UNIVERSITY OF SOUTHERN CALIFORNIA

Assistant Secretary of the University and University Counsel II

Job Code: 125019

Grade: 00
OT Eligible: No
Comp Approval: 11/27/2013

JOB SUMMARY:
Serves as Assistant Secretary of the University and as University Counsel II. Provides legal counsel and guidance in the ordinary and special activities of the university to ensure maximum protection of its legal rights and to maintain operations within the limits prescribed by law. Oversees preparation and maintenance of all corporate records for the university’s board of trustees, committees and subsidiaries consistent with the relevant bylaws and California law. Assists with board conflict of interest policies and disclosures. Recommends actions to manage such conflicts and monitors compliance with such action items. Updates and monitors university’s signature delegation policy and procedures. Manages special legal projects of significant complexity. Investigates and resolves matters of significance on behalf of management. Recommends to management the appropriate corporate structures and changes to achieve each corporations’ goals (e.g., for the university and its subsidiaries). Conducts and manages periodic filing of corporate documents with the Secretary of the State of California. Responds to requests for organizational board-related and other corporate documents and information. Provides leadership, guidance, training and technical supervision to project staff. Reports to the Secretary of the University.

JOB ACCOUNTABILITIES:

<table>
<thead>
<tr>
<th>*E/M/NA</th>
<th>% TIME</th>
</tr>
</thead>
<tbody>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Serves as Assistant Secretary of the University and as University Counsel II. Oversees preparation and maintenance of all corporate records for the university’s board of trustees, committees and subsidiaries consistent with relevant bylaws and California law. Recommends and creates bylaws, articles, policies of the board, resolutions and disclosures. Makes recommendations regarding the revision of bylaws, articles, policies of the board, resolutions and disclosures, as appropriate. Updates and monitors university’s signature delegation policy and procedures.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Provides counsel and advice on legal matters. Provides legal counsel and guidance in the ordinary and special activities of the university to ensure maximum protection of its legal rights and to maintain operations within the limits prescribed by law.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Performs complex legal research and compiles data from various reference sources.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Prepares and reviews proposed contracts, leases, formal agreements and other legal instruments to safeguard the university's interests.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Contributes to the development of university policies. Reviews and recommends revisions as necessary.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Supervises the work of assigned secretaries, paralegals and law clerks.</td>
<td></td>
</tr>
<tr>
<td>______</td>
<td>______</td>
</tr>
<tr>
<td>Conducts and manages periodic filing of corporate documents with the Secretary of the State of California.</td>
<td></td>
</tr>
</tbody>
</table>
Assists with all board conflict of interest policies and disclosures, including working with trustees to resolve conflicts, recommending actions to manage such conflicts, monitoring compliance with any such action items, and maintenance of records of all board conflict of interest policies and procedures.

Manages special legal projects of significant complexity, as assigned, which result in recommending to management appropriate corporate structures and changes to achieve each corporation’s goals (i.e., for the university and its subsidiaries). Plans, designs, develops, coordinates, schedules, organizes and implements project activities to meet objectives. Participates in determining short and long-term objectives for special projects. Conducts comprehensive research and compiles data from various reference sources. Analyzes a variety of complex information to identify trends and patterns and adapts existing methods of analysis to present information and results. Develops conclusions and specific recommendations for presentation to senior management.

Investigates and resolves various matters of significance on behalf of management regarding special projects. Assists with board conflict of interest policies and disclosures; creating bylaws, articles and resolutions, etc.

Interacts with trustees, senior officers and the President’s Office in planning, coordinating and organizing board and committee meetings, materials and activities.

Oversees the maintenance and dissemination of official records of all board actions. Records meetings and oversees the preparation of minutes of all of the meetings of the board of trustees and the audit and compliance committee, board personnel committee, campus planning committee, executive committee, finance committee and investment committee of the board of trustees.

Oversees maintenance of a chronological record of the university’s bylaws and ensures posting of updated bylaws to the university’s website in a timely manner. Responds to requests for organizational, board-related, and other corporate documents and information.

Selects and recommends outside counsel, as required, to obtain legal opinions or handle claims and litigation.

Develops and implements security related procedures such as office opening and closing routines, recognition of duress signals and key controls. Coordinates security activities with university Public Safety Department. Promotes and maintains standards for security conscious awareness and behavior. Maintains knowledge of university’s crime prevention and suppression programs and services. Ensures dissemination of security related information to staff.

Performs other related duties as assigned or requested. The university reserves the right to add or change duties at any time.

*Select E (ESSENTIAL), M (MARGINAL) or NA (NON-APPLICABLE) to denote importance of each job function to position.

EMERGENCY RESPONSE/RECOVERY:

Essential: [ ] No
[ ] Yes  In the event of an emergency, the employee holding this position is required to “report to duty” in accordance with the university’s Emergency Operations Plan and/or the employee’s department’s emergency response and/or recovery plans. Familiarity with those plans and regular training to implement those plans is required. During or immediately following an emergency, the employee will be notified to assist in the emergency response efforts, and mobilize other staff members if needed.
JOB QUALIFICATIONS:

Minimum Education:

    J.D.

Minimum Experience:

    3 years

Minimum Field of Expertise:

    J.D. and member of California Bar. General business law with knowledge of creation, preparation and maintenance of corporate records for an organization’s board of trustees, committees and subsidiaries consistent with the relevant bylaws and California law. Demonstrated very strong writing, organization, computer and interpersonal skills.

Preferred Experience:

    4 years

Skills: Other:

    Analysis
    Assessment/evaluation
    Communication -- written and oral skills
    Computer
    Conflict resolution
    Consulting
    Counseling
    Creative writing and editing
    Customer service
    Interpersonal skills
    Interpretation of policies/analyses/trends/etc.
    Interviewing
    Knowledge of applicable laws/policies/principles/etc.
    Negotiation
    Organization
    Planning
    Problem identification and resolution
    Project management
    Public speaking/presentations
    Research
    Scheduling
    Teaching/training

Skills: Machine/Equipment:

    Computer network (department or school)
    Computer network (university)
    Computer peripheral equipment
    Fax
    Personal computer
    Photocopier
Supervises: Level:
Supervises employees who do not supervise.

Supervises: Nature of Work:
- Clerical/Secretarial
- Professional/Paraprofessional

SIGNATURES:
Employee: ______________________________ Date: ______________________________

Supervisor: ______________________________ Date: ______________________________

The above statements are intended to describe the general nature and level of work being performed. They are not intended to be construed as an exhaustive list of all responsibilities, duties and skills required of personnel so classified.

The University of Southern California is an Equal Opportunity Employer