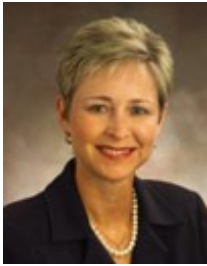


## Access to Experts



**Olivia Kirtley**

Non-Executive Director  
U.S. Bancorp, Papa John's International, and Rescare, Inc.

Olivia F. Kirtley, CPA, is a seasoned non-executive board member who serves as an audit committee chair and qualified financial expert, as well as a member of the remuneration, governance/nominating and risk committees of various public corporations. She is an internationally known expert in accounting, risk management and governance. In addition, she is former Chairman of the American Institute of Certified Public Accountants (AICPA), with over 370,000 member CPAs in public practice, business, government and education. She was also Chairman of the AICPA Board of Examiners during the computer conversion of the Uniform CPA Examination and led significant revisions to exam content and structure.

Ms. Kirtley is currently a Non-Executive Director of U.S. Bancorp (NYSE:USB), Papa John's International (NASDAQ: PZZA), and ResCare, Inc. (formerly NASDAQ taken private in 2010) where she serves on various board committees including Audit (as Chairman and qualified financial expert), Compensation, Governance & Nominating, and the Executive Committee. She is also one of two U.S. members on the Board of the International Federation of Accountants (IFAC), with 164 professional accountancy body members from 125 countries. IFAC oversees the establishment international auditing, ethics and education standards by its independent standard-setting boards. Other board service includes Renaissance Health Service Co. and SOZO International (NGO with health, education, and economic operations in Afghanistan and Sri Lanka).

Since 2009, Ms. Kirtley has been a Participant/Member of the *Bank Governance Leadership Network* based in London and New York. The group convenes annually with large bank Non-Executive Directors who chair Audit, Risk and Remuneration Committees from North America and Europe, along with representatives of regulatory authorities including US Federal Reserve Bank, UK Financial Services Authority (FSA), Canadian Office of the Superintendent of Financial Institutions (OSFI), to discuss governance challenges and opportunities for large international bank boards.

Ms. Kirtley was formerly the Vice President-Finance and Chief Financial Officer of Vermont American Corporation, a global manufacturer of power tool accessories, and subsequently with the joint venture formed by Emerson Electric Co. and Robert Bosch GmbH. She began her career with the predecessor firm of Ernst & Young.

Ms. Kirtley is a frequent speaker in U.S. and international forums including before the U.S. Congress, The Practising Law Institute, the 2010 World Congress of Accounting in Kuala Lumpur, Malaysia, and the International Federation of Accountants (IFAC)/UNCTAD Conference on Corporate Governance. Ms. Kirtley has B.S. in Accounting from Florida Southern College and a Masters of Taxation from Georgia State University.

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