

# **EXHIBIT 58**

**In the Matter Of:**

*ELON MUSK vs*

*SAMUEL ALTMAN*

---

*TASHA MCCUALEY*

*September 30, 2025*

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

5 IN RE MATTER OF: )  
6 ELON MUSK, et al., )  
7 Plaintiffs, )  
8 vs. ) CASE NO.  
9 SAMUEL ALTMAN, et al., ) 4:24-CV-04722-YGR  
10 Defendants. )

\*\* CONFIDENTIAL \*\*

VIDEOTAPED DEPOSITION OF TASHA McCUALEY

LOS ANGELES, CALIFORNIA

Tuesday, September 30, 2025

21 Stenographically Reported by:

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Realtime Systems Administrator  
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	)		7 ALSO PRESENT: Kevin Crowley, Videographer
8	vs. ) CASE NO.		8
	) 4:24-CV-04722-YGR		9
9	SAMUEL ALTMAN, et al., )		10
	)		11
10	Defendants. )		12
	)		13
11			14
12			15
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14			17
15	VIDEOTAPED DEPOSITION of TASHA McCAULEY, taken		18
16	before Heather J. Bautista, CSR No. 11600, a Certified		19
17	Shorthand Reporter for the state of California, with		20
18	principal office in the county of Santa Clara,		21
19	commencing on Tuesday, September 30, 2025, 9:17 a.m., at		22
20	2121 Avenue of the Stars, Los Angeles, California 90067.		23
21			24
22			25
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25			
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2			2
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<p>1 time away from -- from working on OpenAI, there was a  2 question of whether OpenAI shareholders should -- should  3 benefit from employee time being -- I believe, you know,  4 if I'm recalling the discussions correctly, it was  5 discussions of that nature.</p> <p>6 Also corporate opportunity questions of  7 whether, sort of, products that -- or features that were  8 being offered to -- to startup fund participants,  9 startup fund companies, maybe before -- before general  10 releases that may have given them an advantage that --  11 I'm -- I apologize. I'm just trying to remember  12 accurately what some of the discussions were.</p> <p>13 I think it was really just questions of whether  14 the fund was benefiting Sam, whether the fund was  15 sufficiently -- it was, you know, taking away from  16 potential returns for -- for OpenAI investors. That was  17 the primary gist of it.</p> <p>18 Q. (By Mr. Hawes) Okay.</p> <p>19 And when you say "corporate opportunity  20 questions" as constituting a part of the concern, what  21 do you mean by that?</p> <p>22 A. Yeah. If -- if companies in the fund  23 were getting access to, you know, certain features --  24 certain -- you know, certain parts of OpenAI's products  25 that weren't available to the general public, that was</p>	<p>1 OpenAI Startup Fund -- or strike that.  2 To your knowledge, did OpenAI provide products  3 to companies in which the OpenAI Startup Fund had  4 invested on a prioritized basis?</p> <p>5 A. I -- I remember discussion of that concern. I  6 do not recall specific -- specifically whether or not  7 that happened.</p> <p>8 Q. For all of these concerns that you've  9 referenced, who, besides Mr. D'Angelo, did you discuss  10 them with?</p> <p>11 MR. SAVITT: Objection.</p> <p>12 THE WITNESS: Some parts of this discussion,  13 again, would implicate the privilege, so I -- I won't  14 give you a complete list, but I would say there was a  15 discussion amongst other board members.</p> <p>16 Q. (By Mr. Hawes) Which other board members? And  17 with the understanding that I'm not asking for the  18 content of the attorney-client communications.</p> <p>19 A. Yeah.</p> <p>20 Apologies. I may need to just ask a quick  21 question here. I apologize.</p> <p>22 Q. That's perfectly okay.</p> <p>23 MS. PETTI: Yeah.</p> <p>24 MR. HAWES: Let's go off the record.</p> <p>25 THE WITNESS: We're off the record. The time</p>
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<p>1 giving them some -- some benefit that -- I think -- I  2 think the concern being expressed by Mr. D'Angelo is  3 that, you know, some amount of that benefit -- I want to  4 make sure I'm not mischaracterizing what the concern  5 that he was raising in this conversation was, so I'm  6 just making sure I'm articulating it properly.</p> <p>7 I think I prefer not to kind of speculate on  8 what his specific concern was. This is approximately  9 what I remember.</p> <p>10 Q. Okay.</p> <p>11 Just to make sure that I have your full  12 recollection of -- of that memory, was the concern that  13 OpenAI products would be directed or could be directed  14 by Mr. Altman to those companies in which the OpenAI  15 Startup Fund had invested?</p> <p>16 MR. SAVITT: Objection. Calls for speculation.</p> <p>17 Q. (By Mr. Hawes) You can answer.</p> <p>18 A. I think that sounds -- I think that sounds  19 approximately right.</p> <p>20 Q. Did you share Mr. D'Angelo's concerns?</p> <p>21 A. I -- I would say I think his concerns made  22 sense to me, and I was equally interested in getting  23 clear answers on -- on the structure of the fund and  24 what the situation was.</p> <p>25 Q. To your knowledge -- to your knowledge, did the</p>	<p>1 is 10:40 a.m.  2 (Recess taken from 10:40 a.m. to 11:01 a.m.)  3 THE VIDEOGRAPHER: We're back on the record.  4 The time is 11:01 a.m.</p> <p>5 Q. (By Mr. Hawes) All right.</p> <p>6 Ms. McCauley, when we left, the question  7 pending was: Which other board members had you  8 discussed the concerns about Mr. Altman's investments  9 with? And you asked to clarify something with your  10 attorney regarding attorney-client privilege.</p> <p>11 A. Yes.</p> <p>12 Q. Can you answer that question to the best of  13 your knowledge --</p> <p>14 A. Yes.</p> <p>15 Q. -- again, with that understanding?</p> <p>16 A. Absolutely.</p> <p>17 In particular about the OpenAI fund, I think  18 discussion included the full board. What I'm trying to  19 recall is, I don't remember exactly what month this --  20 like, these discussions were first taking place, so I'm  21 not 100 percent sure if Will -- Will was still on the  22 board, Will Hurd.</p> <p>23 But in any case, it was the full board at the  24 time. So at the very least, I think Will would have  25 been there. So, you know, Sam, Greg, Ilya, Adam, Helen,</p>

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1 myself, and likely -- 2 (Stenographer clarification.) 3 THE WITNESS: -- likely enough Will, although I 4 don't specifically recall what -- what month this 5 discussion took place, so I can't be 100 percent sure. 6 Q. (By Mr. Hawes) Okay. 7 We've discussed concerns about Mr. Altman. Did 8 you have similar concerns regarding Mr. Brockman? 9 A. I did not. 10 When you say "similar concerns," concerns about 11 undisclosed activities or investments that might have -- 12 could you clarify your question. Sorry. 13 Q. Did you have concerns regarding whether 14 Mr. Brockman had undisclosed interests in companies that 15 might affect his conduct on OpenAI's board? 16 A. Not in particular. I don't think that's -- I 17 don't recall having that concern. 18 Q. Okay. 19 I'm going to show you what will be marked as 20 Exhibit 2. 21 (Exhibit 2 was marked for identification.) 22 Q. (By Mr. Hawes) And this, as it says on the 23 top, is a Unanimous Written Consent of the Board of 24 Directors of OpenAI dated November 16th, 2023, and it's 25 signed by you and the directors.	1 A. Yes. 2 Q. -- "and employees of the corporation and OpenAI 3 Global, LLC" -- 4 A. Um-hum. 5 Q. -- "and is concerned about the resulting impact 6 of his actions on the corporation's mission and as a 7 result, the board desires to terminate Mr. Altman's 8 employment with the corporation and OpenAI GP." 9 A. Yes. 10 Q. Had you, in fact, lost trust in Sam Altman's 11 ability to be candid and forthright in his 12 communications with the board? 13 A. We had. 14 Q. In general terms, what caused you to lose 15 trust -- 16 (Stenographer clarification.) 17 Q. (By Mr. Hawes) What caused you to lose trust 18 in Mr. Altman's ability to be candid and forthright? 19 MR. SAVITT: Objection. Form. 20 Q. (By Mr. Hawes) You can answer. 21 A. We -- the board members had a number of 22 experiences where we felt that Sam, you know, wasn't 23 forthright and wasn't honest with the board and other, 24 you know, members of the company, senior leaders, and it 25 led to an erosion of trust, a loss of trust.
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1 Do you see at the bottom of Page 1 where it 2 reads "Now, therefore, be it resolved" -- 3 A. Yes. 4 Q. -- "that the board hereby, effective 5 immediately" -- 6 A. Yes. 7 Q. -- "terminates Mr. Altman's employment with the 8 corporation and OpenAI GP, removes Mr. Altman from any 9 position in which he serves for the corporation or for 10 OpenAI GP." 11 A. Yes. 12 Q. Did the board, in fact, fire Mr. Altman from 13 his position as board member and CEO of OpenAI, Inc.,? 14 on November 16th, 2023? 15 A. Yes. 16 Q. Were you one of the board members who voted to 17 remove Mr. Altman? 18 A. I was. 19 Q. And the paragraph right above the paragraph 20 that I just read -- 21 A. Yes. 22 Q. -- do you see where it states, "Whereas the 23 board has lost trust in Sam Altman's ability to be 24 candid and forthright in his communications with the 25 board" --	1 Q. And were you, in fact, concerned about the 2 resulting impact of Mr. Altman's actions on OpenAI's 3 mission? 4 A. Yes, absolutely. Yeah. 5 Q. How did Sam's conduct affect OpenAI's mission? 6 A. Well, given that the mission of the company is 7 to ensure that, you know, artificial general 8 intelligence benefits all of humanity, we were -- we 9 needed to be careful that the public's interest, the 10 public good was -- was being considered in each of the 11 decisions; and that was the primary role of the 12 non-profit there, was to say, you know, in any given 13 moment, are the decisions we're making likely to present 14 some considerable risk to the public or not? 15 And the fact that I think a number of instances 16 made us feel that we could not trust that what we 17 were -- the information we were receiving from the 18 for-profit -- about the for-profit -- about the 19 for-profit's activities via Sam made us concerned 20 that -- you know, in particular, as the technology was 21 accelerating, as stakes were getting higher and higher 22 over time, that we would not be able to sufficiently 23 oversee and to -- to make the decisions we needed to 24 make. 25 MR. HAWES: Okay.

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<p>1            And for the record, Exhibit 2 is Bates stamped 2 OPENAI_MUSK27400.</p> <p>3            Q. (By Mr. Hawes) Ms. McCauley, I'll now show you 4 another document. This is going to be marked as Exhibit 5 3.</p> <p>6            A. Okay.</p> <p>7            (Exhibit 3 was marked for identification.)</p> <p>8            MR. HAWES: And Exhibit 3 is Bates stamped 9 2024MUSK-11437.</p> <p>10            This is a March 28th, 2025, "Wall Street 11 Journal" article titled "The Secrets and Misdirection 12 behind Sam Altman's firing from OpenAI."</p> <p>13            THE WITNESS: Um-hum.</p> <p>14            Q. (By Mr. Hawes) Do you recognize this article?</p> <p>15            A. I -- I do remember seeing it when it came out. 16 I don't know that I read it in depth, but I do recognize 17 it, yeah.</p> <p>18            Q. If you turn to Page 3.</p> <p>19            A. Yes.</p> <p>20            Q. In the third paragraph down --</p> <p>21            A. Um-hum.</p> <p>22            Q. -- it starts, "This account is based on 23 interviews with dozens of people who lived through one 24 of the" --</p> <p>25            (Stenographer clarification.)</p>	<p>1            non-profit board's duty was to humanity, and part of the 2 way that we exercised our -- our mandate was to, you 3 know, ensure -- ensure our ability to -- like I said 4 before, oversee the non-profit and also to, you know, 5 support the non-profit in carrying out the -- the 6 objectives it was trying to achieve in the cases that -- 7 that they were supportive of the mission.</p> <p>8            And so a side effect of that was that this 9 could be very good for investors, but our primary 10 objective wasn't to protect the interest of the 11 investors, so -- yeah.</p> <p>12            Q. Okay.</p> <p>13            And the next paragraph, the one that's only one 14 sentence, it says, "Behind the scenes, the board was 15 finding, to its growing frustration, that Altman really 16 called the shots. For the past year, the board had been 17 deadlocked over which AI safety expert to add to its 18 ranks. The board interviewed Ajeya Cotra, an AI safety 19 expert, at the EA Charity Open Philanthropy" --</p> <p>20            A. Yes.</p> <p>21            Q. -- "but the process stalled largely due to 22 foot-dragging by Altman and his co-founder, Greg 23 Brockman, who was also on the board. Altman countered 24 with his own suggestions."</p> <p>25            Do you see that?</p>
Page 63	Page 65
<p>1            Q. (By Mr. Hawes) "One of the wildest business 2 stories of all time. The sudden firing of the CEO of 3 the hottest tech company on the planet and his 4 reinstatement days later.</p> <p>5            "At the center was a mercurial leader who kept 6 everyone around him inspired by his technological 7 vision, but also, at times, confused and unsettled by 8 his web of secrets and misdirections."</p> <p>9            Do you see that?</p> <p>10            A. I do, yes.</p> <p>11            Q. Were you one of the dozens of people whom the 12 "Wall Street Journal" interviewed for this article?</p> <p>13            A. Yes, I believe so.</p> <p>14            Q. Do you know anyone else whom the "Wall Street 15 Journal" interviewed for the article?</p> <p>16            A. I don't.</p> <p>17            Q. On the same page, it continues: "From the 18 start, OpenAI was set up to be a different kind of tech 19 company, one governed by a non-profit board with a duty 20 not to shareholders but to humanity."</p> <p>21            Does that sentence, Ms. McCauley, accurately 22 reflect your understanding that the OpenAI board had a 23 duty to -- to humanity rather than to shareholders?</p> <p>24            A. Yes, that the non-profit board did, yes. I -- 25 I mean, to give a little more clarity there, the -- the</p>	<p>1            A. I do.</p> <p>2            Q. Is that description accurate, to the best of 3 your knowledge?</p> <p>4            A. Yes. I -- I think that's -- I think I would 5 consider that accurate. We interviewed a good number of 6 people. Ajeya was one of -- one of -- one of a number 7 of board members -- potential board members that we 8 interviewed for that position, and we had been running 9 that process for quite a long time trying to expand the 10 board toward, you know, including an -- an AI -- like, a 11 safety-oriented board member and, in particular, trying 12 to expand the board towards what we considered a good 13 degree of independence.</p> <p>14            Q. Is it -- is it accurate -- you testified that 15 had been -- that process had been going on for quite a 16 long time. Is it accurate that the board had been 17 deadlocked over which AI safety expert to add?</p> <p>18            A. Yes. Yeah.</p> <p>19            Q. Which AI safety expert did you favor hiring?</p> <p>20            A. Well, I think I had, you know, positive views 21 on a couple of them and, you know, there were pros and 22 cons to each. I believe I -- I was receptive to parts 23 of the -- you know -- sorry.</p> <p>24            There was a lot to this discussion, and it went 25 for months, so I'm trying to simplify it as much as</p>

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<p>1 possible.</p> <p>2 I was on -- I was interested in bringing on a</p> <p>3 board member that had, yes, you know, an eye to -- to AI</p> <p>4 safety in particular. I think the independent board</p> <p>5 members and I were -- were particularly interested in</p> <p>6 taking steps to increase independence on the board,</p> <p>7 ideally with a board member who also had an eye to AI</p> <p>8 safety, so we considered a fairly large number of -- of</p> <p>9 candidates; and, you know, I think we had some good</p> <p>10 options among those.</p> <p>11 Q. Did Mr. Altman oppose the board members that</p> <p>12 you were in favor of that were focused on AI safety?</p> <p>13 A. Let me think about how to answer this most</p> <p>14 correctly.</p> <p>15 So I think one -- one thing that we found</p> <p>16 challenging was that it was often difficult to tell --</p> <p>17 and I think this is a challenge that I've heard</p> <p>18 reflected from -- from other people in the company as</p> <p>19 well. It was a challenge to know what Sam actually</p> <p>20 thought about things. So even in times where he would</p> <p>21 express, you know, a positive inclination towards</p> <p>22 something, I wasn't sure if that was a true positive</p> <p>23 inclination and then, you know, we would get, you know,</p> <p>24 sort of negative response from maybe other members of</p> <p>25 the board. It was -- I think a concern for us was that</p>	<p>1 safety-oriented board members we brought, we were just</p> <p>2 unable to make, you know, progress with. I mean, it</p> <p>3 was -- it was not seeming like we were going to, you</p> <p>4 know, find one that was suitable.</p> <p>5 Q. Was it your understanding that notwithstanding</p> <p>6 the statements he would make, Mr. Altman, in truth,</p> <p>7 opposed the AI safety candidates?</p> <p>8 MR. SAVITT: Objection.</p> <p>9 THE WITNESS: You know, I -- I think -- I think</p> <p>10 a concern that I had was that -- and I think a concern</p> <p>11 that was spoken amongst, you know, the independent board</p> <p>12 members at the time was that we were worried that Sam</p> <p>13 didn't want to lose control of the board.</p> <p>14 So I think -- I don't know about whether it was</p> <p>15 specifically about an AI safety board member or not. I</p> <p>16 think it was more a question of whoever we brought on,</p> <p>17 whether they were going to be favorable to, kind of,</p> <p>18 Sam's wishes or -- or not.</p> <p>19 Q. (By Mr. Hawes) Okay.</p> <p>20 And so was it your understanding that</p> <p>21 Mr. Altman was the reason the board was unable to make</p> <p>22 progress?</p> <p>23 A. I think in -- I think, you know, he was a piece</p> <p>24 of the reason, you know, each of these -- each of these</p> <p>25 candidates was found not suitable. I mean, he did go as</p>
<p style="text-align: center;">Page 67</p> <p>1 it was difficult to tell, you know, how each person</p> <p>2 actually felt.</p> <p>3 So I think there were some cases where --</p> <p>4 maybe -- maybe Ajeya Cotra is a good example where I</p> <p>5 think even Sam, at one point, was positively inclined</p> <p>6 towards Ajeya. I don't know if he actually had the</p> <p>7 intention that he wanted her on the board, but was</p> <p>8 expressing positive inclination there.</p> <p>9 So I think what was challenging about the</p> <p>10 situation was despite an immense amount of discussion</p> <p>11 and months and months and months going by, we could</p> <p>12 never actually get to a place where the board could</p> <p>13 agree on bringing on an AI safety person.</p> <p>14 And, by the way, I think this comes on the</p> <p>15 heels of Sam had made a -- by the best of my</p> <p>16 recollection, I remember an employee telling me that Sam</p> <p>17 had made an announcement at an all-hands meeting of the</p> <p>18 company that he wanted an AI safety-oriented board</p> <p>19 member, and I remember getting positive feedback from</p> <p>20 the employee I spoke to about that statement.</p> <p>21 And there was clear understanding on the board</p> <p>22 that that's something we wanted, so we -- as part of the</p> <p>23 process that I was spearheading on the governance</p> <p>24 committee, we ran a very comprehensive process to</p> <p>25 consider new board members; and each of the</p>	<p style="text-align: center;">Page 69</p> <p>1 far as to make suggestions about different -- by the</p> <p>2 best of my recollection again, about different</p> <p>3 candidates, you know, that might be already employees of</p> <p>4 OpenAI and that kind of thing.</p> <p>5 For -- for the AI safety-oriented board member,</p> <p>6 that wasn't suitable to us, because, again, part of our</p> <p>7 objective was to increase the independence on the board.</p> <p>8 We were concerned about the fact we had three employee</p> <p>9 board members, you know, even though, technically, Sam</p> <p>10 didn't have meaningful equity, but, I mean, you know, we</p> <p>11 wanted -- and I think he was technically counted as an</p> <p>12 independent member, but we were trying to increase the</p> <p>13 true independence of the board.</p> <p>14 Q. Outside of the OpenAI employees, were there</p> <p>15 other suggestions from Mr. Altman?</p> <p>16 A. Yes. Yes. I don't remember a comprehensive</p> <p>17 list, but he definitely made numerous suggestions, and I</p> <p>18 think the suggestions from -- from my perspective, and</p> <p>19 I -- and according to the discussions I had with other</p> <p>20 independent board members, our concern was that these</p> <p>21 would tend to be people who would be favorable to him.</p> <p>22 Q. Was Mr. Altman's handling of this situation one</p> <p>23 of the factors you considered in dismissing him?</p> <p>24 A. Yes. I would say we were -- we were --</p> <p>25 speaking for myself, I was concerned, very concerned,</p>

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1 that the premise of the board, we -- that the design of 2 the structure and the way the board was intended to be 3 set up was that the board was -- had a majority of 4 disinterested members. I've -- I have no equity in 5 OpenAI. I've never been paid money by OpenAI. And I -- 6 the decisions I was making as a board member there were, 7 you know, financially disinterested decisions. 8 I was -- there's also a question of just, you 9 know, Sam has a lot of power in, you know, the tech 10 world and the Valley; and a concern for us was any board 11 member we might be considering who had the, you know, 12 credibility and experience to join OpenAI's board would 13 likely be, you know, motivated and compelled by some 14 degree of wanting to, you know, be on Sam's good side, 15 so to speak, or, you know, just be -- be treated 16 favorably by Sam, I suppose, and so that made it 17 difficult. 18 You know, we had to sort of -- the filter we 19 were using here was trying to bring on people, in the 20 case of an AI safety board member, who were not 21 otherwise conflicted. If they had sufficient expertise, 22 it was likely enough they were from another lab or 23 something like that, so that made the pool restricted. 24 And then -- and then also people who we thought 25 would not be -- would be able to stand up to Sam in a	1 Altman. To review new products for risks before they 2 were released" -- 3 A. Um-hum. 4 Q. -- "OpenAI had set up a joint safety board" -- 5 A. Yes. 6 Q. -- "with Microsoft" -- 7 A. Yes. 8 Q. -- "a key backer of OpenAI that had special 9 access to use of technology in its products. 10 "During one meeting in the winter of 2022, as 11 the board weighed how to release three somewhat 12 controversial enhancements to GPT-4, Altman claimed all 13 three had been approved by the joint safety board." 14 A. Um-hum. 15 Q. "Toner asked for proof and found that only one 16 had actually been approved." 17 Do you see that? 18 A. I do. 19 Q. Is that description accurate, to the best of 20 your knowledge? 21 A. Yes. 22 Q. Had you, in fact, begun to lose trust in Altman 23 at that point? 24 A. Yes. 25 Q. Why?
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1 moment of need and the kinds of people Sam were 2 recommending, we didn't have a high degree of confidence 3 that that would be true. 4 Q. On the next page -- 5 A. Yep. 6 Q. -- if you flip, in the second full paragraph 7 under the picture of Sam, it says, "Concerns about 8 corporate governance and the board's ability to oversee 9 Altman became much more urgent for several board members 10 after they saw a demo of GPT-4, a more powerful AI that 11 could ace the AP biology test in the summer of 2022." 12 Is that description accurate, to the best of 13 your knowledge? 14 A. You know, I don't recall that being a 15 particular moment or -- or I don't know that I would 16 have described it that way. I think I was -- I think, 17 from my perspective, over the whole time I was on the 18 board of OpenAI and, in an increasing way, as technology 19 accelerated, I was, you know, concerned about having 20 good corporate governance structures. It wasn't in 21 response to a particular demo. 22 Q. Okay. 23 A. Yeah. 24 Q. In the last paragraph on that page, it says, 25 "Toner and McCauley had already begun to lose trust in	1 A. Sorry. Are you asking were we losing trust in 2 him as a result of this particular incident or just more 3 generally? I think -- 4 Q. Let's start with this specific. 5 A. Yes. 6 Q. What about this incident contributed to you 7 losing trust in Altman? 8 A. Well, because I think the joint safety board 9 was there to ensure that we could be assured that 10 products that might have, you know, potential negative 11 impacts that we -- you know, potential negative impacts 12 could go through a reliable process and that the result 13 of that process would be shared with the board and that 14 the board could have input on the -- the -- you know, 15 the way the process was run and the results of the 16 process; and when we were seeing that we were getting 17 assurance that certain -- you know, certain enhancements 18 to the -- to the model had been approved and hadn't, it 19 was very concerning to us. 20 I mean, not just -- I think that -- that 21 particular incident was, maybe, one small illustrative 22 example of -- of things like that that were occurring 23 that I think -- you know, put together, gave us -- gave 24 us a broader concern that we might not be able to trust 25 that the processes were working, the processes we put in

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<p>1 place.</p> <p>2 Q. And I think you mentioned this incident</p> <p>3 previously.</p> <p>4 A. Yes.</p> <p>5 Q. Were you there personally when those assurances</p> <p>6 were made?</p> <p>7 A. Yes.</p> <p>8 Q. And then at some point, did you become aware</p> <p>9 that only one of the three enhancements had actually</p> <p>10 been --</p> <p>11 A. Yes.</p> <p>12 Q. -- approved?</p> <p>13 A. I believe -- yes -- yes, I did become aware.</p> <p>14 Q. Do you remember how you became aware?</p> <p>15 A. Yeah. I was just trying to think. I believe</p> <p>16 there was, not too long after the board meeting, another</p> <p>17 board member surfaced that concern via e-mail, if I</p> <p>18 recall correctly.</p> <p>19 Q. Okay.</p> <p>20 And you -- you touched on this, but as an</p> <p>21 OpenAI board member, was it important to you that</p> <p>22 enhancements to OpenAI's products be approved by the</p> <p>23 joint safety board?</p> <p>24 A. Yes.</p> <p>25 Q. Why was that important?</p>	<p>1 being released in the wild."</p> <p>2 A. So sorry. I'm actually -- tell me where you</p> <p>3 are, which paragraph.</p> <p>4 Q. I think if you flip back one page.</p> <p>5 A. Oh. I'm sorry.</p> <p>6 Q. The top part.</p> <p>7 A. Yeah. Okay.</p> <p>8 Q. "Around the same time, Microsoft launched a</p> <p>9 test of the still unreleased GPT-4 in India" --</p> <p>10 A. Um-hum.</p> <p>11 Q. -- "the first instance of the revolutionary</p> <p>12 code being released in the wild" --</p> <p>13 A. Um-hum.</p> <p>14 Q. -- "without approval from the joint safety</p> <p>15 board, and nobody had bothered to inform OpenAI's board</p> <p>16 that the safety approval had been skipped."</p> <p>17 A. Yes.</p> <p>18 Q. "The Independent board members found out when</p> <p>19 one of them was stopped by an OpenAI employee in the</p> <p>20 hallway on the way out of a six-hour board meeting;</p> <p>21 never once in that meeting had Altman or Brockman</p> <p>22 mentioned the breach."</p> <p>23 Is that description accurate, to the best of</p> <p>24 your knowledge?</p> <p>25 A. Yes.</p>
<p>1 A. As I said -- I mean, I think the -- in general,</p> <p>2 this is because there are unintended consequences that</p> <p>3 can come from very complex AI systems that, you know,</p> <p>4 can have damaging effects on society, potentially, so</p> <p>5 having a process in place to prevent those is -- is</p> <p>6 critical.</p> <p>7 I would say, in the case of these earlier</p> <p>8 products, I don't think we were -- you know, I don't</p> <p>9 think we thought that these particular products were</p> <p>10 going to have specific negative effects; it was that we</p> <p>11 needed assurance in these early days that the processes</p> <p>12 we were putting in place were functional.</p> <p>13 So the evidence we were getting that these</p> <p>14 processes were not functional was very concerning to us.</p> <p>15 And even if the processes themselves were running</p> <p>16 properly, the fact that we weren't being informed about</p> <p>17 the results of them, you know, made them -- made them</p> <p>18 dysfunctional. So -- yeah.</p> <p>19 Q. Was this situation one of the factors that you</p> <p>20 considered in dismissing Altman?</p> <p>21 A. Yes.</p> <p>22 Q. If you flip to the next page. In the first</p> <p>23 paragraph, the article states, "Around the same time,</p> <p>24 Microsoft launched a test of the still unreleased GPT-4</p> <p>25 in India, the first instance of the revolutionary code</p>	<p>1 Q. Is that one of the incidents you described</p> <p>2 previously in your testimony?</p> <p>3 A. Yes.</p> <p>4 Q. Around what time did that incident occur?</p> <p>5 A. What time of day? I'm sorry. What time --</p> <p>6 sorry.</p> <p>7 Q. Around what date?</p> <p>8 A. Apologies.</p> <p>9 This would have been in the -- in December --</p> <p>10 early December of 2022 after this day-long board</p> <p>11 meeting, yes.</p> <p>12 Q. And what -- strike that.</p> <p>13 Were you the independent board member who was</p> <p>14 stopped by an OpenAI employee in the hallway?</p> <p>15 A. Yes.</p> <p>16 Q. So is that how you found out that the code had</p> <p>17 been released?</p> <p>18 A. That's how I found out, yeah, walking --</p> <p>19 leaving the board meeting, I found out, you know, in</p> <p>20 a -- you know, in what I consider a pretty happenstance</p> <p>21 way; I ran into an employee in the hallway and had a</p> <p>22 discussion, and it was mentioned.</p> <p>23 Q. Did they mention that it had specifically been</p> <p>24 released without approval from the joint safety board?</p> <p>25 A. I -- that was at least the implication --</p>

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<p>1 MS. PATEL: Objection. Form.</p> <p>2 Sorry.</p> <p>3 Objection. Form.</p> <p>4 THE WITNESS: Apologies. Yeah.</p> <p>5 I -- I'm trying to recall the specific, you</p> <p>6 know, wording, whether it was just described as -- as</p> <p>7 a -- I don't recall the specific wording, but that was</p> <p>8 the, you know, understanding I had; that was certainly,</p> <p>9 at the very least, the implication. I actually --</p> <p>10 sorry. I don't want to speculate. I don't know.</p> <p>11 Q. (By Mr. Hawes) That's fine.</p> <p>12 At some point, did you find out that it had</p> <p>13 been approved for release without the joint safety</p> <p>14 board's approval?</p> <p>15 A. Yes.</p> <p>16 Q. What do you recall about how you found that</p> <p>17 out?</p> <p>18 MR. SAVITT: I'm sorry. Could you --</p> <p>19 (Stenographer clarification.)</p> <p>20 MR. SAVITT: I don't mean to interrupt your</p> <p>21 question. I just want to make sure I knew what the "it"</p> <p>22 was in your question you just asked.</p> <p>23 THE WITNESS: Are you asking -- sorry.</p> <p>24 MR. HAWES: I'll -- I'll rephrase.</p> <p>25 THE WITNESS: Okay. Yes.</p>	<p>1 Would the release of unapproved models by</p> <p>2 OpenAI present an AI safety risk?</p> <p>3 A. Yes, it potentially could. You know, I think,</p> <p>4 as I said before, we didn't know of any specific --</p> <p>5 specific risks with these particular models, but</p> <p>6 there's absolutely the risk that models can -- can</p> <p>7 contain -- you know, that models can present risks; that</p> <p>8 they can have unintended consequences, so for that</p> <p>9 reason, having these processes in place was -- was very</p> <p>10 crucial in the eyes of, you know, the board; at least</p> <p>11 myself, I'll say.</p> <p>12 Q. So was that one of the reasons that it caused</p> <p>13 you concern?</p> <p>14 A. Yes. Yes.</p> <p>15 Q. Okay.</p> <p>16 If you flip to the next page --</p> <p>17 A. Yep.</p> <p>18 Q. -- Page 6.</p> <p>19 A. Um-hum.</p> <p>20 Q. Was Mr. Altman's handling of the -- of the</p> <p>21 release of GPT-4 in India without joint safety board</p> <p>22 approval one of the factors you considered when you</p> <p>23 decided to dismiss him?</p> <p>24 A. Yes. Yes. It -- sorry. I -- it was one of</p> <p>25 the factors we considered.</p>
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<p>1 MR. SAVITT: Thank you.</p> <p>2 I apologize.</p> <p>3 THE WITNESS: Sorry.</p> <p>4 Q. (By Mr. Hawes) What do you recall about how</p> <p>5 you found out that the still unreleased GPT-4 had been</p> <p>6 released in India without joint safety board approval?</p> <p>7 A. Yes. I recall that I did not know about this</p> <p>8 breach, and when I exited a six-or-so-hour board</p> <p>9 meeting, I ran into an employee on the way out of the</p> <p>10 company, and that employee and I had a conversation.</p> <p>11 The employee mentioned the breach.</p> <p>12 I do believe -- I mean, the understanding that</p> <p>13 I had was that it was without the -- you know, that it</p> <p>14 was against --</p> <p>15 (Stenographer clarification.)</p> <p>16 THE WITNESS: That it was going against DSB</p> <p>17 approval, because this particular employee I was</p> <p>18 speaking to was on the deployment safety board and was</p> <p>19 talking about this as a breach pertaining to that. So</p> <p>20 that -- you know, that was my understanding.</p> <p>21 Q. (By Mr. Hawes) All right.</p> <p>22 And did Mr. Altman's failure to inform you of</p> <p>23 that cause you concerns?</p> <p>24 A. Yes.</p> <p>25 Q. Okay.</p>	<p>1 Q. Okay.</p> <p>2 Now, if you flip to the next page. This is</p> <p>3 Page 6 of 9.</p> <p>4 A. Okay.</p> <p>5 Q. In the second full paragraph, do you see where</p> <p>6 it reads, "To the independent board members, the</p> <p>7 administrative oversight defied belief and cast previous</p> <p>8 oversights as part of a possible pattern of deliberate</p> <p>9 deception. For instance, they also hadn't been alerted</p> <p>10 to the previous fall when OpenAI released ChatGPT, at</p> <p>11 the time considered a research preview that used</p> <p>12 existing technology that ended up taking the world by</p> <p>13 storm."</p> <p>14 Is that description accurate, to the best of</p> <p>15 your knowledge?</p> <p>16 A. Um-hum. Yes.</p> <p>17 Q. Was Mr. Altman's handling of that situation</p> <p>18 also one of the factors that you considered in</p> <p>19 dismissing him?</p> <p>20 A. Yes.</p> <p>21 Q. Flip to the next page. Right under the</p> <p>22 photograph, it says, "Toner had published a paper in</p> <p>23 October that repeated criticisms of OpenAI's approach to</p> <p>24 safety. Altman was livid. He told Sutskever and</p> <p>25 McCauley" -- apologies.</p>

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1 "He said" -- "He told Sutskever that McCauley  
 2 had said Toner should obviously leave the board over the  
 3 article. McCauley was taken aback when she heard this  
 4 account from Sutskever. She knew she had said no such  
 5 thing."

6 A. Um-hum.

7 Q. Is that description accurate?

8 A. Yes.

9 Q. Do you recall the paper Ms. Toner published?

10 A. Um-hum. Yes. Sorry. I know I sometimes nod.

11 Q. Thank you.

12 A. Yes.

13 Q. What concerns did that paper raise?

14 A. I think it was quite an academic paper, and the  
 15 organization --

16 (Stenographer clarification.)

17 THE WITNESS: -- the organization that Helen  
 18 works for sometimes puts out these -- these kind of  
 19 academic papers, and I think they were talking -- you  
 20 know, I don't recall the bulk of the paper of -- of what  
 21 it was talking about, but I believe it was, you know,  
 22 addressing some, you know, maybe, you know, safety  
 23 approaches by -- by various labs, and I think Sam was  
 24 unhappy with the way that the paper discussed something  
 25 about OpenAI's handling of safety. And -- and I think

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1 A. I was having a conversation with Ilya  
 2 Sutskever, and he said that in a conversation with Sam  
 3 about the -- after discovering the paper, that Sam had  
 4 spoken to me and that I had said -- I think the quote I  
 5 recall was "Helen's obviously got to go."

6 And I think also, in subsequent conversations,  
 7 he said that Sam indicated he had talked to me on  
 8 subsequent occasions and that I maintained that she  
 9 needed to leave the board.

10 Q. How did you react upon hearing about that?

11 A. I was very displeased. This was absolutely not  
 12 reflective of something I said or thought in any way. I  
 13 think Helen was a -- a good independent board member. I  
 14 don't think -- I think Sam didn't -- well, I won't  
 15 speculate, but I was very displeased and very concerned.

16 I believe I called -- I called some other board  
 17 members. I called Adam, I called Helen, and we  
 18 discussed the fact that there was an untrue thing being  
 19 said, it seemed with the intention of -- of pushing  
 20 Helen off the board.

21 Q. And was Mr. Altman's handling of that situation  
 22 one of the factors you considered in dismissing him?

23 A. Yes.

24 Q. If you look one -- two paragraphs below the  
 25 photo on that page --

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1 he was, you know, concerned that that just was not  
 2 appropriate for a board member; that it wasn't  
 3 supportive of -- of OpenAI.

4 Q. (By Mr. Hawes) When you refer to "Helen," are  
 5 you referring to Ms. Toner --

6 A. Helen Toner --

7 Q. -- who was referenced in the article?

8 A. Yes.

9 Q. And you say that Sam was unhappy with the way  
 10 the paper discussed something about OpenAI's handling of  
 11 the safety. What discussions did you have with  
 12 Mr. Altman about that?

13 A. Sam wanted to talk on the phone about it. We  
 14 had a brief conversation about it. And I think, by the  
 15 best of my recollection, what I said was something along  
 16 the lines of, you know, "You might want to -- to convey  
 17 your concerns to Helen." I can say for certain it  
 18 involved no -- no indication of any kind that Helen  
 19 should leave the board or anything of that nature. It  
 20 was -- it was, you know, nothing of that nature.

21 Q. And at some point, did you learn that  
 22 Mr. Altman had attributed the statement to you that  
 23 Ms. Toner should obviously leave the board?

24 A. Yes.

25 Q. How did you find out?

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1 A. Yes.

2 Q. -- it states, "Sutskever and Murati had been  
 3 collecting evidence" --

4 A. Yes.

5 Q. -- "and now Sutskever was willing to share."

6 A. Um-hum.

7 Q. "He e-mailed Toner, McCauley, and D'Angelo two  
 8 lengthy PDF documents using gmail's self-destructing  
 9 e-mail function. One was about Altman; the other about  
 10 Brockman."

11 A. Yes.

12 Q. Do you see that?

13 A. I do.

14 Q. Is that description accurate, to the best of  
 15 your knowledge?

16 A. Yep. Yes.

17 Q. What did Mr. Sutskever's e-mail about  
 18 Mr. Altman contain?

19 A. It contained a number of examples of what he  
 20 considered dishonest behavior or problematic behavior; I  
 21 would say some of the concerns we were considering. So  
 22 there were -- maybe I'll just back out to say there was  
 23 a few buckets of concerns.

24 There was concern about sort of our ability to  
 25 oversee -- you know, properly oversee the company and

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1 Q. And were you contacted in connection with that 2 investigation? 3 A. Um-hum. I was. 4 Q. What were you asked? 5 A. What was I asked? 6 Q. Um-hum. 7 THE WITNESS: I have questions about -- 8 MS. PETTI: May we take a break? 9 MR. HAWES: Strike it. 10 And, yes, we can take a break if you'd like. 11 Let's go off the record, please. 12 THE VIDEOGRAPHER: We're off the record. The 13 time is 1:12 p.m. 14 (Recess taken from 1:12 p.m. to 1:27 p.m.) 15 THE VIDEOGRAPHER: We're back on the record. 16 The time is 1:27 p.m. 17 Q. (By Mr. Hawes) Ms. McCauley, we were just 18 discussing an investigation that Wilmer Hale did into 19 the circumstances surrounding Mr. Altman's -- 20 A. Yes. 21 Q. -- dismissal. 22 A. Right. 23 Q. Did you ever review a summary of the 24 investigation conclusions? 25 A. I did not.	1 (Exhibit 9 was marked for identification.) 2 MR. HAWES: This is a document with -- Bates 3 stamped MSFT_MUSK58581. 4 THE WITNESS: Yes. 5 MR. HAWES: It's a May 26, 2024 -- 6 (Stenographer clarification.) 7 MR. HAWES: -- article from "The Economist" 8 written by yourself and Ms. Toner -- 9 THE WITNESS: Yes. 10 MR. HAWES: -- titled "AI firms mustn't govern 11 themselves say ex-members of OpenAI's board." 12 THE WITNESS: That's right. 13 Q. (By Mr. Hawes) Did you co-author this article? 14 A. Yes. 15 Q. Are all the factual statements in this article 16 accurate, to the best of your knowledge? 17 A. Yes. 18 Q. Why did you decide to publish this? 19 A. As I explained earlier, I think there were a 20 number of complicating factors right around the time of 21 Sam's firing that made it difficult for the board to 22 convey a summary of its reasoning apart from the very 23 high-level summary we provided in a couple of our 24 announcements around that time. 25 And I think we wanted to have something out
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1 Well, apologies. If you're asking about a 2 written report or something generated by the 3 investigation, I did not. 4 If you're talking about the public very, very 5 brief summary that OpenAI provided, I did see that. So 6 if that's what you mean by "summary," I saw -- I saw a 7 public statement about it or -- 8 Q. Okay. 9 Did you agree with the summary that you saw? 10 A. I think, if I recall correctly, the summary was 11 that the board acted within its, you know, discretion in 12 making the decision to fire Sam -- I'm just trying to 13 recall the summary -- and -- but that it didn't -- that 14 the circumstances didn't mandate removal, if I'm 15 remembering approximately correctly. 16 I -- if that's -- if that memory is correct, 17 then -- I would say a question of whether the behavior 18 we saw mandates removal, is just maybe -- you know -- 19 you know, subject to the -- to the viewer's opinion, but 20 I -- from our perspective, I think it -- it was fair 21 that it characterized it as us acting within our 22 discretion and being -- being justified in making the 23 decision we did. 24 Q. I'm going to show you a document that's going 25 to be marked as Exhibit 9.	1 there in our words that explained a bit more about what 2 our reasoning was. 3 Q. On Page 2 -- 4 A. Yes. 5 Q. -- middle of the first paragraph, it says, 6 "When we were recruited to the board of OpenAI" -- 7 A. Yes. 8 Q. -- "Tasha in 2018 and Helen in 2021" -- 9 A. Um-hum. 10 Q. -- "we were cautiously optimistic that the 11 company's innovative approach to self-governance could 12 offer a blueprint for responsible AI development, but 13 based on our experience, we believe that self-governance 14 cannot reliably withstand the pressure of profit 15 incentives." 16 A. That's right. 17 Q. What experience led you to believe that 18 self-governance cannot reliably withstand the pressure 19 of profit incentives? 20 A. The experience we had at OpenAI -- I think part 21 of the way I described it toward the beginning, which 22 is -- I think the reason we were optimistic is because 23 the company was oriented in a very public way around its 24 mission, and it had created a structure that would allow 25 the empowerment of that mission, even in the face of

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<p>1 extreme pressure from investors, for example.</p> <p>2 But the piece that would make that work</p> <p>3 correctly was really, you know, the leadership and the</p> <p>4 leadership's willingness to allow the board the proper</p> <p>5 oversight, allow the board to make decisions that were</p> <p>6 informed. And because we didn't have that piece, we</p> <p>7 were not able to really make that innovative structure</p> <p>8 work at OpenAI.</p> <p>9 That's not to say that it's impossible for a</p> <p>10 self-governance structure to work. What we were saying</p> <p>11 here is, it can't reliably -- this can't be the primary</p> <p>12 mechanism by which AI governance happens.</p> <p>13 (Stenographer clarification.)</p> <p>14 THE WITNESS: Basically, that we need good</p> <p>15 regulatory frameworks to support the responsible</p> <p>16 development of AI, because if we're relying on private</p> <p>17 companies to consider the interests of the public, they</p> <p>18 can't be ultimately responsible for doing that because</p> <p>19 of the potential for these internal misalignments that</p> <p>20 come from -- the situation I've described, that come</p> <p>21 from interests that are at odds with one another.</p> <p>22 And it all comes down to kind of one CEO making</p> <p>23 those decisions, and we have the public good at stake.</p> <p>24 That's very sub-optimal, so -- so that's what this was</p> <p>25 saying.</p>	<p>1 Q. In the middle of that first paragraph, it</p> <p>2 says --</p> <p>3 A. Yeah.</p> <p>4 Q. -- "Self-governance cannot reliably withstand</p> <p>5 the pressure of profit incentives."</p> <p>6 A. Yeah, exactly. So, you know, there were many</p> <p>7 players who stood to get a return from the company, and</p> <p>8 those -- those stakeholders would have -- you know,</p> <p>9 there was potential for those -- those -- those</p> <p>10 stakeholders to apply pressure.</p> <p>11 Q. Was OpenAI able to withstand those profit</p> <p>12 incentives effectively?</p> <p>13 MR. SAVITT: Objection.</p> <p>14 THE WITNESS: In my experience -- I mean, this</p> <p>15 is at the heart of the issue we're talking about. In my</p> <p>16 experience, we were concerned that, you know, decisions</p> <p>17 were being made that we didn't see as prioritizing the</p> <p>18 mission that the company was oriented around. And in</p> <p>19 our experience, that seemed to have potentially been</p> <p>20 motivated by profit interests.</p> <p>21 Q. (By Mr. Hawes) Later on the page in the second</p> <p>22 full paragraph --</p> <p>23 A. Yes.</p> <p>24 Q. -- it says, "If any company could have</p> <p>25 successfully governed itself while safely and ethically</p>
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<p>1 Q. (By Mr. Hawes) This mentioned profit</p> <p>2 incentives. What profit incentives was OpenAI</p> <p>3 experiencing?</p> <p>4 A. Well --</p> <p>5 (Stenographer requested to go off the record to</p> <p>6 address an equipment issue.)</p> <p>7 THE VIDEOGRAPHER: We're off the record. The</p> <p>8 time is 1:34 p.m.</p> <p>9 (Recess taken from 1:34 p.m. to 1:38 p.m.)</p> <p>10 THE VIDEOGRAPHER: We're back on the record.</p> <p>11 The time is 1:38 p.m.</p> <p>12 Q. (By Mr. Hawes) Ms. McCauley, we were just</p> <p>13 discussing the profit incentives that are mentioned in</p> <p>14 this article, Exhibit 9.</p> <p>15 A. Yes.</p> <p>16 Q. In your time on the board, what profit</p> <p>17 incentives did OpenAI experience?</p> <p>18 A. Well, the company was developing -- you know,</p> <p>19 was commercializing a number of products in the time</p> <p>20 that I was there, so it stood to make money on those</p> <p>21 products, and those are the profit incentives I'm</p> <p>22 talking about.</p> <p>23 I'm also talking about profit incentives for --</p> <p>24 for investors who had invested in the company -- well,</p> <p>25 let me just make sure I see the wording exactly.</p>	<p>1 developing advanced AI systems, it would have been</p> <p>2 OpenAI. The organization was originally established as</p> <p>3 a non-profit with a laudable mission to assure that AGI,</p> <p>4 or artificial general intelligence, AI systems that are</p> <p>5 generally smarter than humans, would benefit all of</p> <p>6 humanity. Later, a for-profit subsidiary was created to</p> <p>7 raise the necessary capital, but the non-profit stayed</p> <p>8 in charge. The stated purpose of this unusual structure</p> <p>9 was to protect the company's ability to stick to its</p> <p>10 original mission, and the board's mandate was to uphold</p> <p>11 that mission."</p> <p>12 A. Yes.</p> <p>13 Q. "It was unprecedented, but it seemed worth</p> <p>14 trying. Unfortunately, it didn't work."</p> <p>15 What did not work about the for-profit</p> <p>16 subsidiary structure?</p> <p>17 A. I think what I described before about -- I do</p> <p>18 think the -- the reason I say that we went in cautiously</p> <p>19 optimistic about the structure itself -- I mean, the</p> <p>20 structure was being conceived of when I joined the</p> <p>21 company. As I said, I joined when it was still a</p> <p>22 non-profit, so I was there -- came in kind of like right</p> <p>23 before it -- it transitioned.</p> <p>24 And I think, structurally, we were optimistic.</p> <p>25 I was optimistic upon coming in and Helen, as she said</p>

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<p>1 in this article as well, that that structure would lend 2 itself a good chance of self-governance if we were 3 achieving the necessary leadership buy-in. 4 And that's the piece that I think didn't work 5 about this. I think the piece that didn't work was that 6 we did not have confidence that we could properly 7 oversee as -- as was mandated for us. Our -- one of 8 our, you know, primary duties as board members was to 9 oversee the activities of the non-profit and ensure that 10 the activities were happening in accordance with the 11 non-profit's mission. Since we determined that we 12 couldn't rely on information we were receiving, we 13 didn't think we could do that.</p> <p>14 Q. The article mentions that "the stated purpose 15 of the for-profit subsidiary was to protect the 16 company's ability to stick to its original mission."</p> <p>17 A. Um-hum.</p> <p>18 Q. Do you think that the for-profit subsidiary had 19 an alternative purpose that was different from that 20 stated purpose?</p> <p>21 A. Yeah. Well, the stated purpose of the unusual 22 structure, the combination, this capped-profit structure 23 with the non-profit on top of it, was to protect the 24 company's ability to stick to its original mission.</p> <p>25 Apologies. Ask the last part of your question</p>	<p>1 saw a number of instances that I would characterize as 2 not prioritizing the mission. 3 Q. (By Mr. Hawes) And so when you say it didn't 4 work in the article -- 5 A. Yes. 6 Q. -- are you saying that OpenAI failed to stick 7 to its mission? 8 A. I think the structure that was put in place 9 wasn't sufficient to -- well, I would say the -- the 10 combination of the structure and the behavior of -- of 11 the company's CEO, Sam, resulted in a number of 12 instances that I think I would characterize, as I said 13 before, the mission was not being prioritized. 14 And we had concern that that would continue to 15 happen, and we had very great concern that as stakes got 16 a lot higher, that would be potentially against the 17 interest of -- of the public. 18 Q. Okay. 19 If you go to the next page in the article. 20 A. Yep. 21 Q. At the top, it says, "Last November, in an 22 effort to salvage this self-regulatory structure" -- 23 A. Yes. 24 Q. -- "the OpenAI board dismissed its CEO, Sam 25 Altman."</p>
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<p>1 again, please.</p> <p>2 Q. Do you think that the for-profit subsidiary had 3 an alternative purpose that was different from that 4 stated purpose?</p> <p>5 A. I mean, the reason this structure was put in 6 place is because it's assumed that a for-profit is going 7 to be -- you know, like most for-profits, are maximizing 8 for a, you know, return to their shareholders.</p> <p>9 What we wanted to put in place was that the 10 for-profit can pursue that goal, can pursue a return for 11 its shareholders, but the non-profit, at any moment if 12 it perceives that the activities of the for-profit are 13 not acting in accordance with the non-profit mission, 14 the non-profit can make a decision that is not 15 prioritizing the interest of shareholders.</p> <p>16 So the for-profit itself, you know, the 17 activities I understand, you know, they can -- they can 18 freely pursue a profit, pursue a return for 19 shareholders, but if it's acting out of accordance with 20 the mission, the -- the non-profit board can make a 21 decision to intervene.</p> <p>22 Q. And in your opinion, did OpenAI fail to stick 23 to its original mission?</p> <p>24 MR. SAVITT: Objection.</p> <p>25 THE WITNESS: I -- I think, in my opinion, I</p>	<p>1 A. Um-hum. 2 Q. "The board's ability to uphold the company's 3 mission had become increasingly constrained due to 4 long-standing patterns of behaviors exhibited by 5 Mr. Altman" -- 6 A. Um-hum. 7 Q. -- "which, among other things, we believe 8 undermines the board's oversight of key decisions in 9 internal safety protocols." 10 A. Yes. 11 Q. Outside of everything we've already discussed 12 today, was there any behavior of Mr. Altman that you are 13 referencing in that paragraph? 14 A. Yes. I mean, as I -- as I mentioned, I think 15 there were a number of instances in my own interactions 16 and a number of instances referred to by other members 17 of the company where people had shared concerns with the 18 board, board members -- apologies -- about Sam's -- you 19 know, Sam's pattern of dishonesty, and I think those all 20 contributed to our understanding of this long-standing 21 pattern. 22 I think it's a pattern that we all had become 23 aware of over time on the board or, you know, the -- the 24 ones of us making this decision had become aware of, 25 I'll speak for them, for myself and -- as part of that</p>

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<p>1 group, had become aware of in our time on the board, and 2 those many experiences informed our decision.</p> <p>3 Q. So if you go in the next sentence, do you see 4 where it says, "Multiple senior leaders had privately 5 shared grave concerns with the board" --</p> <p>6 A. Yes.</p> <p>7 Q. -- "saying they believed that Mr. Altman 8 cultivated a toxic culture of lying" --</p> <p>9 A. Um-hum.</p> <p>10 Q. -- "and engaged in behavior that can be 11 characterized as psychological abuse."</p> <p>12 A. Yes.</p> <p>13 Q. Is that accurate, to the best of your 14 knowledge?</p> <p>15 A. Yes.</p> <p>16 Q. Which senior leaders are you referring to?</p> <p>17 A. Let's see. So a toxic culture of lying was 18 something said to me by Mira Murati. And she had 19 spoken -- had conveyed a -- a large number of concerns 20 to the board in the weeks prior to Sam's firing. 21 Just -- this was one of the things she cited in a -- in 22 a conversation that I had with her where she was listing 23 a number of things.</p> <p>24 Oh. And the next one here, sorry, behavior -- 25 she -- she also commented on abuse from Sam, although I</p>	<p>1 we -- we didn't feel that we could get the board to, I 2 think, a place of sufficient independence from Sam's 3 wishes, and so part of our -- one requirement we had 4 when we were leaving the -- the company and deciding on 5 the new composition of the board was that Sam not be on 6 the board, at least in that iteration of the board. We 7 obviously, couldn't control what the board chose to do 8 later, but we didn't want his influence on -- at least 9 those -- you know, the initial phase of the composition 10 of that board. We were very concerned that he would -- 11 he would take action that would make it favorable to 12 him, as we did experience.</p> <p>13 Q. And when you mention the departure of senior 14 safety-focused talent --</p> <p>15 A. Yes.</p> <p>16 Q. -- who were you referring to?</p> <p>17 A. A number of -- I mean, in the spring following 18 the firing, a large number of people left in a very 19 short period of time -- well, a significant number of 20 people left in a -- in a short period of time. I think 21 much of the super alignment team, some of the senior 22 people there, some policy people, so that was -- that 23 was very concerning to us, and I think -- I think there 24 were some statements to the effect of why they left that 25 were consistent with some of the concerns that we had</p>
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<p>1 think this particular quote is referencing another 2 conversation with a previous -- a previous conversation 3 that I had with another -- another senior leader who -- 4 Dario Amodei -- some years prior, who had talked about 5 psychological abuse as well.</p> <p>6 Q. If you look down at the second full paragraph 7 of that page --</p> <p>8 A. Yes.</p> <p>9 Q. -- and in the last sentence of that 10 paragraph --</p> <p>11 A. Yes.</p> <p>12 Q. -- do you see where it says, "We also feel that 13 developments since he returned to the company" --</p> <p>14 A. Yeah.</p> <p>15 Q. -- "including his reinstatement to the board 16 and the departure of" --</p> <p>17 (Stenographer clarification.)</p> <p>18 Q. (By Mr. Hawes) -- "senior safety-focused 19 talent board bode ill for the OpenAI experiment in 20 self-governance."</p> <p>21 Why did you feel Mr. Altman's return to the 22 board boded ill for the OpenAI experiments in 23 self-governance?</p> <p>24 A. A big piece of what we were struggling with, I 25 think, when we were on the board, was -- was Sam's --</p>	<p>1 had.</p> <p>2 And there were a number of things, actually, 3 even -- even in addition to that that were happening at 4 the time with concerns about the -- some 5 non-disparagement clause. I mean -- I think there were 6 three or four instances in -- in maybe a two-week 7 period, where a whole bunch of things were going on that 8 were concerning about OpenAI's state, and I think that's 9 what we were referring to here.</p> <p>10 Q. And then at the bottom of this page in the very 11 last sentence, it reads, "but even with the best of 12 intentions" --</p> <p>13 A. Yes.</p> <p>14 Q. -- "without external oversight, this kind of 15 self-regulation will end up unenforceable, especially 16 under the pressure of immense profit incentives."</p> <p>17 A. Yes.</p> <p>18 Q. Do you see that?</p> <p>19 A. Yes, I do.</p> <p>20 Q. In your view, was OpenAI facing immense profit 21 incentives?</p> <p>22 A. Yes. I think OpenAI had the potential to be 23 extremely profitable in the longer term.</p> <p>24 Q. And do you think those profit incentives risk 25 compromising OpenAI's ability to carry out its mission</p>

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<p>1 of developing safe AI?</p> <p>2 A. I do --</p> <p>3 MR. SAVITT: Objection. Form. Knowledge.</p> <p>4 Speculation.</p> <p>5 THE WITNESS: I think that -- I think that</p> <p>6 those profit incentives make it necessary that there</p> <p>7 is -- there are checks and balances on how the decisions</p> <p>8 are being made. If -- if, you know, the company is</p> <p>9 going to talk about itself as a mission-oriented company</p> <p>10 with an independent board over it, if it's presenting</p> <p>11 itself that way, then -- then, absolutely, it needs to</p> <p>12 be able to show that it can actually provide the</p> <p>13 structure needed to -- to work against the profit</p> <p>14 incentives.</p> <p>15 You know, if it were a purely for-profit</p> <p>16 company, you know, it's kind of a different question.</p> <p>17 The mandate we had was this particular structure made it</p> <p>18 so that we needed to be able to make informed decisions,</p> <p>19 and we didn't feel we could.</p> <p>20 MR. HAWES: Okay. Thank you very much.</p> <p>21 We will reserve the remainder of our time and</p> <p>22 pass the witness.</p> <p>23 THE WITNESS: Thanks.</p> <p>24 MR. HAWES: And if we all agree, should we take</p> <p>25 a break and go off record for lunch?</p>	<p>1 so about ten years later -- I finished ten years later.</p> <p>2 Q. Thank you.</p> <p>3 So summarize for me as well, please, your work</p> <p>4 history since -- since college.</p> <p>5 A. Sure. I've had jobs in a number of different</p> <p>6 areas. Let's see. I was working for a period of time</p> <p>7 following college in alternative energy and specifically</p> <p>8 around --</p> <p>9 (Stenographer clarification.)</p> <p>10 THE WITNESS: I was working -- I was working</p> <p>11 for an organization that worked on alternative energy,</p> <p>12 and I had a period of time thereafter where I was</p> <p>13 working in real estate.</p> <p>14 I, in my mid 20s, became interested in</p> <p>15 robotics. I started focusing on -- on robotics and went</p> <p>16 to a program focused kind of on robotics and AI and --</p> <p>17 it wasn't a -- this was -- this was sort of, like, a</p> <p>18 summer graduate program for the study of exponential</p> <p>19 technologies, robotics and AI. That kind of furthered</p> <p>20 my interest in robotics. I went and did some</p> <p>21 post-baccalaureate coursework around that but didn't</p> <p>22 pursue a degree in it.</p> <p>23 Then started with some colleagues who I met</p> <p>24 through that program -- well, I actually -- sorry. I</p> <p>25 was a student there and then came back. This was at</p>
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<p>1 THE VIDEOGRAPHER: All right.</p> <p>2 We're off the record. The time is 1:53 p.m.</p> <p>3 (Lunch recess from 1:53 p.m. to 2:46 p.m.)</p> <p>4 THE VIDEOGRAPHER: We're back on the record.</p> <p>5 The time is 2:46 p.m.</p> <p>6 MR. SAVITT: Thank you.</p> <p>7 EXAMINATION</p> <p>8 BY MR. SAVITT:</p> <p>9 Q. Good afternoon, Ms. McCauley. My name is</p> <p>10 William Savitt. I represent the OpenAI defendants.</p> <p>11 Appreciate you being available.</p> <p>12 A. Thank you.</p> <p>13 Q. Could you summarize for the record your</p> <p>14 educational history since high school.</p> <p>15 A. Sure. Since high school, I went to Bard</p> <p>16 College for my undergraduate, and I got an MBA from USC</p> <p>17 for graduate school. Those are my degrees.</p> <p>18 Q. What was your major at Bard?</p> <p>19 A. I studied both Latin American political science</p> <p>20 and sort of foreign languages, yeah.</p> <p>21 Q. And since -- did you go to USC for the MBA</p> <p>22 immediately following completion --</p> <p>23 A. No, no.</p> <p>24 Q. -- of your degree at Bard?</p> <p>25 A. No. Let's see. I graduated from USC in 2014,</p>	<p>1 Singularity University at NASA Ames, NASA Research Park,</p> <p>2 in -- in Northern California, and I came back there as a</p> <p>3 teaching fellow for a subsequent program and sort of ran</p> <p>4 a lab there.</p> <p>5 And through some of the people that I met</p> <p>6 there, we started a small robotics company doing kind of</p> <p>7 consumer robots, telepresence robots, and I -- I think,</p> <p>8 in the interim, also had a position, like, a -- at kind</p> <p>9 of an engineering company called Applied Minds, but I</p> <p>10 was fairly short term. It was just an internship.</p> <p>11 Then I was with that robotics company for --</p> <p>12 for a number of years.</p> <p>13 And, let's see, I went back to do my MBA --</p> <p>14 let's see. So the robotics company was -- started in</p> <p>15 2011, and then in -- I started my MBA in 2013, completed</p> <p>16 that in 2014.</p> <p>17 I took a period of time off after I had my</p> <p>18 first baby -- I was leaving the robotics company at that</p> <p>19 time, had a baby in 2015, and took a period of time off</p> <p>20 after that.</p> <p>21 And then I was -- then I was on the board of</p> <p>22 another company called GeoSim that I had been an</p> <p>23 investor in, and then I eventually became -- took a role</p> <p>24 there and eventually became CEO of that company and did</p> <p>25 that for a period of time.</p>

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1 Q. (By Mr. Savitt) And, ultimately, Altman did 2 come back. 3 A. That's right. 4 Q. And you and the other directors agreed that he 5 should come back. 6 MR. HAWES: Objection to form. 7 THE WITNESS: The other directors and I agreed 8 that of the options available to us at the moment -- at 9 the moment of decision, around that, that that was the 10 option that was most consistent with the mission, 11 because we thought if the alternative truly was that 12 OpenAI would disintegrate, that would not best serve the 13 mission. 14 We also, of course, you know, had our very, you 15 know, clear concerns around Mr. Altman; and a part of 16 the negotiation process was to -- was centered around 17 helping make -- helping make sure that he had the best 18 chance of being governed going forward. 19 Q. (By Mr. Savitt) Fair -- fair enough. 20 But I want to make sure I get this narrow a 21 point. 22 A. Yeah. 23 Q. You agree that Altman could not have been 24 reinstated without the approval of the board as it was 25 then constituted, which was you and three others;	1 Mr. D'Angelo would stay on as a director. 2 A. That's right. 3 Q. And that those three would comprise the board 4 after Altman was reinstated. 5 A. That's right. 6 Q. You -- do you have any reason to doubt the 7 integrity or independence of Bret Taylor or Larry 8 Summers? 9 MR. HAWES: Objection to form. 10 THE WITNESS: I did have -- as I said, I had -- 11 I think there were pros and cons in each case. As we 12 weighed it out -- you know, part of what we really 13 wanted to have happen there was that Adam could -- you 14 know, one of the existing directors, which was Adam, 15 that Adam would be able to stay on the board, and that 16 meant that the other members being chosen had to be, you 17 know, pretty amenable to the folks negotiating on the 18 other side; and for that reason, we had to consider our 19 options and consider the pros and cons of each. 20 I did have -- you know, I did have concerns. I 21 knew -- I had more context on Bret Taylor than I did on 22 Larry, and I had concerns about his ability to be -- 23 yeah, to make disinterested decisions in a way that 24 was -- 25 (Stenographer clarification.)
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1 correct? 2 MR. HAWES: Objection to form. 3 THE WITNESS: I -- I agree. 4 Q. (By Mr. Savitt) Thank you. 5 And you talked about trying to put a better 6 governance program in place looking ahead; you mentioned 7 that or words to that effect, fair, Ms. McCauley? 8 A. Yes. 9 Q. And was part of that getting some interim 10 directors in place that you had confidence in? 11 A. Yes. Yes, part of that was getting some 12 interim director -- you know, to answer that question is 13 not straight -- not entirely straightforward, because I 14 think the directors that we chose had some -- had some 15 evidence that they might be able to offer good 16 governance, and I had, you know, also points of concern. 17 So I think of the options that we had of the 18 composition that we were able to agree on, that seemed 19 like the most reasonable option. 20 Q. You -- you and your fellow directors agreed 21 that Bret -- Bret Taylor and Larry Summers would become 22 directors; correct? 23 A. Yes. 24 MR. HAWES: Objection to form. 25 Q. (By Mr. Savitt) And you also agreed that	1 THE WITNESS: -- wasn't partial to Sam. I 2 mean, you know, we had -- he had been proposed by Sam 3 for the board previously when we were there and when we 4 were going through the process of expanding the board. 5 And by the best of my recollection, you know, Sam had -- 6 had made recommendations on a number of different 7 people. He was favorable to Bret Taylor. 8 If I recall correctly, Adam had -- I think I 9 recall correctly that Adam had interviewed Bret in the 10 process of considering other candidates, and that one of 11 the -- prior to all of this -- sorry -- like, in the 12 process that we were running over this -- you know, in 13 the months prior, when we were trying to expand the 14 board; and at that time, that -- one of the take-aways 15 from that conversation was that -- I think -- I'm going 16 to try to recall this exactly as possible, but it was -- 17 I think Bret may have expressed concern that -- concern 18 around the -- the conflicts. I think that he had said 19 he had known Sam for a very long time and had a lot of 20 connections to Sam and whatnot. 21 So at the time, that was something in the 22 process of the board expansion that we were aware of; 23 and, you know, that -- that was what I would have 24 considered a con. We -- we did not want board members 25 who were going to be overly partial to Sam.

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1 Again, you know, from my perspective, we had  
2 various trade-offs we had to weigh in this situation,  
3 and I knew that we weren't going to -- or that we were  
4 very unlikely to get a board composition that was  
5 perfectly acceptable to us according to our preferences  
6 for the board.

7 We had been trying for many, many, many months  
8 to do so as directors, to even get an additional number  
9 that we could all agree on, so --

10 Q. (By Mr. Savitt) So, ultimately, you approved  
11 Mr. Taylor, notwithstanding those concerns.

12 A. Yes.

13 Q. And you also approved Mr. Summers.

14 A. That's right.

15 Q. And they became the board.

16 A. And they became the board.

17 Q. And the determination to reinstate Altman was  
18 accompanied by an undertaking that would be an inquiry  
19 into the circumstances leading to his firing; is that  
20 correct?

21 A. That's right. Yes.

22 Q. And the Wilmer Hale firm conducted that  
23 inquiry.

24 A. That's right.

25 MR. HAWES: Objection.

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1 Q. (By Mr. Savitt) I just want to move on. I  
2 have a lot of things to ask you, and it's getting late.  
3 A. Yeah, that's okay. That's okay.  
4 Q. So I think I have the gist of your answer.  
5 Thank you.

6 You -- you met with the attorneys from Wilmer  
7 Hale who conducted the investigation.

8 A. I did.

9 Q. I'm not asking about the substance of it, but  
10 were you given the opportunity to tell them everything  
11 that you knew or that you thought that you had seen?

12 A. Yes.

13 Q. You -- you mentioned that as part of the  
14 board's lack of candor a statement by Altman regarding  
15 the review of GPT-4 Turbo by the DSB.

16 Do you recall that?

17 MR. HAWES: Objection. Form.

18 THE WITNESS: Sorry. Could you -- could you  
19 ask --

20 Q. (By Mr. Savitt) I'm asking about -- what's the  
21 DSB?

22 A. The deployment safety board, the joint board  
23 between Microsoft and OpenAI.

24 Q. Thank you.

25 And do you recall talking about the review of

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1 Q. (By Mr. Savitt) Do you have any reason to  
2 doubt the integrity or independence of the attorneys who  
3 conducted that inquiry?

4 MR. HAWES: Objection to form.

5 THE WITNESS: I don't -- I don't have specific  
6 reason to -- you know, let me say that the way they --  
7 the interview process was conducted, did give me, you  
8 know, concerns on -- it didn't happen in a way that I  
9 think was consistent with what we were hoping for when  
10 we agreed upon having an independent investigation. It  
11 was out of our control at that point, and OpenAI was the  
12 one then commissioning --

13 (Stenographer clarification.)

14 THE WITNESS: -- the -- it was like a special  
15 committee of the board of OpenAI that was commissioning  
16 that investigation.

17 What we were hopeful would happen with that  
18 investigation was that a report would be produced and  
19 that more information would be made public. And from  
20 what we learned about the process, the -- it doesn't  
21 seem that a report was, you know, produced, and the --  
22 the directors -- I have questions about --

23 MR. SAVITT: I'll withdraw the question.

24 THE WITNESS: Maybe we can -- yeah. Is that  
25 all right? Sorry.

1 GPT-4 Turbo by the DSB?

2 A. Yes. Well -- yes.

3 Q. And you -- do you recall attributing a lack of  
4 candor to a statement by Altman regarding the review of  
5 the GPT-4 Turbo by the DSB?

6 MR. HAWES: Objection to form.

7 THE WITNESS: The issue with the GPT-4 Turbo  
8 DSB review was that Sam had, you know, communicated  
9 with -- with the CTO, indicating that this particular  
10 product might not need to go through the DSB review.

11 So I'm just to clarify your question about lack  
12 of candor. This would have been -- I would have  
13 described it as, you know, him communicating with a  
14 couple of senior leaders in a way that seemed like he  
15 wasn't being truthful with them, and then the board was  
16 also unaware of that interaction and unaware that there  
17 was potentially an attempt to slide this model past DSB  
18 review.

19 Q. (By Mr. Savitt) And everything you know about  
20 that you learned from Mr. Sutskever through a few  
21 screenshots in his document; correct?

22 A. Yes.

23 MR. HAWES: Objection to form.

24 THE WITNESS: Yes.

25 Q. (By Mr. Savitt) And in inquiring about this,

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<p>1 the board didn't talk with Kwon or Altman about what had 2 happened; right?</p> <p>3 MR. HAWES: Objection to form.</p> <p>4 THE WITNESS: Correct.</p> <p>5 Q. (By Mr. Savitt) And the GPT-4 Turbo was not an 6 entirely new model, was it? It was just an extension of 7 GPT-4; right?</p> <p>8 MR. HAWES: Objection to form.</p> <p>9 Q. (By Mr. Savitt) Right?</p> <p>10 A. It was a -- yes, it was an extension of --</p> <p>11 Q. And GPT-4 --</p> <p>12 MR. HAWES: Counsel, let her finish her answer.</p> <p>13 THE WITNESS: Apologies.</p> <p>14 Q. (By Mr. Savitt) And GPT-4 did go through DSB 15 review, didn't it?</p> <p>16 A. You know, this was a different implementation 17 of GPT-4 and --</p> <p>18 Q. My question was whether GPT-4 had gone through 19 DSB review.</p> <p>20 A. GPT-4 did, although this GPT-4 Turbo was also 21 required to go through DSB review. And by this 22 conversation, I think Sam was trying to indicate that 23 maybe it didn't need to go through.</p> <p>24 Q. This conversation that was reported to you from 25 a few screenshots --</p>	<p>1 Do you know that GPT-4 Turbo was ultimately 2 approved by the DSB?</p> <p>3 A. That doesn't -- I'm sorry. (Unreportable cross-talk.) (Stenographer clarification.)</p> <p>5 Q. (By Mr. Savitt) Do you think the release of 7 GPT-4 Turbo was a mistake?</p> <p>8 A. That's not the issue at hand. It's not --</p> <p>9 Q. That was my question.</p> <p>10 A. I think I don't consider the release of GPT-4 11 Turbo unsafe.</p> <p>12 Q. Thank you.</p> <p>13 A. And I would like to elaborate that that wasn't 14 the question at hand. The question that we were 15 considering in that was, was the process sufficient to 16 make sure that we could be ensured that models then and 17 going forward into the future would be handled and put 18 through a process of safety review in a way that was 19 sufficient and -- and acceptable to the board and that 20 indicated that --</p> <p>21 Q. I understand.</p> <p>22 A. Yes.</p> <p>23 Q. I understand.</p> <p>24 Let me -- let's talk about another one, the 25 important aspects of your investigation. You mentioned</p>
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<p>1 A. That I saw screenshots --</p> <p>2 Q. -- from a document that Sutskever proposed to 3 you --</p> <p>4 MR. HAWES: Objection.</p> <p>5 Q. (By Mr. Savitt) -- without any of the context 6 and leaving out other parts of the conversations. 7 That's what you relied on; right?</p> <p>8 MR. HAWES: Objection to form.</p> <p>9 THE WITNESS: I know the parts of the 10 conversation that I saw, and also I had conversations, 11 you know --</p> <p>12 Q. (By Mr. Savitt) But you didn't talk with a lot 13 of other people, did you? You just relied on a couple 14 of screenshots; that's what you did.</p> <p>15 MS. PETTI: Objection. Objection.</p> <p>16 Q. (By Mr. Savitt) Did you know that GPT-4 Turbo 17 did go through the DSB review?</p> <p>18 MR. HAWES: Objection to form.</p> <p>19 THE WITNESS: It may have --</p> <p>20 Q. (By Mr. Savitt) Did you know it was ultimately 21 approved --</p> <p>22 MR. HAWES: Counsel --</p> <p>23 MS. PETTI: If you could let her finish.</p> <p>24 Q. (By Mr. Savitt) I'll withdraw the question and 25 ask you another one.</p>	<p>1 an issue regarding GPT-4 in India. 2 Do you recall that?</p> <p>3 A. I do. 4 Q. That involved a limited test of a product. 5 Do you remember that?</p> <p>6 A. Um-hum. 7 Q. And you know that it was not OpenAI who 8 released the product?</p> <p>9 MR. HAWES: Objection to form. (Unreportable cross-talk.) (Stenographer clarification.)</p> <p>11 MS. PETTI: Tasha, you can answer.</p> <p>12 THE WITNESS: I do, and I think that was a 13 particular, you know, point of concern; that the, you 14 know, purely commercial partner was able to release a -- 15 a limited version of the product to an unapproved 16 audience after the joint DSB, the joint deployment 17 safety board, had not determined that that was 18 appropriate to do, and we were not informed about it. 19 That was, yes, definitely concerning.</p> <p>21 Q. (By Mr. Savitt) And you didn't ask Mr. Altman 22 about it, did you?</p> <p>23 MR. HAWES: Objection.</p> <p>24 THE WITNESS: There was, you know, in the 25 course of that full-day board meeting that we were</p>

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1 A. Could you ask the question one more time, 2 please.	1 A. I'm -- I don't recall that. I'm not aware of 2 that.
3 Q. Sure.	3 Q. Do you know whether he continued to make those 4 payments through 2020?
4 In the days following Mr. Altman's firing, was 5 it your understanding that OpenAI had the final say on 6 any decisions about who would be added to the OpenAI 7 board?	5 A. I -- I do not. I do not know that.
8 A. Yes.	6 Q. You don't know?
9 MS. PATEL: Okay. Thank you.	7 A. I don't know.
10 I think I will pass the witness.	8 Q. Okay.
11 THE WITNESS: Thank you.	9 You testified earlier about various 10 incidents --
12 MR. HAWES: Mind going off the record briefly?	11 A. Yes.
13 THE VIDEOGRAPHER: We're off the record. The 14 time is 6:33 p.m.	12 Q. -- reported in the "Wall Street Journal" 13 article that we reviewed that caused you to doubt 14 Mr. Altman's truthfulness and candor to the board.
15 (Recess taken from 6:33 p.m. to 6:44 p.m.)	15 Do you remember that?
16 THE VIDEOGRAPHER: We're back on the record.	16 A. I do.
17 The time is 6:44 p.m.	17 Q. Was one of those incidents Mr. Altman's 18 foot-dragging over adding an AI safety expert to the 19 board?
18 EXAMINATION	20 A. That -- that was -- you know, I think the fact 21 that that process was unable to result in adding 22 independent members and an AI safety member to the 23 board, it exacerbated our concerns, yes.
19 BY MR. HAWES:	24 Q. And was another one of those incidents that -- 25 Mr. Altman's representation that the three enhancements
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1 A. Yeah. It was founded in 2015. Yeah, that's my 2 recollection.	1 to GPT-4 had all been approved by the safety board?
3 Q. You don't have any personal knowledge about the 4 extent of Mr. Musk's involvement at OpenAI during those 5 three years, do you?	2 A. Yes, that was a factor.
6 A. Not -- not much. I, you know, have bits of 7 information that I heard, but I wasn't there, so --	3 Q. Was another one of those incidents Mr. Altman's 4 failure to disclose that a GPT-4 test was released in 5 India without joint safety board review?
8 Q. You just testified that Mr. Musk made financial 9 contributions to OpenAI before you joined; is that 10 correct?	6 MR. SAVITT: Objection. 7 (Stenographer clarification.)
11 A. That was, yes, reported to me, yes.	8 Q. (By Mr. Hawes) I'm sorry. Could you answer 9 whether that was another incident.
12 Q. Are you aware Mr. Musk continued to pay rent 13 for OpenAI at the Pioneer building even after he left 14 OpenAI in 2018?	10 A. Yes.
15 MR. SAVITT: Objection.	11 Q. And was another incident whether -- excuse me.
16 THE WITNESS: I -- we shared an office space 17 with Neuralink, and I don't know if you're referring to 18 the fact that that company -- that company's rent was 19 being paid for. Could you specify. I'm sorry. I'm 20 just --	12 Strike that.
21 Q. (By Mr. Hawes) Just trying to understand your 22 knowledge.	13 Was another incident Mr. Altman's failure to 14 inform the board prior to ChatGPT's release?
23 Are you aware of whether Mr. Musk continued to 24 pay rent for OpenAI even after he left in November of 25 2018?	15 MR. SAVITT: Objection.
	16 THE WITNESS: Yes.
	17 Q. (By Mr. Hawes) And was another incident 18 Mr. Altman's misrepresentation about you allegedly 19 saying Ms. Toner should obviously leave the board?
	20 A. Yes.
	21 MR. SAVITT: Objection.
	22 Q. (By Mr. Hawes) And was another incident 23 Mr. Altman's misrepresentation that the legal department 24 told him GPT-4 Turbo did not need safety board review?
	25 MR. SAVITT: Objection.

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<p>1           THE WITNESS: Yes, that -- that we saw 2 screenshots to that effect.</p> <p>3           Q. (By Mr. Hawes) And did those six incidents 4 cause you concern about Mr. Altman's commitment to AI 5 safety?</p> <p>6           MR. SAVITT: Objection.</p> <p>7           THE WITNESS: It caused me concern about our -- 8 those and -- and I think a broader pattern that we were 9 observing, you know, through -- you know, this broad 10 pattern caused us concern that we would not 11 appropriately be able to oversee the -- the for-profit, 12 and that had, you know, implications for safety.</p> <p>13           Q. (By Mr. Hawes) Okay.</p> <p>14           A. I can't speak to his personal commitment to 15 safety. I don't know what he was thinking about that, 16 but it did -- it did definitely affect my -- my 17 impression of how capable we would be of upholding the 18 mission of the non-profit, yes.</p> <p>19           Q. Okay.</p> <p>20           So did Mr. Altman's handling of those six 21 incidents impair the board's ability to manage AI safety 22 risks?</p> <p>23           A. I do believe it impaired our -- our ability to 24 do so with respect to -- to OpenAI and OpenAI's 25 activity.</p>	<p>1           disintegrate; correct?</p> <p>2           A. Yes.</p> <p>3           Q. And you made the decision to reinstitute 4 Mr. Altman as CEO, believing it was in the best interest 5 of OpenAI and its mission; correct?</p> <p>6           A. I guess as compared to the alternative of the 7 company falling apart.</p> <p>8           Q. And that was the alternative that appeared to 9 be available; correct?</p> <p>10           MR. HAWES: Objection to form.</p> <p>11           THE WITNESS: That -- that it appeared 12 possible.</p> <p>13           Q. (By Mr. Savitt) Okay.</p> <p>14           Do you think Elon Musk would make a -- an 15 effective steward of an organization like OpenAI?</p> <p>16           MR. HAWES: Objection. Beyond the scope.</p> <p>17           THE WITNESS: Can you clarify more what you 18 mean about what -- what his role might be. Could you 19 clarify.</p> <p>20           Q. (By Mr. Savitt) Do you think -- do you think 21 he's someone that one could rely upon to seek to bring 22 about artificial intelligence for the benefit of 23 humanity?</p> <p>24           MR. HAWES: Objection. It's well beyond the 25 scope, as well as to form.</p>
<p style="text-align: center;">Page 291</p> <p>1           Q. And did those six incidents also cause you to 2 question whether Mr. Altman was prioritizing commercial 3 interests over AI's -- OpenAI's mission? Excuse me.</p> <p>4           MR. SAVITT: Objection.</p> <p>5           THE WITNESS: It did -- they did cause me to 6 question -- to question that.</p> <p>7           Q. (By Mr. Hawes) And did those six incidents 8 contribute to the view you expressed in your "Economist" 9 op-ed, that self-governance at OpenAI had not reliably 10 withstood the pressure of profit incentives?</p> <p>11           A. Those did, yes.</p> <p>12           MR. HAWES: Okay.</p> <p>13           Thank you very much.</p> <p>14           THE WITNESS: Thank you.</p> <p>15           MR. HAWES: We pass the witness.</p> <p>16           Do you want to go off the record?</p> <p>17           MR. SAVITT: No. This will be super quick.</p> <p>18           THE WITNESS: Okay.</p> <p>19                   EXAMINATION</p> <p>20    BY MR. SAVITT:</p> <p>21           Q. Notwithstanding those six incidents, 22 Ms. McCauley, you reached the conclusion that it was 23 better to reinstate Mr. Altman with the governance 24 revisions that your and your fellow directors 25 instituted, as compared to allowing OpenAI to</p>	<p style="text-align: center;">Page 293</p> <p>1           THE WITNESS: Do I proceed to answer?</p> <p>2           MS. PETTI: Yeah.</p> <p>3           THE WITNESS: Okay. Sorry.</p> <p>4           I don't -- I don't have very much personal 5 knowledge of -- of Mr. Musk, so I -- that's a difficult 6 thing for me to say. So much of that determination 7 would be based on me knowing -- well, I don't think I 8 have enough information to say.</p> <p>9           MR. SAVITT: Okay.</p> <p>10           I have nothing more for this witness.</p> <p>11           THE WITNESS: Thank you.</p> <p>12           MR. HAWES: Nothing from us either.</p> <p>13           MS. PATEL: Nothing further from us either.</p> <p>14           MR. KRY: Just before we go off the record, 15 there was -- we're going to designate under the 16 protective order -- 17                   (Stenographer clarification.)</p> <p>18           MR. KRY: -- the testimony with respect to 19 Shivon Zilis that came up.</p> <p>20           MS. PETTI: What is the standard 21 confidentiality --</p> <p>22           MR. SAVITT: Highly confidential -- 23                   (Unreportable cross-talk.)</p> <p>24                   (Stenographer clarification.)</p> <p>25           MR. SAVITT: We don't need this on the record.</p>