

MICHAEL LAWRENCE MAROTTA

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A highly experienced professional with extensive public and private company knowledge and steadily increasing positions of responsibility in corporate compliance, ethics, governance, information security, and enterprise risk management.

EXPERIENCE

CRANE & COMPANY, INC., Boston, MA, August 2008 - Present

Director of Governance, Risk Management & Compliance

- Manage all **compliance**-related functions for Crane, a leading multinational currency and security technologies company, including policy and procedure development and dissemination, ongoing monitoring and training, investigations, conflicts of interest management, information security, confidentiality and privacy matters, whistleblower reports, federal contract compliance and related activities.
 - As **Privacy Officer**, work with the CIO and General Counsel on e-mail and internet usage, archiving and data recovery, records retention, EU-US data transfer and Safe Harbor implementation, best practices training and awareness programs, and related initiatives. Developed and disseminated new **intellectual property and trade secret protection** policy and procedures, conducted a series of **confidentiality** audits and rolled out a new employee confidentiality and non-compete agreement.
 - Perform **information security** monitoring, specialized reviews and risk assessments in connection with ISO, PCI, NASSPO, and other applicable data security requirements and standards.
 - As **FCPA (Foreign Corrupt Practices Act) Compliance Officer**, conduct due diligence and background screening on foreign third-party intermediaries (agents, representatives, consultants, suppliers), review and approve agreements, and oversee other anti-corruption functions.
 - As **Export Compliance Officer**, supervise denied parties (OFAC) and anti-boycott screening, import/export documentation reviews, and related global export compliance tasks.
 - Direct Crane's **enterprise risk management** process, including research, risk assessments, employee surveys, analysis and reporting.
 - Work with key operational and administrative managers to regularly review and update Crane's **business continuity plans** in accordance with regulatory requirements and industry best practices.
 - Participate in executive-level **strategic planning** and provide risk-related input on matters such as supply chain, federal contracts administration (including **FAR** compliance), safety and security matters.
 - Perform a wide array of assignments on behalf of the **Board** and senior management and present GRC updates at all Board meetings.
 - Work closely with the General Counsel on highly sensitive **investigations** and projects pertaining to the FCPA, anti-competitive behavior, confidentiality, conflicts and security clearance issues.
 - Assist **Human Resources** with whistleblower reports, new hire screening and orientations, clearance reviews, training, and other activities.
 - Collaborate with the CFO and external auditors on efforts to strengthen the Company's internal **financial controls**, particularly relating to currency hedging, third party agent payments, export compliance, and applicable Dodd-Frank and Sarbanes-Oxley requirements.
 - Support the GC in maintaining and updating **corporate governance** documentation, such as the Code of Business Ethics & Conduct, Board and Audit Committee Charters, and Confidentiality Policy.
 - Oversee Crane's relationships with brokers and providers for its **insurance** and risk management programs.
- **Certified Compliance & Ethics Professional (CCEP)**
 - **Lean Six Sigma Green Belt**
 - **U.S. Government Security Clearance**

MASSMUTUAL FINANCIAL GROUP, Springfield, MA, May 2003 – August 2008

Assistant Vice President, Corporate Compliance / Enterprise Risk Management (Jan 2007 – August 2008)

- Lead manager and primary liaison with state and federal regulators, senior managers, and project teams on a wide range of legal and compliance matters, **market conduct and regulatory exams**, conflict of interest reviews and related projects.
- Worked with the Chief Risk Officer and Chief Actuary to **reengineer the Company's ERM function** by establishing a consistent value-based decision making structure, aimed at optimizing enterprise value within defined loss limits.
- Responsible for strengthening the Company's **operational risk management (ORM)** practices, designed to mitigate the risk of loss resulting from inadequate or failed internal processes, people, or systems, or from external events.
- Extensive internal and industry ERM-related training, specifically focused on operational risk management, modeling, capital allocation, and the use of **ERM technology** to facilitate risk reporting and analysis.
- Member of **insurance industry steering committee** comprised of risk management leaders aiming to improve the sharing of operational risk management information and best practices.
- Collaborated with the Sarbanes-Oxley Project Management Office, Corporate Compliance, Enterprise Continuity Planning, and other departments on ways to enhance efficiency and effectiveness through the **convergence of risk and control activities**.

Assistant Vice President, Sarbanes-Oxley Project Management Office (50%: Jan 2006 – Dec 2006)

- Developed a comprehensive **deficiency tracking and remediation process** and helped conduct an assessment of entity-level controls throughout the organization, two critical requirements of the SOX project.

AVP / Director, Corporate Audit Department (Oct 2004 – Dec 2006) (promoted to AVP Dec 2005)

- Responsible for the **management and supervision** of MassMutual's internal audit functions in its international subsidiaries, consisting of approximately twenty auditors in four overseas locations.

Director, Corporate Audit Department (May 2003 – Dec 2004)

- Managed all aspects of a global project to establish detailed assessments of **internal controls over financial reporting**, consistent with the requirements of the Sarbanes-Oxley Act.
- Directed information-sharing and communications, and provided training and oversight on **Sarbanes-Oxley** and a wide range of corporate governance subjects impacting the Company.
- Introduced a **Financial Employee Code of Ethics** to the organization on behalf of the Chief Financial Officer, bringing MassMutual in line with new industry and regulatory expectations.

GOLDMAN SACHS, New York, NY, March 1999 – May 2003

Vice President / Associate, Management Controls Department (promoted to Vice President May 2000)

- Jointly managed the **internal audit and risk management functions** of the Equities and Investment Management areas within Goldman Sachs, as well as an acquired broker-dealer (Dec 2001 – May 2003).
- Responsibilities included development and maintenance of client relationships, **project management**, audit supervision, training and mentoring, and other managerial duties.
- Participated in **departmental strategic planning and budgeting**, risk assessment, recruiting and training of personnel at all levels, global conference organization, and various cross-functional initiatives.
- Responsible for the development of a firmwide **Control Self Assessment program**, in which assessments were facilitated for senior management in key U.S., European, and Asian divisions.
- Conducted an extensive **global analysis of divisional compliance** on behalf of senior management.
- Participated in the firm's **Management Development Initiative Training Program, 2001-2002**.

BANKERS TRUST, New York, NY, May 1998 - March 1999

Assistant Vice President, Int'l Private Client Services Group

- Member of a business-aligned unit responsible for **risk management and control-related activities** throughout the firm's international private client services (PCS) and asset management businesses.
- Participated in **merger integration** projects between Bankers Trust's PCS risk management departments and those of Alex Brown, an acquired broker-dealer.
- Acted as the **primary representative** for PCS in its relationships with auditors and regulators.

J.P. MORGAN & COMPANY, New York, NY, *May 1997- May 1998*

Assistant Vice President / Associate, Control and Quality Core Team, Corporate Audit Department

- Led a cross-functional team responsible for the development of *operating risk management tools* and methodologies, *performance metrics*, and guidance around the firm's Control Self Assessment program.

THE BANK OF NEW YORK COMPANY, New York, NY, *July 1992 – May 1997*

Assistant Treasurer, Corporate Profitability Analysis Group (*September 1995 - May 1997*)

- Compiled research and conducted comprehensive *profitability studies, activity-based costing and trend analyses* across the bank's operations, specializing in its trading and securities processing activities.
- Received the bank's *Quality Commitment Achievement Award*, 1995.

Senior Auditor, Corporate Banking and Capital Markets Group (*July 1992 - September 1995*)

- Conducted comprehensive internal audits of the bank's *credit and trading products*, as well as reviews of its global corporate banking, trading and securities processing network.
- Participated in the bank's *Junior Professional Management Training Program*, 1992-1995.

EDUCATION / CERTIFICATIONS

CERTIFIED COMPLIANCE & ETHICS PROFESSIONAL (CCEP)

Member, Society of Corporate Compliance and Ethics

Lean / Six Sigma Process Excellence GREEN BELT

NEW YORK UNIVERSITY, New York, NY

M.A., International Political Economy, *January 1999*.

Concentration: Financial Regulation.

Cumulative GPA: 3.6/4.0

THE UNIVERSITY OF NOTRE DAME, Notre Dame, IN

B.A., Economics, *May 1992*.

B.A., Government and International Studies, *May 1992*.

Cumulative GPA: 3.3/4.0

SERVICE

AIDING MARINES FAMILY FOUNDATION (AidingMarinesFamilyFoundation.org)

Board Member

References available upon request