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## POSITION AND CANDIDATE SPECIFICATION

The Yale University logo, featuring the text "Yale University" in a white serif font centered within a dark blue rectangular background.

**YALE UNIVERSITY**

**VICE PRESIDENT AND GENERAL COUNSEL**

Date: July 2014

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## POSITION SPECIFICATION

### Client

Founded in 1701, Yale has grown from a small local college into a global research university. Its almost 12,000 students come from all 50 American states and over 100 countries. The nearly 4,000-member faculty is a richly diverse group of men and women who are leaders in their respective fields. Even as it has grown, Yale has continued to value and support a focus on teaching, small residential communities, community service, and opportunities for the full expression of learning in and beyond the classroom. Yale's mission is the creation, preservation, and dissemination of knowledge to educate talented men and women for leadership in scholarship, the professions, and society.

Yale is well known for the strength of its undergraduate college, where its 5,300 students learn to lead and serve through a strong academic curriculum and participation in a host of extracurricular activities. Yale is a major research university with an annual budget of \$3.2 billion, research expenditures in FY2013 of \$699.3 million, and an endowment of approximately \$23 billion. Led by a distinguished faculty, Yale carries on its education and research activities on the graduate level in 13 graduate and professional schools that enroll more than 6,500 students: the Graduate School of Arts & Sciences, Divinity, Engineering & Applied Science, Forestry & Environmental Studies, Law, Management, Medicine, Nursing, Public Health and four schools of the arts: Architecture, Art, Drama and Music. The University is home to one of the world's great libraries and three outstanding museums and galleries — Peabody Museum of Natural History, the Yale University Art Gallery, and the Yale Center for British Art.

Yale's 19-member board, known as the Yale Corporation, governs Yale. Comprised of ten Fellows elected by successors to the original trustees, six Fellows elected by the alumni, the President of the University (who presides over the board) and the Governor and Lieutenant Governor of Connecticut (ex officio), the Corporation oversees major policy, planning and strategic vision for the University. Appointed in 2013, Peter Salovey is Yale's 23rd president. He served previously as provost, dean, and a faculty member in psychology at Yale.

Yale's central campus covers 310 acres (125 hectares) stretching from the medical center just south of downtown New Haven to tree-shaded residential neighborhoods around the Divinity School. Yale's West Campus, located seven miles west of downtown New Haven on 136 acres (55 hectares), was acquired in 2007 and includes 1.6 million square feet of research, office, and warehouse space that provides opportunities to enhance the University's medical and scientific research and other academic programs. The University also maintains over 600 acres (243 hectares) of athletic fields and natural preserves a short ride from the center of New Haven. Yale and the City of New Haven are strong partners in the redevelopment and revitalization of the downtown area.

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## Position Summary

Yale seeks to hire a Vice President and General Counsel to succeed Dorothy Robinson who will be retiring from that position. The Vice President and General Counsel is the senior legal officer of the University responsible for the conduct of all of the legal affairs of the University, domestically and internationally. He or she reports to the President, is one of nine Officers of the University, and is a member of the University Cabinet and the Vice Presidents' Council. The Vice President and General Counsel directs the Office of the General Counsel (17 attorneys plus paralegal and administrative support staff), and oversees the Office of Enterprise Risk Management (four staff) and the Office of Federal Relations (two professionals and one support staff).

## Key Relationships

Reports to: President of the University

Direct reports: Senior attorneys of the Office of General Counsel, the Director of Enterprise Risk Management, and the AVP for Federal and State Relations (who directs the Office of Federal Relations)

Other key relationships: Provost, Vice Presidents, and Chief Investment Officer  
The Yale Corporation (Trustees)  
Senior members of the Faculty, Deans of Schools  
University senior leadership and staff, and other key administrators (e.g., University Auditor, University Librarian, Director of Technology Transfer, Director of Athletics, Deputy Provosts)  
Key University committees and their members

## Location

The Vice President and General Counsel is based in New Haven, Connecticut.

## Major Responsibilities

The Vice President and General Counsel will have responsibility for the following:

- Leading the Office of General Counsel (OGC) to provide comprehensive legal counsel, representation, and oversight on the wide range of legal matters affecting Yale University and its component organizations.

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- OGC's attorneys provide advice to all University components (including all University schools, the Investments Office, University museums, the Yale University Press) and to academic and business leaders and administrators, on legal and regulatory matters related to Yale's activities; transactional matters; dispute resolution; investigations; policy formulation; and the conduct of all necessary and appropriate legal work in relation to these issues.
  - OGC also represents the University in administrative and judicial proceedings and in arbitrations, and manages outside litigation counsel.
  - The Vice President and General Counsel is the sole official (in addition to the President) authorized to engage or approve the engagement of outside counsel on behalf of the University.
  - Representative areas of law routinely addressed by the OGC include: governance, research-related regulation and compliance, intellectual property law, labor and employment, civil rights, tax, real estate, land use and property law, investments, contracts, financing transactional work, complex gifts, cross border and international transactions, research and cooperative agreements, technology licensing, cultural property, clinical practice legal issues, and litigation.
- Supervising and providing leadership and vision to the Enterprise Risk Management (ERM) Program. ERM is a comprehensive program of identification, assessment, and coordination of advice with respect to mitigation of risks inherent in Yale's programs, activities, and operations. ERM also ensures the sufficiency of the University's insurance portfolio and other risk and loss control programs.
  - Supervising the Office of Federal Relations (OFR), which coordinates the University's federal relations efforts. OFR monitors developments in federal legislative and administrative policies, and advocates for policies and programs that benefit higher education and scientific research. OFR follows a broad range of issues including student financial aid, funding for research, legislation and regulation affecting intellectual property, immigration and visas, and tax rules affecting charitable organizations, as well as other topics.

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## **CANDIDATE SPECIFICATION: KEY SELECTION CRITERIA**

### **Education**

The successful candidate should hold a law degree from a highly regarded law school, be a member of the bar, and satisfy all applicable requirements for attorneys practicing in the State of Connecticut.

### **Ideal Experience**

Yale's Vice President and General Counsel must have:

- A minimum of fifteen years relevant legal experience which should include several years managing a team of lawyers in an academic, nonprofit, governmental, or corporate environment; partners of law firms with demonstrated strong managerial experience will be considered.
- Ability to serve as a trusted advisor to the President and the Corporation, and work with faculty, senior leaders, and diverse constituencies on broad range of legal matters, as well as strategic and policy issues..
- The highest ethical and moral standards and impeccable judgment.
- Ability to contribute to strategic issues of major importance facing a leading institution of higher education in the 21<sup>st</sup> century.
- Ability to advise on matters relating to Yale's global activities.
- Ability to identify, lead, and mentor outstanding and diverse talent.
- A deep commitment to Yale, its values, and culture.
- Ability to oversee efforts on enterprise risk management and federal relations.
- An understanding of student life issues both at the undergraduate and graduate/professional levels.
- Outstanding communication skills and the ability to establish and maintain collegial and productive working relationships across the University.

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## **Critical Competencies for Success**

*Technical Legal Skills:* Demonstrated legal talent with an understanding of and the ability to focus on the major issues facing a large, complex, urban academic institution; preference for a lawyer with experience working in an academic or nonprofit institution, a for-profit corporation or an important federal government department or agency; experience counseling management on complex legal issues; ability to address compliance with the full range of applicable laws, regulations, rules, and policies that affect Yale's activities.

*Leadership:* Demonstrated excellent judgment and track record of serving as a key member of a leadership team; ability to influence major decisions having legal ramifications through reasoned analysis; sensitive to and understands the special nature of working in an academic institution where the need for a collaborative working style, flexibility, adaptability, and patience are critical to success; ability to gain credibility and work with and advise colleagues and board members in decision making.

*Management:* Demonstrated track record in managing complex legal operations; successful experience building and motivating a legal team and, when necessary, advocating and instituting change; collegial and collaborative and brings a proven commitment to the creation of a positive working environment within the legal organization; fosters talent development and able to mentor a diverse team of in-house attorneys.

## **Other Personal Characteristics**

- Mature individual with appropriate self-awareness
- Well organized planner with strong analytical skills
- Ability to work and manage under defined timelines and budgets
- Sense of humor
- High energy and drive

For additional information, please see Yale's website: [www.yale.edu](http://www.yale.edu)

Please direct nominations, applications or inquiries to:  
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