

**POSITION DESCRIPTION
ASSOCIATE GENERAL COUNSEL
COVANCE INC.**

THE COMPANY

Covance Inc. is one of the largest and most comprehensive drug development services companies and is headquartered in Princeton, New Jersey (www.Covance.com), with revenues of approximately \$2.4 billion and is listed on the New York Stock Exchange (CVD).

Covance has more than 12,500 employees working in every phase of drug development located in 60 countries giving the company the global reach to help pharmaceutical and biotechnology clients solve their toughest drug development challenges and bring miracles to market sooner. Covance also provides leading nutritional chemistry and food safety services.

Covance has strong earnings and a solid balance sheet and the stock price has outperformed major stock market indices last year and since the company went public in 1997.

THE COVANCE LAW DEPARTMENT

The Covance Law Department is a high performing team that is recognized by executive business management as a strategic function within the company. Lawyers routinely participate in strategic and business planning for the business units they support, just as the General Counsel does for Covance as a whole as a member of the Executive Committee.

The firm's Law Department staff is made up of seven lawyers and five non-lawyers. They lead Covance's government affairs efforts, and the General Counsel also manages the Covance enterprise security function and Covance's Nutritional Chemistry & Food Safety services. At Covance, most lawyers serve a dual role: (1) as primary counsel – a sort of mini-general counsel – to one or more of the company's business units, and (2) as a subject matter expert in an area of law. This organization enhances service to the business units while maintaining in-house subject matter expertise in key areas. It also promotes professional development for the lawyers by helping them gain the general counseling skills outside of their areas of comfort that they will need to develop into corporate general counsel in their own careers.

The Covance Law Department has consistently scored very high on internal client satisfaction surveys. Two of our lawyers have won the highest senior leadership award in Covance of which only twelve such awards have been given in the company's history.

Covance's Law Department has been named as an "IC Ten" most innovative law department by Inside Counsel Magazine in 2009, and its organizational structure and approach to business partnership have been featured as a best practice by the General Counsel Roundtable of the Corporate Executive Board.

THE POSITION

TITLE: Associate General Counsel

LOCATION: Covance Headquarters in Princeton, New Jersey (or potentially other site locations in Indianapolis, IN, or Madison, WI)

REPORTS TO: Corporate Senior Vice President, General Counsel & Secretary

SPECIFIC RESPONSIBILITIES

The Associate General Counsel will serve as the primary lawyer supporting Covance R&D Laboratories, comprised by several services lines including Covance Preclinical Services and Central Laboratory Services with more than \$1.3 billion in revenue. The Associate General Counsel will have primary responsibility for all legal affairs of these service lines, working closely with senior and executive management. The successful candidate potentially may have other responsibilities, depending on the candidate and their skills and experience. Two other lawyers are expected to report to this lawyer, as well as potentially non-lawyer staff. The Associate General Counsel will also be able to draw on other expertise in the Law Department and elsewhere in the company, as well as outside counsel as appropriate.

Core responsibilities include:

- *Management Participation.* Advising on the legal and business implications of key decisions as a member of Senior Management of Covance in its entirety and as part of the executive leadership teams of Covance R&D Laboratories
- *Regulatory.* Advising on compliance with food and drug regulatory compliance and regulatory affairs matters, including both FDA and regulatory agencies of non-US jurisdictions
- *Commercial Contracts.* Drafting, advising on, and negotiating agreements arising in the course of Covance business, particularly agreements relating to the provision of complex drug development services and strategic client relationships
- *Acquisitions, joint-ventures, and alliances.* Advising on acquisitions, joint ventures and other business growth initiatives
- *Litigation management.* Managing litigations and developing strategies designed to resolve cases successfully and cost effectively
- *Intellectual Property.* Managing intellectual property matters in support of business strategy and market differentiation

- *Training.* Assuming a leading role in training global management teams to assure legal compliance, adherence to contract guidelines, and general mitigation of risk

QUALIFICATIONS AND EXPERIENCE

Professional Characteristics

- J.D. from a respected law school is required. An undergraduate or graduate degree in biosciences, chemistry or another scientific field would be favorably regarded
- At least eight years post-J.D. legal experience is required
- Experience in advising senior business management on matters of significant importance is required, including a track record of business partnership
- Demonstrated ability to lead and to advise on complex negotiations with other businesses is required, and similar experience negotiating with government agencies would be favorably regarded
- At least four years of experience working in a nationally-recognized law firm strongly preferred
- Prior experience as in-house counsel, particularly in supporting business operations, is preferred
- Broad-based legal experience outside of a specialty is preferred
- Experience in advising business operating outside the United States is preferred
- Experience with biopharmaceutical development would be favorably regarded.
- Experience in leading or developing corporate compliance programs would be favorably regarded
- Experience in negotiating mergers and acquisitions would be favorably regarded

Personal Characteristics

- Strong personal and professional integrity
- Excellent legal acumen combined with the ability to think like a business person, and to integrate legal and business advice
- Personal fortitude to make difficult judgments and to provide clear advice regarding the same
- Action oriented; an individual not afraid “to roll up his/her sleeves”
- Superior intellect with the ability to think creatively and with clear logic
- Excellent oral and written communications skills, with the ability both to listen to others for understanding and to make complex legal and other issues readily understandable to the business or scientific listener
- Strong presentation skills
- Ability to work in a fast-paced, decisive environment
- Leadership skills, particularly in leading teams in a matrix environment
- Energy, enthusiasm, and motivation
- Ability to travel as needed

CAREER DEVELOPMENT

The successful candidate will be on a succession path potentially to become General Counsel of Covance, and will be provided training and developmental projects designed to prepare the individual for that responsibility. Existing Covance lawyers have attended outside educational programs to broaden their experience, including in Corporate Finance (at leading graduate business schools), securities law, M&A law, and FDA law, among others. More significant has been developmental work projects designed to give lawyers real work experience in areas that will be important to future development of their careers. For example, a lawyer with substantial corporate background may work on regulatory or litigation matters, while a lawyer with a substantial litigation background may do the reverse.

The successful candidate may also have opportunities in a business role at Covance if they are interested and demonstrate the appropriate acumen. Prior Associate General Counsel at Covance have gone on to be, in one case, Vice President & General Manager of a Covance business unit and, in another case, Vice President, Corporate Development at Covance.

COMPENSATION

- Competitive base salary, as well as performance-based cash bonus
- Equity compensation including both restricted stock and stock options, in a company that historically has outperformed market indices
- Company match of 4.5% of salary for the first 6% of salary provided to the 401(k) retirement plan
- Competitive medical and dental benefits