

Find more resources in the ACC Resource Library: www.acc.com/resource-library

Are You A New General Counsel? Top Ten Actions to Ensure Your Success

By Mark Roellig, former general counsel of four Fortune 500 companies

Jun 24, 2021

Key Highlights:

- *As a new general counsel, you need to quickly learn the company's business, culture and inner dynamics.*
- *Liaising with key insiders within the company's business and legal teams will equip you with invaluable information to accelerate your learning curve.*
- *Developing a well thought-through leadership philosophy and a short-term and long-term strategic plan will help you and your department.*

Introduction

Sixteen people who have worked for me have gone on to become general counsel. This top ten list is intended to provide a short summary of what I have taught them and the presentations, teaching, mentoring and various pieces I have written on actions to be taken to ensure your success as a new general counsel.

In addition to being the general counsel at four Fortune 500 companies, I have also had my responsibilities expanded beyond law to include areas as far flung as chief technology officer, human resources, marketing, and aviation. What follows is an outline of what one should do to be successful in any new high-level executive position or area of responsibility.

1. Learn the Company and Its Culture

If you're new to the company, learn about it and its culture and business as quickly as possible. There are many resources available to help you gain this knowledge:

- Filings and analysts' materials: In addition to reviewing the company's periodic filings, such as its 10-Q, 10-K and Proxy filings, listen to the last two years' analysts meetings and quarterly earnings calls. If analysts have been following the company, obtain and read those materials.
- Strategy and new director's orientation materials: Review the materials of any yearly strategy sessions with the top leadership team and the board that outline the company's strategy. Also review the materials developed for new directors' orientation. Since some directors may be new to the company and industry, these

materials are often very clear and understandable to someone new to the business.

- Books and periodicals: Additionally, some companies or industries may have books or periodicals written about them. If such material was published regarding your new company, read it to better understand the organization, its history and its business. You will probably find interesting stories there.

Once you start in your position, make sure to ask about the company's culture and the factors that make someone successful in that culture. Find someone on the business side, usually a layer or two below your peers, who can tell you what the company is really about and how your colleagues interact with each other.

An excellent way to find these insiders is if you can be assigned to mentor a high potential up-and-comer in the business. They will enjoy spending time with you, and will be happy to teach you the business and its culture. People love talking about what they do, especially those with a long tenure at the company (i.e., resident historians). And it is always viewed as a high compliment when the new general counsel takes a genuine interest in their views, what they do, and the business.

2. Develop Your Initial Three-Month Plan

As Yogi Berra said, "If you don't know where you are going you will end up somewhere else." Develop a 30/60/90-day plan to share and discuss with your Chief Executive Officer (CEO). Make sure the plan is informed by and covers the nine other areas outlined in this article.

Obtain the input from your CEO, revise your plan. This is your road map for the next three months. *Understanding and aligning with your boss's expectations may be the most important action for your success.* Make sure you discuss and have a clear understanding of how and when you will have ongoing communications - what, when and how do they want to hear from you? If possible, for the first three months, you want one-hour meetings at least every two weeks and discuss each time if your communication approach is working.

3. Meet with Your Team and Share Your Personal Leadership Philosophy

Meet with your new direct reports. Ask them what they are working on. What are their objectives? Who are the stars in the organization? Are there any people in the organization that are an issue? What can we do to improve? Ask for their input on what they believe you should be doing. These are not short meetings; these discussions take time and nuance to explain – if possible, schedule three hours for each such meeting.

The first question about current reports and projects may take half the meeting time to address. This is the best way to find out on what significant legal or other issues the organization is working. Through these meetings, you should also be able to identify your "go-to person(s)" among your direct reports, a well-respected, strategic thinker who

knows the key players within and outside the department. Keep them close and build trust. They will help you avoid landmines, provide historical perspective, help you learn the inner workings of the organization, and provide insights on talent management.

Develop and have ready to share your own [Personal Leadership Philosophy](#). For an example see my Personal Leadership Philosophy. This statement and philosophy should be based on your own thought process (not from business articles and books), on what you value and who you are as a leader. It should be no more than two pages long of one-sentence bullet points, and no more than 20 bullet points in total. Here is a suggestion of the four headings and areas your philosophy should cover: what I believe; what I expect; what I will do; and what I will not tolerate.

In the first week, you should meet with your entire organization in a “town hall” style meeting. During the meeting, speak about your background, who you are as a colleague and as a person, and discuss your Personal Leadership Philosophy (and distribute it after the meeting). Explain what culture you expect in the organization; the attributes of a successful team member; what you will be doing over the next several weeks; how you value the team, diversity and inclusion; and how people can best interact with you.

Make it clear you care about the harmony we all need to establish with our work and our lives, and that you care about the well-being of the team. Take questions, and remember the biggest question on everyone’s mind is: How will this change impact me?

4. Develop Relationships Before You Need Them

You need to develop internal and external relationships before you need them. Internally these include the CEO, the board, and peers (Chief Operations Officer, Chief Financial Officer, Chief Human Resources Officer, business leads, etc.) Do this early on. The key board members are the Chairperson/Lead Director and Committee Chairs.

From a personal perspective, for the executives with whom you will work, try to learn about their long-term life plans, their business objectives for the next year, their interests, and what they value.

This approach will allow you to better communicate and interact with them. In addition, these internal stakeholders can provide you with their perception of the company’s culture, and any significant operational or business challenges and opportunities from an internal and market-facing standpoint. They will also offer their perspective on the partnership with the legal team, what works well, and any opportunities to improve. As part of this process, try to figure out the power dynamics of the players at the executive level (who has higher ambitions, who is respected, who does the CEO rely on, etc.).

Externally, meet with key vendors, including the external auditors and significant law firms retained. They should have an interest in making you successful, and will give you great input and suggestions. Other general counsel in the community or industry are also

great contacts to have. And if it makes sense, get to know key regulators, your attorney general, or other public officials who may interact with your business.

5. Figure Out Your Department

Review the succession, compensation and bonus material on your department's personnel. Based on this and the discussions with your new direct reports, find the stars in the layers below your direct reports and meet with them fast. They will have every incentive to help your success, may provide you with unvarnished feedback, and will often give you the best input and ideas.

Once you have your leadership team in place at an off-site, ask them to answer the following four questions while you are out of the room. This can be facilitated by your human resources representative.

- What do you know about me?
- What would you like to know about me?
- What should you know about us?
- What are you afraid I will do?

Then get back together to discuss feedback.

6. Figure Out Why You Really Got the Job

You saw the job specification from the search firm. You interviewed and asked questions. But you will never know the full real job until you start. Figure out what role they want you to play and what job they really want you to do. As part of this, find out if there are any "skeletons", hidden issues that you should be aware of, or people on your team around whom there are political sensitivities (i.e., for whatever reason are protected by the board, CEO, etc.).

7. Quickly Ensure Best-in-Class Governance

The biggest early stumble a general counsel can make is in the area of governance. Carefully review the recent board materials, current governance structure, and processes. Make sure the governance is best in class, or create a plan to bring it up to be. Review the Directors & Officers insurance and indemnification (they will be pleased to see you care about them). Outside counsel may be an assistance in both of these areas.

8. Develop Structure and Staffing

Think about the best structure for your organization. Keep in mind that what the best structure is depends on a number of factors. Remember it is structure first, then the staffing follows – the reverse will only create a mess. As you staff your positions, focus on the quality and attributes of the team members that you want, as well as diversity. Your focus on diversity and inclusion will make it clear that you value all your

team, and want their input, and it will drive better engagement and results. Who you hire and who you surround yourself with are the most important decisions you will make. Great people will tell you what to do to be successful. Keep in mind that who you hire, who you promote, who you reward, and who you terminate, are the decisions your team watches most carefully, and sets the culture for the organization.

9. Understand Your Budget and Look to Improve Efficiency and Results

You need to understand your budget and spend. Obtain, understand, and analyze the material from your finance liaison. Review outside counsel spend carefully, including which firms are used and for what, the ratio of inside to outside spend, overall external spend, and diversity. Almost always, costs can be reduced. Focusing on efficiency will make you look good.

Create metrics around all these factors. If you don't measure it, you won't get it. In addition, if possible, look to achieve a significant quick win or two for your clients in the first 90 days, by identifying and solving a problem or pain point, or by enabling a service enhancement that is important to your business.

10. Develop a Strategic Long-Range Plan

Being strategic is big part of your job. High quality responsive legal work is just the beginning of your responsibilities and role. You need to develop and document strategies to advance and support the business objectives, reduce costs, drive efficiencies, and develop your organization and team. This will not be completed in you first 90 days, but you should think about it, and possibly create a task force to develop the first draft, with the hope to have a final plan in less than six months.

Create strategies and tactics with the ideas and input from those closest to the issues. Share, discuss and revise the proposed plan with your business leaders. They will be pleased to know you are there to help them succeed and not just deal with legal problems. For each of the strategies and tactics in your plan, make sure they are assigned to someone on your team, with clear expectations, deliverables, and timeline. In your plan, include your objectives around individual and team development, diversity, and pro bono.

This plan is the foundation for your own annual personal objectives. It needs to be rolling and updated every year, to ensure the department remains aligned with the evolving business objectives. It also serves as the foundation for an annual report to the board and your leadership team regarding what was delivered for the business.

Developing and implementing this plan will be a challenge, but work to get your team to stop dedicating time to tasks and projects that are not aligned with or part of the plan. Share and communicate the overall plan time and time again in different ways (including with your outside counsel), until your team can repeat it back to you.

Conclusion

Of course, while you are implementing the ten points in this article, you and your team need to keep providing high quality responsive work on the legal issues the company is confronting. However, a significant part of your job now is to focus on leadership and strategy. While the ideas above are formed from my own experience, you will need to adapt them in light of your team's size, individual circumstances, and your own personality and style. That said, if you follow this list, I believe you will be successful. I sure hope so.

If you need more explanations, please feel free to contact me. That is what I do these days, as a client service advisor with Perkins Coie. I find it fun. I am not handling "legal" matters, but assist general counsel and their leadership teams, free of charge, to be successful in leadership and manage in-house services effectively and efficiently, with a personal desire to focus on new diverse general counsel – since they often did not have the mentors or sponsors I was privileged to have as a white male.

I hope to hear from you. And I wish you the best in your very successful future career.

Author: [Mark Roellig](#), former general counsel of four Fortune 500 companies

Additional ACC Resources:

- Read the [2022 ACC Chief Legal Officers Survey Key Findings](#), learn what key trends Chief Legal Officers identified as top of mind
- Read "[Understand Your Organization's Risk Tolerance: Practical Tips for In-house Counsel](#)" by the Association of Corporate Counsel, October 1, 2021
- Read "[Quick Overview: The General Counsel's Role in Shaping and Advancing Corporate Culture in the Legal Department](#)" by Dr. So-Ang Park, Consultant, and Lisa Birkenbach, Leadership Advisory Expert, [Egon Zehnder, an ACC Global Resource Provider](#), May 3, 2021
- Read "[The Synergy of the CEO and CLO](#)" by Tamara Joseph, Mark Perrin, *ACC Docket*, January 5, 2021
- Read "[I Just Became a General Counsel: What Should I Do Next?](#)", by Mark Roellig, *ACC Docket*, March 2012
- Read "[Actions to Take During Your First Year as a General Counsel](#)", by Mark Roellig, *ACC Docket*, July – August 2020
- Read "[Structuring Your Law Department](#)", by Mark Roellig, *ACC Docket*, March 2019
- Read "[Developing a Slurp](#)", by Mark Roellig, *ACC Docket*, October 2019
- Read "[Environmental, Social and Governance \(ESG\) from an In-house Counsel Perspective \(United States Focus\)](#)", Alexander D. Gonzalez, Esq. and Richard Reich, Esq., May 26, 2021
- Explore ACC's selection of [Diversity & Inclusion resources](#)
- Explore the [ACC Collection: Leadership Skills](#)
- View the [ACC Resource Library Interest Area: Skills and Professional Development](#)

- **Connect with peers** through the [ACC Law Department Management Network](#) (ACC members only)

Not a member? [Join ACC Today!](#)

Disclaimer: The information in this resource (or in any resource collected in ACC's virtual library) should not be construed as legal advice or as a legal opinion on specific facts, and should not be considered as representing the views of its authors, its sponsors, and/or ACC. These resources are not intended as a definitive statement on the subject addressed. Rather, they are intended to serve as a tool providing practical guidance and references for the busy in-house practitioner and other readers. For legal advice or representation, please engage a legal counsel.

© Association of Corporate Counsel. All rights reserved. Visit www.acc.com