

EXECUTIVE POSITION PROFILE

General Counsel



The American Institute of Architects

This search is being conducted by:

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I. Opportunity

Overview

As the architectural profession and the world we live in are at a crossroads, the American Institute of Architects (AIA or Institute) and the profession have embarked on a bold and visionary Strategic Plan 2021-2025 that will bring about the real change and revolutionary thinking required to shape the future of the AIA and the profession of architecture.

AIA is headquartered in Washington, DC, with 200+ staff, over 95,000 members, and a \$60 million budget. The association is committed to members and their roles in making the world a better place by design. Our culture is values-based, inclusive, and respectful with an energetic and collaborative environment fostering dynamic and open communication. Diverse perspectives are welcome and our work often demands not being afraid of change or embracing new ways of doing things.

AIA seeks a General Counsel who has built a strong legal portfolio and brings the proactive and visionary approach which meets the needs of today's business landscape, as well as preparing for and shaping the architecture profession and AIA's future. The General Counsel (GC) will provide leadership for legal matters and serve as the primary legal advisor for AIA activities, including about 200 components across the country. The GC will serve on the executive team - reporting to the CEO - and will play a key role in setting overall organizational strategy, collaboratively supporting the Senior Leadership Team, and providing the Legal team's staff leadership. The GC will partner with the CEO and the executive team to ensure alignment between legal and business strategies.

Credible Legal and Ethical Leadership

Fundamental to the General Counsel position are traditional in-house legal functions. The GC will draw upon a deep knowledge of the law, regulations, and ethical standards with broad experience in providing advice and counsel to the CEO, executive leadership, and Board of Directors. A rock solid legal background and an unimpeachable reputation for ethics adherence builds credibility and confidence. The GC provides strategic guidance, consultation, and legal expertise on a comprehensive range of legal and associated issues related to carrying out on AIA's mission, as the Institute and profession face significant challenges ahead in society, laws, and ethical issues. Ongoing and regular legal matters and risk management advice focus on:

- **Governance** – Provide advice and counsel to the AIA Board of Directors on the Institute's governing documents requirements (including Bylaws and Rules of the Board), applicable federal, state, and local laws relative to the Board's meetings, work,

and governance. With the Corporate Secretary, ensure that the Annual Membership Business Meeting elections and agenda items comply with Bylaws and New York State nonprofit requirements. As a partner, proactively deliver counsel and legally compliant strategies for potential changes to the association governance structure (i.e., national, regional, state, and local), rules, and practices as AIA evolves toward a more progressive and effective organization meeting today's and the future profession's and society's needs.

- **Ethics** – As counsel to the National Ethics Council, and as a resource to the Board and AIA leadership, keep abreast on serious ethical and foundational questions that affect the organization, its members, and society. Assure that ethics matters are reviewed in accordance with the Institute Bylaws, the Rules of the Board, and the Rules of Procedure of the National Ethics Council. Provide staff support to the National Ethics Council and ensure that members and the public are educated about the Council's role and activities.

- **Public Policy and Advocacy** – Provide guidance and interpretations that the association’s government advocacy legal and operational practices, as well as public policies and position statements, comply with applicable federal, state, and local laws and regulations.

The General Counsel’s Office also oversees a range of legal matters which include:

- **Antitrust** – Serve as the association’s antitrust expert, providing advice and counsel to staff, committees, task forces, and internal constituencies.
- **Contracts** – Oversee the legal contract review process, including providing assistance with drafting, reviewing and negotiating contracts on behalf of AIA in collaboration with staff. Develop and manage a contract tracking and management system, including contract proposals to ensure the association’s interests are protected, intended purposes accomplished, and contracting issues are handled in an efficient and compliant manner. Most contracts cover legal aspects of business partner relationships, such as hotels, product and services vendors, and leases.
- **Intellectual Property** – Manage AIA’s intellectual property portfolio, including responsibility for registering, maintaining, and ensuring protection of copyright and trademark interests. Provide legal review and guidance on license agreements. Pursue and ensure that infringement matters are handled in a timely and effective manner.
- Tax and legal implications of various corporate structures and entities.

Situational Leader

The General Counsel exhibits political savvy, adaptability, and flexibility working with a broad range of internal constituencies and modifies their leadership and management style to meet the changing needs of the organization, leadership, staff, and components. Serving as a situational leader, the GC prioritizes and communicates key business points, while identifying potential legal issues and assisting in seeking viable and compliant solutions. The GC analyzes problems and obstacles, proactively playing a key role in providing legal advice internally,

counseling components, and proposing alternative solutions across the organization through an entrepreneurial lens.

- As the role of the architect is changing dramatically, so does the GC’s role within organizations to achieve efficiency and impact to our work.
- Engages with diverse leadership styles and personalities. Adapts personal style for interpersonal and communication effectiveness. Builds trust-based relationships.
- Collaboration is essential across the Institute, architecture profession, and community leaders across the build environment to develop solutions.
- Displays comfort and ability to lead “what if” situations and discussions, anticipating possible changes in the Institute and in the legal environment, analyzing what risks and opportunities exist, may arise, or be created in the future.
- Entrepreneurial thinking and approaches align with a team committed to bold action and meaningful change with a sense of urgency required by the challenges of our time.

Savvy Business Partner

To execute on the AIA Strategic Plan 2021-2025, the General Counsel must be a credible and reliable business partner to the CEO and Senior Leadership Team, who adds value through strategic business advice around all AIA activities. The organization has been involved with expanding its portfolio of business entities, including significant business transactions during the past year, with other similar work to follow, focusing on new business opportunities that will benefit the association and its members. As a partner, the GC discusses challenging issues with peers and seeks solutions, which requires an increasing demand for a combined legal and business acumen.

- The GC contributes as a member of the Senior Leadership Team broadly to non-legal business matters and is conversant discussing them with senior leadership, the CEO, and the Board of Directors.

- Adept at creating partnerships of trust and respect with internal and external key stakeholders.
- Sees the big picture and connects the dots across the organization.
- Visionary skills to look forward at how scenarios play out, anticipating risks and opportunities, and contributing to effective decision-making in a holistic business-focused context.
- Financial knowledge of the organization beyond the legal function, which includes budgeting, forecasting, and key drivers and levers of cost in the organization.

Legal Team Management and Leadership

Serving on the executive team, the General Counsel provides overall leadership, vision, and guidance of the Institute's legal affairs, and contributes to the organizational strategic, operational, financial planning and decision-making. Develops knowledge and a broad understanding of the AIA and its activities, today and in the future. As the team leader, the GC establishes department operational strategies; determines productivity, quality, and customer-service strategies based on best practices and trends.

- Directs a team of three full-time staff.
- Attracts, selects, develops, engages, motivates, and drives performance from a highly diverse team.
- Builds a collaborative team that enhances individual and team engagement, effectiveness, and efficiencies, along with professional development opportunities.
- Conducts ongoing assessment of the department structure with a focus toward continuous improvement of service delivery to the organization and profession.
- Creates legal resources for the Board, Chief of Staff, and CEO which develops their capacity to perform their roles more effectively.
- Coordinates AIA's selection and utilization of outside counsel.
- Assembles legal teams of internal and external resources efficiently and effectively.

Other Responsibilities

Provide counsel on organizational employee relations and employment law matters; Maintain an active, visible external role in the association and member communities to keep abreast of legal best practices and trends; Participate in negotiations for large capital and operational leases, contracts, and other expenditures; Lead or contribute to special projects as assigned by the AIA Executive Office.

Frequent Contacts

- AIA Board of Directors
- Secretary's Advisory Group
- National Ethics Council
- Leadership and executive management of AIA components and collateral organizations
- AIA Staff
- Outside counsel
- Regulatory agencies and other government officials
- External consulting firms

Budget Responsibility

The General Counsel will be responsible for budgets related to the legal activities and staff assigned to the functional area.

Qualifications and Essential Skills

AIA's next General Counsel will be a business partner, as well as legal advisor and counsel, with an entrepreneurial approach. The GC will seek to add value as a leader, team player, or contributor, in order to positively contribute to the Institute's mission and vision. The successful candidate will possess:

- Juris Doctorate (J.D.) degree from an ABA-accredited law school and admission to practice law in the District of Columbia Bar. Candidates eligible for admission to the District of Columbia Bar without examination will be considered.
- A minimum of 15 years of broad-based legal experience, including areas such as corporate,

not-for-profit, governance, contracts, antitrust, intellectual property, employment, litigation, and ethics.

- Proven General Counsel experience at a senior level in a professional association or society or nonprofit is helpful.
- A career history that reflects high integrity and a strong ethical reputation.
- Proven commitment to equity, diversity, and inclusion (EDI) as essential to one's leadership philosophy and style.
- Demonstrates strong written and verbal communication skills combined with gravitas and executive presence. Effective in presenting and communicating with large and small audiences, significant decision makers, the Board, and employees. Engenders confidence and credibility with the Board, CEO, and other business leaders.

- Innovation and change management perspective, exploring best practices (i.e., internally and externally) and consistently seeking improvements and efficiencies in how work is done and legal services are delivered.
- Experience advising organizations with multiple and geographically dispersed locations, international presence and operations.
- Relationship-building and social skills to collaborate with peers, chapters, organizational leadership, and membership.
- Demonstrated ability to work cross-functionally and in a collaborative leadership and participant style.
- Staff and team management and development experience, especially around developing and retaining talent.
- Results-oriented self-starter with the ability to think strategically and work on fast-paced, dynamic issues.

II. Organization Review

About AIA

The American Institute of Architects (AIA) is the voice of the architecture profession and the resource for its members in service to society. Members include licensed architects, emerging professionals, and allied partners. AIA was founded in 1857 by 13 architects, and now, they are more than 95,000 strong. Headquartered in Washington, DC, AIA has more than 200 chapters in the U.S. and around the world. Chapters provide members with networking, earning credits, and socializing opportunities.

In 2021, AIA embarked on a Strategic Plan through which AIA will deliver profound change for our members, our profession, our communities, and our planet.

Now more than ever, the collective voice of architects is essential for designing a better future, with a commitment to a better built environment and a prosperous architecture profession. Today our nation

unprecedented challenges, the impacts of a changing climate on our communities and critical infrastructure that is deteriorating from neglect.

The AIA works to advance our nation's quality of life and protect the public's health, safety and welfare, as it has done for 160 years.

AIA provides a range of programs, products, and services including:

- Sponsoring continuing education experiences to help architects maintain licensure.
- Setting industry standards for contract documents used in the design and construction industry.
- Providing web-based resources, including study materials, for emerging architecture professionals.
- Conducting market research and the economic factors affecting the business of architecture.
- Hosting the annual AIA National Convention and Design Exposition.

- Advocating on behalf of the architecture profession at the federal level.
- Promoting design excellence and outstanding professional achievement through awards.
- Fostering collegiality and community in the profession.

Mission

AIA inspires and empowers architects to improve society and transform the world.

Vision

Drive positive change through the power of design and focused activism.

Core Values

Impactful, Transformative, Visionary, Equitable and Inclusive, Innovate.

Headquarters

1735 New York Avenue NW
Washington, DC 20006

Online Presence

Web: www.aia.org

Facebook: [@AIANational](https://www.facebook.com/AIANational)

Twitter: [@AIANational](https://twitter.com/AIANational)

[@AIAYAF](https://www.facebook.com/AIAYAF) (Young Architects Forum)

LinkedIn: [/the-american-institute-of-architects-iaa](https://www.linkedin.com/company/the-american-institute-of-architects-iaa)

YouTube: [/AIANational](https://www.youtube.com/AIANational)

III. About Vetted Solutions

Vetted Solutions is a Washington, D.C. based executive search firm specializing in association, nonprofit, and hospitality/destination marketing community, recruiting and consulting. We focus on senior staff and CEO positions. For confidential consideration, please email your resume and cover letter to AIAGCsearch@vettedolutions.com or contact Vetted Solutions at +1 202 544 4749.

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