

## American College of Chest Physicians

### Position Description

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<b>Position Title</b>	General Counsel
<b>Division</b>	<b>Operations</b>
<b>Reports To</b>	CEO/EVP
<b>Grade</b>	<b>12</b>
<b>FLSA Status</b>	Exempt
<b>Prepared</b>	<b>July 2020</b>
<b>Contact Person:</b>	Melissa Roberts, Senior Manager, <a href="mailto:mroberts@chestnet.org">mroberts@chestnet.org</a>

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#### Primary Purpose

As the chief legal officer for CHEST, the General Counsel provides or coordinates all legal services to the organization to help CHEST achieve its nonprofit mission, embrace related business opportunities, manage risk and ensure compliance with nonprofit, corporate and tax laws. We are looking for a versatile lawyer with superb oral and written communications skills, a commitment to client service, solid business judgment and intellectual curiosity. The General Counsel provides strategic consultation and support to the Executive Vice President / Chief Executive Officer (EVP/CEO), the CHEST Board of Regents, the CHEST Foundation and the CHEST senior management team on a wide range of business, nonprofit and legal issues. As a member of the CHEST Executive Leadership Team, the General Counsel is viewed as an institutional leader.

#### Essential Functions/Responsibilities

- Demonstrate a passion for crushing lung disease and embody CHEST values: honor the team, lead with integrity, leverage passion, cultivate innovation, and have serious fun.
- Provide legal counsel and guidance to the EVP/CEO, Board of Regents and senior management on all legal matters and business strategies relevant to a modern, medical professional society.
- Review, draft and negotiate all contracts on behalf CHEST, or manage outside counsel to whom such tasks may be delegated where highly specialized skills are required.
- Research, review, interpret and prepare legal opinions for the EVP/CEO, Board of Regents and senior management.
- Lead (or assist) in drafting amendments to organizational bylaws, policies and procedures.
- Attend meetings of and provide guidance to CHEST Board of Regents and CHEST Foundation directors. Preparing board meeting agendas and minutes, and other materials related to corporate governance
- Guide CHEST Human Resources staff in responding employment matters, including conducting investigation of and response to employment claims.
- In consultation with the EVP/CEO, determine when to engage external counsel, select that counsel, negotiate the terms of the engagement and supervise the representation.

#### Required Qualifications and Competencies

1. Juris Doctor from an accredited law school

2. Licensed to practice law in Illinois
3. Minimum six years of experience practicing law in the United States
4. Substantial experience representing or providing legal services to, or within, a complex organization
5. Substantial experience reviewing, drafting and negotiating a wide range of commercial agreements, with an emphasis on agreements related to technology and digital media. Preference will be given to candidates who have experience with some or all of the following types of agreements: technology licensing agreements, SaaS and other cloud services agreements, content acquisition and distribution agreements, sponsorship and/or ad agreements, facilities and live event-related agreements, agreements governing the distribution of content via digital platforms, agreements with research and data analytics service providers, consulting services agreements, non-disclosure agreements.
6. Experience guiding human resources staff in responding to employment related claims and devising legal strategies
7. Experience with intellectual property law and practice, including trademark, copyright and publishing law
8. Ability to manage multiple projects, set and adjust priorities, work under pressure, and maintain composure and a sense of humor while doing so
9. Demonstrated ability to effectively manage outside legal counsel
10. Knowledge of the range of laws and regulations that impact business activities and nonprofit operations
11. Ability to analyze and interpret issues and to prepare legal opinions
12. Strong attention to detail and organizational skills
13. Excellent interpersonal, verbal and written communication skills
14. Demonstrated commitment to diversity, equity and inclusion

#### **Desired Additional Qualifications**

1. Substantial experience as legal counsel for tax-exempt organizations, especially professional societies
2. Knowledge of health policy issues affecting the medical profession
3. Experience as an in-house attorney
4. Experience advising internal product teams on business and legal issues at early stages of product development
5. Drafting comments for submittal in administrative agency rulemaking (e.g. Dept. of Health and Human Services—Centers for Medicare and Medicaid Services)

**Position Type:** Full-time with remote work possible. Depending upon candidate's qualifications, part-time may be considered.

*This description was designed as a convenience to acquaint candidates, employees and managers with the basic elements of the position. The duties of this position are not limited to what is contained in this description, and employees in this position may be asked to perform various functions not listed. This description is solely for the purpose of summarizing basic duties, and it is not intended to be a contract or guarantee of employment or of any specific terms or conditions of employment. This description may be amended or eliminated from time to time as necessary for operational or business reasons.*