



FOLEY PROCTOR YOSKOWITZ, L.L.C.

HEALTHCARE EXECUTIVE SEARCH

POSITION SPECIFICATIONS

CLIENT: New Jersey Hospital Association
760 Alexander Road
PO Box 1
Princeton, NJ 08543-0001

DATE: June 2015

CONTACT: Elizabeth Ryan
President & CEO

Belinda Cooper
Vice President, Human Resources

POSITION: General Counsel

BACKGROUND, NEW JERSEY HOSPITAL ASSOCIATION (NJHA):

The New Jersey Hospital Association, based in Princeton, is a not-for-profit trade organization committed to delivering support and services to the state's hospitals and other healthcare providers, sharing a collective goal of providing quality, affordable and accessible healthcare to the people of New Jersey.

Founded in 1918, NJHA has grown to become one of the largest and most influential healthcare organizations in the state. Its membership has grown in numbers and diversity, with close to 400 healthcare organizations in its membership ranks including hospitals, health systems, nursing homes, home health agencies, hospice providers and healthcare-related business and educational institutions.

NJHA provides leadership in advocacy, policy analysis, quality and financial data, education and community outreach. Its nonprofit affiliate, the Health Research and Educational Trust of New Jersey, partners with state government and other healthcare interests to promote community health endeavors and other initiatives to promote a healthier New Jersey. The NJHA Institute for Quality and Patient Safety is a nationally recognized leader in guiding broad industry efforts to improve the quality, safety and value of healthcare services. And its for-profit affiliate, NJHA Healthcare Business Solutions, provides group purchasing and a

variety of other business opportunities that help healthcare providers achieve cost-savings and efficiency.

NJHA's staff includes content experts in many areas of healthcare to support a Government & Federal Affairs team that serves as an information liaison between the state's healthcare members and their representatives in Trenton and Washington, D.C., presenting NJHA policy to key decision makers, testifying at hearings, and monitoring advocacy priorities.

The Mission Statement of the New Jersey Hospital Association states:

The New Jersey Hospital Association is committed to quality and being the state's premier healthcare association for advocacy, education and information to promote quality. It works with its members and others to provide high quality healthcare to patients and people throughout New Jersey.

The Vision Statement states:

The New Jersey Hospital Association will lead in working with its members and others to develop effective approaches to promote access to high quality healthcare...The Association will constantly work toward being the most recognized source of healthcare related advocacy, education and information to improve access to high quality care. As it strives to continually exceed member expectations in meeting these challenges, NJHA will be New Jersey's most effective healthcare Association.

The association was originally created as an advocate and resource for its members when 7 New Jersey hospital administrators met to discuss common problems and concerns facing New Jersey's hospitals. In its early years, NJHA worked to secure increased federal funding for its members and formed the first Health Research and Educational Trust in the country. Later, NJHA created a series of not-for-profit and for-profit corporations including group purchasing, insurance funds, and group benefits administration that helped hospitals save money and bring dollars back to patient care. As hospitals grew more complex, NJHA expanded to help hospitals develop more sophisticated and specialized healthcare programs, and later supported its members when the State of New Jersey passed legislation prohibiting the barring of any patient from New Jersey hospitals because of inability to pay.

During the volatile 1980s, NJHA provided leadership through an era of the most tightly state-regulated hospital payment and planning controls in the country. The advent of managed care again changed the landscape and had insurers negotiating with hospitals for discounted rates in return for directed blocks of patients to preferred providers. In the current climate of healthcare reform and the move to value based care and population health management, NJHA helps its members understand and react to new policies and/or regulations, and implement effective strategies in a number of areas. Under the guidance of current President and CEO, Betsy Ryan, NJHA continues to build issue consensus and to support the ongoing efforts of its members to provide accessible, affordable and quality healthcare to their communities. At the same time it serves as a strong leadership resource for advocacy, both in Trenton and

Washington, D.C, and offers products and services to help members operate more efficiently and cost effectively.

In addition to the hospital members of NJHA, a growing number of allied and associate members fall within NJHA's five current membership categories: core members, affiliate, business, educational and allied members:

Acute Care Hospitals	72
Rehabilitation Hospitals	14
Psychiatric Hospitals	13
Long Term Acute Care Hospitals	9
Skilled Nursing Facilities	118
Adult Day Care Facilities	12
Assisted Living Facilities	37
Continuing Care Retirement Communities	8
Home Health Agencies	37
Hospice Programs	19
Program of All Inclusive Care for the Elderly	6
Pediatric Medical Day Care Facilities	10

Other affiliated organizations of NJHA include: HealthPac, NJHA Joint Unemployment Compensation Reserve Fund, NJHA Insurance Fund, Healthcare Employees Federal Credit Union with two major divisions of NJHA rounding out the array of services provided to NJHA members: The Health Research and Educational Trust of New Jersey (HRET); and NJHA Healthcare Business Solutions:

Health Research and Education Trust of New Jersey (HRET):

Founded in 1964, The Health Research and Educational Trust of New Jersey is a non-profit affiliate of NJHA that engages in research and educational activities to support healthcare providers in delivering accessible, affordable and quality care and in fostering wellness in their communities. HRET promotes healthcare improvement strategies through scientific research and quality educational initiatives and resources, often partnering with federal and state agencies, corporations, hospitals and other healthcare providers and often with grant funding from federal/state agencies, foundations and corporations as well as fundraising to support its mission. HRET oversees major healthcare quality endeavors such as:

- **The NJHA Institute for Quality and Patient Safety**, formed in 2002, provides statewide leadership in bringing together large groups of healthcare providers in a collaborative model to tackle specific healthcare challenges, such as reducing pre-term births or preventing healthcare-associated infections. The Quality Institute was named a recognized "patient safety organization" by the federal government in early 2010 in recognition of its leadership in quality improvement – especially in the collection and analysis of data to measure quality improvement results.
- **NJHA's Partnership for Patients initiative**. From 2011 through 2014, HRET was one of just 26 organizations nationwide selected by the federal government to be a "hospital

engagement network" to lead quality improvement efforts among hospitals. All of New Jersey's acute care hospitals joined the Partnership for Patients national initiative.

NJHA Healthcare Business Solutions (HBS):

NJHA Healthcare Business Solutions is a wholly-owned for-profit subsidiary committed to providing resources to assist healthcare providers deliver quality healthcare at lower costs. HBS helps healthcare organizations manage their supply, operations and HR costs by providing access to an exceptional portfolio of high-quality contracts, benefits and consultative services, without membership fees or mandatory compliance levels. Through its two main divisions – corporate services and administrative services – NJHA Healthcare Business Solutions offers services in the following areas:

- Purchasing Solutions – GPO partnership with Provista HIM Solutions & Education – Comprehensive ICD-10 Education & Readiness Assessments; Coding Services: Inpatient / ED / SDS / Outpatient; Operational assessment and workflow analysis: HIM / Patient Access / Patient Financial Services HR Solutions – Benefits & insurance services including Group Life, Stop Loss & Long Term Disability Insurance, COBRA Administration and Voluntary Benefits Princeton Claims Management - Protecting healthcare organizations from excessive unemployment costs
- Staffing Solutions – Supplemental Traveler and Per Diem Staff; Scheduling Software and Workforce Management Tools and Services; Licensing Verification; and Workplace Investigation, Documentation and Reporting; and Employee Screening and Drug Testing
- Sponsorship Opportunities
- Strategic Business Partners
- Solutions by NJHA

BACKGROUND, GENERAL COUNSEL POSITION:

The General Counsel's role at NJHA is a broad one, serving NJHA and its affiliated entities. The position reports directly to the President and CEO, is a member of senior leadership, and as described below carries significant responsibilities across a broad array of areas.

In addition to having broad credibility with all constituencies, the General Counsel will need to have strength in negotiations, contracting and transactional work; compliance, risk mitigation and HR employment issues; healthcare legislative and regulatory matters; as well as insurance and managed care. This position will also retain and monitor outside legal counsel as needed.

The General Counsel leads an in-house Counsel group which meets quarterly, and participates in an American Hospital Association allied Counsel group from all 50 states. This position also serves as Chief Compliance Officer for NJHA and in that capacity supports the CEO and senior management as well as NJHA's Board of Trustees' Audit and Compliance Committee.

The General Counsel must have a strong presence at Board meetings, be able to clearly and confidently articulate and explain issues and have a full grasp of those issues to respond effectively to Board members. A strong commitment to confidentiality is essential.

Reporting to the General Counsel is a part-time paralegal and a shared administrative assistant.

At the core of this position's success will be a collaborative philosophy supported by a credible, articulate presence, and the stature and experience to deal effectively at all levels within NJHA's matrixed organization, among constituent members as well as with outside regulators, legislators and other external relationships.

RESPONSIBILITIES:

The General Counsel provides executive direction on all legal matters on a corporate-wide basis to the NJHA and its Affiliated Corporations; also provides legal advice and counsel to these corporations, Boards of Directors, officers, and management staff in matters of corporate law, health law and litigation. This counsel also serves as NJHA Corporate Compliance Officer.

Specific responsibilities include:

1. Provides legal advice on corporate and health law matters including litigation, mergers and acquisitions, regulatory and legislative analysis, telecommunications, service and supply contracts, insurance, real estate, tax, and human resources issues including employment discrimination and ERISA.
2. Provides direction and support on legal matters to NJHA member hospitals and their affiliated corporations.
3. Serves as lead counsel or co-counsel in matters involving litigation and provides advice regarding threatened or potential litigation and settlement of claims on behalf of or against NJHA.
4. Reviews all subpoenas and summonses to NJHA or management staff; advises and directs action to be taken.
5. Selects, retains and monitors outside legal counsel. Supervises the Amicus Curiae process with all relevant parties.
6. Reviews all NJHA legal documents, including contracts, and policies with respect to law, regulation and recent court decisions, as well as for internal consistency. Recommends appropriate changes.
7. Reviews legislation and proposed rules and regulations, and provides comments to NJHA legislative staff and leadership.
9. Provides administrative direction to staff of the Office of Legal Affairs. Responsible for budget and planning responsibilities of the Office of Legal Affairs.

10. Participates in policy decision making as a member of the NJHA Executive Staff. Participates in staff meetings of the President and in meetings of the Boards of Trustees for HRET, HBS, Insurance Fund, Joint Unemployment Compensation Reserve Fund, HealthPac, NJHA and the Executive Committees of NJHA
11. Participates in corporate decisions regarding strategic issues via Board, individual meetings with key staff and meetings of the Executive Staff.
12. Consults with and advises the Committees of the NJHA and its Board of Trustees in their role of policy development for the NJHA's Board of Trustees.
13. Provides educational programs to NJHA members.
14. Acts as liaison between NJHA and the New Jersey State Bar Association's Health and Hospital Law Section.
15. Leads in-house counsel constituency groups and supports related communications and listserv. Supports Corporate Compliance Constituency Group and other NJHA constituency groups as needed.
16. Supports the managed care executive constituency group and other related communications and listserv; supervises Project Manager for same.
17. Participates in the development of resources to assist hospitals operating under Managed Care. Participates in lobbying for legislation and regulations that address a number and variety of managed care issues. Coordinates statewide forums with state agencies allowing members to raise issues/concerns and identify strategies to effectively address those concerns, particularly as they relate to legal and related policy issues.
18. Serves as NJHA Corporate Compliance Officer.
 - (i) Provides staff support and coordinative functions for the NJHA Internal Corporate Compliance Committee, and acts as staff to the CEO and NJHA Board of Trustees' Audit and Compliance Committee by monitoring and reporting results of the compliance/ethics efforts of the company and by providing guidance to the Audit and Compliance Committee and senior management team on matters relating to compliance;
 - (ii) Develops, maintains and revises policies and procedures for the general operation of the Compliance Program and its related activities to prevent illegal, unethical, or improper conduct, and manages the Compliance Program's day-to-day operations;
 - (iii) Develops, periodically reviews and recommends revisions to the NJHA Code of Conduct to ensure continuing currency and relevance in providing guidance to management and employees;

- (iv) Collaborates with other departments to direct compliance issues to appropriate existing channels for investigation and resolution, and monitors and coordinates compliance activities of other departments to remain apprised of status of all compliance activities and to identify trends;
- (v) Responds to alleged violations of rules, regulations, policies, procedures, and the Code of Conduct by evaluating or recommending the initiation of investigative procedures, and develops and oversees a system for uniform handling of such violations; and
- (vi) Provides independent review and evaluation to ensure that compliance issues/concerns are being appropriately evaluated, investigated and resolved.

19. Abides by the terms and conditions of the Confidentiality and Non-Disclosure Agreement.

QUALIFICATIONS:

The successful candidate will have a JD or LLB with a license to practice. Candidates must be a member (in good standing) or eligible for admission to the New Jersey Bar, or licensed as an in-house counsel by the New Jersey Bar. A minimum of five years experience in contract review and development is required. Prior solid hospital or health law experience is strongly preferred. The successful candidate must be articulate with proven analytical skills, as well as the ability to facilitate, collaborate and interact cooperatively with senior executives and all key constituencies. This position requires a creative, confident leader, comfortable in political and regulatory arenas, with excellent research, analytical, interpersonal, communication, writing and presentation skills. Familiarity and a solid understanding of the political process on a state and national level are essential.

PERSONAL QUALITIES OF THE SUCCESSFUL CANDIDATE:

- Must have a professional image reflected in appearance, behavior, and high integrity
- Must have excellent judgment
- Must have excellent interpersonal and collaborative skills as well as a proven ability to deal effectively with people at all levels and with varied professional backgrounds
- Must have the ability to communicate effectively, gain credibility and establish positive relationships with senior executives, physicians, board members, client organizations and representatives of industry and governmental groups
- Must demonstrate an ability to facilitate large meetings, develop consensus positions, and articulate consensus positions to external and regulatory bodies
- Must be extremely organized, with strong planning, operational, and prioritization skills, as well as attention to detail

- Must be strong, self-confident, outgoing and comfortable working effectively with different personalities and cultures in a matrix management environment
- Should be a high-energy individual with a good sense of humor

BENEFITS: NJHA offers a significant benefits program for this position, including among others the following: choice of medical and dental coverage through Horizon Blue Cross Blue Shield, with varying levels of employee contribution based on chosen plan; flexible spending account; life insurance; AD&D; long-term disability insurance; sick/short term disability; cash balance pension plan; and 401K; and Employee Assistance Program. In addition there are 12 holidays/personal days annually, sick time, and vacation of three weeks to start, increasing to four weeks after five years, and five weeks after ten years.

REPORTING RELATIONSHIP: The General Counsel reports to NJHA's President and CEO, Elizabeth A. Ryan, Esq.

INTERVIEW CYCLE: Candidate will initially be interviewed by Elizabeth Ryan, Esq., President and CEO and Belinda Cooper, Vice President of Human Resources. Further interviews may include additional members of the senior management team

RELOCATION: Will be determined on an individual basis.