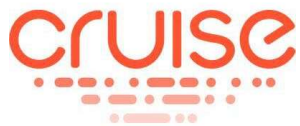


## Position and Candidate Specification



Cruise Automation Inc.

### **Chief Legal Officer and Corporate Secretary**

**PREPARED BY:**

Kimberly Fullerton

Chloe McLean

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Assignment: TBD

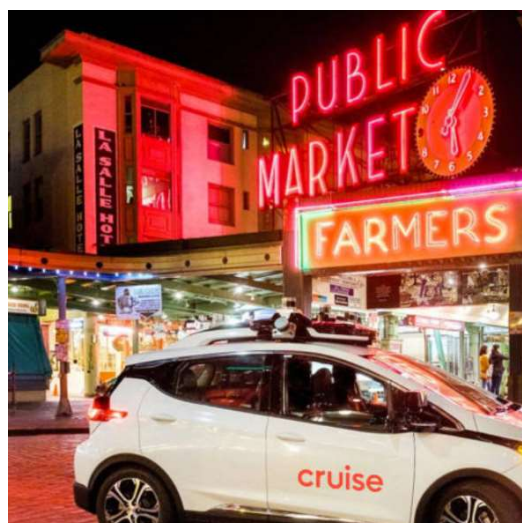
Cruise is building the world's most advanced, all-electric, self-driving car technology to safely connect people with the places, things and experiences they care about. Self-driving cars will help save lives, reimagine cities, redefine time in transit and restore freedom of movement for individuals who live in dense urban settings.

Since its 2013 founding in San Francisco, Cruise has hired over 1,500 talented individuals and opened additional offices in greater Seattle, Pasadena and Phoenix. It has raised \$7.25 billion from General Motors, Honda, Softbank, T. Rowe Price and others. As of May 2019, Cruise was valued at \$19 billion. Through its partnerships with GM and Honda, it is the only self-driving car company with fully integrated manufacturing at scale. Cruise believes its world-class partners, deep resources, and technology approach of "hardest challenges first" will help shave years off of the timeline to launch all-electric, self-driving vehicles at scale.

Per CEO Dan Ammann:

Everything we do at Cruise is based on our belief that safely deploying all-electric self-driving cars at scale will have a significant positive impact on the world. At the societal level, it can save millions of lives, reshape our cities, reduce emissions, give back billions of hours of time and restore freedom of movement for everyone. At the individual level, we believe it will deliver safer, more convenient, more affordable and more accessible transportation.

Find more information about Cruise's next steps [here](#).



Cruise seeks to hire an extremely seasoned, broad and strategic Chief Legal Officer and Corporate Secretary (“CLO”) to support its continued growth and innovation. The CLO will serve as Cruise’s principal legal advisor and a member of the executive leadership team, participating in legal, policy and strategy decisions critical to the company. She or he will act as a trusted advisor to the CEO, executive leadership team, and board of directors on a broad range of legal issues of overarching importance to Cruise including but not limited to: policy; risk management; intellectual property strategy and protection; regulatory and compliance matters; litigation and disputes; employment law; commercial contracts, partnerships, and M&A; and securities and corporate governance.

As a key member of Cruise’s executive leadership team, the CLO will contribute to Cruise’s culture of growth, innovation, creativity and collaboration. The experience of having successfully navigated significant and critical matters as well as the aptitude to support and work effectively in a high growth start-up are key to success in this role. Further, the ability to engage, debate, question the status quo and participate in thoughtful decision-making will be critical to success.

As the leader of the legal function, the CLO will oversee a team of lawyers and continue to enhance Cruise’s legal and compliance functions. She or he be responsible for the day-to-day operations and ensure that the company is in compliance with all applicable laws, rules and regulations, including regional, state and federal. The CLO will also provide direction, guidance and assistance on all complex legal and regulatory matters facing Cruise. She or he will serve as a motivating, inspiring leader across the company and will bring a proven commitment to developing people and talent.

## KEY RELATIONSHIPS

**Reports to** Dan Ammann, CEO

**Direct reports** Legal team of 22 (15 attorneys)

**Other key relationships** Executive Leadership Team  
Members of GM leadership  
Board of Directors  
Relevant regulators  
Outside counsel

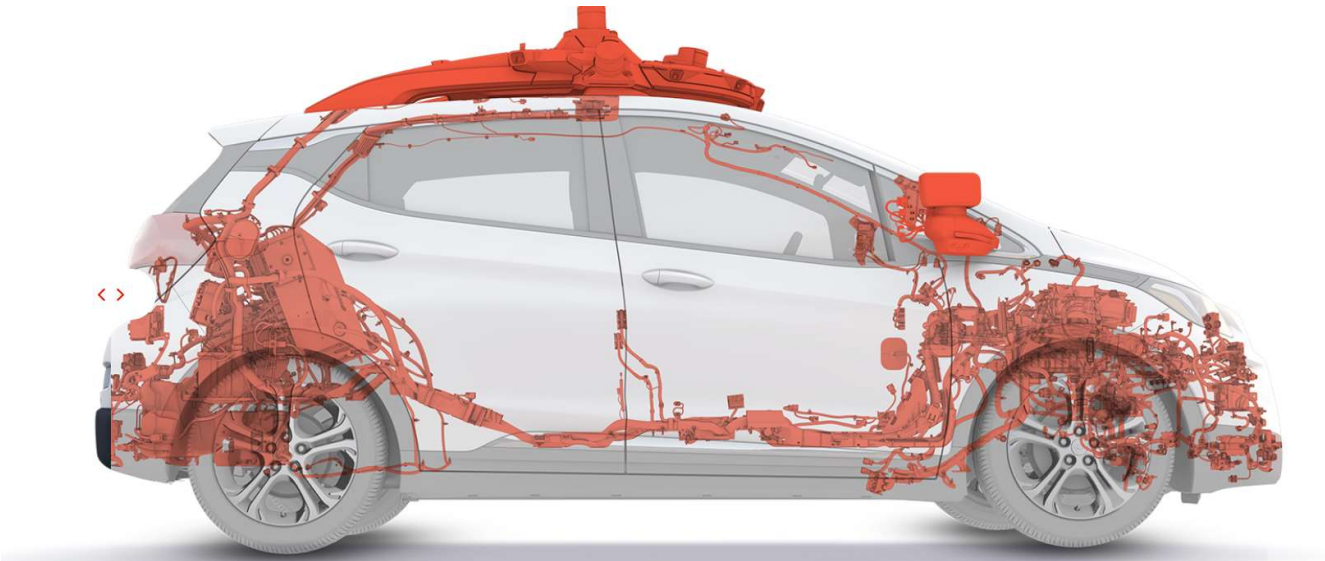
## KEY RESPONSIBILITIES

- Serve as a senior advisor to the CEO, executive leadership team and the board of directors.
- Serve as a contributing member of Cruise's executive leadership team. Proactively drive analysis, insights, options and recommendations with respect to legal and business issues and regulatory risks impacting Cruise.
- Counsel and identify solutions, while keeping in mind a big picture strategic vision, for unprecedented and complicated matters that require consideration of overlapping, unharmonized and novel regulatory, competitive, compliance, litigation and business requirements and trends.
- Ensure that Cruise, its CEO and executive leadership team, and its board of directors are steps ahead by being well advised of all upcoming legislation or regulation which may significantly affect the company. Work with the government affairs group to impact legislative and regulatory proposals which may significantly affect Cruise's interests or operations.
- Advise Cruise on the risks, including litigation, of possible business decisions, and offer advice on how to best manage those risks; provide guidance on potential litigation through a broad lens, keeping in mind regulatory, political, and public perception risks as well as business objectives.
- Oversee litigation including monitoring and managing exposure to all litigation (and potential litigation), including intellectual property litigation.
- Proactively drive Cruise's strategy for the development, protection, and use of all forms of intellectual property, including patents, copyrights, trademarks, trade secrets and domain names and other IP rights and assets.
- Provide innovative and business-oriented legal counsel and execution of significant strategic imperatives, including possible acquisitions, joint ventures, expansions, product/service offerings and other possible investments, as well as oversee the structuring and negotiation of major contracts and licensing agreements.
- Provide oversight and counsel on local, regional, state and federal regulatory matters impacting Cruise; supervise the development and dissemination of policies that will ensure that Cruise is in compliance with all laws, regulations and rules that may apply to Cruise's activities; specifically work to ensure compliance with transportation regulations, data privacy, cybersecurity, communications, antitrust, corporate conduct, equal opportunity, environment and other laws, regulations and rules.
- Responsible for working with CEO and Chairman to determine the board of directors' agenda, preparing board materials, coordinating and managing board meetings, communicating with the board and acting as a liaison between the board and management, and comprehensively managing all necessary board and committee resolutions and consents.
- Grow, lead, retain and develop Cruise's legal department; evaluate and hire, as necessary, additional members of the legal team with an eye to Cruise's culture and values, including a strong emphasis on diversity and inclusion.
- Supervise, select and manage outside counsel and establish procedures for evaluating the quality and cost services of outside counsel.
- Interface with General Motors executives and legal department in a collaborative manner on a broad range of topics.

## **DESIRED OUTCOMES**

In the first twelve months, the CLO will have:

- Established a productive relationship with GM counterparts and the board of directors .
- Developed and launched a comprehensive IP Strategy.
- Led the company to a decision on how to manage liability at scale and begun activities toward implementing that strategy.
- Created and executed on a strategic growth plan for the legal department based on company initiatives and needs.
- Worked cross-functionally to enhance the company's understanding of legal issues applicable to the business.



The CLO must be a deeply experienced lawyer with technical legal background and the judgment, agility and drive required to function successfully in a mission-driven, fast-paced and entrepreneurial start-up environment. The following background is strongly preferred:

## **IDEAL EXPERIENCE**

### **20+ years of legal experience**

Strong breadth of experience, ideally with first rate law firm experience and subsequent experience as a chief legal officer, general counsel or assistant general counsel of an organization that challenges the status quo and deals with strategic, consequential issues. A successful track record of working closely with the CEO, executive leadership team and board of directors, as well as a history of providing thoughtful, entrepreneurial and strategic advice and astute guidance, both in regard to legal risk management, growth and innovation and more broadly across the business.

### **Experience Advising C-Suite and Board of Directors**

Proven track record of providing thoughtful business-oriented advice and astute guidance at the c-suite and board level, both with regard to legal risk management and more broadly across the business.

### **Public Eye Experience**

Experience being in the public eye and managing media in a high-profile role in a business or organization operating in an area with significant risk, public attention and consequences.

### **Technology/Start-Up Experience**

An agile, inquisitive and challenge-focused mind and demonstrated experience advising on matters in emerging, ambiguous and/or uncertain markets. Drawn to building an organization and thinking four to five steps ahead of problems as they arise. Experience with a technology, start-up or unicorn company preferred.

### **Intellectual Property**

Experience overseeing proactive management of a significant intellectual property portfolio including setting holistic patent strategy, negotiating cross-licenses, partnering with engineering, developing an IP map and catalogue, and anticipating and defending against attacks to intellectual property from competitors.

### **Litigation Experience**

Experience managing litigation to success and assessing litigation risk in an emerging regulatory market with an eye towards overarching outcomes necessary from a long-term regulatory and business perspective; specific experience in intellectual property litigation preferred.

### **Regulatory/Compliance Experience**

Experience working with local, state and federal agencies on compliance issues and the possible adoption of new laws or regulations, preferably relating to the transportation industry. Experience with regulatory



compliance, as well as developing and implementing related compliance policies, practices and controls is highly desirable.

#### **Privacy/Cybersecurity**

Experience with data privacy and data security laws.

#### **Complex Corporate Transactions**

Experience working on complex corporate transactions, including mergers and acquisitions and structured finance transactions.

#### **Commercial contracts**

Experience negotiating and drafting consumer and commercial contracts.

#### **Team Leadership**

Track record of leading strong senior legal teams of at least fifteen people and building in-house talent; experience overseeing and managing outside counsel.

### **CRITICAL LEADERSHIP CAPABILITIES**

#### **Business Acumen/Strategic Thinking**

In a fast-paced, high-growth environment where influencing skills and collaboration are critical, the CLO will be a business-focused lawyer who uses knowledge of the law and business to advise on risk/reward trade-offs. With a focus on accomplishing Cruise's goals, she or he will think strategically and proactively offer her or his business counsel. The future CLO must demonstrate a strong general management perspective and commercial orientation, a global perspective and excellent judgement, sensitivity and experience. The successful candidate will gain credibility with the executive leadership team by consistently delivering business oriented, values-based advice in a timely fashion; communicating highly technical concepts concisely while providing alternatives and recommendations to leadership; and building effective relationships throughout the organization with an emphasis on collaboration.

#### **Collaborating and Influencing**

The successful candidate will communicate clearly and openly, possessing organizational awareness and an ability to influence major decisions having legal ramifications. She or he will have the presence and stature coupled with the energy and drive to work effectively in a fast-paced, high-growth environment. The CLO will also be comfortable in a collaborative and consensus-driven environment and would self-identify as a team player.

#### **Leading People**

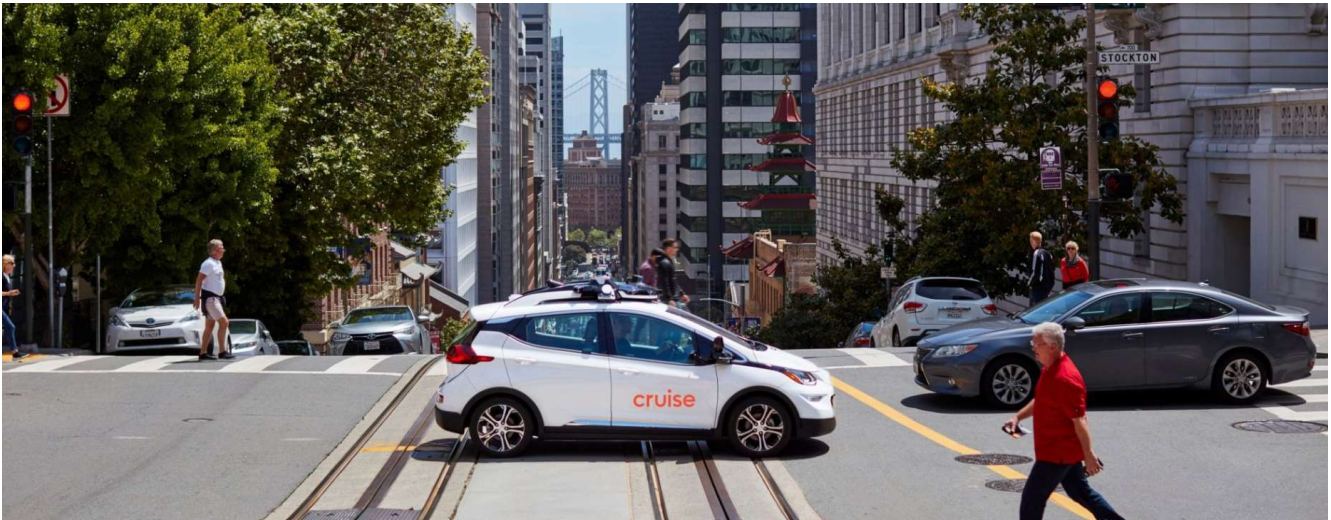
The CLO must lead with transparency and integrity and create an environment where legal is viewed as a partner and involved early in strategic initiatives. She or he must be able to lead and create a positive climate in her or his own team and build credibility and work well with members of the executive leadership team and the board of directors. She or he must have successful experience developing talent, building and motivating a legal



team and when necessary instituting change within a law department. The CLO will be innovative and lean in her or his approach to delivering first rate legal support to Cruise.

## OTHER PERSONAL CHARACTERISTICS

- Demonstrated understanding and commitment to Cruise’s core values and ability to exemplify those attributes. Cruise’s behaviors are: Be humble; Stay safe; Own it; Stay focused; Seek truth; and Work together.
- Excellent written and verbal communication skills.
- Ability to manage complex functions and activities and deal with highly sensitive issues.
- Excellent critical thinking skills.
- Strong attention to detail coupled with the ability to make decisions in a timely manner.
- A hands-on approach to performing duties, as well as the ability to keep the strategic initiatives in focus.



**FOR FURTHER INFORMATION, PLEASE CONTACT:**

**Kimberly Fullerton**

Office Telephone: 415.808.8964  
E-mail address: kfullerton@spencerstuart.com  
*Executive Assistant:* **lysha Logwood**  
*Office Telephone:* 415.808.8929  
*E-mail address:* ilogwood@spencerstuart.com

**Chloe McLean**  
(Associate)

Office telephone: 415.808.8930  
E-mail address: cmclean@spencerstuart.com