



Senior Vice President, Chief Legal Officer & Corporate Secretary

2019

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The Company

Company	Meritor
Revenues	\$4.388M
Ownership	Public
Employees	9,100
Year Founded	1909
Company Location	Troy, Michigan
Website	https://www.meritor.com/
Management Team	Leadership Team
Company Overview	<p>Headquartered in Troy, Mich., United States, Meritor is a leading global supplier of drivetrain, mobility, braking and aftermarket solutions for commercial vehicle and industrial markets. With more than a 100-year legacy of providing innovative products that offer superior performance, efficiency and reliability, the company serves commercial truck, trailer, defense, specialty and aftermarket customers around the world. Common stock is traded on the New York Stock Exchange under the ticker symbol MTOR. The reporting segments are as follows:</p> <ul style="list-style-type: none"> Commercial Truck <p>This segment supplies drivetrain systems and components including axles, drivelines, braking and suspension systems, primarily for medium- and heavy-duty trucks in North America, South America, Europe, and Asia Pacific. This segment also includes the company's aftermarket businesses in Asia Pacific and South America.</p> Aftermarket, Industrial & Trailer <p>This segment supplies axles, brakes, drivelines, suspension parts and other replacement parts to commercial vehicle and industrial aftermarket customers primarily in North America and Europe. In addition, this segment drivetrain systems and certain components, including axles, drivelines, brakes and suspension systems for military, construction, bus and coach, fire and emergency and other applications in North America and Europe. It also supplies a variety of undercarriage products and systems for trailer applications in North America.</p> <p>M2022</p> <p>M2022 represents the next step of the journey for Meritor, moving the company further down the path of achieving its vision. It is a detailed three-</p>

year plan that clearly specifies measures of success for improved EBITDA margin, new business wins, diluted EPS, and FCF conversion. The plan has four primary elements:

Drive innovation

Enable the business through people and capital allocation

Product and grow revenue

Exceed customer expectations

M2022 is the third three year plan to drive the company's forward to align actions, achieve goals and advance Meritor to meet the expectations of shareholders, customers and employees.

The Position

Position Title	Senior Vice President, Chief Legal Officer & Corporate Secretary
Location	Troy, Michigan (Corporate Headquarters)
Reports To	Chief Executive Officer
Direct Reports	This position has eight direct reports, and a total staff of 18.
Position Summary	<p>As a key member of the executive management team reporting to the Chief Executive Officer, the Chief Legal Officer and Corporate Secretary will be responsible for developing Meritor's legal strategy; managing the company's internal legal function and corresponding operating budget; and directing the activities of outside counsel. This executive will provide senior management and the Board of Directors with effective legal advice on corporate governance and general business issues, including complex contract negotiations with key customers and suppliers.</p> <p>As Meritor is a company with global operations and a rich history of manufacturing innovation, there are a number of legacy environmental issues that require depth of understanding and global compliance. The General Counsel will ensure that the Company is operated and managed in accordance with all applicable laws and regulations. Above all, the successful candidate will be a business-minded attorney with expertise in contracts and corporate governance - a credible and knowledgeable legal executive with the gravitas to lead a lean global team of talented attorneys.</p>
Responsibilities	<ul style="list-style-type: none"> • Active participation in the resolution of a broad range of general management issues, including policy formulation, allocation of resources and achievement of the Company's overarching strategies. • Providing guidance and direction to senior management regarding compliance with employment, environmental, anti-trust, corporate conduct, and other policies. • Oversight and management of all vendor contracts, including providing legal counsel as needed for review and interpretation. • Advising senior management on the selection and retention of outside counsel; and establishing procedures for evaluating the quality and cost of those relationships. • Providing counsel on the business and legal ramifications of company initiatives and offering advice on how to mitigate risk. • Litigation management and rights enforcement with an emphasis on antitrust, environmental, securities, patent, trademark, and product liability issues.

- Ensuring global compliance with applicable corporate governance requirements.
- Fulfilling the duties of Corporate Secretary – meeting preparation and maintaining accurate records for the corporate entity and Board of Directors.
- Keeping senior leadership informed of new legislation or regulations which might impact the business in any way; and when appropriate, working to influence legislative and regulatory proposals which can positively affect the company’s interests or operations.
- Managing all legal aspects of the Company’s business, including partnering with the global business leaders to drive new opportunities, maintain viability of current business; and develop legislative and regulatory strategies.

The Person

Pivotal Experience & Expertise

- At least 15 years as a practicing lawyer, ideally with a combination of law firm and in-house corporate experience.
- A Juris Doctorate degree from a nationally accredited law school and a member in good-standing with the State Bar of Michigan or another U.S. jurisdiction.
- Experience managing a team of internationally-based attorneys and support staff.
- Experience assessing legal risk in challenging situations – compressed timing and issues of significant consequence to the company.
- Experience working on matters of corporate governance and providing business advice to a Board of Directors.
- Ability to create change and relentlessly innovate to improve.
- Strong analytical skills and the ability to apply rigorous logic to solving complex business problems.
- Broad based legal experience in product liability litigation management; corporate governance; international contract law; M&A; environmental and employment law; SEC matters; and intellectual property.

Leadership Capabilities

- Prior experience in establishing and overseeing a top-quality global compliance function.
 - Understanding of legacy asbestos litigation issues.
 - Current knowledge of best practices in corporate governance, compliance and disclosure issues is expected.
 - Experience in a global, publicly-traded manufacturing environment.
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- An inspirational and decisive decision maker with a proven track record of high performance and consistent pattern of success
 - A truly global executive whose interpersonal and leadership qualities are equally effective, regardless of country or culture
 - A strategic thinking with a vision of a brighter future within the legal team
 - Strong execution skills through team motivation and operational excellence
 - An inclusive people leader who can also coach, mentor and develop the team
 - A strong desire for on-going personal growth and development

**Culture Fit & Impact
Personal Characteristics**

- Excellent legal and business acumen; ability to think like a business person, to integrate legal and business issues and to partner with business leaders effectively - an engaged business executive, and not just a functional leader.
- Action oriented and problem solving; commercially oriented; can suggest creative, pragmatic solutions to complex business issues.
- Superior intellect and analytical skills, with the ability to think strategically and tactically.
- Ability to focus on customer requirements while balancing the company's business interests.
- A confident demeanor derived from experience in dealing with a broad range of challenging issues.
- Hands-on leadership with a bias for action that is empowering to others.
- A team player, coach and mentor.
- Accountability and willingness to provide feedback and encouragement to promote teamwork across functions.
- Charismatic personal style but with ego in check.
- Excellent oral and written communication and interpersonal skills, including strong presentation and negotiation skills.

- High level of energy, enthusiasm and motivation.
- Personal and professional integrity / ethics of the highest order.

Engagement Team

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