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| Job Title | General Counsel |
| **Reports To** | *Chief Executive Officer* |
| **Functional Area** | *Legal* |
| **Creation Date** | July 7, 2008 |
| **Revision Date** | 28 Nov, 2019 |
| **Job Type** | *Full-Time* |
| **Job Location** | *New Haven* |

Position Overview:

The General Counsel:

* is a key member of the executive leadership team and will lead corporate strategic and tactical legal initiatives.
* will provide senior management with effective advice on company strategies and their implementation, manage the legal function, and obtain and oversee the work of outside counsel.
* will be directly involved in complex business transactions and in the negotiation of critical contracts.

This position will report directly to the CEO and will manage a budget and build a team necessary to support related activities.

The successful candidate must demonstrate excellent communication and collaboration skills, a strategic, innovative mindset, and a high level of competence in legal activities in a public company.

Essential Job Functions:

Partner with the business, understand its issues and produce viable and tangible solutions that manage risk.

Structure and manage the internal legal function and staff while working effectively with other members of the management team and Board of Directors.

Participate in the definition and development of corporate policies, procedures and programs and provide counsel and guidance on legal matters.

Ensure compliance with local, state, federal and international laws, specifically within the context of personal identifiable information (PII) and/or personal health information (PHI) collected in conjunction with research studies (academic and industry sponsored) or from use of registered medical device.

Work as part of the team to ensure compliance with all relevant laws relating to registered medical device in various jurisdictions.

Examination and/or creation of agreements, including but not limited to:

* Negotiate and review of customer agreements for use of Cogstate software and services.
* Creation or review of consulting agreements for services provided by Cogstate staff.
* Creation and maintenance of employment contracts and workplace practice guidelines.

Oversee the company’s intellectual property strategy and enforcement, including protection of new ideas, management of company’s patent and trademark portfolio and web-domains, and work to ensure intellectual property is identified and protected.

Provide legal advice and counsel regarding the company’s human resources policies and practices.

Advise the company on litigation risks of possible business decisions, manages and oversees threatened and actual litigation or other legal proceedings, and advises on appropriate strategy to defend or resolve litigation.

Assistance with respect to evaluation of business development opportunities and/or strategic partnerships.

Appointment and/or management of a panel of preferred legal advisors and development of close working relationships with those firms with the aim of saving both time and money whilst providing appropriate advice to the business.

Provide the Board with an understanding of non-financial risk.

Requirements:

A strategic thinker with a minimum of 10 years as a practicing corporate lawyer (5 years as General Counsel preferred) with relevant experience within the pharmaceutical industry or medical device industry.

Experience working on matters of corporate governance and with a board of directors.

Broad experience in intellectual property law including patent law, licensing of IP rights, and IP due diligence.

Experience managing other attorneys and supervising support staff in a corporation is required as well as experience with cost effective management of outside legal resources.

Exceptional verbal, written and executive-level presentation skills, professional, and diplomacy skills.

Experience in both a small and large company environment is highly desirable. Must be comfortable in an entrepreneurial environment with limited support.

Other Skills/Abilities:

Exceptional communicator with strong written and verbal communication skills. This individual’s ability to communicate effectively will be instrumental to his/her success.

He or she will possess strong decision-making capabilities; have strong legal and analytical skills, as well as a strategic business sense and a successful track record as a pro-active leader.

The successful individual will be practical, pragmatic and have excellent commercial awareness. He or she will also demonstrate good organizational skills.

Must possess a positive, people-centric leadership style, be able to grasp complex problems quickly and provide reasonable direction and counsel.

A self-starter who has initiative and is a quick study who has the ability to thrive in an environment responsive to and inspired by new ideas.

**Employee Name:** *[Print Name]*

Employee Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_\_\_\_ / \_\_\_\_\_\_\_ / \_\_\_\_\_\_\_

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**Manager Name:** *[Print Name]*

Manager Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_­\_ Date:\_\_\_\_\_ / \_\_\_\_\_\_\_ / \_\_\_\_\_\_\_

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Note: This job description is not intended to be all-inclusive. Employee may be asked to perform other related duties to meet the ongoing needs of the organization.