

# **EXHIBIT 58**

**In the Matter Of:**

*ELON MUSK vs*

*SAMUEL ALTMAN*

---

*TASHA MCCAULEY*

*September 30, 2025*

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

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

\*\* CONFIDENTIAL \*\*

VIDEOTAPED DEPOSITION OF TASHA McCAULEY

LOS ANGELES, CALIFORNIA

Tuesday, September 30, 2025

Stenographically Reported by:

HEATHER J. BAUTISTA, CSR, CRR, RPR, CLR  
Realtime Systems Administrator  
California CSR License #11600  
Oregon CSR License #21-0005  
Washington License #21009491  
Texas CSR License #10725

Page 2	Page 4
<p>1 UNITED STATES DISTRICT COURT</p> <p>2 NORTHERN DISTRICT OF CALIFORNIA</p> <p>3 OAKLAND DIVISION</p> <p>4</p> <p>5 IN RE MATTER OF: )</p> <p>6 )</p> <p>6 ELON MUSK, et al., )</p> <p>7 )</p> <p>7 Plaintiffs, )</p> <p>8 )</p> <p>8 vs. ) CASE NO.</p> <p>9 ) 4:24-CV-04722-YGR</p> <p>9 SAMUEL ALTMAN, et al., )</p> <p>10 )</p> <p>10 Defendants. )</p> <p>11 )</p> <p>12</p> <p>13</p> <p>14</p> <p>15 VIDEOTAPED DEPOSITION of TASHA McCAULEY, taken</p> <p>16 before Heather J. Bautista, CSR No. 11600, a Certified</p> <p>17 Shorthand Reporter for the state of California, with</p> <p>18 principal office in the county of Santa Clara,</p> <p>19 commencing on Tuesday, September 30, 2025, 9:17 a.m., at</p> <p>20 2121 Avenue of the Stars, Los Angeles, California 90067.</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 APPEARANCES OF COUNSEL (CONTINUED):</p> <p>2 MARC TOBEROFF, ESQ.</p> <p>(Remote) JENNIFER SCHUBERT, ESQ. - MoloLamken</p> <p>3 (Remote) SARA TOFIGHBAKSH, ESQ. - MoloLamken</p> <p>(Remote) ETHAN COHEN, ESQ. - Wachtell Lipton Rosen &amp;</p> <p>4 Katz</p> <p>(Remote) DANIEL CONTRERAS, ESQ. - Ellis George</p> <p>5 (Remote) CHRISTOPHER BERG, ESQ. - Ellis George</p> <p>6</p> <p>7 ALSO PRESENT: Kevin Crowly, Videographer</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
Page 3	Page 5
<p>1 APPEARANCES OF COUNSEL:</p> <p>2</p> <p>3 For Plaintiffs:</p> <p>4 MoloLamken</p> <p>5 BY: WALTER HAWES, ESQ.</p> <p>6 ROBERT KRY, ESQ.</p> <p>600 New Hampshire Avenue, N.W.</p> <p>7 Washington, D.C. 20037</p> <p>8 Phone: (202) 556-2013</p> <p>9 whawes@mololamken.com</p> <p>10 rkry@mololamken.com</p> <p>11</p> <p>12 For OpenAI Defendants:</p> <p>13 Wachtell Lipton Rosen &amp; Katz</p> <p>14 BY: WILLIAM SAVITT, ESQ.</p> <p>15 NATHANIEL CULLERTON, ESQ.</p> <p>16 ADAM TANNE, ESQ.</p> <p>17 51 West 52nd Street</p> <p>18 New York, New York 10019</p> <p>19 Phone: (212) 403-1000</p> <p>20 wdsavitt@wlrk.com</p> <p>21 ndcullerton@wlrk.com</p> <p>22 aptanne@wlrk.com</p> <p>23</p> <p>24 For Defendant Microsoft Corporation:</p> <p>25 Dechert LLP</p> <p>BY: NISHA PATEL, ESQ.</p> <p>633 W. 5th Street, Suite 4900</p> <p>Los Angeles, California 90071</p> <p>Phone: (213) 808-5735</p> <p>nisha.patelgupta@dechert.com</p> <p>For TASHA McCAULEY:</p> <p>Ellis George LLP</p> <p>BY: KATHERINE PETTI, ESQ.</p> <p>2121 Avenue of the Stars, 30th Floor</p> <p>Los Angeles, California 90067</p> <p>Phone: (310) 274-7100</p> <p>kpetti@ellisgeorge.com</p>	<p>1 INDEX OF EXAMINATION</p> <p>2 PAGE</p> <p>3 TASHA McCAULEY</p> <p>4 EXAMINATION BY MR. HAWES 10</p> <p>5 EXAMINATION BY MR. SAVITT 143</p> <p>6 EXAMINATION BY MS. PATEL 278</p> <p>7 EXAMINATION BY MR. HAWES 286</p> <p>8 EXAMINATION BY MR. SAVITT 291</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

Page 54

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.

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.

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.

18 Q. (By Mr. Hawes) Okay.

19 And when you say "corporate opportunity  
20 questions" as constituting a part of the concern, what  
21 do you mean by that?

22 A. Yeah. If -- 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

Page 55

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.

7 I think I prefer not to kind of speculate on  
8 what his specific concern was. This is approximately  
9 what I remember.

10 Q. Okay.

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?

16 MR. SAVITT: Objection. Calls for speculation.

17 Q. (By Mr. Hawes) You can answer.

18 A. I think that sounds -- I think that sounds  
19 approximately right.

20 Q. Did you share Mr. D'Angelo's concerns?

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.

25 Q. To your knowledge -- to your knowledge, did the

Page 56

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?

5 A. I -- I remember discussion of that concern. I  
6 do not recall specific -- specifically whether or not  
7 that happened.

8 Q. For all of these concerns that you've  
9 referenced, who, besides Mr. D'Angelo, did you discuss  
10 them with?

11 MR. SAVITT: Objection.

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.

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.

19 A. Yeah.

20 Apologies. I may need to just ask a quick  
21 question here. I apologize.

22 Q. That's perfectly okay.

23 MS. PETTI: Yeah.

24 MR. HAWES: Let's go off the record.

25 THE WITNESS: We're off the record. The time

Page 57

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.

5 Q. (By Mr. Hawes) All right.

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.

11 A. Yes.

12 Q. Can you answer that question to the best of  
13 your knowledge --

14 A. Yes.

15 Q. -- again, with that understanding?

16 A. Absolutely.

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.

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,

Page 58

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.

Page 59

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" --

Page 60

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.

Page 61

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.

<p style="text-align: right;">Page 62</p> <p>1 And for the record, Exhibit 2 is Bates stamped</p> <p>2 OPENAI_MUSK27400.</p> <p>3 Q. (By Mr. Hawes) Ms. McCauley, I'll now show you</p> <p>4 another document. This is going to be marked as Exhibit</p> <p>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</p> <p>9 2024MUSK-11437.</p> <p>10 This is a March 28th, 2025, "Wall Street</p> <p>11 Journal" article titled "The Secrets and Misdirection</p> <p>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.</p> <p>16 I don't know that I read it in depth, but I do recognize</p> <p>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</p> <p>23 interviews with dozens of people who lived through one</p> <p>24 of the" --</p> <p>25 (Stenographer clarification.)</p>	<p style="text-align: right;">Page 64</p> <p>1 non-profit board's duty was to humanity, and part of the</p> <p>2 way that we exercised our -- our mandate was to, you</p> <p>3 know, ensure -- ensure our ability to -- like I said</p> <p>4 before, oversee the non-profit and also to, you know,</p> <p>5 support the non-profit in carrying out the -- the</p> <p>6 objectives it was trying to achieve in the cases that --</p> <p>7 that they were supportive of the mission.</p> <p>8 And so a side effect of that was that this</p> <p>9 could be very good for investors, but our primary</p> <p>10 objective wasn't to protect the interest of the</p> <p>11 investors, so -- yeah.</p> <p>12 Q. Okay.</p> <p>13 And the next paragraph, the one that's only one</p> <p>14 sentence, it says, "Behind the scenes, the board was</p> <p>15 finding, to its growing frustration, that Altman really</p> <p>16 called the shots. For the past year, the board had been</p> <p>17 deadlocked over which AI safety expert to add to its</p> <p>18 ranks. The board interviewed Ajeya Cotra, an AI safety</p> <p>19 expert, at the EA Charity Open Philanthropy" --</p> <p>20 A. Yes.</p> <p>21 Q. -- "but the process stalled largely due to</p> <p>22 foot-dragging by Altman and his co-founder, Greg</p> <p>23 Brockman, who was also on the board. Altman countered</p> <p>24 with his own suggestions."</p> <p>25 Do you see that?</p>
<p style="text-align: right;">Page 63</p> <p>1 Q. (By Mr. Hawes) "One of the wildest business</p> <p>2 stories of all time. The sudden firing of the CEO of</p> <p>3 the hottest tech company on the planet and his</p> <p>4 reinstatement days later.</p> <p>5 "At the center was a mercurial leader who kept</p> <p>6 everyone around him inspired by his technological</p> <p>7 vision, but also, at times, confused and unsettled by</p> <p>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</p> <p>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</p> <p>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</p> <p>18 start, OpenAI was set up to be a different kind of tech</p> <p>19 company, one governed by a non-profit board with a duty</p> <p>20 not to shareholders but to humanity."</p> <p>21 Does that sentence, Ms. McCauley, accurately</p> <p>22 reflect your understanding that the OpenAI board had a</p> <p>23 duty to -- to humanity rather than to shareholders?</p> <p>24 A. Yes, that the non-profit board did, yes. I --</p> <p>25 I mean, to give a little more clarity there, the -- the</p>	<p style="text-align: right;">Page 65</p> <p>1 A. I do.</p> <p>2 Q. Is that description accurate, to the best of</p> <p>3 your knowledge?</p> <p>4 A. Yes. I -- I think that's -- I think I would</p> <p>5 consider that accurate. We interviewed a good number of</p> <p>6 people. Ajeya was one of -- one of -- one of a number</p> <p>7 of board members -- potential board members that we</p> <p>8 interviewed for that position, and we had been running</p> <p>9 that process for quite a long time trying to expand the</p> <p>10 board toward, you know, including an -- an AI -- like, a</p> <p>11 safety-oriented board member and, in particular, trying</p> <p>12 to expand the board towards what we considered a good</p> <p>13 degree of independence.</p> <p>14 Q. Is it -- is it accurate -- you testified that</p> <p>15 had been -- that process had been going on for quite a</p> <p>16 long time. Is it accurate that the board had been</p> <p>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</p> <p>21 on a couple of them and, you know, there were pros and</p> <p>22 cons to each. I believe I -- I was receptive to parts</p> <p>23 of the -- you know -- sorry.</p> <p>24 There was a lot to this discussion, and it went</p> <p>25 for months, so I'm trying to simplify it as much as</p>

Page 66

1 possible.

2 I was on -- I was interested in bringing on a

3 board member that had, yes, you know, an eye to -- to AI

4 safety in particular. I think the independent board

5 members and I were -- were particularly interested in

6 taking steps to increase independence on the board,

7 ideally with a board member who also had an eye to AI

8 safety, so we considered a fairly large number of -- of

9 candidates; and, you know, I think we had some good

10 options among those.

11 Q. Did Mr. Altman oppose the board members that

12 you were in favor of that were focused on AI safety?

13 A. Let me think about how to answer this most

14 correctly.

15 So I think one -- one thing that we found

16 challenging was that it was often difficult to tell --

17 and I think this is a challenge that I've heard

18 reflected from -- from other people in the company as

19 well. It was a challenge to know what Sam actually

20 thought about things. So even in times where he would

21 express, you know, a positive inclination towards

22 something, I wasn't sure if that was a true positive

23 inclination and then, you know, we would get, you know,

24 sort of negative response from maybe other members of

25 the board. It was -- I think a concern for us was that

Page 67

1 it was difficult to tell, you know, how each person

2 actually felt.

3 So I think there were some cases where --

4 maybe -- maybe Ajeya Cotra is a good example where I

5 think even Sam, at one point, was positively inclined

6 towards Ajeya. I don't know if he actually had the

7 intention that he wanted her on the board, but was

8 expressing positive inclination there.

9 So I think what was challenging about the

10 situation was despite an immense amount of discussion

11 and months and months and months going by, we could

12 never actually get to a place where the board could

13 agree on bringing on an AI safety person.

14 And, by the way, I think this comes on the

15 heels of Sam had made a -- by the best of my

16 recollection, I remember an employee telling me that Sam

17 had made an announcement at an all-hands meeting of the

18 company that he wanted an AI safety-oriented board

19 member, and I remember getting positive feedback from

20 the employee I spoke to about that statement.

21 And there was clear understanding on the board

22 that that's something we wanted, so we -- as part of the

23 process that I was spearheading on the governance

24 committee, we ran a very comprehensive process to

25 consider new board members; and each of the

Page 68

1 safety-oriented board members we brought, we were just

2 unable to make, you know, progress with. I mean, it

3 was -- it was not seeming like we were going to, you

4 know, find one that was suitable.

5 Q. Was it your understanding that notwithstanding

6 the statements he would make, Mr. Altman, in truth,

7 opposed the AI safety candidates?

8 MR. SAVITT: Objection.

9 THE WITNESS: You know, I -- I think -- I think

10 a concern that I had was that -- and I think a concern

11 that was spoken amongst, you know, the independent board

12 members at the time was that we were worried that Sam

13 didn't want to lose control of the board.

14 So I think -- I don't know about whether it was

15 specifically about an AI safety board member or not. I

16 think it was more a question of whoever we brought on,

17 whether they were going to be favorable to, kind of,

18 Sam's wishes or -- or not.

19 Q. (By Mr. Hawes) Okay.

20 And so was it your understanding that

21 Mr. Altman was the reason the board was unable to make

22 progress?

23 A. I think in -- I think, you know, he was a piece

24 of the reason, you know, each of these -- each of these

25 candidates was found not suitable. I mean, he did go as

Page 69

1 far as to make suggestions about different -- by the

2 best of my recollection again, about different

3 candidates, you know, that might be already employees of

4 OpenAI and that kind of thing.

5 For -- for the AI safety-oriented board member,

6 that wasn't suitable to us, because, again, part of our

7 objective was to increase the independence on the board.

8 We were concerned about the fact we had three employee

9 board members, you know, even though, technically, Sam

10 didn't have meaningful equity, but, I mean, you know, we

11 wanted -- and I think he was technically counted as an

12 independent member, but we were trying to increase the

13 true independence of the board.

14 Q. Outside of the OpenAI employees, were there

15 other suggestions from Mr. Altman?

16 A. Yes. Yes. I don't remember a comprehensive

17 list, but he definitely made numerous suggestions, and I

18 think the suggestions from -- from my perspective, and

19 I -- and according to the discussions I had with other

20 independent board members, our concern was that these

21 would tend to be people who would be favorable to him.

22 Q. Was Mr. Altman's handling of this situation one

23 of the factors you considered in dismissing him?

24 A. Yes. I would say we were -- we were --

25 speaking for myself, I was concerned, very concerned,



Page 70

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

Page 71

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

Page 72

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?

Page 73

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

Page 74

1 place.

2 Q. And I think you mentioned this incident

3 previously.

4 A. Yes.

5 Q. Were you there personally when those assurances

6 were made?

7 A. Yes.

8 Q. And then at some point, did you become aware

9 that only one of the three enhancements had actually

10 been --

11 A. Yes.

12 Q. -- approved?

13 A. I believe -- yes -- yes, I did become aware.

14 Q. Do you remember how you became aware?

15 A. Yeah. I was just trying to think. I believe

16 there was, not too long after the board meeting, another

17 board member surfaced that concern via e-mail, if I

18 recall correctly.

19 Q. Okay.

20 And you -- you touched on this, but as an

21 OpenAI board member, was it important to you that

22 enhancements to OpenAI's products be approved by the

23 joint safety board?

24 A. Yes.

25 Q. Why was that important?

Page 75

1 A. As I said -- I mean, I think the -- in general,

2 this is because there are unintended consequences that

3 can come from very complex AI systems that, you know,

4 can have damaging effects on society, potentially, so

5 having a process in place to prevent those is -- is

6 critical.

7 I would say, in the case of these earlier

8 products, I don't think we were -- you know, I don't

9 think we thought that these particular products were

10 going to have specific negative effects; it was that we

11 needed assurance in these early days that the processes

12 we were putting in place were functional.

13 So the evidence we were getting that these

14 processes were not functional was very concerning to us.

15 And even if the processes themselves were running

16 properly, the fact that we weren't being informed about

17 the results of them, you know, made them -- made them

18 dysfunctional. So -- yeah.

19 Q. Was this situation one of the factors that you

20 considered in dismissing Altman?

21 A. Yes.

22 Q. If you flip to the next page. In the first

23 paragraph, the article states, "Around the same time,

24 Microsoft launched a test of the still unreleased GPT-4

25 in India, the first instance of the revolutionary code

Page 76

1 being released in the wild."

2 A. So sorry. I'm actually -- tell me where you

3 are, which paragraph.

4 Q. I think if you flip back one page.

5 A. Oh. I'm sorry.

6 Q. The top part.

7 A. Yeah. Okay.

8 Q. "Around the same time, Microsoft launched a

9 test of the still unreleased GPT-4 in India" --

10 A. Um-hum.

11 Q. -- "the first instance of the revolutionary

12 code being released in the wild" --

13 A. Um-hum.

14 Q. -- "without approval from the joint safety

15 board, and nobody had bothered to inform OpenAI's board

16 that the safety approval had been skipped."

17 A. Yes.

18 Q. "The Independent board members found out when

19 one of them was stopped by an OpenAI employee in the

20 hallway on the way out of a six-hour board meeting;

21 never once in that meeting had Altman or Brockman

22 mentioned the breach."

23 Is that description accurate, to the best of

24 your knowledge?

25 A. Yes.

Page 77

1 Q. Is that one of the incidents you described

2 previously in your testimony?

3 A. Yes.

4 Q. Around what time did that incident occur?

5 A. What time of day? I'm sorry. What time --

6 sorry.

7 Q. Around what date?

8 A. Apologies.

9 This would have been in the -- in December --

10 early December of 2022 after this day-long board

11 meeting, yes.

12 Q. And what -- strike that.

13 Were you the independent board member who was

14 stopped by an OpenAI employee in the hallway?

15 A. Yes.

16 Q. So is that how you found out that the code had

17 been released?

18 A. That's how I found out, yeah, walking --

19 leaving the board meeting, I found out, you know, in

20 a -- you know, in what I consider a pretty happenstance

21 way; I ran into an employee in the hallway and had a

22 discussion, and it was mentioned.

23 Q. Did they mention that it had specifically been

24 released without approval from the joint safety board?

25 A. I -- that was at least the implication --

<p style="text-align: right;">Page 78</p> <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 style="text-align: right;">Page 80</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>
<p style="text-align: right;">Page 79</p> <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 style="text-align: right;">Page 81</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>

<p style="text-align: right;">Page 82</p> <p>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</p>	<p style="text-align: right;">Page 84</p> <p>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 --</p>
<p style="text-align: right;">Page 83</p> <p>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?</p>	<p style="text-align: right;">Page 85</p> <p>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</p>

Page 126

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.

Page 127

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.

Page 128

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

Page 129

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

Page 130

1 extreme pressure from investors, for example.  
2 But the piece that would make that work  
3 correctly was really, you know, the leadership and the  
4 leadership's willingness to allow the board the proper  
5 oversight, allow the board to make decisions that were  
6 informed. And because we didn't have that piece, we  
7 were not able to really make that innovative structure  
8 work at OpenAI.  
9 That's not to say that it's impossible for a  
10 self-governance structure to work. What we were saying  
11 here is, it can't reliably -- this can't be the primary  
12 mechanism by which AI governance happens.  
13 (Stenographer clarification.)  
14 THE WITNESS: Basically, that we need good  
15 regulatory frameworks to support the responsible  
16 development of AI, because if we're relying on private  
17 companies to consider the interests of the public, they  
18 can't be ultimately responsible for doing that because  
19 of the potential for these internal misalignments that  
20 come from -- the situation I've described, that come  
21 from interests that are at odds with one another.  
22 And it all comes down to kind of one CEO making  
23 those decisions, and we have the public good at stake.  
24 That's very sub-optimal, so -- so that's what this was  
25 saying.

Page 131

1 Q. (By Mr. Hawes) This mentioned profit  
2 incentives. What profit incentives was OpenAI  
3 experiencing?  
4 A. Well --  
5 (Stenographer requested to go off the record to  
6 address an equipment issue.)  
7 THE VIDEOGRAPHER: We're off the record. The  
8 time is 1:34 p.m.  
9 (Recess taken from 1:34 p.m. to 1:38 p.m.)  
10 THE VIDEOGRAPHER: We're back on the record.  
11 The time is 1:38 p.m.  
12 Q. (By Mr. Hawes) Ms. McCauley, we were just  
13 discussing the profit incentives that are mentioned in  
14 this article, Exhibit 9.  
15 A. Yes.  
16 Q. In your time on the board, what profit  
17 incentives did OpenAI experience?  
18 A. Well, the company was developing -- you know,  
19 was commercializing a number of products in the time  
20 that I was there, so it stood to make money on those  
21 products, and those are the profit incentives I'm  
22 talking about.  
23 I'm also talking about profit incentives for --  
24 for investors who had invested in the company -- well,  
25 let me just make sure I see the wording exactly.

Page 132

1 Q. In the middle of that first paragraph, it  
2 says --  
3 A. Yeah.  
4 Q. -- "Self-governance cannot reliably withstand  
5 the pressure of profit incentives."  
6 A. Yeah, exactly. So, you know, there were many  
7 players who stood to get a return from the company, and  
8 those -- those stakeholders would have -- you know,  
9 there was potential for those -- those -- those  
10 stakeholders to apply pressure.  
11 Q. Was OpenAI able to withstand those profit  
12 incentives effectively?  
13 MR. SAVITT: Objection.  
14 THE WITNESS: In my experience -- I mean, this  
15 is at the heart of the issue we're talking about. In my  
16 experience, we were concerned that, you know, decisions  
17 were being made that we didn't see as prioritizing the  
18 mission that the company was oriented around. And in  
19 our experience, that seemed to have potentially been  
20 motivated by profit interests.  
21 Q. (By Mr. Hawes) Later on the page in the second  
22 full paragraph --  
23 A. Yes.  
24 Q. -- it says, "If any company could have  
25 successfully governed itself while safely and ethically

Page 133

1 developing advanced AI systems, it would have been  
2 OpenAI. The organization was originally established as  
3 a non-profit with a laudable mission to assure that AGI,  
4 or artificial general intelligence, AI systems that are  
5 generally smarter than humans, would benefit all of  
6 humanity. Later, a for-profit subsidiary was created to  
7 raise the necessary capital, but the non-profit stayed  
8 in charge. The stated purpose of this unusual structure  
9 was to protect the company's ability to stick to its  
10 original mission, and the board's mandate was to uphold  
11 that mission."  
12 A. Yes.  
13 Q. "It was unprecedented, but it seemed worth  
14 trying. Unfortunately, it didn't work."  
15 What did not work about the for-profit  
16 subsidiary structure?  
17 A. I think what I described before about -- I do  
18 think the -- the reason I say that we went in cautiously  
19 optimistic about the structure itself -- I mean, the  
20 structure was being conceived of when I joined the  
21 company. As I said, I joined when it was still a  
22 non-profit, so I was there -- came in kind of like right  
23 before it -- it transitioned.  
24 And I think, structurally, we were optimistic.  
25 I was optimistic upon coming in and Helen, as she said



Page 134

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.  
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."  
17 A. Um-hum.  
18 Q. Do you think that the for-profit subsidiary had  
19 an alternative purpose that was different from that  
20 stated purpose?  
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.  
25 Apologies. Ask the last part of your question

Page 135

1 again, please.  
2 Q. Do you think that the for-profit subsidiary had  
3 an alternative purpose that was different from that  
4 stated purpose?  
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.  
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.  
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.  
22 Q. And in your opinion, did OpenAI fail to stick  
23 to its original mission?  
24 MR. SAVITT: Objection.  
25 THE WITNESS: I -- I think, in my opinion, I

Page 136

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."

Page 137

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

Page 138

1 group, had become aware of in our time on the board, and  
2 those many experiences informed our decision.  
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" --  
6 A. Yes.  
7 Q. -- "saying they believed that Mr. Altman  
8 cultivated a toxic culture of lying" --  
9 A. Um-hum.  
10 Q. -- "and engaged in behavior that can be  
11 characterized as psychological abuse."  
12 A. Yes.  
13 Q. Is that accurate, to the best of your  
14 knowledge?  
15 A. Yes.  
16 Q. Which senior leaders are you referring to?  
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.  
24 Oh. And the next one here, sorry, behavior --  
25 she -- she also commented on abuse from Sam, although I

Page 139

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.  
6 Q. If you look down at the second full paragraph  
7 of that page --  
8 A. Yes.  
9 Q. -- and in the last sentence of that  
10 paragraph --  
11 A. Yes.  
12 Q. -- do you see where it says, "We also feel that  
13 developments since he returned to the company" --  
14 A. Yeah.  
15 Q. -- "including his reinstatement to the board  
16 and the departure of" --  
17 (Stenographer clarification.)  
18 Q. (By Mr. Hawes) -- "senior safety-focused  
19 talent board bode ill for the OpenAI experiment in  
20 self-governance."  
21 Why did you feel Mr. Altman's return to the  
22 board boded ill for the OpenAI experiments in  
23 self-governance?  
24 A. A big piece of what we were struggling with, I  
25 think, when we were on the board, was -- was Sam's --

Page 140

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 initials 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.  
13 Q. And when you mention the departure of senior  
14 safety-focused talent --  
15 A. Yes.  
16 Q. -- who were you referring to?  
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

Page 141

1 had.  
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.  
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" --  
13 A. Yes.  
14 Q. -- "without external oversight, this kind of  
15 self-regulation will end up unenforceable, especially  
16 under the pressure of immense profit incentives."  
17 A. Yes.  
18 Q. Do you see that?  
19 A. Yes, I do.  
20 Q. In your view, was OpenAI facing immense profit  
21 incentives?  
22 A. Yes. I think OpenAI had the potential to be  
23 extremely profitable in the longer term.  
24 Q. And do you think those profit incentives risk  
25 compromising OpenAI's ability to carry out its mission



Page 142

1 of developing safe AI?

2 A. I do --

3 MR. SAVITT: Objection. Form. Knowledge.

4 Speculation.

5 THE WITNESS: I think that -- I think that

6 those profit incentives make it necessary that there

7 is -- there are checks and balances on how the decisions

8 are being made. If -- if, you know, the company is

9 going to talk about itself as a mission-oriented company

10 with an independent board over it, if it's presenting

11 itself that way, then -- then, absolutely, it needs to

12 be able to show that it can actually provide the

13 structure needed to -- to work against the profit

14 incentives.

15 You know, if it were a purely for-profit

16 company, you know, it's kind of a different question.

17 The mandate we had was this particular structure made it

18 so that we needed to be able to make informed decisions,

19 and we didn't feel we could.

20 MR. HAWES: Okay. Thank you very much.

21 We will reserve the remainder of our time and

22 pass the witness.

23 THE WITNESS: Thanks.

24 MR. HAWES: And if we all agree, should we take

25 a break and go off record for lunch?

Page 143

1 THE VIDEOGRAPHER: All right.

2 We're off the record. The time is 1:53 p.m.

3 (Lunch recess from 1:53 p.m. to 2:46 p.m.)

4 THE VIDEOGRAPHER: We're back on the record.

5 The time is 2:46 p.m.

6 MR. SAVITT: Thank you.

7 EXAMINATION

8 BY MR. SAVITT:

9 Q. Good afternoon, Ms. McCauley. My name is

10 William Savitt. I represent the OpenAI defendants.

11 Appreciate you being available.

12 A. Thank you.

13 Q. Could you summarize for the record your

14 educational history since high school.

15 A. Sure. Since high school, I went to Bard

16 College for my undergraduate, and I got an MBA from USC

17 for graduate school. Those are my degrees.

18 Q. What was your major at Bard?

19 A. I studied both Latin American political science

20 and sort of foreign languages, yeah.

21 Q. And since -- did you go to USC for the MBA

22 immediately following completion --

23 A. No, no.

24 Q. -- of your degree at Bard?

25 A. No. Let's see. I graduated from USC in 2014,

Page 144

1 so about ten years later -- I finished ten years later.

2 Q. Thank you.

3 So summarize for me as well, please, your work

4 history since -- since college.

5 A. Sure. I've had jobs in a number of different

6 areas. Let's see. I was working for a period of time

7 following college in alternative energy and specifically

8 around --

9 (Stenographer clarification.)

10 THE WITNESS: I was working -- I was working

11 for an organization that worked on alternative energy,

12 and I had a period of time thereafter where I was

13 working in real estate.

14 I, in my mid 20s, became interested in

15 robotics. I started focusing on -- on robotics and went

16 to a program focused kind of on robotics and AI and --

17 it wasn't a -- this was -- this was sort of, like, a

18 summer graduate program for the study of exponential

19 technologies, robotics and AI. That kind of furthered

20 my interest in robotics. I went and did some

21 post-baccalaureate coursework around that but didn't

22 pursue a degree in it.

23 Then started with some colleagues who I met

24 through that program -- well, I actually -- sorry. I

25 was a student there and then came back. This was at

Page 145

1 Singularity University at NASA Ames, NASA Research Park,

2 in -- in Northern California, and I came back there as a

3 teaching fellow for a subsequent program and sort of ran

4 a lab there.

5 And through some of the people that I met

6 there, we started a small robotics company doing kind of

7 consumer robots, telepresence robots, and I -- I think,

8 in the interim, also had a position, like, a -- at kind

9 of an engineering company called Applied Minds, but I

10 was fairly short term. It was just an internship.

11 Then I was with that robotics company for --

12 for a number of years.

13 And, let's see, I went back to do my MBA --

14 let's see. So the robotics company was -- started in

15 2011, and then in -- I started my MBA in 2013, completed

16 that in 2014.

17 I took a period of time off after I had my

18 first baby -- I was leaving the robotics company at that

19 time, had a baby in 2015, and took a period of time off

20 after that.

21 And then I was -- then I was on the board of

22 another company called GeoSim that I had been an

23 investor in, and then I eventually became -- took a role

24 there and eventually became CEO of that company and did

25 that for a period of time.

Page 254

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;

Page 255

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

Page 256

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.)

Page 257

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.

Page 258

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.

Page 259

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.

Page 260

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

Page 261

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,

Page 262

1 the board didn't talk with Kwon or Altman about what had  
2 happened; right?

3 MR. HAWES: Objection to form.

4 THE WITNESS: Correct.

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?

8 MR. HAWES: Objection to form.

9 Q. (By Mr. Savitt) Right?

10 A. It was a -- yes, it was an extension of --

11 Q. And GPT-4 --

12 MR. HAWES: Counsel, let her finish her answer.

13 THE WITNESS: Apologies.

14 Q. (By Mr. Savitt) And GPT-4 did go through DSB  
15 review, didn't it?

16 A. You know, this was a different implementation  
17 of GPT-4 and --

18 Q. My question was whether GPT-4 had gone through  
19 DSB review.

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.

24 Q. This conversation that was reported to you from  
25 a few screenshots --

Page 263

1 A. That I saw screenshots --

2 Q. -- from a document that Sutskever proposed to  
3 you --

4 MR. HAWES: Objection.

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?

8 MR. HAWES: Objection to form.

9 THE WITNESS: I know the parts of the  
10 conversation that I saw, and also I had conversations,  
11 you know --

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.

15 MS. PETTI: Objection. Objection.

16 Q. (By Mr. Savitt) Did you know that GPT-4 Turbo  
17 did go through the DSB review?

18 MR. HAWES: Objection to form.

19 THE WITNESS: It may have --

20 Q. (By Mr. Savitt) Did you know it was ultimately  
21 approved --

22 MR. HAWES: Counsel --

23 MS. PETTI: If you could let her finish.

24 Q. (By Mr. Savitt) I'll withdraw the question and  
25 ask you another one.

Page 264

1 Do you know that GPT-4 Turbo was ultimately  
2 approved by the DSB?

3 A. That doesn't -- I'm sorry.  
4 (Unreportable cross-talk.)  
5 (Stenographer clarification.)

6 Q. (By Mr. Savitt) Do you think the release of  
7 GPT-4 Turbo was a mistake?

8 A. That's not the issue at hand. It's not --

9 Q. That was my question.

10 A. I think I don't consider the release of GPT-4  
11 Turbo unsafe.

12 Q. Thank you.

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 --

21 Q. I understand.

22 A. Yes.

23 Q. I understand.

24 Let me -- let's talk about another one, the  
25 important aspects of your investigation. You mentioned

Page 265

1 an issue regarding GPT-4 in India.

2 Do you recall that?

3 A. I do.

4 Q. That involved a limited test of a product.  
5 Do you remember that?

6 A. Um-hum.

7 Q. And you know that it was not OpenAI who  
8 released the product?

9 MR. HAWES: Objection to form.  
10 (Unreportable cross-talk.)  
11 (Stenographer clarification.)

12 MS. PETTI: Tasha, you can answer.

13 THE WITNESS: I do, and I think that was a  
14 particular, you know, point of concern; that the, you  
15 know, purely commercial partner was able to release a --  
16 a limited version of the product to an unapproved  
17 audience after the joint DSB, the joint deployment  
18 safety board, had not determined that that was  
19 appropriate to do, and we were not informed about it.  
20 That was, yes, definitely concerning.

21 Q. (By Mr. Savitt) And you didn't ask Mr. Altman  
22 about it, did you?

23 MR. HAWES: Objection.

24 THE WITNESS: There was, you know, in the  
25 course of that full-day board meeting that we were

Page 286

1 A. Could you ask the question one more time,  
2 please.  
3 Q. Sure.  
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?  
8 A. Yes.  
9 MS. PATEL: Okay. Thank you.  
10 I think I will pass the witness.  
11 THE WITNESS: Thank you.  
12 MR. HAWES: Mind going off the record briefly?  
13 THE VIDEOGRAPHER: We're off the record. The  
14 time is 6:33 p.m.  
15 (Recess taken from 6:33 p.m. to 6:44 p.m.)  
16 THE VIDEOGRAPHER: We're back on the record.  
17 The time is 6:44 p.m.

EXAMINATION

18 BY MR. HAWES:  
19 Q. Ms. McCauley, what month and year did you join  
20 OpenAI?  
21 A. November of 2018.  
22 Q. And at that point, OpenAI had already been in  
23 existence for approximately three years; is that  
24 correct?  
25

Page 287

1 A. Yeah. It was founded in 2015. Yeah, that's my  
2 recollection.  
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?  
6 A. Not -- not much. I, you know, have bits of  
7 information that I heard, but I wasn't there, so --  
8 Q. You just testified that Mr. Musk made financial  
9 contributions to OpenAI before you joined; is that  
10 correct?  
11 A. That was, yes, reported to me, yes.  
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?  
15 MR. SAVITT: Objection.  
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 --  
21 Q. (By Mr. Hawes) Just trying to understand your  
22 knowledge.  
23 Are you aware of whether Mr. Musk continued to  
24 pay rent for OpenAI even after he left in November of  
25 2018?

Page 288

1 A. I'm -- I don't recall that. I'm not aware of  
2 that.  
3 Q. Do you know whether he continued to make those  
4 payments through 2020?  
5 A. I -- I do not. I do not know that.  
6 Q. You don't know?  
7 A. I don't know.  
8 Q. Okay.  
9 You testified earlier about various  
10 incidents --  
11 A. Yes.  
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 Do you remember that?  
16 A. I do.  
17 Q. Was one of those incidents Mr. Altman's  
18 foot-dragging over adding an AI safety expert to the  
19 board?  
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.  
24 Q. And was another one of those incidents that --  
25 Mr. Altman's representation that the three enhancements

Page 289

1 to GPT-4 had all been approved by the safety board?  
2 A. Yes, that was a factor.  
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?  
6 MR. SAVITT: Objection.  
7 (Stenographer clarification.)  
8 Q. (By Mr. Hawes) I'm sorry. Could you answer  
9 whether that was another incident.  
10 A. Yes.  
11 Q. And was another incident whether -- excuse me.  
12 Strike that.  
13 Was another incident Mr. Altman's failure to  
14 inform the board prior to ChatGPT's release?  
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.

Page 290

1 THE WITNESS: Yes, that -- that we saw  
2 screenshots to that effect.  
3 Q. (By Mr. Hawes) And did those six incidents  
4 cause you concern about Mr. Altman's commitment to AI  
5 safety?  
6 MR. SAVITT: Objection.  
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.  
13 Q. (By Mr. Hawes) Okay.  
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.  
19 Q. Okay.  
20 So did Mr. Altman's handling of those six  
21 incidents impair the board's ability to manage AI safety  
22 risks?  
23 A. I do believe it impaired our -- our ability to  
24 do so with respect to -- to OpenAI and OpenAI's  
25 activity.

Page 291

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.  
4 MR. SAVITT: Objection.  
5 THE WITNESS: It did -- they did cause me to  
6 question -- to question that.  
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?  
11 A. Those did, yes.  
12 MR. HAWES: Okay.  
13 Thank you very much.  
14 THE WITNESS: Thank you.  
15 MR. HAWES: We pass the witness.  
16 Do you want to go off the record?  
17 MR. SAVITT: No. This will be super quick.  
18 THE WITNESS: Okay.  
19 EXAMINATION  
20 BY MR. SAVITT:  
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

Page 292

1 disintegrate; correct?  
2 A. Yes.  
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?  
6 A. I guess as compared to the alternative of the  
7 company falling apart.  
8 Q. And that was the alternative that appeared to  
9 be available; correct?  
10 MR. HAWES: Objection to form.  
11 THE WITNESS: That -- that it appeared  
12 possible.  
13 Q. (By Mr. Savitt) Okay.  
14 Do you think Elon Musk would make a -- an  
15 effective steward of an organization like OpenAI?  
16 MR. HAWES: Objection. Beyond the scope.  
17 THE WITNESS: Can you clarify more what you  
18 mean about what -- what his role might be. Could you  
19 clarify.  
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?  
24 MR. HAWES: Objection. It's well beyond the  
25 scope, as well as to form.

Page 293

1 THE WITNESS: Do I proceed to answer?  
2 MS. PETTI: Yeah.  
3 THE WITNESS: Okay. Sorry.  
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.  
9 MR. SAVITT: Okay.  
10 I have nothing more for this witness.  
11 THE WITNESS: Thank you.  
12 MR. HAWES: Nothing from us either.  
13 MS. PATEL: Nothing further from us either.  
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.)  
18 MR. KRY: -- the testimony with respect to  
19 Shivon Zilis that came up.  
20 MS. PETTI: What is the standard  
21 confidentiality --  
22 MR. SAVITT: Highly confidential --  
23 (Unreportable cross-talk.)  
24 (Stenographer clarification.)  
25 MR. SAVITT: We don't need this on the record.