

Job Title: EVP, Chief Legal Officer

Date: October 8, 2020

Division: Catalyst Institute

Reports To: Chief Executive Officer

Background

Lead with Passion and Purpose. Join the Revolution. Reinvent the System.

Catalyst Institute is a purpose-driven enterprise and a leader in oral health with a mission to improve the oral health of all. We're working to transform our industry – and a broken health care system – by redefining prevention and care. And we need your help.

Meaningful change requires a revolution. Our efforts extend beyond the dental chair, addressing total health and the social and cultural factors that impact it. Together, we are transforming the oral health system – the way we provide care and pay for it, how we talk about it and prioritize it in our policies and communities, the investments we make to improve the experience, and the changes for which we advocate to advance health equity.

Catalyst's portfolio includes four mission-driven focus areas:

- **The DentaQuest Partnership for Oral Health Advancement** – We work across the country to drive meaningful social change through strategic grantmaking, care improvement initiatives, advocacy and research. We've invested more than \$200 million in funding for research, grants and programs to advance oral health. With 20 years of experience, we remain grounded in our long-term mission to create an effective and equitable health system that results in improved oral health and wellbeing for all.
- **Nonprofit Oral Health Care** – Through our oral health clinics, we provide high quality care with an excellent customer experience and a focus on prevention. The care delivery team operates 18 oral health centers in three states and is working to expand access by delivering innovative person- centered care beyond the dental chair.
- **Nonprofit Dental Coverage** – Through Delta Dental of Massachusetts, we offer plans for individuals, families and businesses of any size, as well as customized benefits plans for businesses with unique needs. Our long-term clients range from Fortune 100 companies and public agencies to community organizations, individuals and families. We offer a full range of plans to fit any budget and any size company.
- **For-Profit Innovation Center** – Through our for-profit innovation center, we envision and will enable the future of oral health as integrated, personalized, and effective. Focused on growth, transformation, cost optimization and culture change, we are embracing and investing in advancements in person-centered care, technology, innovative diagnostic and preventive methods, targeted therapeutics, medical dental integration, and data science. The Catalyst Institute is also the holding company for DentaQuest, one of the nation's leading oral health enterprises, serving over 25 million Americans receiving oral health coverage and care through Medicaid, Medicare, state exchanges and commercial programs.

As people with purpose, we solve problems in a flexible and efficient way, testing and trialing to create new solutions and delivering measurable outcomes for the people we serve. In this time of disruption, intense competition, and great opportunity, our leadership team is all-in on reshaping the oral health system and improving the lives of millions of Americans. Are you with us?

Job Summary

As a member of the executive leadership team, this individual is responsible for the corporate legal function and the legal affairs of Catalyst Institute, managing legal risk, identifying legal solutions to allow Catalyst to achieve its goals, and ensuring that corporate policies, procedures, programs, and contracts are compliant with federal, state, and local laws and regulations. This individual will serve as a strategic business partner to key stakeholders by providing clear legal advice and practical business-focused solutions enabling the business to achieve its objectives while preserving and protecting the company's integrity and reputation. The individual will possess a strong ability to provide advice and counsel to the board of directors, chair of the board, chief executive officer, and other members of senior management

on a variety of legal matters, contracts, and agreements involving the organization and function as a liaison with outside counsel regarding matters affecting the organization, its affiliates and subsidiaries.

Job Responsibilities

- Develop and lead corporate legal strategy and provide legal advice on a broad set of general corporate matters
- Proactively identify legal risks and work with key stakeholders to effectively eliminate or mitigate those risks while concurrently supporting corporate and strategic business goals
- Oversee/monitor compliance activities for Catalyst Institute – leveraging intracompany agreements as needed
- Maintain proper corporate interactions with the relevant local, state and federal governmental bodies, legislatures and the community
- Support and advise the Company's Board of Directors and CEO on corporate governance matters and assist in the preparation corporate governance materials
- Participate in the formulation of general management policies as a member of the executive management team
- Draft, review, negotiate, and interpret a wide range of complex corporate agreements including, but not limited to, IT services, software, licensing, collaboration, research and development, vendor, partnership and other agreements
- Partner with members of leadership to provide ongoing support for strategic, investment or other significant transactions, from the earliest stages in the process, through due diligence and the negotiation of deal terms and transaction documents, to closing the transaction
- Provide legal opinions, legal interpretations, and recommendations for the purpose of ensuring the company maintains compliance with local, state, and federal regulations.
- Reviews, edits, and creates company documents for the purpose of conveying information to both internal and external entities in a legally compliant manner
- Assist with the development of Company policies and training as needed
- Participate actively in high level planning and strategy meetings and provide legal inputs in order to provide legal perspectives on a variety of business initiatives
- Keep informed of new laws, regulations, and industry trends affecting the organization
- Prepares a wide variety of written materials for the purpose of documenting activities, providing written references, conveying information, and/or supporting presentations concerning policy and procedure changes
- Manage legal aspects of intercompany agreements, including administrative service agreements with DentaQuest
- Other duties as needed or required

Job Qualifications

Required:

A juris doctor (JD) from accredited law school and license to practice law in the State of Massachusetts are required

- 15+ years of work experience handling legal matters including a combination of broad-based legal experience with a regionally or nationally recognized law firm and industry experience
- Pertinent knowledge of federal, state, and local laws and other regulations facing non-profit and tax-exempt organizations
- Experience providing legal advice in a broad range of transactional contexts, including commercial contracts, corporate governance, M&A and regulatory compliance
- Excellent interpersonal communication and negotiation skills, including both oral and written communication skills
- Ability to provide practical, timely, and risk-appropriate legal counsel to a wide variety of individuals, both internal and external, on legal and regulatory matters and interact effectively with employees at all levels of the organization
- Ability to independently manage workload in a fast-paced environment

- Ability to think out of the box to solve complex legal matters

Preferred:

- Healthcare and/or dental industry and/or general insurance experience preferred
- Location within the Greater Boston area with willingness to travel – noting that the position is virtually based at least until July 2021

Physical Demands

- Incumbent must be able to communicate effectively.
- Requires overall light physical effort (up to 25lbs.)
- Manual dexterity and sitting is required in carrying out position own position responsibilities (i.e. use of personal compute).
- Ability to travel or move about within and outside serviced facilities required.
- Incumbent works primarily in either a private or shared office environment.

Interested Parties should send Resume to:

Elizabeth Tylki

elizabeth.tylki@greatdentalplans.com

Include Job Title in Subject Line.

The specific statements shown in each section of this description are not intended to be all-inclusive. They represent typical elements and criteria necessary to successfully perform this position.

*** In accordance with DentaQuest's Compliance Plan, employee must conduct DQ business in accordance with applicable laws, regulations, professional standards and ethical standards and report potential compliance or ethical issues to manager or DQ's Compliance Officer. ***

DentaQuest's Affirmative Action Program affirms our commitment to make reasonable accommodation to the known physical or mental limitation of otherwise-qualified individuals with disabilities or special disabled veterans, unless the accommodation would impose an undue hardship on the operation of our business. Please see Human Resources for additional information regarding this Program.