

Position and Candidate Specification



Cornell University

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Vice President and General Counsel

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Cornell University is pleased to announce the national search for its next Vice President and General Counsel. Cornell University is a privately endowed research university unique within the Ivy League because it is also the federal land-grant institution in New York State, and a partner of the State University of New York. With this unusual configuration, the university has a special responsibility to make contributions in all fields of knowledge in a manner that prioritizes public engagement to help improve the quality of life in our state, the nation, and the world. Cornell University is a remarkable community of scholars, educators, students, staff, and alumni who are deeply influenced by proud traditions and a set of cherished founding principles. Cornell is a world-class research institution known for the breadth and rigor of its curricula, an academy dedicated to preparing students to be well-educated and well-rounded citizens of the world, and a center of knowledge able to share discoveries for the benefit of the state, nation, and world. Cornell's faculty and students believe in the critical importance of knowledge — both theoretical and applied — as a means of improving the human condition and solving the world's problems.

Cornell remains committed to its key principles. The university embraces traditional liberal arts education, practical applications of knowledge, and interdisciplinary and collaborative approaches to research and teaching. It champions free and open intellectual inquiry and expression, treats all individuals with dignity and respect, celebrates difference and diversity, and remains open and accessible to all who meet its high academic standards.

Today, Cornell University consists of 15 schools and colleges, four of which receive support from New York State as part of Cornell's land-grant mission. At the Ithaca campus, the Weill Cornell Medicine campuses in New York City and Qatar, and the new Cornell Tech campus in New York City, the University enrolls more than 15,000 undergraduates and over 8,000 graduate and professional school students. Cornell employs approximately 8,100 staff and 1,600 professorial faculty members in Ithaca and at Cornell Tech, and an additional 5,000 staff and 1,700 faculty members at Weill Cornell Medicine in New York City. The University is governed by a 64-member board of trustees, which includes representatives from the faculty, students, staff, alumni, and New York State.

Cornell's financial condition is strong with a balanced budget, a healthy endowment, and an enviable history of attracting research funds. The operating budget is approximately \$4.8 billion, of which 54 percent supports the Ithaca campus and 46 percent supports Weill Cornell Medicine. The University's investment portfolio is valued at close to \$7.2 billion (as of June 2020).

The General Counsel position will be based primarily in Ithaca, a thriving community in the center of the spectacular Finger Lakes Region of upstate New York. Ithaca is routinely honored in the various top ten lists of small cities for its outdoor activities, its art and culture, its public-school system, and its vibrant sense of family and community. It is located within four hours of New York City, one of the world's greatest cities. Cornell is the major employer and the primary economic engine for Ithaca and Tompkins County; most employees live in or around the area, whose population possesses an unusually high level of educational attainment.

More information about Cornell University, including information about its Schools, Colleges and Programs, Student Life and Governance, can be found at www.cornell.edu.

The Vice President and General Counsel (“General Counsel”) is a university-wide position that reports directly to the President and to the Board of Trustees. The General Counsel serves as the chief legal officer for the university, representing and advising all Cornell boards, senior officers, and other officials and units. The General Counsel leads the 19 attorneys and other professional staff of the Office of General Counsel and oversees all outside legal counsel retained to represent the University. As part of the President’s Cabinet, the General Counsel will be a key legal, policy, and governance advisor on matters of importance to the President and other senior officials, including participation in strategic discussions and major transactions.

The Office of General Counsel is the in-house corporate legal office for Cornell University organized into eight practice areas: Contracts and Business Transactions, including development and gifts and international collaborations; Employment and Labor; Intellectual Property, including technology transfer; Litigation and Disputes; Medical and Clinical matters, including relations with NY Presbyterian hospital and human research; Regulatory Compliance, including research misconduct, land use, and immigration; Student Affairs, including disciplinary proceedings, Title IX and FERPA; and University Governance and Policy. The Office of General Counsel includes a team of six attorneys in New York City led by a Deputy General Counsel who are dedicated to advising and representing Weill Cornell Medicine. The Deputy General Counsel also serves as Secretary of Weill Cornell Medicine.

The Secretary of the Corporation, who reports to the Vice President and General Counsel, is the chief governance advisor to the Board and senior officers and is responsible for implementing governance matters involving the Board of Trustees. The Secretary also performs or supervises the usual duties of a corporate secretary. The Secretary is authorized to impress the corporate seal upon documents requiring such seal, attest them when necessary, and performs such other duties as may be assigned by the Board or the President from time to time. The Secretary is the official record keeper for the proceedings of the Board of Trustees meetings.

KEY RELATIONSHIPS

Reports to	President Board of Trustees
Direct reports	Office of General Counsel Secretary of the Corporation
Other key relationships	Provost Provost for Medical Affairs and Dean, Weill Cornell Medicine Deans Chief of Staff and Special Counsel to the President Executive Vice President and Chief Financial Officer Vice President and Chief Human Resources Officer Other academic and administrative leaders

KEY RESPONSIBILITIES

- Providing and coordinating a full range of legal services, in such areas as: academic freedom, free speech and expression, tenure, employment, labor relations, contracts, capital construction and financing transactions, real estate, student affairs, athletics, health law, business law, research agreements and partnerships, technology transfer, development and gift agreements, trusts and estates, academic affairs, medical malpractice and torts, cybersecurity and information protection, federal and state constitutional and public law issues, and research and business practices of major research universities;
- Engaging in or supervising civil litigation, including medical malpractice, employment, civil rights, student due process and educational rights, immigration, intellectual property and commercial cases, and criminal proceedings and investigations as they relate to the University and personnel.
- Providing legal advice on a wide range of issues to support Weill Cornell Medicine, in both New York City and Doha, Qatar, and all of its educational, research, faculty practice, technology transfer, business, and related activities, and its relationships with major teaching hospitals and other clinical affiliates;
- Supporting the academic mission of a complex research university.
- Drafting and advising on the development of University policies and procedures.
- Assisting the Office of Compliance and University Audit Office on risk management and compliance with all relevant federal and state statutes and regulations, including participation in financial and compliance audits and investigations by a wide range of government agencies.
- Advising on legal issues relating to the four contract colleges and New York State laws, regulations, procedures, and relationships relating to those colleges.
- Working closely with the other senior officers and the Office of Compliance to ensure the University's full compliance with all regulatory requirements related to the University's educational, athletic, research, and financial activities.
- Working closely with the office of Alumni Affairs and Development on gift agreements and reputational risk.
- Supporting Cornell's research priorities, including with technology transfer and intellectual property, and on issues related to research integrity.
- Legal issues relating to construction, real estate and private collaborations, at Cornell Tech, and strategic international and other affiliations across all campuses.
- Legal, governance, and risk aspects arising from Cornell's wide and growing range of international activities.
- Working closely with the Office of Student and Campus Life on litigation arising from enforcement of Title IX or student conduct policies.
- Issues related to freedom of speech and expression.
- Developing an understanding of the unique structural and governance history of the University; and
- Providing clear, creative, and supportive long-term leadership for the Office of General Counsel, and assuring that its personnel, structure, culture, and operations best serve the missions and priorities of all major components of Cornell.

The General Counsel will be the executive leader of the Office of General Counsel, across all locations, and of the Office of the Board of Trustees. The successful candidate will be expected to guide those offices with outstanding personal leadership, knowledge, integrity, and management skills. As one of the most senior University officials, the General Counsel will also be expected to be an ambassador for the University's mission and values in all professional settings, demonstrating a commitment to the academic missions of a complex research university. The successful candidate will demonstrate outstanding leadership and management skills. This includes both the ability to lead and manage the offices of General Counsel and the Office of the Board of Trustees, and to work collaboratively with a large, talented, and multi-faceted University leadership team. The ability to clearly communicate legal advice and succinctly present options is essential.

IDEAL EXPERIENCE

Graduate of an accredited school of law and a member of the New York Bar or eligible to practice law in the State of New York within one year or less.

Minimum of ten years of legal practice is required and relevant university and academic medical center experience are highly desired. Other government, corporate, law firm, and legal and executive experiences may be helpful, if relevant to the Cornell environment.

Broad and deep knowledge of a range of issues related to higher education law including but not limited to, statutory and regulatory compliance, anti-trust, intellectual property, employment, research/tech transfer, immigration, real estate, and governance.

Significant experience advising and supporting governing and advisory boards is also desirable.

CRITICAL LEADERSHIP CAPABILITIES

Technical Legal Skills

Demonstrated strong legal talent with an understanding of and the ability to focus on the issues facing a large, complex academic institution with a complex medical college; preference for a lawyer with experience working in (i) a large research university's legal department; (ii) a law firm working for large, complex academic clients; (iii) an academic medical center or relevant nonprofit institution; or (iv) a relevant federal government department or agency. Experience counseling all layers of university leadership on complex legal issues and the ability to address compliance with the full range of applicable laws, regulations, rules, and policies that affect Cornell's activities.

Collaborative Leadership

The candidate should thrive in a rigorous, often time sensitive, complex legal environment and with a demonstrated ability to meet challenges with composure, employing the highest standard of ethics and personal integrity. Demonstrated excellent judgment and track record of serving as a key member of a leadership team; a lawyer who is 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; a lawyer who is able to gain credibility and work with and successfully advise Cornell leaders in decision-making; a lawyer who sees the big picture, is practical and who will bring to the position energy and a sense of urgency and integrity as well as a passion for the mission of Cornell University.

Managerial Talent

The next General Counsel will have demonstrated experience with and be expected to excel at selecting, motivating, and supporting an elite, experienced, and agile in-house legal team across multiple legal practice areas and locations. Demonstrated ability to recruit, retain, manage and lead, through collaboration and partnership, a team of lawyers; a lawyer who fosters diversity and talent development; a lawyer who is collegial and collaborative and brings a proven commitment to the creation of a positive working environment. Facility with the management of multiple budgets, adherence to the highest intellectual, ethical, and professional standards, and devotion to the values of service, teamwork, inclusiveness, and excellence will also be expected.

OTHER PERSONAL CHARACTERISTICS

- Strong verbal, written and interpersonal skills.
- Diplomatic and poised.
- Must possess seasoned, practical judgment and legal skills to render thoughtful independent legal advice.
- Ability to organize and prioritize work and meet deadlines.
- Mature individual with appropriate self-awareness.
- Sense of humor.

Cornell University is being assisted in this process by Spencer Stuart and welcomes nominations or expressions of interest. If you wish to submit your own application materials or nominate someone to serve as the next Vice President and General Counsel of Cornell University, please send an email message with supporting materials to: CornellVPandGC@SpencerStuart.com

Cornell University is an equal opportunity, affirmative action educator and employer. Read the full Equal Education and Employment Opportunity Statement: <https://hr.cornell.edu/our-culture-diversity/diversity-inclusion/equal-opportunity-and-affirmative-action/equal-education>.