

It’s All About the People: Building High-Trust Legal Teams with Rich Baer of SiriusXM

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Rich Baer
EVP and General Counsel
SiriusXM

For more than four decades, Rich Baer has taken on some of the toughest and most varied challenges in corporate America. He has led Legal at Qwest Communications, UnitedHealth Group, Liberty Media, Airbnb, and now SiriusXM, where he came out of retirement after nearly nine months away from the profession.

His entrée into many of these roles shares a pattern: Baer often stepped into unfamiliar industries during moments of volatility or transformation. As he puts it, “I’ve never been qualified for any of my GC jobs.” Yet that willingness to jump into the unknown — with humility, curiosity, and resolve — has been a defining engine of his success.

Early in his first general counsel role at Qwest, Baer confronted what he calls a perfect legal storm: collapsing stock value, expansive litigation, regulatory investigations, and the risk of missing obligations to pensioners and vendors. Later, at Airbnb, he helped steer a global travel company through the existential threat represented by the global COVID-19 pandemic, meeting daily with senior leaders for nearly a year and ultimately recovering the business to deliver one of the most successful IPOs of its era.

Across these chapters, one theme emerges clearly: People are the center of Baer's leadership philosophy. It's why he joined SiriusXM — and why he believes even the most complex corporate crises must start with human connection.

Humanizing the company: Baer's approach to leadership

"In the end, it's always about the people." Baer's leadership philosophy is grounded in the belief that relationships — both internal and external — shape outcomes more than any legal argument or technical mastery. When he describes how Qwest rebuilt trust during crisis, he highlights not strategy, but humanity:

"You need to humanize it, because in this day and age, we think of companies as these impersonal monoliths, and most companies play into that," Baer shared. "The only way we could (humanize our company) was to sit down with those who were advocating against the company — by ourselves, without representatives, without outside lawyers, without any outside advisors — and spend an immense amount of time to explain to them that this was a good company, and to prove it to them through not just our words, but our actions."

Through showing up personally, listening deeply, and refusing to hide behind formality, Baer was able to develop deep, respectful relationships with the plaintiff's lawyers. And that same approach shapes how he builds legal teams today.

Baer's leadership pillars

Lead by example, not command. Baer admits that early in his career, he had to unlearn law firm-style command and control. "Leadership is about trying to lead by example, not by telling. It's about truly identifying great performers and making sure you've given them the tools to perform, as opposed to telling them what to do, or doing it for them," he said.

Empower people with confidence, not oversight. "If they think they're going to be second-guessed, or that someone is overseeing every little step, they're not going to have that confidence you really need them to be the best at what they're doing," Baer shared.

Make the hardest conversations happen internally. In pre-meetings, Baer pushes his lawyers rigorously — then fully backs them when it counts. "I like the pre-meetings before my lawyers are going out to do something. I always want that to be the hardest meeting they're ever going to have, where we argue and fight and really try to get down to what is the best approach, and then let them go do it without any fear that there's going to be second-guessing in the end," he said.

Create many paths to speak up. Baer doesn't rely on a symbolic open door. "It takes real work for you as a leader to really get people to come into that door," he shared. "So many people are afraid to communicate up, but unless they're communicating up, 1) they don't feel they have a voice, and

2) you're not getting the best of their thought process on how we can do better." Baer's toolkit: anonymous suggestion channels, weekly check-ins, informal lunches, and open office hours.

Act as the organization's trusted, honest broker. Baer's goal isn't to be the CEO's lawyer; it's to ensure the CEO — or board of directors, or any member of the C-suite — hears the truth. "You have to maintain a level of independence," he said. "You don't represent any of them individually, but you will be 100-percent honest in the advice that you're giving to them. *That* they can trust."

Learn more about the evolving role of the Modern GC at this year's
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This is Baer's consistent message to aspiring GCs: The work is fundamentally about people — building trust, empowering judgment, and humanizing the enterprise in moments when it matters most. Read the full transcript of the interview below, edited lightly for clarity.

Q&A with Rich Baer of SiriusXM

ACC:

Rich, you've had such a wide-ranging GC career — leading legal functions in telecom, media, healthcare, tech, and now satellite radio. You've handled corporate turnarounds, an IPO at Airbnb, and leadership roles across several complex, high-growth companies. To start, what prompted your move from Silicon Valley tech into SiriusXM — a regulated, infrastructure-dependent, media-driven business — and what drew you out of retirement?

Baer:

I had been retired for eight or nine months and was perfectly happy. But I knew SiriusXM fairly well from my time at Liberty Media, which was its largest shareholder then. I also knew Pat Donnelly (then SiriusXM's Executive Vice President, General Counsel, and Corporate Secretary), who was ready to retire. When he asked if I'd consider taking his place, I hadn't been thinking about another GC role.

At my age and stage, if you're coming out of retirement, the one thing you absolutely want is an organization with integrity. I knew from my time with Liberty Media, which had owned SiriusXM, that they had a great team — from the board, to our CEO Jennifer Witz, to the senior leadership and employees. That mattered most to me. You'll see this theme throughout my career: **In the end, it's always about the people.** Everything else is secondary.

And, half-facetiously, I always say I've never been qualified for any of my GC jobs. I knew nothing about telecom, healthcare, or Liberty Media when I joined. I didn't even know what Airbnb was — my daughter had to explain it to me. And I didn't fully understand SiriusXM's complexity until I arrived. It's an incredibly interesting and nuanced set of businesses.

ACC:

Looking at the arc of your career, you've served as GC or CLO at companies across telecommunications, media, satellite, and the sharing economy. Looking back, what through-line connects these roles, and what core skill has been most transferable across such different industries?

Baer:

When I look back, every major job change came down to one question: **Would taking this job make me a better lawyer?** I asked that when I left private practice for Qwest, and before each GC role that followed.

At Qwest, my first GC job, I was absolutely not qualified to lead a telecom legal department — especially one in crisis. But it made me a better lawyer, leader, and executive.

Over time, I've come to rely on one key ability: **taking something incredibly complex and making it simple so a sound decision can be made.** That's the only way I can truly understand an issue and the only way to communicate it effectively to sophisticated business decision makers.

ACC:

Yeah, that is such a critical skill. I imagine that was something you needed a lot when you took that top legal role at Quest in 2001. When you joined, the company faced a collapsing stock price, accounting issues, government investigations, and shareholder litigation — a true legal and corporate crisis. What did you learn from that experience about leading through crisis, and what does it take to rebuild trust with regulators, employees, the market, and even the board?

Baer:

In addition to the legal challenges, Qwest nearly went bankrupt. We had enormous obligations to pensioners, former employees, and vendors. The stakes were extremely high.

The biggest lesson was the **importance of humanizing a company**, especially when dealing with "adversaries" — regulators, plaintiffs' lawyers, disgruntled employees. You need to humanize it, because in this day and age, we think of companies as these impersonal monoliths, and most companies play into that perception by just sending representatives — lobbyists, trial lawyers, PR teams — to handle disputes.

We realized we had to break that pattern. The only way we could do it was to sit down with those who were advocating against the company — by ourselves, without representatives, without outside lawyers, without any outside advisors — and spend an immense amount of time to explain to them that this was a good company, and to prove it to them through not just our words, but our actions.

Over time, I developed deep, respectful relationships with the plaintiffs' lawyers suing us. They came to believe I wasn't trying to spin them — I was telling them the truth as best I could.

In the end, it's always about the people.

Rich Baer

ACC:

At Airbnb, you experienced almost the opposite dynamic — a company scaling at extraordinary speed while facing regulatory pressure in cities around the world, and then the shock of the pandemic. What did that role teach you about the GC's function in an environment of both hyper-growth and intense public and media scrutiny?

Baer:

When I joined in late 2019, the company was already in 165 countries. Much of the early regulatory scaling had been handled by outstanding leaders before me. But when COVID-19 hit, we were suddenly a travel company in a global shutdown.

The lesson — again — was that **crisis leadership is about people**. The senior team had to be completely aligned and collaborative. For almost a year, we met every single day. We went from wondering whether we would survive to deciding we could take a travel company public in the middle of a pandemic. Six months later, we completed one of the most successful IPOs ever.

And again, it happened during the heart of the pandemic. It was a wild ride going from "Are we going to survive?" to six months later the company being worth exponentially more than what it was worth just six months earlier.

ACC:

A lot of our members are GCs at companies that either are going public or want to go public. What were some of the lessons that you got out of that very unique experience of taking Airbnb public?

Baer:

Brian Chesky is a true visionary; there's no doubt about that. But beyond just being a true visionary, he is an amazing communicator. And what Brian was dead set on doing — and I couldn't have agreed with him more — was to be able to tell a very compelling but simple narrative about the company.

So, sure, you have to disclose everything you need to disclose, and there are all sorts of legal and

financial requirements. Not to minimize any of that, but Brian was — and is — the most amazing teller of the Airbnb story. From its inception in the co-founders' apartment all the way up to it being a brand that was as ubiquitous as Kleenex. And he wanted to be able to tell that story very simply.

I think Brian — along with some other really talented people, and I was involved, but I don't want to in any way take credit for this — probably rewrote that S-1, without exaggeration, 150 times. And we just went through draft after draft after draft to really hone that message and carefully consider every word in it.

That level of clarity matters. Companies struggle in the markets when they fail to articulate who they are and why they matter.

ACC:

To pivot a bit to the space you're in now: Competition in the audio space — Spotify, Apple, YouTube, TikTok, podcasts, and now generative-AI-created audio — is fierce and accelerating. In your view, what differentiates SiriusXM's offering, and what trends do you see shaping your competitive advantage going forward?

Baer:

Although I'm still relatively new at SiriusXM, one thing immediately struck me: **the unique, human-curated nature of the content.** The programming isn't driven by algorithms; it's crafted by people who understand what resonates with different listeners. The curation is bespoke and unlike anything else in the industry.

And that's just the satellite business. We also have Pandora, a strong ad-tech operation, and one of the largest podcasting platforms in the world. It's a powerful combination of curated assets and premium content.

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>
> Rich Baer

ACC:

I want to look at your role, Rich, as a leader of law departments, of teams, of in-house counsel. And I want to know more particularly about your philosophy: How do you approach leadership today, and how has that evolved?

Baer:

I can tell you, it has evolved. I came from a law firm, where I was the head of litigation, and honestly, I knew nothing about leadership. There was no focus on leadership in law school, and then at law firms, it's command and control. Partners tell associates what to do, but that's not leadership.

Early at Qwest, our CEO Dick Notebaert told me he wanted to make me GC. I told him I wasn't qualified. He said, "Don't worry — I'll teach you." And he did. He taught me what real leadership looks like.

Today, leadership is about trying to **lead by example, not by telling**. It's about truly identifying great performers and making sure you've given them the tools to perform, as opposed to telling them what to do, or doing it for them. If they think they're going to be second-guessed, or that someone is overseeing every little step, they're not going to have that confidence you really need them to be the best at what they're doing.

One thing I emphasize: I like the pre-meetings before my lawyers are going out to do something. I always want that to be the hardest meeting they're ever going to have, where we argue and fight and really try to get down to what is the best approach, and then let them go do it without any fear that there's going to be second-guessing in the end.

ACC:

And of course, in business school, they oftentimes say culture eats strategy for lunch, because culture is so critical. What do you see as the essential elements of a healthy, high-performing in-house legal culture — and how do you create or sustain it when stepping into a new GC role?

Baer:

Culture is the most important thing. There's not an executive in the world who hasn't said, "Oh, I have an open-door policy." But it takes real work for you as a leader to really get people to come through that door. So many people are afraid to communicate up, but unless they're communicating up, 1) they don't feel they have a voice, and 2) you're not getting the best of their thought process on how we can do better.

To counter that, I try to create **multiple, different channels** for communication, such as:

- anonymous suggestion lines,
- weekly check-ins with supervisors,
- informal group lunches (now often virtual),
- and open office hours anyone can book.

In these settings, I often ask one simple question: **"How's it going?"** Then I listen.

So you have to give many paths to your door to really have an open-door policy that allows for collaboration and that allows for input. To me, that's a really important part of culture.

ACC:

Many GCs say their most important day-to-day relationship is with their CEO. You often talk about being “in the foxhole” with CEOs. What does an effective GC-CEO partnership look like in your experience — and where do GCs sometimes get it wrong?

Baer:

We’re the only corporate officers with professional rules that apply externally. We represent the organization — not any individual. That’s a hard balance when you work closely with the CEO and the board.

You must develop a reputation as an **honest broker** — someone who gives brutally honest, balanced advice. The CEO has to trust that you’re not being overly conservative or overly aggressive. And you have to trust that your advice will be respected, not dismissed as “the lawyer talking.”

You have to maintain a level of independence with the CEO, the board, and even members of the C-suite. You don’t represent any of them individually, but you will be 100-percent honest in the advice that you’re giving to them. *That* they can trust.

You’re looking out for all of the interests of the organization, but implicit in that is all of the interests of **those people who make up the organization**. And so, that is really, really important. And if you’re able to do that, then that allows you to have the most important thing as a part of your relationship with the CEO: mutual trust.

And when that mutual trust exists, the relationship thrives. When a GC is new and overly conservative out of fear, the relationship can break down quickly.

> Take jobs that scare you.
>
> Rich Baer

ACC:

You’ve worked with both founder-led companies and mature public companies. Many deputies land their first GC role by moving to a smaller private or newly public company. How should a new GC adjust their approach when advising a highly visionary, instinct-driven leader like Brian Chesky, founder of Airbnb?

Baer:

I’ve worked with a lot of great founders: John Malone, Phil Anschutz, and Brian Chesky, Nate Blecharczyk, and Joe Gebbia.

Founders are some the easiest clients I've ever had because they're some of the smartest. They understand complex issues faster than anyone. That allows you to move past dense legal analysis and focus on the core question: **What's the right thing to do?**

I use what I call the **M&M Rule** to decide what we should do:

1. How would this look in the **media**?
2. What would your **mother** think?

Those two questions get you to the heart of right vs. wrong pretty quickly.

ACC:

Many CLOs say one of their most important responsibilities is developing their team, often spending 30-40 percent of their time on talent. What is your approach to developing legal talent — especially helping senior lawyers shift from being brilliant issue-spotters to thinking like business leaders?

Baer:

Leaders have to be intentional about development. That means regular conversations about short- and long-term goals, and honest feedback about what skills someone needs to grow. Some people want direct feedback; others find it uncomfortable. You have to tailor your approach, but you must give the feedback.

If you avoid difficult conversations because you dislike confrontation, you're doing your team a disservice. My former reports would probably tell you I was a pain, but that I cared deeply about their development.

ACC:

You are involved in SiriusXM's AI governance efforts. What does responsible AI look like for an audio company, and how do you build practical guardrails without slowing innovation?

Baer:

Rather than creating a separate AI approval bureaucracy, we're **embedding AI considerations into our existing processes**. Whenever we buy or develop products, they go through reviews by legal, finance, privacy, information security, finance, and the business. If there's an AI component, those same reviewers examine it through an AI lens.

And we must do real diligence. A vendor may give you terrific indemnities, but if they'll be bankrupt in six months, those indemnities are meaningless. Financial stability becomes part of AI due diligence.

ACC:

If you were advising your younger self — when you first stepped into a GC role — what would you say about judgment, risk tolerance, and the role of courage in the modern CLO position?

Baer:

I'm glad you used the word courage. In-house lawyers need the courage to give the best advice — even when it's not what people want to hear. And courage also means supporting reasonable risk-taking, not reflexively saying no because it's safer.

My biggest advice is: **Take jobs that scare you.** I was scared in every job I took. If I hadn't taken those risks, I'd still be in my first role.

ACC:

As you look at your career, what decision do you feel like was the hardest decision that you had to make, and what did it teach you about risk and opportunity?

Baer:

One of the hardest decisions I made was at Qwest, when top outside lawyers strongly advised a particular litigation strategy in Europe. I was the only lawyer who disagreed. I told the board both the outside advice and my view. It was a difficult decision, and I had many sleepless nights, but a GC has to be willing to take that stand.

So there are a million of them, but that's one that stands out.

ACC:

Rich, thank you so much for this interview, and for sharing your insights, your experience, and your years of wisdom with our audience, the nearly 50,000 members of the Association of Corporate Counsel. We're so grateful for your decades of support and involvement with the world's largest bar association for in-house attorneys, and we look forward to continuing to work with you.

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