



TOPICS COVERED

// *Governance & Diversity*

Tell us a bit about your career and what are some developments you've seen over the years on the corporate governance front?

GS I started at McDonald's out of law school and started out as a Corporate and Transactional lawyer. I became the company's Corporate Secretary in 1996 and have served as General Counsel since 2001.

During that period and over the years, clearly there have been changes with how the boards engage with shareholders. If you look at the industry as the whole, about 20 years ago, when I was a Corporate Secretary, I've noticed that no one paid attention to governance. But that's no longer the case. McDonald's was one of the first companies and early adopters of solid corporate governance practices and we have always found transparency is helpful in promoting a culture of integrity. Governance has evolved so much over the years that all companies have to disclose their principles. Again, there is a great opportunity that exists to engage with shareholders and it has made my job interesting.

Over the years, technology and social media has become a major part of corporate governance. How does the legal team at McDonald's utilize this channel?

GS Technology and social media are a good way for us to share news and hear from our customers and we use this avenue to externally share information. Our customers all use social media and so listening and responding to them is a way to share more about our global brand across 120 countries. Social media, for us, remains an important platform.

In my view, technology has certainly influenced corporate governance over the years and it has created more transparency. In the boardroom, you get to know what your shareholders think about you and receive feedback as a result of technology.

What are some opportunities that exist with being a female General Counsel and can you share some advice for those looking to embark on this career path?

GS The great thing about being a female General Counsel is you get to role model and demonstrate that you could be effective in the job and the challenges are the same for both males and females. I don't

LEADING BY EXAMPLE

An Interview with Gloria Santona of McDonald's

Interview by Emily Rochefort

Ethisphere recently had the chance to catch up with Gloria Santona, Executive Vice President, General Counsel and Secretary at McDonald's Corporation. In the following interview, she highlights the importance of diversity and inclusion and how it all relates to corporate governance and transparency. In the ever changing world of corporate governance, Santona provides thoughtful insight into corporate governance, which comes, in part, from her roles on the Boards of Directors for other businesses and organizations. She is a member of the Board of Directors of Aon, the Constitutional Rights Foundation of Chicago, and The Chicago Network and a trustee of Rush University Medical Center.

The great thing about being a female General Counsel is you get to role model and demonstrate that you could be effective in the job and the challenges are the same for both males and females. I don't see any particular challenges other than the opportunities to excel in your role.

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For those looking to take this career path you need to have an open mind that gets you there; you can't believe that there is one direct path, which leads you to the General Counsel role. You have to be agile and willing to move around and this gives you more opportunity to spend time with business leaders.

When it comes to the legal profession, how do you promote women and diversity initiatives and what are some best practices you've implemented?

GS I regularly speak on this issue and I was one of the first members of the Chicago Network, an organization that connects female leaders and promotes women executives and I have the opportunity there to contribute and advance the dialogue in this space as well.

When it comes to diversity and inclusion, McDonald's is a good place to be. In our legal department we get the ability to directly spend on minorities and women at firms. We also survey our major law firms to make sure that they are thinking about diversity and inclusion.

The diversity and inclusion committee in McDonald's legal department was formed after I became General Counsel. It has been a two-way street and I am lucky to have a diverse legal department. It was a good marriage of our intent and desires to have a department comprised of diverse and unique individuals and you want to maintain it. Law firms and corporations are grappling with this issue and corporations have made pretty significant strides

in recent years and we are committed to this initiative.

When I started at McDonald's there were 13 lawyers. Back in 1996, I was the fourth woman and second Hispanic. This shows that diversity and inclusion has always been part of the McDonald's culture. I was lucky to come into an organization that had the idea of diversity. Back then, our General Counsel created an environment that was comfortable and there were many opportunities for lawyers to excel in their roles.

Expert Biography

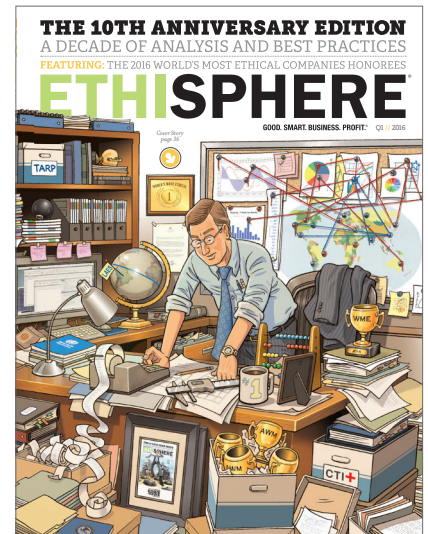
Gloria Santona is the Executive Vice President, General Counsel and Secretary at McDonald's Corporation. Tasked with anticipating conflicts and protecting the McDonald's brand across the globe, Santona oversees the company's global legal, compliance and regulatory teams. She also works closely with McDonald's independent Board of Directors as their liaison to senior management.

Widely respected in the legal profession, Santona was named an Outstanding General Counsel by the National Law Journal in 2014. Among other awards, she has been recognized as one of America's Top General Counsels by Corporate Board Member magazine. Under Santona's leadership, McDonald's legal department has been recognized for its commitment to women and diversity.



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