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PLANNING

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ON-DEMAND
LEGAL SERVICES

WORK-LIFE
BALANCE PARADOX

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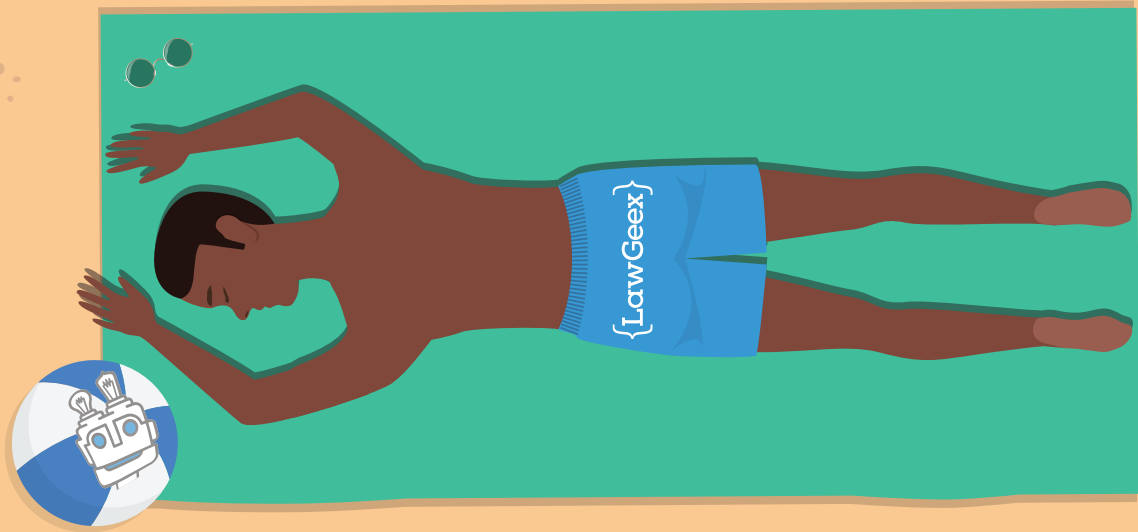
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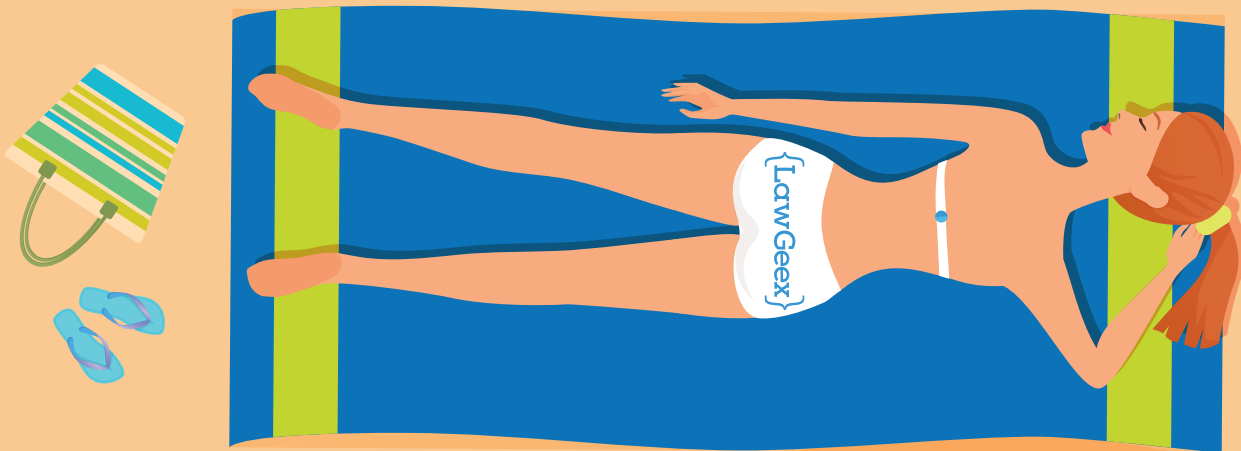
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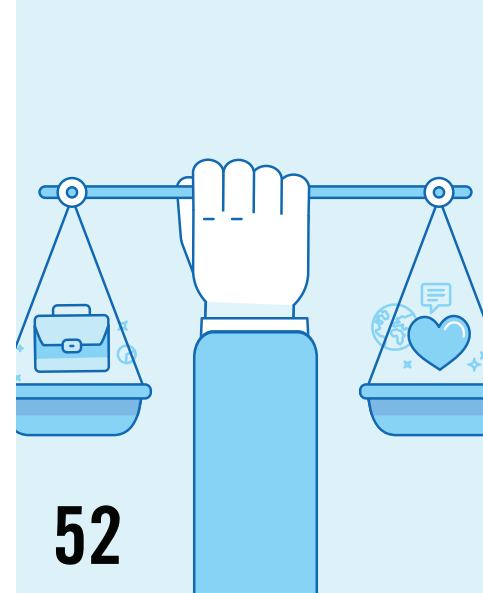
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24 Making the Vertical Leap: Considerations for Your First Legal Leadership Role

Congratulations, you have been offered a fantastic new career opportunity. Now it's time for you to decide whether to make the vertical leap to a leadership role in an in-house legal department. Here's what you need to consider.

By Dante Benedettini

ILLUSTRATION BY BRUNO MANGYOKU



34 Leaders Create More Leaders: Why GC Succession Planning is Critical

By Lily Yan Hughes and Lloyd M. Johnson Jr.

Few things are more integral to the success of a legal department than the way it plans and executes general counsel succession. We turned to public company general counsel, executive search professionals, and a Fortune 100 human resources executive to learn why success planning is important, who should be involved, and how to identify ideal candidates.

42 Bringing Your Whole Self to Work, Unapologetically

By Syeda Raza and Cara Patton Liu

Introverts can be found in every field and all levels of corporate hierarchy. So how and why did we acquire a bias in favor of extroversion? And what changes can be made in the office to eliminate the cultural stigma against introversion?

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62 Hacking Diversity Programs Yields Results

By Joe Otterstetter and Melanie Heller

Law remains one of the least racially diverse professions in the United States and is still predominately male. Faced with this reality, Diversity Lab came up with a novel idea to resolve lingering inequalities in the field.

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More often than not, lawyers are lacking professional fulfillment, and clients are becoming dissatisfied with traditional law firm services. On-demand legal services may offer an alternative career path for in-house lawyers, and a more efficient and affordable legal option for businesses.

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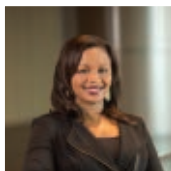
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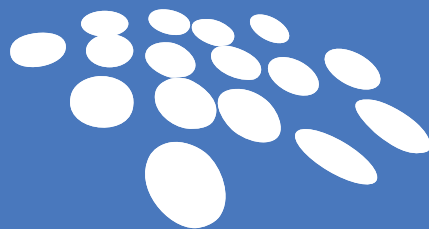
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When the Walls Come Down, Collaboration Goes Up

Last year, ACC made the decision to move our Washington, DC headquarters to a space that would offer more opportunities for collaboration, staff engagement, and natural light. We moved to an open workspace environment, and I couldn't be happier — with the outcome or the sunlight!

I had some anxiety, even fears about the move, and I'm sure those feelings were shared by staff. Not having an office door to close can be scary, especially for those of us who've worked behind walls and doors for many years. Did I mention that no one has an office? Yes, this includes me. Although some colleagues tried to talk me out of it, I can honestly say that I feel more energized and connected to our team now than I ever did from my office with four walls and a door.

While the concept of open workspace is not new (it was invented in Germany in the 1950s), its prominence in the United States only goes back a decade or so. According to a report by the International Facility Management Association, 70 percent of US-based office workers currently work in an open office environment. While this set up is typical and may work for large global companies like Google or small tech-based startups, how can you know if this environment is the right fit for your organization? Perhaps you're hesitant about such a drastic change and have some questions about the positives and negatives of such

**We moved
to an open
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outcome or
the sunlight!**

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Veta T. Richardson
PRESIDENT AND CEO

richardson@acc.com



a move. Hopefully, ACC's experience can help illustrate how to successfully make the transition.

Companies move to open workspace for a variety of reasons, including attracting and retaining top-quality talent, encouraging cross-functional collaboration, providing accessibility to peers and upper management alike (creating a lesser sense of hierarchy), as well as encouraging creativity, innovation, and flexibility (one of my favorite meeting places is the Starbucks in our building downstairs). While intentions are always good, there can be drawbacks — a lack of privacy is often noted, as is noise and more opportunities for distractions. According to a January 2018 *Harvard Business Review* article, the success of open offices has a lot to do with how people feel about the space. Often referred to as “place identity,” the term refers to the thought that if staff feel connected to the work they're doing, in the space where they're doing it, positive outcomes (increased engagement, collaboration, and communication) are more likely.

When considering open workspace, it is important to consider how your team will react — or connect — to the change. While we can't make everyone happy, we can make sure everyone has a voice and feels included in the process. I have to give credit to ACC's wonderful human resources department, along with our construction team, who made sure to incorporate staff's input on everything from the desks and chairs, to the design and capabilities of conference rooms and private areas. We understand that people sometimes need a door to close or that others may need a quiet space for certain aspects of their work. Therefore, the team made sure those areas exist (and they are some pretty cool areas, at that), and we implemented a “quiet” side of the office. These are just a couple examples, but what matters is for staff to feel empowered by the flexibility an open workspace provides. They can move to a private area or, in our case, the rooftop, where I've personally held meetings and noticed how creativity gets fueled by sunshine and fresh air. Again, providing options goes a long way.

Something else that goes a long way is being open and sharing your vision for the new space before the move. Let your team know what you hope to gain and be as open as possible about the process. Further, encourage the team to

make the space, even if it's shared, their own. And most importantly, be enthusiastic about it! While I may have had my concerns, I honestly believed that the move would be good for ACC, and I said so frequently.

And, I am happy to report that ACC's open work environment seems to be working! I can personally attest to what a positive change it has been, and several members of staff have told me the same. In fact, Ramsey Saleeby, ACC's assistant GC and senior manager of program development, expressed his appreciation for the access he now has to myself and other members of the executive team. He told me, “I wouldn't have crossed the threshold of your office, without a very good reason.” While one often aspires to a corner office during their career, I never aspired to have a team that was hesitant to enter it! Today, I see ACC staff all around the office, including stopping by my desk. The fact that I am seated at a work station just like everyone else makes me more approachable — more of a partner to collaborate with as opposed to the boss in a corner “cage” of an office. The new office space is welcoming, and I hope all ACC staff “feel invited to speak” as Ramsey now does.

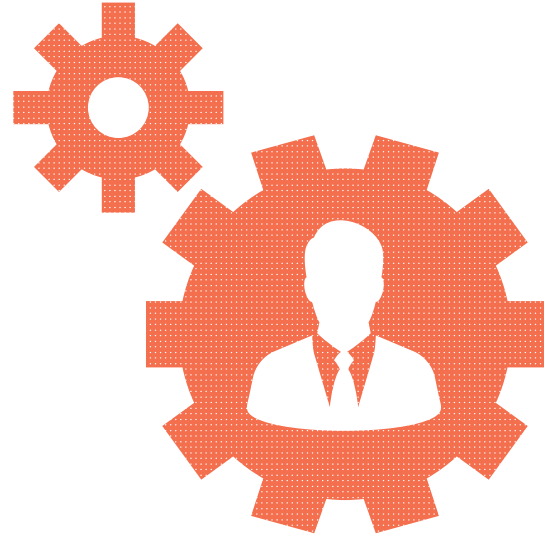
I think it's important to note that we are just getting started in this space. We will continue to make tweaks and seek the input of the team. If something isn't working, we can change it. The open environment is all about flexibility and innovation, right? New ideas will emerge, especially if your company culture supports that. We work hard to create an environment where employees feel valued and respected, and where executives are as approachable as a contemporary. If you do the same, chances are, an open workspace will encourage the creativity and collaborative workforce you hope to foster. The move has made me a better executive, and it can do the same for you. **ACC**

see this



Growing departments...

Twenty-eight percent of CLOs project they will add in-house lawyers to their department in the coming year, according to the *ACC Chief Legal Officers 2018 Survey*.



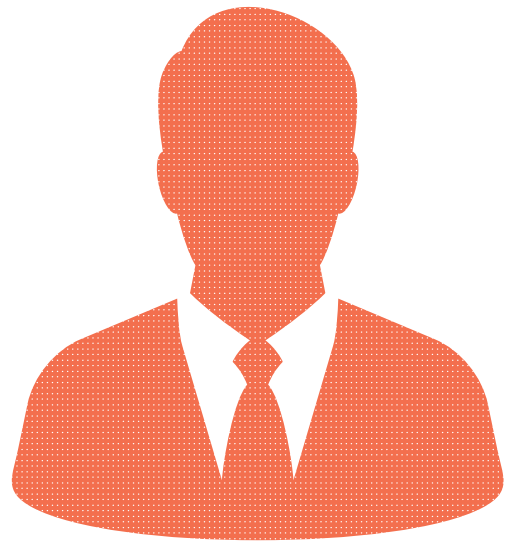
Business skills...

According to the *ACC Chief Legal Officers 2018 Survey*, the top most desired non-legal skills have not changed since 2016. However, business and project management have replaced executive presence at the top of the skills list.



Diversity matters...

Thirty-five percent of respondents to the *ACC In-house Trends Report 2017* stated that their company has a formal program to recruit diverse candidates, including women and minorities.



Be the boss...

When asked about ranking professional development interests in the *ACC In-house Trends Report 2017*, in-house counsel respondents ranked leadership and management training as their top priority.



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Economy

GDP (purchasing power parity) US\$87.2 billion (2017 estimate)

Population

22,409,381 (2017 estimate)

Corruption

According to Transparency International's 2017 Corruption Perception Index, Sri Lanka ranked 91st "cleanest" (i.e., least corrupt) out of the 180 countries surveyed.

Additional Resources

Please access the Board of Investment of Sri Lanka at www.boi.lk for investment opportunities.

Sri Lanka is a beautiful island nation in the middle of the Indian Ocean, close to the southern tip of India. Being strategically located between the Middle East region and Southeast Asia, Sri Lanka is considered to be the emerging gateway to India, China, and other South Asian countries.

Sri Lanka gained independence from the British in 1948 and became a republic in 1972. The 30-year civil war in the country ended in 2009, and since then Sri Lanka has embarked on a firm and steady growth trajectory with peace and political stability. Sri Lanka is the oldest democracy in Asia with a multi-party system. It also possesses one of the most unique legal systems in the world, with a mix of Roman-Dutch law and common law.

Sri Lanka is a tropical country where dry weather conditions and monsoon periods alternate throughout the year. In the island nation, the central part of the country is cooler than the coastal areas due to the higher elevation.

The official languages of Sri Lanka are Sinhala and Tamil. However, English has emerged as the business language. Even among the Sri Lankans, business matters are generally discussed in English. All legal firms servicing corporate clients are geared to deliver

professional services in English. The general attire for regular business activities is smart casual wear with a tie. Formal suits are worn for business only on special occasions or for special meetings. However, in general, formal attire is accepted. In the corporate environment, punctuality is expected as well as respected.

At business meetings, the parties first greet each other by shaking hands. Sri Lankans are world renowned for their hospitality. The host will generally offer you a cup of famous Ceylon tea or coffee. Sri Lankans prefer to take down notes and maintain minutes of the discussion as much as possible. There could be a reluctance to give negative answers directly, and attempts will be made to convey disagreement indirectly.

It is not unusual for the host to offer the invitee to join for a meal depending on the time of the meeting. This comes with the natural instincts of Sri Lankans for hospitality.

If your time permits, do not miss the chance to have a ride through Colombo, which will provide a unique mix of colonial and modern architectural buildings in the city.

MAYUKA A. RANASINGHE
HEAD OF GROUP LEGAL AFFAIRS
SRI LANKAN AIRLINES

Are You More Than A Lawyer?

ACC is excited to announce the launch of our social media campaign, **More Than A Lawyer!** Being more than a lawyer means breaking the perception of the legal sector and exposing the diverse functions and wide-ranging contributions of in-house lawyers across the world.

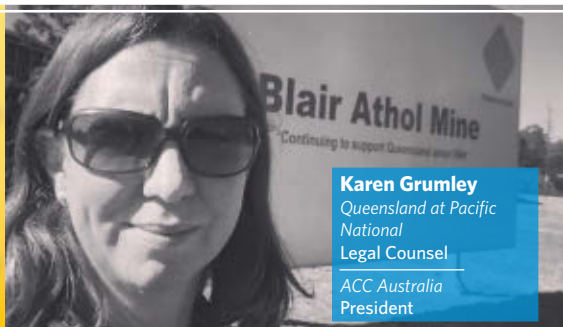
Our goal is to leverage social media channels (yours and ours) to support the in-house profession, while promoting the various and significant roles our members play across businesses globally.

To get involved, snap a photo of yourself in the lab; at the construction site; in a factory; in the training room; or anywhere your in-house role takes you. Post the image on your preferred social media platform, and tell us what you're up to — and don't forget to include **#morethanalawyer** in your post! Get involved, encourage your colleagues to get involved, and tell us why you're **#morethanalawyer**.

Take a look at your fellow ACC members showing how they're **#morethanalawyer**!

"Working hard for something we don't care about is called stress; working hard for something we love is called passion."

Whether she's behind her desk or out in the dirt, for Karen, working at Pacific National is never dull.



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Tara Young
NV Energy
Senior Attorney
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*Tara shows that she's **#morethanalawyer** while taking a plant tour of the NV Energy cogeneration facility.*



Charles Chen
Hickies
Deputy General Counsel
ACC New York City
Membership Chair

Beyond the legal role, Charles occasionally wears the Sales and Marketing hat by assisting the Marketing team in conducting full day pop-up lacing stations demonstrating the company's product (HICKIES® no-tie shoelaces).

Succeeding at Failure

We've all failed. You, me, babies, Michael Jordan, caterpillars, hermit crabs, Thomas Edison, and the rest of humanity. And failure hurts, whether physically or emotionally. But if we don't give up, failure eventually leads to success.

We are constantly trying to avoid pain and failure and save those we love from losing. As if success could come without its companions: pain and failure. These moments help us grow and improve.

Parents are wrong for protecting and cocooning their children, for fighting their battles and not letting them endure the very things that help them navigate the world. Schools and municipalities are wrong for creating playgrounds and parks where kids cannot swing, climb, hang, or fly. Employers are wrong for creating environments where employees are not encouraged to take risks, let alone fail in the process.

In our attempts to remove all the seemingly negative experiences from our lives, we also remove the ability to deal with the experiences that help us grow, adapt, create, and blossom.

Throughout our lives, we often want nothing more than for the challenging moments to be over. But in hindsight, we can recognize how those very experiences, rather than the moments of success, have shaped us into the people we've become.

What if the first experiences we had at taking risks and failing had been removed instead of celebrated? You wouldn't be walking, talking, reading, writing, and so much more.

When babies first start to walk, we do not yell at them and tell them to sit down. Or ask how dare you get up and try to move on your own two feet. No, we encourage and help them. When they fall, as they inevitably will, we simply watch excitedly as they learn to balance on wobbly legs and feet, before they take those first awkward and halting steps.

No one would have told Michael Jordan to stop playing basketball after getting cut. Or to stop practicing hours each day perfecting his jump shots and free throws.

And no one would tell a caterpillar to stay a caterpillar when we know what it will become after it goes through its metamorphosis. Its process is painful, but the outcome is one of beauty

and grace as the butterfly emerges and spreads its wings to take flight.

Even knowing these stages are necessary, we often want to eliminate the very processes and environments that accompany our own transformations and metamorphoses.

We have to be careful of being afraid of failing. There is nothing wrong with failing. Yes, it naturally includes the pain we feel from not getting what we want. But it is important to remember the pain we feel and the risks we've taken help us grow, so that next time we are better prepared to succeed.

Maybe you can relate to this scenario. There is a job you want in a new organization (or a promotion at your current one). You think about applying. There is a running dialogue in your head about not being good enough, having the right qualifications, experience, etc. Notwithstanding, you apply anyway. You get the interview.

You are happy and start to believe that maybe, just maybe you could get the job. The interview goes well and that belief grows. You walk away from the second interview convinced that the job is yours. Then reality hits when the notification comes that someone else was selected for the position. You are crushed. So... should you never have applied? Of course, you should have.

We are never going to get 100 percent of everything we want if we don't try. And even when we do, there are no guarantees. But there is so much to learn in the experience about the process and ourselves. Taking the risk is worth it. What we cannot do is internalize the outcome of goals that are out of our control. The lessons we can learn from this example are ones that in a healthy life we've been learning all along.

All we can do is put our best foot forward and, during a period of reflection, assess whether that was in fact what we did. Were we prepared? Did we study the company, the position, and convey our knowledge about them intelligently? If we did all we could do, then we have to accept and separate our egos from the outcome. We can either decide that it's not a failure or that it is, and that failure is good. **ACC**

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- **Mohamed Mostafa**, Legal Counsel, General Motors - Egypt & North Africa
- **Linda Mouaz**, Head of Legal & Compliance Officer, Nestlé Middle East
- **Crystal Gothard**, Corporate Counsel, Caterpillar Financial Services (Dubai) Limited
- **Nina Nikolic**, Legal & Compliance Manager, Novo Nordisk
- **Karim Soliman**, Senior Legal Manager, Damac Group
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- **Nicholas Barbosa Lima Correa Pires**, Legal Counsel - Gulf States and KSA, AstraZeneca
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- **James Wambugu**, Head of Legal, Eastern and Southern African Trade and Development Bank
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- **Michael Ogden**, Senior Director Legal Counsel, Emirates Integrated Telecommunications Company PJSC (du)
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Work-Life Imbalance

Career development and strategic career planning commonly begin with executive coaches asking the question: “What are your current goals?”¹ Although this question certainly seems the best place to start in determining one’s career path, I would pose a different question: “What is your greatest asset?”

The answer to this question will vary among individuals. However, I think that there is only one answer to this question, as stated by Greg McKeown, the author of *Essentialism: The Disciplined Pursuit of Less*.² Regardless of career selection, socioeconomic circumstances, or educational level, every individual’s greatest asset is his or her health. That encompasses emotional, mental, and physical health, which are inextricably tied together. Neglecting these can produce dire consequences.

Just this past February, the American Bar Association (ABA) Delegates passed a resolution

“We overvalue nonessentials like a nicer car or house, or even intangibles like the number of our followers on Twitter or the way we look in our Facebook photos. As a result, we neglect activities that are truly essential, like spending time with our loved ones, or nurturing our spirit, or taking care of our health.”

— Greg McKeown

that urges law firms, law schools, bar associations, and other legal industry related entities to take serious steps to address issues affecting the well-being of lawyers, judges, and law students.³ The resolution comes on the heels of ABA initiated research into the mental health of lawyers. In the

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NOTES

- 1 <https://hbr.org/2014/12/the-questions-good-coaches-ask>.
- 2 <https://gregmckeown.com/book>.
- 3 www.americanbar.org/news/reporter_resources/midyear-meeting-2018/house-of-delegates-resolutions/105.html.



summer of 2016, a National Task Force on Lawyer Well-Being was formed by various legal associations. The task force analyzed prior research and issued a report with a sobering conclusion:

This report makes a compelling case that the legal profession is at a crossroads. Our current course, one involving widespread disregard for lawyer well-being and its effects, is not sustainable. Studies show that our members suffer at alarming rates from conditions that impair our ability to function at levels compatible with high ethical standards and public expectations. Depression, anxiety, chronic stress, burnout, and substance use disorders exceed those of many other professions. We have ignored this state of affairs long enough. To preserve the public's trust and maintain our status as a self-regulating profession, we must truly become "our brothers' and sisters' keepers," through a strong commitment to caring for the well-being of one another, as well as ourselves.

In a profession whose educational path begins with caffeine-laden nights and cut-throat competition, bad health habits are developed from the outset. The "Day in the Life" column in this magazine regularly shows that in-house lawyers continue to answer and send emails, review reports, and prepare documents well outside of normal working hours. Many Fortune 500 companies give great lip service and internal marketing publications to work-life balance and promoting employee mental health. Yet, many managers continue to schedule meetings and international telecons at 6:30 p.m.; 8 p.m., and keep their employees "on call" during non-work hours.

I recently read an article on the Above the Law blog (abovethelaw.com) announcing that a notable international law firm had recently raised associate salaries to almost US\$200,000 a year. I think it's safe to assume that salary does not come with the expectation of a 40-hour work week or even a 50-hour work week. As Walt Kelly once wrote: "We have met the enemy and he is us."

Does working "above and beyond" mean that we must sacrifice our health, families, and mental state? Only if we let it. We train people on how to treat us. By continuing to send and answer emails at 11:30 p.m., by willingly sacrificing weekends and taking our work computer with us on vacation, we are draining our most valuable asset. It is unfortunate that we only pay attention to this asset when it fails after years

of neglect, resulting in any number of medical issues such as adrenal fatigue, cancer, diabetes, or heart attack.

Certainly, ambition and the desire for a successful career are laudable goals. However, one must first decide what one views as "success." Regardless of your particular definition, I highly doubt that it includes struggling with alcoholism, depression, high anxiety, and related physical health issues. As we evaluate the current state of our careers, we need to consider what really matters most, and do our own personal study to see how we can take steps for ourselves, and our colleagues, to create and foster true balance by working smarter, not harder. We should not perpetuate the idea that people should be treated like a dishcloth that is constantly wrung out until it is worn thin. Instead, we should view people more like a tree and provide enough watering (mentoring and training), space (working environment), and sunlight (encouragement and appropriate time-off) to grow into an even more valuable and productive resource professionally and personally.

If we work and require others to work so hard to achieve prosperity for us and "the company" but sacrifice our health and relationships to the point that the prosperity cannot be enjoyed, then what are we working for? **ACC**

Business Leaders Are the Key to Breaking the “Ethics Barrier”

In March 2018, the Ethics & Compliance Initiative (ECI) released its National Business Ethics Survey (NBES), entitled *The State of Ethics and Compliance in the Workplace*. Since 1994, the ECI has conducted a longitudinal, cross-sectional study of workplace conduct from the employee's perspective. Now in its 11th iteration, the NBES provides valuable insights into the state of the US business community with respect to observed misconduct rates and the strength of companies' ethical culture. Here are some of their key findings in this year's report:

- Observed misconduct rates are on the decline and close to historic lows.
- More employees feel pressure to cut corners than ever before.
- Rates of reporting wrongdoing have doubled in the past two years.
- Little progress has been made across the country to implement the most important strategy for mitigating wrongdoing: building and sustaining strong ethical cultures.

This last finding is the most troubling. Despite massive investments in compliance and ethics programs since Chapter 8 of the Federal Sentencing Guidelines were first published in 1991, detailing the seven elements of an effective compliance program, we have made virtually no progress in improving our corporate cultures.

The ECI report drives the importance of strong ethical cultures home when it observes that, when compared to employees in strong cultures, employees in weak cultures are:

- Three times more likely to say they experienced pressure to compromise standards;
- Three times more likely to say they observed misconduct;
- 41 percent less likely to report observed misconduct; and,
- 27 percent more likely to say they experienced retaliation after reporting misconduct.

Astonishingly, despite the ubiquity of formal corporate compliance programs with thousands of compliance and ethics professionals toiling away, only 21 percent of all companies have a strong ethical culture. As the ECI sagely observes:

These findings are troubling... After nearly a quarter century studying employee perspectives of ethics in the workplace, ECI has shown that companies can curb the negative impact of external forces, such as the economy, by taking steps to strengthen their cultures. Yet, this report indicates the state of ethical cultures across the country remains unchanged. Unless organizations take action, it is our view that trouble may be ahead.

However, ECI's prescription to improve the strength of ethical cultures in corporate America, although focused on the fundamentals, is the same

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mantra the business ethics community has been chanting for decades:

- Implement an ethics and compliance program with the elements defined in Chapter 8 of the US Federal Sentencing Guidelines. These programs are essential first-steps to establishing a strong ethical culture.
- Develop a statement of values. Define the standards that should guide employees' actions. Promote the values throughout the organization.
- Set performance goals for senior leaders and managers to visibly support the values of the organization and to reinforce the importance of employee reporting.

While this is sound advice for any organization, this prescription is not getting the job done. For decades now, we have been hitting an “ethical sound barrier,” in which four out of five businesses fail to achieve strong ethical cultures.

To break this barrier, we must seek the answer to a basic question: What is the fundamental driver of human behavior in an organization? Is it policies, procedures, and codes of conduct? No. Given the policy diarrhea prevalent in most firms, if this were the case, corporate America would be living in an ethical nirvana. Is it clever oversight, auditing, and controls? No. These have been steadily tightening for decades, yet strong ethical cultures continue to elude the vast majority of companies. Is it training programs? No. Employees have been deluged with compliance training programs for years.

The key to achieving strong ethical cultures is as simple as it is difficult to achieve; strong ethical leaders at the top. Decades of work by social psychologists have consistently demonstrated that we follow our leaders. If they are corrupt, we are corrupt. If they are virtuous, we are virtuous. The reason only one in five US corporations has a strong ethical culture is that only one in five corporate leaders possess the five essential attributes of a strong ethical leader:

1. They know the greater good.
2. They are passionate about pursuing the greater good.
3. They choose the greater good — even when it is hard.
4. They make a habit of choosing the greater good.
5. They have the organizational savvy and moral

courage to secure the greater good by getting others to follow.

It's a rare individual who possesses all these qualities. I've been senior counsel and compliance officer for seven multinational corporations and only encountered two CEOs who made the grade. In both cases, they were not motivated by extrinsic incentive programs like those recommended by the ECI. Instead, they had a genuine, deep passion for doing things right and the guts to act on their beliefs. The power of their leadership built strong ethical cultures by challenging all of us to raise the level of our game. To increase the number of firms with strong ethical cultures, we've got to find a way to produce more courageous, talented leaders who possess the necessary intrinsic motivation and courage to create such positive work environments.

There is no formula or quick fix that will produce such a crop of leaders, and, given the powerful countervailing forces in for-profit corporations, it may never happen. However, that doesn't mean we shouldn't try. Find a way to connect with your leaders to understand the challenges they face and to help them develop their ethical leadership skills. Show them the correlation between strong ethical cultures and long-term financial performance and help them understand the key attributes of ethical leadership. If you can, insert yourself into your company's leadership development program to deliver the same message to upcoming leaders in your organization. Do the same with future leaders by giving lectures to students in undergraduate and graduate business programs.

Making progress will be difficult. It is bound to fail more often than it will succeed. But there is no avoiding the reality that our leaders' characters, rather than the elements of a compliance program, drive culture. Do your part to work with the leaders in your company to break the ethics barrier and sore high with the lucky few who have done the same. **ACC**

NOTE

- 1 The National Business Ethics Survey has historically been fielded by the Ethics Resource Center (ERC). In 2014, ERC entered into a strategic alliance, and the organization is now known as the Ethics & Compliance Initiative.

Exponential Change Requires Continuous Learning

One of my mantras is: “Never skimp on technology or education.” If you want your team to do exceptional things, you simply have to provide the tools. As I have moved from being a general counsel to heading up technology, I now clearly see the transformation of our businesses and professions. MassMutual is a technology company that focuses on insurance. And the practice of law is simply the application of analysis and judgement to available knowledge.

First, let's discuss technology. Mobility has to be enabled. We require technology that allows us to be efficient everywhere, anytime. Individual work styles need to be considered, but laptops, tablets, and mobile phones are a must; as is high-speed connectivity to data, documents, and external resources. For hardware at a fixed location, every professional needs multiple monitors. The cost of a second or third screen is minimal, and it will be paid for in the first month due to the efficiency of not having to click between documents. I have found it astonishing that organizations often pay attorneys US\$200,000 or more a year (that equals nearly US\$100 every hour) and then don't provide the basic available technology to save hours of time each week!

In the future, the relative importance of IQ and knowledge, even for lawyers, will decrease because it will be readily available to all. As knowledge becomes more widespread, emotional intelligence, the ability to analyze information/data, and judgement will increase in relative value. When I started my practice, I dragged around form files and notes that made me especially valuable to my clients. That is all gone now, with knowledge, forms, and multiple best practice documents readily accessible. An overall information management plan is a must. We need to find ways to efficiently save and store critical information and make it available to the entire law department.

In addition, for the corporation as a whole, the law department will increasingly find itself driving solutions at the juncture of information and records management with electronic discovery. In the corporate secretaries' office, all

the key governance material, board information, and minutes must be stored, searchable, and available to various constituencies with appropriate levels of access.

Continuous education is the other subject of my mantra. Don't underestimate the value of learning new areas or issues. Obtaining new skills is intellectually rewarding, expands our abilities, and keeps us all fresh and adding new perspectives valuable to different members of our team or practice areas. Find and encourage your team to attend and participate in CLEs, subject matter conferences, or other programs that can help improve their technical skills. In addition, since in-house practice is so much a part of the business, core business skills are critical, as well as an understanding of basic accounting, finance, and economics.

Getting together with other in-house practitioners is valuable. Our teams do not have visibility to everything that happens in our practice areas. If you are in, or close to, a major metropolitan area, find a way to connect with other similar practitioners. Locally, I still have regular dinners with the former and current general counsel of The Hartford, Cigna, and Aetna. All the insurance company general counsel in our region are also invited quarterly to a dinner in New York. It is invaluable to share challenges, ask, and learn from each other.

An internal program, where we learn together, is one of the best team-building events. Often we will have a daylong program of development for our attorneys/professionals and then debrief and network over wine and beer. In our education segment, we have covered topics that are valuable to the entire department, such as negotiations, judgement, and clarity in writing/communication. Bryan Garner and Ross Guberman provide excellent and engaging programs, tailored to your team to assist in communication and writing skills. We all can communicate better, whether in contracts or to other counsel, tribunals, or clients. And each audience needs to be addressed clearly and differently. One of our most important skills is to take complex legal issues and make them comprehensible so our clients can make decisions. Likewise, we need to take complex

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business issues and make them clear and understandable in contracts or to tribunals and external counsel. As one of my fellow executives chided me: “Bring this down to ducks and bunnies!”

There is significant value in learning data and data analytics. This is an area we all must understand. I used to ask my team, as part of their annual objectives, to identify and implement three processes improvements. The future will be to identify and implement three algorithms — even for us lawyers.

Often based on human resources policies or requirements, we spend a ton of time trying to make the non-performers average. This is upside down. We should spend more of our time making stars into superstars! Truly step back and ask yourself if you are spending as much, or more, time making your performers even better. That is where the true power of any organization is.

I look for specific events or programs to help our stars perform even better. I am a true believer in conducting assessments and 360s to identify gaps with these high potential individuals and work to improve them. Also, there are great leadership programs available, such as at the Center for Creative

Leadership and many others at several high profile universities. I have now had company sponsored MBAs provided to five attorneys at renown business schools such as Kellogg and Wharton. In addition, many programs will allow your performers to interact with other significant leaders and expand their horizons. I have sent stars to programs offered by the Mentor Group in Europe, where they have a chance to interact with global legal leaders and justices, including members of the US Supreme Court. I have also utilized the Singularity University executive program, where one would argue what is presented isn't even relevant to what they do but provides them with insights into the fast-changing world around us (nanotechnology, genomics, quantum computing, data analytics, robotics, etc.) It expands their perspectives and encourages them to look for innovative new ideas to address our legal and business challenges.

Since the only constant now is change, and the pace of change is exponential, the most critical skill set of the future will not be medicine, accounting, or law, but continuous learning. So, as I always say, never skimp on technology or education. **ACC**



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Invest in Your Career By Becoming More Tech Savvy



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Some of us are geeks by predilection. We study tech obsessively, looking to learn as many tips and tricks as we can find, like a dog chasing a prized rabbit. (Seriously, google “tips and tricks” on nearly any tech topic, and you’ll see the kinds of rabbit holes we dive into.) The thing is, doing this also gives us a distinct career advantage over muggles — by which I mean normal corporate counsel — who obviously know their tech basics but aren’t interested in spending the time to learn much more.

Technology gives us a career advantage because we are often able to do the same work as a muggle, just much easier and faster. For example, many geeks have taken the trouble to build a library of often used keyboard shortcuts. I’m not just talking about standard things like using Control or Command + B to make selected type bold, although those kinds of keyboard shortcuts truly can save you a lot of time. I’m talking about creating snippet shortcuts that allow you to type three or four keystrokes that can automatically populate an entire email, letter, or even a contract, leaving just the blanks you need to customize it to the context. This can be easily done on every single operating system, whether you use Windows, Mac, Android, or iOS.

Or there are things like learning how to add one or more attachments or pictures within an email in Mail on iOS by pressing anywhere within the email and scrolling to the far right on the ribbon that then appears. My point is that there are useful tricks anyone can learn that can transform a dilettante into a power user. And being a power user makes you a more powerful and valuable lawyer because you can get more done, faster and more easily.

Here are my suggestions for how to start. Pick the two or three apps you use most often (for many people those will be Word and Outlook), and then start to pay attention to your pain points. These are usually simple and repetitive things you do many times a day that don’t involve legal skills. They may not even feel like sources of friction. In some cases, you have been dealing with them for so long they’ve become invisible to you — but when you begin to pay attention, you will notice that they take up precious time.

For example, suppose that the first thing you do when opening a blank Word document is to change the font, because even though you aren’t a geek, you know better than to settle for Calibri (you do, don’t you?). So, every time you open that document, you start by going into Format, then Font, and then select the one you prefer (Optima is really great). And maybe you do that because it hasn’t occurred to you, or you don’t yet know how to change the default font. But it’s so easy to learn! Once you do, you’ll never have to waste those precious moments again. That may be a bad example, but you get my point. Pick an app, pay attention, find a problem, learn the fix.

Or pick an Operating System or device that you use all the time and do the same thing. For example, I know that many of you frequently use iPhones. Of course, Apple does its best to make them as intuitive as possible, but they are way more capable than most of us know. One of my geek idols is David Sparks, a California sole practitioner lawyer whose geek nom-de-plume is MacSparky. Sparks writes amazing interactive technology guides in iBooks that include embedded videos. His latest (2018) is the iPhone Field Guide, and even though I’ve been studying this stuff for years, it has taught me a lot. And he makes learning fun.

Then, of course, there’s always the internet. One of the nicest things about the tech community is the number of blogs and forums on just about any technical subject, and the surprisingly huge number of experts willing to write or participate in them.

As a lawyer, you are trained to understand how your clients’ business processes work. A lawyer who understands technology may be able to suggest ways to improve those processes that may not arise in your company’s IT team, which typically only gets involved when asked. Or, you may be able to suggest ways your entire legal department can better leverage technology as a group.

The point is, a relatively minor investment in learning how to better use the technology that has become so omnipresent in our lives may pay a big dividend, both for your career advancement as well as your overall job satisfaction. It certainly has for me. **ACC**

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CHEAT SHEET

- *Accept the challenge.* Actively seek roles that will challenge you and expose you to areas of law that will develop you professionally.
- *Take a breath.* Take a moment to slow down and assess if the opportunity is in line with your personal and professional goals.
- *Learn the culture.* The six components of a great corporate culture are vision, values, practices, people, narrative, and place.
- *Reflect.* Ask yourself the hard questions before moving forward. Do you have the management and operational skills needed for the leadership role? Can your support structure withstand the transition?

MAKING THE VERTICAL LEAP:

CONSIDERATIONS FOR YOUR FIRST LEGAL LEADERSHIP ROLE

By Dante Benedettini Congratulations, you were chosen for, or are about to be offered, a new role. You worked hard and stood out from other candidates for this leadership role. Having impressed the powers that be, you are now awarded with a fantastic leadership opportunity. Somebody, somewhere, thought it was a good idea. Now it's time for you to decide whether to make the leap to a leadership role in an in-house legal department. **Welcome to the vertical leap.**

Being considered for a leadership role

This article assumes that you have been chosen for a new leadership role. If you have not yet been chosen to ascend to a leadership role, here are several things you can do to help you stand out for consideration.

1. **DELIVER.** Of course, you must deliver top performance. To move up, you must show mastery of your current role.
2. **CREATE.** Show that you can be a change agent. Think of ways to streamline, improve, and simplify. Be an innovator.
3. **STAND OUT.** Be seen and make sure it's not for the wrong reasons. Don't be a wallflower. Step up and volunteer. Voice your opinions and suggestions, but be respectful. Do not be afraid to toot your own horn — if you don't illustrate your achievements no one else will.
4. **THINK BUSINESS.** Think big picture. Always think of ways to save money, time, and resources.
5. **LEAD BY EXAMPLE.** Motivate, don't demoralize. Be at the head of the pack and in the trenches.
6. **GET A MENTOR.** Whether you call it a teacher, guru, mentor, advisor, or counselor, find someone who has successfully made the leap and talk to them regularly. Get ideas from them on how they did it.

Many in-house lawyers dream about making this decision. There are many titles. Besides general counsel and chief legal officer, some companies call these roles executive directors, legal directors, head of legal, vice president of legal, or simply head lawyer. Whatever the title may be, a leadership role in a legal department usually consists of (1) oversight and responsibility of a specific scope of legal issues; (2) leading a team of legal staff; (3) management of a budget; (4) responsibility for team/department performance; and (5) a direct reporting relationship to one or more members of senior management.¹

Moving into a leadership role in a legal department is a big step. It's a great experience, but you should not take it lightly, regardless of your pedigree, experience, or background. The decision to accept or decline this role is something that should be weighed carefully. This decision will obviously have a huge impact on your career.

If you are thinking about making a vertical leap, there are some things that you should contemplate. Consider the move in its totality. Are you making a

leap to lead another company's legal department or receiving a promotion at your existing employer? Critically analyze every aspect of your current situation and your potential future state. Make a decision that is best for you and your life goals.

Emotions run high during the interview and negotiation period, especially if this is a candidate's first leadership position. Many candidates get caught up in the euphoria of being one of the last candidates considered or even the chosen one. They may let their emotions get the better of them and accept an offer they haven't really considered carefully.

My sincere advice is to slow down, take a deep breath, and assess the situation. Sometimes the roles you walk away from are just as important to your career as the ones you accept. I have walked away from several roles that I did not feel were in line with my personal or career

goals for one or more of the reasons below. I have also walked away from a role because, even though I made it through all the interview hoops, I honestly felt that it was truly out of my league, and I would have crashed and burned. I still stand by that decision and feel it saved my career.

First, stop and ask why

Analyze why you are making a move. Some individuals take these roles for all the wrong reasons and quickly learn that it was not the right time for them. If this is your first leadership role in a legal department, you should really stop and reflect on exactly why you want the role. More money? Prestige? Does the title give you a warm, fuzzy feeling that you have "made it"? For most people, a little of all the above is true.

Set aside your emotions and make a detailed list of the pros and cons of the move, including personal, financial, and professional dimensions.² Really think through the motivation for your leap. Hopefully, this article will help give you some things to consider. This is an extremely important decision, and one that should be weighed with a cost/benefit analysis.

Make sure the reasons you're leaving are positive, not negative. In other words, don't leave a position just to get away from an unpleasant situation. Make sure you are leaving for positive reasons. Hopefully, this is the next step in your professional development, and it is in line with your financial and career goals. You should be leaving with a smile and a handshake. Take all your relationships with you for the rest of your career. Never burn bridges.

Why break the status quo?

Answering the "why" is the most crucial



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aspect before making your move. I'm not trying to talk you out of a move, but a vertical leap can stagnate your career just as easily as it can fast-track it. Making a move for the wrong reasons and getting canned from your new role because you lack the skills, weren't prepared, or because your heart isn't really in it will not look good on a resume.

What kind of gig is it?

I can't stress the importance of understanding your new scope of responsibilities upfront, not just for performance reasons, but also for your personal development as a lawyer. It is also important to know where lawyers shake out in the organization's hierarchy. When it comes to leadership positions in a legal department, there's a very wide spectrum regarding the scope of practice³ and status⁴ for those roles. Figure A above illustrates how these roles can be ranked on a four-quadrant matrix.

Each leadership role will have a ranking somewhere within the matrix. Quadrant I contains roles with a narrow scope of practice and a higher status within the organization, like a general counsel dedicated to a practice area. Quadrant II contains roles with a broad scope of practice and a higher status within the organization, like a chief legal officer. Quadrant III contains roles with a narrow scope of practice and a lower status in the organization. Quadrant IV contains roles with a broad scope of practice and a lower status in the organization.

Make sure you know where the leadership role lies within the matrix and, more importantly, whether you are OK with this. Disappointment arises when you expect to be in one quadrant but find out that you are actually in another. Better to be clear upfront than surprised later. Ask lots of questions during the interview phase and make sure this new position is going to be a step up [see the sidebar on page 28 for examples].

Some companies carve out securities work, IP, corporate governance, mergers, acquisitions, and divestitures, and other areas and assign those to different functions. Other companies, including many non-US corporations, may see lawyers as glorified paralegals.⁵ Make sure your new role will include practice areas that you want to continue developing or begin to develop. Actively seek roles that will challenge you and expose you to areas of law and experience that will satisfy and develop you professionally.

Just like weightlifting increases the size of your muscles, this new role should increase your skill level. I strongly advise you to seek a leadership role that will expose you to challenging areas of law, senior executives, and board members. You should be exposed to practice areas you desire to gain experience in and that you find interesting. Take a step forward.

If the new general counsel role has a smaller scope of practice than your existing role, then seriously consider the move. What will your future skill level be in five years if you accept? A title may sound good, but your skill level will likely suffer in the long run if it's a step

down. You may end up regretting it. On the other hand, if taking a leadership role that requires less time and energy is the planned strategy for you (more family time, more time for a side gig, etc.) then that is a different story altogether.

What is the culture like?

Culture is one of the most important aspects of any corporation. If you are moving up in your existing organization, you probably have a good idea of the culture. But if you are moving to a new company, this is an extremely important element to consider. In his article, "Six Components of a Great Corporate Culture," John Coleman describes what components make a great corporate culture.⁶ Coleman explains that "vision, values, practices, people, narrative and place all converge to make up a corporation's culture." Understanding and paying attention to these six components allows one to get a feel for that company's culture. This is something to which you will want to pay close attention.

What is the company's vision? What are the company's values? What are the people like? What is the history and story behind the company? What was the interview and negotiation process like? What do the building and office environment look like? These are all clues you should be paying attention to as you explore this role further. Bad cultures usually create miserable working environments.

Good due diligence can smoke this out, but sometimes it's difficult to detect during the interview and

Determining the scope or status of leadership roles

- Read the job description carefully.
- Will you grow in this role? Will this role challenge you? Will you develop any new skills in this role?
- Are the base compensation and benefits “at market”? Check at least three different sources.
- Are there any perks?
- Will there be an internal/external announcement of your hiring?
- Understand what areas of law the legal department handles.
- Find out if there any areas of law handled outside the legal department (i.e., intellectual property or corporate governance).
- Does the legal department handle compliance?
- Does the legal department handle any non-legal areas?
- How much room is there above you on the organizational chart?
 - Who does the role report to?
 - How many direct reports does the role have?
- Does this role get an office? Where is the office located?
- Does the role sit on any management committees?
- Does the role interact with the board of directors or any of its committees?
- Does the role require any approvals when hiring/firing outside counsel?
- What is the role’s monetary signature authority? (Yes, ask!)
- Get an in-depth understanding of how the legal budget is funded.

negotiation process. You can also view a company’s reviews on Glassdoor.⁷ Many companies will strategically hide this to get good talent. Be sure you ask a lot of questions and pay attention to key indicators of culture.

Do you honestly and objectively have the required experience?

It’s time for serious self-reflection. Do you really have the experience needed for this leadership role? Only you can answer this question. Make sure you have the experience required before jumping into the next level.⁸ Usually, you won’t be able to “fake it until you make it” based on the skills and responsibilities required. Again, moving into one of these roles if you are not ready can end up being a disaster for you and your career. Knowing what you don’t know is a rare and invaluable wisdom.

I was extremely lucky to work with several legal department leaders who were down-to-earth, open, honest, and willing to answer any and all the questions I had. They were also good leaders

and included me in the decisions they made (both legal and operational) and the reasoning behind their decisions. They taught me a lot.

This mentoring helped me a great deal when I made my leap. Many are not so lucky and are clueless when facing new responsibilities to create or balance a budget, give performance reviews, deal with team rifts, keep senior management up to speed on legal affairs, and other routine leadership responsibilities. You should ask your current leaders questions in these key areas.

Many lawyers at this level are excellent technically, which is why they are considered for leadership roles. However, they do not possess the management or operational skill levels necessary for these positions. These subjects are not taught in law schools. If candidates possess these skills, they were usually learned through prior work experience from their leaders.

If you are inexperienced, actively seek to increase your knowledge in these areas. Network with other legal

department leaders and ask them questions. ACC’s conferences and chapters are a terrific opportunity to do this. Many are willing to share their insights on managing and operating a legal department. The good news is that you can do quite a bit to improve your operational and managerial skills with the right focus.

Do you have any operational experience?

Peter Drucker said, “If you cannot measure it, you cannot manage it.”⁹ Start thinking of a legal department as a business. Ultimately, you will be required to justify your department’s headcount and budget and convey performance to senior executives. Larger legal departments usually have individuals or a team dedicated to operations. Legal department operations are becoming more important as companies look to legal departments to run themselves like other functions in the business.

Many brilliant lawyers step into leadership roles permanently wearing their lawyer’s hat, incapable of removing it and putting on the legal operator’s hat. You will have to start thinking of the legal department as a business function. You will need to become familiar with metrics and key performance indicators for your department. You will also need to know which metrics will convey performance to your executives.

ACC offers courses, forums, articles, and conferences dedicated to this topic. There is also an ACC Legal Operations section. Keep these resources at arm’s length as they will assist greatly in getting you up to speed on operations.

Do you have any management experience?

In your new role, you will be responsible for overseeing and motivating a team of legal personnel. Performance reviews, daily drama, pitches for raises, vacation scheduling, and more will all be up to you now. If you’re lucky, you will already have experience with this. If not, you are

in for a steep learning curve.

Many lawyers are not good at managing legal staff. This is also something not taught in law schools. We are taught to compete with one another, not work on teams or lead each other. Many law firms and corporations routinely bring in consultants and gurus to provide training on management and leadership. If you're lucky, you've attended some of these over the years. Hopefully some of that has sunk in.

What kind of manager are you?

What kind of leader are you? Have you taken any training on management or leadership? This is something many lawyers have trouble with simply because they do not focus in this area. Gaining knowledge in this area is key to making the leap. I highly recommend reading *42 Rules for Your New Leadership Role, 2nd Edition: The Manual They Didn't Hand You When You Made VP, Director or Manager* by Pam Fox Rollins. The author is highly experienced and regarded in the area of onboarding new leaders.¹⁰ The book helped me prepare for my leadership role in a realistic way with eyes wide open.

Additionally, ACC offers many resources here as well, with articles, courses, and conferences dedicated to the leadership of a legal department. These are excellent resources to review during your consideration.

How's your business acumen?

Those who have mergers and acquisitions, finance, accounting, or business backgrounds have an advantage here. However, if you have no idea what IRR, CAGR, ROI, or working capital is, you need to brush up on your finance-speak. Senior management will need you to understand these and other terms as you help them work through legal issues involving tax, finance, and accounting. If you look like a deer in the headlights when these and other terms are brought up then, trust me, your business

clients will pick up on your lack of understanding.

Not understanding these terms will alienate you from your senior executive and finance team. They will seek guidance elsewhere. Eventually, you will lose your place at senior management's table, and it will take a long time to get your place back. Drop the ball on these guys, and you'll have trouble getting more budget for anything.

As with operations and management, there is a lot you can do to educate yourself in accounting and finance. There are a number of courses you can take to start brushing up on your financial acumen. Many universities offer online financial courses, including Harvard University.¹¹ ACC offers many courses along these lines as well as catered specifically for in-house counsel, including their mini-MBA course and Corporate Counsel University®.

Many in-house counsel are getting full MBAs. An MBA program offers an excellent education in management and business, although some specialize in other areas. Many MBAs are offered through executive programs for busy leaders so you can attend at night and on the weekends to avoid taking time off from work.

Do you have executive presence?

Ask yourself what kind of presence you have at work. I highly recommend reading the book *Executive Presence: The Missing Link Between Merit And Success* by Sylvia Ann Hewlett. Like it or not, your appearance, communication, and gravitas¹² have a great deal to do with how you are perceived as a leader and a member of the leadership team. Hopefully, interaction with the leadership team is a major factor in your new role. If so, the quality and quantity of that interaction will be a major deciding factor in your success or failure, especially in a general counsel or chief legal officer role.

As far as appearance goes, company culture and dress code will play a huge

Many brilliant lawyers step into leadership roles permanently wearing their lawyer's hat, incapable of removing it and putting on the legal operator's hat. You will have to start thinking of the legal department as a business function.

role in your wardrobe to come. As a lawyer and a leader, you should plan on dressing professionally and being well-groomed. My advice is to plan on dressing one level above the company's current dress code. Unless you already dress professionally, consider investing in a wardrobe overhaul as part of your cost/benefit analysis.

With respect to communication, being an effective presenter is important. I repeat, practice presenting! Read anything and everything by Nancy Duarte.¹³ I also recommend visiting Decker Communications at www.decker.com to enroll in classes and seminars on presenting information. Dale Carnegie also offers an excellent program called High Impact Presentations, which is an excellent course on persuasion and presentation.¹⁴ These are great resources to improve your internal communications with senior management.

Hewlett does a much better job of explaining gravitas than I can. Some call it moxie, fortitude, mettle, or even guts. A senior executive once described it to me as, "The ability to make others never ever forget you." Whatever you call it, make sure you work on developing a presence that exudes competence, focus, and professionalism.

Do you have the required emotional intelligence?

Whether you refer to it as rapport, a bedside manner, approach, EQ, or emotional intelligence, this factor is extremely important at the leadership

However, if you have no idea what IRR, CAGR, ROI, or working capital is, you need to brush up on your finance-speak. Senior management will need you to understand these and other terms as you help them work through legal issues involving tax, finance, and accounting.

level. It's probably more important than you think. Having emotional intelligence in any corporate counsel role is essential, but it is especially important in a leadership position. I have seen more brilliant in-house lawyers fail because they did not have the required emotional intelligence necessary to deal with business clients than for any other reason out there.

Work is hard enough. Nobody wants to deal with awkward, uncomfortable situations on top of their day-to-day grind. I have personally watched situations that were the physical equivalent of scraping fingernails across a chalkboard. You will be avoided, excluded, and eventually extracted. Do yourself a favor and face this issue if it is a problem for you, no matter how uncomfortable it may be.

You will likely be expected or encouraged to attend golf outings, weekly executive meetings, executive retreats, corporate events, and many other gatherings with the executive staff. Your interactions (or lack thereof) at each of these will be scrutinized, especially in the beginning as you build relationships with each member.

If you want to explore this area further, as a start, I recommend reading *Emotional Intelligence 2.0* by Travis Bradbury and Jean Greaves. The book includes a passcode allowing you to take an online assessment called the Emotional Intelligence Appraisal. This test will allow you to assess your current EQ on four dimensions: self-awareness,

self-management, social awareness, and relationship management. The book will also provide you with a suggested plan on addressing issues you may have with your EQ. Gauging where you are will allow you to work on weaknesses and use strengths to your advantage.

When I shared my results with several colleagues they were astonished at the accuracy of the report. They immediately took the appraisal as well. After I took the appraisal and read the book it helped me to realize certain behaviors I needed to focus on in order to improve my EQ. Focusing on my own self-awareness has significantly improved my overall EQ and helped me “read” social situations more accurately.

Support structure

In his book, *Suzanne's Diary for Nicholas*, James Patterson writes, “Imagine life is a game in which you are juggling five balls. The balls are called work, family, health, friends, and integrity. And you're keeping all of them in the air. But one day you finally come to understand that work is a rubber ball. If you drop it, it will bounce back. The other four balls... are made of glass. If you drop one of these, it will be irrevocably scuffed, nicked, perhaps even shattered.”

Leadership positions usually involve more of a time commitment including executive gatherings, travel, and more hours in general. Where you are in your life is a very crucial factor in deciding on accepting a new leadership role. Are you a single person or married? Do you have children? What are their ages? Does your spouse work? If so, who watches the children? These questions are extremely important for your consideration for obvious reasons.

There will most likely be much more time needed for your new leadership role. If you don't have a good support structure, it could make your new role much more difficult to handle. By support structure, I mean family and friends who understand what you do

and willingly do what is necessary to assist you when needed. For example, do you have parents who live close by, or neighbors who can watch the kids when you stay late or attend a corporate event? Does your spouse willingly go to corporate events with you, or do you have to beg and plead?

If you have young children, you may miss out on the plays, t-ball games, dance recitals, and other milestone events. Every choice has consequences and deciding to take one of these roles usually means more work time and less family time. Should you wait until a more appropriate time in your life? Consider this carefully as your family life is very important. Can you really “make it work”?

Look before you leap. Never make a move at the expense of your family life. And never make a move without consulting with your partner or spouse. Family is a glass ball, and — as Patterson points out — it can be shattered.

Be prepared to be prepared

Have a strategy in place to get up to speed as quickly as possible. If the role is with a new company, hopefully you have done a lot of research on the business. If you have good relationships with outside counsel, you might ask them to provide you with a dossier on the new company complete with a litigation profile based on public records. If you're simply stepping up in the same company, you should already have a good grasp on the business side. Whatever the circumstances, you should be confident that you can hit the ground running.

The first 90 days will be what many affectionately refer to as the “honeymoon”: all smiles, handshakes, and introductions. After that, things get real, and people will look to you to start adding value and making decisions leading your team toward company objectives. You will need to assess your resources, including your team, and make difficult decisions, including decisions on replacement of key vendors or employees.

I highly advise reading *The First 90 Days, Updated and Expanded: Proven Strategies for Getting Up to Speed Faster and Smarter* by Michael Watkins. This is an excellent resource on transitioning into a new role. I also recommend reading *The New Leaders 100 Day Action Plan* by George B. Bradt. Both books will help greatly by providing you with a strategy and plan of attack for your new leadership role.

Both of these resources provide key takeaways including taking an organized and methodical approach to assessing and acclimating to your new role. Both these books provide good insight on owning the first 90 days by taking control rather than going with the flow. They include detailed checklists, interview ideas, and key milestones to look for over the first several months as you move into your new position.

What is the new team like?

If you are joining a new company, consider why they did not promote from within. Ask questions about the team you will be managing. What are you stepping into? Will you be faced with a difficult situation where one or more direct reports think they should have gotten the role?

Do your due diligence and determine if the staff size is adequate. Will you be spending a good deal of your time on the day-to-day grind, or will you be focusing on management, strategy, and high-level legal issues for senior executives? Will you have to dedicate time and resources to building a team? Don't get caught up in the thrill of your new role and forget to address the realities.

If you are being promoted within your company, you may have an advantage in knowing more about your team. In many cases, one shining star is promoted from an existing legal team and that person steps into a leadership role over former colleagues. Consider the challenges in supervising former peers. This is a difficult state of affairs and only the most mature, self-confident,

and emotionally intelligent people can handle this situation. You're usually looking at either a ghost (someone is physically present but mentally checked out) or a potential saboteur.

Do you respect your peers' work product? Do they see you as a leader? Will they respect you moving forward? How will they handle your critique of their performance? Some excellent resources for this are *Managing Friends and Former Peers* by Gary Winters or *Peer Today, Boss Tomorrow* by Laura Bernstein. Both books will provide you with ideas and concepts to help you address this difficult situation. They provide key insights on working issues with peers and good coping mechanisms for those difficult situations.

Do you have any global experience? Will you be given responsibility for foreign jurisdictions? Will you be responsible for management of foreign lawyers or legal staff? If this is your first experience dealing with operational, management, or legal issues outside of North America, be open-minded. Do not step into the role with a North American mindset.

Be respectful of other cultures, opinions, and views. Understand that in many jurisdictions lawyers do not appreciate the professional status they have in North America. Different cultures have very different risk tolerances as well. Tread lightly, shut your mouth, and listen. Ask questions. Observe and always be polite.

I recommend reading Erin Meyer's *The Culture Map: Decoding How People Think, Lead and Get Things Done Across Cultures*. This is a great book for trying to understand different cultures and working with people from different cultural backgrounds. Meyers does a great job decoding how these differences have an impact on the day-to-day work in businesses around the world.

Cultural diversity is something that takes practice. Unfortunately, no matter what you read, you will be forced to deal with difficult situations that are sometimes embarrassing. Politeness,

Imagine life is a game in which you are juggling five balls. The balls are called work, family, health, friends, and integrity. And you're keeping all of them in the air. But one day you finally come to understand that work is a rubber ball. If you drop it, it will bounce back. The other four balls... are made of glass.

flexibility, and willingness to learn will go a long way.

Understand it will be a different role

Lastly, understand that if this is your first leadership role, it is going to be different. You will need to do things differently. A lot differently. Do not plan on doing a lot more of the same thing harder.

I highly recommend reading the book *What Got You Here Won't Get You There* by Marshall Goldsmith. This is an excellent resource explaining the differences to expect when stepping up a level. It also includes a list of 20 habits¹⁵ that will hold you back in your advancement. After reading this book, I really started paying more attention to what I needed to stop doing to maximize my efficiency in a leadership role. I created a "To-Stop" list, which supplemented (and became more important than) my "To-Do" list. This has helped my career immensely.

Additionally, I really started to focus on recognizing my subordinates' contributions and allowing them time to speak with and present to senior management. This has helped me establish a better rapport with my subordinates by showing them I actually cared about their ideas and development.

Conclusion

In-house lawyers making a vertical leap should stop and reflect on this extremely important and pivotal point in their career. Don't let your emotions get the

If this is your first experience dealing with operational, management, or legal issues outside North America, be open-minded. Do not step into the role with a North American mindset.

best of you. Answer the “why” question before doing anything else. Look deep within, determine what your motivating factor is for this move, and make sure it’s positive.

Understand what kind of role it is, and make sure it’s a good fit for you as well as the company. The leadership role should be the next logical step in your career trajectory. This role should be in line with your experience level. Plan on closing any learning gaps in operational and managerial skills as needed. Also, plan on brushing up on your financial acumen if needed.

Be sure to pay attention to the executive presence and emotional intelligence. Both will be extremely important in a leadership role. Strive to honestly assess any weaknesses here and work on countermeasures for those areas.

Keep your family goals in mind when considering the role, and make sure not to drop the ball. Be prepared to have a

plan and get up to speed quickly. Do your due diligence, and learn as much as you can about the team and company culture. Don’t bring a small-minded view to your role if it has a global scope. Finally, understand that this role will be different, and you will need to do things differently to succeed. **ACC**

NOTES

- 1 This is by no means an exhaustive list. There may be many other factors but these are the most common in a legal department leadership role.
- 2 You should compare apples to apples and list all compensation, including benefits. You should also consider your travel time, vacation days, car/gas stipend, employee discounts, perks, etc. Everything! List them for your current and prospective role and critically analyze the differences including these in the pro/con analysis.
- 3 “Scope of practice” refers to the scope, jurisdiction, and breadth of responsibility the leadership role has with respect to legal matters within the organization. Having responsibility for contract work within the United States is a much narrower scope of practice than handling all legal issues for Europe.
- 4 “Status” refers to the prestige, power, influence, and rank that the leadership role has within the company’s organizational structure. Is the role expected to attend executive meetings? What about board meetings? Does the role have a place at the executive table?
- 5 In many foreign-based companies, general counsel and other legal department leadership may be ranked somewhere in Quadrants III or IV.
- 6 www.hbr.org/2013/05/six-components-of-culture.
- 7 www.glassdoor.com.
- 8 This situation (hiring a lawyer that lacks required skills or experience) usually arises when the hiring team has no legal expertise or is not using a subject matter expert like a recruiter, a candidate is promoted from within and “given a shot” or an inexperienced lawyer sells themselves dynamically to the hiring team. Sometimes this works out other times it’s a bust.
- 9 Peter Drucker was an Austrian-born American management consultant, educator, and author, whose writings contributed to the philosophical and practical foundations of the modern business corporation. (www.wikipedia.org/wiki/Peter_Drucker).
- 10 <https://ideashape.com/executive-coaching/>
- 11 www.extension.harvard.edu.
- 12 Hewlett defines “gravitas” as a combination of six things: (1) confidence and grace under fire; (2) decisiveness and showing teeth; (3) integrity and speaking truth to power; (4) emotional intelligence; (5) reputation and standing/pedigree; and (6) vision/charisma.
- 13 www.duarte.com.
- 14 www.dalecarnegie.com/events/presentation-skills-training.
- 15 © 2007 Marshall Goldsmith, *What Got You Here Won't Get You There*, Page 40-41 Hyperion Books.

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ACC 2018 GLOBAL COMPENSATION REPORT

Make the Right Decisions

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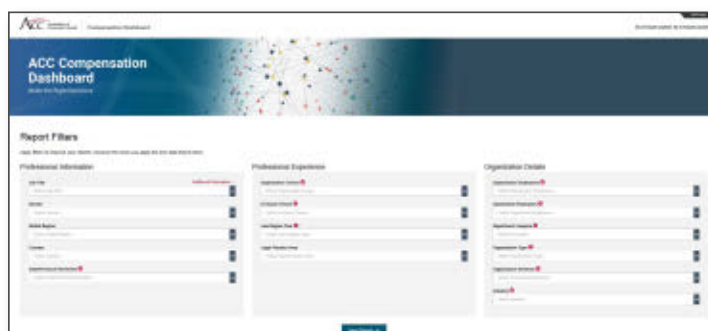
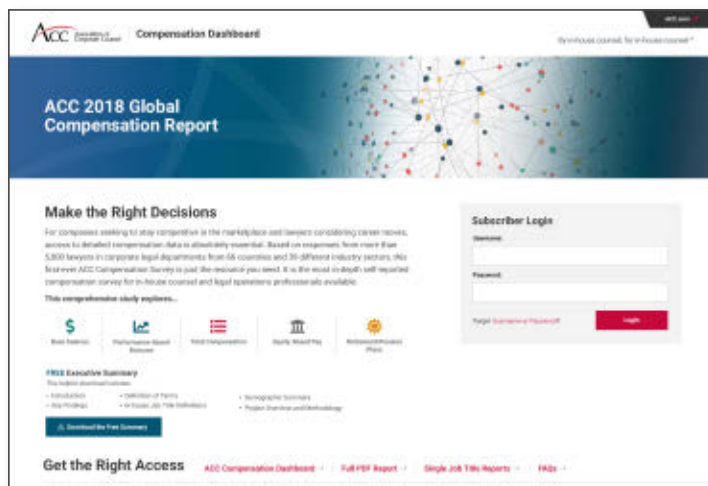
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Total Compensation	\$215,000.00	\$215,000.00	\$215,000.00	\$215,000.00	\$215,000.00
Total Compensation (Excl. Bonus)	\$175,000.00	\$175,000.00	\$175,000.00	\$175,000.00	\$175,000.00

Additional Compensation		
	%	Off-Balance
Stock Grants	100%	100%
Stock Incentive Award	100%	100%

THE ASSOCIATION OF CORPORATE COUNSEL'S

TOP 10 30 somethings

The 2018 “Top 10 30-Somethings” represent the best characteristics of ACC members. They all are trailblazers in their own ways – lending helping hands to the business, others in the in-house community, and to their individual communities as a whole.



The Power of Collaboration.

SAUL EWING
ARNSTEIN
& LEHR ^{LLP}

DELAWARE FLORIDA ILLINOIS MARYLAND
MASSACHUSETTS NEW JERSEY NEW YORK
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The new Saul Ewing Arnstein
& Lehr now has a deeper
bench, greater geographic
coverage and a stronger
dedication than ever to the
success of our clients.

Barry F. Levin
Managing Partner

Every year, ACC's volunteer judges comb through over a hundred nominations to determine the best of the world's corporate counsel (who are between the ages of 30 and 39, of course). The 2018 honor saw more nominations, from more nations, than ever before. ACC received 159 nominations from 35 countries, compared to 141 nominations from 14 countries just last year. The 2018 Top 10 30-Somethings reflect ACC's global growth and the increasingly cross-border nature of legal work.

EFFICIENCY

Creating partnerships. In-house lawyers need to be partners with the business. And at times, this means partnering with other businesses, like RedMart's General Counsel and Head of Government Affairs Christopher Y. Chan did with his counterparts at Uber, Netflix, and Lazada to create a program that makes all the brands stronger. The cross-company lifestyle loyalty program is the first of its kind, which now serves the people of Singapore. Julie Ryan, the general counsel of Accolade Wines, was close to her fellow honoree when she flew to the nation-state to confer with a prominent customer — a business role she filled when it was vacant. Steve Gangemi at Hilton helped drive a convergence program that lowered the number of firms used by the hotel chain from 350 to fewer than 40.

LEADERSHIP

Recognizing risk. It's no surprise that a number of the honorees this year dealt with the General Data Protection Regulation (GDPR), which touches any company that does business in Europe. Shelly Paioff sounded the alarm early at Taboola, Inc., and got executive buy-in to ensure that it was compliant in every regard. Mary Gritzmacher, who heads the legal division of CoorsTek in Europe, similarly prepared her company for the onerous compliance measure. Diana Toman knew that her company, Compass Minerals, could not operate without a robust compliance culture, and she quickly worked to educate the workforce of a new Brazilian acquisition. Paul Lanois used his international experience to help Credit Suisse analyze the risks of having bank customers open online accounts without in-person interviews.

COMMUNITY

Curating the next generation of leaders. Each honoree is focused on cultivating the next generation of in-house leaders. Sheila Bangalore organized employee groups modeled on the "Lean In" circles that quickly grew in popularity and created ready leaders at Aristocrat Technologies. United Airlines' Managing Counsel Greg Wu dedicates himself to diversity and inclusion organizations in order to create opportunities for every type of individual to join the legal ranks. Olga V. Mack has a grand plan to not only reshape the legal sphere, but Fortune 500 boards as well. With a Twitter handle and a strategy, she drove several companies to appoint female directors to their boards for the first time.

(IN ALPHABETICAL ORDER)

- Pg 5 About the Contest
Acknowledgments**
- Pg 6 Sheila Bangalore
Associate General Counsel
Aristocrat Tehnologies**
- Pg 7 Christopher Y. Chan
General Counsel and Head of Government Affairs
RedMart Limited**
- Pg 8 Steve Gangemi
Senior Counsel, Dispute Resolution
Hilton**
- Pg 9 Mary Gritzmacher
Deputy General Counsel & Director of Legal Services, Europe
CoorsTek**
- Pg 10 Paul Lanois
Vice President, Cross-border Legal
Credit Suisse**
- Pg 11 Olga V. Mack
Vice President of Strategy
Quantstamp**
- Pg 12 Shelly Paioff
VP, Legal Affairs
Taboola, Inc.**
- Pg 13 Julie Ryan
General Counsel and Company Secretary
Accolade Wines**
- Pg 14 Diana Toman
Senior Vice President, General Counsel and
Corporate Secretary
Compass Minerals International, Inc.**
- Pg 15 Greg Wu
Managing Counsel
United Airlines**

About the 2018 Contest:

The 2018 class of Top 10 30-Somethings elevates the pattern of excellence that was established by the previous six classes. There are now more than 70 individuals who have been recognized as Top 30-Somethings by ACC (over the years, we have also recognized two honorable mentions). Eleven volunteer judges scored the applicants on their innovative legal practices, approach to challenges, global perspectives, and contributions to the in-house community and pro bono work.

ACC WOULD LIKE TO THANK THE LONGTIME “2018 TOP 10 30-SOMETHINGS” AWARDS SPONSOR SAUL EWING ARNSTEIN & LEHR LLP FOR THEIR CONTINUOUS SUPPORT OVER THE YEARS.

We would also like to thank our contest judges:

- Alan Bryan
Senior Associate General Counsel
Walmart, Inc.
- Ahmed Elganzouri
Deputy General Counsel
Edward-Elmhurst Healthcare
- Brandon Fitzgerald
Associate General Counsel and Assistant Secretary
United Negro College Fund
- Julie Gresham
Senior Counsel and Director of Compliance
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- K Royal
Director, Senior Privacy
Trustarc
- Dan Seltzer
Managing Director, Senior Director of Anticorruption and Government Compliance
Accenture
- Amy Yeung
Deputy General Counsel
comScore, Inc.

sheila bangalore

2018 TOP 10 30-SOMETHING



Sheila Bangalore
ASSOCIATE GENERAL
COUNSEL
ARISTOCRAT
TECHNOLOGIES
LAS VEGAS,
NEVADA, USA

AGE: 40*
***39 AT TIME OF
NOMINATION**

What started as a casual conversation with her managing director during Aristocrat's holiday party in Sydney, Australia, led Sheila Bangalore to later convene a lunch between a regional president at Caesars, her managing director, and a few other Aristocrat leaders. They were brainstorming ways that Aristocrat Technologies, a rapidly expanding gaming company with close to 5,000 employees around the world, could create leadership circles. The circles, comprised of 10 participants, would empower employees to debate business, develop leadership skills, and discuss other topics. Caesars had recently implemented its own version of Lean In circles, popularized by Facebook COO Sheryl Sandberg, to rave reviews by its female employees, and Aristocrat was anxious to learn from the Caesars model. "The ideas that were flying across the table were pretty amazing," Bangalore shares.

Bangalore and her colleagues decided to put their own twist on the project by making them open to all employees and unifying the circles under the leadership umbrella. Each circle, moderated by a trained employee facilitator, is sponsored by a member of the management team to ensure employees feel empowered to step away from their daily functions for 60 to 90 minutes at regular intervals to actively participate and develop themselves. The groups, which align employees with their leadership passion, encourage idea flow across different business groups and allow employees to foster relationships and build networks within the organization.

Launched in May 2017 as Leadership Circles, the initiative proved to be very popular. It began with six circle topics and has grown to 12 circles, including one new circle that focuses on Latin American topics. The circles are fluid. A circle for new employees might evolve into a different circle after those employees are more established in the company.

Using the same thought process behind the circles, Bangalore brings collaboration to the day-to-day legal operations. Searching for ways to reduce the US sales order process timing in 2017, she and her talented team assessed the workflow of a cross-functional group, which also included members of the finance, business operations, and sales teams. The solutions involved a mix of management adjustment and technology. A purchase order process was introduced to streamline operations and recognize customer preferences. A member of the legal team was embedded with the business operations team — moving office floors to do so — to ensure that any questions could be answered directly and facilitate the exchange of ideas. The legal department also consolidated its internal issue management system from three separate systems to a single platform, which increased visibility.

Today, Bangalore is the co-executive sponsor of the Women in Leadership Circle, one of the original six. Earlier this year, an idea emerged from within the circle to have a women's symposium in Las Vegas for Aristocrat employees. Over 100 women attended. The company brought in speakers from local institutions, like the University of Nevada, Las Vegas, and as far away as Australia. "The fact is that this all started with 10 women who got together on their own, and said we'd really like to do something to pay some of our experience forward. And now, more than 100 women are benefitting from all of their hard work, passion, and dedication," Bangalore reflects.

As Aristocrat revolutionizes the gaming industry, Bangalore continues making strides inside the organization. By working with her global legal colleagues to expand signatory authority, and implement e-signature software, the legal team built in more flexibility and sped up the business. As someone who encourages frank conversations and innovation, Bangalore's future is bright. It seems like Aristocrat hit the jackpot with her. **30**

Reputations matter a lot in Southeast Asia. It's true for both companies and lawyers. RedMart Limited (www.redmart.com) is a six-year-old e-grocer that has built a trusted reputation for customer service, freshness, and convenience with Singaporeans. Christopher Y. Chan, its first legal officer, has likewise, in three short years, developed a reputation as an attorney with an extensive network on whom he can call on to get things done.

Chan, as a former intellectual property litigator from Washington, DC, has been securing and enforcing intellectual property, domains, and social media accounts in the region. Chan also serves as RedMart's data protection officer and has helped the company gain trusted status with the Singapore government through innovative and unconventional means — such as acting in a nationally broadcasted primetime TV series depicting the dangers of lax data protection standards and how his company is a model for the country.

More impressively, Chan helped spearhead a cross-company lifestyle loyalty program called LiveUp (www.liveup.sg). Unlike China or the United States, where a single company like Alibaba, Google, or Amazon can offer all kinds of services, the Southeast Asia market is still segmented by ecosystem (i.e., ride sharing, media, groceries, and e-commerce). LiveUp combined the benefits and customer bases of Uber (now Grab), Netflix, RedMart, and Lazada (the parent of RedMart and an e-commerce company serving Southeast Asia), allowing each company to concentrate on their subject matter domain while also piggybacking off the strengths of the other companies' brands and products. While it is the smallest of the partners, RedMart's penetration into the local market and strong brand were essential factors that the global brands needed to gain better access to the region.

To date, this is still the first and only lifestyle loyalty program of its kind in the world. The complexity of the program incorporates cross-company collaborations, data sharing, complicated commercial terms, and no prior relationships. What's most impressive about this program is that LiveUp went from conception, brand protection, negotiations, tech integration, marketing, and official public launch in 90 days, far quicker than most companies' legal teams move for a single partnership agreement negotiation. The timing of the deal was critical as the partners had to act quickly before new entrants flooded the market. "The tough thing was getting it done very quickly, convincing the business leaders situated back in the States to do it, and then formulating these partnership agreements when there were no templates to begin with," Chan recalls. A few factors were working in favor of the project. In Southeast Asia, most companies only have one or two in-house lawyers, at least one of whom sits at the executive table, which makes it easier to get buy-in. Chan drafted the contract with the counsel of other businesses, a level of cooperation between companies that is very rare. "A modern in-house tech lawyer, especially if you're in Asia, values relationships because it's such a small community, and we all know each other," he explains. "You deal on good faith, and you go out of your way to manage the risk together in a trusting fashion." The speed and closing of this strategic partnership would not have happened without Chan's reputation and skill as a trusted and efficient partner, and his ability to share the greater vision to move others to his pace.

Just over a year after launch, LiveUp continues to be a resounding success for the partners in the program. It validated itself as a highly subscribed tool that drives engagement and spend, as members shop in higher amounts and more frequently than non-members. The program continues to grow with new partners, such as Citibank (banking), ofo (bike sharing), Food Panda (food delivery), Chope (restaurant reservations), and others. RedMart, which currently only operates in Singapore and India, is now poised for rapid expansion into other areas of Southeast Asia, as is the LiveUp program. Chan's focus on the future is positioning the company for its next phase. And that will undoubtedly only burnish the company's reputation — and his. **30**



Christopher Y. Chan
GENERAL COUNSEL AND
HEAD OF GOVERNMENT
AFFAIRS
REDMART LIMITED
SINGAPORE

AGE: 39



Steve Gangemi
SENIOR COUNSEL,
DISPUTE RESOLUTION
HILTON
MCLEAN,
VIRGINIA, USA

AGE: 35

Steve Gangemi never lets an opportunity pass him by. When he received a notice that Hilton was a claimant in a class action settlement, he got the idea to see if Hilton could capitalize on this opportunity and similar litigation. Undeterred when he was told “the juice isn’t worth the squeeze,” he forged ahead, buoyed by a strong relationship with the head of Hilton’s supply management company, which obtains favorable prices for linens, food, and other hotel necessities — like the ubiquitous LCD televisions in the lobbies and rooms. His persistence first came to fruition a few years ago following a nationwide settlement among the manufacturers of the LCD screens amidst allegations that they had colluded to artificially increase prices. Every person who bought an LCD during the relevant period of time was entitled to compensation. Combined with other recovery efforts, the company has recovered more than US\$25 million in the past three years, and more than US\$6 million in 2017 alone. “It’s all about finding the right partnerships,” Gangemi stresses. “It has been low hanging fruit; taking an area where a lot of people wrote it off and finding ways that we can maximize value by taking advantage of the size of our system.”

He has also maximized value by subtraction. When Gangemi first joined Hilton, the hospitality company used more than 350 outside counsel firms to render legal services. Again capitalizing on Hilton’s size, with the guidance and support of his senior leadership, he recognized that Hilton was not maximizing the benefit of its legal spend. Additionally, he noticed that not all firms were providing the same level of service, so he developed an electronic scoring system that allowed the legal department to evaluate each outside firm based on a fixed set of criteria, including value of services, diversity, quality of communication and work product, and ability to embrace Hilton’s values and culture. By concentrating its spend on a few firms that had truly adopted Hilton’s culture, and were, therefore, natural partners, Gangemi says they were able “to find firms that could play well in the sandbox with us and each other.” After a full-blown RFP — which gave Hilton an idea of every firm’s footprint and their ability to assist in the hospitality industry — the company found that firms fell into two groups: multipurpose firms that could do a wide variety of work and specialist firms that were the top of the game in a niche practice area. For example, a litigation firm that could partner with a firm specializing in benefits law could provide Hilton the value it was seeking.

Diversity was another major factor. Hilton, which operates in more than 100 countries, wants to hire firms that not only employ diverse lawyers but also work with diverse clientele. “It was really trying to find a way where we could get some thought diversity, which would give us the best results and the best legal services,” he clarifies.

While the convergence process remains an ongoing project, Hilton has seen some success. Hilton reduced the number of firms to about 40 over the last two and a half years. During that period, Hilton spun off several of its real estate and timeshare holdings and is now primarily a franchise and management company. As the company’s needs change, Gangemi and his leadership team constantly reevaluate its law firm suppliers. With the company’s expansion, it may need a law firm that is familiar with remote parts of Africa or a different practice area — a need that wasn’t included in the initial convergence model. He is embarking on the 2.0 version of the Global Panel Counsel Initiative, so that when new opportunities arise, the company is prepared to meet them.

“Part of my life has been structured on seizing an opportunity, not necessarily knowing what it’s going to be like once I get there but just sort of trying it,” he reflects. It’s an approach that has produced results for Hilton — and Gangemi. **30**

For all the technological advancements in virtual meeting software, there's still something especially effective about face-to-face meetings. When CoorsTek, an international ceramic materials manufacturer, realized its European operations were distracted by decentralized contract management, inefficient use of outside counsel, and limited resources for everyday legal matters, the company tapped Mary Gritzmacher, the deputy general counsel and director of legal services, Europe, to relocate to Germany to sort out the situation.

"The first thing I did was book travel to every single office that we have in Europe to introduce myself and explain how I could be a resource for the business," she recalls. Her introductory tour took her to nine manufacturing facilities in five countries and established her reputation as a problem-solver.

Before Gritzmacher's move to Europe, CoorsTek's European business leaders engaged more expensive outside counsel instead of relying on the US-based in-house legal team at CoorsTek's headquarters in Golden, Colorado. The business leaders felt that the eight-hour time difference hindered swift solutions and that local lawyers had a better grasp of the European business and local law. The legal team is often a sounding board for problems and for brainstorming solutions, she explains, and the European business leaders were missing that resource.

Her reorganization of the department focused on European-specific matters. New contract management processes now ensure that the business is never slowed by legal. In addition, developing a matrix of when external legal expertise is warranted has dramatically reduced spending on outside counsel. Gritzmacher contends that localized outside counsel are best used for litigation and employment issues, which are often in the local language and require specialized knowledge. She also developed relationships with local counsel who could take routine overflow work at moderate rates. Now, each country has a dedicated outside counsel to handle local matters while using the company's in-house department for assistance on more strategic matters, such as CoorsTek's acquisition of a manufacturing and R&D facility in the Netherlands from a large Dutch corporation. Because Gritzmacher led the acquisition from the start, she had the chance to develop a comprehensive budget and precise billing guidelines, which substantially reduced outside spending on the acquisition.

With her perch in Europe, Gritzmacher was immediately aware of the General Data Protection Regulation (GDPR). So, when she learned that CoorsTek was planning to implement an IT solution that would store personal data of all its global employees in the United States, alarm bells went off. Gritzmacher partnered closely with IT and HR to develop the new IT solution in compliance with GDPR. She became intrigued with the complexities of GDPR and sought to enhance her knowledge by becoming a Certified Information Privacy Manager with the International Association of Privacy Professionals. Her success on this transition also allowed Gritzmacher to take charge of designing a global, company-wide compliance program covering matters ranging from data protection to anticorruption.

Gritzmacher's talent for figuring out bureaucratic logjams extends beyond her professional endeavors. As a volunteer for a local nonprofit that supports low-income, disabled, and elderly persons, she helped a woman navigate the complexities of changing her first name on her birth certificate to match her name on other legal documents. Until Gritzmacher's assistance, the woman was unable to obtain her driver's license.

When Gritzmacher first joined CoorsTek, she was introduced to a place where she is constantly learning about new business opportunities for the company (it makes up to 2,500 different ceramic products and counting). Years later, it has given her a chance to set up a continent-wide legal department that is reshaping the way CoorsTek operates and the way its legal team engages with its business globally. Her willingness to get in front of the issues — and business leaders — is key to the company's global success. **30**



Mary Gritzmacher
DEPUTY GENERAL COUNSEL
AND DIRECTOR OF LEGAL
SERVICES, EUROPE
COORSTEK
NUREMBURG, GERMANY

AGE: 38



Paul Lanois
VICE PRESIDENT,
CROSS-BORDER LEGAL
CREDIT SUISSE
ZURICH, SWITZERLAND

AGE: 34

Swiss banking is world-renowned. Banking in Switzerland began in the early 18th century through Switzerland's merchant trade and has, over the centuries, grown into a complex industry, bolstered by the famed Swiss neutrality and its stable currency. With the rapid development of new technologies and a deep knowledge of privacy and data regulations — not to mention a cosmopolitan upbringing that provided a comprehensive understanding of how the laws and regulations of various jurisdictions overlap — Paul Lanois enabled Credit Suisse to implement a state-of-the-art video service that allows clients to open accounts without a physical meeting.

Due to stringent regulations, banks are required to meet high standards for identity verification when opening accounts for customers, which represented an implementation challenge for digital solutions. The concept of “Know Your Customer” is the pillar of the world's anti-money laundering laws and centers on four key elements: customer acceptance, customer identification, transaction monitoring, and risk management. A bank needs to verify the customer is who they say they are (usually through a face-to-face inspection of the customer's identity documents), match names against lists of known parties, create an expectation of a customer's transactional behavior, and monitor the account for suspicious actions.

In order for the innovation to work, Lanois developed a broad strategy with his counterparts in marketing, products, IT, engineering, and the information security divisions of Credit Suisse. When designing a product for customers all over the world, he says the team “had to have a global view because we want to streamline the process.” His background — born and raised in Singapore, educated in France and the United States, in-house positions from Switzerland to Hong Kong — gave him a keen appreciation of the intersection of global laws.

A potential banking customer would join a videoconference, with the appropriate documents by their side. The person then shows the passport to the camera. Verification software confirms the holographic anti-fraud mechanism on the passport when the potential customer tilts it. The video is recorded and screened for any unusual actions, like appearing nervous. The innovation helps the bank target ultra-high-net worth individuals who want to get things done from the comfort of their sofa without leaving home.

The intersection of law and technology has always been of interest to Lanois. As a kid, he was bewitched by computers and knew that he wanted to pursue a career that involved the two topics. A third interest — privacy — has also guided his career. His first publication, “Between a Rock and a Hard Place: The Sarbanes-Oxley Act and Its Global Impact,” examined the extraterritorial impact of a US law, the Sarbanes-Oxley Act, particularly on French companies because the regulation mandated whistleblowing, which was at odds with France's restriction on anonymous reporting. He continues to serve as an expert in the privacy realm despite being an in-house lawyer where there is no need for or incentive in doing any form of business development. “It's an area that I find really fascinating, and that's why it's for myself; not to promote any business or anything,” he explains. His article, “Caught in the Clouds: The Web 2.0, Cloud Computing, and Privacy?” was quoted in *Microsoft Corp. v. United States*, the 2016 US Supreme Court case that was rendered moot when the underlying question — does the reach of US law enforcement extend to data kept outside the United States? — was answered by the US Congress passing the CLOUD Act. The Act allows law enforcement agencies to compel US-based technology to provide data, regardless of where it's located. He has been quoted by outlets as varied as *NBC News*, *Bloomberg Businessweek*, and *CNN Indonesia* on the evolving data privacy landscape.

It seems like no matter where he is — at work or in his free time — he is at the bleeding edge of technology and will be for years to come. **30**

There's a belief that the ability to produce art is an innate gift that can't be learned. As a young girl growing up in Ukraine and Russia, Olga V. Mack was fascinated by the ability to take 3D reality and transform it into a 2D work of art. "I always thought that was a kind of magic," she remembers. Art didn't come naturally to her — her mom joked that her artwork was first from the back in her kindergarten classroom. Yet, throughout her life, Mack has been drawn to the seemingly impossible. With a twist in her thinking, a nimble strategy, and a lot of hard work, she has repeatedly achieved what she calls simply improbable.

It was improbable that she would attend undergrad, and then law school, at UC Berkeley when she barely spoke English as an adolescent living in Northern California after emigrating from her native Ukraine. It was unlikely that she would graduate as a valedictorian of her Berkeley class. It was implausible that she would be named general counsel of an innovative technology company fewer than 10 years after receiving her JD. It was inconceivable that she could spearhead a grassroots movement to add more women to Fortune 500 boards. And, it was doubtful that, after all these legal achievements, she would move to a non-legal role. But it wasn't impossible! "Everything relates back to the strategy," Mack advises, starting with her dream of becoming a lawyer when she wasn't confident enough to speak up in high school. It was only during the valedictorian speech, in a full theater that held over 8,000 people, that she truly found her voice.

Ever since, she has been using her voice to advocate for justice. She founded the Women Serve On Boards movement in 2015 that, with a Twitter campaign and numerous petitions, convinced Fortune 500 companies to recruit women to their boards for the first time. In the process of advocating she wrote *All [A]Board: Your Journey to Becoming a Corporate Director*, a primer on the responsibilities of corporate board members to demystify the board journey for all professionals. Then at the end of 2017 and in early 2018, she contributed and testified to pass two California state bills that, if signed, would promote gender parity on corporate and government boards. In March 2018, California Governor Jerry Brown appointed Mack to the California Law Review Commission, which examines the state's laws and provides possible reforms. "In the long run, pursuing these causes makes me a much happier professional because I'm able to use my talents, passion, and training to change the world around me in a positive way," she reflects.

Mack admits that she didn't know what type of law she wanted to practice when she graduated from law school — it just needed to involve the intersection of technology and law. In true Silicon Valley fashion, she pivoted among different jobs and industries, always learning along the way. She was drawn to startups, where she led companies through critical transactions. Those high-stress situations — IPO filings, M&A negotiations, financing rounds, security breaches, employee surprises, and the like — she euphemistically calls learning-rich environments. It's important, Mack notes, to recognize the difficult situations as learning opportunities, not only for yourself but for the rest of your team. Having the emotional intelligence to guide colleagues through stressful transitions, resilience to withstand pressure, foresight to think a few steps ahead, and perseverance to execute long-term goals are some of the most valuable skills any professional, including a lawyer, can develop, she says.

Maybe it isn't surprising then that Mack would take a non-legal role working for a company that has the potential to transform the way businesses is conducted. At Quantstamp, she is leading the company's strategy around the cutting-edge technology, with an important mission to secure smart contracts. She observes, "All amazing lawyers moonlight as part-time strategists. I am excited to have a job where I can focus on Quantstamp's long-term priorities daily." She admits that securing smart contracts may be a lofty mission, though with a right strategy she is certain that it will soon become a reality. **30**



Olga V. Mack
VICE PRESIDENT
OF STRATEGY
QUANTSTAMP
SAN FRANCISCO,
CALIFORNIA, USA

AGE: 36

**Shelly Paioff**

VP, LEGAL AFFAIRS
TABOOLA, INC.
NEW YORK CITY,
NEW YORK, USA

AGE: 36

Shelly Paioff never planned to move in-house, but she had promised herself that if she ever did, it would only be for the opportunity to build something from the ground up. In 2014, after 18 months of providing outside advertising counsel to Taboola — an Israeli startup known for the ubiquitous “You May Like” boxes under online articles by publishers from established media companies like *NBC News* to nascent Facebook marketers — the company requested that she lead the growing organization as its first legal hire.

Enticed by the highly commercial multi-disciplinary role, Paioff accepted, taking on a full gamut of responsibilities: namely building a legal department from nothing and earning the trust of the previously unchecked sales and business teams. Paioff quickly proved to be a true ally to the teams with quick feedback and a multi-faceted understanding of Taboola’s business that encouraged sales teams to solicit her input and guidance on negotiations from day one. Indeed, in each of her first two years at Taboola, Paioff won the annual MVP award during Taboola’s annual sales leadership awards ceremony.

In the last two years, Paioff spearheaded Taboola’s global compliance efforts for the General Data Protection Regulation (GDPR) — a legal challenge that all global corporations had to address or otherwise risk extreme financial and reputational harm. In late 2016, Paioff first approached Taboola’s executive board about the impending GDPR, the huge financial consequences of noncompliance, the potential business implications for Taboola, and the magnitude of the project for her small legal team. She worked tirelessly to inform herself of all things related to European privacy, including a Certification as an Information Privacy Professional for Europe (CIPP/E), membership with European industry groups, attending international privacy conferences, and swiftly retaining a top data protection officer. She also convinced the executives to seriously appreciate Taboola’s obligations and potential liabilities, and she assembled an active GDPR task force with representatives from Taboola’s legal, R&D, user data, security, business development, and HR teams. Together with the task force, Paioff approached GDPR as an opportunity for Taboola to differentiate itself from others in the adtech market, taking an innovative approach to not only ensure global compliance, but also to maintain Taboola’s and its publisher partners’ continued revenue.

As Taboola’s business grew, personnel expansion skyrocketed. When Paioff first joined, there were approximately 150 employees globally; now, Paioff’s seven-person legal team supports nearly 1,000 employees in 15 global offices, from New York and Bangkok to London and Tel Aviv.

Taboola isn’t the only area where Paioff is managing growth. As the mother of two young children, with a third on the way, she creatively manages her work-life balance, while also contributing to her community. Paioff has spoken on many industry-group panels to lend an in-house perspective to attorneys in the advertising, privacy, and self-regulatory arenas. Furthermore, Paioff has co-chaired the JCC of Manhattan’s 2017 and 2018 annual Holiday Fair fundraiser, and has spearheaded a team for Cycle for Survival that in the past two years has raised more than US\$60,000 for rare cancer research.

Thanks in part to Shelly Paioff’s contributions, Taboola, with its pervasive presence, is part of our information culture. And this incredible leader, both at Taboola and in the community at large, has indeed built a global, full-service legal department from the ground up. **30**

Wine production is an art that stretches back 60 centuries. The modern winemaking process isn't drastically different than the ancient technique. Wine still needs to ferment — a modern bottle of red wine takes an average of two years to produce before it's opened and enjoyed. The wine business, however, has changed a lot since the days of Julius Caesar.

At the forefront of that change is Accolade Wines and its General Counsel and Company Secretary Julie Ryan. The company is the No. 1 producer of wine (by volume) in the United Kingdom and Australia and the fifth-largest producer of wine in the world. Its vertical production model means it controls everything from grape growing to viticulture to bottling and packaging, as well as the commercial aspects of selling to retail customers or distributors and direct to consumer. Accolade Wines has a variable sourcing model that includes purchasing grapes from over 600 growers and bulk wine from hundreds of providers. Its facilities in Australia produce more wine than all of New Zealand. With 18 offices in 12 countries, and production in every New World wine region in the world, Accolade has genuinely grown to its vision of being the world's leading provider of New World wines.

Interwoven with that growth is Ryan's legal and business savvy. With a background in M&A, she found herself directly involved in acquiring wineries (and their related brands and businesses) in the United States, New Zealand, Australia, and Chile. At the same time, she was building her legal team. She was promoted from deputy general counsel to general counsel in 2016, and as her first order of business, she was told to design a zero-based budget centered on what was actually needed, not what was done before. "We realized how many inefficiencies there were and how much we could save by doing it smarter, faster, or indeed as it turned out, not doing it all," Ryan reflects.

Two years later, Accolade Wines now has a contract management system that gives contract ownership to the business. Compliance software allows the company to quickly comply with both its tax requirements for its bonded UK facility, as well as efficiently meet the due diligence requirements under its global anti-bribery policy (which Ryan also wrote and implemented). With over 2,000 trademarks to manage, her team partnered with a global firm to establish a unique retainer model for global trademark management to significantly reduce trademark management costs. Prior to all of these changes, the legal department was inundated with simple questions that took valuable time away from other pressing tasks. For example, trade promotions, like winning a free bottle, are regulated and require standard terms. The marketing team used to rely on the legal team to apply for the permit and draft the conditions. After Ryan's modifications, the marketing team uses self-complete, easy-to-use templates, and an external firm now verifies permits in bulk for 75 percent less cost than doing it in-house. Ryan focused her team, explaining that "there is a huge efficiency to being a subject matter expert." Removing nonessential tasks was the key to delivering better value.

Ryan's business sense manifested itself in other ways as well. Wine's long supply chain means long-term contracts are not unusual. When a dispute arose with a UK company that was one of the top five global customers, representing sales of over US\$45 million of wine per year, she recognized the business threat and quickly converted the dispute by meeting her negotiating counterpart in Singapore. She smoothed over the commercial agreement, which resulted in a revised and restated 10-year contract that included new business opportunities. It was something that would typically be handled by the UK general manager, but the position was vacant at the time, so she rose to the occasion. Her leadership was obvious to the board and she joined the global leadership team — as the only woman.

Ryan's hard work in transforming the legal department has paid off. Global buyout firm Carlyle Group bought Accolade for AUD \$1 billion earlier this year. There's no doubt many glasses were raised to the legal team who made it happen. **30**



Julie Ryan
GENERAL COUNSEL AND
COMPANY SECRETARY
ACCOLADE WINES
ADELAIDE, AUSTRALIA

AGE: 37



Diana Toman

SENIOR VICE PRESIDENT,
GENERAL COUNSEL AND
CORPORATE SECRETARY
COMPASS MINERALS
INTERNATIONAL, INC.
OVERLAND PARK,
KANSAS, USA

AGE: 39

The sixth day on the job, Diana Toman descended 1,800 feet under Lake Huron in the largest underground rock salt mine in the world in Goderich, Ontario, Canada. She was getting to know the board of directors of her new company, Compass Minerals, a leading provider of essential minerals. As the first in-house general counsel of the company, it was imperative for Toman to know the business inside and out, below ground and above. Less than 60 days later, she helped negotiate and close the first phase of a US\$600 million acquisition of a Brazilian company that led the US\$1.1 billion company into a new era of growth.

Toman's journey in-house started in high school on the debate team. She graduated from college with honors and a double major in three years. As she was entering law school, she knew she wanted to be a general counsel and focused her elective course work on what she thought an in-house lawyer would need to be successful. Within a year of practicing law at a firm, she went in-house at Waddell & Reed, a publicly traded financial services company. Shortly after, she recognized the benefit of enhancing her business and accounting acumen and earned an MBA. Toman shared that earning her MBA was "a pivotal moment in her in-house career and broadened her approach to complex commercial and legal matters."

Before Toman joined Compass Minerals, she honed her business sensibilities while working for General Cable Corporation, at the time a publicly traded Fortune 500 wire and cable manufacturer. In 2014, she was promoted from her corporate role to a dual strategy and legal leadership role based in Thailand. She moved her family to the other side of the world for an assignment to provide both strategic and legal leadership to support the growth of the company's APAC region. Soon, her role transitioned to leading the divestiture of General Cable's subsidiaries and joint ventures across Asia and Africa with over US\$1 billion in revenue, while serving as the managing director of the company's Thai subsidiary. Her husband would joke that while the family lived in Bangkok, she lived on a plane. To add to the stress, a military coup was declared in the Thai capital while she was house hunting and continued during her assignment in Thailand. Despite the challenges, she says the opportunity to lead employees from Zambia to New Zealand fundamentally changed and influenced her outlook on leadership. Toman shares: "The opportunity to lead people across multiple cultures and time zones through a challenging transition was instrumental in my leadership journey and great preparation for my current role as general counsel of a global company."

At Compass Minerals, Toman has created a legal function that is viewed as a strategic business partner throughout the company. However, this did not happen overnight. The company previously had an external general counsel supported by a boutique law firm as well as other outside law firms; the transition to the in-house model took time and concerted efforts. In the past, legal was primarily viewed as a service provider and not a partner. Business teams were wary of involving legal because of the high costs. Toman and her newly created team focused on delivering high quality legal support, as well as educating colleagues on how the legal team could help them be successful. Each member of Compass Minerals' legal team understands and supports the business through collaboration, a shared focus on value creation, and mutual respect to achieve the best outcome for the company.

In addition to supporting the business, one of her early priorities was assessing and bolstering the company's compliance and governance practices. With the company's international expansion, Toman recognized the importance of having a compliance program that could evolve as the company continued to grow. Within the first six months of her tenure, Compass Minerals had a new, user-friendly code of ethics that incorporated the company's core values and was relatable to employees throughout the company. She also enhanced the company's compliance efforts using the latest technology for training, an ethics hotline, and third-party screening.

With Toman's guidance, Compass Minerals is pointing in the right direction. **30**

Greg Wu has always been an empathic and inclusive person — perhaps a byproduct of growing up as a middle child and as a twin. In grade school, he was always the first one to befriend a new student in class. As he matured, his desire to better understand people's minds led him to study psychology at Duke University, while his desire to stop his mom from nagging him led him to attend Harvard Law` School (she didn't stop). Studying something as complex as the human mind helped prepare him to practice an area of law arguably even more complex — employee benefits (commonly known as ERISA).

He is now managing counsel of employee benefits at United Airlines. He is also the president of United's Multi-Cultural Business Resource Group (known as UNITE), where he plays a similar role to the one he played in grade school: making people feel included. UNITE educates employees about different cultures, plans professional development and networking opportunities for its members, and helps the company recruit diverse talent. Since Wu took over as president last year, membership has almost tripled, and UNITE is now the largest business resource group at the company.

One of the first issues he wanted to solve as UNITE's president was a logistical one — the inefficient and ineffective use of sign-in sheets to track event attendance and sign-up new members. This age-old method was time-consuming and often yielded incomplete or illegible information. His team found a simple, practical solution: a US\$15 magnetic card reader. Every United employee has an identification badge that is used to enter the office. Now employees can quickly swipe their badge before attending a UNITE event, and their name and email address are automatically entered into an Excel sheet. Wu shared this new process with other employee groups at United, and it was quickly adopted company-wide.

Wu's efforts to advance diversity extend beyond UNITE. He mentors diverse law students every year under numerous mentorship programs and is involved with various organizations working to build a more diverse legal profession. "We are past the point of needing to debate whether diversity matters or not," he contends, adding that it will take dedicated leaders actively working to improve diversity to effect significant change. One organization he's involved with that has such leaders is the Leadership Council of Legal Diversity (LCLD), where he serves on the executive council with other alumni from the LCLD Fellows Program. Wu also leads United's involvement with Legal Prep's Negotiations Program, where volunteers teach inner-city students critical thinking and analytical reasoning skills through a negotiations workshop. "To improve legal diversity, we need to address the talent pipeline and get diverse individuals interested in the legal profession to begin with," he maintains.

Wu likes to make time for other pro bono opportunities as well. For example, he has helped undocumented immigrant children obtain employment authorization and avoid deportation; he travels to senior citizen centers in low-income areas to draft Powers of Attorney; he counsels parents on their disabled children's special education rights; he helps low-income families get tax refunds; and he mentors foreign nationals and foster children seeking job opportunities.

Although he has received such honors as the NAPABA Best Lawyers Under 40 Award and the Stakeholder 100 Award, the proudest moment of his legal career may have come recently after he helped a pro bono client win a civil asset forfeiture case. "As a transactional attorney, I could always joke about being undefeated at trial," Wu says. "But after 15 years of practicing law, I can finally say I won one!" Maybe his mom will finally stop nagging him now. **30**



Greg Wu

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AGE: 39

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Leaders Create More Leaders:

Why GC Succession Planning is Critical

By Lily Yan Hughes and Lloyd M. Johnson Jr.



CHEAT SHEET

- *The process.* The GC should lead the interview and selection process, with the CHRO and CEO playing critical roles.
 - *The candidate.* The ideal GC candidate should be confident, curious, a smart risk-taker, have emotional intelligence, self-awareness, and financial acumen, be willing to make personal sacrifices, and be capable of developing relationships.
 - *The selection.* Once the choice is made, give feedback in real time, prepare a pep talk, and introduce the candidate to the stakeholders.
 - *The trouble spots.* Avoid a law department-centric perspective; the ideal candidate should be a good fit for the organization as a whole.
-

There may be nothing more important to the work of the legal department — and its impact on the organization it serves — than the way it plans for and executes general counsel succession.

To develop an understanding of how this process can work best, we turned to some of the people most familiar with it — public company GCs, executive search professionals, and a Fortune 100 human resources executive — 20 individuals in all. We also drew on the collective wisdom and robust discussions among nearly 30 other general counsel who attended ACC's CLO Club "Talent Management and Succession Planning" program at the October 2017 Annual Meeting.

Why it's important

General counsel are typically part of the leadership team; their position naturally connects them to others across their organizations. By being open about the succession planning process, you are letting the candidate know there is a place at the table for those who can help anticipate developments, proactively manage the company's legal risks, and strategize in related areas such as finance and employment matters.

Who's involved in the process

The GC leads. Colleen Batcheler, executive vice president, general counsel, and corporate secretary of Conagra Brands, Inc. is one of many experts advocating for making sure the GC is the point person in this process. After all, who knows the expectations demanded of the position better? Moreover, it is the GC's role to communicate and liaise with all key stakeholders: the CEO, chief human resources officer (CHRO), board members, and, of course, the succession candidates.

The CHRO plays a key role. In addition to the general counsel, the CHRO can and should play an important part in the process. As Tanya Clark Robinson, vice president of human resources for Aetna notes, collaboration with the CHRO lays the groundwork for the process: "Succession planning, in general, is most effective when the GC and CHRO consult together to create the slate and preliminary action is taken long before you actually need to fill the position. This requires receptiveness on the part of the sitting GC to invest the time and resources necessary to develop a strong and credible pipeline of potential candidates."

The CEO must be involved early. In most cases, the CEO is the single most important decision maker in the process for all of his or her direct reports. Consequently, the general counsel should reach out to the CEO at the outset of succession planning. By keeping in mind what the CEO wants and needs,

the GC mitigates the risk of presenting and grooming the wrong candidates.

"Because the CEO vote carries so much weight, the GC needs to figure out what's on that person's mind," says Michele Mayes, vice president, general counsel, and secretary for The New York Public Library; former executive vice president and general counsel of Allstate Corporation; and former general counsel of Pitney Bowes, Inc. "It's better to go to the CEO first and say, 'These are the people I believe have the potential to replace me. Let me know if you feel they are strong enough candidates early so I don't waste our time,'" Mayes shares.

The CEO will be looking for someone who can weigh the business benefits of a situation against the legal risks," says Paul Williams, partner at Major, Lindsey & Africa, an executive search firm. "That's where there may be a gap between the incumbent GC and internal candidates. CEOs look for someone who will not be mired in a legal box."

Consider other stakeholders. By engaging with the CEO, you will also get a list of the key company stakeholders who should be involved in the interview and selection process.

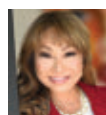
Identifying the candidates

To even be considered a candidate for the GC slot, the experts cited a dozen core competencies critical to succession planning — competencies that go well beyond those they needed just to get to the place where they'd be considered for this role, including:

1. **Internal core confidence.** Mayes says that the candidate needs "the

appetite and grit to be effective at taking smart risks," and "the ability to fashion concrete solutions combined with an openness to criticism or challenges." Julie Preng, managing partner of Legal and Compliance Specialty Practice and the Stamford office managing partner, expanded on this, explaining that "the person should not be thwarted by failure."

2. **Emotional intelligence.** John Gilmore, managing partner of BarkerGilmore LLC, a legal search firm, notes that most emotionally intelligent leaders have the ability to effectively read people and situations "and to know how, when, and if to adjust. They listen more. They perceive the words, actions, inactions, and interaction of the speaker in order to address his or her objectives, not their own."
3. **Self-awareness.** The ability to honestly assess oneself and the courage to seek out feedback and make positive changes to behaviors based on others' perceptions is a characteristic of leaders. "If the candidate really digested the feedback, then they are mindful of it moving forward," says Victoria Reese, managing partner and global head of the Legal, Risk, Compliance & Government Affairs Practice at Heidrick & Struggles, a worldwide executive search firm.
4. **Intellectual curiosity.** A fundamental desire to know everything about the business is a telltale sign that the candidate



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has the right intentions. “He or she should seem genuinely curious about the industry, the business, and the interests of key stakeholders,” Batcheler says. “You know it’s right when the desire is to help lead the business, as opposed to just get the promotion.”

5. **Smart risk-taking.** Developing the experience and judgment to take the bold risks worth taking is another necessary characteristic. A keen sense of positive outcome and the knowledge of the likelihood of failure, which comes from deep preparation and assessment of all key risk factors, are leadership traits. “A growth mindset is comprised of continuous learning and the willingness to take smart risks,” says Michelle Banks, the former global general counsel at Gap Inc. and current executive coach at BarkerGillmore. “That, coupled with a passion for the business and for leadership in general, is key.” Mayes goes a step further, suggesting that potential candidates should expand their risk appetite. “When you take smart risks, people notice,” she says. “Those risk-embracing candidates are not thwarted by failure or criticism and instead are actually open to it. No one can guarantee success.”
6. **Intellectual agility.** The ability to understand multiple points of views and theories helps GCs avoid silos. “This includes the ability and willingness to be flexible and open-minded,” says Mayes. “This is not the same as being a pushover. Every decision needs to be for the good of the company.”
7. **Financial acumen.** A full understanding of the financial statements of the business and key performance indicators (KPI) is necessary to be an effective GC. Even more critical is the ability to translate your legal advice or principles into financial terms that are relevant to the profits and losses of the business in order to solve

problems. “You need to ask yourself: Am I comfortable enough with the financial driver of the business that I can ask the most relevant questions and speak in business terms?”

Batcheler says. “The right candidates can frame their legal advice in a way that puts financial and business risks, and opportunities, at the center of the conversation.”

8. **Capacity.** The energy, adaptability, growth mindset, and expansive outlook to take on more than is asked of you. “When someone can successfully accomplish more than is expected of them, they can then open themselves up to developmental opportunities,” Reese says.
9. **Good listening skills.** Potential candidates who like to hear themselves talk may be more readily noticed but less positively. PJ Harari, partner and global practice leader with Major, Lindsey & Africa, shares that candidates may be passed over because of this. “If you are doing all the talking, you are not getting all the right facts. You are not learning. You are not viewed as approachable, which impacts building strong relationships with others at the company, and you will not be viewed as a good leader,” Harari shares.
10. **Executive decision-making capability.** Create solutions and make decisions that can be trusted by the CEO and the board. “Do you see the candidate operating in a way that demonstrates their abilities?” Preng asks. “Giving options is not adequate, business people want to hear recommendations and solutions.”
11. **Willingness to make personal sacrifices.** Be available. Be in the trenches with your business colleagues, and make the same, or greater, personal sacrifices than they do in order to develop trust and confidence. “The candidate needs to honestly assess if he or she is willing

By being open about the succession planning process, you are letting the candidate know there is a place at the table for those who can help anticipate developments, proactively manage the company’s legal risks, and strategize in related areas such as finance and employment matters.

and able to give the time, energy, and focus that the GC role demands, even when it means their personal and private lives may sometimes take a back seat,” says Batcheler.

12. **Track record of developing relationships across the company.** While this competence is really relevant only to internal succession candidates, Preng notes that “the right candidate can rely on the fact that they have forged real credibility and connectivity. When that trust is already built in, they don’t have to throw the weight of their new title around.”

Preparing the candidate

What to say — and how to say it.

Once it’s clear who the GC candidate is, it’s important to make sure that candidate will be in the most advantageous position when the time comes.

Some of the key considerations in this process are:

- **Transparency.** What to tell the succession candidate, and when.
- **Constructive feedback.** Giving it, relaying it, and making sure it aligns with the needs of the business.
- **Clarity.** The candidate must understand that nothing’s final until everyone signs off. There are no guarantees.

IF I AM NOT IN LINE TO BE GC SUCCESSOR, OR IF MY GC IS NOT SUPPORTIVE OF MY DEVELOPMENT AS A POTENTIAL SUCCESSOR, BUT I STILL WANT TO BE GC ONE DAY, WHAT CAN I DO?

Even with the best of succession planning, circumstances change. There may be a new CEO or new activist board members. Your company may be merged into another company, move into different businesses, face a significant event like a financial restatement, government investigation, or other high profile crisis. The needs of your company will change.

Even if you are not currently chosen as “high potential” within your company as part of the GC succession plan, there are many things you can do on your own to grow your GC potential. Identify what resources you need to help you. Expand your technical expertise through ACC programs. Use ACC as your networking support. Develop the soft leadership skills by volunteering within your local ACC chapter or at the global level, or commit to be a leader at other non-profit organizations outside your company. What’s most important is not what, but that you resolve to take action and follow through.

Hopson highlighted the importance of being proactive as key in his recent success, moving from an associate general counsel role to his first public company general counsel role outside his company. He shared, “I actively sought out legal and business mentors both at work and through professional and other organizations and regularly picked their brains about their career paths and their perspectives on my path. In addition, I used my performance reviews as opportunities to have a candid discussion about additional experiences and responsibilities I wanted to take on and to brainstorm with my boss ways to achieve those goals. Those conversations would then form the foundation of my next year’s performance objectives, and I would hold my boss — as well as myself — to them. Colleagues and superiors took notice of my enhanced roles and responsibilities and became advocates of my work to others inside and outside of my company.”

Keep an eye on the compass — stay passionate, flexible, and committed to arrive at your destination of a GC seat, regardless of whether your company supports you in the journey. You are truly the captain of your own ship.

Batcheler notes that while there is no prescribed science for succession planning, openness is always at its core. “The key challenge in succession planning is balancing constructive feedback and honesty with business realities,” she says. “However, here is the real benefit to a high degree of transparency in talent management. I don’t like telling people they are No.1 on the succession plan, because situations can always change.”

Instead, she suggested informing the candidate that the higher-ups have taken notice of him or her but, in doing that, exhibit some cautious optimism. “It’s important to provide the right encouragement and clear feedback on what the

candidate needs to keep doing, and do more of,” she says. “But I’ll still be cautious about revealing too much, however, because the GC always needs to keep the flexibility to do what’s right for the business,” she adds.

Providing full-throated support.

When the GC backs a specific candidate, it involves a substantial investment of time and effort. This includes helping the succession candidate expand his or her networks inside the company, particularly with the board, Gilmore says. “An important part of succession planning involves the GC letting go of the reins and giving someone more responsibility — primarily interfacing with the board.

This puts the next person in line a chance to take charge of direct matters.”

Banks adds: “Open doors, make introductions, let them bench shadow or even step in for you as appropriate, and push them to join a nonprofit board, take on a leadership role in a professional organization, or make a high profile speech for you as examples,” further adding that the support should also come from others, such as another C-suite champion and an external GC mentor. “These leaders can help your potential successors build both their internal and their external leadership networks. Relationships are critical to success in the C-suite.”

The role of development opportunities. As part of providing full-throated support, GCs need to make sure that their successors are, as Tom Sabatino, executive vice president and general counsel of Aetna, Inc., puts it, pressure tested. “One of the most important developmental opportunities to is to give them exposure during a highly visible situation,” he said. “You want to stress the person to see if they can handle it. All this helps them become well rounded. No one will have all the experience you need — but this will help you check off more boxes when you consider your requirements.”

Gilmore notes that the best practice for a GC is to be an honest, strategic adviser. This will help demonstrate to the executive decision-makers that the candidate is in alignment with the company’s direction and provide more direct insight into how this person will act under pressure.

There are a number of ways that GCs can give their successors pressure tests, all the while developing their understanding of the position they’d be inheriting and preparing them to handle it well. Our panel pointed to the following, some of which need explanation, but most of which are self-evident — they just need to be put into practice:

- Stretch assignments
- Focused mentoring

- Shadowing the GC
- Increased exposure to the board
- Increased exposure to the C-suite
- Expanded scope of responsibilities
- Increased investment and training
- An executive coach
- Key succession development plan
- Increased opportunities to establish reputation/experience as a leader in the profession

As Robinson puts it, “The key is positioning the succession candidates so they are prepared for the ‘general’ part of sitting in the organization’s top legal seat. Affording succession candidates as many stretch opportunities as the organization can support provides the GC the chance to provide oversight as warranted and the candidate the chance to demonstrate an ability to think outside of his/her area of expertise.”

It’s also critical, notes Sabatino, that candidates are able to interact outside the company at which they work. Part of the GC’s role in preparing candidates for succession, he says, is connecting them to sitting GCs at other companies so they can understand how other GCs — and other companies — work.

Banks, who attributes her success to stretch assignments and the focused attention she received, notes that, “Those stretch responsibilities should be designed to get the candidate outside their comfort zone and area of legal expertise — whether that’s from domestic to international, legal to nonlegal, or transactional to litigation — and with senior-level visibility.”

Succession planning often focuses on individuals who are immediately ready to take the position — this is too narrowly focused. Preston Hopson, senior vice president, general counsel, and corporate secretary for Tetra Tech, emphasizes that “it is just as important to focus on individuals who may be ready to take the position in one to three years — and to identify the steps (additional responsibility and experience, training,

THIS IS A LOT OF WORK TO EVALUATE AND DEVELOP A GC SUCCESSOR – IS THIS WORTH IT? DO GCs FAIL EVEN AFTER ALL THIS WORK TO SUCCEED IN THE GC ROLE?

From our own experiences, and as observed by experts and the many GCs we talked with, focused efforts to develop an internal candidate to be a GC successor significantly increases the likelihood that the candidate will be successful in the transition and on the job.

After the prior GC has left the building and the buck truly stops at the new GC’s desk, the new GC will not have to start from scratch. Removal of the training wheels will be seamless as the new GC is already battle tested and has built a healthy war chest of trust and goodwill within the enterprise, especially with the CEO, other C-suite colleagues, and the board.

New GCs who have been the beneficiary of succession development support — stretch assignments; focused mentoring by other C-suite executives such as the CHRO and/or CFO; opportunities to shadow the sitting GC in meetings; increased exposure to the board; increased exposure to the C-suite; expanded scope of responsibilities beyond the candidate’s “normal” portfolio; increased investment and training on leadership skills; key succession development plan; and executive coaching — are universally able to hit the ground running with the wind behind his or her back.

Despite the best of intentions and the best of succession development plans, some new GCs fail. In most instances, these failures involve the following factors outside their control:

- **BATTLE OF TITANS:** Escalating dysfunction within the executive ranks, and/or changing of the guard at the CEO or board levels — all may undermine the new GC’s ability to be effective because of lack of support at the highest levels.
- **ENTERPRISE CHALLENGES:** Seismic shifts in the competitive landscape, including new business strategies and significant M&A activities, high profile and high-stakes litigation, and regulatory challenges — all may require new skill sets or legal leadership with seasoned expertise that the new GC does not have.

We offer a roadmap for a greater possibility of success to develop the next generation of legal leaders. As with life, there is no guaranteed formula for success. However, as the adage says, the more we practice, the luckier we are.

exposure to board, management duties, executive coaching, etc.) to prepare them to be successful in the position.”

For a succession candidate who is one to three years from transitioning, A. Verona Dorch, executive vice president, chief legal officer of government affairs, and corporate secretary for Peabody, suggests customizing what she called a “key successor development plan.” This provides clarity and focus on certain key qualities and “includes knowledge

requirements, relationships, skills, and experiences,” she says. “There are also rotation opportunities and milestone action plans that should be discussed between the succession candidate and the GC quarterly to ensure stakeholder and board support.”

How candidates can get derailed

Just because it seems likely a candidate will get the nod, succession is not guaranteed. As Wanji Walcott, senior vice

Just because it seems likely a candidate will get the nod, succession is not guaranteed.

president and general counsel at PayPal Inc. notes, there is always a chance that a candidate will get tripped up with some derailing behaviors. A number of behaviors that are certain to have a negative impact on the likelihood of the successor being offered the job include:

- **Lack of organizational savvy.** “Some people display a lack of emotional intelligence. They can’t read a situation or an audience, and they can’t pivot and adjust,” Walcott says. “Even worse are the folks who are not collaborative or cannot work toward a collective set of goals with several teams.” She added that people who talk more than they listen often set themselves up for failure.
- **Lack of humility.** The candidate needs to be approachable. “It’s so easy to let the thought of your position and power go to your head,” Sabatino says. “When someone demonstrates a sense of entitlement, it can be a sign of bad things to come.”
- **Working on cruise control.** “The candidate’s head needs to be in the game,” Mayes says. “They need to proceed knowing that you’re watching them.”
- **Insular views.** “Someone who’s too parochial or unable to look outward for ideas may not be the best fit,” Williams says. “We’re promoting from within, not only looking within.”
- **Lack of listening skills.** “People who jump to conclusions quickly or are impatient to get to a result often miss what are the most important big picture facts and risks,” shares Phuong Y. Phillips, chief legal officer of Zynga Inc. They create

their own barriers to success because they think they know the answers before understanding all the stakeholders’ perspectives.

- **Lack of exposure to other companies, departments, and industries.** “Networking, continuing education, and conferences, for example, help prepare you for various legal and business issues,” Sabatino says.
- **Wearing ambition on their sleeve.** It’s one thing to want to succeed, but another to be blatantly ambitious. “Most people will not be comfortable trusting someone who’s too ambitious of protecting the company,” Sabatino says.
- **Deputy-general-counsel-forever syndrome.** “For some reason, deserved or not, people have a real tendency to think about others in the context of who they were when they met. It is important that a deputy outwardly demonstrate growth and leadership to overcome the mental default picture of that deputy formed at another (earlier) time and create a different perspective than the one formed initially about a person. In other words, it is something that those that desire successorship must understand and manage,” Preng notes.

Once the choice is made

With the succession candidate informed that he or she is the succession candidate, everyone’s actions will be felt. The candidate is now in the spotlight, and the GC will want to relay all the progress he or she has seen, and vice versa. Just as at the start of the selection process, this also emanates from the connectivity loop between the GC and CEO.

At this point in the process, Mayes suggests that a GC take the following actions:

- **Give feedback in real time.** “Strike while fresh in their minds — the candidates and stakeholders. Work

toward closing the loop.”

- **Prepare a pep talk.** “They need to know what it’s like to be in your chair and how it feels to carry your weight.”
- **Introduce the candidate to the stakeholders.** “Deploy increased exposure to decision-makers on substantive matters. This is the chance to show what they’re made of. After all, it’s not only what you know, it’s who knows what you know.”

GC engages with key stakeholders.

In addition to a continuous feedback loop between the CEO, the GC, and the succession candidate, there should be similar communication between the key business executives, general counsel, and succession candidate. The GC captures key stakeholders’ *real time feedback* and relays it immediately to the succession candidate. Mayes said that during one process, the stakeholders she regularly checked in with were the CFO and the head of the business unit. “These were the folks who would be in the boat with the candidate in real-world scenarios,” she says. “Their opinions carried more weight and their input was critical to the feedback loop.”

Stakeholders engage with the candidate. With the CEO’s blessing, the stakeholders can provide their feedback directly to the candidate. Mayes stressed the importance of doing this in real time. “Give the person all the information necessary to understand what’s required to sit in the GC’s chair,” she says. “The goal is to close the loop while the situation is fresh on the candidate’s mind.”

Robinson noted that it is clearly to the company’s benefit that the candidate and stakeholders interact. “Exposure to key internal and external stakeholders with whom the succession candidates would engage as the GC provides a foundation for relationships that will prove essential to longer-term success,” she said. “This may range from board

members and C-suite leaders to analysts and other external constituents with whom the GC may engage on a regular or *ad hoc* basis.”

Taking off the training wheels.

“This boils down to the GC giving someone more responsibility — primarily interacting with the board of directors,” Gilmore notes. “It includes putting the next person in line in a position where they can take charge of direct matters. Let them identify and deal with risks and present proper solutions. Often it’s the GC who takes credit for those wins, but the candidate needs to gain the trust of that business team and be given a chance to be innovative.”

A few cautionary notes

While following the game plan outlined above is likely to provide for a successful transition, there are some landmines the experts we talked to advised watching out for, including:

- **GC mindset.** The GC thinks that his or her choice is the best choice. This is the time to keep your ego in check because it may, however unintentionally, reflect negatively on the candidate.
- **Law department-centric perspective.** The GC views the succession candidate through the lens of their effectiveness in the legal department (versus effectiveness in

In addition to leaders who are quoted in this article, the authors are thankful for thought leaders – APRIL MILLER BOISE, senior vice president, chief legal officer, and corporate secretary, Meritor, Inc.; KELLY MCNAMARA CORLEY, executive vice president, general counsel and secretary, Discover Financial Services; CYNTHIA LEE DOW, global legal practice leader, Russell Reynolds Associates; LUCY FATO, executive vice president and general counsel, American International Group, Inc.; IVAN FONG, senior vice president, legal affairs, and general counsel, 3M Company; JULIETTE PRYOR, senior vice president, general counsel, and corporate secretary, Cox Enterprises; and CAROLINE TSAI, executive vice president and general counsel, The Western Union Company – who generously shared ideas and insights in their interviews for this article.

all business groups).

- **Using succession planning as “false” motivation.** Although the GC has concerns about the succession candidate, the candidate is placed in the line of succession to keep them happy.
- **Failure to remove the training wheels.** The GC “protects” the succession candidate from high-visibility failure. “Make sure the candidate’s experience is rounded out,” Walcott says. “Because once in the role, situations will arise that they will not have even been dreamed of.”
- **Lack of commitment to succession planning.** Vigilance is a key trait. The incumbent’s enthusiasm for the entire process may have waned. “Maintaining your motivation through a long process is a task in itself,” Walcott says. “If you’re wholly

committed at the beginning, make it your goal to remain so until the end.”

If you get it right

The entire succession planning process offers many positives if it’s implemented correctly. By planning ahead, identifying the right candidates, and keeping honest lines of communication open between every stakeholder in the process, it will demonstrate that the right person is being groomed for the job. And it will provide you with peace of mind when you need to let someone else take the wheel. **ACC**

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CHEAT SHEET

- *Introverts.*
People who recharge by being alone, introverts, comprise up to 50 percent of the population.
- *Extroverts enamored.*
Corporate America places great value on extroversion and its associated traits like self-promotion.
- *Personality bias.*
While personality bias may be unconscious, it is bad for business and reflects poor leadership.
- *Introvert incentives.*
Both organizations and legal departments benefit by recognizing and using the unique strengths that introverts can bring to the workplace.



Bringing Your Whole Self to Work, Unapologetically

– Temperaments and the Role of a Leader

By Syeda Raza and Cara Patton Liu

There are two races on earth. Those who need others, who are distracted, occupied and refreshed by others, who are worried, exhausted and unnerved by solitude as by the ascension of a terrible glacier or the crossing of a desert; and those, on the other hand, who are weary, bored, embarrassed, utterly fatigued by others, while isolation calms them, and the detachment and imaginative activity of their minds bathes them in peace.

GUY DE MAUPASSANT, *88 Short Stories*



Shy. Quiet. Socially awkward. Reserved. These terms are commonly used to describe a large section of the population who identify as introverts. Such descriptions and associations, it turns out, are incorrect, misleading, and a disservice to both the individual and the organization.

As a threshold matter, shyness and introversion are not synonymous; rather, these are two entirely separate aspects of a personality. While introversion is a preference for solitude or intimate settings, shyness is anxiety or discomfort in social situations. Both introverts and extroverts can be afflicted with shyness, and people can be generally shy or situationally shy. Marti Olsen, author of *The Introvert Advantage*, explains that “[s]hyness is not who you are (like introversion), it is what you think other people think you are.” Or as put by Dr. Bernardo Carducci, professor of psychology at Indiana University Southeast, “If you see two people standing by a wall at a party, the introvert is there because he wants to be. The shy person is there because he feels he has to be.”

Introverts lose energy in social interactions and highly stimulating environments and require time alone to recharge. Extroverts, on the other hand, gain energy from socializing and need outside stimulation to feel content.

Likewise, being an extrovert does not guarantee fine-tuned social skills. As pointed out by occupational psychologist Felicity Lee, someone “can be an extrovert or an introvert and be very aware and socially skilled. Or they can be very unaware. Extroversion has nothing to do with emotional intelligence.”

Also, unlike specific personality traits such as friendliness or anxiety, introversion or extroversion are temperaments: a fundamental aspect of one’s disposition that influences personality and behavior. Introversion and extroversion are largely static, real, well recognized, and according to Olsen, considered “the most reliable construct of temperament” with a genetic component.

The classic distinction between the two temperaments is that introverts lose energy in social interactions and highly stimulating environments and require time alone to recharge. Extroverts, on the other hand, gain energy from socializing and need outside stimulation to feel content. While it may be easy to spot an introvert at a cocktail party, as one who is engaged in an intense conversation with one other person or simply listening to others talk in a group, introverts are not as readily apparent in the workplace. Classic introversion at work can display as one who is thoughtful and slow to speak up. This is in contrast to extroverts, who talk through a problem in real time and are typically motivated by public recognition. Yet some introverts are not immediately identifiable because they are used to acting like extroverts.

It is widely believed that one-third to as much as one-half of the population is introverted, with men and women comprising roughly equal parts of each group. This means it is virtually certain that any given legal department has some portion of introverts within it. And introverts can be found in every field and all levels of corporate hierarchy. Warren

Buffet, J.K. Rowling, Michael Jordan, and Marissa Mayer all self-identify as introverts. Studies reported by Jennifer Kahnweiler, author of *The Introverted Leader: Building on Your Quiet Strength*, show that a full 40 percent of executives are introverts.

Corporate America’s bias in favor of extroverts

Assume for a moment that one-third to one-half of an organization’s workforce is left-handed. In this hypothetical, the organization engages in some of the following behaviors:

1. Praises the ability of the right-handers to use their right hand with dexterity;
2. Signals that this ability is very important for success;
3. Sets up workspaces (keyboards, PCs, etc.) in a way that favors right-handers;
4. Offers tuition reimbursement, workshops, and classes for left-handers to learn to use their right hand;
5. Encourages the left-handers to take advantage of these perks;
6. For those left-handers reluctant to sign up for the workshops/classes, notes their lack of enthusiasm as an “opportunity area” on their performance reviews;
7. Equates such lack of enthusiasm to deficiency in leadership skills and/or performance; and,
8. Suggests to the left-handers that if



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they want to be seen as an up-and-coming leader, they must try to use their right hand more often.

The fallout from such a system is axiomatic, and some of the following consequences are inevitable:

- Subpar performance of the left-handers who, under pressure, pretend to be right-handed, further compounding the misconception that left-handers suffer from a “performance” deficiency.
- Unfairness by creating an uneven playing field that gives the right-handers an undeserved and unjustifiable advantage.
- Resentment and drop in job satisfaction, ultimately leading to disengagement of the left-handers.
- As a result of the disengagement, loss to the organization of optimal use of the skills/talents of a significant portion of its employees — the left-handers.
- Shrinking of talent and leadership pools because left-handers, perceived as having performance deficiencies, are excluded from consideration.
- Incorrectly signaling to right-handers that they are uniquely suited for growth and leadership when, in reality, there is no correlation between being right-handed and being a good performer or leader.

If one were to swap the left-handers with introverts, this hypothetical becomes a reality. Such a system, it appears, has become ingrained in our workplace culture and is routinely enforced and promoted in corporate America. The widespread existence of the bias is shown in studies cited by psychologists, writers, and bloggers, and affirmed by the 10 GCs and other leaders interviewed for this article. When asked if there was a strong bias in favor of extroverts in corporate America, Dr. Rohini Anand, the senior vice president of corporate responsibil-

ity and global chief diversity officer of Sodexo, responded “absolutely.” Numotion’s General Counsel Tim Casey agreed, saying, “All leaders want to believe that they are running a meritocracy, but that is not always true because there is a strong bias in favor of extroversion.”

Perhaps the bias is not intentional or conscious. As noted by CBRE Executive Vice President and General Counsel Larry Midler (who identifies as an extrovert and oversees approximately 150 lawyers globally), this bias may be unconscious because we have been conditioned to assign greater value to extroverted behavior, often confusing this with good performance. Because of this mistaken association of charisma or gregariousness with good leadership or performance, bias leads organizations to fill leadership positions with individuals who display such traits, he says. This, adds Midler, is ironic since boards and CEOs need, more than ever, a GC who is a thinker, a subject matter expert, and a deliberate and serious person — all of which are predominantly introverted traits.

So how and why did we, as a society, acquire this bias in favor of extroversion? Susan Cain, author of the best-selling book *Quiet: The Power of Introverts in a World That Can’t Stop Talking*, opines that the bias was born and continues to flourish in corporate America because we have moved away from valuing character and shifted to valuing personality. Therefore, we are impressed and awed by charisma, salesmanship, enthusiasm, and gregariousness. We see little value in substantive knowledge, or thoughtfulness.

Yet, Cain points out, research shows no correlation between the most talkative person in the room and the one with the best ideas. Indeed, some of our best performers and leaders have been and are introverts. The interviewed GCs, and the materials

Extroversion is an enormously appealing personality style, but we’ve turned it into an oppressive standard to which most of us feel we must conform.

— Susan Cain

It has long been recognized that we all have a natural temperament climate in which we feel more comfortable, perform our best, and maintain a crucial balance for our species.

— Marti Laney, PSY.D.

reviewed for this article, expressly discredit and deny that extroversion is an essential leadership skill. Rather, the key leadership skills identified by the GCs include being perceived as trustworthy and fair, making tough decisions, and having a grounded and thoughtful demeanor.

In contrast, the group uniformly felt that charisma and magnetism were non-essential to leadership. Assertiveness was also not valued as a leadership skill by the GCs. Self-identified introvert Robert Falk, the general counsel of The Truth Initiative, points out that while extroversion is not generally an essential leadership skill, in an organization where the entire leadership team is extroverted they “seek out their own.”

Speaking highly of the skillset of introverts on their teams, the GCs described this group as hard workers with a high level of subject matter expertise, credible and reliable, even-keeled, thoughtful, deliberate, analytical, methodical, critical thinkers, focused, disciplined, cautious, great problem-solvers, and good listeners. Prometric Senior Vice President and General Counsel Michael Sawicki, who identifies as an extrovert, points out that introversion, especially for an attorney, has no bearing on performance and should not limit an attorney’s career advancement because the ultimate value of an attorney lies in subject matter expertise, other

legal skills, and the ability to communicate with the organization.

Impact of this bias in the workplace

Irrespective of why and how we got here, it behooves us to recognize the pervasiveness of this bias as well as its harmful effects both on the individual and the organization. For the individual introvert, the fallout demonstrates itself in terms of trust, fairness, job satisfaction, career growth, and comfort. For the organization, it translates into a profound impact on elements essential to organizational success such as performance, engagement, culture, talent retention, and leadership development.

The bias leads to tremendous behavioral pressures on the introverted employees who are constantly signaled to “fix” their introversion. Introversion, it seems, is not viewed as a temperament but instead a pathology for which the extrovert-enamored organization or leader must find treatment. Introverts speak of discomfort, disengagement, and distress at being coaxed to masquerade as extroverts or ignored because they don’t fit the sought-after extroverted mold. Introverts such as Falk speak of “an emotional drain” as a result of societal pressure to “act” as an extrovert and often yearn to return to solitude to recharge. Self-negation can be exhausting and introverts often use that very word to describe

EXTROVERT PREFERENCES	INTROVERT PREFERENCES
<ul style="list-style-type: none"> • Talk out loud to sort through their ideas • Communicate freely with anyone about themselves • Visibly gregarious • Prefer communicating on the telephone or in-person • Usually prefer getting input from as many people as possible 	<ul style="list-style-type: none"> • Think things through before speaking • Openly talk about themselves with people they know and trust • Visibly stay in the background • Prefer to communicate in writing, including email exchange • Prefer one-to-one conversations over meetings

the impact of the bias upon them. Dr. Anand affirms the sentiment, saying that forcing employees to hide aspects of their temperament, or any other individual element, would be an exhausting experience for the employee and can lead to burnout and resentment that results in loss of engagement and productivity. She urges that employees feel not merely comfortable, but empowered, to bring their true, authentic, and whole self to work and notes that “in order to be effective, a leader must seek engagement from each person on the team and that requires a strong awareness of everything that makes that person an individual.”

The pressure on introverted employees can be felt in seemingly minor office “rules” such as prohibiting or discouraging the closing of office doors or the pressure to socialize in large groups. Pointing to such pressures as being “draining,” introvert Dee Drummond, the group general counsel

of MarketSource, Inc., speaks of his need to close his office door because “[t]hat is how I work best” and “interruptions, noise, or traffic outside my office is distracting to me.” Introverts also speak of a pressure to focus their energy on aspects that don’t come to them naturally, such as socializing, networking, and self-promotion. The bias is also often reflected by the recent trend toward extroverted preferences such as team projects, open concept offices, and the pressure to promote your personal brand.

In group discussions, extroverts and their ideas often get the most attention by sheer force of personality, particularly if the extrovert is in a position of power. A department or company may overlook better ideas that were quietly presented by introverts, or that were not communicated at all due to an introvert’s discomfort with the extrovert bias. As Sawicki points out, it harms an organization to exclude introverts from development

Our culture made a virtue of living only as extroverts. We discouraged the inner journey, the quest for a center. So we lost our center and have to find it again.

— Anais Nin

efforts or important tasks in favor of employees who speak up.

Where do we go from here?

It is imperative that leaders take a hard look at the culture, work habits, behaviors, environments, and performance criteria of their organizations. They need to make changes that ensure the stigma against introversion is eliminated culturally. These changes will give both introverts and extroverts

WAYS TO UNDERSTAND YOUR INTROVERTED TEAMMATES BETTER		
Seek to understand the strengths of introverts and look for ways to play on them.	Engage in conversations and ask their thoughts in one-on-one or small group settings.	Give introverts time to absorb what is being discussed and follow-up with you; don’t insist on immediate answers.
Re-frame how you think and talk about introverted colleagues: She’s not quiet, she’s unflappable. He’s not shy, he’s measured in his responses.	Consider more written communication, including email and instant messaging.	Circulate information ahead of a meeting, such as an agenda or topics to be discussed.
COMMUNICATION TIPS FOR ALL LEADERS		
Give visual clues when listening: An impassive expression can indicate disinterest in the conversation, whereas interrupting can discourage the other person from talking. Resolve this with non-verbal cues to show you are engaged, such as nodding or leaning forward.	All leaders must be able to present in a compelling manner. Push yourself to learn this skill and become comfortable speaking to groups in a way that is both concise and feels authentic to you.	Provide timely and diplomatic feedback. Giving critical feedback once a project is underway can frustrate or de-motivate others on the team.
Adapted from: www.americanexpress.com/us/small-business/openforum/articles/are-you-talking-to-me-rx-for-extraverts-and-introverts-1/		

FURTHER READING LIST

- *Quiet: The Power of Introverts in a World that Can't Stop Talking*, Susan Cain
- Key points of *Quiet* are also available in a TED Talk, www.ted.com/talks/susan_cain_the_power_of_introverts
- *The Introverted Leader: Building on Your Quiet Strength*, Jennifer Kahnweiler
- *The Introverted Leader in an Extroverted World – Unleashing the Silent Power Within*, Kim Min-sung, The Yonsei Annals, March 2, 2013, <http://annals.yonsei.ac.kr/news/articleView.html?idxno=1266>
- “Extroverts destroy the world,” Kyle Smith, *New York Post*, February 5, 2012, <https://nypost.com/2012/02/05/extroverts-destroy-the-world/>
- *Unconscious Bias In the Workplace: You Can't Afford To Ignore It*, Laura Berger, Forbes Coaches Counsel, March 23, 2018, www.forbes.com/sites/forbescoachescouncil/2018/03/23/unconscious-bias-in-the-workplace-you-cant-afford-to-ignore-it/#7f908f8d7660
- *Consciously ‘Unconsciously’ Bias: Part One*, Sally Schott, March 1, 2018, www.linkedin.com/pulse/consciously-unconsciously-bias-part-one-sally-schott/
- *Consciously ‘Unconsciously’ Biased: Part Two*, Sally Schott, March 22, 2018, www.linkedin.com/pulse/consciously-unconsciously-biased-part-two-sally-schott/?trk=v-feed
- *Death by Leadership*, Karen Joy, March 19, 2018, www.linkedin.com/pulse/death-leadership-karen-joy/
- “How to Get a Promotion When You’re An Introvert,” Sarah Greesonbach, March 28, 2018, www.glassdoor.com/blog/introvert-promotion/
- “The Art of Managing Risk” Steven Pearlstein, *The Washington Post*, November 28, 2007, www.washingtonpost.com/wp-dyn/content/article/2007/11/27/AR2007112702499.html?sid=ST2007112800648
- *6 Things Bad Bosses Always Fear (But Great Leaders Always Do)*, Marcel Schwantes, Inc.com, March 31, 2018, www.inc.com/marcel-schwantes/6-things-bad-bosses-always-fear-but-great-leaders-always-do.html

the space, power, and freedom to bring their entire and genuine self to work and demonstrate their individual talents. The following suggestions, based on reported studies and the findings and opinions of GCs and other experts may lead us to the desired state of balance:

- *Acknowledge the bias.* Although pervasive, self-diagnosis of the bias can be hard, searching conscious or unconscious assumptions can help. The bias may be reflected in a notion that gregariousness, charisma, or “people skills” are essential to leadership. Or it may manifest in behaviors such as hiring or promotion based on personality and likeability;
- *devaluing of substantive elements* such as hard work, focus, technical or subject matter expertise, dedication, thoughtfulness, or credibility; associating a lack of desire to socialize with performance deficiency; refusing to accept a style of work that is unfamiliar or does not fit the preconceived mold; and imposing the leader’s style and expectations on the team.
- *Watch for red flags and blind spots.* A leader who fails (or refuses) to see the value of what each temperament brings to the table, gets frustrated when an individual does not fit the leader’s preconceived mold,

looks for buddies or best friends within the team, or insists that the team work and behave in the leader's mold must know that these are red flags indicative of the leader's intolerance. Nixon Peabody's Director of Diversity and Inclusion Rekha Chiruvolu suggests that leaders should be willing to see things that may be unpleasant to their preferences. They need to acknowledge their "blind spots" in the treatment of introverted team members because the awareness can help disrupt introvert assumptions. An extroverted GC must be especially cognizant of the tendency to get frustrated with an introverted team member because that individual's behavior and style of work is going to be very different from the GC's. Another blind spot is a GC's selection of friends within the team, notes Drummond. This can manifest in frustration at an individual who does not behave in a way the GC expects. Sawicki seconds these concerns and cautions GCs against imposing their own style on the team. The onus is on the leader, Sawicki stresses, to reach out and select qualified individuals for key assignments and to not be swayed by the person who frequently volunteers or who, by force of personality, pleases the GC. This duty is reiterated by Chiruvolu who calls this a key leadership responsibility and adds that absence of such awareness is a flaw that does not make for good leadership. Extrovert Eric Reicin, the general counsel of MorganFranklin, cautions leaders to not let their personal biases regarding temperaments lead them to select the wrong individual or limit the opportunities of non-conforming team members.

- *Get to know each individual on your team.* A leader committed to learning about each team member will learn important details such as the level of praise an individual seeks or the frequency and types of interactions that are optimal for performance. For instance, introverts generally don't need to (or perhaps desire to) engage and interact as much as the extroverts. The same goes for the level of socializing that may be desired or enjoyed by an individual. Rather than mandating socializing, Casey suggests letting each individual find his or her own way of connecting with the client. Not every happy hour or dinner needs to be attended. Introverts usually prefer smaller or one-on-one interactions. It would also be a strategic mistake and a severe misuse of talent to ignore the differences in temperament. Hawthorne Caterpillar's General Counsel Jeffrey Boman, who identifies as an extrovert, suggests that GCs harness the strengths of introverts by engaging in one-on-one conversations, anonymous surveys, seeking written feedback, and sharing meeting agendas ahead of the meeting. These types of actions would help the GC manage each member differently and, most importantly, maintain in the forefront of priorities what is truly related to performance or leadership. While the GC can and should coach and challenge the team with different projects, Casey says, this must be accompanied with a message that "you have their back" and not "you need to fix this about you."
- *Give each person room to be themselves and eliminate introversion stigma.* Urging leaders to value what is truly essential to performance and leadership, Tom Merchant, the general counsel

Leaders who don't listen will eventually be surrounded by people who have nothing to say.

— Andy Stanley

of Legg Mason, asks that GCs give space to each person on the team — introverts and extroverts — and let each person work in her or his own style without imposition of the GC's style on the group. Especially for a lawyer, notes Merchant, subject matter expertise is far more important than being a social people person or a charismatic talker. Offering an interesting perspective, Lisa Kahlman, chief of staff to the Ultragenyx CEO, and the former general counsel of Ultragenyx, suggests that the leader's obligation to accommodate the team members is greater than the team's obligation to accommodate the leader. The stigma can also be eradicated by eliminating rewards for behavior that is not truly related to performance such as praising social skills or, in other ways, signaling that there is an advantage to extroversion or a problem with introversion.

- *Embrace and recognize the value of differing temperaments.* This is a difficult thing to do for even the most open-minded individual, says Otto Kroeger

in his book *Type Talk at Work*. Going well beyond tolerating or patronizing, Casey proposes wholeheartedly making room for the richness that lies in the differences and calls this “job number one” for the leader. A GC who does not do so, says Casey, is not a leader but merely someone in a leadership role. Moreover, notes Casey, when people are devalued or disrespected, what you get is merely what's on the job description — nothing more.

Other GCs strongly echo Casey's sentiments recognizing that embracing the spectrum of different temperaments means valuing what each individual brings to the table irrespective of the leader's personal preferences. Reicin pointed out that a leader “must make sure that all members on your team know that their viewpoints are valued,” whether the leader communicates this in public or private to a team member. Of course, this becomes especially more important (and difficult) if the GC is extroverted. The GC, not being familiar with the traits of introverts, will tend to devalue those traits. Embracing

ACC EXTRAS ON... *Diverse temperaments in the workforce*

ACC Docket

Career Path: Deep Diversity (Sept. 2017). www.acc.com/legalresources/resource.cfm?show=1466773

Becoming a Better Leader: How to Overcome the Overly “Lawyer” Personality (July 2017). www.accdocket.com/articles/become-a-better-leader-lawyer-personality.cfm?_ga=2.102861568.1285068862.1527712635-854485780.1524689486

Emotional Intelligence: Driving Success in Today's Business Environment (Oct. 2016). <http://www.acc.com/legalresources/resource.cfm?show=1444831>

What Leadership Looks Like in Different Cultures (March 2016). www.acc.com/legalresources/resource.cfm?show=1443418

Program Material

Striving for Excellence: Being the Best In-House Lawyer You Can Be (July 2016). www.acc.com/legalresources/resource.cfm?show=1434079

Legal Department Integration—Soft Skills and Relationship Development Demonstrating Organizational Value-add (Oct. 2015). www.acc.com/legalresources/resource.cfm?show=1414886

ACC HAS MORE MATERIAL ON THIS SUBJECT ON OUR WEBSITE. VISIT WWW.ACC.COM, WHERE YOU CAN BROWSE OUR RESOURCES BY PRACTICE AREA OR SEARCH BY KEYWORD.

and valuing both temperaments would also alleviate the pressure on introverts to “fake it.” Because temperamental traits of extroversion and introversion traits are real, recognized, and indelible, it would be fundamentally unfair (and ineffective) to insist that a person acts in self-negation and adopt behavior that is contrary to their temperamental makeup. After all, as Marco Alvera says in his TED talk, *The Surprising Ingredient that Makes Businesses Work Better*, fairness is the “secret sauce” that drives employee engagement and high business performance.

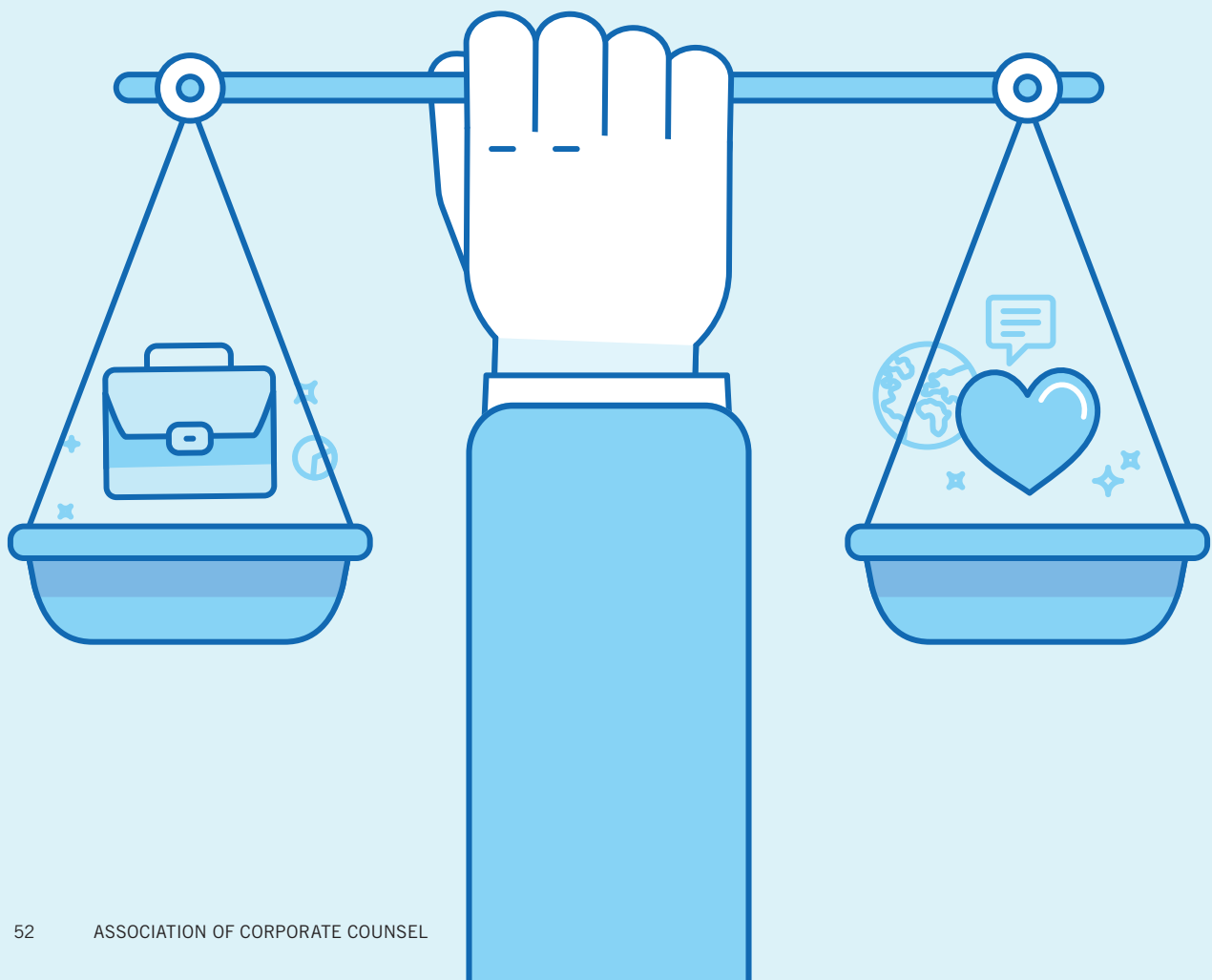
- *Emphasize metrics that are truly related to performance or leadership.* Paying attention to actual performance metrics, not charisma, talk, or socializing, can also help the leader recognize and value strengths in each person. Midler speaks of the dangers of a GC’s refusal or failure to look beyond the charismatic talker who is always reaching for the microphone. Specifically addressing extroverted GCs, he stresses the need to give opportunities to individuals who are not like the GC in temperament and advises against pigeonholing introverts into roles limited to support and subject matter expertise. That would be a mistake, he says, when the introvert you exclude may be, after all, the better lawyer and leader. The dangers of being charmed by the charismatic talker and risk-taker are apparent even beyond the legal department realm. The managing director of Eagle Capital, Boykin Curry, in his 2008 *Newsweek* interview, noted that the 2008 crash was a result of too much power in the hands of aggressive risk-takers, a sentiment echoed by Dr. Vince Kaminski, a professor at Rice University. He notes that “The problem is that, on one side, you have a rainmaker who is making lots of money for the company and is treated like a superstar, and on the other side

you have an introverted nerd. So who do you think wins?” Referring to these testimonies, author Cain wonders “what would have been different had financial leaders heeded such warnings from ‘the cautious types.’”

Conclusion

No company or leader wants to underuse their employees. But by discounting or ignoring the skills of the introverted population of their workforce, this may be precisely what is taking place. Each member of the legal department — introverts and extroverts, general counsel and supporting attorneys — have a role to play in rolling back this trend. Like most opportunities for change, the first step is to identify the issue within one’s team or department. While shifting corporate culture is a time-consuming and labor-intensive exercise, for all the reasons outlined in this article, in-house counsel can and should take actionable steps toward creating an environment that fosters all temperaments. **ACC**

The Work-Life Balance Paradox



By Elizabeth A. Colombo When you first moved to an in-house counsel role, perhaps your law firm colleagues inferred that you'd given up while simultaneously exhibiting jealousy that you were no longer a slave to the billable hour. According to ACC research, the desire for work-life balance is one of the primary reasons lawyers move in-house. Yet, despite its perceived benefits, in-house work comes with its own set of work-life balance challenges.

CHEAT SHEET

- *Risk.* In-house counsel who do not take downtime are at an increased risk for depression, exhaustion, and burnout.
- *Institutional support.* Formal policies and resources in the workplace that endorse a work-life balance can decrease the negative consequences of work-related stress.
- *Start with the leader.* Positive leadership styles contribute to subordinates' mental health, work engagement, performance, and job satisfaction.
- *Healthy lifestyle.* The American Bar Association recommends meditation, physical exercise, and conflict management training to reduce stress.

The 2014 ACC *Global Work-Life Balance Report*¹ (ACC Report) offers insight on work-life balance from 2,004 in-house lawyers in 43 countries. Given the large workloads that in-house counsel juggle and the constant global connectivity available in 2018, in-house counsel find it more difficult than ever to disconnect from work. Many of us are working or connected to work 24 hours a day, seven days a week, meaning we never fully shut off, step back, and 100 percent commit to enjoying our lives outside of work.

As the American Bar Association's *The Path to Lawyer Well-Being: Practical Recommendations For Positive Change* (ABA Recommendations) points out, lawyers must have downtime to recover from work-related stress because people who do not fully recover are at an increased risk over time for depressive symptoms, exhaustion, and burnout. On the other hand, those who feel recovered report greater work engagement, job performance, willingness to help others at work, and ability to handle job demands.² Additionally, the quality of employees' recovery influences their mood, motivation, and job performance.

Researchers have identified four strategies that are most effective for recovering from work demand, all of which can be challenging in the current constant work culture: (1) psychological detachment, as in mentally switching off from work; (2) mastery experiences, as in challenges and learning experiences; (3) control in spending time off as we choose; and (4) relaxation.³

The current around-the-clock connectivity can also have a negative impact on lawyers' sleep quality, which is critically important in the recovery process.⁴ Sleep deprivation has been linked to numerous mental and physical health problems, including depression, cognitive impairment, decreased concentration, and burnout.

Given lawyers' high risk for depression, it is worth noting that there is evidence that sleep problems have the highest predictive value for who will develop clinical depression.⁵

Of course, the negative consequences of work-related stress can be decreased and perhaps even eliminated by organizational support for destigmatized work-life balance. Interestingly, the ACC Report found that 57 percent of in-house counsel in the United States said that work-life balance was a large factor in their decision to take an in-house position, yet the ACC Report confirms that the workload and intensity of the role, in addition to the stigma associated with utilizing work-life benefits, causes in-house counsel to shy away from using the benefits. The 2015 ACC *Global Census: A Profile of In-House Counsel* (ACC Census), which provides a profile of 5,012 in-house counsel from 73 countries, also confirms that many in-house counsel cite greater work-life balance as a key factor for moving in-house; however, in-house lawyers work an extended workweek, with most working more than an average of 49 hours per week; 79 percent working between 40 and 59 hours per week; 43 percent working between 50 and 59 hours per week; and 11-17 percent working 60 hours or more.

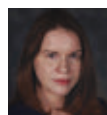
In fact, one in four in-house lawyers who participated in the ACC Report and are caregivers left their job for one that better supports their caregiving roles. In addition to that, another four percent of caregiver respondents quit work entirely. Seventy percent of female in-house counsel stated that they believe that being a caregiver has had a negative impact on their opportunities for advancement. Only 30 percent of

caregivers believe it has had no impact on their opportunities for advancement. It is important to note that the ACC Report found that 55 percent of in-house counsel are caregivers and defines caregivers as those lawyers who have primary care responsibilities for children and other adults who need assistance caring for themselves. This is not a challenge limited to parents of small children. It affects a broad spectrum of caregiving in-house counsel.

One reason lawyers find it difficult to focus on personal and family time is, as the legal expert in their organization, there is often no one to perform their work in their absence. Thus, it's unsurprising that the ACC Report found that lawyers working in large legal departments expressed more favorable views of the level of departmental support offered to caregivers compared with counsel working in small to mid-size legal departments.

Based on the ACC Report's findings, the perception of work-life balance also seems dependent on the specific in-house practice area with compliance and ethics, technology, real estate, and employment and labor lawyers being most likely to say that they have considered searching for another role in anticipation of parenting or caregiving responsibilities.

While a study published in 2016 by the ABA Commission on Lawyer Assistance Program and Hazelden Betty Ford Foundation (ABA Study), found that many lawyers experience a "profound ambivalence" about their work.⁶ Engagement is not the primary concern for in-house counsel based on the ACC Census, which found that the vast majority, over 80 percent of in-house counsel, are satisfied with their jobs. Additionally, 75 percent of



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lawyers in an outside legal position reported that they were less satisfied with their job working as a lawyer than those who are in-house. Thus, it does not appear to be the actual work that is the major challenge for in-house counsel. There is still progress needed, given the ACC Report findings that even lawyers who love their work struggle with the demands of a 24/7 career, but at least the work is satisfying to in-house counsel, unlike many of their legal counterparts in law firms and other legal arenas.

Focusing on work-life balance is important to both the lawyer and the organization he or she works for because, as the ACC Report states, “the long-term impact of strains on work-life balance are likely to manifest in turnover, increased health costs, absence, potentially lower productivity, and overall disengagement.” The ACC Report notes that respondents report stress caused by the struggle

for work-life balance. While stress is inevitable in lawyers’ lives, it can “lead to negative consequences like burnout when it becomes overwhelming.” Stressors that are uncontrollable, ambiguous, unpredictable, chronic, and that are perceived as exceeding our ability to cope⁷ increase or exacerbate depression, anxiety, burnout, alcohol abuse, and physical conditions, such as cardiovascular, inflammatory, and other illnesses that can affect lawyers’ health and capacity to practice.⁸ Stress is also associated with cognitive decline, including impaired attention, concentration, memory, and problem-solving.⁹

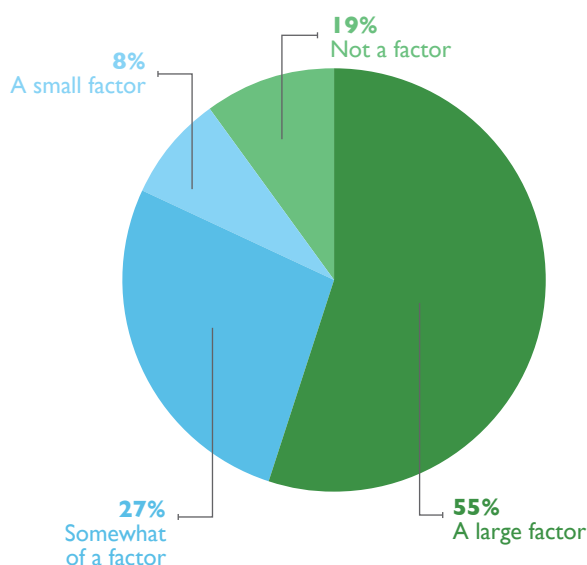
Both personal and environmental factors in the workplace contribute to stress and whether it positively fuels performance or impairs mental health and functioning.¹⁰ Research reflects that organizational factors, more than individual factors, significantly contribute to dysfunctional stress responses and

Both personal and environmental factors in the workplace contribute to stress and whether it positively fuels performance or impairs mental health and functioning.

the most effective prevention strategies target both.¹¹ In order to formulate and execute such prevention strategies, the ACC Report notes that a shift in mindset through education may be the first step toward creating better retention of talent, corporate knowledge, and understanding of the positive impact of work-life benefits on in-house lawyers’ performance. Leader development and training are critically important for supporting

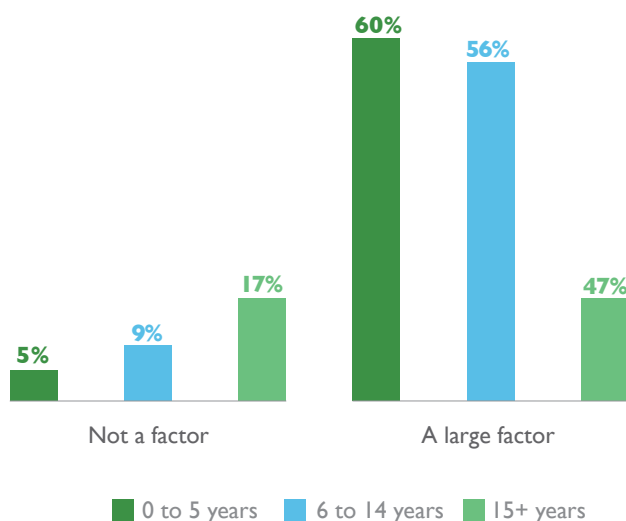
Work-life balance a factor for most when choosing an in-house counsel position

To what degree was work-life balance a factor for you in choosing an in-house position?



Degree to which work-life balance was a factor in choosing an in-house counsel position – by years of experience

To what degree was work-life balance a factor for you in choosing an in-house position?



Successful leaders know that the key to greater commitment and productivity is support for employees to use benefits that both encourage career success and meet personal needs.

lawyer well-being and optimal performance given low-quality leadership is a major contributor to stress, depression, burnout, and other mental and physical health disorders.¹² On the other hand, positive leadership styles contribute to subordinates' mental health, work engagement, performance, and job satisfaction.¹³ The good news is that many studies confirm that positive leader behaviors can be trained and developed.¹⁴

Work-life balance is a complex topic, but research provides guidance on how to develop a work-life balance supportive climate. Adopting a formal policy that endorses flexibility is a threshold requirement. Such policies foster the perception of organizational support for flexibility, which is even more important to workers' experience of work-life balance than actual benefit

use. Policies should not be restricted to work-family concerns, and any training should emphasize support for the full range of work-life juggling issues. Work-life balance initiatives cannot end with formal policies, or people will doubt their authenticity and fear using them. To benefit from work-life balance initiatives, organizations must develop a work-life balance supportive climate. Research has identified multiple factors for doing so:

1. Job autonomy;
2. Lack of negative consequences for using work-life balance benefits;
3. Level of perceived expectation that work should be prioritized over family; and
4. Supervisor support for work-life benefits.

The most important factor, by far, is the last. Supervisors communicate their support for work-life balance by, for example, creatively accommodating non-work-related needs, being empathetic with juggling efforts, and role modeling work-life balance behaviors.¹⁵ The ACC Report found that lack of support from managers and leaders will manifest itself in costly turnovers, greater health costs, gradual absences, and potentially lower productivity and disengagement. Whereas work-life

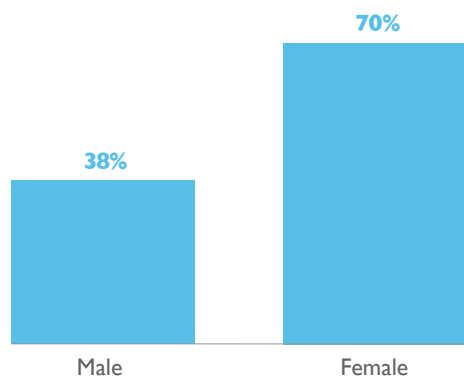
balance friendly policies will benefit employers and legal departments with worker retention, improved productivity and engagement, less stress, and improved mental and physical health among workers. Barriers to support for work-life balance benefits include the heavy workloads in-house counsel have as part of their role.

The ACC Report provides several recommendations for acting on the need and desire for work-life balance based on current best practices and on input from 1,300 in-house counsel who made suggestions as part of the study. Such recommendations are particularly important for organizations hoping to retain the next generation of in-house counsel who highly prioritize personal balance and for caregivers who are balancing their career mobility with responsibility for aging parents, children, and others. Some of the ACC Report's recommendations are:

1. Offer individualized workplace flexibility that provides alternate work arrangements or combinations of arrangements: flextime, compressed workweeks, alternate work schedules, part-time work or working fewer hours for part of the year, and telecommuting.
2. Make work-life balance support a performance metric for managers and provide education and training to supervisors and managers on work-life balance topics. Create metrics for managers to measure their success in implementing the organizational goals related to work-life balance, retention, and business outcomes/client satisfaction, and make managers accountable for meeting goals.
3. Offer eldercare/childcare support, resources, and referral services to employees with caregiving responsibilities. Confidential counselors can provide advice about securing and financing long-term care assistance.

Negative impact of caregiving on career advancement by gender

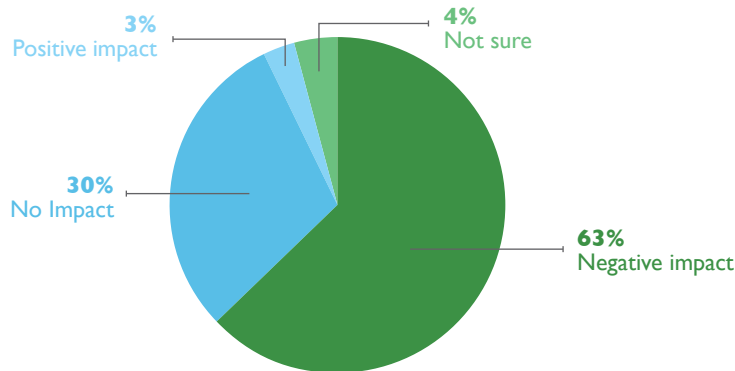
What impact, if any, do you believe being a caregiver or working parent has had on your opportunity for career advancement? % Negative impact



2014 ACC Global Work-Life Balance Report, Association of Corporate Counsel

Impact of caregiving on career advancement

What impact, if any, do you believe a caregiver or working parent has had on your opportunity for career advancement?



2014 ACC Global Work-Life Balance Report, Association of Corporate Counsel

4. Implement recruitment, retention, and succession planning practices for caregivers to manage the workload when needed, for example, when caregivers must temporarily reduce their hours or take a leave of absence.

The ACC Report found that benefits like flexible scheduling and telecommuting are highly valued by lawyers everywhere, yet there is a disconnect between benefits offered and employees' comfort using them. Successful leaders know that the key to greater commitment and productivity is support for employees to use benefits that both encourage career success and meet personal needs. Corporate leaders should recognize that organizational support for work-life balance heavily influences employees' intentions to leave or stay with their companies.

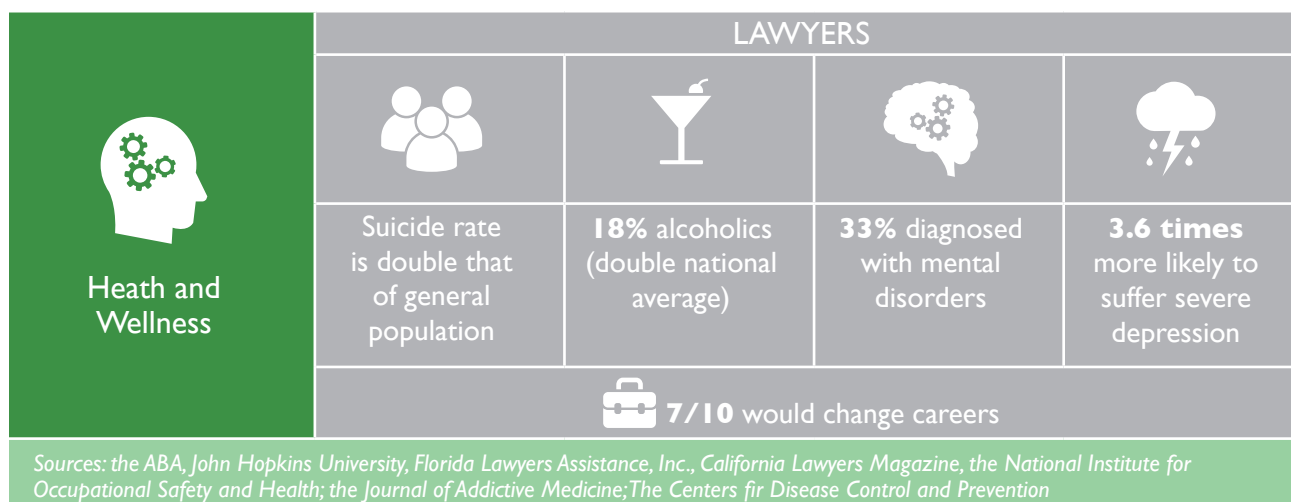
Healthy lifestyle

In addition to organizational support, in-house counsel themselves can work to stay healthy in their everyday lives and practice. The ABA Recommendations are a great resource and signify the profession's acknowledgment of these problems. Recommendation 8 advises stakeholders to provide high-quality education programs and materials on causes

and consequences of lawyer distress and well-being. It provides a list of example educational topics for such programming with empirical support. This list also operates as a roadmap for preventing or minimizing negative outcomes for lawyers, while this article will briefly summarize a few of those relevant to in-house counsel.

First, mindfulness meditation can enhance cognitive reframing and resilience by aiding the ability to monitor one's thoughts and avoid becoming emotionally overwhelmed. Research has found that mindfulness can reduce stress, depression, and anxiety.¹⁶ It can also enhance a host of competencies related to lawyer effectiveness, including increased focus and concentration, working memory, critical cognitive skills, reduced burnout, and ethical and rational decision-making.¹⁷ Perhaps most importantly, evidence suggests that mindfulness can enhance the sense of work-life balance by reducing workers' preoccupation with work.¹⁸

Second, physical exercise is associated with reduced symptoms of anxiety and low energy. In a review of strategies for preventing workplace depression, researchers found that interventions to increase physical activity were among the most effective.¹⁹ Research also shows that physical



exercise improves brain functioning and cognition. Physical activity, which stimulates new cell growth in the brain, can offset the negative effects of stress, which causes brain atrophy. Greater amounts of physical activity (particularly aerobic) have been associated with improvements in memory, attention, verbal learning, and speed of cognitive processing.²⁰

Third, research suggests that conflict management training can reduce the negative stressful effects of conflict and possibly produce better, more productive lawyers. Of course, conflict in legal practice and in one's personal life is inevitable and can be both positive and negative, but "chronic, unmanaged conflict creates physical, psychological, and behavioral stress."²¹

Although the legal profession, at large, has begun to acknowledge the struggles lawyers face, the profession appears to have a long way to go in making individual lawyers comfortable with being open and honest about their struggles. Lawyers are often, by their very nature, overachievers and perfectionists who work in a profession that tries to project an image of strength. Thus, it may be particularly difficult for lawyers to be honest with themselves and others if they're struggling. The greatest concern voiced by lawyer assistance programs in the most recent ABA

Commission on Lawyer Assistance Programs (CLAP) survey was under-utilization of their services stemming from the shame and fear of disclosure that are connected with mental health and substance use disorders.²²

Resources

In-house lawyers may have a resource right at their fingertips if their companies offer an Employee Assistance Program (EAP). In-house counsel who deal with employment matters are, likely, quite familiar with how EAP works. "An Employee Assistance Program (EAP) is a voluntary, work-based program that offers free and confidential assessments, short-term counseling, referrals, and follow-up services to employees who have personal and/or work-related problems. EAPs address a broad and complex body of issues affecting mental and emotional well-being, such as alcohol and other substance abuse, stress, grief, family problems, and psychological disorders."²³ In-house counsel should feel comfortable making use of EAP if necessary.

Additionally, the ABA CLAP "has a mission to assure that every judge, lawyer and law student has access to support and assistance when confronting alcoholism, substance use disorders, or mental health

issues so that lawyers are able to recover, families are preserved, and clients and other members of the public are protected. This mission is carried out by supporting the work of state and local Lawyer Assistance Programs (LAPs) as they provide hands-on services and support to those in need of their assistance."²⁴ The CLAP website has a directory of National Resources²⁵ for help with suicide prevention, chemical dependency and self-help, compulsive gambling, eating disorders, family support, mental health, and sexual addiction and compulsivity. Further, the CLAP website provides a Directory of Lawyer Assistance Programs²⁶ for all 50 states, the District of Columbia, New York City, Canada, Puerto Rico, the Virgin Islands, and England/Wales/Scotland. This directory includes websites, phone numbers, email contacts, and social media accounts.

Work-life balance and early utilization of resources, such as those above, is important to keep the legal profession healthy and productive given the stakes of not doing so are high. For example, the ABA Study was comprised of nearly 13,000 currently practicing lawyers and found that between 21 and 36 percent qualify as problem drinkers, and that approximately 28

percent, 19 percent, and 23 percent are struggling with some level of depression, anxiety, and stress, respectively. Additional challenges include social alienation, work addiction, sleep deprivation, job dissatisfaction, and negative public perception.²⁷

Of course, this article does not provide an exhaustive list of ways lawyers and their support systems can prevent and reverse the possible negative consequences of the profession. However, it does offer a starting point for education regarding the dangers in the legal profession, so that lawyers can actively work to prevent such outcomes for themselves and spot the warning signs in their colleagues and loved ones. Additionally, and particularly vital for in-house counsel, understanding the positive impact of work-like balance benefits is a step toward improving lawyer retention, recruitment, retention, and performance. It is only through education and open-minded honesty that the challenges lawyers face will be conquered. While some of the research is daunting, the future is hopeful as more and more lawyers and organizations acknowledge and confront these challenges. **ACC**

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ACC EXTRAS ON... *Work-life balance*

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CHEAT SHEET

- *Lacking diversity.* In the United States, less than 12 percent of general counsel are minorities, and only 22 percent of women are law firm partners, law school deans, or general counsel.
- *Magic number.* If 30 percent of the candidate pool interviewing for a leadership position is from an unrepresented group, the chances of a member of that group being selected significantly increases.
- *Hackathon.* The portmanteau of hack and marathon, hackathons are traditionally hours or days-long collaborative forums designed to groupthink through problems in the IT world.
- *Women in law.* Using a hackathon format, Diversity Lab turns winning ideas that address diversity in law into pilots that can then be implemented across the profession.

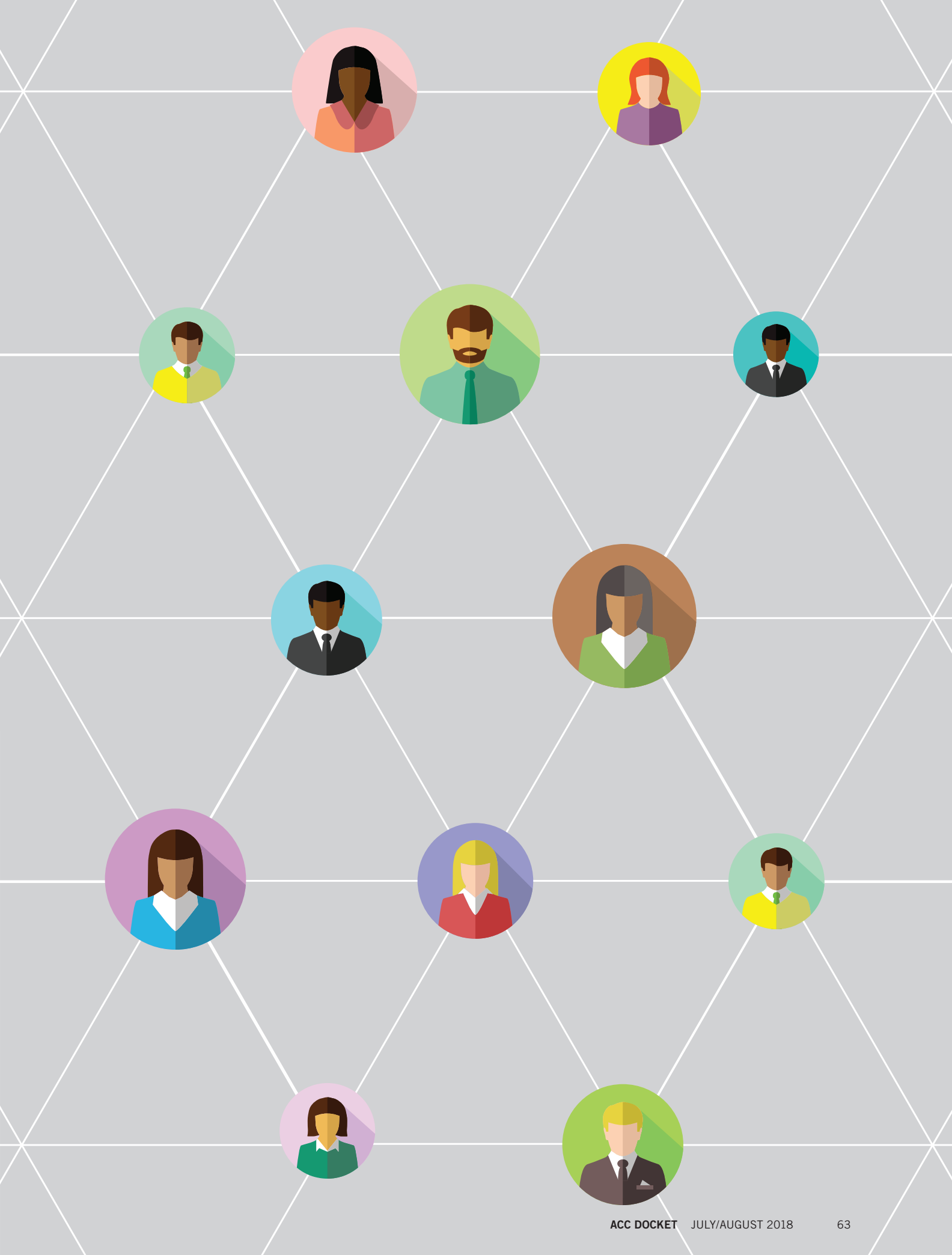
Hacking Diversity Programs Yields Results

By Joe Otterstetter and Melanie Heller The worlds of business and law have launched an inspiring array of committees, programs, projects, studies, reports, positions, and conferences devoted to diversity and inclusion in the workplace — a lauded focus area for well over 30 years.

With all that thought, talk, and intention, why are we not seeing real change? Why is the proverbial needle moving at a glacially slow pace, or even moving in the wrong direction on some metrics?

According to the US Bureau of Labor Statistics, law remains one of the least racially diverse professions in the nation, with 88 percent of lawyers being white. Women represent more than one-third of the profession but only 22 percent of law firm partners, law school deans, or general counsel of Fortune 500 companies. About one-fifth of law school graduates are minorities, but they represent less than 12 percent of general counsels and only 16 to 18 percent of law firm partners.

To understand some of the root causes and act to resolve lingering inequalities, the research and best practices organization Diversity Lab came up with a truly novel idea.



“There’s a lot of buzz behind diversity and inclusion (D&I), a lot of firms hiring D&I executives or chiefs, and that’s wonderful. But the hackathons are getting to the root of the problem, asking what we can do differently, what we can put in place to make a change. It’s not just a statement that this is a priority; it’s an action.”
— Neysa Fligor, senior counsel of global supply chain operations at HP

Address the diversity issue, how else, but with diversity

Software programmers flock to *hackathons* — intense sprints of idea generation and development designed to group-think through problems, create startup ventures, or conjure up the next killer apps.

The word is a portmanteau of *hack* (in the sense of exploratory programming) and *marathon*. Hackathons can be hotbeds of innovation where great thinkers come together and bring new ideas to fruition. The collaborative format brings diversity of thought and expertise. One contributor may have a flash of brilliance on a business idea, while another offers a genius way to wrangle a piece of code. Fueled by fast food and sleep deprivation, the collective group delivers beyond what any of them could do alone.

Diversity Lab lifted that concept from the IT world and partnered with Stanford Law School and Bloomberg Law to host the first “Women in Law Hackathon” in 2016. The brainchild of Diversity Lab founder Caren Ulrich Stacy, this Shark Tank-style pitch competition generated ideas to improve retention and advancement of women in law firms — but without the Red Bull, cold pizza, and all-nighters.

Participants organized into teams for four months of remote collaboration, then pitched their idea to the judges. The hackathon brought together 54 high-level law firm partners and management committee members. Each

team had six partners, two team advisors, and one Stanford law student.

The top three winning teams were awarded prize money donated by Bloomberg Law — US\$10,000 for the top idea, US\$7,500 for second, and US\$5,000 for third — to grant to their choice of a nonprofit organization that works to advance women in the legal profession and beyond. Diversity Lab contributed another US\$5,000 in prize money for two crowd favorites.

When Stacy first hit on the idea for the hackathon, she wasn’t sure what kind of reaction she would get, but all spots were filled in two weeks. Law firms were eager to be part of the solution. In fact, the event was such a success that Diversity Lab decided to hold two more hackathons in 2018 — this time broadening the scope to address diversity beyond just women.

“This whole concept of a hackathon is different, unique and exciting, and it has been successful,” says Neysa Fligor, senior counsel of global supply chain operations at HP and participant in the 2018 hackathons. “There’s a lot of buzz behind diversity and inclusion (D&I), a lot of firms hiring D&I executives or chiefs, and that’s wonderful. But the hackathons are getting to the root of the problem, asking what we can do differently, what we can put in place to make a change. It’s not just a statement that this is a priority; it’s an action.”

“I’ve been taking part in diversity and inclusion conferences, events, and awareness campaigns for a long time, but the hackathon is something



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Melanie Heller, vice president and chief of staff for Bloomberg Law, serves as a key advisor to the president and drives initiatives that span multiple areas. She has a B.A. in English and Psychology from Washington University in St. Louis, an MPhil in Oriental Studies from Oxford University, and a JD from Fordham Law School. mheller@bloomberglaw.com

different,” says Chris Shumate, corporate counsel for commercial insurance at Liberty Mutual Insurance and participant in the 2018 hackathons. “They’re putting smart people with the power and connections to move these things forward to a solution. Educating people on diversity issues is one thing, but we’re coming up with a process that moves beyond just putting people together in a room to talk about it.”

Indeed, it was encouraging to see people dedicated to making real change — not just talking about it. The ideas generated from the first hackathon transcend things that have been attempted in the past and could truly transform the legal sphere. The teams came up with concrete, tactical solutions that we can put in place immediately, and many of them have application outside the legal arena as well.

The 2016 Hackathon winners

A panel of judges evaluated the Women in Law Hackathon presentations based on 12 criteria and selected the following as top picks:

- Inspired by the NFL’s Rooney Rule, the ironically named **Mansfield Rule** (in honor of the first woman lawyer in the United States) calls for firms to consider women and minorities for at least 30 percent of the candidate pool for leadership and governance roles, equity partner promotions, and lateral positions.
- **OnTrack Sponsorship** supports diverse lawyers in the years leading up to partnership and the two or three years after. The approach brings together four constituencies — firm partners, management, external coaches, and influential clients and in-house leaders — to guide and develop these lawyers during the “Five-Year Moment.”

OnTrack differs from typical sponsorship programs in that it uses teams and technology to ensure equitable access to sponsors and career advancement

opportunities for *all* lawyers. Outcomes are tracked using the custom-built technology platform to ensure engagement, accountability, and success.

- **CompFirmation** uses language optimization tools and a blind review process to minimize unconscious bias in the law firm partner compensation process. As a first step in the pilot, computational text analysis was applied to partner compensation memos to uncover the themes and nuances of language associated with high performance.
- **SMART (Solutions to Measure, Advance and Reward Talent)** is a reporting and evaluation system that captures the non-billable value and work lawyers add to the firm — such as special projects, mentoring, pro bono, recruiting, and diversity — and ensures that this important but typically unpaid “office housework” done predominately by women is rewarded, recognized, and spread equally among all lawyers at the firm.
- **The Power Development Program** adds a twist to the traditional secondment concept. It immerses two generations of women lawyers — a partner and an associate — with clients for 12 months to learn their business, service their matters, and eventually gain economic credit for the relationship.

From great ideas to action

What distinguishes the Diversity Lab hackathons from so many other diversity initiatives is the commitment to action. Diversity Lab turns winning ideas into pilots, monitors the results of those pilot programs at participating law firms and legal departments, and determines which ones have merit and should be propagated across the profession.

Nearly three dozen firms volunteered to serve in project pilots through a Hackathon Alliance directed by Diversity Lab. “The fear was that

“As a community, we can solve these problems with much more speed and clarity if we’re doing this in a collaborative way.”

— Caren Ulrich Stacy, founder and CEO of Diversity Lab and Onramp Fellowship

we’d go back into our respective corners and develop these in isolation,” Stacy says. “As a community, we can solve these problems with much more speed and clarity if we’re doing this in a collaborative way.”

As opposed to one-off implementations, the Hackathon Alliance helps ensure that initiatives don’t fizzle due to lack of cultural support or resources, and that results are analyzed in a consistent and transparent way.

The first project tackled was the Mansfield Rule. “We looked at a large body of research on the Rooney Rule, which relates to equal opportunity for NFL coaching positions,” Stacy says. “Every PhD student has done a dissertation on it. So we had a large body of knowledge from that other industry to build on, then looked at what elements would have to be included to make the approach work for our world.

“We went back to the law firms that had stated an interest and said, ‘This is what it would look like if you did it.’ Immediately we had 30 firms sign up. As soon as the press picked up on it, we had 14 more firms sign up. So we have 44 law firms doing a one-year pilot, plus a waiting list of another 25 firms that want to participate in the 2.0 version of the program that starts this summer.”

“Wise leaders don’t typically issue outcome reports based on what they ‘think’ has occurred. At Diversity Lab, we measure everything we do and share the results in hopes that everyone will benefit from the findings.”

— Caren Ulrich Stacy

Along the way, the pilots are measured and modified. For instance, research from Harvard Business review showed that if you just interview one member of an unrepresented group for a leadership position, that candidate has virtually no chance of being selected. The magic number was 30 percent of the candidate pool, so the goal was reset to have the desired impact.

Diversity Lab gathered data at the six-month milestone and published the findings, says Lisa Kirby of Diversity Lab. “We found a lot of small wins and indicators of progress, even in that six-month timeframe.”

Not all of the participating firms had leadership openings in that time, and not all had filled 30 percent of open positions with women and minorities, but all showed progress on ancillary goals of the pilot, such as better tracking, transparency, and documentation norms on diversity metrics. Some reported that the Mansfield Rule brought people into consideration who wouldn’t normally have been on their radar. About 95 percent of firms reported having formal discussions about diversity in hiring and leadership appointments.

“That’s a major step forward, so we are really excited,” Kirby says. “At the end of the certification period, we’ll gather a lot of data on the firms — where things stand, what went well, where to improve. We will analyze the data by a lot of different angles. This measurement, reporting, and knowledge sharing are significant and important components of what we do at Diversity Lab, so it’s built into all of the pilot projects we’re doing.”

Data-based evidence is key. “Many organizations are spending an incredible amount of time and money designing and implementing diversity plans without a cost-benefit analysis,” Stacy explains. “Without tracking or analyzing the outcomes, they likely only know subjectively, not objectively, if

the policy or plan is succeeding. Wise leaders don’t typically issue outcome reports based on what they ‘think’ has occurred. At Diversity Lab, we measure everything we do and share the results in hopes that everyone will benefit from the findings.”

In early April, Diversity Lab launched an OnTrack Sponsorship pilot after a year of technology development. Ten law firms are beta-testing the team-based and app-driven approach with five diverse protégés at each firm. “Each diverse lawyer participating has 10 to 15 goals, and we are measuring progress toward those goals,” Kirby says. “Interim measurement enables us to iterate and make improvements based on what we see.”

For now, the solution is just being tested in law firms. “It does have transferability, so our plan for the pilot 2.0 is to include legal departments,” Stacy says.

The 2018 Diversity in Law hackathons

With successful pilot projects in the works, there had to be an encore or two. Bloomberg Law is again working with Diversity Lab to sponsor two hackathons in 2018.

The first one kicked off in February in partnership with Harvard Law School Executive Education. The Shark Tank-style presentations took place at Harvard in June. A second hackathon, running from July through November, is hosted at Northwestern University Pritzker School of Law and the University of California, Hastings College of the Law.

The 2018 Diversity in Law hackathons include some new twists:

- A broader focus on women and minorities, thus the renaming of the program
- Participation from corporate law departments as well as law firms
- An in-person kickoff event with team-building, networking, and education
- Predefined focus areas, to align teams with the issues that most interest them

- A streamlined framework for choosing the winners

Each team includes three or four law firm partners, two or three legal department leaders, an expert advisor, and a law student from the host university. The roster is impressive — 105 high-level law firm partners and legal department leaders from top companies across the country, an equal number of men and women.

A powerful and committed roster of participants

Diversity Lab had no trouble getting even big powerhouse firms and corporations on board. “We still have a waiting list,” Stacy says. “As we started talking to current clients about the 2018 events, they were signing up immediately. As soon as *American Lawyer* wrote something on it, the spots filled in less than a month. We have an overwhelming interest in this, which is a good thing.”

“At Liberty Mutual, we saw this as a really exciting opportunity,” says Shumate, who knew about the first hackathon but couldn’t participate, since it focused exclusively on law firms. “When they opened it up to in-house counsel, we jumped at the opportunity, because it aligns with our diversity and inclusion goals here at Liberty Mutual.”

“I was excited and honored to be asked,” says Fligor of HP. “I’m on a great team. My team is so gung-ho, with a lot of extroverts. We’re excited about coming up with a solution and having an impact. Our meetings are pretty high energy. And the fact that the first hackathon was so successful, with so many firms implementing the Mansfield Rule, was really a big motivator.” Participants see this as an opportunity to be part of something real.

Choosing high-level leaders was part of the plan, Stacy says. “We thought including all four generations would bring more creativity, but it’s going to

be hard for millennials to walk back into their firms and change the structure or model. We purposely sought to bring in the high-level leaders in these law firms and legal departments with the hope that they would have the influence and gravitas to put some of these ideas in place.”

A wellspring of diverse thought and experience

The participating organizations are a diverse lot — from Am Law 200 firms and a few smaller firms, and in-house legal departments with as few as two attorneys, to giants like Amazon and Microsoft. “The idea was to include a mix of organizations in size or footprint, industry, and practice type,” Stacy explains, “to capitalize on diversity in that regard and get as many different ideas and perspective as possible.”

The same is true of the advisory panel, says Kirby. “We have a really broad array of expert advisors. Some are lawyers, some are diversity and inclusion thought leaders, some are D&I experts who are outside the law but understand the profession well. Each brings something different from their own career path and experience.”

All that diversity of thought and experience will be brought to bear on these 2018 focus areas:

- **True inclusion, no lawyer left behind:** Creating a culture of inclusion that benefits everyone
- **Diversity pipeline:** Growing the pipeline of talented diverse lawyers entering the legal profession
- **Equal and fair access to opportunities:** Facilitating equal access to work and influential power players
- **Pay parity:** Identifying and closing pay gaps in law firms and legal departments
- **Leadership gap:** Increasing diversity in leadership at law firms, legal departments and beyond
- **Unconscious bias interrupters:**

“If you walked into the room, and you had no context for what was going on, you would have never guessed that it was a bunch of lawyers trying to solve a problem.”
— Caren Ulrich Stacy

Mitigating unconscious bias in all talent management processes

- **Diverse teams:** Creating and capitalizing on diverse teams to reach better business results
- **Lawyer satisfaction and retention:** Finding ways to retain the best and most diverse talent
- **Diversity and inclusion impact/ measurement:** Creating standard measurements for diversity initiatives

A boisterous and unexpected kickoff

One big difference this year was the decision to bring everybody together for a kickoff at Harvard, even if Boston might not be the first choice for a February getaway. By all accounts, the content-dense kickoff exceeded expectations.

For one, even in this age of online everything, Skype and conference calls, it’s still much easier to work with and communicate with people you’ve actually met, even if it was just for two half-days.

“The kickoff gave us an opportunity to meet, sit and talk with our teammates, and build a relationship,” Shumate says. “Now that we’re in the remote collaboration phase, we still have the face-to-face recollection of who we’re working with. I thought that was unique and a big takeaway.”

Want to run your own hackathon?

A key to the success of the Diversity Lab hackathons is the power of group-think. Participants represent a broad range of experiences and thinking styles across many organizations. But the concept can still be very useful when applied within a single organization, perhaps spanning departments or divisions.

“The essential value of the hackathon construct is that it takes people out of their day-to-day responsibilities and enables them to focus on something that needs attention but might not be a big focus for the organization,” says Kirby. “The hackathon format carves out time and encourages people to work in teams to ideate and innovate.”

But you can’t just throw people in a room, set them free, and say you’ll check in with them in 48 hours, Kirby cautions. “There’s a lot that goes into it. We put the teams together thoughtfully. We did a lot of pre-work so everybody was up to speed on the issue. Each team is supported by an expert advisor, and we have structure in place to make sure everything is on track, everything flows, and we’re not just talking in circles each week under the control of the loudest person in the room.”

Could hackathons help in addressing other types of issues, such as questions of technology or better access to justice? Unquestionably, says Kirby. “The format lends itself to anything. You can use it for any topic on which you want to stimulate new ideas and strategize as a team.”

Shumate’s team is working on the issue of unconscious bias.

Momentum actually began eight weeks before the kickoff. Participants received weekly installments of on-demand learning on the target areas. Each learning package included provocative articles, research, and podcasts and more that provided rich context. The intent was to create a sense of excitement and shared purpose leading up to the kickoff. Some participants say these briefing packages became integral to their 2018 development plans.

If participants thought they knew what to expect when they arrived at Harvard for the kickoff, they undoubtedly were wrong. The event was thoroughly planned and included some unexpected elements.

For starters, the group heard a thought-provoking talk from Scott Westfahl, faculty director of education

for Harvard Law School, about principles of design thinking for problem-solving. They did a shadow teaming exercise, where they partnered with another team to work through the stages of design thinking. They learned about their Myers-Briggs personality types (MBTI) and the implications for team dynamics. Teams were given sticky notes, paper clips, and other basic office supplies and challenged to build a tower, with prizes for the tallest and the most creative.

“If you walked into the room, and you had no context for what was going on, you would have never guessed that it was a bunch of lawyers trying to solve a problem,” Stacy says. “The energy in the room was boisterous. Lawyers solve problems all day every day — usually not-so-fun problems. This had the element of engagement, fun, and the promise that this could really become

something important. It’s not just about solving a problem for one person or entity, but solving a problem for an entire profession.

“The feedback we heard was that one of people’s favorite things was finding that so many people are enthusiastic about diversity and inclusion.”

The judges and judging

“Hackathon judges were invited on three criteria,” Stacy explains. “Do they understand the barriers to diversity and inclusion, have they been around long enough to know what has worked and not worked in the past, and do they have enough of an open mindset and base of innovation that they’re willing to accept ideas that seem different and hard, and hopefully needle-moving?”

“We wanted people who brought to the table a balance of understanding law firms and legal departments, but not being so wedded to how law firms and legal departments currently do things that they couldn’t see through to what could be some big changes, things that might blow up the systems.”

So the judging panel for the spring 2018 hackathon includes a senior editor at *Fortune* who covers law and also writes on diversity and inclusion, a US District Court judge who has done some innovative things in his courtroom and been a leader in bringing up the next generation of lawyers, the former chair of an Am Law 200 firm that has progressive D&I practices, a former lawyer turned entrepreneur in flex-time workplace solutions, and a deputy general counsel at a Fortune 100 company who has helped create inventive programs both in his organization and his community.

The judging process has been streamlined for this second round of hackathons. Instead of asking judges to consider 12 criteria, which made for a challenging deliberation, the approach

is now based on a four-quadrant matrix. On one axis is *impact* — is this thing going to move the needle? On the other axis is *risk* — what are the odds of this being implemented, adopted, and sustained?

“The sweet spot, of course, is an idea that’s high impact and low risk,” Stacy says. The Mansfield Rule is a perfect example — straightforward and easy to implement while making a difference.

The second 2018 hackathon, hosted by Northwestern and UC Hastings, kicked off in July and will last through November. Diversity Lab will then spend a year developing the winning ideas for a second round of pilot programs. If needed, a third round of hackathons would take place in 2020.

But Stacy hopes to work herself out of this part of her job. “If in a perfect world, the ideas that come from the 2018 hackathon move the needle, and we start to see greater percentages of women and minorities advancing and staying in the law, then we may just continue to focus on those things and not need to run more hackathons.”

Giving visibility to diverse talent

“There’s a lot of talent out there, people who can bring diversity of thought

into their roles while demonstrating excellence, and who can serve to broaden society’s perspective of about what leaders can look like and who can be considered leaders,” says Audrey Jean, corporate counsel and director of Bloomberg BNA. “We would all benefit from a broader view, beyond the conventional pictures in our minds.”

“There have been many strides recently with more deliberate efforts to place diverse attorneys in positions of leadership in in-house counsel,” Jean notes. For instance, the National Asian Pacific American Bar Association (NAPABA) recently announced that it was two years ahead of schedule to achieve its “20x20” goal — to get 20 Asian Pacific Americans in Fortune 500 general counsel positions by the year 2020. This was supported by identifying talented leaders and providing them with further mentorship, training, and support to help them succeed. NAPABA is now inspired to set its sights even higher, expanding the goal for Asian Pacific American GCs.

In February, Drinker Biddle announced that with the election of seven new partners to its managing partners committee, the firm had reached gender parity in leadership. (The firm’s executive management team is also 50 percent female, with

two women and two men.) And in April, the merger of Bryan Cave LLP and Berwin Leighton Paisner LLP was made official, with the new firm led by two female co-chairs: Therese Pritchard and Lisa Mayhew.

So there is progress, slow and steady. “There is growing recognition that the talent is out there, we just need to increase their visibility and give them the opportunities,” Jean says. The Diversity in Law Hackathons are working to accelerate that process — in a diverse and inclusive way. **ACC**

ACC EXTRAS ON... Diversity

ACC Docket

You’re in the Room — Now What? 14 Board Diversity Arguments for In-house Counsel (March 2018). www.accdocket.com/articles/14-board-diversity-arguments-for-in-house-counsel.cfm

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Athletes and Employees Speak Out: Do Your Employment Practices Drop the Ball in Addressing Diversity, Controversial Speech, or Tensions at Work? (March 2018)

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CHEAT SHEET

■ *Demand.*

The rise of on-demand counsel services is due to client dissatisfaction with the traditional law firm services and a lack of professional fulfillment on the part of the lawyers.

■ *Clientele.*

A large percentage of clientele for on-demand general counsel services firms are startup and growth stage companies. However, the number of larger business using these services to supplement their in-house counsel is steadily growing.

■ *Benefits.*

On-demand legal services offer new career paths for in-house lawyers with more flexible schedules, as well as more affordable legal options for businesses.

■ *Variety.*

On-demand services afford general counsel the opportunity to work with multiple clients from various sectors at once, gaining dynamic experience in diverse practices.





THE “OUTSIDE” GC:

A NEW OPPORTUNITY FOR IN-HOUSE LAWYERS

By Lakshmi Sarma Ramani Years ago, when I first went in-house, I thought I would never go back to a law firm. Although I was fortunate to have had a great law firm experience, I didn't feel that the billable requirements and business development lifestyle would be a good fit for me. I've been in-house now for about 12 years, including serving as general counsel for a well-known nonprofit organization. But, to my own surprise, I am back at a firm. However, nothing about it feels like a traditional law firm. In fact, I continue to be a general counsel, only now I am the outside general counsel for several nonprofit organizations, helping them all further great missions. I am doing what I love, while managing (and enjoying!) my family and other important commitments, because this firm is structured differently than traditional law firms.

I am a wife, a daughter, and a mother of two wonderful children, ages 11 and 8. I am a Girl Scout troop leader and a board member for a prominent women’s health organization. As part of the “sandwiched” generation, I am often tending to the needs of my children and my parents while maintaining my career.

So, how exactly did I get here? I’ve always enjoyed being a part of a team, and working in-house allowed me to do just that: work collaboratively to develop trusting relationships with my colleagues and internal clients. I have been fortunate to find positions that continued to build upon each other — I started off as a government tax attorney then transitioned into a public finance and tax attorney at a law firm. Those skills helped me as a transactional attorney at SprintNextel, which in turn was useful for my work at The Nature Conservancy (TNC). My in-house experience culminated when I was general counsel and assistant secretary at the National Association for the Education of Young Children (NAEYC).

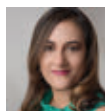
My in-house experience was very enjoyable, and I was fortunate to work for companies with great colleagues at Sprint, TNC, and NAEYC. Not only was I able to help advance great missions, but I also had the privilege of working with very dedicated colleagues. Professionally, I had a range of responsibilities, from finance and investments to marketing, membership, philanthropy, cybersecurity, and privacy, as well as serving as an assistant secretary of the organization. All of which expanded and deepened my areas of legal expertise. As general counsel and assistant secretary at NAEYC, I was able to support the largest early childhood education association in the world, while working within a complex organization comprised of over 300 affiliates across the globe.

These experiences played a defining role as I looked to my future. I knew that I needed a job that would be meaningful, collaborative, and flexible. Although Outside GC is the

nation’s largest provider of on-demand, in-house counsel legal services, I had never heard of it until I was looking for a new position. I was pleasantly surprised to learn that at Outside GC, I could join a team of more than 60 former general counsel and senior in-house lawyers and serve as the outside general counsel for multiple organizations. It seemed too good to be true — I could continue doing what I love as a GC, while enjoying the autonomy to pursue other important life interests.

For me, those “other interests” are meaningful in so many ways. I am a wife, a daughter, and a mother of two wonderful children, ages 11 and 8. I am a Girl Scout troop leader and a board member for a prominent women’s health organization. As part of the “sandwiched” generation, I am often tending to the needs of my children and my parents while maintaining my career. Many of my law school classmates opted out of their respective legal careers after starting a family, but I had always been fortunate to find positions with flexibility, so this was essentially a non-negotiable item for me. You can imagine my delight then when I had an opportunity to become an on-demand general counsel, an alternative practice model that has steadily gained traction over the past 20 years.

When I first met Jon Levitt, co-founder and managing partner of Outside GC, I had a basic understanding of the model. Nonetheless, I was apprehensive about mentioning the breadth of my existing commitments with my idea of continuing with a full-time, executive career. Levitt was completely reaffirming, explaining, “We want people on our team just like you, who are looking for a balance between professional and personal pursuits.” At



Lakshmi Sarma Ramani was the general counsel of the National Association for the Education of Young Children and senior attorney at The Nature Conservancy. She is currently a member of the firm at Outside GC LLC where she is the outside general counsel to multiple nonprofit organizations. lsramani@outsidegc.com

that moment, I knew this was the right fit for me.

Beyond a reasonable work-life balance, the opportunity to continue working as part of a team was a major draw. In this case, the team consists of former GCs and senior in-house lawyers from various industries, each of whom brings significant legal and business experience to their roles as outside general counsel. In fact, all Outside GC lawyers have at least 10 years of experience and have worked as a GC or senior legal counsel, which enables them to provide client service marked by efficiency and practicality. It is incredible to work with a group of such highly accomplished colleagues, and the support we provide one another is invaluable to our ability to deliver the best possible service to our clients.

I was equally attracted to the nature of the client work. I would have the opportunity to work with multiple clients simultaneously, each furthering different, yet important, missions and goals. The variety lends itself to new challenges and issues that keep the work interesting.

Since joining Outside GC last fall, I have become the outside general counsel for four nonprofit organizations, and the list is growing steadily. I also have opportunities to provide legal advice to a variety of clients in various sectors and use the full range of my experience to help their general counsel with overflow, or to advise on a discrete matter. Although several of these engagements were self-originated, there is no pressure to bring in clients. Our managing partners handle business development, and there is a business operations team that provides support with billing and other administrative details. Moreover, I can decide how many hours per week (or month) I wish to spend on client work, and I have considerable latitude in how I manage my client relationships. If I am planning a vacation, or require time

Doing it her way



Sarah Ennor prefers to work independently, a realization she made after she took some time to travel and soul-search. After years of working as in-house counsel at ScotiaBank and later at the Bank of Montreal, including a short stint overseeing the bank's US compliance, she decided to launch her own firm, GrowthCounsel, to help startups and young businesses grow. The decision allows her to focus on the things she enjoyed most about in-house work: helping the business grow. "Right now, I have the chance to work on anything from construction, leasing, and entertainment law, as well as corporate and securities work, and the variety is wonderful," she says. While her primary clients are growing Toronto businesses, she recently joined Conduit Law, a flexible on-demand legal service firm.

Late last year, Peter Carayiannis, the president of Conduit Law, approached Ennor to see if she would be interested in working with a NewLaw pioneer, working to support a global financial services client whose needs matched her background, experience, and expertise. Conduit Law allows its lawyers the freedom to work from anywhere, a perk Ennor relishes. Another benefit is the steady, reliable, and sophisticated work. "For people looking to have a flexible alternative but aren't suited for the business development side of the law, it is nice to have Conduit Law's support and the opportunity to work with exciting clients," she says. Carayiannis, a former general counsel himself, understands the changing dynamics of the legal profession. And he knows that some the lawyers currently working for Conduit Law will eventually go back in-house, as the businesses they are helping need more in-house work.

Ennor isn't ruling out that possibility working with a client full-time, but it would have to be the right fit, she maintains. "I love acting as in-house counsel, especially with young, entrepreneurial businesses that are growing quickly but only need part-time legal help." For now, she is happy with the flexibility and variety in her career. Tomorrow, she may be working for a different client, in a different practice area, from another continent. And that's OK with her.

away for another reason, I am fortunate to have colleagues at Outside GC who will cover for me.

As I consider my own satisfaction with this new role, it is easy to see why the on-demand legal services model continues to grow in popularity. Industry gurus have attributed its rise to many different factors, but two often-cited reasons are client dissatisfaction with the traditional law firm services and a lack of professional fulfillment on the part of lawyers. Even before the Great Recession, clients had begun to balk at skyrocketing legal fees, especially when they were being charged for routine, day-to-day legal

matters as opposed to major corporate transactions or litigation. Meanwhile, lawyers have long struggled to manage billable hour requirements and partnership track stressors while juggling other priorities. Identifying a need for an alternative that addressed these problems, Outside GC's founders launched their firm in 2002, and in doing so, offered a new career path for in-house lawyers and a more efficient and affordable legal option for businesses.

Like other on-demand general counsel services firms, it sees a large proportion of its client work coming from startup and growth stage companies, many of whom are post first-round,

I think one of the best indicators of career satisfaction for an on-demand GC is that, like me, many lawyers choose this role at the pinnacle of their in-house careers. I am able to continue pursuing a professionally challenging career, while maintaining control over my time and my life.

venture-backed entities. Because companies like these are primarily focused on bolstering value through increasing revenue and controlling costs, they are not in a financial position to hire their own in-house counsel, nor are they willing to pay large firm rates for routine legal work. Since I've joined, we have also seen a strong increase in interest from the nonprofit sector for many of the same reasons: An outside GC can provide in-house legal services on an as-needed basis, at reasonable hourly rates. Their experience as former general counsel enables them to

handle that work with efficiency and a practical business-minded approach.

On-demand in-house lawyers have also become a valuable solution for larger, more established companies who already employ an in-house lawyer or legal team. For these businesses, I am able to support GCs by supplementing their team's bandwidth when needed or providing specialized expertise where none exists in-house.

The flexibility and adaptability of this model are a huge win-win for clients and lawyers alike. I think one of the best indicators of career satisfaction for an on-demand GC is that, like me, many lawyers choose this role at the pinnacle of their in-house careers. I am able to continue pursuing a professionally challenging career, while maintaining control over my time and my life. Moreover, Outside GC's reasonable fee structure allows me to help many clients without charging them cost prohibitive fees. I can work from wherever I choose; for me, that is an office space in Washington, DC. However, many of my colleagues work from home. I work hours that fit into my life, not the other way around. I feel very fortunate to be a member of Outside GC's team, where I get the best of both the law firm and in-house worlds. **ACC**

ACC EXTRAS ON... *Outside counsel*

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MY JOURNEY

INSIDE AND **OUTSIDE**

OF THE LEGAL DEPARTMENT



By Ignacio Vincentelli

I joined International Paper as a finance lawyer, working on large credit facilities, inter-company cash movements, structured financing, and other similar topics. My background, as a young lawyer in private practice, had been in that area. My company, with presence and operations all over the world, was an exciting place to practice law. During those years, I spent most of my time assisting the tax and treasury departments of the company, working on high profile projects and learning from some of the best professionals I have met in my career, from all sides of the spectrum: experienced in-house lawyer peers, tax planners, cash managers, outside counsel and outside tax consultants, among others.

CHEAT SHEET

- *Teamwork.*
Legal departments work as a team, not as individuals.
- *Credibility.*
The credibility of in-house counsel is based on its ability to investigate the client's needs and present different alternatives, as well as risks.
- *Business law.*
The role of a business lawyer is to understand the needs of the business and determine if the solution can be found internally or externally.
- *One vision.*
A business succeeds or fails as a result of its people. Getting everybody engaged, aligned, sharing a vision, and holding each other accountable enables the team to achieve results.

It is never about one person knowing all the answers, but rather a strong and robust network of counsel that ensures that every business situation is investigated with the company's resources to the bottom of the issues in question.

I learned so much in that phase of my career! For me, it was the perfect transition from being on the “outside” to becoming “in-house.” In those years, I realized that our jobs as in-house counsel are commonly misunderstood from the outside. The nature of the work we do, to the hours we put in, and even the levels of quality and excellence of the work-product at a Fortune 500 legal department are not realized by outsiders.

Throughout those years, I learned that the legal department works as a team, not as individuals. It is never about one person knowing all the answers, but rather a strong and robust network of counsel that ensures that every business situation is investigated with the company's resources to the bottom of the issues in question. I learned that companies like mine have plenty of resources and, when it comes to legal analysis and compliance, we are always expected to get it right.

During those first years in-house, I learned that an internal business client would not pay as much attention to whether I knew the answer from the get-go or if I had consulted with a peer or outside counsel to get to the same answer. My credibility as in-house counsel was not built on the basis of my credentials, or even personal knowledge, but in my ability to

timely investigate the client's needs and present different alternatives, while also conveying the risk profile of each one. That way, the business client can make a decision to address a specific situation.

From subject-matter expert to business lawyer

As I got more and more excited about my job, I wanted to know more about the company and our businesses. At one point, I was feeling that in my role it wouldn't make any difference to me if the company made widgets or was in the paper and corrugated packaging industry. So, one day, in part due to my inexperience and naivety, I approached one of my bosses in the legal department and asked her opinion on pursuing an MBA. Her answer surprised me. She said, “If you really want to get closer to the business, why don't you try to become a business lawyer? That way you'll know more about the business and whether you like it or not.”

So, I did. Not too long after this conversation, a business lawyer position opened in the legal department, and I applied. I was lucky enough to get it. And, once again in my career, I joined a group of colleagues whose jobs I really did not understand.

My first lesson was that a business lawyer does a lot more than reviewing contracts. Granted, reviewing contracts is critical, and one must get it right, but overall, a business lawyer has a greater role than just one specific task. Because of the exposure and proximity to the business and its players, a business lawyer has the unique opportunity of understanding the priorities of the business and its vision, thereby becoming a true business partner.

It took me a couple of years to fully grasp the importance of business lawyers in a big and sophisticated legal department. I don't know why I had to resort to a different profession to finally have my “Aha” moment, but it came when someone explained to me the difference between business lawyers and subject-matter lawyers (such as environmentalists, litigators, securities, finance, labor and employment, intellectual property, etc.) using a doctor's analogy. He said that the difference is similar to the difference between family doctors and specialists. If you're not feeling well, you don't go straight to the neurosurgeon or the endocrinologist. You go to your family doctor first; the doctor who knows you and also knows a little bit of many different areas of medicine. If he thinks you need to see a specialist, he'll refer you to one.

As a business lawyer, I was the point person between a business unit and the legal department, and in such capacity, I was the initial recipient of a wide variety of calls from business managers. Sometimes they called about a customer supply agreement issue, or a purchasing issue, or an employment issue, or a labor one; sometimes, they involved environmental, credit collection, or other legal compliance questions. To be effective, I learned how to be a traffic cop and, at times, a translator. My role was not to appear in front of my business counterparts as the know-it-all lawyer who was able to master all of the aforementioned areas of the laws. Conversely, my role was to understand what the needs of the business were and to analyze if I was able to find the solution by myself or if I had to refer them to an expert. If I did use an outside expert, I would stay on the team and act as a translator.



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Finally, as a business lawyer, I learned that it was my role to stay close to the business, attend meetings, listen to their presentations, and be available to them. That way, I would earn their trust and understand what was important to them.

One day, I found myself having a conversation about my career with the VP of the business unit I served as business counsel. We talked about my future, and he asked me if I was interested in running a business one day. This is something that I had dreamed before, and I said yes, but I didn't know how to make the jump. Yet again, I asked one of my bosses if I needed to get an MBA and got basically the same answer: No! Nothing would replace on-the-job training, I was told, and for that, you only need someone to give you the opportunity. Due to my experience as business lawyer, my supervisor took the risk and gave me such an opportunity. Perhaps, in the future, an MBA might make sense, but for now, there was no better way to know if I would enjoy and be good at running a business than actually doing it.

From in-house counsel to business manager

After formally exiting the legal department, my company had me shadowing various business managers in different facilities to help me gain the confidence I needed to later manage a business. I spent several months on a plant learning from front-line leaders, the plant manager, as well as from support staff. I also attended numerous manufacturing, labor and employment, and even leadership courses. Finally, in August 2017, I was given the opportunity to run a manufacturing facility.

Ever since I left the legal department and joined the business, I started seeing the same operations I supported before from a completely different lens. Realizing that the whole corporate structure simply supports the work

of the operators on the floor was my second "Aha" moment!

For that reason, I decided to keep a log and write down the most important lessons I have been learning while managing my plant and on my journey outside the legal department. I have to admit, some of these lessons are the result of not so smooth — even at times painful — experiences. The following is a summary of them:

1. Managing people is hard and nobody finds success alone.

Actually, managing people is harder than what we think. As lawyers, we tend to overlook the fact that managing is actually a science that we can study, develop, and ultimately become better at. Whether it is an associate, a paralegal, an administrative assistant, or a shift supervisor, shipping manager, or a controller, the principle is the same: A good leader is able to manage better by getting the best out of the people, inspiring them to a point where they willingly decide to use their discretionary efforts to add more value to the system. A business succeeds or fails as a result of its people. Getting everybody engaged, aligned, sharing a vision, and holding each other accountable is part of the recipe to enable the team to achieve those good results we look for.

2. **Meeting business goals isn't easy either.** For the third time in my career now, I feel that I'm entering a world that I didn't quite understand before. If I ever thought that succeeding in business was "easy," those thoughts are long gone. In today's world, investors and shareowners expect businesses to grow every year and be more profitable. For that to happen, we must work every day to ensure safe and reliable operations, while managing quality, working capital,

Actually, managing people is harder than what we think. As lawyers, we tend to overlook the fact that managing is actually a science that we can study, develop, and ultimately become better at.

sales, volume, pricing, etc. A business manager is constantly asked to work on new initiatives and show improvement on many different metrics.

3. **The "little" things matter.** In my first few weeks at the plant, I learned the hard way that what I can see as "little" may be a "big deal" for someone else. On one occasion, I was asked to authorize removing benches from the machine line where the operators sit when they're tired. I thought about it for about 30 seconds and it made sense to me: Operators have breaks and taking out the benches removes the temptation of sitting down too much. So, I went ahead and authorized it. I was stunned that even operators who didn't like or even have benches would complain that we were taking something away from them. Looking back, I don't know whether removing the benches was the right decision or not, but, certainly, whether good or bad, such a decision was poorly executed for failing to recognize that it was not such a "small thing" after all.

4. **Good communication is key.** I never expected that a lot of

A good communicator not only gets the points across, but also spots and stops false rumors, and prevents communication crises.

what I do as a business manager is actually delivering messages. My training as a lawyer has been very helpful in keeping a mental organization of the information needed to be conveyed. However, to truly master the art of communication, I realized that one needs a lot of practice and even formal training. A good communicator not only gets the points across, but also spots and stops false rumors, and prevents communication crises.

5. **The simpler the better.** In law school, they teach us how to spot issues and apply the relevant rule of law to the fact pattern in question. I have found that this organized and trained thought process helps tremendously in business. Being able to quickly process many different facts and prioritize them in order to focus on the levers that count the most is a great advantage when running a business. In other

words, I have found that a lot of times it is very important to digest lots of information and boil the message down to be passed on to the team in a few simple bullets. Whatever business goal we want to accomplish, if it's too complicated, it won't get done.

6. **You trust (and like) the person who partners with you.** This one doesn't require a lot of explanation. I just never was on this side of the equation: being the client. Today, I see very clearly why a business manager trusts and likes counsel who understand the business priorities and takes the time to work with the business to help reach the desired outcome or is able to explain what other options could also be available. You want to feel that your lawyer, or HR manager, or EHS professional is on your team because they really want to help you get better and fix problems, as opposed to police your actions with a "Gotcha!" type of approach.

make us more rounded as professionals. For example, as suggested in this article, I believe that our training as lawyers is very compatible with business, and with time and effort, lawyers can be good business leaders. On the other hand, I can see that after a journey outside of the legal department, I could come back as a better lawyer with a broader perspective, being more aligned with the business, and in a position where I would be able to ultimately add more value to the company and its shareholders. **ACC**

Would I go back to the legal department?

Every time I'm asked this question, I give the same answer: perhaps. I loved being a lawyer, especially at my company's legal department. I don't believe that you have to sever your ties with the legal profession to be a business manager. They are two very different functions, but they can coexist as experiences that

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Straight to In-house Practice — Internships & First Year Programs >>

By Tiffani R. Alexander

While there is no one path to in-house practice, many may think that “going in-house” is something lawyers do after they do the firm thing — an option for later in their legal careers. However, just like the practice of law is constantly changing, so are the thoughts and opportunities associated with in-house practice. Young lawyers today, and those close to graduating with that coveted JD, have more options than ever, options that go beyond firm or clerkship work.



That said, firm practice is still the most common entry point to the workforce for recent law school grads. According to the *ACC Global Compensation Report*, released in July 2018, 75 percent of in-house counsel who graduated after 2000 worked in a law firm before going in-house. Further, 2016 statistics compiled by the Section of Legal Education and Admissions of the American Bar Association (ABA) found that 45.5 percent of graduates obtained positions with law firms, while 13.5 percent obtained positions in business and industry.

However, ACC's recent survey did find that lawyers are in fact moving straight to in-house law departments at a slightly higher rate, bypassing law firms, government, and academia. Overall, 15 percent of all survey respondents reported going directly in-house after law school. At six percent, in-house counsel in Canada were the least likely to start their legal career in-house compared to the regions/countries studied, while 18.5 percent of respondents in Asia Pacific say they went directly in-house after law school.

For more data from ACC's compensation survey visit acc.com/surveys where you can learn about top box and median salaries, bonuses, and total compensation. For example, the survey highlights that recent graduates report a median total compensation of US\$90,000, with 79 percent beginning their career in the legal counsel role.

These findings and career trends indicate that the legal profession is changing, especially as it relates to the traditional firm model. This means that law students are considering in-house careers earlier, and many organizations are working to attract law students, and perhaps even hire “directly” from law schools.

In this series, ACC has explored this “straight to in-house” trend through interviews with — and topical articles by — new lawyers who have made the move to in-house practice, as well as

the in-house counsel who hire and train them. The straight to in-house series has profiled Jason Churn of Citibank, a straight to in-house hire; Microsoft's Dennis Garcia, who was hired after law school over 20 years ago and advocates for companies to consider the practice; and Tara Rosnell of Procter & Gamble, who also began her career in-house and has hired and trained others who followed the same path. *Find these profiles on ACCDocket.com in the career section.*

In this last part of the series, ACC talks to Independence Blue Cross LLC's (Independence) Laura Grossi-Tyson, senior director, Benefits, Employee Relations and HR; and Joel Stern, CEO of the National Association of Minority and Women Owned Law Firms (NAMWOLF) to get their thoughts on hiring recent law school grads. A former deputy general counsel, Grossi-Tyson understands the inner workings of a legal department and the benefits and challenges associated with bringing inexperienced lawyers into the legal department. While her current company does not hire law school grads, they do hire interns during the summer, competing (quite well, in fact) with summer firm associate programs in Philadelphia. For his part, Stern has hired recent graduates in previous in-house roles and even started his career inside a corporate legal department. He strongly encourages organizations to consider the practice, even when traditional views encourage hiring attorneys to only consider applicants with at least a few years firm experience.

If you're considering a straight to in-house or a summer associate program within your legal department, read on for insight into what to expect from both executives — as well as a few tidbits from those interviewed earlier in the series.

A trend

Recent graduates starting their legal careers in a firm may be the norm,

however a desire for “work-life balance” as well as increased knowledge about corporate practice is changing things. The overall elevation of the stature of in-house counsel and the role they play in not only advising on legal issues, but advising and influencing the business itself, has caused some graduating law students to think of in-house practice first. “After doing more research into the differences between working in-house and private practice, I decided that in-house was a better fit for me,” said Jason Churn, counsel at Citibank, when asked how he came to his first position after law school in Citibank's law department. Dennis Garcia, current assistant general counsel at Microsoft, also started his legal career in-house at IBM. While in law school, Garcia worked part-time at the company's corporate headquarters and later became an intern in their legal department, which he says served as a great introduction to in-house practice and led to his first in-house job. “IBM liked my work and offered me a full-time position to work in their legal department as a lawyer after my law school graduation.”

Going straight to in-house practice hasn't traditionally been the path, but it seems to be a viable option for many new attorneys. That said, is there an actual trend here? According to Stern, it is cyclical. “In the early '80s, I witnessed several corporations interview at law schools for summer interns with the goal of hiring these interns immediately after graduation. In 1983, I was one of those students who was so excited when Allstate Insurance Company came to Cleveland, Ohio looking for future lawyer talent. In the 1990s, this practice seemed to wane a bit, and then it took off in the early 2000s. That died down, and I do see [a trend] right now.” Conceding that those companies seeking out recent graduates are the minority, Stern is hopeful that the tide is turning and believes that the practice supports diversity initiatives as well.

“With articles like these and other initiatives showing the benefits of hiring directly out of law school, I’m cautiously optimistic that we will see an increase in this practice,” he says. “I’m also hopeful it will be correlated to the positive diversity and inclusion wave we have right now in our legal profession. It’s being talked about more than it ever has before, and I’m confident we can marry those two up together and get people to understand that you can enhance diversity and inclusion by hiring first-year lawyers through law schools that you may not have looked at otherwise.”

While there are benefits like those outlined by Stern, there are also challenges associated with the practice. According to Grossi-Tyson, while students may be interested in in-house opportunities right out of law school, some corporate law departments may not be able to embrace the trend just yet. “I think more students want to take a path to in-house [practice], but the barrier is the corporations themselves.” Corporations are different than law firms in many ways, including the fact that firm attorneys generate revenue. “In a corporation, a law department is not a profit and loss area. It’s a staff function and does not generate revenue for the business,” says Grossi-Tyson. “So, they don’t have the luxury, like the law firms do, to just hire lawyers to evaluate talent.”

Company-wide budget constraints that allow the legal department (and all departments) to hire only when there are openings is one of the reasons corporations tend to want new hires to have some firm experience. “Corporations need to have attorneys who can come in and start working with the clients immediately. So, while there may be a lot of students interested — and the interest is there, which is evidenced by the fact that we get a significant number of applicants to our intern program and a lot of students ask me ‘how do I get a job in-house’ — unfortunately the opportunities are not readily available.”

Understanding the budgetary and time constraints outlined above, Stern urges corporations that don’t hire directly out of law school to think about hiring law students for first- or second-year summer internship programs. “As part of the summer experience, have them spend time with your primary law firms, prove themselves there, get hired by the law firm, and then you can bring them back after a few years,” he says. “It’s a low-risk, high-impact way of acquiring excellent talent.” He continues, “However, I would suggest to anybody who would listen to me — try bringing that person on board day one. I love the concept of bringing in first-year lawyers. They do anything you ask, and they do it with passion and energy. Their eyes are wide open. They are motivated to climb up the ladder and they are malleable. And, similar to the law firm hierarchy, when you bring in the next first-year lawyer, you then elevate the lawyers that were previously first-year lawyers, etc., and it elevates everyone.”

According to Stern, his experience with these hires has always been positive. “I would suggest, at least from my history of doing this and going through it myself, that ultimately you will have a higher engaged, more productive, better legal team when you bring in the first-year lawyers into your base, for several reasons. And, I look at the lawyers who we brought in directly out of law school, 20 years after we started doing that, and they’re either still at Accenture or in senior-level positions at corporations and doing great — all cases, not one failure.”

Straight to in-house: Challenges and opportunities for new lawyers

Opportunities associated with in-house practice that are attractive to recent graduates include things like being involved with the business side of things, learning about multiple areas of the law, and not being tied to the billable hour, to name a few.

The overall elevation of the stature of in-house counsel and the role they play in not only advising on legal issues, but advising and influencing the business itself, has caused some graduating law students to think of in-house practice first.

“Work-life balance. It’s one of the biggest benefits of being in-house,” says Grossi-Tyson. “I know a lot of law firm attorneys that will put in an incredible amount of hours. They give up a great deal in their social life to work evenings and weekends to attain the billable hours requirements. While in-house attorneys work hard, there is no billable hours requirement, so there is more flexibility.”

Outside of the billable hours requirement at many firms, starting one’s legal career at a firm does, in many ways, teach new lawyers how to be lawyers. On the flip side, in-house practice teaches them how to also be a partner to the business. According to Grossi-Tyson, the interns who work in the legal department at Independence get the added benefit of learning how a corporation actually functions, which is also true for new corporate counsel hires. “They get to learn the business, which is not something that you’re going to get at a firm, writing briefs, and doing research in the library. They get real hands-on experience working with the clients and getting to see how a business or corporation operates,” she says. Tara Rosnell, associate general counsel, IP, at Procter & Gamble, echoes that thought. “I think the best opportunity for in-house lawyers

Proving value — An Accenture case study

Joel Stern: One of the greatest stories about our program of hiring lawyers right out of law school is that around four or five years into the program — and this is the early 2000s — we wanted to prove that the lawyers we brought in from law school were equally if not better trained than the lawyers at the law firm. We asked one of our law firms (one of the largest in the world) to assess the four or five lawyers who we hired out of law school and compare them with their lawyers of the same status and tenure at their law firm. And they said to us that our lawyers were better equipped to handle the work that we had, or that they were doing just as well as their lawyers, which basically to me was the metric that I had been waiting to hear. I knew it qualitatively, but I wanted to see it quantitatively. To have a law firm say that the law students that we brought in, these first-year lawyers, four or five years down the line were equally if not better trained in position to handle the work that we had than their lawyers, was music to my ears.

I came out of law school and went directly in-house at Allstate Insurance Company. IBM used to have a great program that Dennis [Garcia] took advantage of, and many of us went through the program and we not only survived, we thrived. But to debunk the myth that only law firms can equip these students, first-year lawyers, with what they need to be successful, our program was structured in detail to maximize the likelihood of success. And part of that program was giving these first-year lawyers an opportunity to spend time with the law firms so they could get that “law firm-specific training” and acclimated to the law firm culture as well. It was the way around the “law firms train better” issue. We took our first-year lawyers and had them spend time with the law firms, and offer them the opportunity to learn what it is like to be a law firm lawyer. But in the end, that was maybe 10 percent of their time with us during the first year. And by the end of the second year, they were flying solo and doing an amazing job.

versus law firms is the ability to learn the business and work directly with the clients.”

Of course, the added exposure to the business, especially in a smaller legal environment, means a lot of trust is placed in the new attorneys. “One challenge about going directly in-house is that a lot of trust is placed in the lawyer right from the beginning, which can be uncomfortable until the attorney gains some confidence,” says Rosnell. “An in-house legal department can counterbalance this by having a formal training program for newer attorneys.”

One way to counter this challenge is through mentorship, which is a big part of any new straight to in-house program.

Considering a straight to in-house program

Stern, who started a straight to in-house program while working in Accenture’s legal department, helped to grow the legal department from around 50 to over 1,200 globally during his tenure. The program he started contributed greatly to that growth. “I had always been a proponent of having a summer internship program and also hiring first-year lawyers,” he says. “The general counsel at Accenture at the time was not an advocate of it and thought that the best breeding ground for third-year law students and first-year lawyers was at law firms and not in-house.

But I give him a lot of credit because he said, ‘Joel, if you want to try it and pilot it, I’m very open to it. But you’re going to have to prove me wrong.’ And we did!”

The general counsel’s response is likely not an uncommon one. As Grossi-Tyson pointed out, legal departments don’t typically enjoy the same financial means that firms do. As a cost center, they need lawyers who can get the job done. However, Stern wasn’t deterred by his GC’s words. “As a result, we created a program that we knew would work. We created structure. We engaged supervisors who knew how to manage. We created an interviewing program that was designed to get the best of the best. We established a course curriculum for the first-year lawyers that was a combination of on-site, in-person, and with our favorite law firms. We mentored them. We managed them. We listened to them to seek continuous improvement in the process.”

Mentorship is an integral component part of the program, whether it be a summer internship or first-year in-house counsel program. “First of all, I think all managers should be mentors,” says Stern. “There’s an element of mentorship that if you don’t take seriously, that’s a problem in and of itself. In addition, however, we created a line of mentorship that had no accountability for that individual’s performance.” Stern helped create a mentorship mentor/protégé program where the first-year lawyers would have a mentor outside of their line of reporting, in addition to their manager. “Our program for first-year lawyers included a formal career counselor, and then separately a formal mentor, and the first-year lawyer was the protégé learning from that mentor. And that was a safe haven for the individual. You could ask the mentor any question and the mentor would never second-guess it nor share it with anyone up the first-year lawyer’s chain of command. His or her job was to help you get through this and be successful.”

Getting a program started

As with any new endeavor, there will be challenges — especially in legal departments often charged with doing more with less. Stern points out a few challenges, including: (1) the headcount expense challenges that arise whether they're first-year lawyers or not, (2) the naysayers — the people that don't think it's a good idea and are not open to being proven wrong, and (3) the fact that if you're going to start this kind of program, you need to be in a hundred percent in. "You have to treat it like any other strategic program," says Stern, "which means you have to have an understanding of what you're trying to do. You have to have it very structured with a rigorous process around it. You have to have metrics that you measure not only for the first-year lawyers, but also for the people who are responsible for the orchestration of the program."

At Accenture, they included the lawyers in the straight to in-house program in the performance review process. "We made sure that the lawyers who were part of the program — either direct line manager, mentor, part of the orientation process — that during their review cycle that they had goals that related to making this program successful. And they were rewarded or penalized if they didn't do what we asked them to do with respect to that. It really was a total strategic program where we invested time and effort to make it successful." According to Stern, this process allowed them to have metrics which they were then able to use to determine success or failure — an important part of addressing the challenge associated with "naysayers" and bosses who need to see the positive impact the program is having on the legal department. This, of course, is a big undertaking, which goes back to being "all in." "The biggest challenge is treating it like any other important initiative that the law department takes on. That takes a lot of time and effort," says Stern.

In addition, companies considering a similar program need to take into

account who on the legal team and beyond will be involved in the program. You need the right people onboard to help your new team members get acclimated to not only the legal culture, but the corporate culture of your company. According to Stern, you need smart lawyers who are also good managers. "You need to literally handpick those people who can help nurture these first-year lawyers because while we all need nurturing, they need extra nurturing to make sure that they're successful. The managers need a vested interest in making the first-year attorneys successful."

Another challenge is making sure that the structure you put in place is actually adhered to. "If you're not careful, you could set up the most amazing curriculum and program for these first-year lawyers but all of a sudden, day one, a huge project comes into play and all bets are off — you ignore the curriculum and the structure you put in place. That's a recipe fraught with peril. You have to stay the course with the first-year lawyers, especially," says Stern.

Not your typical summer associate program

Some of the challenges outlined above may make the thought of establishing a straight to in-house program a bit daunting, especially for smaller organizations that really depend on the legal team to tackle those big projects and put out fires without the added benefit of a larger team. However, those teams can benefit from the fresh, eager to jump right in lawyers (to be) finishing up their legal education.

Grossi-Tyson worked to establish an intern program at Independence Blue Cross (Independence), similar to intern programs at law firms, back in 1999. Working with the then-new general counsel, the two started talking about bringing in outside help for special projects, and Grossi-Tyson brought up the idea of an internship.

You need to literally handpick those people who can help nurture these first-year lawyers because while we all need nurturing, they need extra nurturing to make sure that they're successful. The managers need a vested interest in making the first-year attorneys successful.

"I indicated that we had an intern program at Sunoco, and it was a great opportunity to bring in individuals from law school. They could take some of the lower level attorney work, because that was an issue for the department — a vast majority of the attorneys in the department were senior counsel and there were few lower level attorneys. I felt that the students could assist with some of the lower level work, and that in addition to the summer, we could retain some interns during the school year." Extending the program beyond the summer can offer additional opportunities, including a longer period for student evaluation, which to Stern's earlier point about bringing previous interns back into the company, can be used to evaluate the interns for future job openings.

According to Grossi-Tyson, Independence's summer intern program has been going strong since 2001, with increased interest in the program year after year. "We've had a lot of interest in it, and we've interviewed every year," she says. "In the fall, we participate in the intern interviews at the local law school in the same manner as the law firms. A committee does the interviewing, and when possible, consists of alumni from the schools they work with. The interview process eventually pairs down to the top couple of candidates from each school." In

It is a win-win for both the corporation and the intern. Even if you don't plan on hiring them, it really is a good opportunity for the interns to see how a business operates, to see a different aspect of law, and to help them in making career decisions.

In addition, the company interviews individuals from the Philadelphia Diversity Law Group (PDLG). According to Grossi-Tyson, the number of interns hired depends on the amount of work the firm has and the budget. “Generally it’s around two individuals who are hired to work in the intern program,” she says. “One intern is hired from the PDLG and the other from one of the law schools. During the summer, we try to give them a broad-based experience to try to make sure they get assignments from all the different practice groups, for example: from the litigation practice group, the provider practice group, the corporate practice group, the marketing practice group, and the labor and employment practice group. At the end of the program, we evaluate their performance, and those who are interested can maintain their

employment through the school year on a part-time basis.”

Starting your own internship program

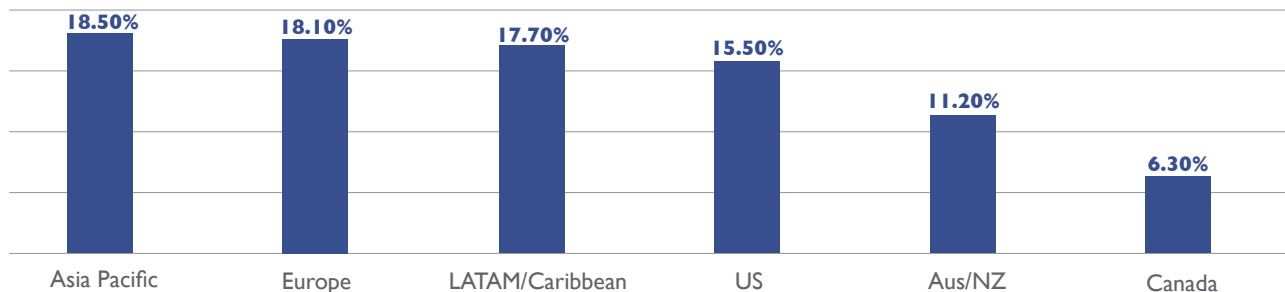
Grossi-Tyson recommends starting an internship program, especially for those organizations that may not be able to hire directly from law schools, but do see the value in bringing on new lawyers, perhaps a bit later in their careers, who have some exposure to in-house practice. “It is a win-win for both the corporation and the intern. Even if you don’t plan on hiring them, it really is a good opportunity for the interns to see how a business operates, to see a different aspect of law, and to help them in making career decisions,” she says. “They get a different experience than they would in a law firm, which I think is very valuable to them. It’s even valuable, if they don’t go in-house immediately, to law firms that would hire them because they do have that experience of working directly with clients, working in a business setting. I think it’s very valuable to the business too. You really get some good talent and it gives you an opportunity to evaluate that talent early, so that when you have job openings, you have a ready pool of individuals to reach out to.” She goes on to explain the cost efficiency of incorporating such a program into law departments. “Corporations often have limited resources and smaller departments so you end up doing a lot more work

on your own than in a law firm. The interns can take some of that burden off full-time attorneys.”

How to get started? Independence started their program by reaching out to the career departments within the law schools. Having begun a similar program while working in-house at Sunoco, and currently working for an organization that hires summer interns in other departments, Grossi-Tyson had a bit of an advantage when it came to creating their internship program for law students. “I would suggest if a corporation is already doing a college internship program, that they [the law department] partner with the HR department because they may already have connections with the different schools. They may not have connections at the law schools, but they may have connections with the individuals at the different universities who can connect them with the law schools. They may also already have a process built in for the hiring, et cetera.”

Again, a common path for a law student is to summer at a law firm. How do you get your organization on the radar of these students? “In order to compete for top talent, I would advise legal departments to be on the same schedule as on-campus interviews (OCI). In other words, they need to be interviewing students at the end of their 1L summer and making offers in early Fall for 2L summer,” says Rosnell. “The expectation should be that

Direct employment: law school to in-house counsel



■ Percentage of lawyers who went directly to in-house law position

ACC Compensation Survey — acc.com/surveys

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students get an offer at the end of their 2L summer, if they do a good job. For top diverse talent, it may be necessary to start even earlier, offering summer internships during 1L summer. I would also recommend that they participate in on-campus job fairs during OCI.”

Not a direct hire, but a great opportunity

It seems that a program that introduces law students to the practice of law in-house — whether it be an internship program or one that actually trains newly minted lawyers as new to in-house counsel — is a win for legal departments. “I think the program has been a win-win for the students and the company,” says Grossi-Tyson. “We are very upfront with students that our internship is somewhat different from a law firm internship. In most law firm internships — at least in the past — if you participated in the internship program, as long as they liked you, you were offered a job. We inform our candidates during the interview process that more likely than not, you will not be hired at the end of the program. This is because: (a) we have budget constraints that some firms don’t have, and we need to have an opening in order to hire somebody, and (b), we may not feel that they have enough experience to jump right into a

role. Because if we do have an opening, we need somebody who can hit the ground running.” She continues, “That said, we still have had no problems getting candidates, and good quality candidates. Even though we don’t have job opportunities for individuals, they have been very successful in finding jobs because we work with a lot of area law firms who are always willing to give our candidates interviews.”

Advice for new to in-house counsel or those who aspire to be

“I know that when we are looking at résumés, individuals who have any type of work experience in college, or who took courses in business, are more attractive to us than the individual who obtained a political science degree. The same in law school,” says Grossi-Tyson. She also recommends taking different business courses like corporate law and mergers and acquisitions, for example. “Try to focus on areas you might be interested in, and then tailor some of your courses to what might be attractive to that company or area.”

According to Stern, there are a few things new to in-house attorneys should understand and do in order to be successful. “For one, understand how your company makes money. Have a good working knowledge of what a profit-loss statement, balance

About ACC National Capital Region's Corporate Scholars Program

The Corporate Scholars Program of ACC National Capital Region (ACC NCR) is cultivating the next generation of in-house counsel by providing law students with unique opportunities to experience in-house practice.

Since 2004, the National Capital Region chapter has provided promising and high-achieving students attending law schools in the service area with scholarship awards and summer internships in the legal departments of prestigious local companies and organizations. The students experience the full range of corporate practice areas and legal advocacy that in-house counsel handle. As a result, they gain valuable insights into the relationship between providing business and legal advice to clients in a variety of substantive areas.

The Corporate Scholars Program seeks students who have good grades, strong writing skills, previous work experience, and some professional maturity. Because the program is designed as a “diversity pipeline” program, we seek applications from populations that may otherwise lack access to these opportunities. Diversity for this program is used in its broadest sense and means obtaining a pool of applicants who are reflective of the work force in general and the communities that lawyers serve.

The internship opportunities afforded these students come from the legal departments of companies that are members of our association. Previous hosts have included large and small departments from public, private, and non-profit organizations. Click here to read testimonials from previous host organizations.

The Program was created with initial grant support from the Minority Corporate Counsel Association (MCCA). It is maintained with generous support from the chapter, its sponsors, and individual and corporate donors.

See images from this summer's ACC Corporate Scholars Program reception held in June at ACC HQ online at www.accdocket.com/articles/acc-ncr-corporate-scholars-program-reception.cfm. Since creating the Corporate Scholars Program in 2004, ACC NCR has placed more than 100 students in these internships. See more at www.accdocket.com/community.

statement, and cash flow look like. Know what the company does and what differentiates it from others. Research their products/services offerings. Understand what intellectual property the company has and how they use it. Read *The Wall Street Journal*. I always tell people that I never even looked at a *Wall Street Journal* until I was at Allstate Insurance Company. That was a mistake.

Understand the business, and how businesses make money, and how they operate, and the challenges that they have and do it before you interview and/or take the position.”

Further, in the event you land that in-house position and aspire to stand out to the leaders in the department, be authentic. “I define leadership as the ability to influence others and to be authentic,” says Stern. “I love that

definition because it has nothing to do with how many stripes you have on your shoulders or what your title is or how much money you make. Leaders can lead day one by influencing others and being authentic.” Again, understanding the business and the current business climate, both before you get the job and while you’re in it, is extremely important to success. “If you’re at a healthcare company in the early 2000s, you better understand HIPAA. If you’re in the finance area today, you better understand Dodd-Frank. If you’re a technology lawyer, you better understand Blockchain and data privacy laws.” says Stern.

Grossi-Tyson points out the importance of getting to know your internal clients. “I would also recommend forming a relationship with your clients,” she says. “Not only is it important to develop an expertise in the business area you support, it is important to get to know your clients and develop a rapport with them to ensure that they are seeking your advice routinely, and that you are aware of what is transpiring in the business.”

Lastly, it’s recommended that new corporate counsel get involved with an organization with a “heavy populace of in-house counsel like ACC, MIHCA, and NAMWOLF” “We [NAMWOLF] now have a pipeline sponsorship program, and I’m so proud that last year we gave out two US\$10,000 sponsorships

to students,” says Stern. “But even more importantly, the eight finalists who were chosen, we gave them mentors — either law firm mentors or corporate mentors to help them as their career takes off” ACC’s National Capital Region Chapter has a similar program, and since creating the Corporate Scholars Program in 2004, has placed more than 100 students in these internships (see the sidebar on page 90).

Conclusion

The legal profession, while steeped in history and tradition, is one of the fastest changing and growing professions worldwide, and in-house practice allows a front seat to an ever-evolving global business environment. Exposure to the business is crucial for any new lawyer today and explains the “increased” interest in in-house practice earlier in one’s career. Legal departments may want to consider reaching out to this community of lawyers, or lawyers-to-be, sooner rather than later. Summer internship programs are a good place to start, and developing a path to in-house practice for recent graduates is a win-win for all departments — whether you can hire directly or not. **ACC**

I define leadership as the ability to influence others and to be authentic.

ACC EXTRAS ON... *New to in-house practice*

ACC Docket

Easy Reading: 3 Mobile Resources for In-House Lawyers (May 2018). www.accdocket.com/articles/easy-reading-3-mobile-resources-in-house-lawyer.cfm

10 In-house Trends to Watch in 2018 (Jan 2018). www.accdocket.com/articles/10-in-house-trends-to-watch-in-2018.cfm

The Lawyers of Tomorrow: 5 Trends Changing the Industry (June 2017). www.accdocket.com/articles/5-trends-changing-the-legal-industry.cfm

Ready to Dive In: How to Prepare Lawyers for In-House Careers (Jan. 2017). www.accdocket.com/articles/how-to-prepare-lawyers-for-in-house-careers.cfm

Columnist Q&A: How to Become General Counsel of a Small Company (Nov. 2016). www.accdocket.com/articles/how-to-become-general-counsel-small-company.cfm

Program Material

New to In-house Game Show – Legal Basics, Business Basics, and Understanding the Role of In-house Counsel (Oct. 2016). www.acc.com/legalresources/resource.cfm?show=1446595

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A Patent for the Future



Hergen Haas
GENERAL COUNSEL
HERAEUS
HANAU, GERMANY

Since the 1600s, Hanau has been a destination for those seeking the latest technology. Located 25 kilometers upriver from Frankfurt am Main, the small town was renowned for its apothecaries, goldsmiths, and other metal workers. Nobles from around Europe would send their emissaries to have gold and jewelry shaped by its guild workers.

From that legacy emerged a pharmacist and chemist named Wilhelm Carl Heraeus, for whom the present-day company, one of the oldest family-owned companies in Germany, is named. He managed his father's pharmacy in 1851 and worked with goldsmiths to melt platinum, which had a melting point of 1769 degrees Celsius and was in demand for fine jewelry. Using an oxyhydrogen gas flame, he melted two kilograms of platinum, and Germany's first platinum melting house was born. More than a jewelry metal, platinum is a fundamental part of the industrialization process because the instruments needed to melt steel are made from the material.

Now the company with a history that spans hundreds of years is looking toward the future and its possibilities.

Heraeus still refines platinum and many other fine metals and creates products with these metals for clients around the world. It also provides solutions for steel mills to measure the carbon and oxygen content as well as temperature, and therefore the quality, of the molten steel.

Its business has expanded to include quartz glass, both synthetic and natural. The company makes preforms for glass fiber cables, the basic infrastructure for the internet. Additionally, the production environment in the semiconductor industries requires specific quartz glass components that Heraeus produces. Bone cement, used for hip replacements and other surgical needs, is another business. Other high-quality healthcare materials, like guide wires and pacemaker parts,

are produced by Heraeus because platinum is biocompatible.

Another Heraeus business unit involves specialty light sources. Anything from UV to infrared light has different industrial uses. Light sources can remove bacteria from rich milk or show fatty residue in professional kitchens. Photovoltaics is another key unit for the ever-adapting company, and the company holds a strong market position in Asia. Furthermore, Heraeus produces electronic products for both consumer and automotive industries. Another business unit deals with emerging trends like sensors for electronic applications and with conductive polymers.

But the backbone of Heraeus is rooted in its origin: precious metals. The company is a world leader in metals, including platinum, gold, silver, and rhodium.

"I may have forgotten some businesses, but those are the main ones," Haas clarifies.

His legal department includes 64 people, with about half of those being lawyers or patent attorneys. According to Haas, the department has three functions: (1) to deliver service solutions; (2) to ascertain and manage risk and opportunity; and (3) to maintain governance.

Naturally, patents figure prominently into the business strategy, and Haas' legal department involves itself more and more in strategic discussions to be able to focus on patents that deliver business solutions. Efficiency in the "patent production process" also becomes more important. "You need to find the right balance between standardization, on the one hand side, because you cannot have 20 different processes," he says. Streamlining processes is one thing — making them leaner, more sensible, and more aligned — but because Heraeus' business lines are so different, and the jurisdictions so varied, it's impossible (and also not sensible) to standardize them all.

The key, Haas says, is to embed with the business. When he first took over the legal



Getting to know... Hergen Hass

WHAT DO YOU DO ON A WEEKEND?

Firstly, I spend time with my family and do whatever. Family is the focus. I may watch a football game with my son or go for a bike ride. In the morning, I get up very early and listen to a book for about an hour while doing sports. I enjoy that a lot; the quality time to myself. In the evening, I may meet friends or go out for dinner with my wife. Really, nothing spectacular but very enjoyable.

WHO IS YOUR FAVORITE FOOTBALL TEAM?

Currently, it's Eintracht Frankfurt. Traditionally it was not Eintracht. I've been living here now for 20 years, and that's why I keep my fingers crossed for them. When I was young, I lived in Dusseldorf and was fond of Fortuna Dusseldorf. Now I'm living here for 20 years and a fan of Eintracht Frankfurt. A real fan would never switch teams and would say, "This is so opportunistic; you are not a real fan."

WHAT BOOK ARE YOU LISTENING TO RIGHT NOW?

Currently, for the second time, because I liked it so much, I'm listening to Bill Bryson's *A Short History of Private Life*.

Homo Deus from Yuval Noah Harari is another one I enjoyed a lot. It's about our future as Homo sapiens. Our predecessors were Homo erectus. The next one is, according to Harari, going to be Homo deus. He fantastically lays out different potential futures and makes it clear that it's our decision as mankind to think about what we actually want to be going forward. Everything we are observing in the business environment, like digitalization, is part of it. It's a very fascinating book.

department, it operated like an external team. His first challenge was integrating them into the business. "In essence, we started a charm offensive," he explains. They never turned down a request and would try to help whenever they could. It was a necessary endeavor not to be seen as a bureaucratic outpost.

Haas likes to use a metaphor to describe how the team used to function. "As staff functions, the business was a boat, and it was on a rough river, and the legal function was standing on the shore, shouting great ideas of what to do," he says. Now, the legal department is on the boat — "with all the upsides and downsides that come with it." When you're on the boat, you realize the world is not perfect, the way it looks from a distance. The only way to see and feel the risk is to be up close.

Heraeus' patent team is based in its German headquarters, but it also employs a patent attorney in the United States and a patent expert in China. Patent strategy is a big focus of the team: Which patent to file, and where? Once a year the patent team has a patent strategy day for each of the business units. Legal needs to

understand the business goals while also trying to "steer" the boat in a more streamlined or standardized direction. "We are trying to educate the management team and show them how relevant the tools are that we can use," Haas says. In the end, patent law is really just an extension of the business.

While the backbone of the legal department is dedicated to business solutions, his team also works on other issues. The M&A team is small and strategic. The responsibility office handles antitrust, bribery, and corruption. And recently, they have added a "D" to the "ABC compliance": data protection. In addition, it assumes responsibility for how other line organizations manage to organize compliance with rules, such as in the areas of environmental health and safety and also in the supply chain.

Haas has already started to achieve his goal: the integration of the legal department into the overall business. "However, integration will never be achieved, it's a constant journey," he adds.

360 degrees of possibilities

Haas was born in Oldenburg, a small village



close to the North Sea. His banker father worked for a mittelstand, or medium-sized bank, and his mother was a pharmacist. His first memory is from the area around Dusseldorf where he spent his childhood. Along with his brothers and sisters, he spent a lot of time outside. As an adolescent, he was mainly interested in sports and wasn't attracted to one career path over another. "When I finished school, I had 360 degrees of possibilities," he remembers. "I was told, 'Just find out what is good for you' — not an easy task as a young person."

At the time in West Germany, recent graduates were required to perform military or social service after graduation. Haas enjoyed his time in the military and decided to continue on the path, with the ambition to become a reserve officer. As part of the training, he went to class to study laws relating to the profession. His marks on an examination were good enough for the teacher to comment on his attitude. The gentle encouragement was enough to motivate Haas to study law.

His legal studies took him around West Germany, first to the south, where he studied at the University of Passau in Bavaria and later to Berlin, where he finished his studies while starting work. He initially offered legal advice to a few select clients, including a local bartender. The bartender's primary challenge was securing financing for his restaurant. This led Haas to research subsidies and how to procure resources for small businesses.

Later, after he had learned the basics, he saw an ad from Bruckhaus Westrick Stegemann, back then a leading law firm in Germany, which was seeking a lawyer with experience in financing. He interviewed and started his "serious" legal career there.

As Haas worked in the financing world those first years, he always felt he was balancing on a narrow fence, separated between the legal and commercial worlds. Some days he would fall on one side, some days the other side. He decided to see if he really liked the world of finance and joined a small venture capital firm. "That was where I quickly realized I was a lawyer," he says, laughing. From that time on, he knew he wanted to go back working at a small firm.

In 2001, together with two other founders, he started a firm that focused on venture capital, M&A, and financing. But in 2009, the economy tanked. "I would say for at least six months, there was almost no business for me," Haas remembers.

Yet at the same time, his personal life was very rewarding. He has four children, and his youngest son was born in 2009. The lack of work allowed him to spend time with him, and Haas had an epiphany: "I was doing what I loved, but then I realized that it's also rewarding if you spend a certain amount of your resources in other areas of life. That is something that made me start thinking about what I wanted to do going forward," he reflects.

ACC EXTRAS ON... *Patents*

ACC Docket

Five Years Later: Lessons Learned from the First Inter Partes Review (May 2018). www.accdocket.com/articles/supreme-court-decisions-inter-partes-review.cfm

ASC 606: Classifying Settlement Proceeds and IP Licenses (Jan. 2018). www.accdocket.com/articles/asc-606-classifying-settlement-proceeds-ip-license.cfm

Duty of Disclosure for Patent Applicants: Trends, Technologies, and Best Practices (Sept. 2017). www.acc.com/legalresources/resource.cfm?show=1466765

Big Changes in Canadian Patent Law (Aug. 2017). www.accdocket.com/articles/big-changes-in-canadian-patent-law.cfm

Sample Form & Policy

Sample Form Patent License Agreement (March 2017). www.acc.com/legalresources/resource.cfm

Top 10

Top Ten Considerations for Performing Intellectual Property Due Diligence (March 2018). www.acc.com/legalresources/publications/topten/performing-intellectual-property-due-diligence.cfm

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Jan Rinnert, now the CEO of Heraeus, approached Haas and asked him to meet the management team of the company. Afterward, they asked if he wanted to lead the legal department. Haas says he has found a nice equilibrium: He works hard during the week but generally has the weekends to master his other roles of husband and father.

Haas is no longer slipping from one side of business — or life — to the other. He is in equilibrium and enjoying it. **ACC**

BY JOSHUA H. SHIELDS

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Gala dinner at the 2018 ACC Annual Europe Conference.



Moderator and speakers for the legal panel on blockchain and smart contracts at the 2018 ACC Annual Europe Conference.

2018 ACC Europe Annual Conference

ACC Europe held its 2018 Annual Conference in Paris, France from May 20-22. The theme of the two-day event was “Developing Leadership for Uncertain Times.” With speakers, plenary panels, and specialist sessions, corporate counsel were encouraged to reflect on the future direction of their role in the new economy. The main takeaway was the need for corporate counsel to have a seat at the boardroom table. Veta T. Richardson, president and CEO of ACC, explained: “What we are seeking to do is to open up and solidify opportunities for the general counsel to sit at two key tables within the corporate structure. We believe the general counsel must be at the table with executive management as strategy, policy, and direction for the company are being discussed, so that the general counsel has a role in contributing to that direction.”

Another key theme running throughout the conference was technology and changes in the profession.

ACC Europe’s Geneva-based President Chris Murphy Ives also discussed the ethical values and perspectives that

need to be taken into account during company decision-making.

ACC Singapore Hosts its Second Women’s Event with Hugo Boss

On April 11, ACC Singapore members saw the return of its women-focused event organized by its Women’s Committee. The event this year was hosted by Hugo Boss at its store located in the heart of Orchard Road, Singapore’s iconic shopping street. Jenni Aldrich, Google’s Asia Pacific director of legal, was the guest speaker in an intimate discussion on the topic “Driving Women Leadership in Technology,” moderated by Julie Yip, director and secretary of ACC Singapore.

Aldrich spoke candidly about her personal experiences on her journey as a female lawyer in private practice to a leadership position in one of the biggest technology companies we know today. The dialogue of the evening touched on the difficulties and challenges that women face within the technology industry, which is traditionally male-dominated. Reflecting on efforts that can help to overcome this gender imbalance, a range of informative topics were considered, which included:

- Gaining the right support from fellow male colleagues;
- Motivating executives to support and make resources available to create a more inclusive work environment;
- Implementing programs and policies to inspire male advocates;
- Promoting gender diversity in the workplace; and,
- Finding effective strategies to develop diverse teams that drive innovation.

Attendees shared their experiences and success stories about women’s multiple roles at work and home. Of note was the point that women themselves are great advocates in helping and assisting one another to be successful.

The parting advice of the night for women wanting to achieve success was that women should not allow personal barriers to act as a hindrance to their personal and professional growth. They should make full use of every opportunity. The event concluded with the attendees enjoying some indulgent shopping, champagne, delicious canapés, and networking.





Julie Yip, moderator of the ACC Singapore's Women's Event, with Jenni Aldrich, Asia Pacific director of legal at Google.



Attendees enjoying a lighthearted moment during discussions on an empowering topic at ACC Singapore's Women's Event.

ACC National Capital Region Completes the First Year of its Leadership Academy

On May 11, ACC National Capital Region (NCR) hosted the final session of the inaugural year of its Leadership Academy, a locally based, best-in-class leadership program specifically tailored to provide the next generation of in-house counsel leaders skills and tools to help them succeed at the highest levels of their organizations. Over the course of the nine-month program, the 30 participants (Fellows) received a “360” review and an executive coaching session and participated in eight faculty-led classes. Each class meeting focused on particular competencies related to developing core self-management, relationship management, and leadership skills, such as emotional intelligence, executive presence, communications, and change management. The lessons taught by the faculty were supplemented by practical examples and insights imparted by members of the Academy Board of Advisors — chief legal officers from a broad array of companies and organizations who are deeply committed to helping advance the next generation of in-house leaders. Between classes, Fellows

worked individually or in cohorts on a variety of projects.

During the final class, hosted in the offices of Leadership Academy Champion Sponsor Morgan, Lewis, & Bockius LLP, each Fellow delivered a speech on their “journey to leadership mastery” to a small group consisting of other Fellows and several ACC NCR leaders from the Academy Board of Advisors, the ACC NCR board of directors, or the Academy Steering Committee. Presentations were followed by a closing reception to celebrate the graduates and thank the many volunteer leaders who made the program a success.

ACC Washington Sponsors the 2018 Washington State Nonprofit Conference

As part of its Pro Bono initiatives, ACC Washington participated in the 2018 Washington State Nonprofit Conference as a sponsor. The conference, which is the only annual statewide gathering for nonprofit people, took place from May 15-16. Participants had the opportunity to meet nonprofit leaders from across the state and learn how they could lead change for a better nonprofit sector.

ACC St. Louis Hosts Global Membership Event

The St. Louis Global Membership Month Event was held April 26 at the St. Louis Science Center during their Apollo 11 exhibit. The chapter had 17 prospective members turn out for the event and, to date, have had eight join ACC. Nancy McCahan ACC St. Louis' membership chair noted, “Everyone seemed to have a really good time. The event space was perfect, bar and food were all presented well, and the food was excellent (saw many people going back for seconds and thirds), and the Apollo 11 exhibit was really cool. Watched all of these grown men playing all the space-astronaut related games in the kids' section — it was great!”

ACC's 2018 Global Membership Month Initiative has yielded 46 events, hosted by 33 chapters (including seven non-US chapters). As a result, as of May 8, 176 prospects have been collected and 23 new members have joined the organization.

ACC Oregon Celebrates St. Patrick's Day

On March 14, Barran Liebman LLP helped members of ACC Oregon





Fellows from the First ACC NCR Leadership Academy.



Membership Event attendee has fun with the interactive Apollo 11 exhibit at the St. Louis Science Center.

celebrate St. Patrick's Day a few days early with an Irish Whiskey Tasting and Cigar Sampling at El Gaucho's dark and swanky cigar lounge in downtown Portland. During the first part of the evening, members learned the history of Irish whiskey from a local expert. Members were then led through a vertical tasting of three whiskeys from Bushmill's Distillery, the world's oldest whiskey distillery. Cigars handpicked by Barran Liebman's Anthony Kuchulis were then provided to all attendees while El Gaucho's cigar lounge captain led everyone through the process of preparing and smoking a fine cigar. ACC Oregon extends its thanks to Anthony Kuchulis and Traci Ray at Barran Liebman LLP for providing this unique opportunity to its members.

ACC Northeast Hosts a Panel on Corporate Culture

On May 2nd, the Practice & Career Management Committee of the ACC Northeast Chapter, sponsored by Hire Counsel Mestel & Company,

held a conversation seeking to answer the questions: How do we define corporate culture in 2018? And how do we

use it to shape our in-house careers?

With a diverse panel made up of multiple general counsel, a senior human resources professional, and a senior external recruiter, the discussion went deep into the definition of corporate culture, why awareness of corporate culture is so critical in today's job market, and how employees — especially in-house lawyers — can influence corporate culture within their various enterprises and advance their careers.

As one of the panelists, Danielle Sheer, the general counsel of Carbonite, Inc., commented, strong corporate culture can be so immersive that it can best be summarized by the analogy of a bird flying over a lake asking a fish swimming below, "How's the water?" while the fish responds, "What water?" That is to say, in many organizations, when a dominant cultural environment normalizes behaviors, the behavior becomes invisible to those inside. Across the panel, attendees heard multiple examples of how an organization's culture can shape all of its decision-making, from aesthetic matters (e.g., workplace design) to mission-critical matters (e.g., crisis response).

But that is not to say all strong corporate cultures suffer from "groupthink."

The conversation also touched on the intersection of strong corporate culture with the seemingly opposing pursuit for greater diversity. As Kathy Breslin, the vice president human resources at Maxwell Health, noted, diverse candidates bring with them a variety of new perspectives and fresh ideas that are critical to focusing (or at times, realigning) an organization to its mission.

Corporate culture can evolve within an organization, and the conversation explored the ways that in-house attorneys can act as influencers in a corporate cultural evolution. As Joel Collins, the general counsel of QuickBase, Inc., demonstrated through his own experience, the legal function can directly influence and reinforce corporate culture by remaining an active participant in all aspects of the business — a sentiment echoed across the whole panel.

The conversation concluded with a focus on career advancement and growth. Mary Rosenfeld D'Eramo, the VP of operations and senior recruiter for HCMC Legal, highlighted that in today's job market, candidates looking for workplace flexibility and work-life balance now use a prospective employer's culture as a measuring stick for their ideal workplace.





Command module from the Apollo 11 exhibit sets the stage at St. Louis' Global Membership Event at the Science Center.



ACC Oregon Chapter members sample handpicked cigars and whiskey at El Gaucho.



Ben Caspit, columnist for *AI-Monitor's Israel Pulse*, speaking at ACC Israel's Annual Summit.

ACC Financial Services and Real Estate Networks Roundtable

The ACC Financial Services and Real Estate Networks Regulatory Working Group presented an exciting panel of regulators at their most recent Regulatory Roundtable on April 19 in New York City. More than 80 people registered to visit the law offices of King & Spalding for drinks, delicious food, and most importantly, a fascinating discussion by a distinguished roster of regulators. Co-Chairs Dawn Haghighi and Laura Dorman were delighted to be able to present as speakers James MacDonald, the director of enforcement for the US Commodity Futures Trading Commission; Marc Berger, director of enforcement, NY Division, SEC; Celeste Koeleveld, the recent general counsel of the NY Department of Financial Services; and Dick Walker, a former general counsel and director of enforcement at the SEC and general counsel of Deutsche Bank, and now a partner at King & Spalding; Brian Michael, a former US Attorney and head of compliance at Fox, where he became active in the ACC, served as moderator. Laura Dorman, managing director and associate general counsel of Berkeley Research Group, provided opening remarks,

especially thanking the ACC team that helps organize and promote these roundtables, including Mary Blatch, LaToya Tapscott, and Tori Payne.

Dawn, general counsel of PCV Murcor, who served as chair of the ACC Real Estate Committee, and Laura, former chair of the ACC Financial Services Committee, organized the Regulatory Roundtables to give ACC members and others interested in-house counsel an opportunity to meet regulators in an informal and intimate setting and to provide a forum in which to ask questions and comment on regulations. If you would like to participate in organizing a roundtable in your area, please contact Dawn Haghighi or Laura Dorman, whose contact information is listed in the ACC Member Directory.

2018 ACC Israel Annual Summit

At the ACC Israel 2018 Annual Summit, held on June 11, the top of the legal world came together to share knowledge with a large crowd of internal legal advisers. Panels included sessions on the relations between the legal advisor and outside counsel, as well as six TED-style lectures on topics such as class actions as a social protest, shareholder activism, and corporate control struggles.

Upcoming Events

On August 14, 2018, the Charlotte Chapter will host a diversity event, "Eliminating Bias, Bigotry, and Bad Decision Making In the Workplace: Can It Be Done?"

On August 15, 2018, the Research Triangle Area Chapter will feature an attorney wellness event, "Achieving Health Physically, Mentally, and Professionally."

On September 5, 2018, ACC Europe will present an interactive event "Zurich, Lawyers, and Money," with HCM on pay trends of in-house counsel.

On September 18, 2018, the Arizona Chapter will facilitate an event, "How Employers Can Successfully Navigate the Fast and Furious Immigration Pitfalls and Administrative Obstacles for Visas, International Travel, and Green Card Processing."

Have an upcoming or recent event you would like featured in the *Docket*? Email Editorial Coordinator Danielle Maldonado at d.maldonado@acc.com. **ACC**



Chapter Spotlight: Singapore

What brought you to Accenture, and what do you like most about being in-house counsel?

I started my legal career in Israel. A week after qualifying as a solicitor and advocating to the Singapore Bar, I was in Tel Aviv armed with a photocopy of the Israel chapter of the Martindale-Hubbell directory. I ended up living and working in Israel for many years during the 1.0 dot-com boom for the law firms of Herzog Fox Neeman, and later Gross Kleinhendler and Hodak, working on primarily technology deals.

Prior to moving back to Singapore to join Accenture, I was working as China counsel to Amdocs, an NYSE-listed telecom services company. On one deal I negotiated for my previous company, an Accenture lawyer was my counterpart on the other side of the table, and I remember being very favourably impressed with how constructive he was, unlike the typical aggressive winner-take-all approach I encountered with other company lawyers. When I joined Accenture, one of the many trainings that I had available to me was a three-day in-person course on The Accenture Way to Negotiate, led by a dedicated facilitator from Accenture's Centre of Excellence for Negotiations. In line with Accenture's mission to help improve the world we live in, we strive to always be unconditionally constructive in our negotiations with our clients. This philosophy is one of the many things I love about working for Accenture.

After giving birth to our first child, the urge to return home to Singapore to be with my family became increasingly hard to ignore. Fortuitously, Accenture Singapore was still hiring despite the unfolding of the financial crisis back in 2008. I got the job and moved my family back to Singapore. This year marks 10 years with Accenture.

I love being in-house because it provides opportunities to make an impact, to learn continuously, and to stretch my capabilities. In my early years, as an individual contributor, I loved being able to deep dive and learn all about the industry that I supported, be it telecommunications or, later on, financial services. Since I started my legal career in Israel, the original startup nation, I have always specialized in the

technology sphere. As I moved up the management ranks, I came to realize that to be a good leader, I needed to master myself first. I read voraciously — management and personal development books offer useful signposts to guide me on my leadership journey. I keep the words of Clayton Christensen in mind daily, that management can be the noblest profession if practised right because of the potential impact for good that anyone in a leadership role can have on her or his team.

As counsel for a multinational company, what challenges do you currently face, and how are you addressing them?

I am responsible for 40-odd deal lawyers scattered across 10 cities in Asia Pacific: Tokyo, Yokohama, Shanghai, Beijing, Hong Kong, Singapore, Jakarta, Bangkok, Sydney, and Melbourne. My team supports Accenture to contract for business in 11 markets, in English, Bahasa Indonesia, Thai, Mandarin, and Japanese. The diversity in my team spans geographies, languages, and cultures. To make sure that everyone understands where we want to head for in the next stage of our transformation agenda, a clear communications strategy is a must. For me, this means quarterly all-hands video conferences, a regular deal stories bulletin, and weekly catch-ups with my team leads and senior lawyers.

Accenture operates as a global IT professional services provider to a majority of Fortune 500 companies. To keep abreast of all the new technologies that Accenture implements for our clients another challenge is keeping up with the learning imperative. My teams and I are constantly learning. To excel as a deal lawyer for Accenture, you need to have a firm grasp of the technology solution in play for the deal you are supporting, and there are many technologies out there. As a legal department, we are very focused on building up our lawyers' technology knowledge and capabilities through structured applied training, delivered in a fast and iterative manner. I believe that in-house departments like ours in Accenture are fast becoming strongholds of legal expertise in technology issues. I don't believe that law firms



Helen Saada-Ching
TRANSACTION CONTRACTING,
APAC LEAD
ACCENTURE LEGAL GROUP
SINGAPORE



would be unable to keep up with the rapid pace we operate at. My teams in Accenture also have the advantage of being able to tap on the breadth and depth of our collective contracting experience that spans most industries. It's a tremendously exciting time to be a lawyer working for a global company like Accenture. You get a front row seat to witness all the collisions of ideas happening at the intersection of business, law, and technology.

What are some of the skills the next generation of in-house counsel need to hone?

It's not just the next generation, but also our current generation, who will need to sharpen our legal skills and our soft skills to differentiate ourselves with our advisory and influencing skills, in order to meet the challenges of our times.

It is an exhilarating time to be a lawyer working in-house, advising businesses that are being confronted by rapid and disruptive changes in the business landscape. Technology is proving to be the key gamechanger of our time, throwing up new questions as to how to

apply age-old legal concepts to new technological solutions and business models. Singapore itself is on a smart nation journey, with the government setting up regulatory sandboxes to encourage technological innovation and setting aside a budget of billions for IT-related procurement by the government. We are working in an economy that is quickly transforming into a digital one powered by technologies like the cloud, analytics, robotics, and artificial intelligence. Against this backdrop, it is crucial that corporate counsel possess a firm understanding of the nuts and bolts of the technological solutions that their companies are developing, buying, selling, or using, so that they can apply traditional legal precepts of liability or ownership appropriately to the case at hand. In a related trend, in-house legal teams are also increasingly exploring technology as enablers in their day-to-day work, as law departments are called upon to justify their cost to serve to the business.

In a world that is changing faster than anyone can keep up with, nobody has a

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monopoly on knowledge. In such a world, having a community of in-house lawyer friends on whom to turn, share concerns, and ask questions is incredibly reassuring. For me, and I believe for many of our members, this is what ACC Singapore has been about and will continue to be about.

How did you first become involved in leadership in ACC Singapore, and how has it helped you in your career?

When my colleague Bonnie Hobbs, the associate general counsel at Accenture, became the second president of ACC Singapore, she tapped me on the shoulder for the treasurer role when the then-treasurer left Singapore back in 2014. Subsequently, I served as vice president for ACC Singapore for a couple of years before the then-president, James Ford, senior vice president at GSK, nominated me as his successor when he relocated to London.

Being involved in ACC has gifted me with a rich network of wonderful and smart friends who share similar legal concerns. The friendships I have gained through ACC are precious to me. Professionally, I have been enriched by being able to learn from very senior lawyers

working in other global companies, which has helped to refine my own sense of what the big picture is in terms of legal issues and how the legal industry is evolving.

Helming a volunteer organization like ACC Singapore has given me a platform to exercise leadership and to steer our young chapter towards a certain vision for what we can be. If you want to grow your leadership skills, join a volunteer group like ACC to practice!

Frequent interactions at events with young lawyers taking their first step in the in-house journey have reminded me of the youthful idealism that led me to choose the law as a profession in the first place.

Being part of ACC Singapore leadership has also raised my professional profile within the legal fraternity, as evidenced by this spotlight!

How does your chapter promote meaningful connections and provide value to its members?

The Singapore Chapter of ACC was set up four years ago by a small nucleus of lawyers working for global companies that had US-based large law memberships with ACC. Today, ACC Singapore



has grown to a community of more than 290 corporate counsel working in Singapore.

Singapore is a favoured business hub for companies operating in the Asia-Pacific region. As most would probably know, our little city-state recently hosted the Trump-Kim summit on our sunny shores. It's unsurprising then that ACC Singapore is the first outpost of the ACC in Asia. ACC Singapore members are drawn from a diverse and cosmopolitan pool — ranging from lawyers working in large legal teams for global companies, for startups in the digital economy, and for local Singapore marquee names like Changi Airport Group. ACC Singapore's impressive growth in the last four years has been driven by a group of passionate and dedicated board members who, despite their busy day jobs, volunteered their time and networks to help organize interesting events for our members, as well as our amazing Executive Director Caroline McConnon.

As a young chapter, we are primarily focused on creating a community for corporate counsel operating in Singapore. We strive to be creative in our programming, so that busy corporate counsel can be enticed to leave their laptops, attend our events, and make a new friend or two.

What are the ways members can become involved in your chapter?

Hand in hand with our goal of building a community of in-house lawyers in Singapore, ACC Singapore aims to create programming that is innovative, relevant, and fun for our members. My board members and I are firmly aligned on the ethos that in order for us to put on an event, it must be one that we ourselves would want to attend. And we are always looking for volunteers to help us with ideating new events and making them happen.

Well-received events that we have organized in the past 12 months include a talk at LinkedIn where the LinkedIn team explained to our members how to optimize their social media profiles, as well as a tour of Accenture's Liquid Studios where participants got to see prototypes and use cases for new technologies like blockchain, robotic process automation, and applied intelligence. ACC Singapore members also had first dibs on a VIP preview of the new Terminal 4 at Singapore's Changi Airport before its grand opening, as well as a

tour of the Tiger Beer Brewery with a majority of the attending legal counsel from the F&B industry.

Besides access to seminars with top law firms like Freshfields, Dechert, and Schellenberg Wittmar, ACC Singapore members have also gained entry to exclusive roundtable discussions. Notable roundtables that come to mind include the one hosted by Microsoft on the IDC report about "Advising to Innovate — the role of the legal, compliance and risk communities in the age of digital innovations," and another one hosted at Facebook's premises, with the chief legal officer from the Singapore's Personal Data Protection Commission as the keynote speaker.

We are also nurturing the developments of new subcommittees. Our Women's Committee recently organized a cocktail and conversation evening at a Hugo Boss boutique, featuring Jenni Aldrich, Google's APAC legal director, and a separate panel discussion with five women leaders in technology. It is very fulfilling to see the growth in attendance at our events and know that we are helping to grow a community of like-minded lawyers. Come join us if you want to help make a difference in our community! **ACC**



Clark

Kelly Clark has assumed oversight of the legal department as general counsel for Carnival Corporation – Princess Cruises, Holland America Line, Seabourn, and Carnival Australia. Clark previously held the position of senior vice president and chief ethics officer for the corporation. (Seattle, Washington)



Logan

Kate Logan has been named Warner Music's new general counsel international, responsible for the legal and business affairs outside the United States. She replaces Chris Ancliff, who had been in the role since 2009. (London, England)



Scheib

Norfolk Southern Corp. named **John M. Scheib** executive vice president for law and administration and chief legal officer. Scheib joined Norfolk Southern in 2005 as an attorney and has held positions of increasing responsibility in the company's law department. (Norfolk, VA)



Banowsky

Jim Banowsky has been named general counsel of AmpThink. Banowsky previously spent more than a decade as an intellectual property attorney with Microsoft Corporation. (Garland, TX)



Oostburg Sanz

The Johns Hopkins University Applied Physics Laboratory (APL) has named **Paul L. Oostburg Sanz** general counsel. Before coming to APL, Oostburg Sanz was the general counsel of the US Department of the Navy. (Laurel, Maryland)



Wilson

The Dow Chemical Co. named **Amy Wilson** as the general counsel-elect with her predecessor, Charles J. Kalil, retiring later in 2018. Wilson is currently the corporate secretary and associate general counsel of Dow. (Midland, MI)

Microsoft has named **Dev Stahlkopf** general counsel, filling a position that has been vacant for two years. Stahlkopf joined Microsoft in 2007, and was most recently the deputy general counsel in the company's human resources legal department. (Seattle, WA)



Stahlkopf

Wells Fargo & Company announced that **C. Allen Parker** joined the company as its senior executive vice president and general counsel. Parker was previously a partner at Cravath, Swaine & Moore LLP's Corporate Department. (San Francisco, CA)



Parker

The International Institute for Conflict Prevention and Resolution has awarded **Michael Ullmann**, executive vice president and general counsel of Johnson & Johnson, its 2018 Corporate Leadership Award for leadership in dispute resolution. (New York City, New York)



Ullmann

Lionsgate has hired **Corii Berg** as general counsel. Berg was previously the senior executive vice president at Sony Pictures Entertainment. (Santa Monica, CA)



Berg

Michael Hubner has been announced as the general counsel for *Consumer Reports*. Hubner was most recently general counsel at ION Media Networks. (Yonkers, NY)



Hubner

Juan Cartagena, president and general counsel of LatinoJustice PRLDEF, was presented with the 2018 John Marshall Award by the American Bar Association. (Chicago, Illinois)



Cartagena

Adobe announced the appointment of **Dana Rao** to executive vice president and general counsel. Rao has been at Adobe for six years, formerly serving as its vice president and associate general counsel of intellectual property and litigation. (San Jose, CA)



Rao



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For more information about in-house pro bono, or accessing PBI's webinars, contact CPBO at cpbo@acc.com.

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ACC's 19 networks are organized around substantive legal practice areas. Your ACC membership entitles you to join as many of them as you like at no additional charge. For more information on the networks' activities, visit www.acc.com/networks or contact any of the chairs listed here.

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 AT THE
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ACC aims to inform members of the board of directors (BOD), institutional investors, and top executives of the importance of CLOs having a seat at the table and direct access to the BOD — as well as the importance of developing a company culture where the legal department is regularly consulted in business decision-making. *A direct reporting line to the CEO is just the beginning.*

To learn more about ACC's efforts, visit www.acc.com/governance

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2018 ANNUAL DINNER

OCTOBER 4, 2018
GOTHAM HALL, NYC

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Join us at the 2018 Pro Bono Institute (PBI) Annual Dinner, a celebration of the legal community's commitment to pro bono legal services, in New York on October 4.

At the Dinner, Corporate Pro Bono (CPBO) – ACC's global partnership project with PBI – will present the 2018 CPBO Pro Bono Partner Awards, which recognize innovative team approaches to pro bono work involving in-house legal departments, law firms, and public interest groups.

For more information about the PBI Annual Dinner, contact CPBO at cpbo@acc.com.
We look forward to seeing you in New York!

day in the life yen lee sim



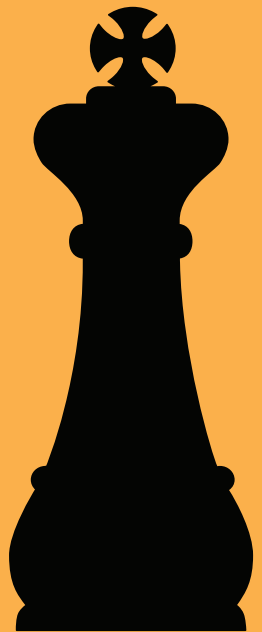
Yen Lee Sim
SENIOR LEGAL COUNSEL
SCHNEIDER ELECTRIC
KUALA LUMPUR, MALAYSIA

To see what other CLOs are talking about, please visit www.acc.com/clo.

- 6:30 am** **Wake up** to prepare coffee and a sandwich for my husband.
- 7:00 am** **Do my routine facial, dress, and make-up** before heading into the office.
- 7:30 am** Stuck in traffic for 45 minutes while on the way to the office. **I listen to my favourite songs** by Michael Learns to Rock to cheer me up and pass the time.
- 9:00 am** My mailbox has several urgent emails that require responses. While I provide my feedback, **I munch on my cream puff**, which is today's breakfast. Print out the documents that require thorough review.
- 9:30 am** Leave the office with our team to **visit a customer to negotiate the closing of a supply and install contract**.
- 10:00 am** Before walking into the building, **our internal team does a quick alignment before the meeting** to make sure we are on the same page.
- 10:15 am** **The customer's procurement team, legal counsel, project managers, and members of the tendering department greet us in the conference room** and the meeting begins.
- 1:00 pm** **The negotiation ends with a handshake and signature, concluding the deal.** What a satisfying moment for the parties to see the deal is finally closed and sealed! During the negotiation, I saw a few text messages and missed calls, mostly about chasers on outstanding matters or some other urgent request. I respond accordingly.
- 1:30 pm** **Grab a tuna sandwich as a quick lunch** while rushing back to the office for another meeting.
- 2:00 pm** Catch up with the tendering managers for each business units. We check the tender status and outstanding matters to be closed by legal. **When in doubt, I seek more clarification to close the gaps.** Check through the documents one last time before submitting them to the customer's tender secretary
- 3:30 pm** **Finally, after a day of meetings, I am back to my working office room to check and respond to my emails.** I review contracts to provide legal comments and recommendations on mitigation plans.
- 4:30 pm** **Quick catch up with the VP of business on gift and hospitality compliance requirements regarding corporate sponsorship of an event in Kuala Lumpur, Malaysia.**
- 5:00 pm** **Conference call with the Taiwan management team** to revise the Delegation of Authority chart to improve the internal process and possibly empower local employees to have more discretion in performing their daily work.
- 6:30 pm** Log in to the system to **approve the document that's required for company chop.**
- 7:00 pm** My day in the office is over. **Leave for a quiet dinner with my husband without our phones beside us.** Life can be so peaceful for a moment without technology.
- 9:00 pm** **Arrive home and promptly check text messages and browse through some legal updates and emails.**
- 10:30 pm** **Do a 30-minute indoor cycling to build up a good sweat before winding down for the night.**
- 11:30 pm** My daily facial routine is the final task before I prepare for sleep. **Thank God for such a fruitful day and hope that tomorrow will be even better.**

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special announcement

Nominations for ACC's 2019 Board of Directors

The Nominating Committee is pleased to announce the nominations for ACC's 2019 officers and directors. ACC's bylaws provide for the consideration of additional nominees by petition. Principle criteria are a demonstrated commitment and willingness to work on behalf of ACC, or general recognition as a leader within the in-house practice. Other considerations include the type of organization represented, size of legal department, practice concentration, geographic representation, and diversity. Petitions must have the signatures of at least 75 ACC members in good standing, and be received at ACC offices no later than **Sept. 21**. (Petitions should be directed to the attention of the committee's chair, **Iohannn Le Frapper**.) Elections will be held at the board meeting on Oct. 21, in Austin, TX.

Officers

CHAIR



Simon Fish
Executive Vice President &
General Counsel
BMO Financial Group
ACC member since 2007.
Member, ACC Ontario

VICE CHAIR



Anneliese Reinhold
General Counsel & Senior Vice President
— Regulatory Affairs
du
ACC member since 2014.
Member, ACC Middle East

TREASURER



Jo Anne Schwendinger
General Counsel & Secretary
II-VI Incorporated
ACC member since 2004.
Member, ACC Western Pennsylvania

SECRETARY



Alan Tse
Global General Counsel
Jones Lang LaSalle Inc.
ACC member since 2005.
Member, ACC Chicago

Directors



Sharon Barner
Vice President, General Counsel
Cummins Inc.
ACC member since 2012.
Member, ACC Indiana



Renee Benjamin
Senior Counsel
CalPortland Company
ACC member since 2003.
Member, ACC Southern California



Adrian Goss
General Counsel
Baur Media
ACC member since 2013.
Member, ACC Australia



Lily Hughes
SVP, Chief Legal Officer &
Corporate Secretary
Public Storage
ACC member since 2010.
Member, ACC Southern California



Mike Madden
General Counsel & Company
Secretary
Hyne Timber
ACC member since 2014.
Member, ACC Australia



Tracy Preston
Senior Vice President &
General Counsel
Neiman Marcus
ACC member since 2001.
Member, ACC Dallas-Forth Worth



Naveen Raju
General Counsel & Executive
Vice President
Mahindra and Mahindra
ACC member since 2015.
Member, ACC India



Anneliese Reinhold
General Counsel & Senior
Vice President
du
ACC member since 2014.
Member, ACC Middle East



Maria Varsellona
Chief Legal Officer
Nokia Oyj
ACC member since 2014.
Member, ACC Europe



Jeff Wheeler
Associate General Counsel
Numotion
ACC member since 2004.
Member, ACC Tennessee

NOMINATING COMMITTEE A special thanks goes out to the Nominating Committee, as well as the individuals, chapters, and committees who suggested candidates for consideration. The Nominating Committee faced an exceptionally difficult task in view of the large number of qualified candidates.

Iohann Le Frapper, Nominations Chair
Pierre Fabre

Crystal Gothard
Caterpillar Financial Services Corporation

Lorne O'Reilly
Dow Chemical Canada

Liz Walker
BT Global Services

Amy Yeung
comScore, Inc.

William Mordan (ex-officio)
Shire plc

Simon Fish (ex-officio)
BMO Financial Group