



Position Specification

2016

Froedtert Health

Chief Legal Officer/General Counsel

POSITION TITLE:	Chief Legal Officer/ General Counsel
REPORTING TO:	Chief Executive Officer
DIRECT REPORTS:	<i>Supervises:</i> Associate General Counsels (3), Staff Attorneys (3), Senior Paralegal (1), and Administrative Assistant (1).
LOCATION:	Milwaukee, WI
THE COMPANY:	<i>Froedtert Health</i> www.froedtert.com

Froedtert & the Medical College of Wisconsin Regional Health Care Network (Froedtert):

The Froedtert & the Medical College of Wisconsin regional health network is a partnership between Froedtert Health and the Medical College of Wisconsin. It comprises eastern Wisconsin's only academic medical center, Froedtert Hospital, Milwaukee; and Community Memorial Hospital, Menomonee Falls, and St. Joseph's Hospital, West Bend. The health network also includes more than 2,000 physicians across 25 primary and specialty clinical locations representing the collaboration of Wisconsin's largest multispecialty physician practice with a community-based physician group. The network's three hospitals have 784 staffed beds, nearly 40,000 annual admissions, over 104,600 emergency visits, and more than 900,000 annual outpatient visits. Froedtert & MCW network physicians have more than 3.2M annual patient visits at its health centers and clinics.

An Academic-Community Partnership:

- The Froedtert & the Medical College of Wisconsin Health Network is the health system in the region that includes an academic-community partnership. This partnership:
 - Provides greater access to more specialty care close to home
 - Values the unique character and needs of the patients and communities served
 - Enables clinical integration of shared electronic health records and standardization of evidence-based medical protocols
 - Links clinical, quality and service standards across the system, providing continuity and a consistent experience for patients and families
 - Froedtert & the Medical College of Wisconsin Froedtert Hospital is the only academic medical center in eastern Wisconsin. Academic medical centers, which represent just 6 percent of America's hospitals, are partnerships between a medical school and its affiliated teaching hospitals and clinics.
 - There are fewer than 120 academic medical centers in the country and only two in Wisconsin. Our strong partnership with the Medical College of Wisconsin — dedicated to excellence in patient care, research and medical education — has benefited patients, healthcare professionals and the region since 1980.
- Froedtert Hospital is a member of the Milwaukee Regional Medical Center (MRMC).
 - The MRMC is a consortium of 6 health care institutions whose goal is to add value to our member organizations through increased collaboration, by sharing information and experiences and by exploring opportunities to streamline financial and service delivery structures.

- The six member entities share a common mission of excellence in patient care, medical education, life science research, and community service. The member organizations are: Froedtert Hospital, BloodCenter of Wisconsin's Blood Research Institute, Children's Hospital and Health System, Curative Care Network, Medical College of Wisconsin, Milwaukee County Behavioral Health Division.

The Froedtert & MCW health network offers exceptional care in the community and streamlined coordinated access to specialty expertise, clinical trials and the full range of tertiary care capabilities of eastern Wisconsin's only academic medical center when the need for more complex treatment arises.

Integrated Health Care Delivery System:

Froedtert Health recognizes the importance of an integrated delivery system among all organizations that play a role in a patient's health. Froedtert Health demonstrates its partnership and commitment to the full spectrum of care through joint ventures with home care and hospice, employer services, digital health services, insurance products and founding membership in an accountable care strategy, Integrated Health Network. Froedtert extended this even further with investing in Network Health, a provider sponsored health plan doing business in Wisconsin for over 30 years. Froedtert and Ascension Healthcare are 50/50 owners in the health plan.

- Many of Froedtert & MCW's primary care clinics are nationally designated Patient-Centered Medical Homes. Its medical home model of care is designed to address a patient's entire range of health care needs, whether it's an urgent need, illness, ongoing care, education or prevention and wellness.
- Integrated Health Network of Wisconsin (IHN) is Wisconsin's first multi-system clinically integrated provider network. With six independent healthcare organizations as members (including both Froedtert Health and MCW), this network includes 53 hospitals, 8,400 physicians and covers a region throughout the state of Wisconsin. IHN holds contracts with commercial payers and direct to employer arrangements currently serving over 220,000 covered lives.
- In 2014, Froedtert Health acquired a 50% ownership interest in Network Health, a provider-sponsored health plan serving residents of northeast Wisconsin for over 30 years. Today, Network Health serves 170,000 lives with little duplication with IHN. Network is also the home of the second largest Medicare Advantage plan in the state of Wisconsin with over 60,000 lives in a 4.5 star plan. The other owner of Network Health is Ministry Healthcare, a ministry of Ascension Healthcare.
- In 2015, Froedtert Health launched Inception Health as a wholly owned subsidiary to house its focused strategy in digital health. Inception Health is also jointly governed with MCW.

Awards and Achievements:

In 2015, the Froedtert & Medical College of Wisconsin health network's three hospitals were collectively recognized as one of the top 20 medium-size health systems in the nation by Truven Health Analytics, an independent firm that evaluates hospitals and health systems.

- Froedtert & MCW Froedtert Hospital ranked 5th among 102 participating organizations in the University HealthSystem Consortium's (UHC) 2015 Quality and Accountability Study, which assesses performance in quality and safety across a broad spectrum of patient care activities. The study criteria reflect the national Institute of Medicine's six domains of care: safety, timeliness, effectiveness, efficiency, equity and patient-centeredness.
- U.S. News & World Report 2015-16 "Best Hospitals" list included two Froedtert Health-affiliated hospitals, Froedtert Hospital and Community Memorial Hospital. Froedtert Hospital also ranked nationally in four specialties, including Diabetes & Endocrinology, Nephrology, Ear, Nose and Throat, Pulmonology. Additionally, Froedtert Hospital ranked as

a regional high performer in six specialties, including Cancer, Urology, Geriatrics, Gastroenterology & GI Surgery, Neurology and Neurosurgery, and Orthopedics.

- For the fourth straight year, Froedtert Hospital was named one of the nation's 100 Top Hospitals® by Truven Health Analytics™, a leading provider of information and solutions to improve the cost and quality of health care. Froedtert is the only hospital in Milwaukee on the list and one of just six state hospitals to make the overall list. Froedtert is also the only Wisconsin hospital ranked as one of the 15 Major Teaching Hospitals.
- As a part of the American Nurses Credentialing Center's (ANCC) Magnet Recognition Program®, Froedtert Hospital received its third Magnet® recognition in 2016. The program recognizes health care organizations that demonstrate excellence in nursing and is considered the gold standard for nursing excellence. With this achievement, Froedtert Hospital retains its place among the best of the best as part of the Magnet community—a select group of 425 health care organizations out of nearly 6,000 U.S. health care organizations.

Top Workplace:

Froedtert & MCW health network was named one of America's Top 150 Workplaces by Workplace Dynamics in 2015. Based solely on results of an objective employee survey, Froedtert ranked No. 1 among health system employers and No. 12 nationwide among organizations with more than 500 employees. The survey was conducted in conjunction with the *Milwaukee Journal Sentinel*. The *Journal Sentinel* has also named Froedtert a Top Workplace for five consecutive years.

- Healthiest Employer, LLC recognized Froedtert Health as a 2015 Healthiest 100 Workplace in America. Out of 5,000 national employers, winning organizations like Froedtert Health are honored for achieving lasting success through a wide array of employee wellness initiatives and corporate wellness programs.

SCOPE AND RESPONSIBILITIES:

DHR International is conducting an executive search on behalf of Froedtert Health to identify “ready now” legal talent who could potentially join Froedtert Health as its Chief Legal Officer/General Counsel (CLO/GC) and as a key member of the executive leadership team.

- We are seeking to identify individuals who have demonstrated strong leadership capabilities, prudent but business-savvy judgment, and a strategic orientation combined with a solid business acumen. The CLO/GC will be a true business partner and legal advisor to senior management and the Board of Directors.
- Substantively, the CLO/GC will be the primary legal advisor to the Board of Directors, the CEO, and senior management regarding all laws and regulations applicable to the organization and to the Board of Directors. S/He will have oversight responsibility and accountability for all legal issues enterprise-wide, including general corporate law issues, corporate governance, financings, M&A, regulatory, contracts and general infrastructure matters, working closely with Finance, Compliance, Human Resources, and other functions within the Company. The CLO/GC will have oversight responsibility for the Legal Department, including the Office of Corporate Secretary (collectively referred to as “Legal”).

Specific Responsibilities:

- More specifically, the Chief Legal Officer/General Counsel will be:
 - Working with senior management in setting strategy and policies for the organization;
 - Participating with senior management in setting and implementing the organization's strategy for growth;
 - Preparing and advising the Board of Directors and senior management on all key legal issues, topics, legislative initiatives, and regulatory changes and trends relevant to an academic health system environment;

- Leading the legal organization and ensuring the effectiveness of all legal work being performed enterprise-wide;
- Working closely with senior management and other business leaders to (i) assess and balance enterprise risk; and (ii) to maintain a culture of compliance regarding regulatory and legal mandates, including State and Federal legal mandates that impact the organization's business.

YEAR ONE CRITICAL SUCCESS FACTORS:

- Success in the first year will be defined in part by:
 - The ability to build credibility and trust with the CEO and across the senior leadership team, both as a substantive expert and as a strategic, business-savvy, service-oriented partner and leader;
 - The ability to build credibility and trust with the Chairman and the individual members of the Board of Directors;
 - The ability to build credibility and trust with key partners including the Medical College of Wisconsin.
 - The ability to integrate into the business and develop an understanding of strategy, people, products, and risks;
 - The ability to assess the design and talent of the legal organization and articulate a vision for the organization;
 - The ability to effectively socialize his/her vision for the legal organization and take visible and meaningful steps towards implementation.

KEY SELECTION CRITERIA:

The successful candidate must be highly intelligent, possess excellent business/legal judgment, and add value as a respected strategic leader in the organization, as well as a top-notch legal technician. This executive must be able to work comfortably in a high-performance environment, be responsive to the needs of management, have a high energy level, be hands-on, be a highly skilled communicator who can build consensus, and have the judgment/confidence to be able to make decisions in a timely manner. This person must inspire confidence through the strength of his or her intellect, judgment, leadership style, and ability to manage interpersonal relationships at all levels.

- The successful candidate will possess a minimum of 15 years' experience with the most recent being in a leadership role within a healthcare environment or practice. Experience in an academic hospital environment is *highly desirable*. Broad-based and sophisticated legal experience in a regulated industry is essential. Significant experience in drafting and negotiating partnership agreements as well as advising clients regarding how to work effectively within such partnerships. In addition, significant experience in other complex transactions, including M&A. The successful candidate will be high energy, dynamic and demonstrate commitment, passion and integrity in all interactions. In addition, the successful candidate should possess the following:
 - Undergraduate degree and Juris Doctorate from well-respected institutions are required. Active license to practice law in the State of Wisconsin or eligibility to practice as In-House Counsel under the Wisconsin Supreme Court Rules required.
 - Ability to function at the senior-most level with management, the Board of Directors, clients, and external stakeholders as necessary;
 - Excellent business savvy and judgment, with an understanding of the intersection of legal, regulatory, and business issues;
 - Ability to be an effective enabler of the business strategy;
 - Ability to innovate and think strategically;
 - Passion and ability to lead in a culture which rewards high performance, results orientation, accountability and strong collaborative teamwork;

- Proven “hands-on” approach;
- Excellent interpersonal skills; solid relationship-building and listening skills;
- Diplomacy;
- Flexibility and openness to new ideas;
- Excellent verbal and written communication skills;
- Ability to understand, simplify and clearly articulate complex issues;
- Ability to establish credibility externally;
- Respect among industry peers or the ability to develop this quickly;
- Ability to respect consensus but make independent decisions;
- Humility and confidence;
- Ability to thrive in a performance-driven culture and organization;
- Proven ability to lead and manage multiple new and ongoing projects and initiatives.

LEADERSHIP COMPETENCIES:

Understanding the Organization:

- Knows the business and the mission-critical technical and functional skills needed to do the job; understands various types of business propositions and understands how businesses operate in general; learns new methods and technologies easily.

Creating the New and Different:

- Is able to come up with the next breakthrough; is creative, a visionary, and can manage innovation; is an effective strategist full of ideas and possibilities; sees multiple futures; has broad interests and knowledge; can both create and bring exciting ideas to market; comfortable speculating about alternative futures without all of the data.

Getting Work Done Through Others:

- Manages people well; gets the most and best out of the people he/she has; sets and communicates guiding goals; measures accomplishments, holds people accountable, and gives useful feedback; delegates and develops; keeps people informed; provides coaching for today and for the future.

Communicating Effectively:

- Writes and presents effectively; adjusts to fit the audience and the message; strongly gets a message across.

Managing Diverse Relationships:

- Relates well to a wide variety of diverse styles, types, and classes; open to differences; effective up, down, sideways, inside, and outside; builds diverse networks through collaboration; quick to find common ground; treats differences fairly and equitably; treats everyone as a preferred customer.

Inspiring Others:

- Is skilled at getting individuals, teams, and an entire organization to perform at a higher level and to embrace change; negotiates skillfully to achieve a fair outcome or promote a common cause; communicates a compelling vision and is committed to what needs to be done; inspires others; builds motivated, high-performing teams; understands what motivates different people.

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Acting with Honor and Character:

- Is a person of high character; is consistent and acts in line with a clear and visible set of values and beliefs; deals and talks straight; walks his/her talk; is direct and truthful but at the same time can keep confidences.

COMPENSATION:

- A competitive compensation package will be made available to the qualified candidate. Salary will commensurate with experience and qualifications. Compensation includes base, potential for an annual performance-based bonus, and comprehensive benefits package.

CONTACT INFORMATION:

Linda A. Madrid

Partner, Legal and Compliance Practice
DHR International
900 17th Street, NW
Washington, DC 20006
E: lmadrid@dhrinternational.com

Terri Gorgone

Legal & Compliance Practice
DHR International
900 17th Street, NW
Washington, DC 20006
E: terrigorgone@yahoo.com