



Position Specification

Open Society Foundations
General Counsel

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Ref: General Counsel
Open Society Foundations

A profound transformation is under way at the Open Society Foundations. In order to ensure that its resources are used to maximum effect, OSF will pursue operational decentralization, guided by aligned strategy and operational support at the global level. A General Counsel is sought to help navigate and advise on the legal and governance related changes acting as a trusted strategic partner in the senior leadership of the organization.

Our Client

This specification should be read in conjunction with information on the Open Society Foundations website at: <https://www.opensocietyfoundations.org>

Background

The Open Society Foundations (OSF) are a truly global champion of human rights, freedom of expression, and opposition to autocracy. A leading global grant maker, OSF work to build inclusive societies grounded in respect for human rights and the rule of law, whose governments are accountable and open to the participation of all people, particularly those who face discrimination purely for who they are. The Foundations achieve this by grant making to groups and individuals that work on the issues of promoting justice, transparency, and open debate. Alongside grant making, OSF engage in strategic human rights litigation and impact investing, while incubating new ideas and engaging directly with governments and policymakers through advocacy to advance positive change.

Established by George Soros in 1984, OSF is one of the world's largest charitable foundations operating as a network of regional and national foundations and of geographic and global programs in more than 120 countries. Since its inception, the organization has spent more than \$18 billion on its work in every part of the world. The entities that comprise the Open Society Foundations employ collectively approximately 1,500 staff based in over 40 offices across 43 countries. On average, the consolidated budget for worldwide programs is approximately US\$ 1.3 bn.

The Open Society Foundations have operated successfully over the last three and half decades, celebrating global growth and success in its efforts to build inclusive societies. The world, however, is changing. Inequality is growing and marginalization of different groups has fuelled an embrace of authoritarian politics in many countries. Currently, more people in the world live under authoritarian governments than not. To meet this challenge, OSF has enacted a new strategy prioritizing an integrated approach whilst re-centering power to the regions the foundations operate in. This strategy will allow OSF to be impactful on global issues, whilst still supporting change locally.

The new strategy has decentralized operations and created regional strategies aligned under a single global strategy which will increase global alignment, ensure more coordinated and collaborative actions, and support consistency in the grant-making process. OSF has also reorganized resources to ensure the greatest impact. In order to respond to global crises, more budget will be set aside to allow rapid reaction to changing conditions.

The Role

The General Counsel reports to the President of OSF and provides leadership, strategic direction and overall management of the organization's legal function and the global board secretariat and ensures their effective and efficient operation. The General Counsel will be a prominent member of the organisation's Management Committee, operating as a nimble, responsive, entrepreneurial, and collaborative partner across the organization, and a trusted source of advice to the President and OSF Board as well as senior management, in order to collectively advance the OSF mission.

Given the profound transformation under way at the Open Society Foundations, the General Counsel will act as an agent of change, shaping the legal function and enabling the organization to move into a more decentralized operating model with an appropriate legal framework. The General Counsel will place a strong emphasis on relationship management and partnership with all stakeholders and in ensuring the services provided are collaborative, independent, legally sound, solution-orientated, authoritative and timely. They will be able to delegate and work in a global, decentralized setting.

The duties of the General Counsel are broad-ranging and complex in nature and the incumbent will need to be prepared to adapt and respond quickly and effectively to new demands on their expertise and experience. While scale and global reach will be important qualifications, OSF will place a particular premium on solutions-orientated leaders, able to work in partnership with colleagues across the world to provide responsive advice and counsel in order to achieve goals.

The General Counsel will have the leadership qualities to act as a role model to their team. The General Counsel will ensure that the Office of the General Counsel adhere to the highest standards of professional ethics and integrity, cooperating with stakeholders and colleagues to ensure compliance of proposed activities with applicable national and international laws, OSF Board policies, and third party contractual obligations, promoting effective legal risk management, assisting in ensuring that OSF's rights and assets are properly protected, and leading on or cooperating with colleagues to facilitate innovative and appropriate approaches and solutions.

Main Duties and Responsibilities

The General Counsel is expected to:

- Support OSF, its senior leadership and Board in relationship management with both internal and external stakeholders, and be a trusted sounding board on wide-ranging, complex and sensitive issues;
- Provide oversight responsibility for all governance and legal matters affecting the organization including US non-profit law, tax exemption issues, crisis management, cross border taxation, international grant making, lobbying, political activity, defamation, employment and labor law, data privacy, insurance, OFAC, and litigation;
- Management of internal legal team and outside counsel to meet all legal and regulatory requirements and manage legal and reputational risk.
- Maintain collaborative and effective relationships across the organization and manage the Office of the General Counsel fostering a motivating and supportive environment in meeting goals and objectives;
- Provide legal support to the Board and Committees of the OSF;
- Provide the organization with strategic advice and recommendations during and after the organizational transformation on the management of legal risks arising from OSF's operations and in new initiatives and other legal matters;
- Assist internal stakeholders in ensuring compliance of proposed activities with applicable national and international laws, Board policies and mandates and contractual obligations;
- Advise on the application and interpretation of the bylaws, and corporate policies, and on the application and interpretation of the decisions of the Board;
- Advise on the development and adherence to internal operational and decision-making processes and ensure global standardization in legal practices across regions;
- Advise on and lead any legal claims by or against OSF;
- Advise on legal aspects of employment and human resources policies and regulation including union contract negotiation and interpretation;
- Help to ensure regulatory compliance for the OSF, including applicable US and other regulatory bodies.

In providing leadership to the Office of the General Counsel, the incumbent will:

- Shape the legal function in order to support and enable the organization to move into a more decentralized operating model;
- Lead the communication of OSF's mission and strategy, connecting them with team priorities to make them personal and inspiring to others;
- Drive the team's objectives, strategy and planning processes;
- Create a strategic vision and the right culture and environment to inspire others to succeed by drawing the best out of staff and empowering them;
- Provide technical leadership to staff, ensuring the attainment of expected outcomes;
- Manage the budgetary resources based on agreed needs and priorities;
- Oversee, coordinate and monitor the work of the team to ensure cost effectiveness and performance against results;
- Behave constructively during difficult times, addressing employee concerns supportively, and encouraging constructive discussion;
- Have an inclusive and equitable approach and invite input, share ownership where possible, and motivate staff by making them feel valued for their contribution, while driving staff skills development.

Candidate Profile

The General Counsel will be someone of unimpeachable personal integrity, and will demonstrate the key qualifications, experience, competencies and behaviours identified below:

Qualifications

- Qualified lawyer who is licensed to practice law in the US
- Advanced university degree in law

Experience

- At least 15 years of legal practice, including time spent in a law firm and/or in senior in-house legal roles, with a preference for someone with experience as a General Counsel and/or in a not-for-profit or philanthropic organization;
- Experience with US nonprofit law, negotiating contracts, addressing personnel issues (with general understanding of labor and employee relations law), ensuring compliance with multiple regulatory regimes, corporate governance and fiduciary duty issues;
- Experience working in a globally dispersed organization, overseeing the delivery of complex legal services, and managing external counsel;
- Experience with organizational change and transformation, acting as a change agent.
- Broad experience with governance, transactions, contracting, labor and employment, finance, investigations/audit and strategy development;
- Significant years of relevant experience working to Board Governance level;
- A successful track record in negotiation and influencing within complex and challenging environments;
- Extensive experience of co-ordination and management across decentralized teams;
- Experience of managing staff from diverse backgrounds;

In terms of the performance and personal **competencies** required for the position, we would highlight the following:

Setting Strategy

- Ability to formulate and present strategy and policy at high level and to provide collaborative leadership in the development of global policies, directions, new approaches and methodologies in the assigned areas for OSF, and within a changing environment;
- Passionate about OSF's mission, an energetic fresh perspective, contributes to the good of the foundation, and aligns others to the organisation's strategy and objectives;
- Capacity to efficiently diagnose and resolve multiple, concurrent problems; a conceptual and strategic analytical capacity, with the ability to provide high quality legal advice and identify alternatives or options in planning and decision-making;
- Exercises sound judgment to identify, then correctly balance and manage impact with risk mitigation;
- Ability to innovate to benefit the organisation as a whole, for example in legal knowledge management;
- Create realistic goals and implementation plans, based on an understanding of the organisation's requirements and capacity for change;
- Organise and track progress for self and others, to structure and manage processes, plans, stakeholders, budgets and resources to achieve scope, quality, cost and time goals efficiently.

Executing for Results

- The ability to set clear and challenging goals, act as a change agent committing the organisation to improved performance; tenacious and accountable in driving results;
- A risk-taker who seeks data and input from others to foresee possible threats or unintended circumstances from decisions; someone who takes smart risks;
- Comfortable with ambiguity and uncertainty; the ability to adapt nimbly and lead others through complex situations;
- High confidence and reasoned decision-making ability;
- Highly developed analytical and problem-solving skills;
- A self-starter, able to manage multiple projects simultaneously and maintain focus on priorities; acting with decisiveness, resilience and integrity.

Leading Teams

- Collaborative leadership style, and ability to supervise and direct teams of professionals and support staff;
- Management expertise including ability to clearly define and monitor team objectives and key results, and ensure that these are aligned to the broader strategies of the organisation;
- Effectively motivates, influences and develops others, drives high performance, inspires people to follow their example;
- High standards of personal conduct and integrity and a role model for ethical behaviour;
- A leader who is self-reflective and aware of their own limitations; leads by example and drives the organisation's performance with an attitude of continuous improvement by being open to feedback and self-improvement.

Relationships and Influence

- Ability to work in an international, diverse and multi-stakeholder environment with a global perspective, establishing effective and harmonious working relationships both within and outside OSF;
- Naturally connects and builds strong relationships with others, demonstrating strong emotional intelligence and an ability to communicate clearly and persuasively;
- Exceptional oral, written and interpersonal skills, and excellent presentation of legal matters;

- Effective influencer in complex and rapidly changing environments, inspiring trust by presenting compelling points of view, passion in their beliefs, and their drive and energy to succeed;
- Creates a sense of purpose and meaning for the Office of the General Counsel, aligned to OSF's objectives;
- Encourages others to share the spotlight, and celebrates and supports the success of the team;
- Tact, diplomacy and discretion in dealing with sensitive issues;
- Advocacy with ability to bring credibility in leadership of OSF at the highest levels.
- Political sensitivity with the ability to relate and work effectively and strategically with colleagues and partners at all levels.

Personal Attributes

- Independence of mind, with a reputation for a high standard of professionalism, and for engaging in a forthright manner;
- Proactive, with strong personal integrity and a commitment to the highest ethical standards;
- Strong interpersonal skills with the ability to build positive relationships by promoting cooperation and a sense of being part of a collective endeavour;
- Sound judgment combined with self-awareness and a focus on personal development and learning;
- Adaptable, entrepreneurial, able to innovate and deliver new policies and systems;
- Strength of personality and robustness of intellect;
- Familiarity and ease with a variety of cultures, and comfort with diverse groups.

Location

- The General Counsel will be based in New York.

Compensation & Benefits

- Competitive compensation and benefits will be offered.

Language Requirements

- OSF operates in an English language environment, consequently fluency in spoken and written English is essential.

How to Apply

To apply, please send your CV, and supporting statement to responses@russellreynolds.com by **March 14, 2022**. Your supporting statement should succinctly highlight your motivation, experience, and skills against the requirements of the role. Please include the role title in the subject of your email.

If you have a question about the position, or your application, please contact the Russell Reynolds Team at responses@russellreynolds.com.

Open Society Foundations is committed to fostering a just, equitable and diverse culture free from racism and discrimination in which all staff, partners and stakeholders feel empowered, safe, and heard.

[Open Society Foundations](#)

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