business Administration and the Graduate School of Management for undergraduate business majors, Master of Business Administration students, and Executive MBA students. Faculty member of University Library Board and University Retirement Plan Committee. Assumed position of Director of International Business Programs in July 2017.

1/2016 to present Adjunct Professor of Law
Law School
Marquette University
Milwaukee, WI

Taught Employment Law, Administrative Law, Health Law, and Disability Law. Taught Comparative Corporate Governance in the summer 2016 academic term as part of the U.S.-German Summer School in International and Comparative Law at Justus Liebig University in Giessen, Germany.

2/2014 to 12/2014 Adjunct Instructor
Department of Management
Marquette University
Milwaukee, WI

Taught two sections of Behavior and Organizations and one section of Strategic Management in the College of Business Administration.

5/2014 to present Adjunct Instructor
Graduate School of Management
Marquette University
Milwaukee, WI

Taught two sections of Business Law Skills.

6/2007 to 7/2015 Associate General Counsel
Marquette University
Milwaukee, WI

Provided legal advice in the areas of corporate law and corporate organizational matters, research and research sponsorship, purchasing and software licensing matters, non-profit tax exemption and related tax issues, employment law, education law, institutional advancement and philanthropy, construction law, real estate law, litigation management, risk management, safety-related matters, audit issues, education law and student discipline, intercollegiate athletics, faculty governance, audit issues, and intellectual property law. Responsible for the University's risk management programs and centralized compliance program.

- Provided legal advice and services for all colleges and administrative functions within the University, with emphasis on support for the Offices of Finance, Administration, Advancement, Research and Sponsored Programs, and Intercollegiate Athletics.

- Drafted numerous Bylaws amendments and resolutions for the Board of Trustees, including development of the conflicts of interest review program for the Board of Trustees.
- Drafted numerous University policies, including those related to contracting, records management, vehicle use, management of conflicts of interest by the Board of Trustees, and working with minors on campus.
- Served as legal counsel for four bond financings for the University exceeding \$250 million in proceeds, including review of documents and management of due diligence activities and ongoing compliance activities.
- Reviewed over 1,500 University contracts for legal sufficiency and drafted numerous contract formats and contracts for specific use by all colleges and administrative functions within the University.
- Served as legal counsel for the purchase of several real properties by the University and in connection with litigation involving one of those purchases, successfully negotiating a favorable conclusion.
- Provided legal review of University's Form 990 informational tax filings.
- Provided University-wide training on records management issues, contract review and processing, and Form I-9 compliance.
- Prepared conflicts of interest training modules for University investigators.
- Provided legal services related to University licensing to two faculty start-up companies.
- Served as director of risk management activities from March 2011 through December 2013.
- Served as primary manager of the Enterprise Risk Management Program since January 2012.
- Drafted Wisconsin legislation to authorize Marquette to establish commissioned police force and worked with Marquette's Office of Public Affairs to obtain passage of the legislation in spring 2014 and its signing into law by the Governor.
- Prepared employment agreements for new athletic coaches, including amendments for all existing agreements to conform them to new NCAA guidelines, and for other University employees.
- Managed intervention by downtown Milwaukee customers of local utility in proceedings before the Wisconsin Public Service Commission to preserve existing cost allocations for electric and steam customers, saving the University more than \$3 million over cost allocations recommended by intervening consumer group.
- Drafted and managed negotiations with Children's Hospital of Wisconsin for establishment of nurse-managed community health clinics staff by Marquette nurse practitioners.

10/2004 to 6/2007 Associate General Counsel
Medical College of Wisconsin
Milwaukee, WI

- Provided legal advice in the areas of health care, health care compliance, research and research sponsorship, corporate law and corporate organizational matters, managed care contracting, purchasing and software licensing matters, employee benefits law, non-profit tax exemption and related tax issues, employment law, education law and student discipline, institutional advancement and philanthropy, construction law, real estate law, faculty recruitment and discipline, litigation management, risk management, safety-related matters, audit issues, and intellectual property law.

From July 2005 through June 2006, served as the chief legal officer of the corporation, during which time--

- Met with each of 27 department chairs and their administrators and provided legal services for each of them.
- Prepared “Minimum Contract Requirements” documents that are used by other OGC staff and Grants & Contracts to identify unacceptable provisions in contracts prepared by others, to draft relevant provisions in agreements prepared at the College, and to negotiate alternatives to provisions unacceptable to one of the parties.
- Prepared “Policy Statement” documents on the application of contractual indemnity principles and independent contractor agreements that have resulted in an agreed-upon understanding among a variety of staff functions on how these issues are best resolved.
- Prepared all resolutions and minutes for the Board of Trustees, Board of Trustees Executive Committee, Board of Trustees Finance Committee, and the MCW Research Foundation Board of Directors.
- Prepared and managed the office budget and supervised departmental staff.
- Provided support for an FDA inspection; addressed over 15 significant research compliance issues; and made two presentations on research-related legal issues to research staff and drafted the written materials for one other.
- Handled over ten significant clinical compliance issues and provided support to the Peer Review Committee, both as legal adviser and then as secretary.
- Drafted or negotiated over 20 affiliation agreements; over 30 real estate related agreements, including leases; five significant hardware purchase or software license agreements; over 15 sponsored research agreements; over 25 medical services agreements; over 25 commercial goods and services purchase agreements; two trademark licenses; eight technology licensing agreements; 15 construction agreements; five copyright licenses; and five managed care agreements.
- Resolved and brought to completion over 30 matters related to gifts or bequests to the College; over 40 significant matters related to faculty employment, with others being handled through telephone or email advice that did not require

additional follow up; over 30 significant matters related to employment of staff, with others being handled through telephone or email advice that did not require additional follow up; five significant benefits matters, with others being handled through telephone or email advice that did not require additional follow up; and reviewed numerous letters of offer for faculty and answered numerous one-time questions concerning the application of the Faculty Handbook to faculty employment situations.

- Prepared nine significant reviews of outstanding policy issues and, in some cases, drafted new policies or policy guidance, and provided support to Risk Management on numerous issues related to corporate matters and insurance.
- Resolved four significant commercial disputes.
- Handled four significant academic issues related to the Medical School and provided advice on numerous issues that arose from time to time concerning student discipline.
- Handled three class action responses, seven security matters that included obtaining restraining orders, and four tort claims.
- Coordinated the completion of the Office of General Counsel file reorganization and the incorporation of all files into the office's matter management database; reorganized the records related to corporate organization and incorporated them into the vault files to provide for broad access within the office as necessary; established processes for the coordination of work within the office and sharing of information concerning assignments and status; and managed work flows to assure balancing of work responsibilities where possible.
- Dealt regularly with officers, senior associate deans, department chairs, faculty governance bodies, and top-level management officers and senior attorneys in other organizations.
- Manage outside counsel with respect to various matters, including litigation.
- Provide legal advice and guidance to management on the legal implications of physician practice activities and research activities.
- Provide legal advice and guidance in the development and implementation of policy related to employment, health care, research, education, and compliance with applicable state and federal regulations and implementation of compliance programs.

9/2003 – 10/2004 Counsel, Rayovac Corporation
Madison, WI

- Served as legal advisor for various operations of Rayovac Corporation and for Remington Product Company, LLC, recently acquired by Rayovac Corporation (now Spectrum Brands).
- Legal advisor for day-to-day operations at Remington in Bridgeport, Connecticut, and for commercial legal activities for Rayovac Corporation in Latin America, Europe, Asia, and Australia. Responsible for substantive legal advice with respect to subsidiary management; product labeling and advertising matters; manufacturing operations; procurement; customer sales; real estate; and international business transactions.

- Responsible for preparation of standard contract forms; product manufacturing and distribution agreements; procurement agreements and functions; litigation management; integration of Rayovac and Remington law department functions; and various real estate lease and sale matters.
- Responsible for coordination of Rayovac Corporation subsidiary merger and reorganization activities in the United States, United Kingdom, Germany, Mexico, Canada, Australia, and other countries.

9/1999 – 6/2003

Senior Counsel
eFunds Corporation
Milwaukee, WI

- Served as primary legal advisor for the company's Electronic Benefits Transfer (EBT) business, which provides electronic benefit delivery to clients on behalf of over 30 state and local governmental entities.
- Drafted the company's standard contract formats for electronic funds transfer (EFT) and payment decisioning services and standard contracts for business process outsourcing (BPO) services, including various types of licensing, distribution, and confidentiality agreements.
- Drafted and negotiated \$50 million BPO agreement and numerous other BPO and professional services agreements, primarily with Fortune 500 companies and international software licensing and distribution agreements.
- Negotiated 15% ownership acquisition and distribution agreement with Australian software and payment solutions company.
- Provided legal advice on various employment-related matters; drafted and administered legal aspects of the company's sales incentive compensation programs; and managed all employment-related litigation and discrimination claims.
- Provided ongoing legal support for the company's procurement functions, including those related to the company's technology licensing efforts.
- Established company's intellectual property protection program.
- Drafted the company's ethics policy and administered its corporate compliance program.
- Provided legal advice on the company's real estate activities, including negotiation of leases.

6/1997 – 9/1999

Principal & Shareholder
General Counsel, S.C.
Milwaukee, WI

- Served as part-time general counsel for small companies and provided contract legal services to in-house law departments.

- Acted as commercial counsel for the worldwide operations of one of two business groups of a \$1 billion corporation, primarily in the areas of intellectual property licensing
- Successfully acted as plaintiff's counsel in patent licensing dispute.

5/1990 – 6/1997

Group Counsel
Johnson Controls, Inc.
Milwaukee, WI

- Accountable as primary legal advisor providing business law and commercial litigation services for the domestic operations of divisions of the Controls Group with annual sales of over \$1.5 billion.
- Served over 200 direct, first-line client managers for construction and related building services.
- Drafted standard contract agreements of all types.
- Negotiated modifications to standard agreements, reviewed customer and vendor agreements for legal objections, negotiated required changes and handled disputes related to such agreements.
- Administered government contract compliance with all applicable regulations and handled related disputes.
- Established and managed all legal aspects of Performance Contracting Program, which provided guaranteed energy efficiency services and equipment to customers financed over time and generated \$175 million in revenue in second year of operation.
- Reduced average annual legal expense for commercial litigation related to responsible business operations by 48.2% and average fee per matter by 50.4% over three-year period.
- Reduced commercial litigation case time by one-third.
- Negotiated required qualification to do business with the Government of India, working with local counsel and government officials.
- First member of Law Department to win the company's Merit Award for Excellence in Customer Satisfaction by resolving a complex \$1.5 million claim related to the construction of a federal facility.

3/1989 – 5/1990

Associate, Frisch Dudek Ltd.
Milwaukee, WI

- Accountable for client employee benefit plan matters, commercial litigation, and government contract appeals.
- Drafted successful discovery motions in a \$10 million civil lawsuit for unfair competition and tortious interference.

4/1997 – 3/1989 Associate, Doke & Riley
Dallas, TX

- Provided legal representation of clients in the areas of government contracts and international business transactions.
- Litigated over 20 contracts appeals before the boards of contracts appeals and the United States Claims Court.

5/1983 – 4/1987 Captain, United States Army
Judge Advocate General's Corps
Fort Sheridan, IL

Chief, Administrative Law
1985-1987

- Primary responsibility as the government contracts legal advisor for \$150 million procurement program. Advised command on all aspects of administrative law.
- Awarded Meritorious Service Medal

Assistant Command Legal Counsel
1983-1985

- Provided administrative law advice to the Recruiting Command.

11. Community Service Activities:

3/2007 to 3/2008	Member, United Way of Milwaukee Employment Initiative
3/1996 to 6/2006	Vice Chair, United Way of Milwaukee Self-Sufficiency Advisory Committee
3/2003 to 9/2004	Chair, United Way of Milwaukee Disabilities Planning Committee; Member, Strategic Planning Advisory Committee
9/2008 to 9/2015	Volunteer Attorney, Veteran's Legal Clinic through Marquette University Law School

BIBLIOGRAPHY

“Statutory Interpretation After *Hively*,” accepted for publication in the December 2017 edition of *Wisconsin Lawyer* magazine

Co-authored “How Johnson Controls Manages Construction Litigation,” *Corporate Legal Times*, November 1996

Co-authored “Performance Contracting,” *25 Public Contract Law Journal* 393 (Winter 1996)

“Alternatives to Exclusion of Unbalanced Offers,” *19 Public Contract Law Journal* 233 (1990), and chosen for *Yearbook of Procurement Articles*, 1990

“Understanding Government Contracts,” *Wisconsin Lawyer*, May 1990, and chosen for *Yearbook of Procurement Articles*, 1990