

Overview

The Senior Counsel will effectively and efficiently provide legal counsel and support to the Accounting, Corporate Secretary, Executive Compensation, Financial Reporting, Investor Relations, Tax and Treasury organizations. This position will be responsible for the company's corporate and securities legal matters, overseeing SEC reporting, advising on securities, corporate governance and SEC disclosure issues, advising on transfer agent and shareholder matters, supporting board and committee meetings, advising on executive compensation and equity plan matters, and advising on mergers and acquisitions, as well as corporate finance and general corporate legal matters. Perform other duties as assigned. This position is based out of Downtown Cincinnati, OH.

Essential Functions: List various duties & responsibilities. (Always state: Regular, dependable attendance & punctuality).

- Extensive participation in corporate secretary matters such as shareholder, board and committee meeting support, including preparation of notices of meetings, agendas and other meeting-related materials, resolutions, minutes, and actions by unanimous written consent.
- Extensive participation in preparation of SEC filings, including registration statements, Forms 10-K, 10-Q, SD and 8-K, proxy statement, and Section 16 reporting.
- Extensive participation in corporate governance and structure matters, including entity formation and maintenance, annual meeting matters, shareholder inquiries and proposals, proxy solicitations and filing requirements, detailed knowledge of the duties of officers and directors, "best practices" including SEC and public company governance and disclosure requirements, and general corporate law and contract matters.
- Advising on and ensuring compliance with securities-related regulatory matters including NYSE listing standards, Regulation FD, insider trading, Sarbanes-Oxley Act, Dodd-Frank Act and executive compensation and stock plan matters.
- Advising on corporate finance matters, including banking and revolving credit agreements, commercial paper agreements, bond indentures and rating agency matters.
- Assisting in strategic transactions involving the mergers, acquisitions, divestitures and reorganizations of legal entities, including due diligence investigations, the drafting of contribution agreements, stock and asset purchase agreements, transaction agreements and other corporate documents, and managing the closing process.
- Performing advanced legal and factual research.
- Supervising the work of two legal assistants.
- May assign, direct and review the work of less senior lawyer's and paralegals.
- Regular, dependable attendance & punctuality.

Qualifications

Education/Experience: • Law degree from an accredited law school and member of OH other state bar with ability to meet OH license requirements; at least 10 years of relevant law firm or in-house experience with public company securities, compliance and corporate governance.

- Significant experience with NYSE rules and regulations, '34 Act rules, SEC interpretations and relevant provisions of the Sarbanes-Oxley and Dodd-Frank Acts required.
- Familiarity with public company accounting, tax and finance processes, terminology, systems and issues,

including a basic knowledge of financial statements, GAAP accounting and tax matters preferred.

Communication Skills: • Ability to read, write, and interpret instructional documents such as reports and procedure manuals.

- Ability to read and interpret complex laws, rules and regulations.
- Excellent communications skills, both verbal and written.
- Ability to make confident and practical decisions.
- High level of professionalism, diplomacy and judgment in order to interact with members of the board of directors, senior management and shareholders.
- Strong interpersonal skills with the ability to stand firm on issues with business clients when necessary.

Mathematical Skills: Must have above average mathematical skills, including the ability to compute rates, ratios, and percentages, and the ability to work with mathematical concepts such as probability and statistical inference.

Reasoning Ability: • Must be able to work independently with minimal supervision.

- Ability to work under pressure and prioritize and manage workload; ability to manage simultaneous tasks and meet tight deadlines.

Physical Demands: This position involves extended periods of sitting and the extensive use of computer and the office equipment. May involve stooping, kneeling, or crouching. Involves close vision, color vision, depth perception, and focus adjustment.

Other Skills: • Ability to handle high pressure situations, tight deadlines and high profile scrutiny of work product.

- Attention to detail and strong execution skills are essential.
- Ability to work well in fast-paced, collaborative team environment. Strong interpersonal client skills.
- Ability to collaborate with and supervise others.
- Sound practical judgment and strong client relations skills.
- Maintain up-to-date knowledge and a thorough understanding of legal issues and developments in corporate and securities law, corporate governance best practices, legal requirements, compliance, and external and internal reporting responsibilities.
- Detail-oriented and resourceful with excellent follow-through skills.

Work Hours: • Ability to work a flexible schedule based on department and store/company needs. Ability to occasionally travel and stay overnight.