Deposition of
LYNNE ANN CARRELLI
Friday, MAY 24, 2019

REPORTED BY:
TINA MARIE VELASQUEZ, CSR NO. 10072
Job No.: 105036
Q. How long did you work as a temporary employee for Oracle?
   A. Six months.

Q. What is your current position at Oracle?
   A. Compensation analyst.

Q. And what is your global career level?
   A. IC4.

Q. How long have you had that global career level?
   A. Approximately eight years.

Q. Who's your current supervisor?
   A. I don't have a supervisor.

Q. You don't report to anyone?
   A. I have a manager.

Q. Who is your current manager?
   A. Kris Edwards.

Q. And how long has she been your manager?
   A. Approximately two years.

Q. And did you have a manager before that at Oracle?
   A. Yes.

Q. And who was that?
   A. Lisa Gordon.

Q. And how long was she your manager?
   Approximately.
A. Approximately three years.
Q. And who was your manager before that?
A. Susan Charlie.
Q. Was she a VP at the time? A vice president?
A. Yes.
Q. Do you know what your current job function is?

MS. MANTOAN: Objection; vague.

BY MR. GARCIA:
Q. Go ahead and answer.
A. Yes.
Q. What is it?
A. The function is H.R.
Q. Do you have a job specialty?
A. Yeah.

MS. MANTOAN: Objection; vague.

BY MR. GARCIA:
Q. What is your job specialty?
A. Compensation and benefits.
Q. What are your current duties and responsibilities?
A. Administration of base pay, variable pay, equity.
Q. What do you mean by "variable pay"?
A. Variable pay, meaning -- at Oracle, we have
would be done would apply to both the job functions that
you mentioned, as well as the job functions that I
mentioned?

MS. MANTOAN: Objection. It's compound. It
lacks foundation that she knows who they apply to. It
calls for speculation.

BY MR. GARCIA:

Q. Go ahead and answer the question.

A. I don't think what you're asking exists.

Q. Okay. So if Lisa -- so you said you looked
at a presentation by Kate Waggoner, right?

MS. MANTOAN: Objection; misstates testimony.

THE WITNESS: Yeah. I knew that Kate authored
a presentation.

BY MR. GARCIA:

Q. And do you know who the scope of the audience
was for that presentation?

MS. MANTOAN: Objection; lacks foundation,
calls for speculation.

THE WITNESS: I do not.

BY MR. GARCIA:

Q. The presentation -- you said you worked for
Lisa Gordon, right?

A. Yes.

Q. For three years, right?
A. **Approximately.**

Q. Did you help her create presentations for focal processes?

A. No.

Q. Have you had any input whatsoever in her presentations?

A. No.

Q. Did she review the presen- -- did you make any -- contribute to any presentations for any job functions for focal review?

MS. MANTOAN: Objection; vague, lacks foundation.

THE WITNESS: No.

BY MR. GARCIA:

Q. So when you say you administer focal reviews, what do you mean by that?

MS. MANTOAN: Objection; misstates testimony.

It's compound.

THE WITNESS: Can you...

BY MR. GARCIA:

Q. You said before that you administrated focal reviews, correct?

MS. MANTOAN: Objection; misstates testimony.

THE WITNESS: I don't recall what I said.

BY MR. GARCIA:
BY MR. GARCIA:

Q. Was it in description of what your responsibilities were?

A. I would need it to be read back to me.

Q. Okay. So you're saying that you can't remember that?

A. I'm asking for you to read back the statement.

Q. Right. And I want to ask you a question.

What are your current responsibilities?

A. I work within the compensation department.

Q. And what do you do in the compensation department?

A. That would vary on a daily basis, but it would -- the job tasks and responsibilities --

Q. Say that again, please.

A. Job tasks and responsibilities --

Q. You said, "task"? T-a-s-k?

A. Yes.

Q. Okay. Thank you.

A. It's my Boston accent.

-- have to do with total cash compensation.

Q. What do you do regarding focal reviews, if anything?

A. Are you referencing the process of focal
Q. I'm just as wide as possible. What, if anything, do you do regarding focal reviews?
A. Okay. Answer questions that may come up.
Q. Anything else?
A. Test the -- what we refer to as the module, having to do with I.T. testing of the module before we roll it out.
Q. Anything else?
A. That's such a broad question. H.R. business partner, any testing, answering questions, providing guidelines.
Q. How do you provide guidelines?
A. Some of the presentations that you have referenced in general terms, not the same presentations, may be provided to H.R. as guidelines.
Q. Do you draft any part of those presentations?
A. No.

MS. MANTOAN: Objection; asked and answered.

BY MR. GARCIA:

Q. So these guideline presentations, who do you receive them from?
A. Global compensation.
Q. Who particularly -- so the organization, global compensation? Is that what you're referring to?
A. No.
Q. So when you say "global compensation," who are you referring to?
A. I'm referring to Kate Waggoner and her team.
Q. So you're referring to the global compensation team?
A. Team, correct.
Q. And who specifically within that team do you receive these from?
MS. MANTOAN: Objection. That's compound. It's vague as to time and as to the presentation.
THE WITNESS: I don't know who posts them. I do not.
BY MR. GARCIA:
Q. And so what you were describing, is that what's currently in process that you do?
MS. MANTOAN: Objection; vague, overbroad.
BY MR. GARCIA:
Q. You described that you receive compensation guidelines from Kate Waggoner's team. How long have you been receiving them?
MS. MANTOAN: Objection; misstates testimony, compound.
THE WITNESS: You have to be more specific.
BY MR. GARCIA:
Q. When did you learn of this focal review that ended last Friday? When did you first learn of it?
   A. About the third week of March.
Q. And how did you learn of it?
   A. Through Kris.
Q. And what did Kris tell you about it?
   A. That it was happening.
Q. She tell you anything else?
   A. That it was happening, and eventually, she would have shared with us the timeline for it.
Q. Did your manager, Kris Edwards, provide you any other information regarding this focal review, other than it's happening and the timeline?
   MS. MANTOAN: Objection; vague.
   THE WITNESS: Yeah, I'm sure she did.

BY MR. GARCIA:

Q. Do you remember her providing you any other information regarding this focal review, other than the timeline and it's happening?
   A. She would communicate what Kate's team would roll out so we would be made aware of eligibility, that there's a timeline, which functions are involved, any training that's going to occur.
Q. Anything else?
   A. I think in general terms, that's....
training?

MS. MANTOAN: I'm going to object on the record to this line of questioning, given that the parties have agreed to the discovery cutoff for documents in this case and questioning of.

MR. GARCIA: I think the parties agreed for document cutoff, but parties are not agreeing on questions after that.

Q. Go ahead.

A. I'm sorry. Can you restate the question?

Q. So you said there was training. I want to know what form the training took. Was it person-to-person training? Was it a webinar training? Was it training that was on the PowerPoint? Did someone with access via the Internet. What form did this training take?

MS. MANTOAN: Objection; calls for speculation.

THE WITNESS: So we would have held conference calls.

BY MR. GARCIA:

Q. And so by -- you're saying, "we have held." Do you mean the compensation consultants?

A. The compensation team and H.R. business partners.

Q. So it would be between the compensation team
and the H.R. business partners? Would it include anyone else?

MS. MANTOAN: Objection; calls for speculation.

THE WITNESS: I'm just trying to think if, at any point, Kate's team was involved. We, for the most part -- we implement. So I'm going to say, in general terms, U.S. comp and H.R. business partners.

BY MR. GARCIA:

Q. Would -- and so is it -- when you implement, you inform the H.R. business partners, and then the H.R. business partners have the responsibility to inform their managers? Is that how it generally works?

MS. MANTOAN: Objection; calls for speculation, vague as to "responsibility," assumes facts.

BY MR. GARCIA:

Q. I'm just trying to understand. When you're doing the training, you trained the H.R. business partners is what -- the compensation consultants train the H.R. business partners? Is that what I'm understanding you to say?

MS. MANTOAN: Objection; misstates testimony, vague.

THE WITNESS: What do you mean by "train"?

BY MR. GARCIA:

Q. You said there was training, and I asked you
what form the training took, and you said, "conference calls."

A. Right.

Q. And I asked you who attended, and you said U.S. compensation team, consultants, and the H.R. business partners. So are you training the H.R. business partners on that conference calls?

A. We are providing guidelines and timelines for the process.

Q. And how do you provide the guidelines?

A. We had the conference call, and then we would have a webinar.

Q. With whom?

A. U.S. compensation.

Q. Who else would attend the webinar?

A. And the H.R. business partners.

Q. Those two entities would lead the webinar, give the webinar?

A. U.S. compensation would facilitate the webinar.

Q. By "facilitating," you mean you would go over --

A. Communicate.

Q. -- what the guidelines were?

A. The process. The process, the guidelines,
the eligibility.

Q. Got you.

Now, would the H.R. business partners do any facilitating during that webinar?

A. Facilitating, no.

Q. And who's the audience of the webinar? Is it the H.R. business partners?

A. H.R. business partners.

Q. And their staffs, correct?

A. Yes.

Q. Are there any other people that usually attend those webinars?

A. Just open to H.R.

MS. MANTOAN: Counsel, we've been going about another hour. Can we take a break when you're at a stopping point?

MR. GARCIA: I think we're at a stopping point now. We can take a break.

MS. MANTOAN: Thank you.

THE VIDEOGRAPHER: This marks the end of media file labeled number two. Off the record at 10:44 a.m.

(RECESS FROM 10:44 A.M. TO 10:55 A.M.)

THE VIDEOGRAPHER: This marks the beginning of media file labeled number three. Back on the record at 10:55 a.m.
BY MR. GARCIA:

Q. So these webinar trainings that we talked about before the break that you attended, who else was on -- from the U.S. compensation team was at that webinar?

MS. MANTOAN: Objection; compound, at least in part of the question.

BY MR. GARCIA:

Q. So I'm talking about the webinar trainings that you attended and when rolling out the focal review, the last focal review. Who else besides yourself from the U.S. compensation team was in attendance?

A. Generally, it would be my peers, the other members of the U.S. compensation team.

Q. So these webinars, did it include all the members of the U.S. compensation team and all the H.R. business partners?

A. It would include whoever could make it on that specific day and time.

Q. So the training that the U.S. compensation team provided in the webinars was the same training given across the company to the different lines of business and H.R. business partners, correct?

A. Our audience was the H.R. business partners.

Q. Right.
So the training that the U.S. compensation team gave to the H.R. business partners didn't depend on the LOBs of the H.R. business partners, right? It was the same training?

A. I'm not sure I'm understanding you when you say, "the same training." We gave training -- I'll just arbitrarily say we provided three sessions. The audience was the H.R. business partners.

Q. So what I'm understanding you to say is, the U.S. compensation team would provide three webinars?

A. (Nods head.)

Q. And the H.R. business partners could decide which of the webinars they wanted to attend?

A. Correct.

Q. And the training given was the same at each webinar, correct?

A. Correct.

Q. Okay. Thank you.

Before, we were talking about accessing whatever the global compensation team put. In what form did they put it on for you to access? Was it a video, a PowerPoint?

MS. MANTOAN: Objection. That's compound. Are you asking if there's ever been a video or a PowerPoint or --
BY MR. GARCIA:

Q. I'm talking about when the compensation team posts, where do they post it to?

MS. MANTOAN: Objection; compound.

THE WITNESS: Do you have two questions there?

BY MR. GARCIA:

Q. No. My question is, you said earlier that the U.S. compensation team posts that people can access. So I'm asking, where do they post it to?

MS. MANTOAN: Objection. It's compound to the extent you're talking about multiple, different types of material, but the question presumes that it's posted in a single place, in a single format, always.

BY MR. GARCIA:

Q. Okay. Does the U.S. global -- strike that.

Does the global compensation team post to numerous places?

MS. MANTOAN: Objection; calls for speculation.

BY MR. GARCIA:

Q. Do you know?

A. I'm thinking. I don't think I can speak to the numerous places that they would post.

Q. Where did the U.S. compensation -- correction. Where did the global compensation team post the guidelines for the focal review that was conducted in
2019?

A. They posted them on an internal website.

Q. And what did they post for that focal review on the internal website?

A. They posted documents having to do with focal and equity.

Q. Did they post any videos relating to that focal review and equity?

A. I don't believe so.

Q. Okay. So was there a focal review in 2018?

A. Yes.

Q. Did they post it at the same place in 2018?

A. Yes.

Q. Was there a focal review in 2017?

A. I'm not sure.

Q. Was there a focal review in 2016?

A. I don't know.

Q. Do you know if there was a focal review in 2015?

A. I don't know.

Q. Do you know if there was a focal review in 2014?

A. I don't know the history of the dates.

Q. I'm asking --

A. It doesn't always occur.
THE WITNESS: I guess when I say, "H.R. business partners," they're my direct clients, then they have H.R. reps that support them, but I'm not interacting with the H.R. reps in general.

BY MR. GARCIA:

Q. So your main focus is the H.R. business partners themselves?

A. Correct.

Q. Do you have any other major focus, other than the H.R. business partners that you interact with?

MS. MANTOAN: Objection; vague.

THE WITNESS: My primary focus is the H.R. business partners.

BY MR. GARCIA:

Q. Okay. Do you know when the global compensation team was formed?

A. It was formed around the time that Kris Edwards joined. Maybe a year after she joined.

Q. So that would be, like, two or three years ago?

A. Yeah, because I think I stated she -- I worked for her for about three years.

Q. Did you know what Kate Waggoner did before she assumed leadership of the global compensation team?

A. Yes.
Q. What did she do?
A. She was a member of corporate compensation.
Q. Was Lisa Gordon a member of corporate compensation team, too?
A. Yes.
Q. And in terms of Kate Waggoner's clients, was she responsible for sales and consulting in that role?
MS. MANTOAN: Objection; vague.

BY MR. GARCIA:
Q. I'm talking about couple of years ago, before she took the global compensation team.
MS. MANTOAN: Same objection.
THE WITNESS: She never had sales.

BY MR. GARCIA:
Q. Kate Waggoner never had sales?
A. Not that I recall.
Q. Do you recall what functions that Lisa Gordon had?
MS. MANTOAN: Objection; vague as to "functions."

BY MR. GARCIA:
Q. What parts of the business that Lisa Gordon had?
A. We would have been broken up by lines of business.
A. The leader is -- technically, the definition is an LOB, right, a line of business.

Q. Is a leader --

A. Is a leader. But a leader would have more than, just as an example, product development, just so that you're clear.

Q. Right.

A. Okay?

Q. Is product development, at the time, both a job function and a line of business?

A. It was referred to in that capacity, but in the definition of the word, in the true sense of the word, no.

Q. Okay. Do you know someone named Thomas Kurian?

A. Yes.

Q. What was his line of business called?

A. Product development.

Q. Now, have you -- strike that.

So, Court Reporter, we have previously marked exhibits, and so I am going to give you the next number in the sequence and ask you to mark the next document as Exhibit 44.

(Plaintiff's Exhibit 44 was marked for identification.)
Q. I'm talking a calendar year, 2018, did a focal review process ever happen in that year?

A. No.

Q. And were you considering the focal review process that happened in the latter half of 2017 to be fiscal year 2018?

MS. MANTOAN: Objection; vague and ambiguous.

BY MR. GARCIA:

Q. The focal review --

A. I'm referring to those two dates.

Q. Okay. So the focal review process that occurred that resulted in the January 1st, 2018, salary increase --

A. Okay.

Q. -- what Oracle fiscal year did that occur in?

A. That would have been fiscal year eight -- that would have been fiscal year '18.

Q. And Oracle's fiscal year starts on June 1st?

A. June 1st.

Q. And goes to May 31st, correct?

A. Right.

Q. Are you familiar with the global job table, Oracle's global job table?

A. Yes.

Q. Okay. And does Oracle's global job table
consist of five parts: a job function, a job specialty, a job title, a job code, and a global career level?

A. Yes.

Q. And the combination of a job function, a job specialty, a job title, and a global career level results in a unique job code; is that correct?

A. Correct.

Q. And that unique job code doesn't have -- only has one combination of a job function, job specialty, job title, and global career level, correct?

A. Correct.

Q. And that job code has a salary and grade assigned to it, correct?

A. Correct.

Q. But that salary grade can be assigned to multiple job codes, correct?

A. Correct.

Q. And that salary grade has a salary range assigned to it, correct?

A. Correct.

Q. And each salary grade only has --

A. In most cases.

Q. And what are the exceptions?

A. Executive.

Q. And by "executive," you mean what management
level and above? M7 and above?

A. It would generally be -- no. It's above M7. It would generally be M8 and above.

Q. Okay. Thank you.

Now, each salary grade would only have one salary range assigned to it, correct, that would change over years?

MS. MANTOAN: Is your question limited to HQ, a single location?

THE WITNESS: Yeah.

MR. GARCIA: Okay. Thank you.

Q. My questions for the global job table are related to Redwood Shores. Do you understand that?

A. Okay.

Q. Would your answers change?

A. Can you restate what you just -- the question?

Q. Would your answers have changed about what you just said for the job function, job specialty, because I didn't mention Redwood Shores, or do --

A. No.

Q. Okay. Thank you.

So would each salary grade only have at any one point in time one salary range associated with it?

MS. MANTOAN: Again, is this limited to at HQ?
MR. GARCIA: Right --

THE WITNESS: At HQ?

BY MR. GARCIA:

Q. All these questions, until I say otherwise, are for the Redwood Shores headquarters.

A. Okay. Yes.

Q. Do you know if Oracle considers jobs having the same salary grade to have the same value to Oracle?

MS. MANTOAN: Objection; vague, calls for speculation, vague as to "value."

THE WITNESS: Can you restate that?

BY MR. GARCIA:

Q. Let me just show you a document. Now, previously, we had some documents that were previously marked in a previous deposition, and so we're going to sequentially select and use the exhibit number. So that was Exhibit 7 from Ms. Waggoner's deposition.

Now, have you ever seen the document at Exhibit 7 before?

A. Yes.

Q. What is it?

A. Managing compensation, July of 2016.

Q. And would this be a document that the global compensation team posted that someone in H.R. could access?
MS. MANTOAN: Objection. It's vague and ambiguous.

THE WITNESS: I mean that the upper leaders, we eventually have to get to a sign-off. And by that, I would mean in my example — I'm only going to speak to my responsibilities — we would be obtaining Safra's sign-off as an example.

BY MR. GARCIA:

Q. So does Larry Ellison ever have to approve salary increases for the lines of business that you support?

A. Technically, no. It's Safra.

Q. Has he in the past, from January 1st, 2013, to January 18, 2019, ever approved any of the base salary increases?

A. You're asking me to comment on a group that I don't know, because I don't handle --

Q. I'm talking about the groups that you handle. Do you understand that?

A. I understand groups -- okay, the groups that I handle.

Q. Has he ever made an approval to the recommendations for pay increases from January 1st, 2013, to January 18, 2019?

A. You're asking me to speculate. Safra's the
Q. And I'm asking you to your knowledge. So --
A. "I don't know" is the response, other than
generic sign-off.
Q. Okay. So, now, why does it -- do you know
why there are no communications until it receives the
final sign-off?
A. Because we want to ensure that -- things
could change prior to. Just because a manager entered an
amount, that amount could change. So we want to ensure
that there aren't any communications until it is set in
stone and signed off.
Q. Do you know how many times it changes?
A. I don't.
Q. Is there any record kept of how many times it
changes?
A. No. That I'm aware of.
Q. Who can change what a manager allocated?
MS. MANTOAN: Objection. It's compound. It's
vague and ambiguous.
BY MR. GARCIA:
Q. You said there could be changes made. So
who --
A. There can be changes made.
Q. Who can make the changes?
MS. MANTOAN: Objection. It's compound, and it's a single question about every level of management and every decision.

BY MR. GARCIA:

Q. I'm talking about the process. Who can make a change to what a subordinate manager recommended?

MS. MANTOAN: Same objections.

THE WITNESS: If manager X-Y-Z submits a recommendation, anyone above that manager could ultimately, as an example, make a change.

BY MR. GARCIA:

Q. Up to and include the final approval being Safra Catz for your organization, correct?

A. Technically, yes.

Q. And you don't personally know the amount of changes that actually occur, correct?

A. I don't have --

MS. MANTOAN: Objection. It assumes facts.

BY MR. GARCIA:

Q. Okay. So when a supervisor is making a decision in terms of what amount that they can make, I'm trying -- and I'll just give you a general thing, and then I'll ask my specific question. I'm trying to understand what information that person has available to them.
MS. MANTOAN: Thank you.

BY MR. GARCIA:

Q. So -- sorry. I want you to look at slide 39, which is actually dash-75, Oracle HQ 381306-75.
Okay. So this page here at 75, it's similar to the other one where it says, quote, "Do not communicate recommendations until you receive notification that corporate compensation has obtained final approval."

Did I read that correctly?

A. You read that correctly.

Q. And the "do not" is in red, bolded print, correct?

A. Correct.

Q. When it refers to corporate compensation, who's it referring to?

MS. MANTOAN: Objection. It calls for speculation, since she didn't author this document.

BY MR. GARCIA:

Q. Do you know who it's referring to?

MS. MANTOAN: The question still calls for speculation.

THE WITNESS: So this is in 2018. This is old language that was used. Corporate compensation at this timeframe no longer existed.

BY MR. GARCIA:
Q. I'm sorry. I didn't understand that. Are you saying --

A. "Corporate compensation" is an old term.

Q. So are you saying in 2018, when this was created, corporate compensation no longer existed?

A. It's an old term. What I'm saying is, to replace corporate compensation, you would replace it with U.S. compensation, global compensation. And in this case, because it's approval, it's global compensation.

Q. Okay. So I'm just going to ask a question so that I understand. So the previous slide that we looked at was June 2014 where it talked about "Do not communicate until Larry Ellison approved." Do you remember that?


BY MR. GARCIA:

Q. Or do you want us to go back and look at it? Do you remember this as "Do not communicate until Larry Ellison approved"?

MS. MANTOAN: Objection; misstates the documents.

THE WITNESS: Let's go back and look at that actual language.

BY MR. GARCIA:
June 7, 2019

LYNNE ANN CARRELLI
c/o Orrick, Herrington & Sutcliffe LLP
Attn: Kathryn G. Mantoan, Esq.
The Orrick Building
405 Howard Street
San Francisco, California 94105

Re: OFCCP VS. ORACLE AMERICA, INC.
Date Taken: May 24, 2019

Dear Ms. Carrelli:

Your deposition is now ready for you to read, correct and sign. The original will be held in our office for 30 days from the date of this letter.

If you are represented by counsel, you may wish to review with him/her the reading and signing of your deposition. If your attorney has purchased a copy of your deposition, you may review that copy. If you choose to read your attorney's copy, please fill out, sign and submit to our office the DEPONENT'S CHANGE SHEET located in the back of your deposition.

If you choose to read your deposition at our office, you can make an appointment between 9:00 a.m. and 4:00 p.m. Please bring this letter as a reference. If you do not wish to read your deposition, please sign here and return within 30 days of the date of this letter.

LYNNE ANN CARRELLI

DATE

Sincerely,

Mary Ann Scanlan, CSR No. 8875
Job No.: 105036
cc: All counsel