

## Wikimedia Foundation General Counsel

***The Wikimedia Foundation seeks a General Counsel with strong domestic and international experience in legal matters pertaining to intellectual property, free speech, privacy issues and general nonprofit law.***

***The Office of the General Counsel will coordinate all legal activities on behalf of the Wikimedia Foundation, and shape the organization's legal infrastructure as the reach of Wikipedia and Wikimedia's other projects continues to expand globally.***

### **BASIC FUNCTION**

The Wikimedia Foundation (WMF) a nonprofit 501(c)3 organization based in the United States that operates international web properties and interacts with autonomous chapter organizations located in countries throughout the world. It provides the operating, managerial and legal infrastructure required to sustain Wikimedia's free knowledge projects, including Wikipedia, the free encyclopedia.

The Wikimedia Foundation is a mission-driven organization which is committed to building a world in which every single human being can freely share in the sum of all human knowledge. Hundreds of millions of people use Wikipedia every month; hundreds of thousands of people have developed it. They take their responsibilities as maintainers of the projects and as supporters of the global Wikimedia movement very seriously. That means doing everything they can to bring the highest quality information to the largest number of people, firmly defending the inclusion of morally and legally defensible information in their projects, and leading the development of responsible best practices for the open web. The General Counsel of the Wikimedia Foundation identifies strongly with its global mission, and seeks to help it succeed. This means being mindful about risk: being appropriately conservative on some issues, and appropriately risk-taking on others. The General Counsel needs to be thoughtful, analytical and comfortable with ambiguity, in support of this growing movement.

The General Counsel will report to the Executive Director, and will be responsible for:

- Maintaining and developing the legal and contractual infrastructure required of a US-based nonprofit foundation which operates internationally, including organizational policy, document retention, filing and registration requirements, labor and immigration law, contracts, leases, affiliate agreements, and cross-border financial transactions;
- Maintaining and developing policy and legal defenses relevant to the operation of a Top 10 multilingual information website created via the efforts of a broad, international volunteer community and based on open source software, including individual litigation, state or country-level content challenges, trademark and privacy policy, content licensing issues, permission processes, terms of service, and so forth.;
- Advising the Wikimedia Foundation and the global Wikimedia movement on ethical and mission-driven policy positions around intellectual property, freedom of speech, net neutrality, privacy, and other relevant policy issues.

The Wikimedia Foundation is unusual in that it operates a heavily trafficked web property with an extremely small staff. It has aspects of start-up culture (where processes and policies don't yet exist, and are in the process of being built), but also aspects of a mature organization (some key policies are practices are well-entrenched and understood, and the organization holds itself to high standards of transparency and accountability). The Board, senior management team, staff, and community function in a highly collaborative and unconventional environment.

The Wikimedia Foundation has just completed development of a five-year plan which calls for increasing the reach of Wikimedia's projects from nearly 400 million people to 1 billion people by 2015, by significantly investing in the technological and social systems that will enable this growth, including ambitious technology projects and expansion of the global network of Wikimedia chapter organizations. The position of the General Counsel is crucial in the development of legal systems commensurate with this planned growth, and in defending the Wikimedia movement against legal challenges to its principles and projects.

The General Counsel will immediately assess the legal infrastructure and capacity of WMF and determine what resources are required to professionally and efficiently manage all legal affairs of the Foundation. She or he will build a small team to support the growing legal needs of the organization. This team will likely include a mix of paid staff, interns and external pro-bono and paid legal counsel, and will be partly reliant upon the efforts of Wikimedia volunteers, as well as like-minded organizations. The General Counsel will ensure that all activities adhere to WMF standards, are properly coordinated and documented, and are consistent with Wikimedia's vision, values and goals.

## **SPECIFIC RESPONSIBILITIES**

The General Counsel will have responsibility for the following areas:

### **Office of the General Counsel**

- Provides legal opinions and counsel, and serves as a trusted advisor to the Board of Trustees, Executive Director and C-level staff. Conducts and commissions research and analysis of specific legal questions and prepares memoranda, opinions and position papers upon request;
- Builds a department that can appropriately support the Wikimedia Foundation and the Wikimedia movement, utilizing a mix of paid staff, interns, paid external counsel, pro bono external counsel, Wikimedia movement volunteers, and support from like-minded organizations. Orchestrates and supervises the department, including its organizational design, preparation and management of budgets, supervision of work, etc.;
- Keeps abreast of Wikimedia's legal context and advises and educates the Board, management team and Wikimedia community with regard to changes and trends that could affect their ability to advance their mission. These might be related to the openness of the web, freedom of speech, copyright and trademark law, and so forth;
- Coordinates with like-minded organizations and individuals to advance Wikimedia's legal interests in support of their mission, vision, values and goals. Documents WMF's

positions on important issues where they are known, and helps to develop positions where they are not yet known;

- Develops, implements and maintains systems and processes for the documentation and tracking of legal matters, including, for example, filings and registrations, legal threats, trademark permission requests, business agreements, and the like;
- Acts as a spokesperson and advocate for the WMF's legal positions as requested by the Executive Director or the Communications team.

### **Website Operations**

- Triage incoming legal threats and provides legal defense enabling the Wikimedia projects to fulfill its mission; this may involve defending the Wikimedia Foundation against legal challenges, as well as providing advice and support to the international network of international Wikimedia chapters and to the community of international Wikimedia volunteers. Much of this work will be done through and with external counsel, both pro bono and paid, inside and outside the United States, and/or with the support of volunteers and like-minded organizations;
- Ensures the Wikimedia Foundation has a robust, appropriate set of legal policies and practices related to its website operations, including policies and practices related to user privacy, trademark usage, content licensing, terms of service, domain names, etc. Advises and educates the Wikimedia Foundation and the Wikimedia community on these issues;

### **Nonprofit Regulatory Compliance**

- Drafts policies and amendments to the Wikimedia Foundation by-laws and other corporate documents, at the request of the Wikimedia Board of Trustees, its committees, and the Executive Director;
- Advises and educates the management team on legal issues related to the implementation of the Wikimedia Foundation's five-year plan. Most of this work will be related to the Wikimedia Foundation's planned global expansion (e.g., ensuring compliance with employment law outside the United States, ensuring new Wikimedia Foundation entities are structured appropriately, ensuring Wikimedia projects and staff are protected against unacceptable risk);
- Ensures compliance with applicable laws and regulations governing the operation of a 501(c)3 non-profit organization: for example, filing and registration requirements, labor and immigration law, legal issues related to international grantmaking and fundraising activities, including U.S. and foreign tax issues and issues related to transfers of donated funds;
- Working closely with the Chief Global Development Officer and others, develops and designs appropriate legal frameworks governing the Wikimedia Foundation's relationship with Wikimedia chapters. This will include assessing the current state of play, and

developing agreements governing basic relationships as well as those related to grantmaking, fundraising, and other matters;

- Upon request, connects Wikimedia chapters with legal support and expertise.
- Drafts, reviews and negotiates a wide range of grant, consulting, business and administrative agreements in connection with the Wikimedia Foundation's work. Much of this work is done through supervision of external counsel.

## **IDEAL EXPERIENCE**

The General Counsel should have the following experience and qualifications:

- At least 10 years' experience practicing law;
- Licensed to practice in California or eligible for such admission immediately upon hiring;
- Experience as legal counsel for a major internet-related organization or a US-based non-profit;
- Track record of progressively responsible positions;
- Experience supervising legal work of others, ideally including interns, direct reports and external counsel. Track record of strategically outsourcing work to other individuals and firms and managing the results;
- Experience triaging legal threats; ability to responsibly assess and manage serious risks;
- Experience with some or all of the following: US nonprofit regulatory compliance, copyright and trademark law, employment and contract law, privacy and laws governing access to knowledge and freedom of expression;
- Experience living or working outside the United States, and/or significant experience working with people from non-US cultures.

## **Personal Characteristics**

The successful candidate should be:

- A mission-driven individual with a public service orientation and high personal integrity. Strong understanding of, belief in and commitment to the free and open internet, the open source and free culture movements, and associated philosophies and principles such as net neutrality, transparency, and open participation;
- Able to become a trusted advisor who will be viewed as a strong resource; a hard worker with a high energy level; a strong manager and administrator with a high sense of personal responsibility;
- Able to think analytically and write clearly, with a bias toward documentation and distribution of information throughout the Wikimedia movement, and a style oriented towards helping others gain expertise and understanding;

- Intellectually curious and confident. Comfortable with his or her expertise, ego-less in pursuit of the best result, happy to learn and be stretched, neither defensive nor unhealthily competitive;
- Able to adapt to meet the needs of a particular situation: generally open-minded and oriented towards consensus, but unyielding when necessary;
- Appropriately comfortable with ambiguity and risk; can work well in a start-up environment, but has a general orientation towards building appropriate process and structure;
- Able to work well with people with a wide diversity of demographic and cultural characteristics including ethnicity, nationality, gender, age, socioeconomic status, sexual orientation, religion, values and attitudes. Able to flexibly adapt communications and demeanor appropriately to develop and maintain productive relationships;
- Able to grasp, embrace and help develop the values and unique strengths of the Wikimedia movement, which is highly transparent, collaborative and community-centric;
- A sense of humor.

### **OTHER RELEVANT BACKGROUND**

Wikimedia's flagship project, Wikipedia, has become the largest general reference work ever compiled in human history. Hundreds of thousands of volunteers have contributed more than 17 million encyclopedia articles in 250 languages, all of which can be freely shared and used for any purpose. It is consulted by more than 350 million people every month, making it the 5th most popular web property world-wide. Established in 2003 by Jimmy Wales two years after creating Wikipedia, the WMF ensures Wikipedia's continued operation under the stewardship of a non-profit organization, funded primarily through direct support from the general public. All of Wikimedia's projects are free of charge and free of advertising.

The Wikimedia movement is supported by volunteer-run chapters in 29 countries. These chapters, which operate independently of the Wikimedia Foundation, are important partners in increasing awareness of the Wikimedia projects, and advancing the goals of the movement in a defined geographic area. In alignment with the goals set forth in the strategic plan, WMF is opening its first legal entity outside of the United States in India. Plans for additional global expansion are being developed.

The WMF maintains the operating, technical and legal infrastructure to support these online volunteer communities and pursues a permanent agenda of technical and programmatic innovation. The Foundation also supports the Wikimedia community through international conferences, public outreach activities, and strategic relationships which support the cause of free knowledge.

Wikimedia believes that knowledge should be freely and openly available for everyone everywhere, and the General Counsel must be committed to this principle.

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