

# Cerevel Therapeutics

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General Counsel and Corporate Secretary



**2019**

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## The Organization

<b>Organization</b>	Cerevel Therapeutics
<b>Headquarters</b>	Boston, MA
<b>Website</b>	<a href="https://www.cerevel.com/">https://www.cerevel.com/</a>
<b>Overview</b>	<p>Cerevel Therapeutics is a biopharmaceutical company formed by Bain Capital and Pfizer that relentlessly finds paths through complexity to bring real progress and new treatment options to people living with neurological and neuropsychiatric disorders.</p> <p>Our portfolio of pre-commercial neuroscience assets targets a broad range of central nervous system (CNS) disorders including Parkinson’s, Alzheimer’s, epilepsy, schizophrenia and addiction.</p> <p>Headquartered in Boston, we are bold thinkers, deep experts, resilient pathfinders, and transparent partners who push the boundaries of scientific understanding to unlock breakthrough CNS therapies that have real impact on people’s lives.</p>

## The Position

<b>Position Title</b>	General Counsel and Corporate Secretary
<b>Location</b>	Boston, MA
<b>Reports To</b>	Chief Executive Officer
<b>Responsibilities</b>	<p>Cerevel is seeking an exceptional lawyer and senior executive from the life sciences industry. The General Counsel will function and serve as Corporate Secretary. The General Counsel must have the background and experience to act as a strategic partner and business advisor to senior management of the Company, the Board of Directors and key investors, as well as the technical depth and leadership experience to run the Company's legal function and oversee the legal budget and work with outside counsel.</p> <p>The General Counsel will be responsible for advising the Chief Executive Officer and other members of the executive leadership team on critical legal and business matters facing the organization. The successful candidate will be a key member of the executive team and participate in strategic development, protect the Company's competitive position and enhance it through management, acquisitions, contracts, agreements, negotiations, partnerships and litigation and risk management.</p> <p>The successful candidate will have outstanding business and legal judgement and a proven track record in a general counsel or equivalent senior legal leadership position that includes experience across an array of legal matters including corporate governance, complex contracts and business transactions, compliance, public securities compliance and filings, litigation, employment matters, regulatory management and intellectual property oversight.</p> <p>Cerevel provides a dynamic platform for a solutions-oriented, entrepreneurial attorney who enjoys working on a broad variety of legal, corporate governance, commercial, and business matters. The successful candidate will be a "hands-on" attorney advising leadership on a wide variety of matters. The General Counsel will manage a small team of lawyers and staff to ensure timely and thoughtful execution of the legal and business goals are met that support the Company's rapid growth. He/she will ascribe to and find a shared passion for Cerevel's values and be inspired by the life-changing mission of the Company.</p> <p>Judgement, discretion, strong communication skills, creativity, courage, and the ability to embrace working in a challenging and dynamic atmosphere will help to make the General Counsel successful in this role.</p> <p>Specifically, the General Counsel will:</p> <ul style="list-style-type: none"> <li>• Establish the overall philosophy and strategy of the legal organization.</li> <li>• Provide solutions-oriented oversight and leadership for all legal needs of the Company, including managing and directing general corporate matters, litigation, corporate organization and governance, compliance, general transaction support, joint ventures, partnerships, development agreements, mergers and acquisitions, license agreements, regulatory matters, risk management, financing activities, employment matters, intellectual property portfolio management, and general contract management.</li> <li>• Be responsible for the execution of all major corporate transactions and serve as key lawyer/legal advisor on all major business transactions and litigation</li> </ul>

## The Position

strategy. This includes intellectual property portfolio development, risk management, acquisitions, divestitures and joint ventures.

- Collaborate with the business to provide valuable advice and counsel within the context of the enterprise-level objectives. Structure key business initiatives in a manner that helps to achieve business objectives while at the same time protecting legal, regulatory, and tax directives and considerations.
- Hire, lead and manage an efficient internal legal team.
- Skillfully manage outside counsel and legal budget.
- Ensure high quality legal advice is provided to business clients; proactively identify trends (legal/business); participate as a strategic partner with stakeholders; assist in developing contracting strategies to minimize risk.
- Counsel the Company and Board of Directors with regard to governance and regulatory requirements.
- Work effectively with the Company's Board, providing advice and counsel, as well as reporting and communicating on key issues. Have responsibility for drafting and managing corporate resolutions, minutes, contracts and other documentation relating to the Board and committee activities.
- In collaboration with the leadership team, identify and establish effective and efficient processes for meeting all corporate governance compliance requirements. Responsibilities include corporate structure, corporate records, document management, and company policies and procedures.
- Advise on the development and implementation of processes related to regulatory requirements faced by the Company.
- Keep abreast of legal decisions and changes in laws and regulations in order to provide the most current advice to clients and ensure contract provisions are compliant with relevant laws.
- In addition, the executive in this role must set a tone of the highest legal and ethical standards of conduct, and possess the credibility and collaborative nature to achieve highly effective working relationships throughout the Company, as well as with regulators and key investors outside the Company.
- Co-manage the Company's compliance program.
- Prepare, draft, review, and negotiate a wide variety of commercial contracts.
- Be able to assist in the preparation of a potential initial public offering, including SEC reports and disclosures and managing legal aspects of reporting process.
- Serve as member of product and deal approval teams and committees, as applicable.

## The Person

### Pivotal Experience & Expertise

- JD degree with strong academic credentials from an accredited law school.
- Proven success in a leadership role within both a private and public company environment, with 15+ years of experience in-house in the life sciences industry.
- Unique perspective and experiences; Cerevel strives to be *the place* where a diverse mix of talented people want to come, stay and work with others to do their very best.
- Experience working closely with a Board of Directors on a broad range of legal and business issues, governance matters and corporate strategy.
- An understanding of the nuances of complicated contracts/agreements and contractual risk mitigation measures common in research and development.
- Solid knowledge of compliance matters and state and federal rules and regulations that affect the Company.
- A proven track record of addressing highly complex legal matters within a life sciences company, including litigation, regulatory, intellectual property, compliance, general corporate law, mergers and acquisitions, licensing, labor and employment, securities law and corporate governance.

### Culture Fit & Leadership

- Ability to operate with a significant degree of independence and transparency, and be capable of articulating a vision and strategy for the legal function, as well as ensuring high quality execution.
- An entrepreneurial, creative, hands-on adviser who has the ability to drive solutions to problems quickly and effectively.
- An outstanding team player who is not afraid to roll up his/her sleeves to get a task done and is inherently proactive, driven, collaborative, dedicated, and possesses the ability to develop first-class relationships, both internally and externally.
- An experienced leader, with well-honed management skills and the ability to provide clear leadership throughout the Company.
- A smart, innovative, strategic thinker, yet pragmatic and operationally savvy, with a strong commitment to building shareholder and patient value.
- A natural communicator who is able to present ideas discerningly, articulately and openly with the ability to effectively influence and marshal buy-in from people at all levels.

## Engagement Team

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