

KATHERINE HATTON



Vice President and General Counsel reporting to the President and CEO and serving as a member of the executive team of a \$10 billion national foundation working to transform health and health care, thus gaining broad familiarity with regulatory issues, thought leaders and policymakers in the field; previously Vice President and General Counsel and member of the executive team leading a significant media company as it transitioned from newspaper products to multimedia platforms, thus gaining a deep understanding of the publishing business.

With Experience and Demonstrated Success in:

**Corporate Governance • Risk Management • Regulatory Compliance
Employment • Litigation • Intellectual Property • Contractual Matters**

PROFESSIONAL EXPERIENCE

Robert Wood Johnson Foundation, Princeton, NJ

2004 – Present

With \$10 billion in assets, the Foundation awards about \$400 million in grants and contracts each year to build a Culture of Health enabling everyone in America to live longer, healthier lives, making it the largest philanthropy focused solely on health in the United States.

Vice President, General Counsel and Secretary to the Board

Leadership and Corporate Governance

- Built a strong team of lawyers, increasing in-house capacity for training staff and reviewing transactions, including investments. By increasing in-house capacity and reducing the number of outside law firms, legal fees decreased by roughly 50%.
- Played a key role in helping the Board navigate decisions about processes for the selection, compensation and tenure of directors.
- Facilitated the design, adoption and implementation by the Investment Committee of the first variable compensation plan for the Investment staff by coordinating the work of outside compensation consultants and the Human Resources department.
- Manages all Board and committee meetings and advises on all corporate governance matters, including director selection, orientation and evaluation.

Risk Management and Regulatory Compliance

- Leads the organization's enterprise risk assessment, mitigation and management program in conjunction with the chair of the Audit Committee.
- Developed enhanced processes to ensure that the Foundation's investment and programmatic activities comply with the myriad of federal tax rules and regulations governing private foundations.
- Oversaw the Foundation's response to a complex regulatory issue involving a significant grantee and the federal government.

Employment

- Designed the Foundation's first voluntary retirement program when assets declined from \$10 billion to \$8 billion; the program resulted in a staff reduction of more than 15% without any litigation.

Philadelphia Newspapers, Inc., Philadelphia, PA

1992 – 2004

As publisher of The Philadelphia Inquirer, Philadelphia Daily News and philly.com, Philadelphia Newspapers, Inc. was the largest subsidiary of Knight Ridder, Inc., once a Fortune 300 company.

Vice President and General Counsel

Litigation

- Faced with more defamation litigation than any newspaper in the country, conducted an RFP process for outside counsel and developed innovative approaches to fee arrangements and newsroom training, resulting in reduced legal fees, increased predictability in litigation budgeting and fewer new lawsuits.

Risk Management

- Oversaw a complex and lengthy internal investigation, serving as liaison to regulators and managing the process to minimize internal disruption and external attention.

Employment

- Played an important role in developing strategies for labor negotiations with the company's 11 unions; served as point person on the development of plans to continue operations in the event of labor strikes.
- Designed and implemented numerous plans to reduce costs, including reductions in the number of unionized and non-unionized workers, while balancing the needs of the company, employees, corporate parent, customers and community.

Intellectual Property

- Devised a successful strategy for controlling the republication rights to materials submitted by freelance writers.

Contractual Matters

- Designed and implemented a system for review of revenue contracts for advertising across multiple platforms, e.g., daily newspapers, weekly publications and Web-based products.

Leadership

- Served as advisor to and sounding board for CEO.
- Working with outside scenario planning experts, played a key role in the development of a strategic plan for the company's future in a Web-based world; although not approved for full implementation, the plan was innovative – and prophetic.

Kohn, Swift & Graf, P.C., Philadelphia, PA

1980 – 1992

A boutique law firm focusing on media law, antitrust and securities.

Shareholder, 1986 – 1992

Leadership

- Attracted media clients and retained clients when senior partners left the firm.
- Mentored women associates, from both the firm and other Philadelphia law firms.

Other Relevant Experience

- Alumna, DirectWomen Board Institute, 2011
- Advisory Committee, DirectWomen, 2015 – present
- Board Member, Forum of Executive Women, 2013 – present
- Member, American Bar Association Task Force on Gender Equity, 2013 – 2015
- Co-Chair, Leadership Symposium, Philadelphia Forum of Executive Women, 2012 – present
- Senior Executive Council, Rescue Mission of Trenton, 2012 – present
- Co-Chair, Steering Committee, Isles Campaign for Self-Reliant Communities, Trenton, NJ, 2007 – present. Played key role in raising \$5 million in a \$12 million capital campaign.
- Board President, Philadelphia Volunteer Lawyers for the Arts, 2001 – 2003. Developed and executed plan to bring the organization back from the brink of economic collapse, then guided transition to a new Executive Director.
- Reporter and Columnist, *The (Cleveland) Plain Dealer*, 1974 – 1980

EDUCATION

J.D., Case Western Reserve University – 1980; Member, Order of the Coif

M.S.L., Yale Law School – 1977

B.A. in political science, B.S. in journalism, magna cum laude, Bowling Green State University – 1974