

W. K. Kellogg Foundation
Battle Creek, Michigan

Position Specifications Corporate Secretary and General Counsel

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W.K.
KELLOGG
FOUNDATION™



our vision

"We envision a nation that marshals its resources to assure that all children have an equitable and promising future – a nation in which all children thrive."

www.wkkf.org

THE OPPORTUNITY

Overview:

The W.K. Kellogg Foundation (WKKF), founded in 1930 as an independent, private foundation by breakfast cereal pioneer, Will Keith Kellogg, is among the largest philanthropic foundations in the United States. Guided by the belief that all children should have an equal opportunity to thrive, WKKF works with communities to create conditions for vulnerable children so they can realize their full potential in school, work and life.

The Kellogg Foundation is based in Battle Creek, Mich., and works throughout the United States and internationally, as well as with sovereign tribes. Special emphasis is paid to priority places where there are high concentrations of poverty and where children face significant barriers to success. WKKF priority locations in the U.S. are located in Michigan, Mississippi, New Mexico and New Orleans; and internationally, are in Mexico and Haiti. For more information, visit www.wkkf.org

Mission:

The W.K. Kellogg Foundation supports children, families and communities as they strengthen and create conditions that propel vulnerable children to achieve success as individuals and as contributors to the larger community and society.

Location:

Battle Creek, MI

The Position:

Reporting to the President/Chief Executive Officer, the Corporate Secretary and General Counsel is the senior officer responsible for the legal affairs of the foundation and provides legal counsel to the board of trustees, President/Chief Executive Officer, senior management, and other foundation staff as needs arise. The Corporate Secretary and General Counsel also serves as the Secretary of the foundation, responsible for maintaining the official records of the foundation, coordinating meetings and communication with the board of trustees, and providing advice and counsel to the board of trustees on corporate governance matters. The Corporate Secretary and General Counsel oversees the internal audit function of the foundation.

Essential Functions:

- Manage all U.S. and international legal affairs for the foundation; provide legal counsel to the board of trustees, President/Chief Executive Officer, senior management, and other foundation staff as needs arise, as follows:
 - Advise on a broad range of corporate, employee, employee benefit, intellectual property, litigation, tax, regulatory and compliance matters;
 - Negotiate and draft corporate, transactional, and other legal documents;
 - Oversee and coordinate litigation matters;
 - Ensure compliance with corporate and regulatory filing requirements;

- Retain and manage outside counsel as required to provide specialized legal expertise and/or to manage timely provision of legal services;
 - Develop in-house legal professionals and legal services systems for tracking matters, recordkeeping, training of staff, etc.;
 - Manage legal budget, U.S. and international outside counsel relationships, overall quality and cost of legal service;
 - Coordinate legal support, as required, with external general counsel for the W.K. Kellogg Foundation Trust.
- The Corporate Secretary and General Counsel serves as the Secretary of the foundation, responsible for maintaining the official records of the foundation, coordinating meetings and communications with the board of trustees, and providing advice and counsel to the board of trustees on corporate governance matters; as follows:
 - Oversee all activities of the board of trustees including recordkeeping, meetings, committees, travel, trustee grant programs, etc.;
 - Ensure board of trustees has resources and information required to fulfill fiduciary duties and to comply with foundation bylaws, trust agreements, and other governing documents;
 - Maintain and act as custodian of corporate and legal records and documents, ensuring legal compliance;
 - Oversee compliance with foundation Code of Ethics, Conflict of Interest and other associated policies; develop policies, reporting and investigation systems, and trainings as required to ensure compliance.
- The Corporate Secretary and General Counsel oversees the internal audit function of the foundation, as follows:
 - Supervise and oversee the internal audit function as it undertakes independent reviews and evaluations of management operations and activities.
- Participate as a member of the Executive Council.
- Supervise team of professionals including legal professionals, internal auditors, and executive support staff.
- Supervise staff that provide support for Board logistics/communications/corporate secretary functions and CEO administrative support staff, in addition to professional legal staff.
- Perform other related duties as directed by the President/CEO, and/or board of trustees.

Core Competency Requirements:

EDUCATION/EXPERIENCE

- Juris doctorate from a major, accredited law school required. Minimum of ten years senior-level legal practice in a major nonprofit organization, large law firm or large corporate in-house legal practice required.

- Demonstrated knowledge of the law applicable to tax-exempt organizations preferred but not required. Broad experience in corporate business law and complex transactions helpful, but not required.
- Pragmatic approach to the practice of law required.
- Admission to the State Bar of Michigan desirable, but not required.
- Experience working effectively with persons from diverse cultural, social, and ethnic backgrounds.

LEADERSHIP

- Recognized in areas of expertise through established networks, experience, and accomplishments.
- Commitment to collaboration and teamwork with executives and staff at all levels.
- High level of ethics and commitment to WKKF mission, vision and core values.
- Demonstrated sound reasoning, creativity, and good judgment, coupled with problem-solving skills across unique and varied situations.
- Absolute integrity and discretion essential. Breach of confidentiality could result in termination.
- Highly developed diplomatic skills and organizational savvy.

INTERPERSONAL

- Excellent written and oral communications coupled with superb analytical skills.
- Ability to listen effectively and use the information to evaluate and determine appropriate course of action for situations which are highly sensitive and confidential.
- Strong interpersonal skills with the ability to facilitate supportive relationships internally (Board and staff) and effective collaborations externally.
- Demonstrated knowledge, sensitivity and proactive support of racial equity, diversity and multiculturalism.

TECHNICAL

- Knowledge of human resources management/supervision, policy, and legal compliance matters.
- Ability to manage and motivate staff through effective leadership, mentoring, communications, coaching, development, facilitation, evaluation and rewards.
- Knowledge of international and ethnic cultures, systems and an ability to build and maintain positive relationships and networks with people and organizations across the globe.
- Ability to work with an active and participative board of trustees.

TRAVEL:

Minimal, as required to support job duties.

PROCEDURE FOR CANDIDACY

Confidential review of applications will begin immediately and continue until the position is filled.

Click the following link to apply and submit your resume/curriculum vitae:

[Apply Now](#)

Or copy and paste the following link into your browser:

<http://summitsearchsolutions.catsone.com/careers/index.php?m=portal&a=details&jobOrderID=1601424>

Nominations can be submitted via email to mlawrence@summitsearchsolutions.com.

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The W.K. Kellogg Foundation provides equal employment opportunities (EEO) to all employees and applicants for employment without regard to race, color, religion, gender, sexual orientation, national origin, age, disability, genetic information, marital status or status as a covered veteran in accordance with applicable state and local laws governing nondiscrimination in employment.



BATTLE CREEK, MICHIGAN

Known as “Cereal City,” Battle Creek is located in Calhoun County off I-94 between Chicago and Detroit.

Battle Creek has a proud history and promising future of providing the world’s leading food brands, research and training. It is home to Kellogg Company’s world headquarters, the W.K. Kellogg Foundation, and the International Food Protection Training Institute. Battle Creek has many other major corporate employers in the community including Post Cereals, Ralcorp, Denso, II Stanley, and Duncan Aviation. The city is revitalizing downtown to accommodate food science and other innovative industries. Battle Creek’s Air National Guard Base, commercial airport and industrial park are diversifying the economy and attracting worldwide businesses for military, aviation, aerospace and alternative energy.

Battle Creek allows you to enjoy a progressive small city with an extraordinary commitment to success. City parks and paths contribute to family wellness, while school children receive world-class instruction. Nearby rivers, forests, parks and the world-class Binder Zoo make Battle Creek a family friendly area for outdoor play. A vibrant central business district provides arts and entertainment activities to top off your leisure time.

Battle Creek Facts:

- **County:** Calhoun County (named after John C. Calhoun)
- **Incorporated:** 1859
- **Population:** 51,625
- **Michigan Sales Tax:** 6%
- **Education:** Four public and four private school systems, which include 18 elementary schools, six junior high schools, 2 public high schools, four parochial schools and one private school
- **Churches:** There are 132 churches in Battle Creek, including one synagogue and two Roman Catholic parishes

For additional information on Battle Creek, please visit:

Battle Creek Area Chamber of Commerce

www.battlecreek.org

City of Battle Creek Michigan

www.battlecreekmi.gov

Battle Creek Unlimited

www.welcometobattlecreek.com/welcome-home

City-Data.com

www.city-data.com/city/Battle-Creek-Michigan.html



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