

## Access to Experts



**Ralph Whitworth**

Founder, Principal, and Investment Committee member  
Relational Investors LLC

Mr. Whitworth is a Founder, Principal, and Investment Committee member of Relational Investors.

Mr. Whitworth has served on the boards of eleven public companies: Apria Healthcare Group Inc., Genzyme Corporation, Hewlett-Packard Company, Mattel, Inc., Sirius Satellite Radio, Inc., Sovereign Bancorp, Inc., Sprint Nextel Corporation, Tektronix, Inc., United Thermal Corporation, Waste Management, Inc., and Wilshire Technologies, Inc. He remains a director of Hewlett-Packard. During his tenure seven of these companies were in the Fortune 500. Mr. Whitworth has chaired numerous committees and led searches for directors and executive officers. He served as Chairman of the board of Apria and Waste Management.

Mr. Whitworth is considered an expert on corporate governance. He has been invited to present his views on corporate governance and shareholder rights matters before the United States Senate and House of Representatives, the U.S. Securities and Exchange Commission, the New York Stock Exchange Board, and the New York Federal Reserve. He served on five national Blue Ribbon Commissions sponsored by the National Association of Corporate Directors regarding director compensation and corporate governance. He also served on a Joint Task Force assembled by the Council of Institutional Investors and the National Association of Corporate Directors to review and make recommendations for improving board-shareholder communications.

During 2007 and 2008, two of the most challenging years in U.S. banking history, Mr. Whitworth served as Chairman of Sovereign Bancorp's (the nation's largest savings and loan company) Credit and Risk Committee and its Capital Committee.

During 1999, Mr. Whitworth's service as Chairman of Waste Management was a major crisis management assignment in the midst of an accounting scandal, the breadth and magnitude of which were unprecedented. He was responsible for overall management of the company. He also led a 2,000 person strong, bottom-up audit of the company's financial statements and led the recruitment effort to replace the company's management team. During Mr. Whitworth's tenure as a board member of Waste Management (1998 to 2004), BusinessWeek recognized Waste Management as one of the five "Most Improved Boards" in 2002.

From 1998 to 2005, Mr. Whitworth played a similar role at Apria Healthcare Group (the world's largest home healthcare provider). During his tenure as Chairman of Apria (1998 to 2005), Apria's board was twice named by BusinessWeek (2000 and 2002) as one of the ten "Best Boards in America." Mr. Whitworth received prominent recognition when Institutional Shareholder Services selected Apria as the "Best Governed Company in North America" in 2000. Also, during his tenure Apria's board was recognized in The Corporate Governance Advisor article (September 1998) titled, "Apria's Designer Board May Be Model for Next Millennium." Mr. Whitworth was named "Director of the Year" by the Corporate Directors Forum in 2004 for his work at Apria.

From 1986 to 1994, Mr. Whitworth was the President of United Shareholders Association (pro bono). In 1990 he authored the petition for rulemaking which in 1992 culminated in a major overhaul of the U.S. Securities and Exchange Commission's shareholder communication and compensation disclosure rules.

From 1989 to 1992, Mr. Whitworth served as President of Development at United Thermal Corporation, which at that time was the largest operator of district heating and cooling systems in the nation. Mr. Whitworth served on the company's board of directors until December 1993 when he chaired the board's special committee representing minority shareholders during a sale transaction.

From 1985 to 1988, Mr. Whitworth served as Assistant to the General Partner at Mesa Limited Partnership. During that time Mesa was the nation's largest independent oil and gas company. He managed the executive staff, served on the company's operating committee, and participated in the company's investments, acquisitions, and financing activities.

From 1981 to 1984, Mr. Whitworth served on the U.S. Senate Judiciary Committee staff of Senator Paul Laxalt.

Mr. Whitworth holds a juris doctor degree from Georgetown University Law Center.

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