

JANET S. WEIL

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PROFILE Experienced dual national General Counsel, compliance officer and regulatory/legal affairs professional with a background in corporate positions in Europe and the US; and extensive international business and legal experience; admitted to bar in New York and United Kingdom.

AREAS OF EXPERTISE

- Corporate Governance & Compliance Programs
- Regulatory Advice & Investigations
- FCPA & Anti-Corruption Program Design
- Contracts
- e Commerce
- Privacy & Data Protection
- International Trade & Cross Border Transactions
- M & A
- Litigation
- Management of External Counsel
- Risk Management & Planning
- Department & Function Budgeting & Financial Management

EXPERIENCE **SELF EMPLOYED CONSULTING**, Plano, TX (August 2019 to present);
Part time consulting with startup internet technology business pre and during capital raise while pursuing Masters In Dispute Resolution – Pepperdine University, School of Law, Malibu, CA focusing on advanced negotiation and conflict management skills.

EXPERIENCE **WORLDVENTURES HOLDINGS, LLC**, Plano, TX (December 2010 – April 2019);
Privately owned business consisting of online travel agency, tour operator and lifestyle/travel club membership business operating in 36 countries;
Senior Vice President, General Counsel, Legal and Compliance (June 2015 – April 2019);
Vice President, General Counsel, Legal and Compliance (December 2010 – June 2015);

- Responsible for establishing and managing the legal, compliance, government relations, business continuity and crisis response, risk management, commissions fraud and compliance functions and teams during the 8 year period in which the business grew from \$100 million in sales revenue to revenue of \$963 million; hired and managed team of up to 35 direct and indirect reports during the period including legal, compliance and other professional teams; continued to manage functions through business turnaround under new management in 2018 into 2019; led and participated in cross functional business teams for strategic projects; designed and managed delivery of departmental OKRs.
- Set up legal operations function to include law department technology solutions, budgeting, strategic planning by function and management of external counsel and other department vendor billing;
- Sourced, managed and instructed outside counsel in all operating markets and in prospective new markets; saved the Company more than \$2.6 million in last 2 years through successful department vendor contract negotiation and implementing billing guidelines/ e billing processes for department vendors;
- Established corporate entities and legal, government relations and ancillary business operations in 24 new markets globally including negotiating product and service licensing, travel agent and tour operator licensing, lease of real estate and set up of global regional offices post 2011; remediated activities in established pre-2011 markets to achieve regulatory compliance;
- Led management of due diligence and supported negotiation of acquisitions and joint ventures 2010 through 2018 and for debt financing for \$20million in early 2018;
- Drafted and negotiated broad spectrum of commercial contracts including affiliate agreements, joint ventures, vendor contracts, SAAS contracts (primarily as customer), sales agent and distributor contracts, sales rep contracts, IP licensing, payment solutions and merchant processing agreements, broad range of technology contracts and app development contract to support delivery of online travel

- agency services and e commerce; hotel contracts, large event vendor and venue contracts, travel vendor related contracts including GDS agreements for all operating markets globally;
- Set up intellectual property management program and co-created strategy for trademarks, copyrights, patents and other IPR with business units and brands;
- Supported global HR function and handled legal issues related to hiring and terminations in all operating markets including employee relations issues, EEOC investigations and lawsuits;
- Responsible for FCPA and global anti-corruption program set up, management, training of all personnel executives and contractors and regulatory compliance for online B2B and B2C business in all global markets;
- Administered internal global anti-corruption reporting and led investigations including issues in Zimbabwe, Thailand, Malaysia, China, Hong Kong and Indonesia;
- Developed and rolled out anti money laundering policy and compliance;
- Developed PCI compliance policies and managed data breach incidents including multi country data subject notification process; advise regularly on data protection and privacy issues globally; managed legal aspects of GDPR project implementation;
- Counseled officers, board and founders on legal, risk and governance issues; developed and implemented risk heat mapping for the business by issue and by market;
- Developed all standard company messaging and economic impact decks for domestic and international regulatory investigations, policy makers and stakeholders by market; established and managed team of external GR lobbyists and consultants by market;
- Managed and directed all litigation globally including distributor suits in TX and CA; successfully defended a \$6.9 million distributor suit in arbitration in LA; successfully moved a class action suit from state to federal court and then from CA to TX court and into arbitration; managed multi party suit against competitor and former executive employees for unfair competition; developed messaging decks and supported PR strategy related to suit;
- Managed and supervised responses to domestic US AG complaints; BBB complaints; and outreach to domestic regulators;
- Led conduct of regulator litigation, criminal investigations and prosecutions globally including criminal investigation in China, Swedish ombudsman complaints, suit against Norway state lottery board to supreme court appeal, successfully appealed against criminal fines in case on unfair commercial practices against Republic of Cyprus and NCC investigations in South Africa;
- Set up global regulator and criminal investigation preparedness program;
- Monitored and reported to business units on proposed new regulations globally and domestically by state and analyzed same for impact to business;
- Developed and led emergency response team for global business and developed business continuity plans and program;
- Developed and delivered regular training programs for company executives on areas of responsibility;
- Advised WorldVentures Foundation on all legal issues and, charitable fund raising and non-profit governance registrations in US and Singapore.

EXPERIENCE

WEIGHTMANS, LLP ATTORNEYS, Liverpool UK (January 2005 – December 2010);

Major UK law firm;

Consultant;

Member of corporate commercial team at UK national law firm advising and assisting clients on their ongoing trading and legal issues in the UK and further European market entry. Client companies offered jewelry, cosmetics, on line services, telecoms, nutritional supplements, foods, online gaming, and homecare products. Examples of work include:

- Project managing all legal and regulatory matters relating to new market entry for on line video mail services provider for the UK, Ireland and Sweden including management of lawyers in multiple jurisdictions and liaison with other professionals;
- Drafting and negotiation of broad spectrum of commercial contracts including affiliate agreements, joint ventures, vendor contracts, SAAS contracts (primarily as customer), sales agent and distributor contracts, sales rep contracts, IP licensing, payment solutions and merchant processing agreements, broad range of technology contracts;

- Reviewed compliance of all documentation and managed legal support for roll out of commission plan changes for US travel company following acquisition of a direct sales company with presence in EU, South Africa and Singapore;
- Carried out international market analysis for leading UK catalogue retailer covering economic, fiscal, regulatory, commercial, real estate, human resources, product selection, market size and potential penetration, competitor analysis for all EU member states in 2005, the Ukraine, Turkey and Russia; conducted in depth market review and analysis for the client of the potential new market opening in Russia, Poland, Germany and Turkey and advised the senior management on the final selection of new operating markets; and
- Managed government investigation into direct selling business of major European internet and telecom services provider and participated in contingency planning in consequence thereof.

EXPERIENCE

P6 LEGAL – ATTORNEYS AND CONSULTANTS, Berkhamsted UK (July 1997 – January 2005);
Founder

Established a law firm advising and assisting clients in respect of their legal, human resource, tax/VAT and operational issues and their relationships with regulatory authorities, company investigations by the Department of Trade and Industry and trading standards authorities.

Work included:

General commercial contract drafting; joint ventures; IT and licensing agreements; franchising; employment law (contentious and non contentious); advice on corporate structure, tax and VAT; sales promotions, advertising and copy review and adjudications with the Advertising Standards Association; product and labelling compliance review across a broad range of products including cosmetics, food, nutritional supplements, telecoms, internet services, books, toys, insurance, financial services products; new market entry project management and supervision of legal and fiscal compliance.

Member of the Direct Sales Association UK Legal Affairs Committee and involved in representations to the EU Commission in respect of the development of consumer protection legislation in Europe.

EXPERIENCE

CABOUCHON LTD, London UK (June 1996 – July 1997);
 Designer and manufacturer of costume jewelry;

General Counsel;

- Established and implemented a legal, contracts, and compliance department for a \$140 million, private corporation offering costume jewelry through party plan sales throughout Europe and Japan;
- Key participant in financial recovery team and provided legal support to capital raise;
- Managed corporate structure and rationalization of entities and business operations in 9 markets in Europe plus Japan;
- Managed global HR function;
- Responsible for the development and management of the Company's risk management and insurance coverage;
- Managed and directed all litigation including defense of trademark infringement suits, enforcement of company intellectual property rights and vendor suits;
- Developed standard company contracts and review procedures; and
- Supported social responsibility activities and non-profit corporate sponsorship arrangements.

EXPERIENCE

QUORUM INTERNATIONAL UK LTD, Milton Keynes UK (February 1995 – June 1996);
 Privately owned distribution division of electronics manufacturer;

General Counsel Europe & Company Secretary;

- Sole in house lawyer in Europe reporting to US General Counsel;
- Responsible for establishment of in house legal function and supervising and advising on all corporate legal matters for all UK and European subsidiary companies;
- Supervised outside counsel in litigation matters;

- Managed HR function, including employment law advice, hiring and termination of employment; company secretarial duties;
- Key participant in new market entry team; managed set up of several European subsidiary operations advising in each market on local legal issues, product regulation, intellectual property and office set up;
- Negotiated and prepared commercial contracts and agreements, including vendors and suppliers;
- Reviewed and approved marketing materials, advertising copy, product labels, etc. to ensure local legal compliance;
- Designed and implemented intercompany agreements and transfer pricing strategy;
- Provided legal support to regionalization of sales force and customer support functions in Europe; and
- Acted as company secretary for group entities registered in the United Kingdom.

EXPERIENCE **TAYLOR WESSING LLP**, London UK (March 1993 – February 1995);

Assistant Solicitor;

Junior attorney in large London law firm;

- Responsible for providing legal advice in relation to M & A transactions, general corporate and commercial law advice;
- Advised and assisted in UK set ups for overseas corporations;
- Provided employment and immigration law advice; and
- Drafting and negotiation of broad spectrum of commercial contracts including affiliate agreements, joint ventures and vendor contracts.

EXPERIENCE **BAKER MCKENZIE, LLP**, London UK (September 1990- March 1993);

Associate;

Junior attorney London office of major global law firm responsible for:

- Providing advice and guidance on cross border M & A, sales and acquisitions of companies and businesses;
- Commercial construction contracts;
- EU public procurement advice;
- Preparing and negotiating agreements for joint ventures;
- Providing general commercial law advice; and
- Company secretarial duties for clients.

EXPERIENCE **HOGAN LOVELLS, LLP**, London, UK (September 1988 – August 1990);

Articled Clerk;

Trainee attorney in London office of major global law firm;

Experience gained in the following departments:

- Property;
- Corporate/Commercial;
- Banking & corporate finance; and
- Intellectual property.

EDUCATION **PEPPERDINE UNIVERSITY SCHOOL OF LAW;**

January 2019 cohort; will graduate December 2020; part time online;
Masters in Dispute Resolution;

NEW YORK STATE BAR EXAMINATIONS

February 1990;

Admitted to NY Bar 1991; active bar license;

COLLEGE OF LAW, LONDON, UK

(1987 – 1988);
Solicitors Final's Examination Course;
Admitted to practice law UK 1990; active practicing certificate;

QUEEN MARY COLLEGE, UNIVERSITY OF LONDON, LONDON, UK

(1984-1987);
Bachelor of Laws L.L.B (HONS) Class 2:1 (**JD equivalent – evaluation of credentials available on request**);
Electives in commercial law, public international law and intellectual property;

AFFILIATIONS

Law Society of England and Wales
Association of Corporate Counsel
American Bar Association
New York State Bar Association
Commercial Legal Operations Consortium (CLOC)
UK Direct Selling Association, Legal Affairs Committee (1995- 2015)
Volunteer DFW Labrador Retriever Rescue Club (2014 to present)
AFASIC Wales (UK non-profit) Advisory Board Member (2006-2010)

OTHER

Finalist D magazine corporate counsel awards 2015 - outstanding general counsel, mid-size legal dept;
Finalist D magazine corporate counsel awards 2016 - outstanding general counsel, mid-size legal dept;
Finalist Luxury law awards 2019 – best business general counsel.
National Diversity Council award 2019 Top General Counsel in DFW for leadership in diversity and inclusion.
Dual National: United Kingdom and USA.
Will re-locate.