



Confidential Position Specification
Vice President, General Counsel and Secretary

2021



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Position	Vice President, General Counsel and Secretary
Company	Robert Wood Johnson Foundation
Reporting Relationship	Reports to President, Chief Executive Officer
Location	Princeton, NJ
Website	https://www.rwjf.org/

ORGANIZATION BACKGROUND

The Robert Wood Johnson Foundation (RWJF; the Foundation) is the nation's largest philanthropy dedicated solely to health. For nearly 50 years, RWJF has worked to improve the health and well-being of everyone in America. Robert Wood Johnson II demonstrated his sense of personal responsibility toward society by leaving nearly his entire fortune to the Foundation.

Since its beginning as a small community foundation, RWJF has had the opportunity to help shape key efforts to improve the nation's health and health care—from the development of the 911 emergency call system; the national effort to decrease tobacco addiction and smoking rates—to the improvement of care at the end of life; confronting childhood obesity; and connecting health with equity.

Now with assets of more than \$13 billion, the Foundation awards over \$600 million in grants annually. Working with a wide range of national and local partners, and an internal team of nearly 300 dedicated professionals, RWJF is committed to building a Culture of Health that provides everyone in America a fair and just opportunity for health and well-being. This requires removing obstacles to health, such as poverty, powerlessness, and discrimination, and their harmful consequences. After all, it's hard to be healthy without access to good jobs and schools; safe, affordable places to live; high-quality health care at a reasonable cost; and policies that support the well-being of children and families.

We are working to broaden the discussion about what shapes health and to set a new standard of well-being for all communities, a standard that is rooted in equity. Across the nation, gaps in health outcomes are large, persistent, and increasing. Many of them are caused by systemic barriers embedded into all levels of our society. RWJF is dedicated to addressing the social and structural determinants of health, and increasingly our work is exploring ways to dismantle structural racism in order to achieve health equity.

We approach our work using four key strategies: (a) gathering and producing tools and evidence; (b) cultivating leaders who work individually and collectively across sectors; (c) amplifying voices to shift national conversations and attitudes about health; and (d) promoting policies, practices, and systems-change to promote better health.



SCOPE

The Vice President, General Counsel and Secretary reports to the president/CEO with a matrix reporting relationship to the chair of the Board. As Secretary, they are responsible for all duties commonly incident to the office of Secretary of a business. As general counsel they advise the president/CEO--or at their direction subordinate managers--on legal issues, tax or legislative matters or regulatory activities which affect or may affect the Foundation or its grantees; and on such other matters as the president/CEO may request.

REPORTING RELATIONSHIP

- Reports directly to the president/CEO with a matrix reporting relationship to the chair of the Board.

ESSENTIAL JOB RESPONSIBILITIES

- Advise the president/CEO and Chair, and through them the Board of Trustees, on matters which may in their judgment impact upon the tax-exempt status of the Foundation (e.g., lobbying and advocacy restrictions).
 - Advise the president/CEO and Chair or designee on the conformity of all Foundation grant programs and other activities to Federal, State, and local statutory and regulatory requirements.
 - Seek and engage with special counsel if such special counsel is required for a particular purpose or situation.
 - After consultation with the president/CEO and Chair, manage and direct all litigation to which the Foundation may be a party; or supervise such special counsel as may be selected to handle such litigation.
 - Oversee risk management processes including chairmanship of the employee work group on risk.
 - Provide strategic advice, counsel, and legal support to Foundation staff to provide the highest quality legal representation and positioning that supports the Foundation's mission and strategic framework; includes research, counseling, document drafting, review and negotiation, regulatory work associated with general business transactions, intellectual property protection and technology, corporate requirements, internal policy review and oversight.
 - As a trusted business partner, troubleshoot issues with the Board, Executive Leadership and employees and assist in finding solutions and act as a thought partner on Foundation development and operational initiatives and projects.
- The general counsel and corporate secretary serves as the Secretary of the Foundation, responsible for maintaining the official records of the Foundation, coordinating meetings and communications with the Board of Trustees, and providing advice and counsel to the Board of Trustees on corporate governance matters as follows:
 - Actively engage and serve as the primary contact for all members of the board of trustees on all governance and legal compliance issues.
 - Work to ensure that board and committee meetings run smoothly by overseeing the preparation of agendas, board/committee-related documents and materials, minutes of meetings, travel, trustee grant programs, etc.
 - Ensure Board of Trustees has resources and information required to fulfill fiduciary duties and to comply with foundation bylaws, trust agreements and other governing documents



- Maintain and act as custodian of corporate and legal records and documents, ensuring legal compliance; and
- Oversee compliance with foundation code of ethics, conflict of interest and other associated policies; develop policies, reporting and investigation systems and trainings as required to ensure compliance.
- Supervise, develop, and coach a team of professionals including legal professionals and executive support staff.
- Perform other related duties as directed by the president/CEO and/or board of trustees.

REQUIREMENTS

- Juris doctorate from ABA accredited law school required.
- Demonstrated knowledge of the law applicable to tax-exempt organizations preferred but not required. Broad experience in corporate business law and complex transactions helpful but not required.
- Pragmatic approach to the practice of law required.
- Admission to the State Bar of New Jersey, or eligibility for admission, required.
- Demonstrated knowledge, sensitivity, proactive support, and personal and professional commitment to racial equity, diversity, and multiculturalism.
- Successful experience fostering an inclusive environment working as part of a multidisciplinary team and working effectively with people with disabilities and people from diverse cultural, social, and ethnic backgrounds.
- Minimum of 10 years of related work experience. Some non-profit experience required.
- Experience managing a legal department and choosing and managing outside counsel
- Demonstrated sound reasoning, creativity, and good judgment, coupled with problem-solving skills across unique and varied situations.
- Strong analytical skills and ability to understand complex, highly sensitive, confidential, and nuanced legal concepts and to explain those to non-lawyers and create practical processes, guidance, and training
- Broad and deep understanding of the overall regulatory environment specifically applicable to the Foundation
- Excellent judgment as reflected in a professional record of successfully and independently providing counsel to clients
- Commitment to collaboration and teamwork with executives and staff at all levels.
- Demonstrated experience with lead responsibility for completing multiple, major, and complex projects in different legal or business operational fields and supervision of teams, in a timely manner
- Absolute integrity and discretion essential.
- Experience working on compliance issues and the possible adoption of new laws or regulations that may impact the Foundation
- Commitment to the Foundation's mission, vision, and values
- Ability to interface well in a professional, courteous, culturally sensitive, and tactful manner with strong emotional and situational intelligence
- Excellent verbal, written, and presentation skills

PHYSICAL REQUIREMENTS/WORKING CONDITIONS

The VP, general counsel and secretary performs job duties in a typical business office environment. Specific physical abilities required by this job include operating basic office



equipment. They will be required to attend meetings, potentially both on-site and off-site, via phone or videoconference. Reasonable accommodations may be made to enable individuals with disabilities to perform essential functions.

KORN FERRY CONTACTS

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