



# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

MAJOR, LINDSEY & AFRICA | 123 N. WACKER DRIVE, SUITE 1050, CHICAGO, IL 60630 | 312.372.1010

February 2020

## **STERICYCLE, INC.**

Lake Forest, IL

<http://www.stericycle.com/>

NASDAQ: SRCL

Major Lindsey & Africa (MLA) has been exclusively retained by Stericycle, Inc. (“Stericycle”) to conduct a search for an Executive Vice President, General Counsel & Secretary to be located in Lake Forest, Illinois.

## **EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & SECRETARY**

### **Company:**

Stericycle (Nasdaq: SRCL) is business-to-business services company and a leading provider of regulated waste management and secure information destruction services. An S&P 400 Mid-Cap company, Stericycle has \$3.5 billion in annual revenue and a market capitalization of approximately \$5.5 billion. The Company employs more than 19,500 team members and operates in 19 countries with a focus on the growing healthcare industry. For more information, please consult [www.stericycle.com](http://www.stericycle.com).

### **Overview:**

Reporting to the CEO, the Executive Vice President, General Counsel & Secretary will serve as a member of Stericycle’s Executive Leadership Team (“ELT”) and will share responsibility with other members of the ELT for the execution of Stericycle’s enterprise strategy as an overarching responsibility and priority. The General Counsel will oversee all legal matters and serve as the primary legal advisor to the CEO, the organization’s executive management team, and the Board of Directors. This individual will manage all aspects of the legal department and operate within Stericycle’s business-focused structure and culture. This position will be located in Bannockburn, Illinois, where the company is headquartered.

### **Relocation:**

Preference for local candidates, though candidates in the Midwest and elsewhere will be considered.

### **Compensation:**

Competitive salary and benefits.



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## Experience:

The successful candidate will have at least twenty (20) years of legal experience, which includes service as a public company General Counsel. Foundational training as a corporate lawyer at an Am Law firm is required, with emphasis in commercial transactions including M&A, securities, public company governance including board management, litigation management, regulatory matters, ethics and compliance, and legal department management, among other areas. The successful candidate will be a business-minded lawyer with demonstrated leadership and relationship building skills, strong management experience and a proven track record of effectively developing and running a company's global legal function. Experience with a global industrialized company, preferably focusing on waste management is desirable.

## Bar Admission:

Admission to a State Bar of any jurisdiction in the United States and licensed to practice in Illinois (or admitted to the Illinois Bar within a reasonable time following the commencement of the position).

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## Company Overview

Formed in 1989, in the aftermath of the passage of the Medical Waste Tracking Act, Stericycle is an S&P 400 Mid Cap company with \$3.5 billion in annual revenue provider and a market capitalization of approximately \$5.5 billion.

Stericycle protects people, safeguards the environment and reduces risk through highly specialized medical waste management, hazardous waste management and secure information services. Our team of more than 19,500 serves customers in 19 countries with a concentration on the growing healthcare industry. We are a world-leading services company with the scale, expertise, and experience to handle complicated and behind-the-scenes essential services for waste management, regulatory compliance and information security.

Our portfolio of solutions includes:

- Regulated medical waste management and compliance solutions that protect healthcare workers, patients and their communities
- Secure information solutions that keep confidential information confidential, shielding people and organizations from the risk of an information breach
- Environmental and sustainability solutions that safeguard the environment while managing hazardous waste disposal
- Product recall and retrieval services that preserve the reputation of brands and businesses
- Communication solutions that keep hospitals connected to their patients



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To our customers, team members and the communities we serve, Stericycle is a company that protects what matters.

## Position Information

Reporting to the CEO, the Executive Vice President, General Counsel & Secretary will serve as a member of Stericycle's Executive Leadership Team (ELT) and oversee all legal matters, serving as the primary legal advisor to the CEO, the organization's executive team, and the Board of Directors. The successful candidate will have at least twenty (20) years of legal experience, which includes service as a public company General Counsel. Foundational training as a corporate lawyer at an AmLaw firm is required.

Substantial experience in the following areas is essential: commercial transactions including M&A, securities and investor relations, public company governance, including board management, litigation and government and regulatory investigations and management, labor and employment and executive compensation, ethics and compliance, privacy, data and cybersecurity, and legal department management.

The successful candidate will also have demonstrated excellent leadership and relationship building skills, strong management experience, superb communication skills and a proven track record of effectively leading a company's global legal function. Experience with a global industrialized company operating in a highly regulated industry, preferably medical or environmental services or waste management, is desirable. Of critical importance to Stericycle is a business-minded lawyer who can provide a strategic perspective regarding critical business and legal issues. The General Counsel will be an essential contributor to the business conversation and maintain a "business partner" mentality, while also assisting to draw appropriate boundaries.

The Stericycle legal department consists of approximately 15 attorneys, approximately half of whom are located outside the U.S. (U.K., Spain and Brazil), plus staff.

## Responsibilities

Specific responsibilities of the Executive Vice President, General Counsel & Secretary will include:

- Leading a global legal in-house function and enhancing legal governance and strategies that will support the company's strategy and growth in a way that balances opportunities with risk.
- Leading and managing the Company's global legal function to ensure business objectives are met in the U.S. and internationally by providing hands-on, practical advice regarding all legal matters.
- Acting as chief advisor to the CEO and Board of Directors on legal, corporate governance, risk and compliance issues.



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- At the direction of the Board and the CEO, performing all functions of a Corporate Secretary, including coordination of meeting calendars and agendas, recordkeeping associated with Board meetings and other corporate governance matters, and annual shareholder meeting requirements, among other areas.
- Leading and managing the corporate governance function, including maintenance of public company filings, according to NASDAQ listing standards.
- Leading, managing and guiding in-house lawyers and other legal department employees, in the U.S. and abroad, to maximize performance and capabilities, resulting in the continued growth and development of each member of the team and to maximize the company's performance.
- Managing, advising and counseling on legal and business transactions, including complex commercial transactions, international law and business, and M&A, as well as other areas.
- Overseeing preparation of all securities filings, including 10Ks, 10Qs, Proxy Statements, in partnership with the Accounting function.
- Managing company litigation, legal claims and disputes to protect the company's interests and achieve cost-effective resolution.
- Managing government or regulatory investigations, supporting and designing the company's practices, policies and oversight efforts in regulatory compliance in partnership with the Company's Environmental, Health and Safety organization.
- Partnering with the ethics and compliance function to ensure compliance with applicable laws and regulations, including FCPA, competition and other laws.
- Overseeing and handling all Intellectual Property for the company and patent matters.
- Selecting, evaluating, and managing outside legal counsel and expert advisors as needed and effectively managing and optimizing a substantial legal budget.
- Some domestic and international travel is required in this role.

## Qualifications & Skills

This position requires an exceptionally accomplished attorney with a distinguished professional record and a strong business orientation. Personal and professional 'fit' within Stericycle's culture is of paramount importance. Candidates must be self-motivated and exhibit a passion for understanding Stericycle's business and contributing in a meaningful way to its strategy and long-term strategic goals. In addition to possessing the requisite legal and technical skills, the successful candidate must approach this role from an experienced business perspective and demonstrate a high degree of ethics and integrity, as well as strategic/conceptual thinking capabilities.

## Key Qualifications

- J.D. from an accredited law school and an excellent academic background.
- At least twenty (20) years of legal experience gained at a top tier law firm and in a corporate, in-house legal setting.



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- Prior experience as a public company General Counsel is required; experience with a global industrialized company operating in a highly regulated industry, preferable focusing on medical or environmental services or waste management is desirable.
- Experience working with Boards of Directors, including preparation of materials for Board and Committee meetings and advising on various issues attendant to the Board.
- Significant experience with SEC and corporate governance issues and laws.
- Experience handling all manner of complex business transactions.
- Experience handling complex litigation, government and regulatory investigations, risk management, labor and employment, and executive compensation matters.
- Experience with ethics and compliance matters.
- Working knowledge of intellectual property, particularly patent law, is a plus.
- Outstanding executive leadership, relationship building, and management skills in all aspects of a legal and business environment with a proven ability to advise a successful, growing public company.
- Ability to be both transactional and strategic.
- A prior track record in successfully creating and leading change within an organization.
- Superior intellect, with the ability to think critically and make clear and well-reasoned decisions; strong, pragmatic business acumen with the ability to recognize the business consequences of legal advice.
- Strategic and innovative thinker who can bring value to his or her clients, anticipate issues and find creative solutions to complex legal problems.
- Inspirational leader that has demonstrated experience building and managing strong teams and a proven record of talent development.
- Exceptional interpersonal skills and the ability to communicate effectively with senior business leaders and other professionals and colleagues at all levels of an organization.
- Ability to manage multiple projects in a fast-paced, hands-on environment.
- Ability to work collaboratively and as a member of a team while empowering business leaders and colleagues and emphasizing accountability.
- Unquestioned integrity, credibility and judgment.
- The ideal candidate must be willing to “roll up his/her sleeves,” when needed, while being a quick study with the ability to handle complex matters with multiple initiatives going on simultaneously.

## Process

Submit a resume in Microsoft Word format with a letter describing your interest and relevant skills addressed to:

**Lee Udelsman**  
*Managing Partner, New Jersey*  
[ludelsman@mlaglobal.com](mailto:ludelsman@mlaglobal.com)



# POSITION DESCRIPTION

 MAJOR, LINDSEY & AFRICA

**Michael Sachs**  
*Partner, Chicago*  
[msachs@mlaglobal.com](mailto:msachs@mlaglobal.com)

Please do not contact the Company directly; all resumes sent to the Company will be routed to MLA for handling and will create delays. No calls, please. You may be required to complete additional documents to be considered for this position.

**STERICYCLE IS AN EQUAL OPPORTUNITY EMPLOYER AND ENCOURAGES DIVERSE CANDIDATES TO APPLY.**