

Zeanta Jill Bryant

EDUCATION

Columbia University School of Law, New York, NY JD 1983

- Human Rights Law Review 1982-1983

Northwestern University, Evanston, IL BS 1980

- School of Education & Social Policy

ACADEMIC AND LEADERSHIP EXPERIENCES

Hamline University, St. Paul, Minnesota

Associate Provost, Professor Legal Studies, Adjunct Professor Mitchell Hamline School of Law, 2016 to present:

- **Administrative:** Currently serving as the Chief Academic Officer (CAO) on an interim basis with responsibility for academic matters at the university. Additionally, provide leadership and oversight to the accreditation review process and serve as official liaison to the Higher Learning Commission (HLC) also responsible for ongoing review; managerial responsibility for the Global Engagement Center and Institutional Effectiveness managing a staff of eight; negotiator on adjunct union contract; co-chair Information Technology Advisory Committee (ITSAC); coordinate and develop ongoing relationships with Mitchell Hamline School of Law for dual degree programs and liaison to the University Trustees on Mitchell Hamline collaboration; serve on University Deans' Council; serve on the Center for Teaching and Learning (CTL), Committee on Learning Outcomes Assessment (CLOA) and Undergraduate Curriculum Committees (UCC); collaborate with University units to analyze and develop recommendations in response to evolving issues and strategic initiatives including student retention, program reviews, annual accreditation reports and data collection and analysis for special projects; serve on the university strategic planning committee leading a task force to draft the University strategic plan; served as principal investigator on Truth, Racial Healing & Transformation grant from Association of American Colleges & Universities.
- **Courses:** Teach one course per semester at Mitchell Hamline School of Law and advising students.

Mitchell Hamline School of Law formerly Hamline University School of Law, St. Paul, Minnesota

Professor, 2012 to 2016:

- **Courses:** Law School: Business Associations, mergers & acquisitions, corporate finance, securities regulations, business ethics and preventive law seminars; developed on line banking law course, developed bank compliance certificate for JD students (MOHE/HLC compliant).

- **Service: Law School:** Director, Business Law Institute (2013-2016); Interim Director Business Law Institute (2012-2013); Academic Affairs Committee, Chair (2013-2014); Special Task Force on Curriculum Reform (appointed by Dean, 2013); Award from Dean for extraordinary service to the law school (2012-2013); Faculty advisor to Hamline's Business Law Association, Latino Law Student Association (2009-2012).
- **University:** President Faculty Council (2014-2015); Vice President-Elect Faculty Council (2013-2014); Provost Search Committee, (2011-2012); Vice President Finance Search Committee; University USAC/Grad Committee (2013-2014); Law School Dean Search Committee (2014).

Associate Professor, 2008 to 2011 -- Promoted to Professor, 2012

- **Courses: Law School:** Corporations, corporate finance, securities regulations, business ethics and preventive law seminars; **Hamline University School of Business:** Corporate Social Responsibility (summer 2009)
- **Service: Law School:** Appointment, Tenure and Promotion Committee (2011-2012 Appointments Chair, 2010-2011 Appointments Chair), 2009-2010), Academic and Library Affairs Committee (2008-2009, 2009-2010); Special Programs Committee (2008-2009); Curriculum Task Force Committee (summer 2008); Faculty Teaching & Scholarship Committee (2005-2006, 2006-2007, 2007-2008); Strategic Planning Subcommittee (2006-2007); Faculty Advisor to Frederick Douglass Moot Court Competition (2009-2010); Faculty advisor to Hamline's Business Law Association (2009-2012).
- **University:** Dean Search Committee (2008-2009); Faculty Council Member (2009-2010).

Hamline University School of Law, St. Paul, Minnesota

Assistant Professor, 2005-2007 (promoted to Associate Professor in 2008)

- **Courses:** Corporations, corporate finance, securities regulations, and business ethics and specialized securities law seminars.
- **Service:** Faculty Teaching & Scholarship Committee (2005-2006, 2006-2007, 2007-2008); Strategic Planning Subcommittee (2006-2007); Faculty advisor to Hamline's Business Law Association (2006-2007).
- **Programs:** Director of Practicum Programs (2006-2007, 2007-2008)

Hamline University School of Law, St. Paul, Minnesota

Visiting Assistant Professor 2004-2005 (tenure track, 2005)

- **Courses:** Corporations and legal advocacy
- **Service:** Admissions Committee (2004-2005, 2005-2006)

Hamline University School of Law, St. Paul, Minnesota

Legal Writing Instructor 2001-2004 (Part-Time, non-tenure track)

- **Courses:** Legal writing
- **Service:** Admissions Committee (2002-2004)

OTHER PROFESSIONAL EXPERIENCE

Metris Companies Inc., Minnetonka, Minnesota 1996-2000

Executive Vice President, Secretary and General Counsel

General Counsel from 1996 to 1998; Promoted to Secretary and Executive Vice President in 1999

- Responsible for legal issues related to the initial public offering of Metris, a top ten financial services company
- Completed the successful spin-off of Metris from Fingerhut Corporation
- Drafted public disclosure documents, portfolio acquisition agreements, corporate finance and other corporate agreements
- Managed the affairs of the Board of Directors. Presented the Secretary and General Counsel's report at annual meetings
- Served as counsel to the Audit Committee on a variety of corporate governance and securities regulation requirements
- Prepared stock-option proposals and executive compensation plan for the Compensation Committee
- Negotiated agreements between parent and subsidiary subsequent to a tax-free spin-off from the parent
- Managed staff of nineteen including eight lawyers, four legal assistants, four compliance officers and three administrative staff
- Major Accomplishment: Lead counsel in \$180,000 million initial public offering in 1996

Household International, Inc. Prospect Heights, Illinois 1990-1996

Assistant General Counsel (promoted from Senior Attorney in 1990)

- Lead Counsel for Household International's \$20 billion credit card division
- Handled a variety of other legal matters including insurance, and consumer credit lending
- Responsible for all matters related to the bank outside directors
- Managed credit card bank's Board administration, maintained meeting minutes and reported to the credit card bank's Board on all regulatory matters
- Major Accomplishment: Lead attorney on the launch of one of the most successful consumer lending products of 1996, the GM MasterCard credit card

Dean Witter Financial Services, Inc. Riverwoods, Illinois 1984-1990

Senior Attorney (promoted to Assistant General Counsel in 1990)

- Responsible for a variety of legal matters related to banking, financial services and business-to-business lending

- Conducted multi-state research projects on the legal requirements for electronic payment systems
- Major Accomplishment: Developed the in-house technology agreements for retail merchant use of credit card authorization machines

PUBLICATIONS

1. *Fairness & Procedural Justice – Implications for Corporate Governance, Shareholders’ Voice, and Executive Compensation*, 9 *Rutgers Bus. L. Rev.* 40 (2012).
2. *Governance in the Public Corporation of the Future: The Battle for Control of Corporate Governance*, 14 *Chapman Law Review* 1 (2011).
3. *Corporate Governance and CEO Dominance*, 50 *Washburn Law Journal* 611 (2011).
4. *Too Big to Fail, Too Big Not to Know: Corporate Social Responsibility and Financial Firms*, 25 *St. John’s Journal of Civil Rights & Economic Development* 449 (2010). Republished in the *Banking & Financial Services Policy Report*
5. *Scheme Liability and Common Law Fraud under State Law: Holding Corporate Officers and their Co-Conspirators Accountable to Shareholders*, 26 *Thomas M. Cooley Law Review* 273 (2009).
6. *Preventive Law: A Strategy for Internal Corporate Lawyers to Advise Managers of Their Ethical Obligations*, 33 *Journal of the Legal Profession* 31 (2008).
7. *Codes of Ethics and State Fiduciary Duties: Where is the Line*, 1 *Journal of Business Entrepreneurship & Law*, Pepperdine University School of Law 237 (2008).
8. *Fuzzy Logic and Corporate Governance Theories*, 6 *Pierce Law Review* 177 (2007).
9. *Senior Corporate Officers and the Duty of Candor: Do the CEO and CFO Have a Duty to Inform?*, 41 *Valparaiso University Law Review* 269 (2006).
10. *Corporate Responsibility: Ensuring Independent Judgment of the General Counsel – A Look at Stock Options*, 81 *North Dakota Law Review* 1 (2005).

Other Works in Progress:

*Corporate Social Responsibility versus Benefit Corporations – A Race to “Do Good”
(working draft)*

*Corporate Personhood: Understanding the Constitutional Birth of a Corporation as a
Person (draft working title)*

*The Corporate Opportunity Doctrine: Implications for Corporate Governance (draft
working title)*

PRESENTATIONS

Moderator for the Business Law Institutes Annual Hot Topics, September/October
2012, 2013, 2014, 2015.

Presenter at the Hennepin County Bar Association, Spring, 2011. Presentation on
proposed SEC corporate governance rules.

Moderator for Hamline University International Law Students Annual International
Business Symposium. Spring, 2011.

Presenter at AALS Annual Meeting, January, 2012: A Cross-Cutting Program:
Preventing Legal Problems; Presentation titled: Preventive Law as a Framework for
Corporate Attorneys.

Presenter at Chapman University School of Law and Chapman Law Review
symposium: From Wall Street to Main Street: The Future of Financial Regulation,
January 27-28, 2011.

Presenter at CLE hosted by the law firm of Hahn, Loeser, & Parks LLP for Cargill
Corporation’s corporate legal department. Presentation titled: Preventive Law:
Strategies on Ethical Compliance for In-House Lawyers, October, 2009.

Moderator Financial Regulation: Making Sense of the Dodd-Frank Act, Business
Law Association and National Lawyers Guild Monday, November 15, 2010.

Presenter at St. John’s University School of Law, Journal of Civil Rights and
Economic Development Symposium: The Fall of the Economy, March 2010.

Presentation titled: “Too Big to Fail, Too Big Not to Know: Incorporating Corporate Social Responsibility into Corporate Governance.”

Moderator at Financial Services Industry Regulations and the Current Economic Crisis presented by Hamline University School of Law’s Business Law Association and the Monroe Chapter of Phi Alpha Delta International. (Spring 2009)

Moderator and speaker at Perspectives on the Current Financial Crisis presented by Hamline Law and Business School Faculty (fall 2008)

Presenter at the American Bar Association Annual Meeting Section on Intellectual Property. Presentation titled:

- *IP Audits and SOX: Officer Certification, Disclosure and Control Procedures, and Attorney Rules for Professional Conduct under Sarbanes-Oxley (Spring 2006)*

Speaker at Hamline University’s First Friday Forum.

- *Presentation of Article Senior Corporate Officers and the Duty of Candor: Do the CEO and CFO Have a Duty to Speak Up? Spring 2006*

Panelist at Hamline Alumni Spring 2005 CLE titled:

- “Post-Enron Corporate Accountability for Companies Big and Small: Accountability for Shareholders of Closely Held Corporations.”
- Co-facilitator of panel discussion on corporate ethics and the Sarbanes-Oxley Act. Presentation of lawyer’s ethical role in the light of stock market turmoil and questionable business practices. Discussion topics included the role of in-house counsel under the Sarbanes-Oxley Act.

OTHER SPEECHES

Previous Contributor to the Corporate Justice Blog:

<http://corporatejusticeblog.blogspot.com/2009/08/rule-of-law-and-9909.html>

PROFESSIONAL AFFILIATIONS

- Admitted to practice in Minnesota and Illinois – currently voluntarily inactive.
- Illinois Bar Association
- Minnesota Bar Association, Business Law Section
- Former Member Section 302A Committee of the Minnesota Bar Association
- Former American Bar Association, Business Law Section

COMMUNITY ACTIVITIES

- Former Trustee, YWCA Minneapolis, member of the Finance Committee.
- Former Trustee, Jeremiah Program
- Member Assessment and Accreditation Consortium