

Election Notice

FINRA Announces Nomination Process to Fill Upcoming Vacancies on the National Adjudicatory Council

Petitions for Candidacy Due: October 1, 2020

Summary

The purpose of this *Election Notice* is to notify members of an upcoming election to fill two large firm seats and one small firm seat on the National Adjudicatory Council (NAC), and to announce the FINRA Nominating & Governance Committee (Nominating Committee) nominees for these vacancies. Eligible individuals not nominated by the Nominating Committee who obtain the requisite number of valid petitions may be included as candidates on the ballot by following the petition procedures described in this *Election Notice*.

A formal notice of the NAC Election and ballot listing all certified candidates will be mailed to the executive representatives of all eligible large and small firm FINRA members on or about Tuesday, October 20, 2020.

Note: This *Notice* was distributed electronically to the executive representative of each FINRA member firm and is posted on FINRA's website at www.finra.org/notices/election/NACElection/081720.

Questions regarding this *Election Notice* may be directed to Jennifer Piorko Mitchell, Vice President and Deputy Corporate Secretary, at CorporateSecretary@finra.org or at (202) 728-8949.

Background

The NAC is appointed by the FINRA Board of Governors to review all disciplinary decisions issued by FINRA hearing panels and presides over disciplinary matters that have been appealed to or called for review by the NAC. The NAC also reviews statutory disqualification matters, considers appeals of membership proceedings, exercises exemptive authority and acts in other proceedings as set forth in the Code of Procedure.

August 17, 2020

Suggested Routing

- ▶ Executive Representatives
- ▶ Senior Management

The NAC comprises 15 members—seven industry members and eight non-industry members. The seven industry members of the NAC include two small firm, one mid-size firm, two large firm and two at-large industry members. Of the eight non-industry NAC members, at least three are public members.

The NAC meets four times a year several weeks prior to each FINRA Board of Governors meeting. NAC members are expected to attend meetings in-person or virtually, and they will be requested to serve on appeal panels, which involves reading the record of the case and attending oral argument, and participate in several conference calls to handle other NAC matters. Potential candidates should ensure that their other commitments will allow for their full participation during all NAC meetings.

One large firm seat is for a partial-term vacancy, and the elected individual will serve the remainder of a term concluding on December 31, 2023. The other large firm seat and the small firm seat to be filled in this election are for full four-year terms beginning in January 2021 and concluding in December 2024.

FINRA Nominating Committee Nominees

The Nominating Committee nominated the following individuals as its nominees for the open NAC seats:

Large Firm NAC Member Seats – Nominees:

- ▶ John O’Connell, Goldman Sachs
- ▶ Debra Roth, Morgan Stanley

If elected, Mr. O’Connell would serve a four-year term beginning January 1, 2021, and Ms. Roth would serve the remainder of the term for the currently vacant large firm NAC member seat, which expires on December 31, 2023. Profiles for each of the nominees are included in the attachment.

Small Firm NAC Member Seat

With respect to the small firm NAC member seat, the Nominating Committee determined it would not nominate a candidate for election in 2020. Instead, any eligible candidates who obtain the requisite number of petitions will be included on the ballot.

Petition Process for Additional Candidates

Pursuant to Article VI, Section 6.2 of the FINRA Regulation By-Laws, a person who has not been nominated may be included on a ballot for an election to fill an open large firm seat or small firm seat on the NAC if:

- a. within 45 days of the date of this *Election Notice*, such person presents to the Corporate Secretary of FINRA petitions in support of his or her nomination duly executed by 3 percent of the members entitled to vote for such nominee's election. If, however, an individual's name appears on a petition in support of more than one nominee, the petition must be endorsed by 10 percent of FINRA member firms entitled to vote for such nominees' election; and
- b. the Corporate Secretary certifies that the petitions are duly executed by the executive representatives of the requisite number of members entitled to vote for such nominee's election, and the person satisfies the large firm or small firm size classification of the NAC seat to be filled, based on such information provided by the person as is reasonably necessary to make the certification.

As of the close of business on Friday, August 14, 2020, the number of FINRA large firms was 167, and the number of FINRA small firms was 3,137.

Firms may only endorse petitioners for open seats that correspond to the firm's own size classification. However, no firm may endorse more than one such candidate per vacancy. If a firm does sign more than one petition for a specific vacancy, the later-signed petition will supersede any previously signed petition.

Individuals interested in petitioning to become candidates must complete a candidate profile form (Attachment A) and submit it to FINRA's Corporate Secretary. Upon receipt of a candidate profile form, the Corporate Secretary will forward to the interested individual a list of all firms eligible to endorse a candidate.

Individuals submitting petitions must provide information sufficient for the Corporate Secretary to determine that the petitions were duly executed by the executive representatives of the requisite number of firms. In addition, to assist in the process of verifying petitions, FINRA requests that all submitted petitions be dated by their signatory. Petitions must be submitted by Thursday, October 1, 2020.

Firm Contact Information

Firms are reminded to accurately maintain their executive representative's name and email address, as well as their firm's main postal address in FINRA's records. This will ensure that important mailings, such as election information, will be properly directed. A firm's failure to keep this information accurate may jeopardize the firm's ability to participate in elections.¹

To update an executive representative's name, mailing address and email address, firms may access the FINRA Contact System, via the Firm Gateway at: <https://firms.finra.org/fcs>.

Nominating Committee Nominees for Large Firm NAC Member Seats

Large Firm Nominee—Full Term (Until December 2024)

JOHN O'CONNELL

John O'Connell is the global head of the Regulatory Practice Group at Goldman Sachs, responsible for managing the firm's interactions with securities and US banking regulators, as well as certain other firm wide compliance programs. He has served in a number of other capacities at Goldman Sachs, including as global co-head of Compliance Employee Services, head of Private Wealth Management Compliance in the Americas, and co-head of Goldman Sachs Asset Management Compliance in the Americas. John joined Goldman Sachs as a vice president in 2006 and was named managing director in 2008.

Prior to joining Goldman Sachs, John worked at UBS and Credit Suisse. Before that, he spent eight years as a litigator in private practice. Prior to law school, he spent six years in the technology departments of two Wall Street firms. John earned a BA in Philosophy from Fordham College and a JD from Columbia University School of Law.

John is registered with Goldman Sachs as a General Securities Representative and General Securities Principal. He currently serves on FINRA's Large Firm Advisory Committee.

Large Firm Nominee—Partial Term (Until December 2023)

DEBRA ROTH

Debra Roth has been with Morgan Stanley for more than 25 years in various positions in the Legal and Compliance Division. Since March 2019, she has served in a senior management role in WM Compliance, responsible for the design, implementation, and oversight of the WM Compliance Conduct Risk and Customer Complaint programs. From September 2011 to March 2019, she was Executive Director, Head of the Americas Market/Conduct Regulatory Relations Group, where she oversaw the relationship between the firm's two largest U.S. broker-dealers (retail and institutional) and its securities and futures regulators, SROs, exchanges and state regulators. As Executive Director, Head of Core Compliance from May 2010 to September 2011, she was the senior compliance manager responsible for oversight of all functions related to Registration, Employee Trading, Policies & Procedures, and Regulatory Examinations & Inquiries for both retail and institutional broker-dealers.

Debra served as Executive Director, Head of East Coast Litigation from September 2002 to May 2010. In this position, she was responsible for oversight of all client litigations, arbitrations, and related regulatory matters arising from retail branches in the Eastern U.S. and the nation-wide customer complaint unit. She also supervised regulatory filings and worked with the Compliance Department on numerous issues requiring enhancements to processes and procedures. She joined Morgan Stanley as a Vice President and Litigation & Arbitration Attorney in 1995.

Debra was an associate and later a partner with Phillips Nizer from 1981 to 1995. She clerked for Judge Bramwell of the Eastern District of New York. She is a graduate of Brooklyn Law School and Purchase College, SUNY.

Debra is registered with Morgan Stanley as a General Securities Principal and General Securities Representative.

Endnote

1. Pursuant to FINRA Rule 4517, firms must update their contact information promptly, but in any event not later than 30 days following any change in such information, as well as review and, if necessary, update the information within 17 business days after the end of each calendar year. Additionally, firms must comply with any FINRA request for such information promptly, but in any event not later than 15 days following the request, or such longer period that may be agreed to by FINRA staff. *See* FINRA Rule 4517 and *FINRA Regulatory Notice 07-42* (September 2007).

Attachment A

Candidate Profile Form—National Adjudicatory Council Election

Please complete all sections and email this document to CorporateSecretary@finra.org. An electronic version of this form is also available at www.finra.org/notices/election/081720.

Name: _____ Date: _____

(As you would like it to appear on official correspondence)

- Large Firm Seat (Full Term until December 2024)
- Large Firm Seat (Partial Term until December 2023)
- Small Firm Seat (Full Term until December 2024)

Current Registration

Title/Primary Responsibility: _____

Firm Name: _____ Firm CRD#: _____

Individual CRD #: _____ Number of Registered Reps. at Firm: _____

Address

Street Address: _____ Suite/Floor: _____

City: _____ State: _____

Email: _____

Phone: _____

Provide a brief biography or summary of your qualifications to serve as a NAC member. The biography should contain only factual information, such as employment experience, service on other industry-related boards and committees, education credentials, etc. (The biography should be no more than 500 words.)