

STEVE GROOM

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PROFESSIONAL SUMMARY

Significant Executive and General Counsel experience with four publicly-traded companies; also practiced law with three prominent law firms; trusted counselor and advisor with demonstrated ability to help company management and Boards of Directors navigate the most challenging business and legal issues, including providing strategic direction and facilitating growth strategies, contracting and negotiations, regulatory relations, mergers and acquisitions, resolution of high-stakes and high exposure matters, outside counsel and litigation management, compliance and workplace investigations, corporate crises, and risk management.

HIGHLIGHTED SKILLS

- Significant experience advising employees, management, and Directors of public and private companies on a wide variety of legal matters, including corporate governance, employment, real estate development, government procurement, high-stakes negotiations, outside counsel and litigation management, and operations issues, as well as strategic development and growth initiatives.
- Significant mergers and acquisition experience, including negotiation, successful merger due diligence, and post-merger integration activities.
- Exceptional negotiation skills with significant experience negotiating complex, high profile, and high exposure matters; negotiation skills were credited by the Board, management, insurers, and investors as making a significant contribution to the financial turnaround of Corrections Corporation of America (now CoreCivic), and management of litigation and related accrual processes credited with preserving relationships with insurance carriers and re-establishing trust and credibility with the independent auditors;
- Exceptional skills in the management of Company disputes, including litigation, mediation, and arbitration (participated in over 2000 mediations); highly successful management of outside legal counsel and associated expense (reduced legal expenses by over 40%, and reduced law firms by over 60%), employing law firm performance guidelines and metrics, and using alternative fee arrangements; developed strategies and techniques to avoid litigation;
- Excellent leadership skills, having recruited and developed high-performing teams in various departments, including Compliance and Ethics, Risk Management, Legal, Real Estate, Special Assets, Quality Assurance, Policy and Procedure, Investigations, and Human Resources;
- Highly skilled at effectively promoting collaborative, high quality decision-making among diverse operating units and departments with competing or conflicting agendas;

- Persuasive and trusted advisor with outstanding communication and relationship management skills; have provided advice to all levels of the organizations, with demonstrated ability to help employees achieve their business goals while effectively communicating and mitigating associated risk;
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EXPERIENCE

CAPSTAR FINANCIAL HOLDINGS, INC. (NASDAQ) AND CAPSTAR BANK *Executive Vice President, Chief Risk Officer & General Counsel*

04/2020 to 07/2021

Nashville, TN

- Advised employees, management and the Board of Directors on a wide variety of legal, employment, and corporate governance matters;
- Advised on variety of Pandemic issues, including facility re-opening protocols and risks, employment issues (ADA, EEOC), observance with guidelines (OSHA, CDC), CARES Act issues, PPP, litigation concerns, loan deferral and classification issues;
- Provided company-wide in-house legal services, resulting in substantial savings (average of \$30,000 - 40,000 per month) against outside counsel legal spend;
- As **Chief Risk Officer**, responsible for development of enterprise risk management framework and team, including Compliance, Regulatory Relations, Internal Audit, Risk Assessments, Vendor Management, Insurance Programs, and Information Security; introduced “Lines of Defense” Model of Enterprise Risk Management within the Company;
- Management of Outside Counsel; created **Guide for Outside Counsel** to communicate shared expectations regarding law firm performance and expense;
- Drafted and developed revised **Code of Ethics and Business Conduct**, transforming the Company’s Code from a legalistic, compliance-based Code to a “values-based” Code which promotes better employee engagement and ownership of an ethical corporate culture; promoted this Code to the Company;
- Drafted and developed a **Corporate Responsibility Statement, or ESG Statement** (Environmental, Social and Governance) which defined the Company’s involvement in the communities in which the Company operated, its promotion of responsible growth, and its commitment to effective and ethical governance; promoted this Statement to the Company;

FRANKLIN SYNERGY BANK and FRANKLIN FINANCIAL NETWORK, INC. (NYSE)

Executive Vice President, General Counsel & Chief Human Resources Officer

07/2019 to 03/2020

Franklin, TN

- Served as Executive Vice President, General Counsel & Chief Human Resources Officer of Franklin Synergy Bank, and its publicly-traded financial holding company, Franklin Financial Network, Inc.; advised on a wide variety of legal and employment issues;
- Served as **Chief Human Resources Officer** with management responsibility for the Human Resources function; responsibility increased after the Company announced its pending sale to another financial institution;
- Advised the Company on intellectual property and privacy matters, including drafting and negotiating technology contracts, protecting trademarks and proprietary documents;
- Responsible for designing and facilitating the Company's Strategic Planning and Succession Planning processes, including assessing the Company's M&A and other strategic alternatives;
- Designed an upgraded Enterprise Risk Management framework for the Company; and
- Offered training on a variety of topics to the Board of Directors and to employees.

NEAL & HARWELL, PLC

Counsel

01/2018 to 07/2019

Nashville, TN

- Representation of business clients, financial institutions and hotel/real estate developers;
- Revised a Company's Code of Ethics and Business Conduct, converting its Code from a legalistic, compliance-related document to a values-based Code designed to promote employee engagement and ownership of an ethical corporate culture;
- Revised a Company's Insider Trading Guidelines, Corporate Governance Guidelines, Whistleblower Policy, and Employee Handbook;
- Represented clients in compliance and employment investigations, provided crisis management advice and strategies for responding to media;
- Designed workplace internal investigations program for a global company; and
- Represented a client seeking to bring Major League Baseball to Nashville; representation involved governmental relations, negotiations, and real estate development advice.

**BUTLER SNOW, PLLC (*Counsel*) and BUTLER SNOW ADVISORY SERVICES, LLC
(*Principal*)**

03/2017 to 01/2018

Nashville, TN

- Representation of Companies in complex regulatory, corporate governance, contract negotiations, and dispute resolution matters;
- Advisory practice centered around assisting companies to improve organizational effectiveness, including strategic planning, succession planning, change management, leadership coaching, negotiation training, and collaborative decision-making;
- Consulted with a global company in developing a claims management process that involved a litigation avoidance program, intake and initial handling of litigation claims, dispute resolution framework (arbitration and mediation), negotiation training for claims managers, training on litigation and settlement strategies, and training on evaluating cases, setting accruals, and developing case budgets for settlements and defense costs;
- Representation of national medical provider on government procurement, compliance issues and contract negotiations;

CORECIVIC, formerly CORRECTIONS CORPORATION OF AMERICA (NYSE)

Executive Vice President & General Counsel (2010-2017)

Vice President & Deputy General Counsel (2001-2010)

2001 to 2017

Brentwood, TN

- Advised employees, management and Board of Directors on a wide variety of corporate governance, litigation, employment, data security and other issues; advised on issues related to activist and institutional investors;
- As an executive officer of CoreCivic, was heavily involved in all of the Company's decision-making processes, including government procurement negotiations, mergers and acquisitions, strategic planning, and real estate development;
- Direct management reporting responsibility for Company's Legal, Compliance & Ethics, Investigations, Quality Assurance, Contract Compliance, Policy & Procedure, and Risk Management functions; and had responsibility for Company's litigation management and outside counsel legal spend;
- Served as primary negotiator in all of Company's high-profile and high-exposure matters; negotiation skills were credited by the Board of Directors, management, insurers and investors as making a significant contribution to the financial turnaround of CCA;
- Highly successful management of outside counsel, litigation and associated accrual processes; credited with preserving relationships with insurance carriers and re-establishing trust and credibility with Company's independent audit firm;
- Management of litigation and outside counsel relationships resulted in reduction of the number of law firms by over 60%, and reduction in outside counsel legal spend by over 40%; established law firm performance guidelines and metrics, and employed creative use of alternative legal fee arrangements;

- Designed and implemented the Company’s Enterprise Risk Management Program, which identified and evaluated all enterprise risks, and developed risk mitigation strategies; the ERM program was incorporated into the Company’s formal strategic planning process, which enabled the Company to align its risks with its strategic initiatives;

STITES & HARBISON, PLLC

Partner

05/1998 to 03/2001

Nashville, TN

- Partner in the Financial Institutions and Dispute Resolution practice groups;
- Primarily represented financial institutions and real estate developers, including advising on real estate development deals, handling class action litigation, and negotiating transactions under the Loan Syndications and Trading Association (LSTA);

SUNTRUST BANKS, INC. (NYSE)

Senior Vice President & General Counsel (Florida, 1987-1989)

Senior Vice President & General Counsel (TN 1989-1994)

Senior Vice President & Managing Attorney (Holding Company - Atlanta, GA, 1994-1998)

03/1987 to 05/1998

FL, TN, GA

- Served in various executive leadership and general counsel roles with SunTrust Banks, Inc., including advising on corporate governance, compliance, employment, and litigation matters; served on the executive committees of the respective banks;
- Managed various bank departments, including Legal, Compliance, Special Assets, Real Estate, Labor and Employment, and Risk Management;
- Responsible for company-wide risk management, as well as litigation and outside counsel management; achieved a substantial reduction in outside counsel legal spend by employing law firm performance metrics and “value-based” alternative fee structures; management of outside legal counsel and creative billing arrangements were highlighted in national corporate counsel publications.

EDUCATION

University of Memphis Law School, J.D.

Member of the **Law Review**; editor and author of Law Review article

Memphis, TN

Lipscomb University, B.A.

Intercollegiate scholarship athlete (track and cross-country)

Nashville, TN

EXECUTIVE EDUCATION

Harvard University Law School

2009 to 2016

Teaching Negotiation in the Organization, Successful Deal-making, Designing Dispute Resolution Systems, and Mediation

Emory University

2015

Mergers and Acquisitions and Strategic Planning

Stanford University, Stanford Director's College

2015

Premier Board Leadership Program

The Wharton School, University of Pennsylvania

2007

Negotiation and Leadership

Kellogg School of Management, Northwestern University

2006

Leadership and Negotiation

ASSOCIATIONS/ACTIVITIES

- Best of The Bar, Nashville Business Journal - 2008, 2009, 2013, and 2016
- Adjunct Faculty, Lipscomb University College of Business, teaching Corporate Governance, The Regulatory Environment of Business, Business Law, and Introduction to Entrepreneurship
- Adjunct Faculty, Lipscomb University Institute for Conflict Management, teaching Negotiation, Conflict Competent Organizations, and Mediation
- International Institute of Privacy Professionals (IAPP)
- Tennessee Bankers Association, Bank Lawyer's Committee (TBA)
- Risk Management Association (RMA)
- National Association of Corporate Directors (NACD)
- Society of Corporate Compliance and Ethics (SCCE)

- Tennessee Bar Association (TBA)
 - Nashville Bar Association (NBA)
 - American Bar Association (ABA)
 - Society for Human Resource Management (SHRM)
 - Association of Workplace Investigators (AWI)
 - Board of Directors, American Cancer Society
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SEMINARS, TRAINING TOPICS, AND PUBLICATIONS

- Responsibilities of Corporate Board Members
- Good Corporate Governance
- Creating an Ethical Culture
- Pandemic Preparedness and Response
- What Is Intellectual Property?
- Negotiating Technology Agreements
- Privacy Laws
- Cyber Security Awareness
- Data Breach Prevention
- Data Breach Response
- Responding to Government Investigations and Enforcement Actions
- Workplace Investigations
- Commercial Law / Uniform Commercial Code
- Managing Outside Counsel
- Measuring Law Firm Performance
- Alternative Fee Arrangements

- Settlement Negotiations / Decision Tree Analysis
 - Developing an Entrepreneurial (Ownership) Mindset
 - Developing a Conflict Competent Organization
 - Co-Author of a chapter in Thompson Reuters 5 volume treatise, **Successful Partnering Between Inside and Outside Counsel**
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