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TENNESSEE

FOCUS

Q1 2019



Words of Wisdom from West Tennessee

*by Meredith Wooten, General Counsel, Vero Business Capital,
VP of West TN of ACC TN Chapter*

On the tail of Black History Month and because Memphis has a deep history in minority rights, it seems fitting to open this quarter's newsletter with some inspiration for minorities, women, and any in house counsel feeling up against the odds. Although society is making strides toward equality, fair treatment in the workplace is a process, not a static goal, requiring continuous education and intentionality so that we can preempt our ever-creeping tendency toward unconscious bias.

As a woman under the age of 40 working in the corporate finance industry, I continually look for resources, advice and mentorship from those who have paved the way before me. West Tennessee is fortunate to have a diverse group of in-house counsel who have achieved leadership roles within their corporations. I reached out to a few of them to ask if they could share advice or a motto in one or two sentences for other in-house counsel striving to advance their career. Hopefully these words of wisdom will serve as an inspiration to any of you who have barriers to overcome, and motivate you to persevere just as these leaders did during formidable times in their own journeys.

“Always remember your strength as a leader, and our strength as a community, is in knowing that we all stand on the shoulders of those who came before us. If you are purposeful about living your life to make a difference and allow faith and family to serve as your foundation, you will create a lasting impact for yourself and future generations. This has guided me in my career, which is why I am proud to serve at an organization like Methodist Le Bonheur Healthcare that has a long history and deep commitment to embracing diversity and improving every life we touch.”

Monica Wharton
Senior Vice President and Chief Legal Officer
Methodist Le Bonheur Healthcare

“Lawyers work long hours and have near constant access to technology, but it's essential that we foster work-life integration by deciding what we won't compromise on, and that we set an example of this for those who report to us.

Whether you value regular dinners at home with your spouse, always being there for the bedtime routine with your kids, or shutting off technology at a certain hour for a peaceful night's sleep, you will be a stronger leader if you clearly define your personal priorities and make time for them.”

Robyn Diaz
Senior Vice President and Chief Legal Officer
St. Jude Children's Research Hospital

“My advice on how to be successful in your career is to be willing to take chances and jump in with both feet. You should be daring with your career and don’t let small inconveniences hold you back. You need to be willing to be uncomfortable and savor each new opportunity because taking those chances is the way you learn and progress.”

Sharon R. Ryan
Senior Vice President, General Counsel and Corporate Secretary
International Paper

“My advice is simple, but it’s not always easy: ASK! Never be afraid to ask for help, to ask for feedback, to ask for advice on your career path. You are surrounded by people who want to help you succeed, but it’s up to you to take the first step and ask.”

Kristen Wright
Senior Vice President, General Counsel and Secretary
AutoZone

2019 ACC Annual Meeting

October 27-30

Phoenix Convention Center
100 N. 3rd Street
Phoenix, AZ



The clock is ticking

Early Registration Ends April 3rd!

Chapter Leadership

Stephen Cavezza, President
North American Petcare at Mars
Counsel

Scott Ellis, President Elect
CoreCivic, Inc.
Senior Director, Contract Compliance

Angelia Nystrom, Vice President, East TN
University of Tennessee Institute of Agriculture
Executive Director of Specialty Programs

Gulam Zade, Vice President, Middle TN
LOGICFORCE
General Counsel

Meredith Wooten, Vice President, West TN
Vero Business Capital
General Counsel

Allison Cotton, Secretary
Employment Counsel
Community Health Systems

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David Billions
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David Chambers
Smith & Nephew
Senior Intellectual Property Counsel

Angelia Nystrom
University of Tennessee Institute of Agriculture
Executive Director of Specialty Programs

Executive Director

Melanie Gober Grand

Nashville Pro Bono Program Launched To Assist Families Seeking Conservatorship


Nelson Mullins has developed a signature pro bono project in Nashville in partnership with the Legal Aid Society of Middle Tennessee and in-house counsel from local companies in association with the Association of Corporate Counsel - Tennessee Chapter. Attorneys participating in the project will represent low-income parents or caregivers in probate court to petition for legal conservatorship over family members who have profound special needs or who are medically incapacitated. Parents/caregivers lose their legal authority to make important health, living, and financial decisions for loved ones when their children transition to adulthood at age 18. The project will assist families seeking conservatorship status in uncontested matters. Legal Aid will provide mentoring and screening of all cases for placement.

A training session was held in January, with participants from the Firm including John Baxter, Nina Kumar, Rob Leonard, James Haltom, Roy Wyman, Josiah Reid, and Norah Rogers. The companies represented at the training were: Mars, Bridgestone Americas, YMCA of Middle Tennessee, HCA, Specialty Care, Logicforce, BOA, and Asurion, for a total of 13 ACC members.

Nelson Mullins has similar programs in South Carolina and Atlanta. For more information, email Norah Rogers at norah.rogers@nelsonmullins.com.



Left to right, Steve Cavezza, Mars, Inc., ACC Tennessee Chapter president; Stephanie Chambers, YMCA of Middle Tennessee, ACC Tennessee advocacy liaison; Lucinda Smith, director, Legal Aid Society's Nashville Pro Bono Program and a staff member to her right; Norah Rogers, firmwide pro bono administrator; and Nashville associate John Baxter, who assisted in organizing the event along with Norah.

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Right Before Remedy — Supreme Court Requires Businesses to Register

Their Copyrights Before Enforcement

By Scott M. Douglass & Wade K. Sims
Patterson Intellectual Property Law PC

On March 4, the U.S. Supreme Court resolved a longstanding issue in intellectual property law by clarifying that a copyright owner must receive a registration from the Copyright Office before filing a lawsuit for copyright infringement. Businesses and other copyright owners who do not register their copyrights promptly may now be surprised to find that they have to wait months before filing suit against a copyright infringer.

The high court's opinion in *Fourth Estate Public Benefit Corp. v. Wall-Street.com* pitted Fourth Estate, an online news producer, against Wall-Street.com, which had published some of Fourth Estate's articles under a limited license. When the license expired, Wall-Street.com refused to remove the articles. Fourth Estate, which had not registered its articles with the Copyright Office, sued for infringement and concurrently filed copyright applications.

Federal courts disagreed as to when a plaintiff had standing for a lawsuit: some required a plaintiff to possess an issued copyright registration, while others allowed a plaintiff to bring its claim with only a copyright application to prove its rights. Under this patchwork, plaintiffs with access to certain federal jurisdictions and who owned an unregistered copyright could quickly file a copyright registration application and simultaneously bring a lawsuit by choosing the right forum. Conversely, plaintiffs limited to jurisdictions requiring registration had to wait between seven and thirteen months for a copyright registration to issue before they could file suit. Ending this disagreement, the Supreme Court unanimously held a plaintiff must have a federal registration to bring a copyright infringement case. Now, copyright owners who discover an infringement must either already have a copyright registration for the infringed work or file an application and wait for a registration to issue – losing valuable time in the process.

Does this apply to all businesses?

For businesses and content creators, this new ruling sends a strong message: register your works early and be proactive about copyright protection. For some businesses, this may prompt a follow-up question: do I have any copyrights to register?

The answer is, most likely, yes. Any person or company can seek copyright protection in any original work of authorship fixed in any tangible medium of expression.

So, what does this mean for businesses? Nearly any website, instruction manual, presentation, video, internal memo, or other publication that is written, printed, recorded, or performed is entitled to copyright registration – and thus must be registered before you can sue to stop its infringement, copying, or unauthorized distribution. In other words, you don't have to be Disney or Warner Music to have a copyright registration process in place.

Copyright law provides an array of damages relief, including the infringer's profits an injunction, and seizure and destruction of the infringing material. But only if you registered your copyright before bringing suit. Even for damages, copyright law favors registration: a copyright owner is entitled to statutory damages (up to \$30,000 per infringement and up to \$150,000 for willful infringement) and reimbursement for costs and attorneys' fees – but only if the infringement occurred after registration.

How should businesses respond?

Companies and content creators should take this ruling as an inspiration to reassess your copyright portfolio (or assess it for the first time). Make sure to identify all of your copyrightable materials, then selectively file copyright applications. While the standard filing fee is only \$55, in some cases companies can find more efficiency and further control costs by filing group applications, collective works, or compilations. It is also a good idea to add copyright notices to all of your works.

If you were waiting until infringement occurred before registering and now find yourself needing to enforce, you can file for expedited service, usually resulting in a registration decision in only a week or two. But the service isn't cheap, costing \$800 per claim, and is expected to be backlogged due to an increase of expedited application filings resulting from the recent decision.

In addition to jeopardizing your access to the lucrative statutory damages, waiting to register until after you discover the infringement could cause other problems, too. It could delay the timing of an injunction, allow more infringing material to enter the marketplace, give the infringer additional time to safeguard its unlawful profits and generally delay recovery of the infringer's profits while also increasing the risk of spoliation of evidence.

Copyright registration is a simple and inexpensive process – once the application is filed, it is usually just a matter of waiting for the registration to arrive in the mail. Give your company the chance to protect itself and enforce its copyrights. Don't miss out on the substantial copyright remedies just because you didn't register your copyrights.

¹*Fourth Estate Pub. Benefit Corp. v. Wall-Street.com, LLC*, No. 17-571 (2019).

²17 U.S.C. 102(a).



Scott Douglass concentrates his practice in the areas of trademarks, copyrights, and data privacy by advising clients on licensing, transactions, and litigation in federal court. He is experienced in assisting clients on the adoption and protection of brands for their products and services in a wide range of industries including film, television, music, and entertainment, beer and spirits, food and restaurants, professional services, financial services, and pharmaceutical products. Mr. Douglass prosecutes trademarks in the U.S. Patent and Trademark office and before the Trademark Trial and Appeal Board. He handles litigation relating to the enforcement of trademarks against third parties, as well as defending companies and individuals against charges of trademark and copyright infringement.



Wade Sims' practice focuses on intellectual property litigation and licensing in patent, trademark, copyright, trade secret and data security matters. He also assists in patent prosecution for computer-implemented methods and helps clients protect their intellectual property through procurement, licensing, negotiation, and litigation.

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Maximizing Corporate Recovery

By: Daniel Sasse, Deborah Arbabi, Jordan Ludwig, and Paul Sung
Crowell & Moring LLP

Across Corporate America, businesses are being squeezed from the top down to maximize efficiency: budgets stagnate or decrease, while demands increase. In-house legal departments are certainly no stranger to these ever-increasing budgetary pressures. Long thought of as a means to mitigate the business's risk, guide through deals, and manage litigation, legal departments have traditionally been revenue consumers, not generators. But that's no longer the case—or at least it doesn't have to be. There are ample opportunities for legal departments to generate revenue for their corporations. One just needs to know where—and how—to look for them. To that end, a growing number of companies have established successful legal recovery programs, and in today's competitive business climate, such programs are often viewed as a necessity. This article highlights: (1) areas where corporate recovery might exist; (2) developing a recovery program; and (3) pathways to obtaining recovery.

What Can Your Company Recover?

For many, the primary areas of focus for corporate recovery have been antitrust and intellectual property. It makes sense why: these areas often present lucrative opportunities. In the antitrust space, recovery opportunities often arise from price-fixing or bid-rigging investigations conducted by worldwide antitrust authorities—many that culminate in enormous fines and potentially even executive jail time. Large businesses are frequently the most significant victims of these violations, suffering overcharges that give rise to truly substantial claims—recoveries so large that they may be disclosed as material events in securities filings. Recovery in IP cases, on the other hand, focuses on leveraging the company's IP portfolio to seek instances of patent infringement, breaches of licensing agreements, or other similar violations. Such claims may not only yield a monetary recovery, but help ensure that competitive advantages due to IP are protected.

But recovery opportunities are by no means limited to these two arenas. Nimble businesses have successfully pursued recovery wherever the winds may blow. For example, as companies have taken a more active role in managing and funding their employees' health plans, health care has become an increasingly popular recovery area. This might include everything from artificially inflated pricing to defective medical devices to claims based on misrepresentations or fraudulent billing. Likewise, international trade has proven to be a ripe—and overlooked—area. Here, businesses may be paying unnecessary tariffs and customs duties. If that has occurred, a skilled trade lawyer might guide the company to a recovery in the form of refunds for past overpayments or future duty and penalty avoidance. Finally, recovery opportunities may be as simple as routinely reviewing contracts with past or present suppliers, or other business partners, and ensuring these contracts are being appropriately enforced.

These are but a few examples—this list is nowhere near exhaustive. An effective recovery program knows where, how, and what to look for, as well as how to proceed in obtaining recovery. The remainder of this article discusses those challenges.

Developing a Recovery Program

Recoveries are, of course, only possible when businesses are aware of specific opportunities. That is why having a dedicated program is crucial to maximizing any recovery. Businesses seeking to establish a recovery program must decide whether they want to keep the program inside the business or partner with an outside law firm.

If a business wants to keep its recovery program in-house, at a bare minimum, in-house counsel should implement procedures to ensure that all class-action claims notices are forwarded to a designated individual in the legal department. All too often such notices sit on the desks of procurement or sales personnel who frequently receive such notices but may not study them or recognize their significance. A discarded or ignored class notice may be akin to throwing away money. Other times, procurement personnel may pursue opportunities from these notices but in a siloed way that does not capture the opportunity across other business units or considering all purchases.

But establishing a protocol for class notices is just a minimum. In a more developed in-house recovery program, the legal department should carve out a set amount of time to monitor ongoing class-action settlements and litigation, in addition to tracking government investigations and fines, both domestic and international. Wrongdoers rarely advertise their misconduct, so it is incumbent on a business to remain abreast of these developments and be proactive. This holds especially true since defendants' sales records are nearly always incomplete, so it is entirely possible that, even if the business is a victim, it might not receive class notice, and consequently, fail to submit claims.

Alternatively, many businesses have chosen to partner with outside counsel to develop and implement recovery programs. Experienced outside counsel can significantly reduce—or altogether eliminate—the burden and costs of monitoring dockets and legal developments. An outside counsel partner can proactively identify specific recovery opportunities that may be available to the company, and regularly update the company on the status of those opportunities. Further, when evaluating a company's recovery options—discussed more below—outside counsel can provide sophisticated alternatives to the class-action approach, which can yield recoveries that are many multiples of what the company would have received had it remained in the class. Further, experienced outside counsel will partner with the stakeholders to maximize the recovery of whichever path the company chooses. This includes, but is by no means limited to opting out and directly negotiating tailored settlements with defendants, filing a complaint to aggressively litigate a claim, or engaging in other alternative dispute resolutions such as arbitration or mediation—all while navigating important business relationships and understanding the company's inner workings and the commercial realities the company faces.

However a company decides to proceed, investing the time and resources to develop a program and having established procedures in place to strategically evaluate all opt out and direct action options is absolutely critical to maximizing recovery.

Pathways to Recovery

The most effective recovery programs do not rely on a single pathway for each case; rather, the stakeholders will weigh a number of options when approaching each individual opportunity. There are several steps that a company and its legal team—whether in-house or outside counsel—should take in assessing each opportunity:

Engage in early assessment of each opportunity. While in-house legal departments may be inclined to avoid reaching out to the relevant business stakeholders before an opportunity is further developed, an early assessment is important, and the businesspeople are nearly always critical in that regard. Businesspeople have the pulse of industry gossip, and can often provide material insights that lawyers may not be privy to. If nothing else, an early outreach can ensure that documents are preserved and that the relevant individuals are identified, which could prove crucial down the road in the case of employee turnover.

Evaluate Options and Execute. In some cases, it may be possible for a company to recover simply by remaining in an already-filed class action and using best efforts to maximize claims submitted from any settlement or judgment. But remaining in the class, assuming there is one, may not be in the company's best interests. A company might be able to recover more—indeed, potentially several times more—by filing its own lawsuit or engaging in other direct action with the aid of experienced counsel.

In evaluating whether to engage in direct action, the volume of the company's qualifying transactions should be closely examined. If the company's relevant spend or purchases are substantial, it frequently makes sense to opt-out because, among other reasons: (1) the company can retain control over how the case is litigated with counsel of its choice (who represents the company's interests alone, as opposed to class counsel, who represents the class as a whole); (2) the company may negotiate "bespoke" resolutions, including future favorable business terms or global resolutions of claims in other jurisdictions that would not be possible in the class process; and (3) opt-out litigants typically obtain higher recoveries than they would have had they remained in the class. For example, a number of companies have obtained eight- and nine-figure recoveries in the LCD, DRAM, and credit card markets through opt-out litigation or other direct action.

If, on the other hand, the size of the potential recovery does not merit direct action—or other business considerations militate against it—the company still has recovery options available to it, including submitting a claim against the settlement fund as a member of the class. These options will be less straining on company resources, while still providing an opportunity for recovery.

Set Proper Expectations. Lastly, pursuing recovery opportunities often requires the sign-off the relevant business stakeholders and even c-suite executives. A recovery program can sizzle out before it even gets started in earnest if proper expectations are not set. Promising an eight-figure recovery and winding up with six figures does no one good. In-house counsel should play the long game and not oversell at the outset, and counsel experienced in recovery can be instrumental in helping manage expectations.

Conclusion

In-house legal departments face increasing pressures to do more with less and add value to their businesses. Developing an efficient and effective program to maximize corporate recovery—and thereby contribute to the corporation's bottom line—is one way many have been successful in mitigating those pressures, while building goodwill with their clients in the business.



***Daniel A. Sasse** is a partner in Crowell & Moring's Orange County office. He is also a member of the firm's Management Board and Executive Committee. His practice focuses on antitrust law, including antitrust litigation, government investigations, defending mergers, acquisitions and joint ventures, and antitrust compliance issues. He has extensive experience in regulated industries including health care, telecommunications, and energy. Dan has devoted a substantial portion of his practice to antitrust cartel litigation. This practice includes defending clients in criminal investigations and civil litigation as well as representing many Fortune 500 companies as plaintiffs in recovery actions when they have been the victim of price-fixing cartels.*



***Deborah E. Arbabi** is a partner in Crowell & Moring's Orange County office and is a member of the firm's Antitrust Group. Deborah is a leader in the firm's Recovery Practice, through which she has helped clients recover over \$500 million in recent years. Focusing on identifying and pursuing overcharges, Deborah assists clients with achieving recovery through litigation, negotiation, and pursuit of claims. She has unique experience in class action claims recovery, and devotes the majority of her practice to pursuing and maximizing claims in large antitrust and tort settlements. She is experienced in the process by which class action settlements are administered and distributed, and in resolving disputes involving allowable purchases, sufficiency of data, jurisdictional issues, and matters affecting allocations of funds*



***Jordan Ludwig** is a counsel in the Antitrust Group in Crowell & Moring's Los Angeles office, where he focuses on antitrust litigation and investigations, complex commercial litigation, and appeals. Versed in all aspects of litigation, Jordan has extensive experience litigating high-stakes cases under the Sherman Act, Cartwright Act, and Section 17200, California's Unfair Competition Law (UCL). Jordan has also litigated a wide variety of complex cases outside the competition area, including those involving the Racketeer Influenced and Corrupt Organizations (RICO) Act, the securities laws, legal malpractice, tortious interference, and breach of fiduciary duty. His clients have ranged from Fortune 10 companies to individuals and have spanned diverse industries.*



Paul I. Sung is an associate in Crowell & Moring's Orange County office and is a member of the firm's Antitrust Group. Paul is a complex litigator with a focus on antitrust law, including representing Fortune 500 companies in antitrust recovery actions and defending clients in civil antitrust litigation. Paul has substantial experience litigating in trial, pretrial, and appellate proceedings in both state and federal courts. Furthermore, Paul has experience defending clients in complex international arbitrations involving eight and nine figure disputes, including second chairing an International Chamber of Commerce arbitration in London on behalf of the Republic of Ghana concerning €50 million in damages.

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- - - From ACC Headquarters

Register for the ACC Xchange at the Leader Rate: The meeting for Advancing Legal Executives (April 28-30, Minneapolis) combines ACC's Mid-Year Meeting and Legal Operations Conference into one powerful event, delivering trailblazing programs, content, training, and networking all in one place, at one time. As a chapter leader, you are eligible to attend at the leadership rate of \$725. Please note that this offer is much more liberal than our Annual Meeting chapter leadership rate offer, which only applies to chapter presidents and vice presidents in the United States, and all chapter leaders outside the United States. To receive this discount, please register with the code (LDR19). [Register Now!](#)

Leadership Development Institute – Reserve your Room: May 3 is your opportunity to join your fellow chapter leaders for the spring edition of the Leadership Development Institute (LDI) in Washington, DC. Through a series of panel presentations and small group discussions, learn tips to address the challenges you might face as a chapter leader. We would like to have all chapters represented by at least one leader. There will be a hosted reception May 2. Please [register](#) for the program if you plan to attend and [book your room today](#).

Legal Service Management: ACC now offers an expanded Legal Services Management (LSM) suite of on-site training programs designed to advance the skills of your legal team and lower your legal bills. The LSM programs hone leading-edge business skills, such as implementing value-based fees, process improvement, project and change management, financial acumen, and strategic use of data. [Schedule a time to learn how our LSM training programs can benefit your legal department.](#)

ACC Executive Leadership Institute: ACC is pleased to announce the [Executive Leadership Institute](#) (July 23) in Chicago. This exclusive, one-of-a-kind program enables rising general counsel to unleash their potential for leadership within their organization by learning directly from global business leaders how to succeed in this challenging role. For more information, please contact [Ramsey Saleeby](#).

Chapter Activity Report Reminder: This mandatory survey is conducted every year to gather information about your chapter and the services your chapter has offered its members during the previous year. The data in this report will be used to help ACC staff provide more tailored support to your chapter. Please complete the [survey](#) by March 19.

Global General Counsel Summit – May 22-24 London, United Kingdom: Carefully crafted by and for general counsel from across the globe, no other event offers timely insights and thought leadership from leading executives as the Global General

Counsel Summit. This exclusive event prepares you to understand the trends that will directly impact you and your company today and in the future. [Register Now!](#)

Asia-Pacific Annual Meeting - Connect, Engage, Deliver: In a global business environment, characterized by uncertainty, shifting regulatory demands, ever-evolving cyber risk and technological disruption; it's imperative that we utilize every opportunity to connect and engage with our global peers. To be held in Hong Kong on April 11 the ACC Asia-Pacific Annual Meeting will draw on the regional and global in-house community to deliver new ideas and fresh insights focused on the Asia-Pacific region. For companies with existing links to or who are seeking to link with companies in the Asia-Pacific region, this event will provide a range of insights to help you navigate the evolving geo-political landscape across this rapidly developing region. [View](#) the program schedule and [reserve](#) your place at this important event now.

ACC Chief Legal Officers Survey: Download the [2019 ACC Chief Legal Officers Survey](#) which is now included at no additional cost as part of ACC membership. Get data from more than 1,600 CLOs in 55 countries that you can use to shape your role as CLO and to compare your structure, reporting lines, and plans for staff and budgeting into 2019.

KUDOS

- to Kristin Kenney for starting a new position as Corporate Counsel at Google
- to Jill Suwanski for starting a new position as Senior Counsel, Data Privacy at Bridgestone
- to Leslie Malkiewicz for starting a new position as Vice President and Fiduciary Counsel at Cumberland Trust
- to Joshua Mayo for being promoted to Vice President and Senior Counsel at Cumberland Trust
- to Peter Malanchuk and wife, Sarah, on the birth of their second child, Ruby Jane, on March 14, 2019
- to Ashley Nelson for starting a new position as Corporate Counsel at Amazon

—by Joshua Shields, Managing Editor, ACC Docket
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SARA L. HALL, CHIEF LEGAL OFFICER AND GENERAL COUNSEL OF AMERICAN LEBANESE SYRIAN ASSOCIATED CHARITIES (ALSAC) ON TAKING A STAND

Sara L. Hall is the chief legal officer and general counsel at American Lebanese Syrian Associated Charities (ALSAC) — the fundraising and awareness organization for St. Jude Children's Research Hospital. St. Jude focuses on treating catastrophic diseases, especially leukemia and other cancers that affect children. ALSAC raises 75 percent of St. Jude's operational funds, the majority of which come from generous donors all over the United States, and ensures that no family ever receives a bill from St. Jude. As the nonprofit's chief legal officer, Hall knows that standing tall and ensuring the utmost legal compliance at ALSAC is crucial to maintaining the integrity of St. Jude's brand and mission.

Hall's roots in Tennessee are deep. Before joining St. Jude in Memphis, Hall grew up in rural east Tennessee on a large farm. Her father was an accountant turned farmer; her mother was a calculus professor. Growing up in the country gave her a healthy respect for hard work and a love for the outdoors. But she knew early on that she wanted something different for her life. Her spark of inspiration: The Perry Mason show, which followed a defense lawyer who zealously defended his clients, did what he thought was right, and never seemed to lose a case. She admits it's an unusual thing to say, "I always thought my job was to stand up and defend the right thing and solve the difficult problems when no one else was." Additionally, she noted the lawyer's thought processes: Perry Mason, played by Raymond Burr, demonstrated how a lawyer thought "strategically and analytically." So, from the time she was six years old, Hall knew that lawyers were people who advocated for the right things — and that was what she wanted to do. But while Perry Mason reruns may have provided the visual spur, her mother's values are what instilled an early understanding of what to do in the face of injustice. "My mom was a missionary's daughter, and one of the most important values she taught us, my brother and I [he's a doctor], was that you should stand up when everyone else is sitting down, particularly on matters of significance."

At age 33, Hall became the youngest city attorney for Memphis, a joint mayor-city council appointee, for what was the 17th largest city in the country. There, she oversaw nine departments and a large staff, including a number of attorneys who had children older than she was. Her youth and background made her a wildcard. People weren't sure what to make of her, and Hall used that to her advantage. "It really gave me the opportunity to be bold and courageous in my decisions," she remembers. Hall was able to make her own way and decided early on that she would use her position to take a stand — even if those stances were at times controversial.

Hall recalls that shortly after she had been named city attorney there was an interim period where the former city attorney had departed, but Hall had not been formally sworn into her new position but was instead still formally serving in her former role as city human resources director, also the youngest appointed to that role. During this time, there was a controversial issue involving interpretations of the city charter upon which the mayor and the city council disagreed. The mayor confided in Hall as legal counsel, and she provided advice. When Hall was asked during the city council meeting to provide that information in an open public session, she declined, citing attorney-client privilege. "They advised me that they were waiving the attorney-client privilege, and I advised them that the privilege inures to the benefit of the organization and cannot be waived unilaterally by a body of the whole. I advised that I was declining to waive the privilege because I did not believe it was in the city's interest to do so in an open public session," Hall recalls.

After some back-and-forth with the city council, they ultimately threatened to vote to remove Hall as city attorney unless she disclosed the information. She did not disclose it. After the meeting concluded, Hall walked up to every city council member and told them that she respected them in their role, but that as city attorney, it was her responsibility to serve the city as a whole — which included the mayor and the city council. Regardless of the outcome, she was going to work to be their attorney and to give them the best advice that she could, as long as she could, as long as she was in office.

Hall went home that night and did not know if she would have a job the next day. Ultimately, the city council did not vote her out of office. The experience taught her the importance of having unwavering resolve but doing so in a way that is respectful to the other side. Hall muses, "I think there's probably nothing that tests ethics, the law, and the attorney-client privilege and relationships more than working for a governmental entity where you represent both the administration and the legislative body and you're trying to work through controversial issues." But overall, she maintains that it was a great learning experience that helped her develop who she is now as a chief legal officer. "Being almost fired for doing the right thing gave me confidence and a wonderful freedom to be able to get up every day and say, 'I'm going to make things happen and do the right thing. If I fall, I fall. But

I'm sure going to try."

After over 10 years as an appointee in government and nearly four years as city attorney, Hall served as vice president, general counsel, and secretary at Memphis & Shelby County Airport Authority for a little under four years. In 2010, she landed her current position at ALSAC. In many ways, Hall finds working in-house as a CLO to be similar to litigation because "you don't know what's going to happen next, but you're in the middle of it, and you're working through it." One of the major appeals of being in-house or a CLO is that you can be a strategist, business partner, truth-teller, devil's advocate, and lawyer every day who makes the right thing happen for the organization. She states, "Being in-house, you understand the organization. You know the people. If you handle issues as a strategic business partner and develop a reputation for making things happen within your company, you are more likely to have a seat at the table and be in the room for the decisions, the debates, and the discussions. You're able to craft a better path rather than just running onto the path to remove the boulders or to direct them in a different way half way down the path."

On her legal team, it's important to Hall that everyone knows how to navigate complex issues with a solution that is not only legal, strategic, and practical but also socially and morally responsible. She emphasizes that brand and reputation are especially critical for nonprofits who, unlike for-profit entities, do not sell a good. "When a donor gives money, they are giving to the mission. They are giving with the belief that the nonprofit will take those funds and use them to grow and support the mission." As such, Hall stresses that nonprofits need to be ever vigilant of how their brand is perceived in the marketplace and watch for inappropriate logo use and association. As chief legal officer and general counsel, much of this responsibility falls to her and the legal department.

Keeping the public's trust: Data protection

Protecting the organization's brand is only one aspect of cultivating trust with the donors — another major part is data protection. With recent advents such as the General Data Protection Regulation and the looming California Consumer Privacy Act, and other US state and federal legislation potentially on the horizon, Hall and her team are closely watching regulations that are meant to safeguard donor data, privacy, and information. "We continue to look to the future and what may be, and work to be prepared but nimble."

In addition to privacy, the ALSAC legal department handles issues related to fundraising, marketing, financial transactions, intellectual property, social media, trusts, estates, technology, and complex gifts. With 30 offices across the country, the department also pays close attention to adherence to state regulations regarding Charitable Gift Annuities, Commercial-Co-Ventures, DREAM HOME™ raffles, employment, and real estate.

By taking a strong compliance stance on all aspects of ALSAC's work, Hall is furthering the trustworthiness of St. Jude's brand and mission — one she wholeheartedly supports. As St. Jude Children's Research Hospital works to find cures for children with cancer, Hall and her team are "always innovating, testing, and iterating to ensure that [they] can continue to further the mission of St. Jude Children's Research Hospital and really raise the funds and awareness needed to fight."

Getting to know Sara Hall...

How do you deal with stress?

I'm a distance runner turned yogi for the past 25 years. I started doing yoga selfishly to teach myself how to lower my heart rate quickly in court or in my office when I had an adrenaline response to a crisis, which was helpful in the moment but over the course of one's life is not a healthy way to live. So, I have received a tremendous amount of joy, and peace, and probably sanity out of my yoga practice. Just the ability to observe and control my thoughts helps me appreciate all that I have and deal with the stress of the day in a way that's positive.

What's something people are always surprised to find out about you?

My headliner answer would be "I'm a non-conformist at the core. I am not on social media and I have never tasted coffee, and yet I have a full life." The more layered and honest answer would be that like many driven, successful people, I am still learning how to integrate who I am and what motivates me at work and at play. At work, I am an analytical, fearless (but not reckless) risk-taker and truth-teller who makes things happen. At play, I am a nature loving, long distance runner turned yogi that tries to celebrate simple pleasures and moments of joy who will be adding and checking off adventures on my list of "must do's" forever. I believe we all have the power to do anything we set our minds to — even the things that scare us the most. I have been so fortunate to have been able to do that and work first as public servant and now at ALSAC/St. Jude, a place of hope making a tremendous difference in the lives of children and their families where our mission is: Finding Cures. Saving Children. So, past the no coffee and social media answer, it's the honesty in acknowledging that seeking a life as well as a living is an ongoing practice and certainly a work in progress every day.

As a lifelong Tennessee resident, which has better music, Nashville or Memphis?

Memphis. Memphis has grit and soul and originality. Being a river town, Memphis attracts people from very different backgrounds. This is special, particularly for the South. I think that — coupled with St. Jude Children's Research Hospital, which brings researchers, doctors, and people from around the world here — it instills in Memphians the spirit of the good Samaritan: the desire to help your neighbor. And Memphis is one of the most fun, original, authentic cities that I could ever imagine.

Sidebar:

ALSAC's Beginnings: From A Prayer for Success

American Lebanese Syrian Associated Charities (ALSAC) is among the largest healthcare related charities in the United States. The sole purpose of ALSAC is to raise funds and awareness to support St. Jude Children's Research Hospital.

The charity was founded by actor and singer Danny Thomas in 1957. As the St. Jude web site tells the famous story: Thomas was struggling to launch his entertainment career and went to a Detroit church to pray for success, especially as his wife was expecting their first baby. Moved by the sermon, he gave his last few dollars to the church. He prayed for help to pay the hospital bills. The next day, he landed a role that paid many times what he'd given. As Thomas continued to struggle, he prayed to St. Jude Thaddeus, the patron saint of hopeless causes. Thomas asked the saint to "help me find my way in life, and I will build you a shrine." His career took off.

Danny Thomas's shrine to St. Jude became a hospital for children with cancer. To raise money for the hospital and its maintenance, Thomas, of Lebanese descent, turned to his fellow Arab-Americans. In 1957, one hundred representatives of the Arab-American community met in Chicago to form ALSAC with a sole purpose of raising funds for the support of St. Jude Children's Research Hospital. The mission continues today.

ACC TN CALENDAR OF EVENTS FOR Q2

West Region*—Memphis

April 24, 2019

CLE/Lunch

Sponsored by Ogletree Deakins

Getting to the Bottom of the Matter: Conducting Internal Investigations and Strategies for Surviving Governmental Investigations.

May 15, 2019

CLE/Lunch

Watch for details!

June 19, 2019

CLE/Lunch

Sponsored by Dickinson Wright

Employment Law Considerations for the Digital Economy

*The West Region holds meetings the 3rd Wednesday of the month at Vero Business Capital unless specified otherwise.

ACC TN CALENDAR OF EVENTS FOR Q2

Middle Region—Nashville*

April 11, 2019

CLE/Networking Reception

Sponsored by Waller

Trade War 360: What are the real risks and consequences for businesses regarding ongoing trade war between the US and China

May 11, 2019

CLE/Lunch

Sponsored by Chambliss, Bohner & Stophel, P.C

OSHA Hot Topics and Workplace Hazards

June 13, 2019

CLE/Lunch

Sponsored by Barnes and Thornburg, LLP

TBA

East Region—Knoxville

May 15, 2019

CLE/Lunch

Sponsored by Fisher Phillips

TBA

June 11, 2019

TBA

East Region—Chattanooga

May 2019

Sponsored by Miller & Martin

East Region—Tri-Cities

May 15, 2019

CLE/Lunch at Eastman Chemical

Sponsored by Butler Snow

What to do when the DOJ Comes Knocking at Your Door

*The Middle Region holds meetings the 2nd Thursday of the month unless specified otherwise.

** The East Region—Knoxville holds meetings the 2nd Tuesday of the month at Cherokee Country Club unless specified otherwise.

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