

Heather Heath Ryan

Partner

Charlotte

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Drawing on a decade of experience as in-house employee benefits and executive compensation counsel, as well as in total rewards business roles, Heather understands the needs and expectations of her clients.

OVERVIEW

Heather advises on all facets of employee benefits, including 401(k), pension, cafeteria, and health and welfare plans. She has guided clients through Department of Labor and IRS audits and correction submissions, and counsels clients on a wide range of matters, such as fiduciary governance structures and processes, regulatory compliance, benefit vendor contracts, employer stock best practices, COBRA, and wellness plans.

Heather works with companies on employee benefit and executive compensation issues that arise in corporate transactions, including equity compensation, change-in-control arrangements, severance, and deferred compensation. She regularly assists clients with executive employment agreements, short-term and long-term incentive compensation, and executive terminations. Heather also contributes to the development and drafting of compensation committee materials for the board and provides guidance on governance matters impacting these committees.

REPRESENTATIVE MATTERS

- Advised senior management on executive compensation and benefits, equity, and incentive compensation, and HR-related merger and acquisition issues, including governance and regulatory developments.
- Served as lead HR merger and acquisition attorney for a telecommunications merger valued at almost \$80 billion, including HR due diligence, executive compensation issues, 280G analysis, and integration projects.
- Managed and developed the strategy for executive benefit programs, including deferred compensation, SERPs, executive health, change-in-control arrangements, and executive severance.
- Developed the strategy and design of a shareholder-approved global equity plan and drafted all required documentation, including committee and plan documentation and global award agreements (approximate \$60 million annual grant value in 26 countries).
- Drafted executive employment agreements in partnership with executive compensation team, including certain C-suite contracts and other succession planning projects.
- Conducted RFP and negotiated contract and related materials with independent fiduciary for company stock fund.

- Reviewed and negotiated all service provider contracts and business associate agreements with third-party benefits administrators and vendors, and monitored vendor compliance with such contracts and applicable plans.

AWARDS

- *Best Lawyers in America*®: Employment Law – Management (2025-2026)

TOP AREAS OF FOCUS

- Employee Benefit Guidance on Workforce Transitions
- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation
- Governmental Audits, Benefit Claims + ERISA Litigation
- Plan Governance, Investment + Fiduciary Issues

ALL AREAS OF FOCUS

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PROFESSIONAL/COMMUNITY INVOLVEMENT

- Board member, Arts+, 2022-2025
- Member, Women Executives, 2020-present
- Member, Philanthropy Committee, McCallie School, 2022-present
- Annual Fund chair, Providence Day School, 2016-2018; Social Responsibility and Community Engagement chair, 2021-2022

PROFESSIONAL EXPERIENCE

- Director, Executive Compensation and Benefits, Trane Technologies (2020)
- Director, Executive Compensation and Benefits, Ingersoll Rand (2018-2020); associate general counsel (2016-2018)
- Vice president, retirement plans and senior counsel, Total Rewards, Time Warner Cable (2015-2016); senior counsel, Executive Compensation and Benefits (2012-2016); and associate counsel, Executive Compensation and Benefits (2010-2012)

EDUCATION AND CERTIFICATIONS

EDUCATION

- Washington University School of Law in St. Louis, J.D., 2004, associate editor, *Washington University Law Quarterly*
- Vanderbilt University, B.A., *cum laude*, 2000

BAR ADMISSIONS

- North Carolina
- Illinois (Inactive)

COURT ADMISSIONS

- Mecklenburg County, North Carolina

SPEAKING ENGAGEMENTS

- Florida Philanthropic Network Retreat Panel, March 11, 2024.
- “The Best Defense is a Good Offense: Why You Should Focus on ERISA Fiduciary Governance,” Association of Corporate Counsel’s Charlotte Chapter, November 17, 2022.

MEDIA COMMENTARY

- Quoted, “Nuts & Bolts: Fiduciary Basics,” *Plan Adviser*, February 29, 2024.