



# Chief Legal Officer and Secretary Position Specification

**WE HELP OUR CLIENTS CHANGE THE WORLD, ONE LEADERSHIP TEAM AT A TIME™**

**2022**

Heidrick & Struggles advises client companies on the basis of an exclusive consulting assignment. The following details are for personal review and should be kept confidential.

**HEIDRICK & STRUGGLES**

# The Organization

## THE ORGANIZATION



- Organization
- Organization Headquarters
- Year Founded
- Employees
- Website
- Organization Overview

The Andrew W. Mellon Foundation

New York, New York

1969

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<https://mellon.org/>

### Mission

The Mellon Foundation believes that the arts and humanities are where we express our complex humanity, and we believe that everyone deserves the beauty, transcendence, and freedom to be found there. Through our grants, we seek to build just communities enriched by meaning and empowered by critical thinking, where ideas and imagination can thrive.

Mellon makes grants in four core program areas: Arts and Culture; Higher Learning; Humanities in Place; and Public Knowledge.

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# The Organization



## THE ORGANIZATION



- Organization Overview

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### History

The Mellon Foundation, a not-for-profit corporation under the laws of the State of New York, was formed on June 30, 1969, through the consolidation of two existing foundations—the Avalon Foundation and the Old Dominion Foundation. The Avalon Foundation had been established in 1940 by Ailsa Mellon Bruce, daughter of Andrew W. Mellon. The Old Dominion Foundation had been established in 1941 by Paul Mellon, son of Andrew W. Mellon. When the two foundations were consolidated, our founders adopted the name "The Andrew W. Mellon Foundation" to honor their father. At the end of 1969, Mellon's assets totaled \$273 million. By the end of 2020, the total endowment was approximately \$8.2 billion; annual grantmaking came to approximately \$417 million.

# The Position



## THE ORGANIZATION

## THE POSITION



- Position Title
- Location
- Reports To
- Team Size
- Position Summary

Chief Legal Officer and Secretary (“CLO”)

New York, New York

[Elizabeth Alexander](#), President

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The Foundation is seeking a Chief Legal Officer and Secretary (“CLO”) to join its Senior Leadership Team. Reporting to the President, the CLO will serve as a Foundation Officer, providing strategic and sound legal, business and governance expertise for the Foundation in a fast-paced operating environment.

In addition to serving as the Foundation’s most senior internal legal advisor, the CLO will also serve as the Secretary to the Board of Trustees, assisting the Board in carrying out its fiduciary duties and overseeing all operations related to the preparation for and execution of efficient and effective Board meetings. As a member of the senior leadership team, the CLO will contribute to the overall management of the Foundation by offering ideas and insights that will help shape the Foundation’s strategies, policies, and operations by partnering with the Chief Program Officer, Chief Financial Officer, Chief Communications Officer, Chief Investment Officer, Chief of Staff, and Chief Human Resources Officer, among others.

The CLO will lead the legal team as well as staff who support the Secretary and administrative duties and will collaborate closely with the officers and staff across the Foundation.

## THE PERSON

## ENGAGEMENT TEAM

# The Position

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- Responsibilities

## ***Chief Legal Officer responsibilities include:***

- Serving as trusted advisor to the President and collaborative partner to the Senior Leadership Team, advising on a wide range of matters including, but not limited to, contracts, the structuring of grants, the uses of grant funds, conflicts of interest, Mellon's external communications, Foundation and staff use of social media;
- Ensuring the Foundation remains compliant with applicable laws and regulations;
- Creatively and proactively engaging with foundation staff to further the Foundation's social justice strategies;
- Overseeing all litigation or threatened litigation in which the Foundation might be involved;
- Maintaining the Foundation's intellectual property, along with the Foundation's intellectual property policies, practices, and agreements;
- Exercising primary responsibility for Mellon's relations with outside legal counsel as well as oversight of legal expenses;
- Monitoring the general legal operations, communications, political, and regulatory climate affecting the Foundation;
- Developing, tracking and maintaining the Foundation's Conflicts of Interest, Whistleblower, Anti-Discrimination, and governance policies as it relates to the Trustees and staff of the Foundation and other partners, and reporting the dispensation of such conflicts annually to the Audit Committee.

# The Position

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- Responsibilities

## ***Secretary to the Board responsibilities include:***

- Coordinating the Board meeting and committee calendars, agendas, and materials, working with Trustees, the President, and other officers and key staff;
- Serving as the responsible officer to the Compensation and Governance Committee;
- Providing input to the Audit Committee and to Investment & Finance Committee staff to ensure items within the committee mandates are reviewed on an appropriate cycle and that good governance protocols, laws, policies, and regulations are observed;
- Drafting and maintaining minutes of Board and committee meetings, including executive sessions, board and committee resolutions and presenting minutes for Board and committee approval;
- Preparing and administering the use of unanimous consents, where needed, for Board actions that occur between regularly scheduled Board meetings and without a meeting;
- Orienting new Trustees, including with governance documents, legal and other training, policies, procedures and background materials; and providing refreshers as needed;
- Maintaining custody of the seal of the Foundation, of all written contracts and of all the deeds, leases, records, and evidence of title to the real estate owned, held, or controlled by the Foundation;
- Performing all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Trustees or the Chair or Vice Chair of the Board or the President.

# The Person



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- Pivotal Experience & Expertise

**The successful candidate will have a JD and be licensed to practice law, as well as be in good standing in any state or territory of the US. Moreover, this individual will have:**

- **Relevant Legal Experience:** 15+ years of legal experience; ideally in a foundation, other not-for-profit, university, law firm or equivalent. Experience working across a broad range of legal disciplines is required, including experience with and a solid understanding of contract, grantmaking and tax-exempt organizations law and experience overseeing corporate governance matters.
- **Strategic Business Advisor:** Excellent business acumen and proven experience advising Executives and Board members on legal risk, corporate communications and other decisions requiring the exercise of judgment and discretion. An orientation toward creative problem-solving and track record of translating complex ideas into clear, cogent, and concise language.
- **Leadership/Management Experience:** Strong and effective manager of people and diverse teams; track record of empowering, developing and growing experienced and junior staff. Effectively engages with and leads organizational partners within matrixed environments.

# The Person



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- Culture Fit & Impact
- **Social Justice and Mission Orientation:** An individual who is connected to and inspired by mission-driven work that centers social justice.
- **Inspirational Leader:** Outstanding influencing skills, high integrity, adaptability and flexibility; superb listening and communications skills: a positive individual who is respectful, approachable, has a sense of humor and welcomes creativity in their work.
- **Hands-On, Process Oriented:** Brings a strong ability and interest in diving into the work in a hands-on, execution-oriented manner. Builds strong processes and guides and execute in a transparent and cooperative way.

# Engagement Team



## THE ORGANIZATION

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