



CONFIDENTIAL POSITION SPECIFICATION

Position	Chief Legal Officer (CLO)
Company	MRO Corporation (MRO)
Location	Norristown, PA (Philadelphia)
Reporting Relationship	The CLO will report directly to the Chief Executive Officer
Website	www.mrocorp.com

Company Background

About MRO Corporation

MRO is a leading provider in the release of information (ROI) market and, for seven consecutive years, has been named the KLAS Category Leader within the industry. MRO is dedicated to making a difference in the healthcare industry by helping close the gaps in Health Information Management and technology systems to standardize and safeguard the handling of confidential patient-identifiable information while driving system-wide security and compliance. Through a proprietary platform and market-specific expertise, we offer a complete, enterprise-wide solution for the secure and compliant exchange of Protected Health Information between a healthcare organization and other entities, including other providers, government agencies, payers, third-party requesters and patients. Today, MRO serves approximately 500 hospitals, and nearly 10,000 client locations, across the U.S. MRO also has a long track record of successful acquisition execution, having completed 11 add-on acquisitions since 2009. In 2019, MRO partnered with Parthenon Capital (Parthenon), a leading, growth-oriented private equity firm.

About Parthenon Capital

Based in Boston, San Francisco and Austin, Parthenon Capital is a leading mid-market private equity firm that utilizes niche industry expertise and a deep execution team to invest in technology-enabled, mid-market growth companies. Parthenon has particular expertise in financial and insurance services, healthcare technology and services, and business services. Parthenon seeks to be an active and aligned partner to management and Parthenon's team includes specialized functional resources in areas where mid-market companies often need assistance including: corporate strategy, sales execution and go-to-market strategy, business development, acquisition integration, technology strategy and implementation, finance, human resources, capital markets, and executive recruiting. Parthenon has managed \$5.5 billion and MRO is an investment out its fifth fund, a \$1.0B fund. Parthenon has a strong growth orientation, seeking to grow EBITDA by 2-4x+ over a five-year period through a combination of organic and acquisition growth. Approximately 70% of investments are "buy-and-build" strategies with each platform averaging 8 add-on acquisitions. For more information, visit www.parthenoncapital.com.



Position Description

The Chief Legal Officer will join MRO's Executive Leadership Team (ELT) during a critical and exciting time in the company's growth trajectory. The CLO will report directly to the Chief Executive Officer (CEO) and provide strategic leadership on legal, regulatory, compliance, and information security issues that affect the organization and its clients, all within a quickly evolving, growth-oriented environment. Day to day, the CLO will be the driving force behind the ongoing success of the Legal Department. The CLO must be able to build consensus by establishing trust with key company stakeholders, both internally and externally, by providing thoughtful insight and data on a myriad of legal issues that the company and its clients must consider. S/he must be extremely self-motivated and possess strong initiative, business acumen, and excellent people management skills. Additionally, the CLO will need to provide perspective and insight not yet on hand within the company in order to challenge our current legal model and improve our current handling of legal matters. The CLO will fully align with our current culture of transparency and collaboration.

Specifically, the CLO will:

- Develop an in-depth understanding of how legal issues affect the organization and its outside clients and lead a corporate legal strategy that promotes and protects MRO's interests
- Provide legal advice to senior level management, board members, and other associates who act on behalf of MRO on all legal issues including, but not limited to, corporate contracts, state and federal regulatory matters, and litigation management
- Manage the review, drafting, and negotiation of company contracts to meet the needs of all company departments including client contracts, employment and labor relations, intellectual property, HIPAA, insurance, real property leases, and general corporate matters
- Work with other internal stakeholders to maintain corporate policies on contractual (client and otherwise) risk tolerance and thresholds in the context of the market environment, growth objectives, insurance policies, and consensus levels of risk management
- Maintain, and upgrade as may be appropriate, internal corporate governance priorities
- Remain current on state and federal laws, rules, and regulations regarding data medical record privacy, including HIPAA and HITECH
- Maintain proper corporate interactions with the relevant local, state, and federal governmental bodies, legislatures, and the community at large
- Identify, monitor, analyze, and report on legislative and regulatory issues for their potential impact on MRO and MRO client business interests
- Work with trade associations and coalitions to identify, address, and drive public policy issues
- Work closely with the Chief Information Officer and other internal and external constituents on information security and other data and technology compliance matters
- Assist with legal matters related to strategic alliances and mergers and acquisitions, including as appropriate working with / managing outside counsel
- Partner with outside counsel in corporate litigation matters to reduce risk and position the company for optimal litigation outcomes
- Effectively and efficiently use outside counsel with respect to additional matters such as regulatory, intellectual property, and labor and employment matters
- Manage the company's intellectual property portfolio (including patents, trademarks, tradenames, and copyrights) and work with outside counsel to secure and maintain protection of the company's intellectual property



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- Regularly attend board meetings and other committees to provide legal analysis and advice on pending matters

Professional Experience / Qualifications

We are looking for a strong leader, creative thinker, and someone who possess the ability to simultaneously balance managing risk and protecting the company with finding ways to help the company grow and fulfill its other objectives. The ideal candidate will be thoughtful, have strong judgement, and exhibit business “common sense”. The CLO must have a superior level of legal skill, business acumen, independent judgment, and an appreciation for the application of technology to legal practice and institutional management. The CLO will also be well-organized, hands-on, self-directed, confident, and trustworthy. The successful candidate will have:

- A Juris Doctor (JD) and be an active member in good standing in the State Bar of the candidate’s practice with the ability to obtain an admission to the State Bar of Pennsylvania
- No history of disciplinary offenses as an attorney
- 10 years of progressively responsible experience in the practice of law, including a minimum of 6 years’ experience leading a corporate legal team in a healthcare setting required
- A demonstrated track record of successful legal and managerial accomplishments and budgetary expertise
- HIPAA, privacy, data security, and compliance experience is required; experience with health information management (HIM) is a plus but not required
- An understanding of corporate transactions, M&A, litigation, general law, and other legal processes
- Business acumen, including the ability to diagnose corporate legal problems and present positive, creative solutions and alternatives
- Experience resolving conflict and establishing priorities between groups with opposing perspectives and agendas; the ability to meet the immediate needs of the company while building the basis for achievement of the company’s longer-term goals
- A sense of urgency; the ability to function effectively and efficiently in a fast-paced and dynamic environment
- Demonstrated excellence in written communication and interpersonal skills

Compensation

The CLO of MRO will receive a compensation package, including base salary, bonus, and equity that is competitive and commensurate with experience.

Procedure for Candidacy

Please send resumes or nominations to:

Scott Levine

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