In-House 3.0 - Technology Challenges and Opportunities

Marcella Hein, Corporate Counsel, West Monroe Partners LLC
Michael Asen, VP Global Legal and Compliance Segment, Intralinks Inc.
Carolyn Herzog, EMEA Legal Counsel, Symantec Corporation

AGENDA

Modern Solutions for Modern Problems

- Why Corporate Counsel Need Tools Today
- Metric-Driven: Driving Efficiencies, Demonstrating Legal Value, Managing Risk

What Tools?

- Internal Client-Facing Tools
- New Ways of Working with External & Internal Tools

Implementation Lessons Learned

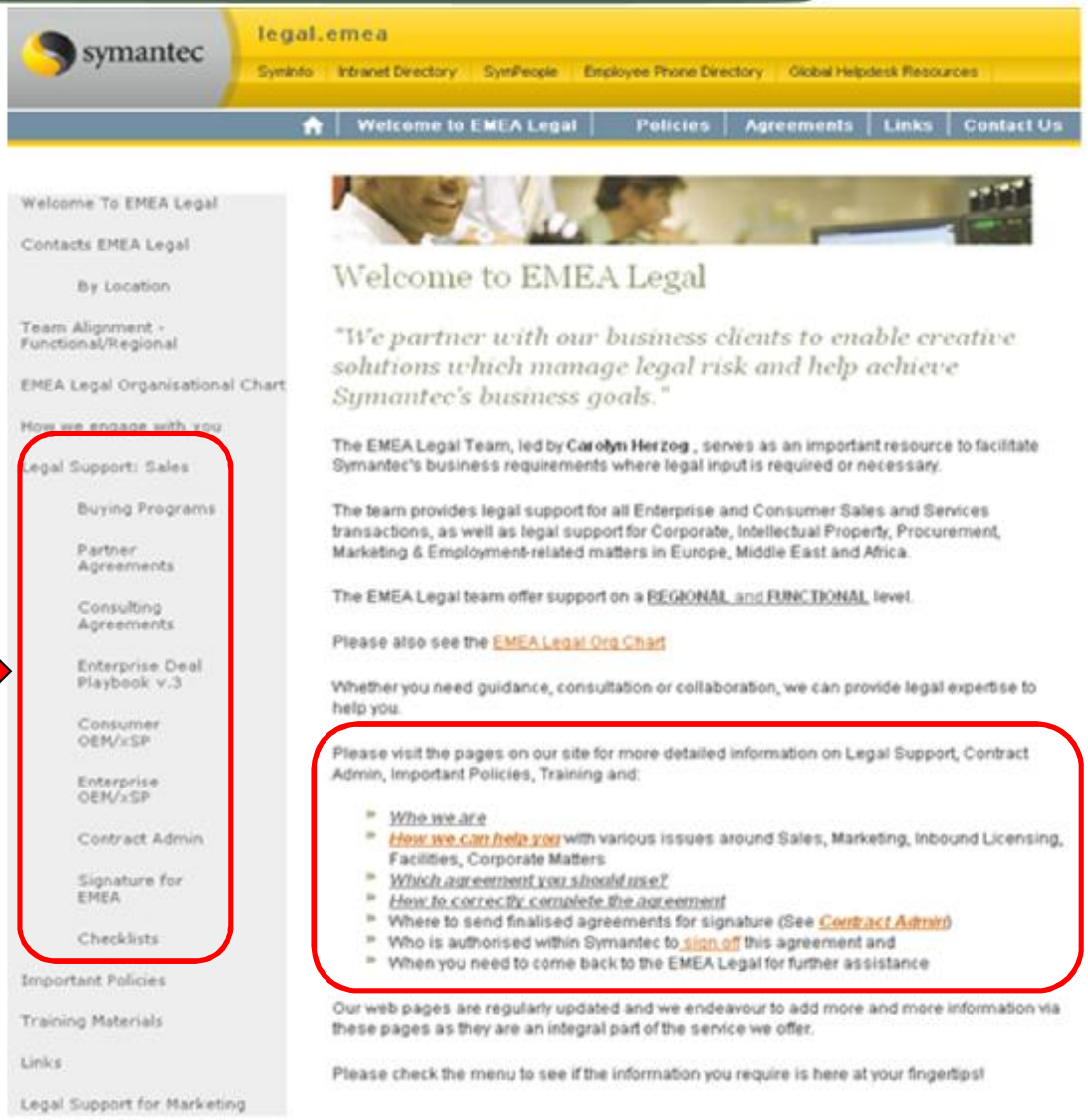
- Challenges
- Successes

MODERN SOLUTIONS FOR MODERN PROBLEMS

PROBLEM: Not enough counsel to go around

SOLUTION: Counsel should focus on the big risks and enable internal clients through self-help & internal collaboration tools for global access to tools for 24 X 7 secure access

- Encryption / Restricted User Access
- FAQs
- Training Materials
- Risk Evaluations / Approvals Matrices
- Cross-Functional Work Flows
- Negotiation Guides
- Topics: Marketing, Sales, Insider Trading, Ethics & Compliance



Self Help Tools

FAQS

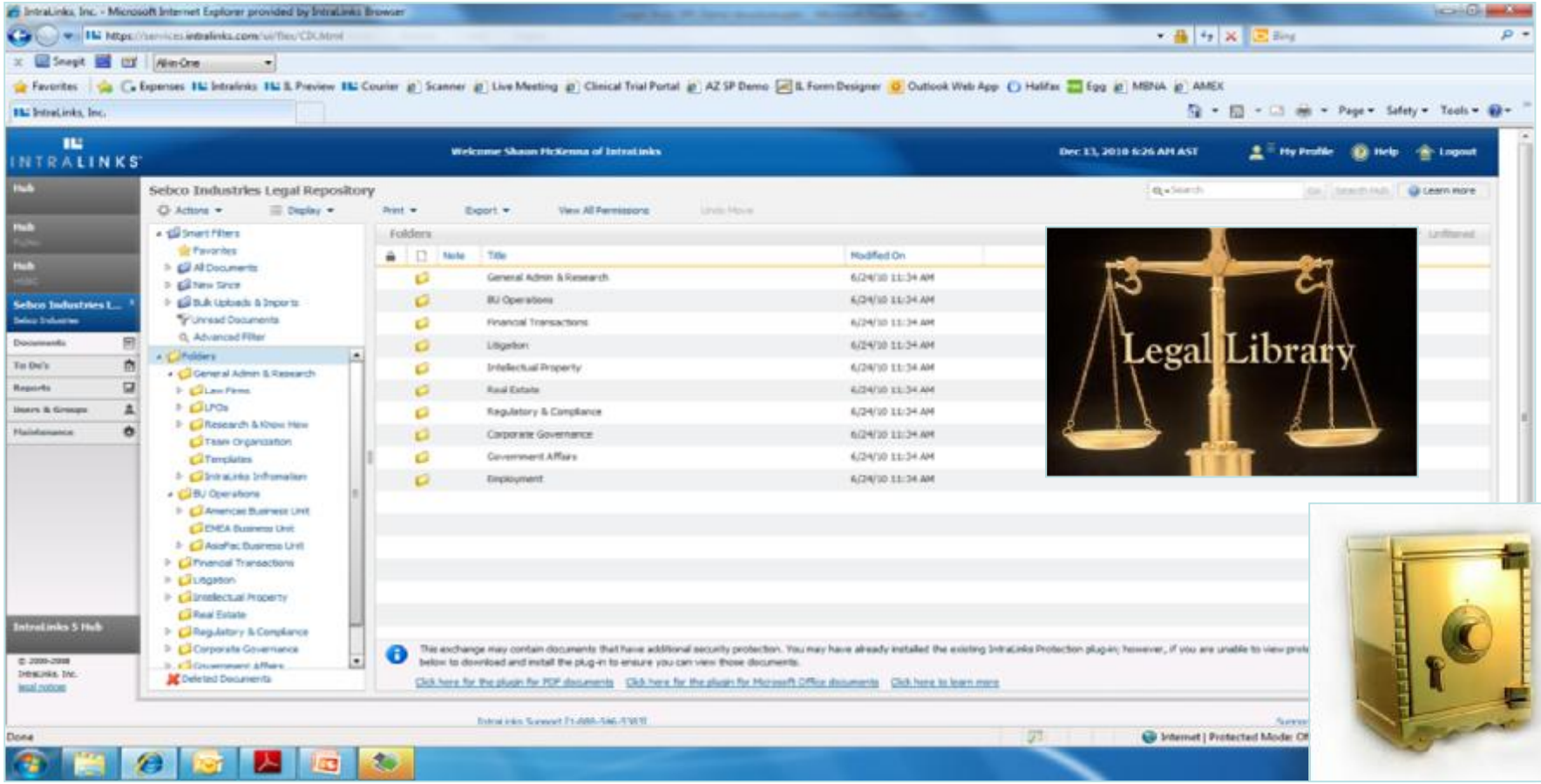
PROBLEM: Too many documents and too many approvals to manage in a reliable, searchable and intuitive manner

SOLUTION: Scalability and confidence through process, and scalable tools (shared files, to cloud solutions)

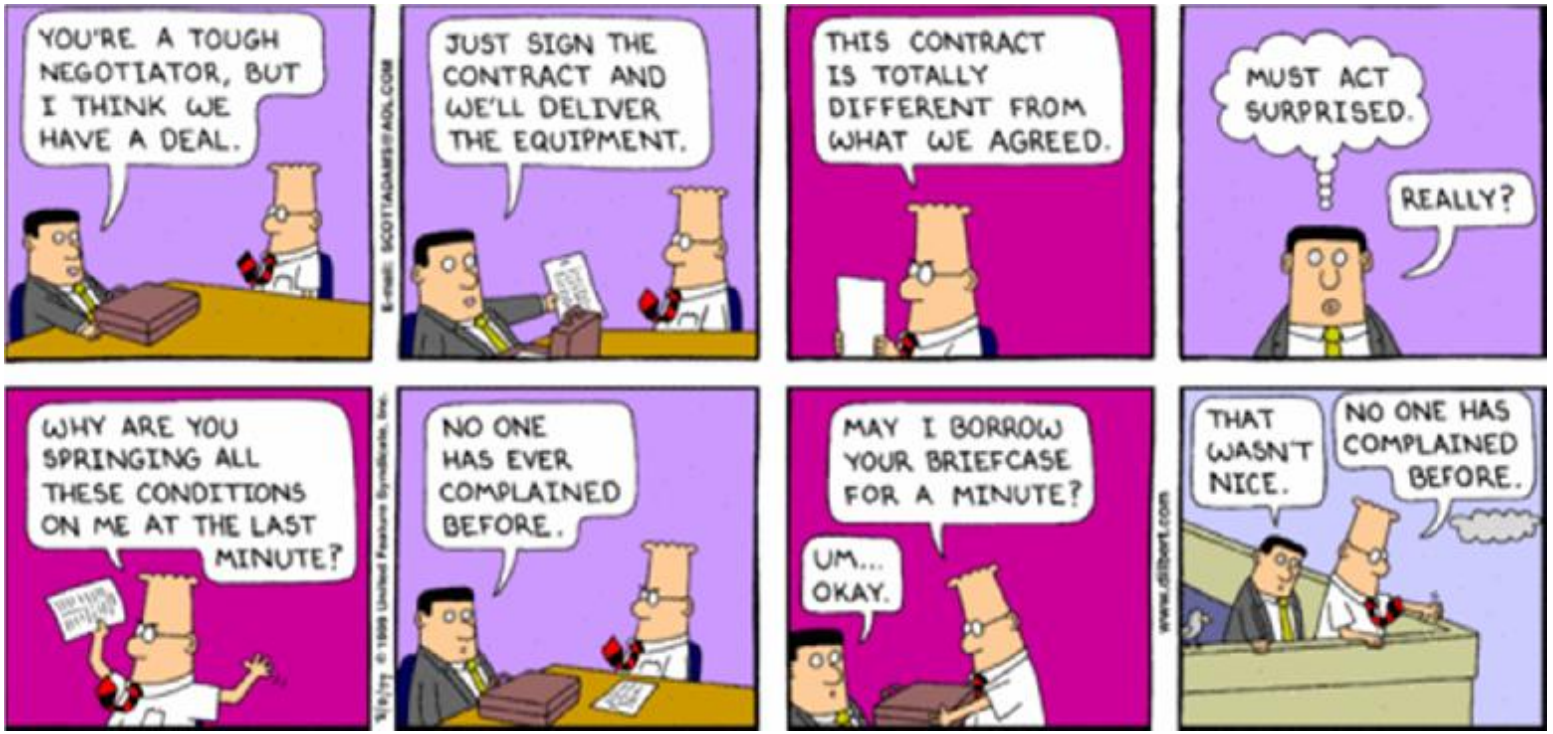
- Document Review and Approvals
- Document Storage
- Contracts
- Knowledge-sharing Documents / Resources
- Regulatory filings
- Reportability

IntraLinks for Corporate Legal Management

Single, searchable, secure system for managing documents, contracts, regulations, Board and law firms



Thinking outside the Box

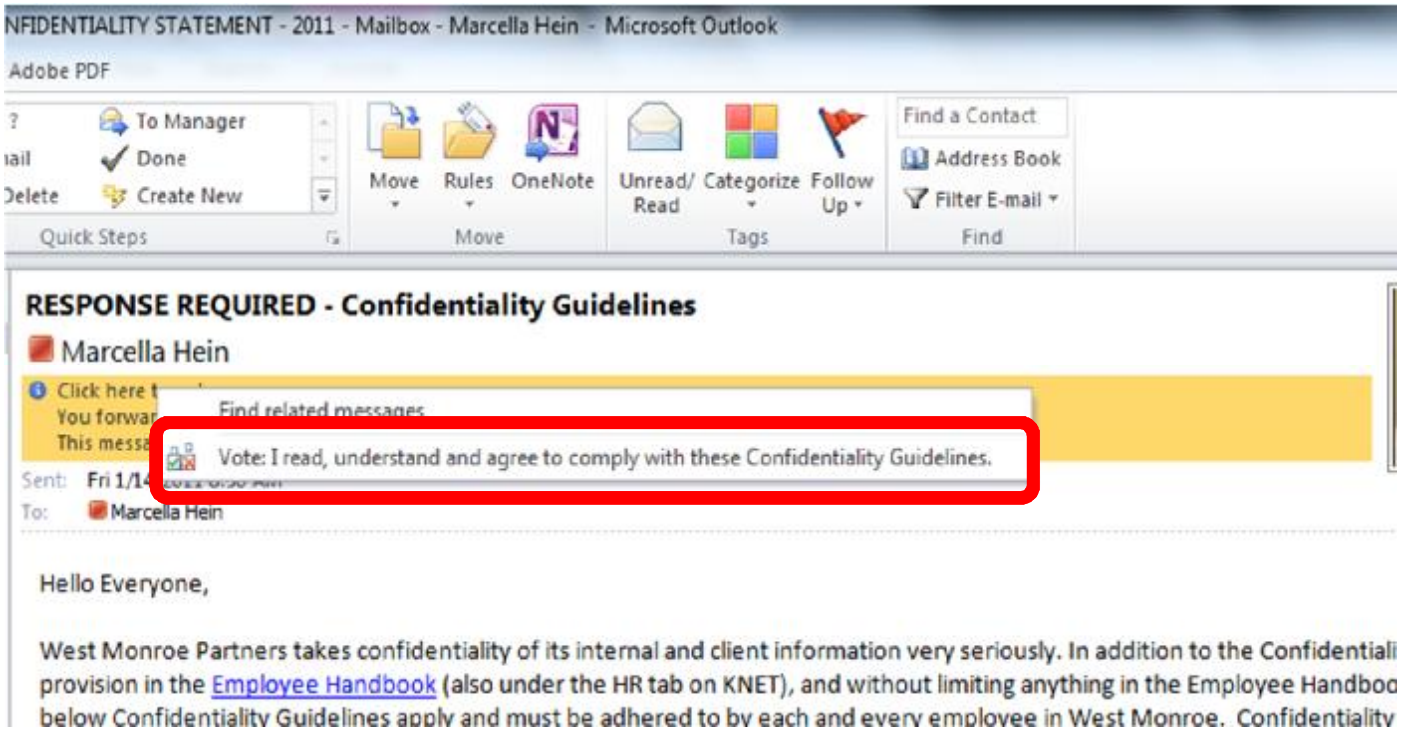


PROBLEM: Managing all employee approvals and acknowledgements for compliance and reporting

SOLUTION: Electronic or managed attestations

- Attestation to:
  - Policies
  - Training
  - Compliance
- Record Keeping and Reporting
  - Built in workflows with version control and Audit Trail
  - General Counsel
  - Business Partners
  - CEO and Board

Compliance Tracking through Email



PROBLEM: Managing Outside Counsel and Costs is too difficult to handle manually

SOLUTION: Set expectations up front and manage through some level of automation

- Annual Agreements to include expectations around rates and billing practices (i.e. don't pay for copies)
- Automate approvals with red flags for non compliance
- Include reporting function for checkups and metrics reporting (i.e. money saved through discounts and compliance; alignment of appropriate resources)
- Secure Exchange of sensitive information with outside counsel
  - Process for managing Privilege

WHAT'S IN YOUR TOOLKIT?

Contracts Management

- Central Repository of Consistent Information & Final Contracts
  - Seamless Search & Retrieval
  - Instant Visibility To Agreement Status / Transparency for all stakeholders
- Increase Efficiencies between Business / Sales & Legal
  - Systematic Routing & E-mail Notifications
  - Administrative Operation Efficiencies
- Addresses One System To Solve Challenges of a Global Company

Compliance

- Training
- Confirmation of information received and understood
- Voting
- Record Keeping and Reporting
- Can target groups or all employees
- Content must be audience appropriate and “tick the boxes”

Outside Counsel Management

- Letter Agreement to set annual expectations
- Input into one common format
- Red flags for non compliance
- Ability to approve, modify or reject
- Reporting on individual firms and subject / regional views

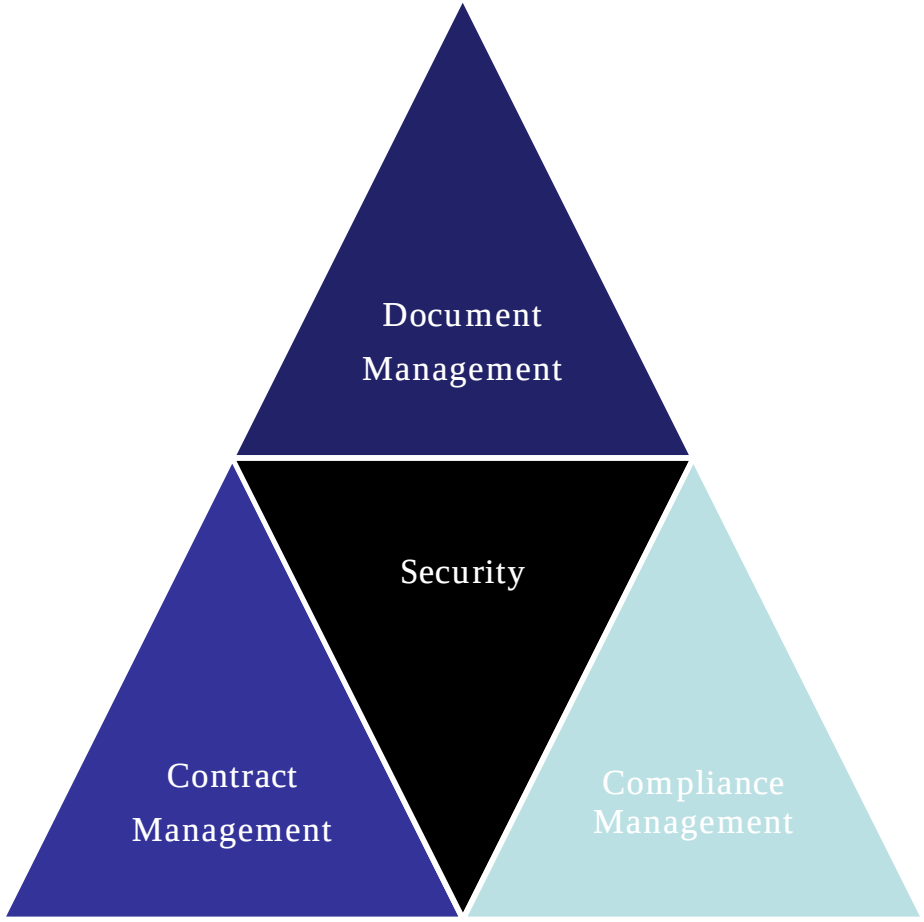
IMPLEMENTATION
Lessons Learned

Lessons Learned

- New technologies and processes have bugs – test then execute
- Need champions for leading projects & in all stakeholder positions
- MUST drive efficiencies
- Increase focus on metrics and compliance means there should be reporting and ability to audit
  - What do you need?
  - What do your internal clients need?
  - What does your General Counsel, CEO, Board need?

APPENDIX

Tools for a Mobile Workforce

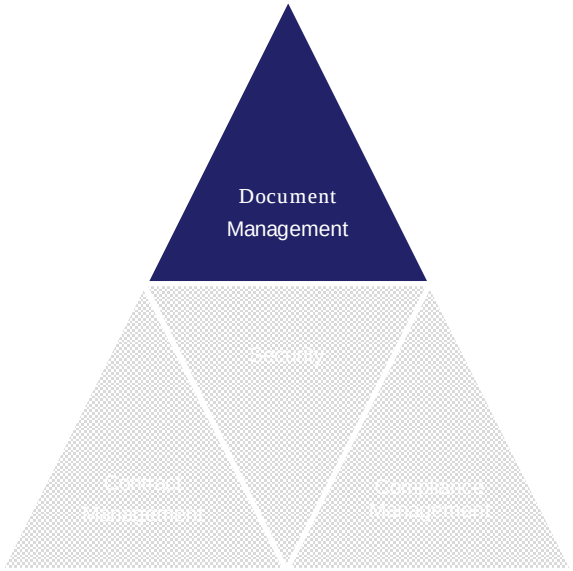


Issue: Internal Document Storage & Sharing

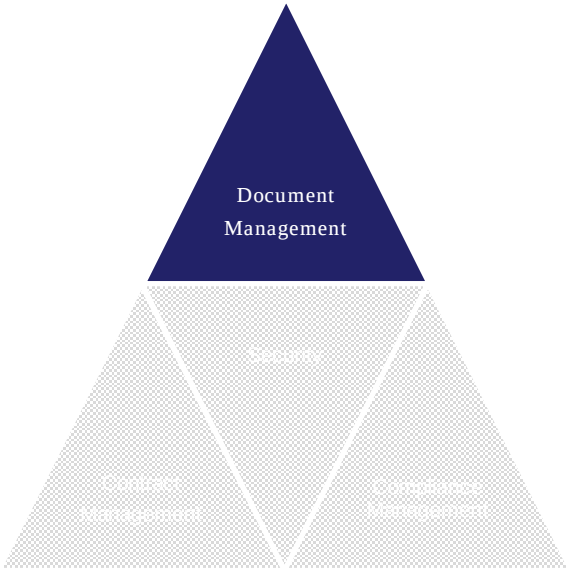
Tool: Microsoft SharePoint

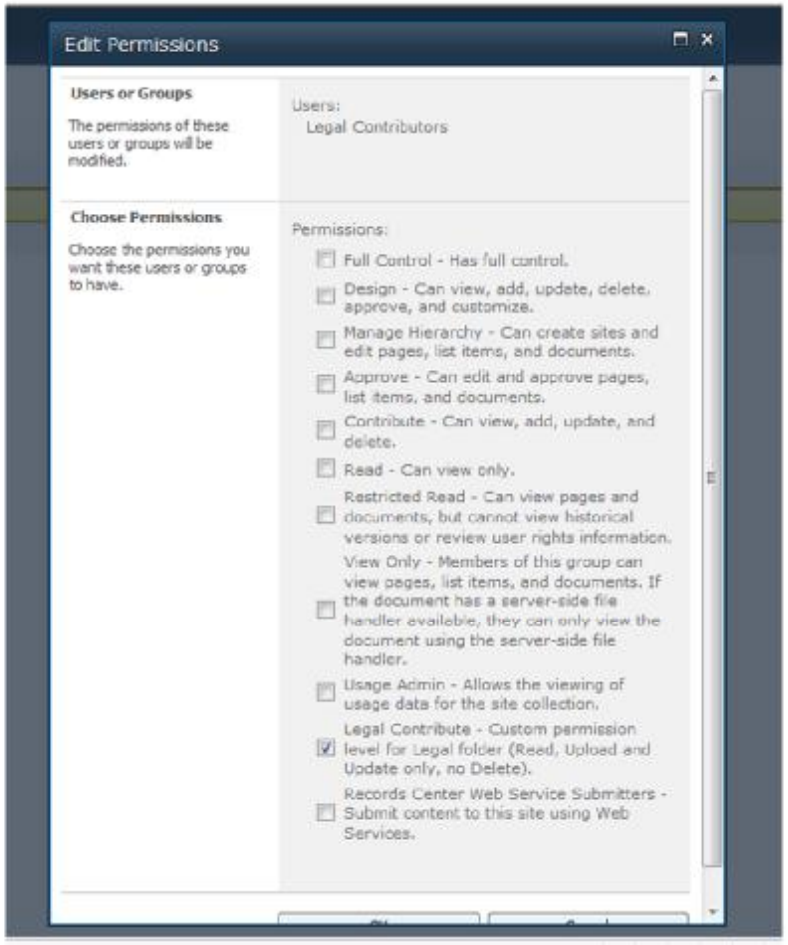
Process:

- Folders where access can be restricted within the Company
- Tag documents by type, client, or other criteria needed for internal record keeping
- Keeps record of viewers, editors, and versions



Permission Management Sample



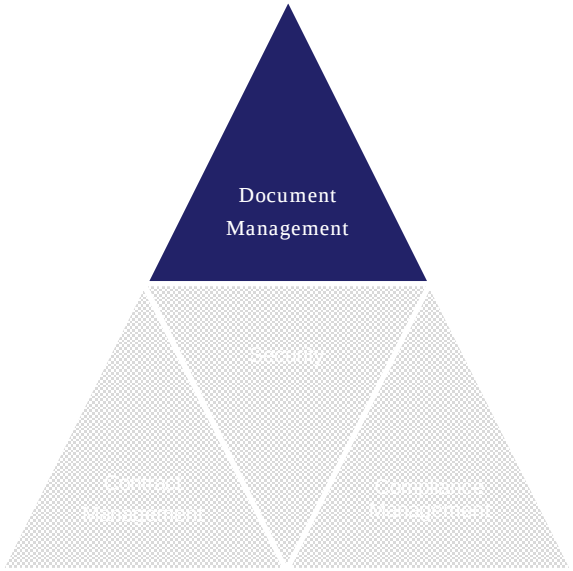


Issue: Selective External Document Storage & Sharing

Tool: Microsoft SharePoint

Process:

- Ability to Create External sites for third parties (e.g. clients, alliance partners) to access selective documents
- Ability to Link from selective documents from internal SharePoint site to an external portal
- Have same ability to restrict access in the external site as the internal site

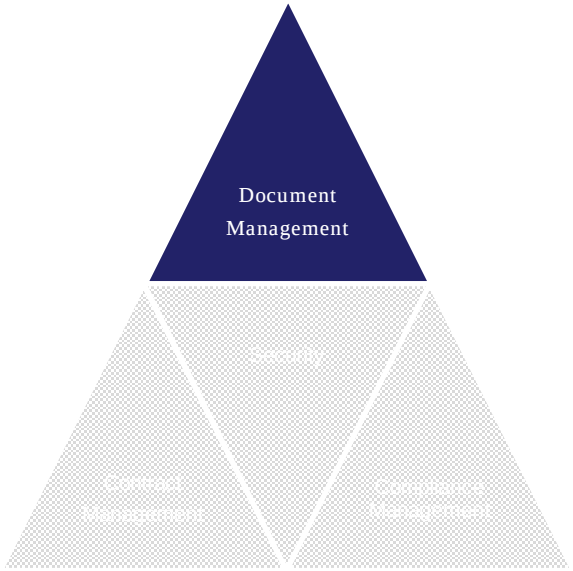


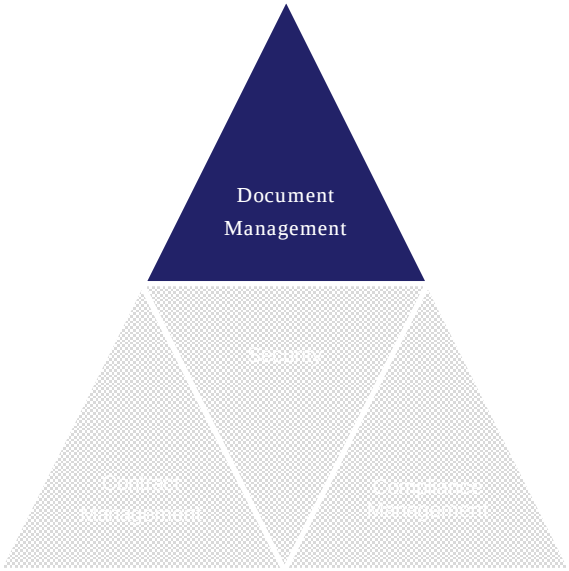
Issue: Legal Hold (because of government audit, lawsuit, etc.)

Tool: Microsoft SharePoint

Process:

- Ability to suspend record retention policies and preserve relevant documents
- Stops documents from being deleted
- Allows relevant documents to be easily gathered





Issue: Measure and Report on Documents (Audit)

Tool: Microsoft SharePoint

Process:

- Ability to Create and Run Reports by criteria used to tag the documents, such as
  - Document type
  - Document owner or signatory
  - Document reviewer
  - Document for practice group

- Audit trail of those who have accessed / downloaded / edited the document

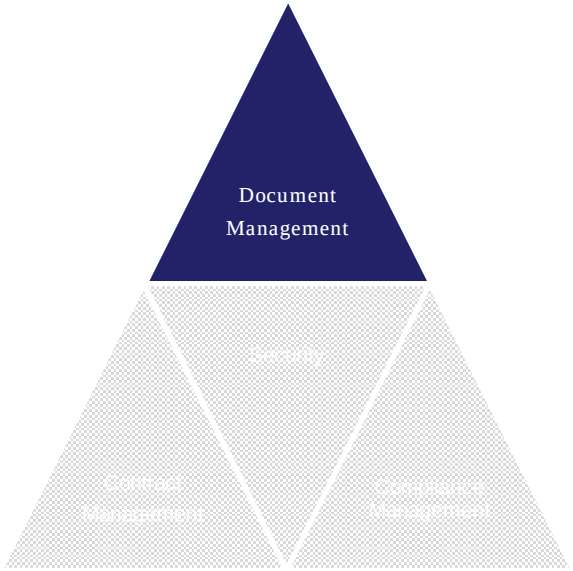
Issue: Internal Approval (tracking)

Tool: Microsoft SharePoint

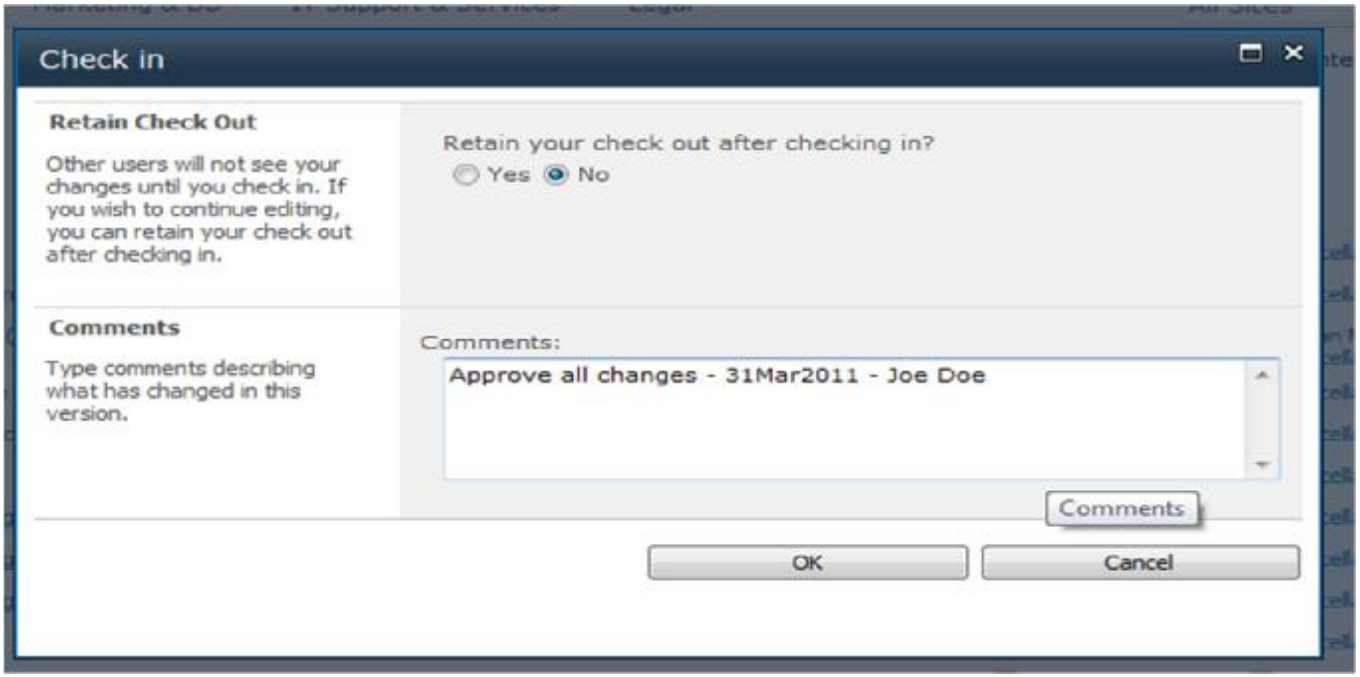
Process:

- Comment field exists for a user to input approvals (or other comments) when uploading or checking a document into SharePoint

- Ability to Receive In-Bound Email
  - Workflow created from SharePoint that sends an email to the appropriate employee to approve the document
  - By hitting confirm, the approver's approval is recorded in SharePoint with a time & date stamp
  - The approvals are searchable



SharePoint Document Check in Comment Function Sample



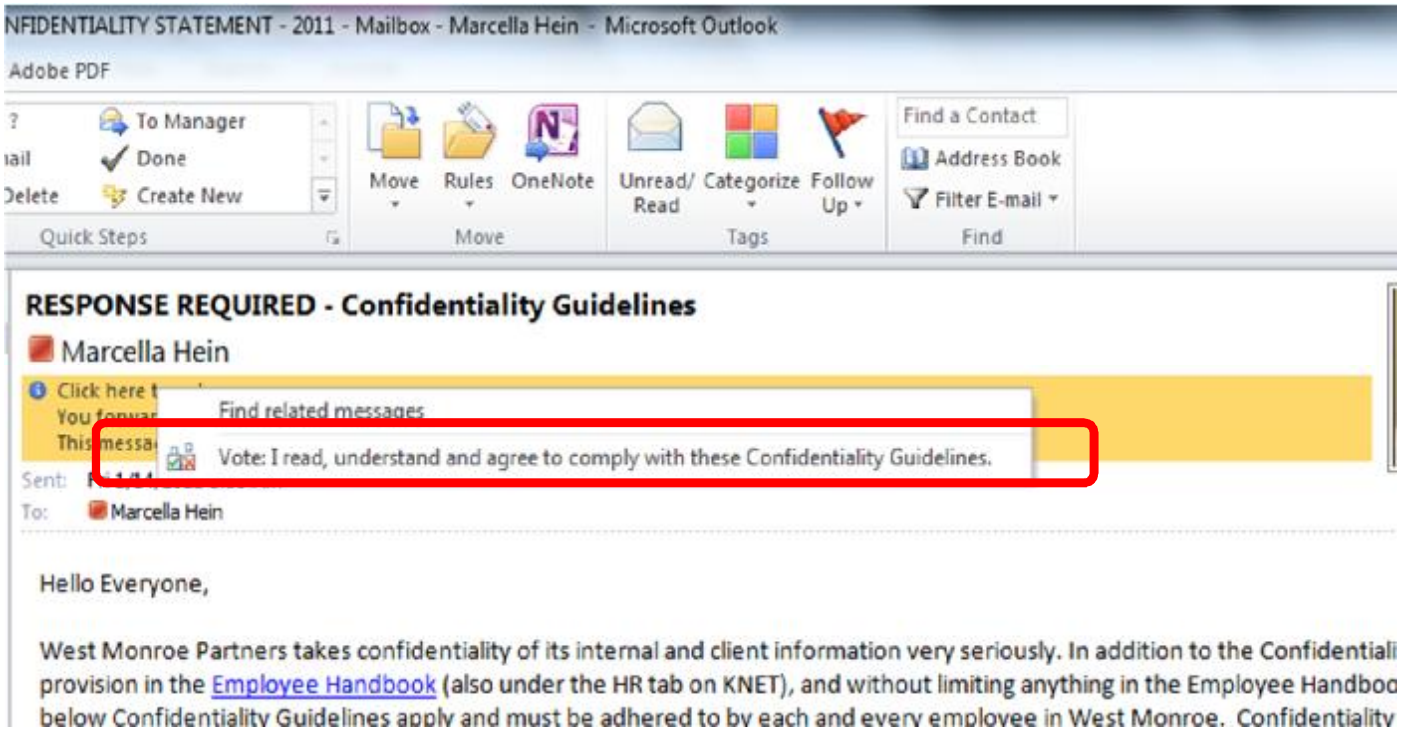
Issue: Attestation of Employees of Internal Policy

Tool: Microsoft Outlook
Collegio (tool connected to Outlook)

Process:

- Provide Policy via email
- Employee clicks the vote button attesting that he/she has read, understood, & agrees to adhere to the policy
- Set a Rule to have all "votes" sent to a specific folder
- Use Collegio to drag and drop the emails from Outlook to SharePoint folder for preservation
- Ability to search & audit replies

Voting in Outlook Sample



Issue: Attestation of Employees of Internal Confidentiality Policy

Tool: SharePoint

Process:

- Through a SharePoint Workflow, have an email sent with link to policy
- Employee clicks confirm
- Ability of SharePoint to Receive In-Bound Email and accept and log the confirmation with a time and date stamp
- Confirmations are searchable and auditable

Issue: Need a valid, enforceable signature

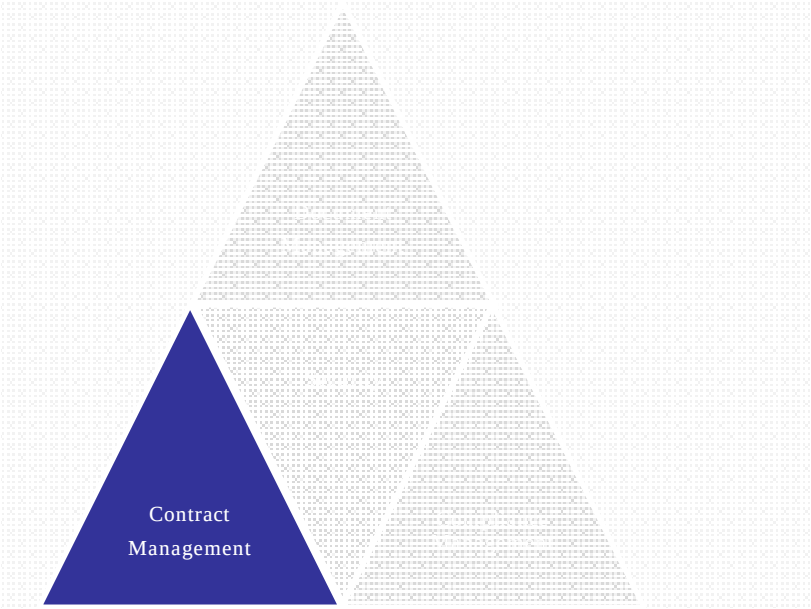
Tool: SharePoint

Process:

- Digital Signature (valid under e-signature legislation in the US/EU/Canada)
- Allows (through user-name) validated signature of documents
- If document is changed after signature, the signature invalidates itself until re-signed by user
- Can be used for approval or document signature

Issue: Need an easy and accessible way for other internal departments to run reports on contract clauses that apply to them

- Allow Marketing to run a report on what Clients' names can be used
- Risk Reports to be run for Board of Managers

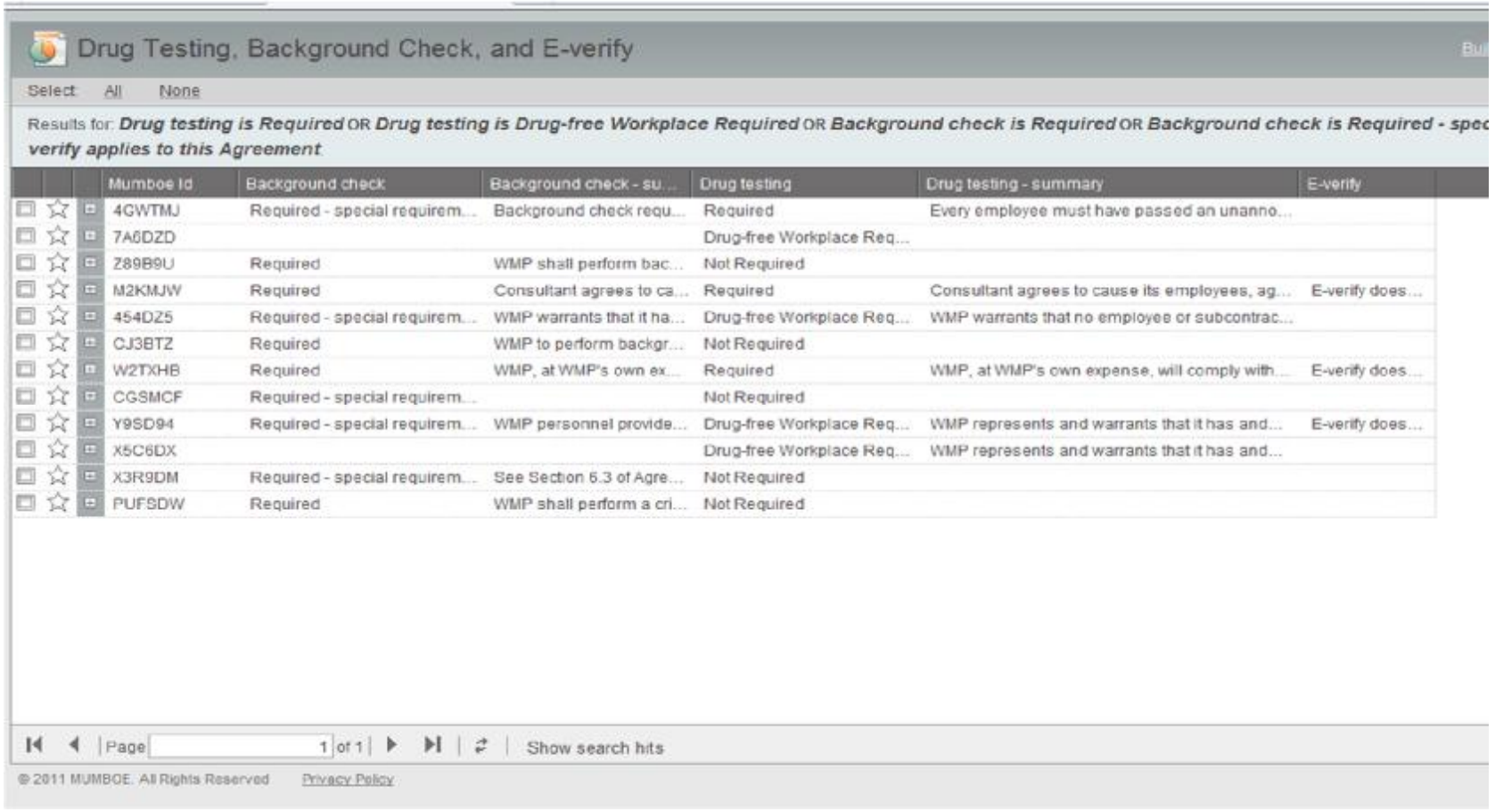


Tool: External Contract Management Tool - Mumbo

Process:

- Populate system with summaries of contract terms that reports can be run from
- Separate tools allow for contracts to be housed in two places for disaster recovery reasons

Contract Management System Sample Report



Drug Testing, Background Check, and E-verify

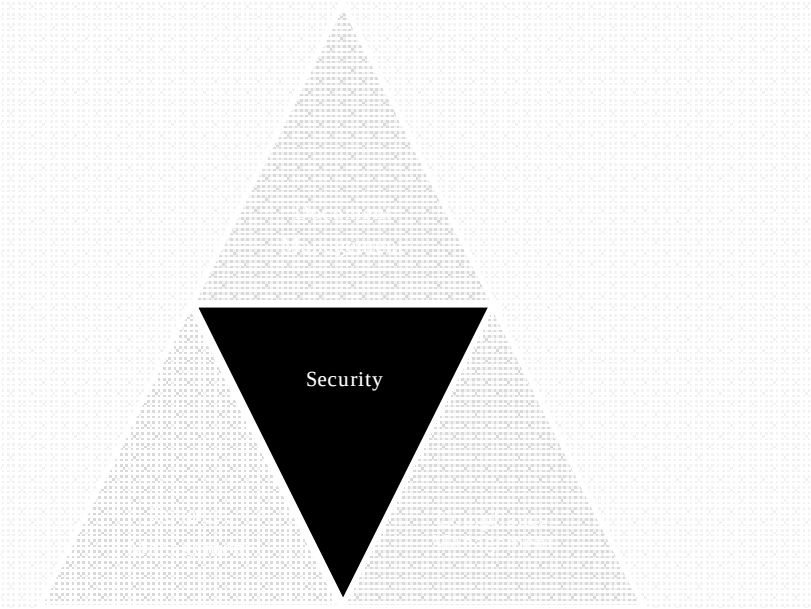
Select: All None

Results for: ***Drug testing is Required*** OR ***Drug testing is Drug-free Workplace Required*** OR ***Background check is Required*** OR ***Background check is Required - spec verify applies to this Agreement***

Mumboe Id	Background check	Background check - su...	Drug testing	Drug testing - summary	E-verify
4GWTMJ	Required - special requirem...	Background check requ...	Required	Every employee must have passed an unanno...	
7A6DZD			Drug-free Workplace Req...		
Z89B9U	Required	WMP shall perform bac...	Not Required		
M2KMJW	Required	Consultant agrees to ca...	Required	Consultant agrees to cause its employees, ag...	E-verify does...
454DZ5	Required - special requirem...	WMP warrants that it ha...	Drug-free Workplace Req...	WMP warrants that no employee or subcontrac...	
CJ3BTZ	Required	WMP to perform backgr...	Not Required		
W2TXHB	Required	WMP, at WMP's own ex...	Required	WMP, at WMP's own expense, will comply with...	E-verify does...
CGSMCF	Required - special requirem...		Not Required		
Y9SD94	Required - special requirem...	WMP personnel provide...	Drug-free Workplace Req...	WMP represents and warrants that it has and...	E-verify does...
X5C6DX			Drug-free Workplace Req...	WMP represents and warrants that it has and...	
X3R9DM	Required - special requirem...	See Section 6.3 of Agre...	Not Required		
PUFSDW	Required	WMP shall perform a cri...	Not Required		

Page 1 of 1 | Show search hits

© 2011 MUMBOE. All Rights Reserved Privacy Policy



Issue: Our employees are traveling everywhere and now have access to all of these documents and information

Tool: Windows 2007 encryption

Remote Wipe and Mandatory Password Protection for Mobile Phones through Microsoft Outlook Exchange

Process:

- Encryption of all Laptop Hard drives for protection of data
- Ability to limit access to systems to Mobile Phone (and IPad) that can be remote wiped and password enforcement
- Lost / Stolen phones can be wiped of data through Outlook Access

IntraLinks Customer Success Story

- Atria uses Legal Repository, Contract Management and Regulatory Filings to centralize information, contracts and filings that had been locally managed by 120 senior living community centers.
- Legal repository centralization saved $500k annually in labor efficiency and reduced FedEx usage.
- Centralizing contract management saved 20-40% of contract values for services at 120 real estate locations as well as 3000 man-hours per month in administrative labor.
- Enabled Atria to effectively manage risk & compliance within contracts & regulatory filings.

IntraLinks Customer Success Story

- Simmons Bedding Company uses Legal Repository and Legal Collaboration after a series of ownership changes had resulted in fractured document management, storage and retention practices, with documents scattered throughout various divisions across the company and at outside law firms.
- Simmons' general counsel recognized it was important to store and manage the company's most critical information in a central location and to reduce the administrative burden on the legal department and ensure it was ready to act when presented with time-sensitive matters.
- Rather than sending bulky emails, Simmons could provide outside counsel with secure access to its entire exchange, or only to specific documents or folders.