

JOSEPH A. HOLT

218 Napoleon Street • South Bend, IN 46617 • (773) 220-8598 • jholt@nd.edu

ACADEMIC EXPERIENCE

UNIVERSITY OF NOTRE DAME, South Bend, IN, Summer 2004 through present

Professional Specialist, Management Department, Mendoza College of Business:

Courses taught (MBA Program): Foundations of Ethical Business Conduct; Spirituality and Religion in the Workplace; Ethics in the Emerging Markets; Negotiations; The Business of Sustainability.

Course taught (EMBA Program): Foundations of Ethical Business Conduct.

Course taught (MSB Program): Foundations of Ethical Business Conduct.

Program areas taught (Executive Non-Degree Programs): ethics; negotiations; leadership; spirituality.

UNIVERSITY OF CHICAGO LAW SCHOOL, Chicago, IL, Summer 2002 through Summer 2004

Senior Lecturer in Law and Director of the IJ Clinic on Entrepreneurship: Courses taught: Entrepreneurship and the Law, Negotiations; Ethical Dimensions of Lawyering. The Mission of the Clinic is to promote economic self-sufficiency by working with low-income inner-city entrepreneurs to start up and grow businesses.

LOYOLA UNIVERSITY OF CHICAGO, Chicago, IL, Summers 1997 - 2000

Adjunct Ethics Instructor, Graduate Business School. Courses taught: Business Ethics; A Spirituality of Work.

DOMINICAN UNIVERSITY, River Forest, IL, January 1999 through April 2000

Teaching sabbatical in School of Business. Courses taught: Social Responsibility of Business; Negotiations and Bargaining; Management; A Spirituality of Work; and Understanding the Bible.

CANISIUS COLLEGE, Buffalo, NY, Summer 1984 through Summer 1987

Instructor in Philosophy. Courses taught: Introduction to Philosophy; The Roots of Contemporary Atheism; Moral Dilemmas in Nazi Germany. Founder and Coach of the Canisius College Lacrosse Club (now a varsity that made it to the NCAA playoffs in 2012).

LEGAL & OTHER EXPERIENCE

SACHNOFF & WEAVER, LTD. (now merged with Reed Smith), Chicago, IL, June 2000 to March 2002

- Associate in the corporate department.
- Represented public and private companies in mergers, acquisitions and dispositions.
- Drafted and negotiated a wide variety of transactional and other corporate documents.
- Negotiated and drafted corporate governance documents, including charter documents and shareholder agreements.
- Assisted in representing private companies seeking to raise capital through private placements, angel investors, and venture capitalists. Also assisted in representing venture capital firms in various debt and equity financings.
- Advised clients on commercial contract matters, including supply agreements, distributor contracts and license agreements.
- Provided continuing legal counsel to corporate clients.
- Served as chief corporate department resource attorney for Hart-Scott-Rodino antitrust filings.
- Assisted in representing a developer, owner and operator of independent power generation projects in North America in its sale to a publicly-held company for \$450 million in cash and stock, plus substantial contingent consideration and debt assumption.
- Assisted in representing the e-business partners of a major accounting firm in the \$175 million sale of that firm's e-business consulting practice to a major Fortune 500 company.
- Assisted in representing the shareholder of a privately-held company in its \$85 million stock sale to a major Fortune 500 company.
- Assisted in representing the shareholders of a privately-held company in their \$65 million stock sale to a publicly-held company.
- Represented both venture capital investors and issuing companies in all aspects of venture capital financings.

- Performed *pro bono* work, including legal counsel to community development and hunger relief organizations.

BARTLIT BECK HERMAN PALENCHAR & SCOTT, Denver, CO, January 1998 to January 1999

- Associate in the corporate department.
- Represented clients in a variety of corporate transactions, including mergers and acquisitions.
- Assisted in negotiating asset and stock purchase agreements.
- Drafted asset and stock purchase agreements and ancillary documents.
- Negotiated and drafted legal opinions; assisted in negotiating and drafting corporate governance documents, including charter documents and shareholder agreements.
- Advised management defending against an insurgent shareholder in a proxy contest.
- Drafted partnership agreements and LLC operating agreements.
- Drafted all ancillary documents to a settlement agreement and supervised settlement closing.
- Advised clients on commercial contract matters, including supply, employment and license agreements, respectively.
- Conducted due diligence review.
- Conducted HSR analysis and prepared HSR filings.
- Conducted legal research on fiduciary duties of directors and officers, contract and other business issues.
- Advised management of publicly-traded companies on compliance with federal and state securities laws and regulations, and on the fiduciary duties of directors and officers.

KATTEN MUCHIN & ZAVIS, (now Katten Much Rosenman) Chicago, IL, September 1996 to December 1997

- Associate in the corporate department.
- Represented clients in business acquisition and sale transactions.
- Negotiated and drafted confidentiality agreements.
- Assisted in negotiating and drafting commitment letters, term sheets, and stock and asset purchase agreements.
- Assisted clients in complying with federal and state securities laws and regulations.
- Prepared filings under Regulations 13D and 13G of the 1934 Act.
- Assisted in preparation of registration statements.
- Advised clients on commercial matters, including supply agreements and non-competition agreements.
- Advised clients on new venture formations and related corporate governance issues.
- Drafted credit agreement and ancillary documents.
- Conducted due diligence review.
- Conducted HSR analysis and prepared HSR filings.
- Conducted legal research on beneficial ownership reporting requirements under the 1934 Act, plant closing requirements, “going private” transactions, contract and other corporate and securities matters.
- Performed *pro bono* work with local community development corporations and other nonprofit organizations.

JESUIT SEMINARIAN & PRIEST, New York Province, 1980-1992

Intensive academic and language studies, spiritual training and teaching and other ministerial experience in New York, Boston, Chicago, San Francisco, Nicaragua, Nigeria, Rome and elsewhere.

EDUCATION

HARVARD LAW SCHOOL, Cambridge, MA, J.D., June 1996

Activities: Law Library Research Assistant; Harvard Society for Tax Law and Policy; clinical intern, Corporate Law and Community Renewal; Human Rights Project intern (Belfast, Northern Ireland); Law Tutor (Kirkland House); Harvard University teaching fellow in Thinking About Thinking, an undergraduate Philosophy course offered by Professors Alan Dershowitz, Robert Nozick, and Stephen Jay Gould. Third Year Paper Topic: Internal Revenue Code § 42 (Use of Tax Credits to Develop Low-Income Housing).

GREGORIAN UNIVERSITY, Rome, Italy, S.T.L. in Biblical Theology, October 1998

Language and other course work covering Hebrew and Christian Scripture. Thesis Topic: Wealth and Christian Discipleship in the Gospel of Luke: An Exegetical Analysis of Luke 18:18-30. Course work and thesis completed June 1992. Comprehensive oral examination covering Old and New Testaments in original languages passed October 1998 to fulfill degree requirements.

WESTON SCHOOL OF THEOLOGY, Cambridge, MA, M.Div., with honors, June 1990
Focus on Biblical Hebrew, Biblical Greek, theological ethics, and homiletics.

FORDHAM UNIVERSITY, Bronx, NY, M.A. in Philosophy, 4.0 overall GPA, June 1984.
Starting goalie of Fordham's club lacrosse team 1982-1984; church choir member and eucharistic minister.

BOSTON COLLEGE, Chestnut Hill, MA, B.A. in Political Science, *summa cum laude*, May 1979
Activities: lacrosse team; junior year abroad in Vienna, Austria; Order of the Cross and Crown.

SELECT SPEAKING ENGAGEMENTS AND EXECUTIVE PRESENTATIONS

"ACHIEVING HIGHER ETHICAL PERFORMANCE (BY ADDRESSING THE 'BIG QUESTIONS' IN VALUES-BASED LEADERSHIP)," a discussion with the senior management team of Agro-America about how to set a higher organizational and societal standard of ethics in business, AgroAmerica Corporation Executive Program, Guatemala City, Guatemala, August 9, 2012.

"MEANING BEYOND THE MONEY," a discussion with human resources professionals about facilitating deeper employee engagement by tapping sources of meaning and motivation that extend beyond financial compensation, Society for Human Resource Professionals, Full Day Conference, Chicago, IL, November 9, 2011.

"NEGOTIATION STRATEGIES," a three-day workshop on effective approaches to negotiation for top sales executives of Owens & Minor, Chicago, IL, August 9-11, 2011.

"SUSTAINING SPIRITUAL GROWTH," a discussion of effect approaches to sustaining growth in the Spirit while balancing the demands of a busy apostolic life, Sisters of the Holy Cross Leadership Development Program, South Bend, IN, March 17, 2010.

"FROM MISSION TO SERVICE," a discussion of identifying and meeting the challenges of faith-based leadership in a worldwide Catholic women's religious order, Sisters of the Holy Cross Leadership Development Program, South Bend, IN, March 10, 2010.

"EFFECTIVE SALES NEGOTIATION – FOUNDATIONS AND VALUE CREATION," a two-day workshop with top salespeople at OfficeMax of how to achieve better results in terms of negotiation in general and value creation in particular, OfficeMax Learning & Leadership Education, Naperville, IL, August 18-19, 2010.

"DEVELOPING A SUSTAINABLE APPROACH TO INSPIRED LEADERSHIP," a discussion of how to remain aglow without burning out in leading a non-profit human services organization, Volunteers of America Executive Development Program, South Bend, IN, November 11, 2008.

"STANDARDS OF EXCELLENCE IN ETHICS," a two-day discussion with senior and mid-level executives of TTX Company about moving beyond the mere avoidance of wrongdoing to the achievement of excellence in terms of ethical as well as financial performance, Chicago, IL, October 31st and November 1st, 2007.

"DOES YOUR WORK MATTER TO GOD?" a discussion about the problems and possibilities of seeking to integrate faith and work in the contemporary workplace, Charis2 June Event, St. Clement Church, Chicago, IL, June 28, 2007.

"MOSES AND JESUS: TEN HALLMARKS OF INSPIRED LEADERSHIP," a discussion of the qualities that distinguished Moses and Jesus as inspired and inspiring leaders, 2nd Annual Catholic Charities Summit, Benedictine Center, Indianapolis, IN, October 18, 2006.

"ETHICAL SIGNPOSTS ON THE ROAD TO COMPLETE SUCCESS," a discussion of how to achieve excellence in terms of ethical as well as financial performance, Investment Management Consultants Association, Spring Professional Development Conference, Orlando, FL, April 30 – May 3, 2006.

"CHALLENGES OF LEADERSHIP IN A FAITH-BASED NONPROFIT: SOCIETAL, PERSONAL, AND ORGANIZATIONAL," a discussion of the particular challenges values-based leaders face in a faith-based non-profit organization, and of ways to overcome those challenges, Catholic Charities USA, Diocesan Directors Spring Gathering,

April 8, 2006.

“CATHOLIC PERSPECTIVES ON THE CHALLENGE AND IMPORTANCE OF CULTIVATING A SPIRITUALITY OF WORK,” a Catholic perspective on the problems and possibilities of business as a calling in the contemporary workplace, Catholic Business Leader Breakfast, Atlanta, GA, March 3, 2006.

“THE CHALLENGE AND PROMISE OF THE SABBATH,” a discussion of the original meaning and contemporary promise of living the Sabbath commandment in our busy lives in a non-supportive culture, Holy Spirit College, Atlanta, GA, March 2, 2006.

“WEAVING THE FABRIC OF VALUES-BASED LEADERSHIP,” a discussion of the goals and challenges of values-based leadership, Memorial Hospital of South Bend Annual Conference, Chicago, IL, November 12, 2004.

“TRUER MEASURES OF SUCCESS,” a discussion of the adequacy of the prevailing conception of “success” as the attainment of wealth, fame or position, University of Illinois in Chicago, Integritas Institute for Ethics, January 28, 2004.

“MONEY, MEANING, AND THE AVOIDANCE OF MISERY IN LEGAL PRACTICE,” a discussion of the need to find meaning beyond the money in the practice of law in order to avoid misery, The University of Chicago Law School, May 7, 2003.

“JUSTICE, JOY AND THE HUMAN FACES OF THE LAW,” a discussion of the central importance of the human impact of the law and how to find greater joy in securing justice and promoting the well-being of those affected by the law, St. Thomas University School of Law, October 18, 2003.

“THE SEVEN DEADLY SINS AT WORK,” a discussion with health care managers of attitudes and actions in the workplace which undermine peace and productive harmony. Offered at the 26th Annual Midwest Conference, sponsored by the Northwest Chicago Area Chapter of the American Association of Critical Care Nurses, Arlington Heights, IL, March 22, 2000.

“KEEPING THE FAITH IN THE WORKPLACE,” a discussion of problems and possibilities associated with living out one’s religious faith in and through one’s work. *Fourth Presbyterian Church*, Chicago, IL, December 1999. Similar presentations given on other occasions to other faith communities.

“ETHICAL DIMENSIONS OF ENTREPRENEURSHIP,” a discussion of various ethical issues specific to entrepreneurial activities. Interactive Conference for Entrepreneurs, sponsored by the *Dominican Entrepreneurial Alliance for Learning*, Dominican University, Chicago, IL, October 1999.

“A LIVING TRADITION OF PHILANTHROPY WITH A HUMAN FACE,” a discussion of religious and other values operative in the history of philanthropy, within and beyond the Rockefeller philanthropic tradition. *Bankers Trust Company, Private Banking Division*, New York, NY, given at a conference on Values and Legacy in Philanthropy (at the invitation of Steven C. Rockefeller, Jr.), April 1997.

“A NONPROFIT DIRECTOR’S GUIDE TO PERSONAL LIABILITY,” first given at a Katten Muchin & Zavis client seminar for nonprofit directors and officers, subsequently given on a *pro bono* basis to the boards of directors of various Chicago area nonprofit organizations.

PUBLICATIONS

“WHAT PRICE WOULD YOU PAY?”, Ethisphere Magazine, forthcoming.

“FRIENDS OR JUST FRIENDLY?: HOW TO TELL THE DIFFERENCE,” Notre Dame Business Magazine, Spring 2011.

“WHAT DOES THE CHURCH SAY ABOUT LAYOFFS?” Notre Dame Business Magazine, Winter 2010.

“IS NOT BEING BAD REALLY GOOD ENOUGH,” Ethisphere Magazine, June 3, 2008.

“TEACH US TO PRAY,” Notre Dame Business Magazine, Spring 2006.

“TURNING TO THE POSITIVE SIDE OF ETHICS IN THE FINANCIAL SERVICES INDUSTRY,” Journal of Investment Consulting 7, no. 2, 2005.

“THE TEARS OF PATRICK NOLAN,” Notre Dame Business Magazine, Spring 2005.

“THE PURSUIT OF HAPPINESS RECONSIDERED,” Notre Dame Business Magazine, Winter 2005.

“JUSTICE, JOY, AND THE HUMAN FACES OF THE LAW,” University of St. Thomas Law Journal, Vol. 1, Issue 1, 2003.

“A NONPROFIT DIRECTOR'S GUIDE TO PERSONAL LIABILITY,” Watson Wyatt's D&O Newsletter, Spring 1997.

AWARD

Richard J. Davis Ethics Award, which “honors the author(s) of an article that has made a significant contribution to advancing the understanding and knowledge of investment management consulting and/or private wealth management in the area of ethics, and/or the fiduciary, legal, or regulatory issues that affect these professional practices,” awarded by the Investment Management Consultants Association, 2005.

SKILLS AND INTERESTS

LANGUAGES STUDIED: Italian, Spanish, Hebrew, Greek and German.

HOBBIES: Literature, poetry, cycling and running, cooking, dancing, travel, jazz, and motorcycling.

REFERENCES AVAILABLE UPON REQUEST