

Chief Legal Officer Job Description– February 14

The primary objective of the Chief Legal Officer (CLO) position is to protect the integrity of TEC, responsibly managing the secular legal risks in support of the work of TEC. The CLO shall be ultimately responsible for the supervision of all secular legal matters in which TEC shall be a party or have an interest, and for keeping the relevant clients reliably and timely informed about such secular legal matters, TEC's options in upcoming secular legal matters, and the secular legal basis for TEC decisions about them.

The CLO shall be responsible for assuring the reliable and timely provision of high quality legal advice and services to the Presiding Bishop, the President of the House of Deputies, the Executive Officer of the General Convention, the Domestic and Foreign Missionary Society ("DFMS") and Executive Council (collectively defined "TEC").

Where the secular legal interests of TEC implicate ecclesiastical and/or canonical provisions or proceedings, the CLO shall coordinate closely with the appropriate Chancellor, including the Chancellor to the Presiding Bishop, the Chancellor to the President of the House of Deputies, and/or Diocesan Chancellors, to assure that TEC's secular legal interests are properly protected.

The CLO reports to and is accountable to the Presiding Bishop. The CLO attends meetings of the Executive Leadership Team and staff members as directed by the Presiding Bishop.

The CLO need not be based in New York, but must be able to spend a week to ten days per month at the Church Center in New York City for appropriate meetings and consultations. The CLO is expected to attend Executive Council meetings that occur several times a year at various locations, and to attend the triennial General Convention.

The CLO will:

1. Serve as key legal advisor regarding the legal infrastructure for the organization domestically and internationally; define and develop legal policies and procedures, legal operating guidelines, and legal compliance review;
2. In support of (and in coordination with) the appropriate officers and staff of TEC, provide secular legal advice and obtain outside legal services appropriate to the legal matters being managed;

3. Participate appropriately in planning the work of TEC in order to identify and timely address the secular legal issues involved in such plans, and serve as advisor and resource on secular legal issues and risks;
4. Provide information on emerging trends in the law that may significantly affect TEC's interests, and advice on options for responding to such trends.
5. Manage the budget for all secular legal work including that done in house and for outside counsel; propose the budget for legal work with supporting documentation for use in preparing the upcoming triennial budget for secular legal work, including funding for legal contingencies. This budgeting work includes the preparation of the budget request for the draft triennial budget and preparation and management of proposed annual adjustments to the legal budget for Executive Council consideration. Where the attorney serving as the Chancellor to the Presiding Bishop or to the President of the House of Deputies is also serving as paid counsel for TEC in a specific secular legal matter, that time and those invoices shall be considered by the CLO to be part of the secular legal budget.
6. Develop an effective system to track requests from TEC clients for secular legal advice and the status of these efforts, and promptly identify circumstances where the requests either cannot be met either in the time requested or where the level of effort requested exceeds reasonably available budgeted resources unless new funds are obtained to underwrite such additional work.
7. Manage attorneys and other legal department staff, including the conduct of their evaluations, hiring and dismissal, but not the Chancellor to the Presiding Bishop or the Chancellor to the House of Deputies in their capacities as chancellors.
8. Select, manage, coordinate and oversee the work of all outside counsel for secular legal work. Use, where appropriate, reasonable and periodic competition. Review their work product and invoices for compliance with budgets and sound legal practice. This supervision will include all engagement of outside counsel for advice, litigation or investigations, including that for allegation of misconduct (as defined by secular law) by any TEC officer, Executive Council member, or staff member.
9. Provide legal advice for the acquisition, development, protection or divestiture of all TEC real property and intellectual property assets.
10. Within six months of Executive Council's confirmation of the CLO's appointment, the CLO shall develop appropriate standard written procedures to propose to Executive Council to govern the provision of and financial accountability of separate counsel for TEC officers, Executive Council members, or staff where such separate counsel are required to avoid conflicts of interest under appropriate law, canon, or by-law.
11. Manage review of TEC contracts and assist in appropriate efforts by the Executive Officer of General Convention, Chief Operations Officer (COO), and Chief Financial

Officer (CFO) to formulate standardized contractual language for procurement of products and services. Take steps to assure ongoing government contract compliance.

12. Oversee compliance matters with other TEC officers and provide training for TEC staff on legal aspects of issues and compliance matters encountered in the operations of TEC.
13. Advise on human resource procedures, policies and issues in coordination with Human Resources and the Chief Operating Officer.
14. Protect TEC interests by working with the Chief Financial Officer (CFO) and other staff to manage risk, liability and financial exposure including the provision of insurance coverage,
15. Protect TEC's interests by working with the CFO and other staff to seek and maintain lawful exemptions from federal, state and local taxes, and to identify additional jurisdictions, if any, where it is in the TEC's best interests to seek such exemptions.
16. Work with the CFO and COO to assure that TEC complies with business registration and charitable registration requirements of states and localities that require such registration.
17. Maintain mutual working relationships with all TEC diocesan chancellors and the Episcopal Chancellors Network.
18. Develop a working relationship with the Chancellors to the Presiding Bishop and the President of the House of Deputies through regularly scheduled discussion and consultation.
19. Provide legal advice regarding the potential impact on TEC's legal interests of the filing (or refraining from filing) of amicus briefs in litigation, the filing of comments in connection with federal or state administrative proceedings, and in partnership with the CFO, shareholder resolutions regarding publicly traded companies. The CLO will report regularly to Executive Council about any such briefs, comments, or resolutions, the secular legal issues they involve, and the secular legal objectives to be served by such public filings.
20. Give legal advice to the Presiding Bishop and the Executive Council's (or its designees) about whether and when to intervene in litigation (including administrative proceedings) involving dioceses, bishops, parishes, other clergy, and related church organizations;
21. Report in writing at each meeting of Executive Council about pending and anticipated legal matters, including the legal work in support of significant

transactions and donations, the status of litigation (including threatened litigation) in which TEC is, or may be, a party (including upcoming decisions needed by TEC and legal options of various courses of action in any such litigation), and any important regulatory, tax, property (including intellectual property), or insurance coverage matters that may affect TEC's budget, financial soundness, operations or reputation for integrity. Where appropriate, the CLO will identify upcoming significant legal decisions, and TEC's legal options and likely results in connection with such decisions.

KEY ATTRIBUTES AND EXPERIENCE

The Episcopal Church seeks a lawyer of the highest integrity as shown by consistent exemplary conduct in law practice, including unquestioned candor towards tribunals and the fair and courteous treatment of opponents, clients, other parties in transactions and litigation, as well as towards colleagues and staff. The CLO must be able to balance demands for legal advice from multiple TEC clients this officer serves, and work with them to anticipate reasonably foreseeable legal issues likely to arise within the scope of their duties and to resolve conflicting demands for such services.

Essential

- ✚ Learned in the law
- ✚ Member of or the ability to become member of the New York bar within 18 months of hire; currently an active member of the bar in good standing of some state, territory, or the District of Columbia in the United States.
- ✚ Ten or more years of experience in legal practice
- ✚ Demonstrated success in solving problems within complex systems and with multiple constituencies