

**MARIA CARMEN S. PINNELL**

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<b>Summary</b>	<p>Experienced Chief Compliance Officer and in-house counsel with corporate governance, compliance, and ethics focus specializing in:</p> <ul style="list-style-type: none"><li>• Global ethics and compliance programs and Registered Investment Adviser regulations</li><li>• Contract drafting, review, and negotiation</li><li>• Privacy and data protection regulations - Certified Information Privacy Professional (CIPP/US)</li><li>• Timely and effective legal advice to all levels of the organization including C-Level executives on projects that are highly visible, including mergers and integrations</li><li>• Leadership of employees globally including dotted line management of research and operational groups to achieve results</li><li>• Development and fundraising - nominated 2020 Volunteer of the Year by CBN-DC</li></ul>
<b>Experience</b>	<p><b>MORGAN STANLEY CAPITAL INTERNATIONAL, INC. (MSCI)</b>, Rockville, MD <i>Counsel and Vice President, Legal and Compliance</i> (6/2010-6/2012) <i>Chief Compliance Officer for Institutional Shareholder Services Inc. (ISS) Subsidiary</i></p> <ul style="list-style-type: none"><li>• Harmonized the interplay between MSCI's Compliance Program and its subsidiaries, RiskMetrics Group, Inc. (RMG) and ISS, following their merger and acquisition.</li><li>• Responsible for overseeing and administering MSCI's compliance policies and procedures, including privacy compliance, the Code of Conduct, and the Regulatory Code of Ethics.</li><li>• Responsible for global employee ethics training, risk identification, auditing, and investigation.</li><li>• Managed compliance staff into a cohesive team to drive strategic projects forward.</li><li>• Advised management on potential conflicts of interest and investment adviser regulatory issues.</li><li>• Responsible for meeting SEC Registered Investment Adviser regulatory obligations for MSCI's ISS subsidiary, including making all filings pursuant to the Investment Advisers Act of 1940.</li><li>• Reviewed and negotiated ISS' license and services agreements and RFPs.</li><li>• Participated in all client due diligence meetings and SAS70 requests, and reviewed ISS' marketing materials and disclosures.</li><li>• Responsible for managing litigation of ISS third-party subpoenas, depositions, inquiries and exams.</li><li>• Managed the use of outside counsel for investment adviser regulatory compliance.</li></ul> <p><b>RISKMETRICS GROUP, INC. (acquired by MSCI)</b>, Rockville, MD <i>Associate General Counsel and Chief Compliance Officer</i> (1/2007-6/2010)</p> <ul style="list-style-type: none"><li>• Responsible for administering RMG's global ethics and compliance program, meeting regulatory obligations, maintaining ethical corporate culture, and identifying conflicts of interest.</li><li>• Developed and implemented a unified company-wide education and training ethics program for over 1000 employees in over 20 domestic and international offices.</li><li>• Led numerous company webcasts and departmental meetings on the RMG Code of Ethics.</li><li>• Introduced new technologies and software in the areas of document retention and recordkeeping, insider trading, and monitoring and testing that enforced internal firewalls and ethical barriers.</li><li>• Worked closely with the internal audit team on RMG's enterprise risk assessment program to identify risks related to recent company acquisitions.</li><li>• Provided quarterly updates to the Audit Committee of the RMG Board of Directors on ethics and compliance amid the company's growth and international expansion.</li><li>• Advised C-Level executives and management on potential conflicts of interest and investment adviser regulatory issues through RMG's IPO in 2008, and subsequent sale to MSCI in 2010.</li><li>• Directly managed compliance team.</li><li>• Responsible for meeting SEC Registered Investment Adviser regulatory obligations for RMG's ISS subsidiary.</li></ul>

- Reviewed and negotiated ISS' license and services agreements and RFPs.
- Participated in all client due diligence meetings and SAS70 requests, and reviewed ISS' marketing materials and disclosures.
- Responsible for managing litigation of ISS third-party subpoenas, depositions, inquiries and exams.
- Managed the use of outside counsel for investment adviser regulatory compliance.

**INSTITUTIONAL SHAREHOLDER SERVICES INC. (acquired by RMG), Rockville, MD**  
***Associate General Counsel and Chief Compliance Officer*** (8/2005-1/2007)

- Responsible for administering global compliance program, meeting both ethical and regulatory obligations, including Code of Ethics global training, and insider trading monitoring and testing.
- Prepared Investment Advisers Act regulatory filings for the SEC.
- Reviewed and negotiated license and services agreements and RFPs.
- Participated in all client due diligence meetings and SAS70 requests, and reviewed ISS' marketing materials and disclosures.
- Responsible for managing litigation of third-party subpoenas, depositions, inquiries and exams.
- Managed the use of outside counsel for investment adviser regulatory compliance.
- Advised senior management on potential conflicts of interests during the company's accelerated organic and inorganic growth.
- Helped lead ISS through its sale to RMG in January 2007 and post-merger integration.

**INVESTOR RESPONSIBILITY RESEARCH CENTER, INC. (acquired by ISS), Washington, DC**  
***Senior Attorney*** (8/2000-8/2005)

- Provided timely and effective counsel to senior management on human resources, contract negotiation, risk management, and M&A.
- Served as Corporate Secretary for the Board of Directors, and for the IRRC Holdings, Inc. Board of Directors, provided legal advice to these Boards, and maintained corporate records.
- Drafted, reviewed and negotiated all company contracts, including data delivery and licensing agreements, leases, non-disclosure and confidentiality agreements, letters of intent, independent contractor agreements, and sales and marketing agreements.
- Drafted and implemented corporate policies, including fraud and whistleblower policies, website usage policies, and contract management policies and procedures.
- Helped lead IRRC through its sale to ISS in 2005.

**ZAKROFF & ASSOCIATES, P.C., Bethesda, Maryland**  
***Associate*** (1/1999-8/2000)

- Drafted pleadings, discovery, and motions for trial on a variety of tort actions and prepared for depositions and mediation conferences.
- Prepared organizational documents for various corporate entities.

**SUPERIOR COURT OF THE DISTRICT OF COLUMBIA, Washington, DC**  
***Law Clerk***, Judge Bruce S. Mencher, Criminal Misdemeanor Division (6/1998-8/1998)

- Researched and drafted orders for motions to dismiss and motions for summary judgment.

**UNITED STATES DEPARTMENT OF JUSTICE, Washington, DC**  
***Law Clerk***, Environmental Enforcement Litigation Region V (9/1997-12/1997)

- Research and wrote memoranda on civil enforcement cases under Superfund and CAA statutes.

**THE WORLD BANK, Washington, DC**  
***Project Assistant, Africa Region***, Capacity Building Technical Group (6/1997-8/1997)

- Surveyed the World Bank's legal operations in Sub-Saharan Africa, including money allocation and project scope.
- Researched and authored a paper on the role and impact of World Bank technical assistance on borrower countries.

**Volunteer  
Activities**

Served in multiple leadership roles on school boards, homeowners' associations, and faith-based organizations, most recently:

**GEORGETOWN VISITATION PARENTS' ASSOCIATION**, Washington, DC  
*Co-President*, 2019 and 2020, and *Co-Vice President*, 2018 and 2019

- Led fundraising efforts, raising over \$585,000 in 2019 alone.
- Recruited and coordinated volunteers, including 84 committee chairs across 21 standing committees.
- Planned and promoted over 72 successful community events and programs.
- Communicated to over 2,000 community members in a bi-weekly newsletter.

**Education**

**AMERICAN UNIVERSITY, WASHINGTON COLLEGE OF LAW**, Washington, DC  
*Juris Doctor*, May 1999  
Dean's Fellow – Legal Ethics

**GEORGETOWN UNIVERSITY**, Washington, DC  
*Bachelor of Arts*, May 1996  
**Double Major:** Government and Spanish      **Concentration:** International Relations

**Licensure**

Maryland Bar (admitted 2000)  
District of Columbia Bar (admitted 2001)  
United States Supreme Court Bar (admitted 2007)

**Certification**

Certified Information Privacy Professional (CIPP/US)

**Languages**

Fluent in Spanish