

# **In-House 3.0 - Technology Challenges and Opportunities**

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# 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

The screenshot shows the 'legal.emea' website. The sidebar on the left contains a menu with the following items: Welcome To EMEA Legal, Contacts EMEA Legal, By Location, Team Alignment - Functional/Regional, EMEA Legal Organisational Chart, How we engage with you, Legal Support: Sales, Buying Programs, Partner Agreements, Consulting Agreements, Enterprise Deal Playbook v.3, Consumer OEM/xSP, Enterprise OEM/xSP, Contract Admin, Signature for EMEA, Checklists, Important Policies, Training Materials, Links, and Legal Support for Marketing. A red arrow labeled 'Self Help Tools' points to the 'Legal Support: Sales' section. The main content area features a header 'Welcome to EMEA Legal' with a quote: "We partner with our business clients to enable creative solutions which manage legal risk and help achieve Symantec's business goals." Below this, it states that the EMEA Legal Team, led by Carolyn Herzog, serves as an important resource. A red box highlights a list of links: 'Who we are', 'How we can help you', 'Which agreement you should use?', 'How to correctly complete the agreement', 'Where to send finalised agreements for signature', 'Who is authorised within Symantec to sign off this agreement', and 'When you need to come back to the EMEA Legal for further assistance'. A red arrow labeled 'FAQS' points to this list. The page also includes a navigation bar with 'Welcome to EMEA Legal', 'Policies', 'Agreements', 'Links', and 'Contact Us'.

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

The screenshot displays the IntraLinks web application interface. The browser window title is 'IntraLinks, Inc. - Microsoft Internet Explorer provided by IntraLinks Browser'. The URL is 'https://services.intralinks.com/~/Doc/CD.html'. The page header includes 'INTRALINKS', 'Welcome Sharon Pickerna of IntraLinks', the date 'Dec 13, 2010 8:26 AM AST', and user options 'My Profile', 'Help', and 'Logout'. The main content area is titled 'Sebcos Industries Legal Repository' and features a navigation sidebar on the left with sections like 'Documents', 'To Do's', 'Reports', 'Users & Groups', and 'Maintenance'. The central area shows a table of folders with columns for 'Name', 'Title', and 'Modified On'. A graphic of a golden scale of justice with the text 'Legal Library' is overlaid on the right side of the table. At the bottom of the interface, there is a security notice: 'This exchange may contain documents that have additional security protection. You may have already installed the existing IntraLinks Protection plugin; however, if you are unable to view please follow to download and install the plug-in to ensure you can view those documents.' Below this notice are links for downloading the plugin for PDF documents, Microsoft Office documents, and a link to learn more. The Windows taskbar at the bottom shows the system tray with the date '12/13/2010' and the time '11:34 AM', along with the text 'Internet | Protected Mode: Off'.

Name	Title	Modified On
General Admin & Research		6/24/10 11:34 AM
BU Operations		6/24/10 11:34 AM
Financial Transactions		6/24/10 11:34 AM
Litigation		6/24/10 11:34 AM
Intellectual Property		6/24/10 11:34 AM
Real Estate		6/24/10 11:34 AM
Regulatory & Compliance		6/24/10 11:34 AM
Corporate Governance		6/24/10 11:34 AM
Government Affairs		6/24/10 11:34 AM
Employment		6/24/10 11:34 AM



# Thinking outside the Box



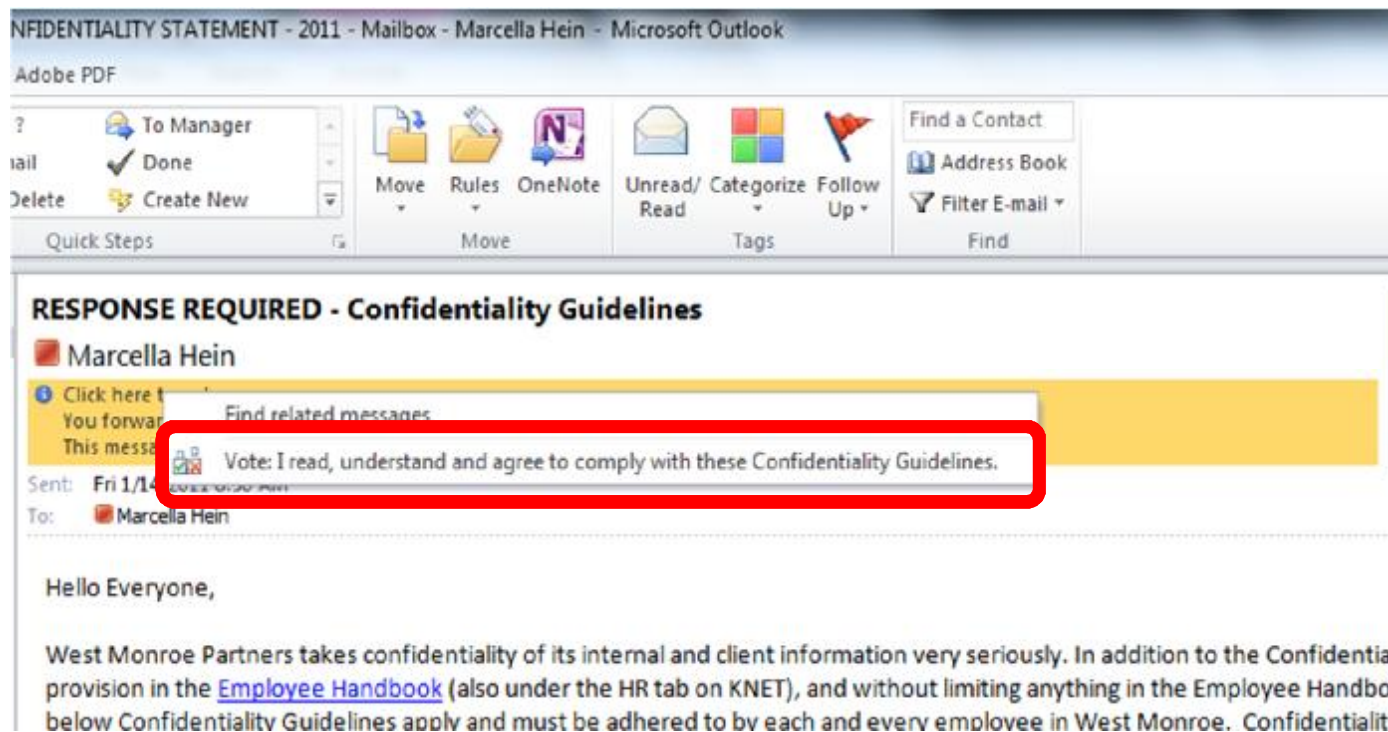


**PROBLEM:** Managing all employee approvals and acknowledgements for compliance and reporting

**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



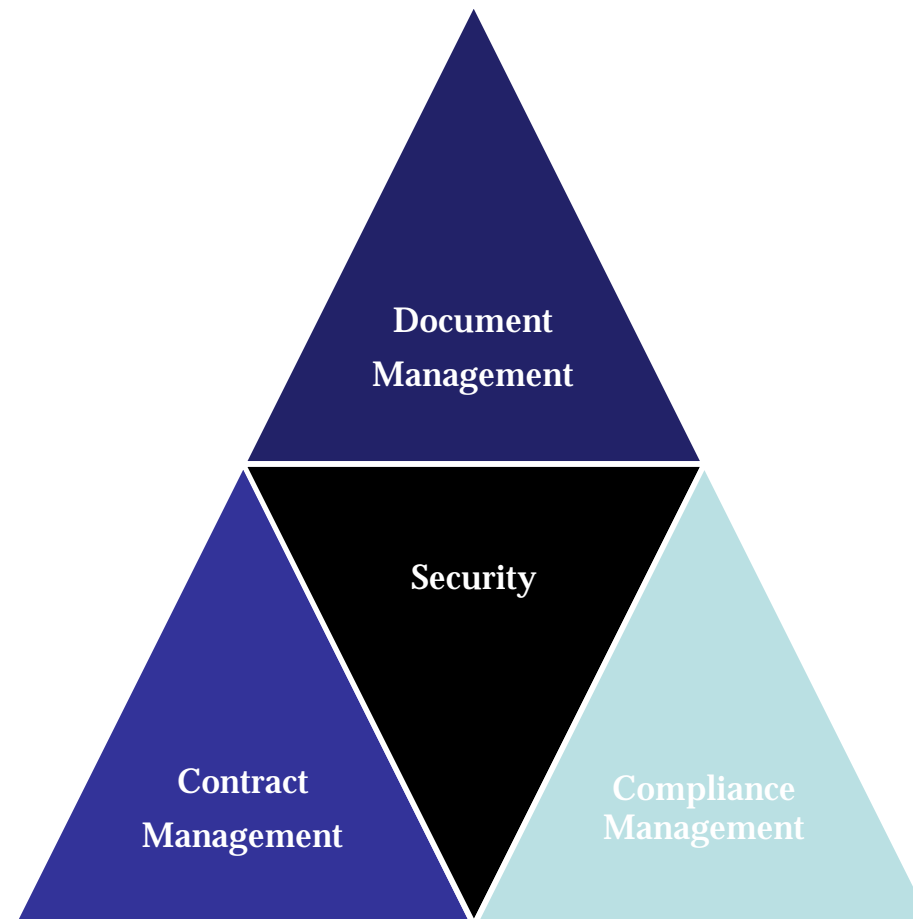


## **Lessons Learned**

- **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

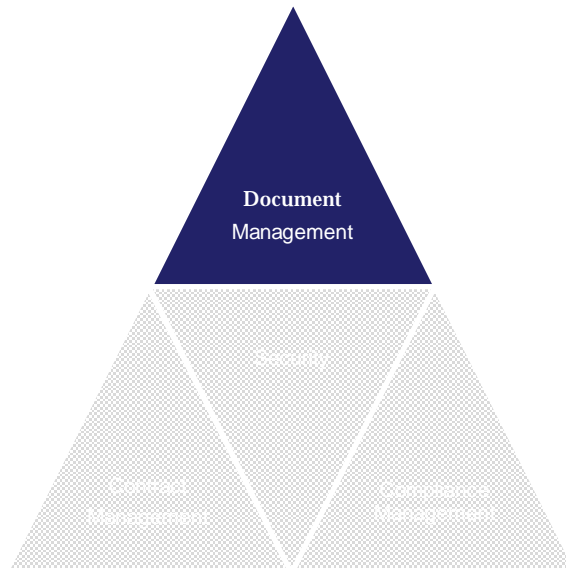


## Issue: Internal Document Storage & Sharing

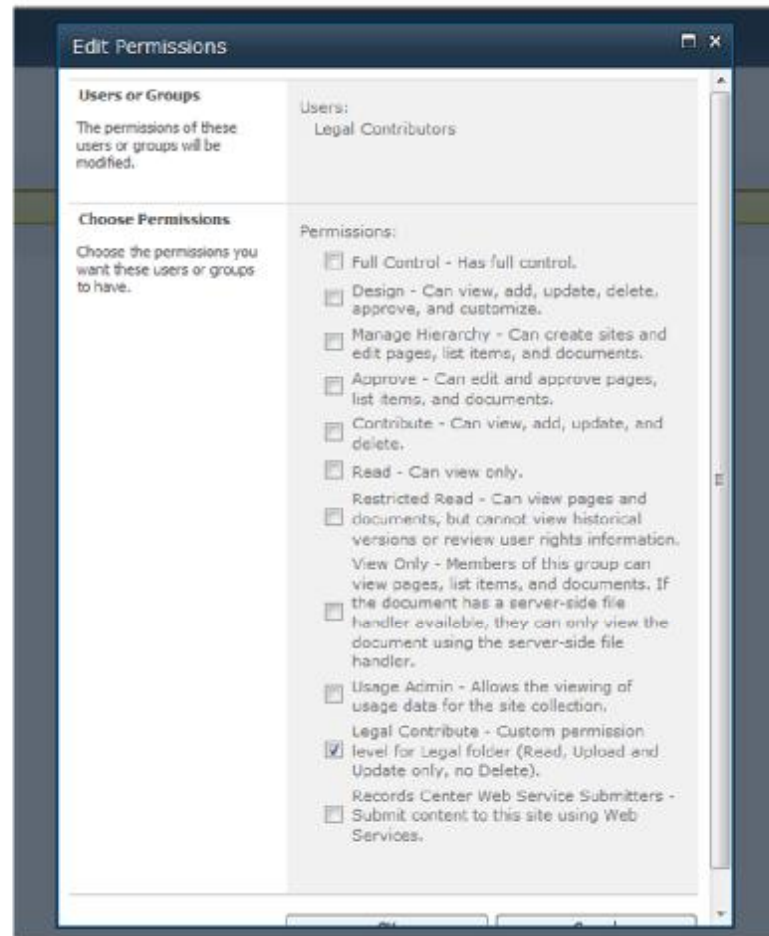
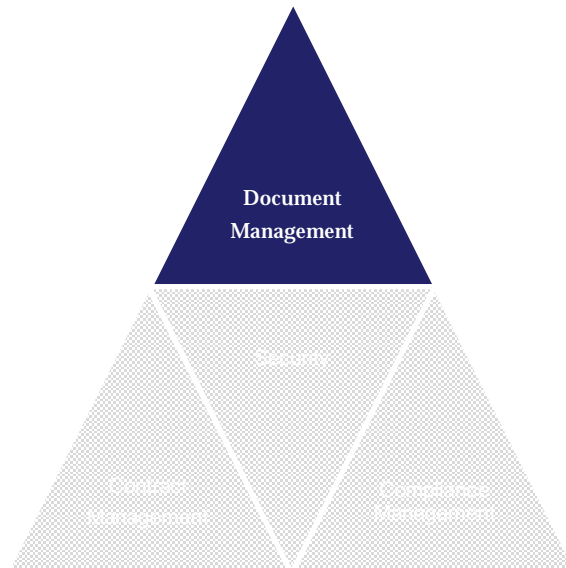
Tool: Microsoft SharePoint

### 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

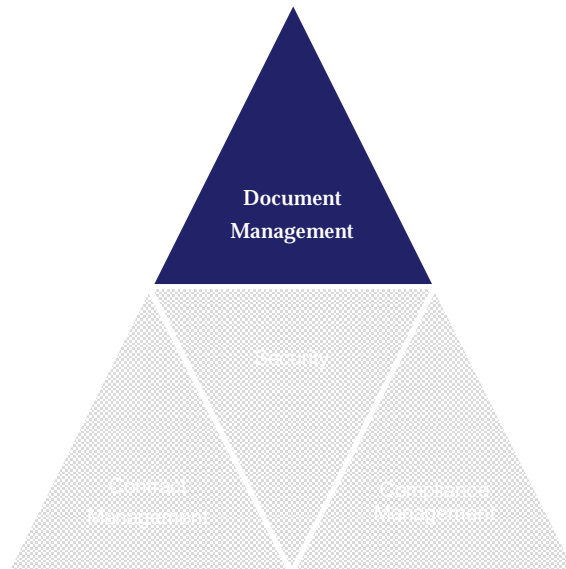


## **Issue: Selective External Document Storage & Sharing**

**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**

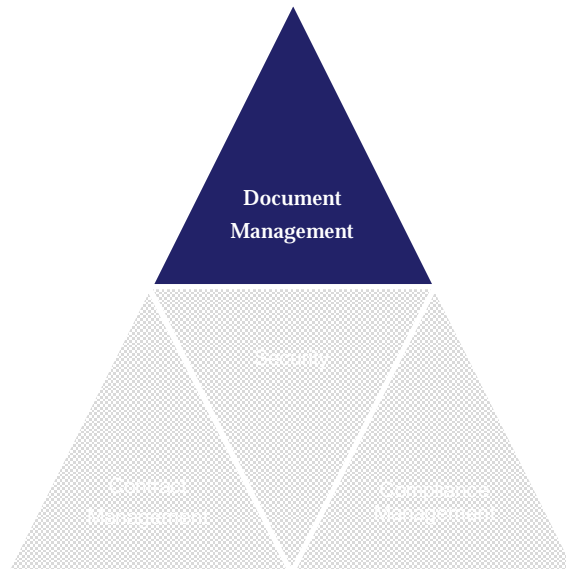


**Issue: Legal Hold (because of government audit, lawsuit, etc.)**

**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**

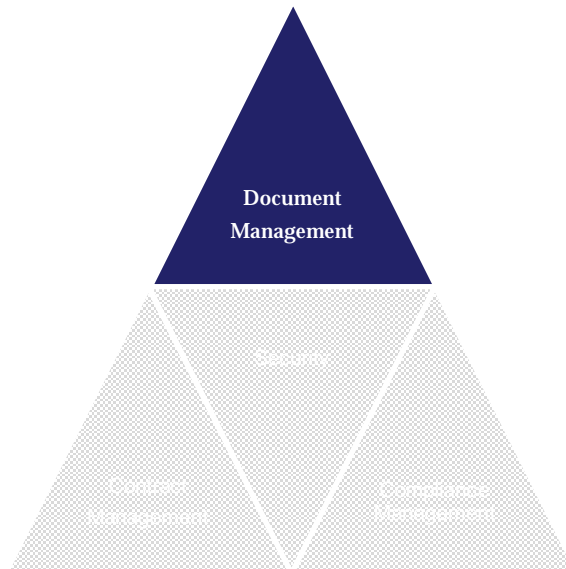


## Issue: Measure and Report on Documents (Audit)

### 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**



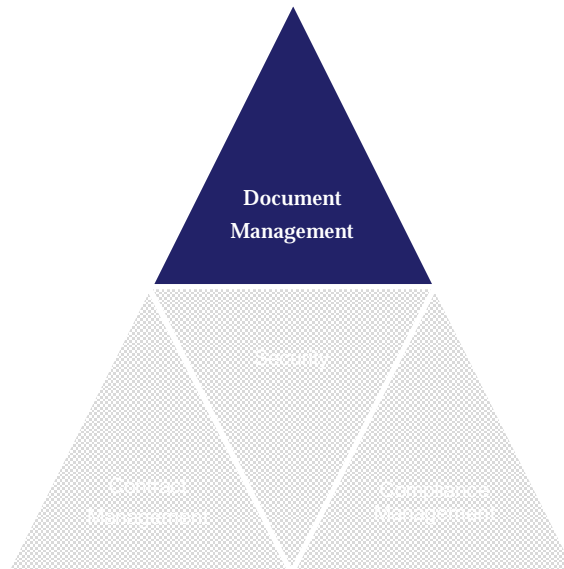


**Issue: Internal Approval (tracking)**

**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

**Check in**

**Retain Check Out**  
Other users will not see your changes until you check in. If you wish to continue editing, you can retain your check out after checking in.

**Comments**  
Type comments describing what has changed in this version.

Retain your check out after checking in?  
 Yes  No

Comments:  
Approve all changes - 31Mar2011 - Joe Doe

Comments

OK Cancel

**Issue: Attestation of Employees of Internal Policy**

**Tool: Microsoft Outlook**

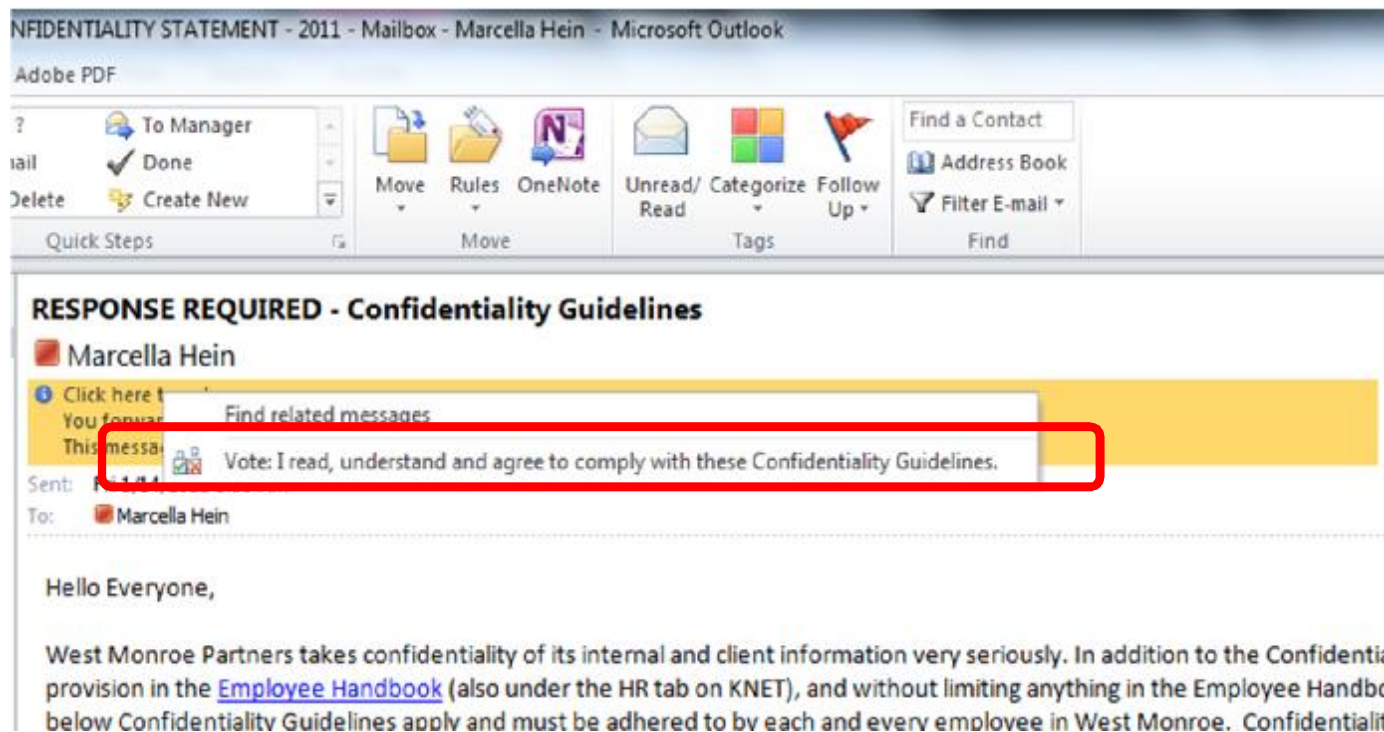
**Collegio (tool connected to Outlook)**

**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



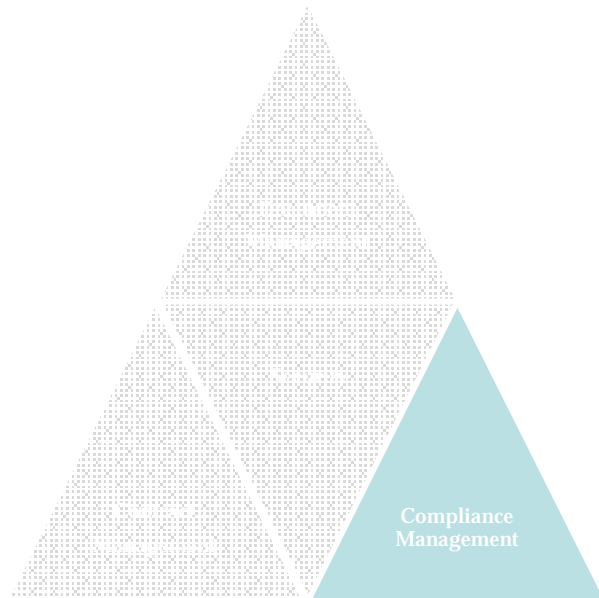
The screenshot shows a Microsoft Outlook window titled "CONFIDENTIALITY STATEMENT - 2011 - Mailbox - Marcella Hein - Microsoft Outlook". The interface includes a ribbon with various actions like "To Manager", "Done", "Create New", "Move", "Rules", "OneNote", "Unread/Read", "Categorize", "Follow Up", "Find a Contact", "Address Book", and "Filter E-mail". The main content area displays an email from Marcella Hein with the subject "RESPONSE REQUIRED - Confidentiality Guidelines". A yellow highlighted area contains a poll question: "Vote: I read, understand and agree to comply with these Confidentiality Guidelines." A red box highlights the "Vote" button and the text of the poll question. Below the poll, the email body begins with "Hello Everyone," and "West Monroe Partners takes confidentiality of its internal and client information very seriously. In addition to the Confidentiality provision in the [Employee Handbook](#) (also under the HR tab on KNET), and without limiting anything in the Employee Handboo below Confidentiality Guidelines apply and must be adhered to by each and every employee in West Monroe. Confidentiality

## **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**

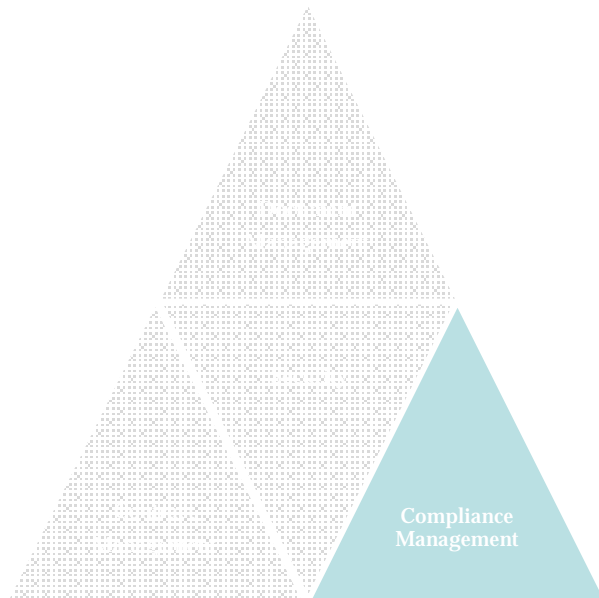


**Issue:** Need a valid, enforceable signature

**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**



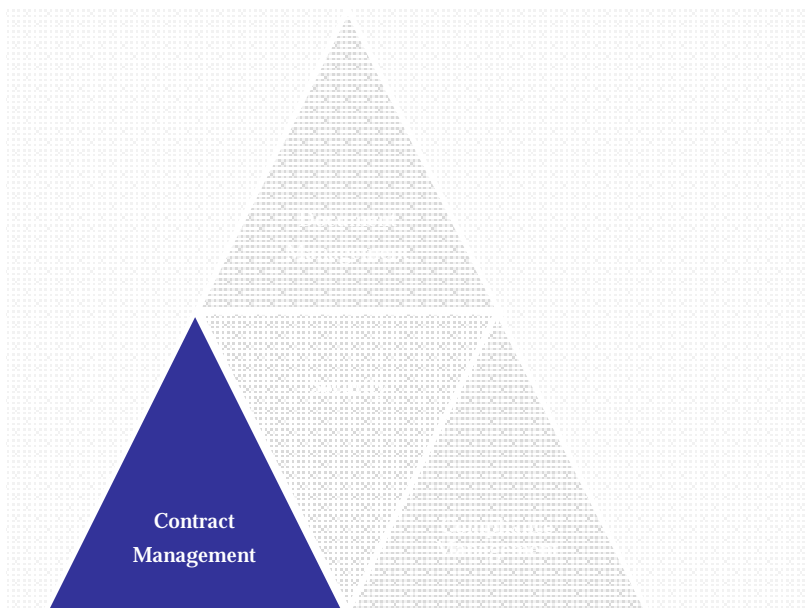
**Issue: Need an easy and accessible way for other internal departments to run reports on contract clauses that apply to them**

- 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: <i>Drug testing is Required OR Drug testing is Drug-free Workplace Required OR Background check is Required OR Background check is Required - special verify applies to this Agreement</i>						
	Mumroe Id	Background check	Background check - su...	Drug testing	Drug testing - summary	E-verify
<input type="checkbox"/>	4GWTMJ	Required - special requirem...	Background check requ...	Required	Every employee must have passed an unanno...	
<input type="checkbox"/>	7A8DZD			Drug-free Workplace Req...		
<input type="checkbox"/>	Z89B9U	Required	WMP shall perform bac...	Not Required		
<input type="checkbox"/>	M2KMJW	Required	Consultant agrees to ca...	Required	Consultant agrees to cause its employees, ag...	E-verify does...
<input type="checkbox"/>	454DZ5	Required - special requirem...	WMP warrants that it ha...	Drug-free Workplace Req...	WMP warrants that no employee or subcontrac...	
<input type="checkbox"/>	CJ3BTZ	Required	WMP to perform backgr...	Not Required		
<input type="checkbox"/>	W2TXHB	Required	WMP, at WMP's own ex...	Required	WMP, at WMP's own expense, will comply with...	E-verify does ...
<input type="checkbox"/>	CGSMCF	Required - special requirem...		Not Required		
<input type="checkbox"/>	Y9SD94	Required - special requirem...	WMP personnel provide...	Drug-free Workplace Req...	WMP represents and warrants that it has and...	E-verify does...
<input type="checkbox"/>	X5C6DX			Drug-free Workplace Req...	WMP represents and warrants that it has and...	
<input type="checkbox"/>	X3R9DM	Required - special requirem...	See Section 6.3 of Agre...	Not Required		
<input type="checkbox"/>	PUFSDW	Required	WMP shall perform a cri...	Not Required		

Page 1 of 1 | Show search hits

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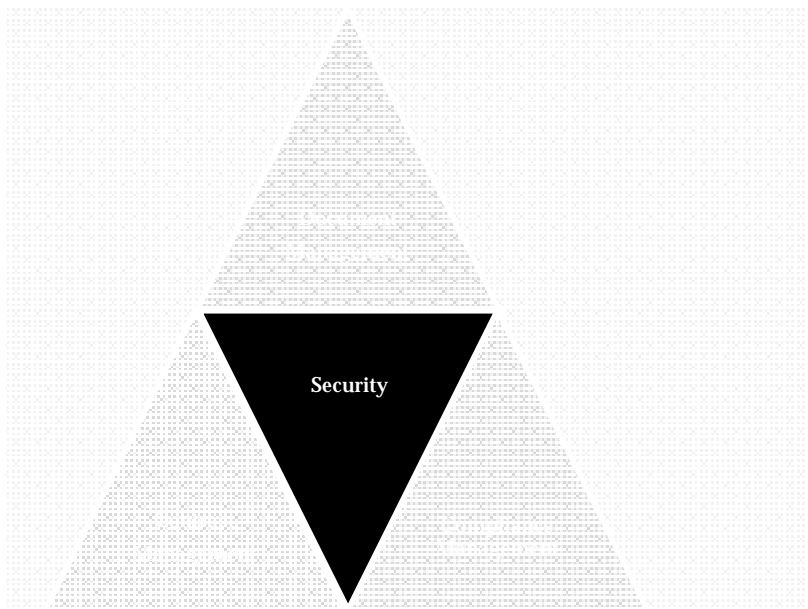
**Issue: Our employees are traveling everywhere and now have access to all of these documents and information**

**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.