



Monday, October 20
9:00 am-10:30 am

006 Starting Off on the Right Foot as New In-house Counsel

Andrew J. Olek
Senior Counsel and Director
Blackboard, Inc.

Adam P. Palmer
Law and Policy Counsel
.ORG

Hoyt H. Zia
Senior Vice President, General Counsel, and Corporate Secretary
Hawaiian Airlines, Inc.

Faculty Biographies

Andrew J. Olek

Andrew Olek is a senior counsel and director at Blackboard, Inc., a leading provider of enterprise software applications and related services to the education industry. He provides support to numerous internal business units, including the resellers, contracts, marketing, and technology alliance groups, helps to negotiate client and partner contracts, and works on litigation matters.

Before arriving at Blackboard, Mr. Olek worked at a large law firm and served as an officer in the US Navy.

Mr. Olek received his undergraduate degree from the US Naval Academy, a graduate degree from the University of Maryland, College Park, and his law degree from Georgetown University Law Center.

Adam P. Palmer

Adam Palmer is the law and policy counsel for the “.ORG” Internet Registry based in Washington, DC. Mr. Palmer works on Internet policy issues dealing with cyber security, e-commerce, and Internet governance. Mr. Palmer is an adjunct law professor at both Washington & Lee Law School and the University of Mississippi Law School where he teaches courses focused on Internet law.

Prior to .ORG, Mr. Palmer worked as the chief cyber security counsel for Washington, DC based Internet brand protection company, Cyveillance. Previously, Mr. Palmer served as the director of the office of legal counsel for The National Center for Missing and Exploited Children (NCMEC). Mr. Palmer also served as a US Navy JAG Trial Counsel in Pearl Harbor Hawaii.

Mr. Palmer is the author of an *ACC Docket* feature article on becoming a successful in-house counsel and he is the elected chair of ACC's new to in-house committee.

Mr. Palmer has earned his JD and MBA.

Hoyt H. Zia

Hoyt Zia is senior vice president, general counsel, and corporate secretary for Hawaiian Airlines, Inc.

Prior to joining Hawaiian, he was the publisher of *Hawaii Business* magazine, and before that the executive director of an international telecom industry non-profit organization based in Honolulu. For most of his career, however, he has been an attorney practicing in San Francisco as well as Honolulu, in law firms but mostly in-house with Hawaiian,

Motorola, Inc. and Amfac/JMB Hawaii, Inc. Mr. Zia also served in the Clinton administration as chief counsel for export administration, Department of Commerce, in Washington, DC.

Mr. Zia graduated from Dartmouth College, served as a US Marine Corps officer, and received his law degree from the UCLA School of Law.

ACC Association of Corporate Counsel

TOPICS:

- (1) Transition from law firm life to corporate legal department
- (2) "You're not in Kansas anymore" – change in working conditions
- (3) How to become a business team member and not a "gatekeeper"
- (4) How do you make the change from being managed to managing outside counsel
- (5) How to prioritize effectively
- (6) How to establish and effective relationship with your CEO and CFO?
- (7) How do you keep your career on track and maintain professional development?
- (8) Pro Bono
- (9) Final words of Wisdom for first hundred days

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You're not in Kansas anymore" – change in working conditions

- Sink or Swim
- No Safety Net
- Develop Good Habits
- Consider Business Needs
- Take Advantage of your Rookie Year

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Transition from Law Firm life to Corporate Legal Department

- Culture Shift
 - Eisenhower Papers
- How you will be measured
- Resources
- Hired Gun to Team Member
- Professionalism


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How to become a Business Team Member and not a "gatekeeper"

- Being a lawyer who helps the team achieve its business goal


- Get to know your new client personally

- what comes around goes around.

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How do you make the change from being managed to managing outside counsel?

- Understanding why you were hired
- Finding the best solution for the company
- Being an effective “Bridge”

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How to establish an effective relationship with your CEO and CFO?

- You only have one chance to make a good first impression
- Respect “space limits”
- Be prepared for meetings with C-level Executives

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How to Prioritize Effectively

- Dealing with multiple priorities
- Who never to ignore
- “Training” your colleagues
- Develop organizational skills

 Association of Corporate Counsel


How do you keep your career on track and maintain professional development?

- Keep clear professional goals tied to company
- Marketing yourself
- Educate non-lawyers on your needs
- Don't fail to plan
- Use education for “street credibility”

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Pro Bono

- Tons of Places to Look
- Finding a good cause?
- Think Creatively and use your connections

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Closing

- Fill out Eval Surveys
- New to In-House Dinner Party tonight at 7:45
- See our article on your CD

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Final words of Wisdom for first hundred days

- **Hoyt**: See the “Big Picture”
- **Adam**: Embrace Challenges and Have a Life
- **Andy**: Be an “information sponge” and build your network

THE FIRST 100 DAYS AS A NEW IN-HOUSE COUNSEL:

BY ADAM PALMER, ANDY OLEK, AND HOYT ZIA

WHAT TO EXPECT AND TIPS FOR SUCCESS

As a new in-house counsel you probably feel a mix of emotions including excitement, anticipation, and perhaps even a little fear during your first few weeks as the “new person” at your company.

Whether you worked at a law firm, spent time in the government, or came directly from law school, the first 100 days as a new in-house lawyer can be a time of great change. How you respond to these challenges and the impression you make on your employer during these initial days can be incredibly important.

To help you start things off well, we have collected the perspectives of three in-house counsel of varying backgrounds, levels of responsibility, and experience. In contrast to the many articles that have been written about how to be an effective in-house counsel, this one will provide a dialogue on how to “get off on the right foot” in the critical first 100 days as a new in-house lawyer.

First, the Introductions:

Adam Palmer: After graduating from law school in 2000, I worked for three years as a Navy JAG Trial Counsel while also earning my MBA. I then served three years as a staff attorney and legal director of a large nonprofit corporation. Subsequently I became general counsel of Cyveillance Incorporated, an internet brand protection company. Approximately two months ago I joined the .ORG internet company as policy counsel. I also teach internet law courses at both the University of Mississippi and Washington & Lee Law Schools. I can be contacted at apalmer@pir.org.

Andy Olek: I also served as a Navy Officer, but as a non-lawyer manager on ships and shore assignments. After law school, I worked for five years at a large law firm as an intellectual property/technology and corporate attorney. Almost two years ago I became an attorney with Blackboard Inc., an electronic learning and campus commerce software and services company headquartered in Washington, DC. I can be contacted at andy.olek@blackboard.com.

Hoyt Zia: I've held a variety of corporate legal and business positions over my 25-plus year career, including more than 16 years as in-house counsel. I started my in-house career as a division counsel for Motorola, Inc., in Silicon Valley, and then moved to Hawaii where I became a vice president and associate general counsel for AMFAC/JMB Hawaii, Inc. After that I was chief counsel for Export Administration at the US Department of Commerce, which was essentially the same as being a corporate in-house counsel. I am currently senior vice president, general counsel, and corporate secretary of Hawaiian Airlines. Like Adam and Andy, I served in the military as an artillery officer in the Marine Corps between college and law school. I can be contacted at hoyt.zia@hawaiianair.com.

Topic One: Making the transition from law firm life to corporate legal department. How are the two cultures different and why is that important?

Hoyt: At the risk of overgeneralizing, there are fundamental differences between practicing law in-house versus in a law firm (for the purposes of this article, when I refer to law firms I'm thinking of medium to large firms). In a law firm, your productivity is measured by how many hours you bill, and the standard of quality is driven by the fear of malpractice. As an in-house lawyer, productivity is measured by what you produce and how quickly you can produce it, and the quality is driven more by practical considerations, that

is, doing the best you can in the day-to-day crush of legal advice given on the fly, covering a diversity of issues ranging from labor and employment law to commercial contracts to corporate governance, to litigation strategy to business development, just to name a few. The legal resources of a firm are vast compared to the average law department; instead of a bevy of lawyers and a well-stocked library, a law department may have just one or two lawyers in it with an online library consisting of Lexis or Westlaw and whatever legal journals to which you subscribe. In law firms, lawyers are revenue-generating centers; in corporate law departments, they're cost centers. That difference speaks volumes in how you approach your job. Finally, the difference between the two can be analogized to that of being a hired gun or outside consultant, compared to being an accepted, full member of the management team.

Adam: When I was pursuing my MBA, I had a professor who insisted that students work on projects and submit what he called "Eisenhower Papers." Reportedly, President Eisenhower insisted that reports, even on the most complicated topics, be given to him in a single page memo that clearly and concisely summarized the major points—quite a difference from the lengthy memos we learn to produce in law school and that law firms produce for costly billable hours!

A new in-house lawyer needs to understand that the business managers want you to thoroughly review their concern, but also to give them advice in a concise, understandable format. You are not getting paid by the hour anymore and no one cares how long the footnotes are in your opinion memo. If your memos to management regularly look like law review articles, you may think you are doing great work, but your business colleagues may be dying for you just to give them a direct answer.

It is also very important—when making the change from law firm to corporate life—to maintain standards of professionalism. Knowing your corporation's culture is important; however, remember that your client is now working in the office beside you. You need to display professionalism and inspire trust. Your client is always watching you. In the military, I was taught to keep a clean uniform and a neat office to inspire confidence in my leadership. Maybe you kept a law firm office that had papers everywhere and you chatted about cases in the hallway with colleagues. Now you must remember that your office is "the firm" and you are its representative. Create a legal department environment that is organized, polished, and inspires confidence in your abilities. When the serious matters strike, your business colleagues will appreciate your professionalism.

Andy: As Hoyt and Adam described, the differences between a firm and a company cannot be overstated. If you work at a law firm, regardless of practice area, you are in the legal services business. But, if you go in-house, you may suddenly become part of a very different business. In the case of these three panelists, we have become businesspeople in the airline, internet domain name, and elearning industries. Your added value comes not only in your ability to interpret and apply the law, but to do so in a way that understands the culture of your company and its marketplace. Business colleagues, for example, may not react well to a very hedged and equivocal "well, with option A there are these risks and with option B there is another set of risks, and neither choice is clearly advantageous" answer. The most valuable thing to them may be for you to say, "Taking into account risks W and X, I recommend choice A. The risks of choice B, including Y and Z, which may present liability in the range of \$D to \$E, are unacceptable." In contracts and communications to clients, belt-and-suspenders protective provisions may make you feel comfortable, but it may scare your clients and make them defensive. Plain English is often appreciated and may provide greater value to the company in the long run than excessive legalism.

Topic Two: "You're not in Kansas anymore." How do you deal with the change in working conditions when moving to a corporate legal department?

Hoyt: Again, corporate law departments are as varied as law firms in terms of size, composition, and specialization. My first in-house job was with Motorola, Inc., working in a regional office in Silicon Valley, stationed with what was then its new computer subsidiary. I was one of three lawyers in that regional office, but worldwide Motorola then had nearly 100 lawyers in its general counsel's office. Many of us were stationed with subsidiaries or at divisional facilities scattered throughout the country, but most were located at Motorola headquarters. The ones at headquarters worked in specialized areas while those of us in the regional offices were generalists practicing "door" law: handling every issue that came through the door. To go from being a commercial litigator in a large firm to advising a client on everything from software licenses to reductions in force was a dramatic change, and one for which there was no training: just sink or swim. Fortunately, I managed to swim, the reality being that as little as I knew about software licensing or labor negotiations, I still knew more about the law and how to analyze it than the business colleagues I was advising. I had, of course, a lot of people

to whom I could turn for help, either the specialists back at HQ or the outside counsel whom I learned to manage. To me, however, that was and remains the most significant shift from law firm to in-house practice: going from being well-insulated from clients and having limited responsibility for discrete issues within a defined, structured legal team, to having significant responsibility to provide your clients with answers to their legal questions without a safety net.

Adam: My earliest jobs were as a military lawyer and working as staff counsel for a nonprofit. I am grateful for the perspective those jobs gave me on legal services. I had very little administrative support in those jobs and constantly had to look for ways to be cost efficient. So many times, I see new in-house counsel who are shocked when, for the first time in years, they must type their own letters or maintain their own filing system. Many also have no perspective on using creative alternatives to high-cost outside legal services. Your CEO hired you to save money, not to start hiring expensive outside counsel for every issue.

It is absolutely critical that new in-house counsel adopt and maintain the same careful administrative habits that

used to be done by support staff at the large firm. A little effort at organization will save hours of frustration from looking thru poorly maintained records.

Remember also that even if you spent the last 10 years convincing clients of the need to pay your high billable rates, you now must truly consider how to deliver the right balance of quality service at reasonable costs. Does every matter need to be "gold plated" with a top law firm? Can you use paralegals or outside legal staffing agencies for some routine, uncomplicated work? Are you really performing as much legal work as possible or are you on "cruise control" and just managing outside counsel? Developing an effective strategy to reduce legal costs should be a top priority for the new in-house counsel and may be one of the most important tasks you do in your first days as a corporate attorney.

Andy: Doing legal work with less staff takes some adjustment, but you quickly learn that some of the old law-firm ways were not necessarily the best methods to get things done within in-house timelines and budget constraints. Pretty soon, you find ways to achieve the best legal result in the most cost-effective way. Sometimes, a 15 to 30

minute phone call can replace the three hours that it would have taken to write a memo and can do a better job of answering decision-makers' questions and concerns. One way that you can do more with less is to gain more knowledge about the business that you are in: Learn people's names and what they do, study the key product lines and features, especially new product plans and initiatives, and read your company's press releases and financial reports. You can take advantage of your "rookie" year to ask a lot of questions. There is a certain amount of forgiveness given to new people who are still learning these things. After a certain point you look out of touch if you don't know them.

Topic Three: How do you become a business team member and not a legal "gatekeeper"?

Hoyt: When I first went in-house, there was a clear divide between the law department and the business side of the company. Our job as lawyers was to minimize risks and keep the company "legal," and we kept a certain distance from our business colleagues so that we could maintain our legal "objectivity." That distance, however, only served to enhance our colleagues' views that the lawyers were to be avoided at all costs because we were "gatekeepers" who always said "no." Somewhere along the way, I realized that this was not particularly useful, and that our job as in-house lawyers should not be as gatekeepers but as guides to help them get to "yes."

Being part of the business team means being a lawyer who helps the team achieve its business goals and objectives by navigating around the legal pitfalls while helping the team stay on course. It can be a difficult line to walk, especially when it's so much easier and safer to take the most risk-averse, conservative path there is, and when that's what we're trained to do as lawyers. However, it is essential to your success as an in-house lawyer to find that fine line because your use to your business team will be defined by the confidence they have in you and the confidences they're willing to share with you.

Adam: I try to treat every manager as a new client whose business I need to earn just as if I worked at a law firm. Really get to know your business colleagues and I don't mean just attending meetings. When I was new in-house counsel, I set up personal meetings with every senior manager to sit down with them privately and really learn about their concerns. Call up junior managers and ask them to have lunch with you. Often managers will really open up privately much more than at a group meeting. This is also a great time for you to express to them your professional strengths and interests in the business. If you begin to build a bond with the managers and they know your interests, they are more likely to include you in business decisions. When given the opportunity to play a role in a business deal, seize the moment and try to offer

creative suggestions to make the deal work. Don't just point out potential legal obstacles.

Andy: What I have learned quickly is that the more you enter into a continuing dialogue with your internal clients, the smoother the relationship will be. Instead of dodging your most prolific contributors of work at the elevator because you know they are about to send you yet another thing to review, it helps to be proactive and even seek them out to find out what is in the pipeline. With awareness of each other's schedules, both of you may be able to minimize last-minute crunch times. As much as it may hurt, sometimes it is better to let everyone know about your upcoming vacation two or three weeks out and deal with the onslaught of work that follows, rather than to have someone plan on your availability and dump something on you the day before you are scheduled to leave.

Much as in the military, what comes around goes around. Because the junior in-house person will often be assigned the task of reviewing miscellaneous contracts, press releases, presentations, and such, practicing the "door law" that Hoyt described, you will often have a lot of power to help or hinder others' ability to get their jobs done. But, a few weeks later, you might need the same people who came to you for assistance to help you provide information for discovery or deal diligence. Building the relationship early makes for better cooperation during critical moments.

Topic Four: How do you make the change from being managed to managing outside counsel?

Hoyt: There's no question that life in-house will be less structured than it was in a law firm. First, your boss—whether general counsel or CEO—didn't hire you because she wanted someone she could manage. She hired you because you were going to take some of the work off her plate. In other words, she expects you to pick up a full case load of matters that run the gamut. In a law firm, there's a hierarchy defined by your seniority with people above you and below you in experience level on whom you could count on for help or to whom you would provide help. You billed your hours, they billed theirs, and it'd be up to the billing partner to manage how many hours the client would be asked to pay for. In-house, not only is your boss too busy to hold your hand, but now you're the assigning attorney and the billing attorney; that is, you review the bills and the work of the outside counsel to whom you referred the matter and have to manage how much time they spend on it, how much you're willing to pay them to do it, and what exactly they do to achieve the desired result. This is not something you learn to do in your first hundred days, but something you start to learn.

Adam: I could not agree more with Hoyt's comments. In my experience, successful in-house counsel are those who can take a matter and resolve it effectively and ef-

ACC Extras on... New to In-house

ACC Annual Meeting 2008

Need more guidance? Attend new to in-house sessions, including: "006: Starting Off on the Right Foot as New In-house Counsel" and "206: M&A for the Non-M&A Lawyer" at ACC's 2008 Annual Meeting, October 19–22 in Seattle. Go to <http://am.acc.com> or contact education@acc.com for more information.

ACC Committees

New to In-house. The NTIH Committee is one of ACC's 16 practice area groups. ACC committees provide networking opportunities that can play a valuable role in your practice. Check NTIH out at www.acc.com/php/cms/index.php?id=114.

ACC Top Ten

Top Ten New to In-house Pointers. Read the top ten things you need to know to get yourself on track in your new in-house career. www.acc.com/resource/v7654

InfoPAKsSM

- New to In-house Practice.* The purpose of this InfoPAK is to assist corporate counsel in understanding the scope and nature of their duties as in-house counsel in a post-Enron, Sarbanes-Oxley world. By comparing the roles and responsibilities of in-house counsel to that of their counterparts at law firms and government agencies, this InfoPAK is intended to inform lawyers who are considering an

in-house position what they should expect when they assume the role of in-house counsel. By noting some of the issues that arise in the ordinary course of an in-house counsel's practice, this InfoPAK will arm a new in-house counsel with the basics of what he or she needs to know to provide the highest level of quality legal representation for corporate clients. www.acc.com/resource/v5792

- The Value and Benefits of In-house Counsel.* The issue of whether to keep matters internal or outsource them to a law firm is not simple. Rather than employing a basic cost/benefit analysis, companies must decide on the best use of corporate resources and identify who can provide services in an effective, efficient, and timely manner. This InfoPAK is intended to provide information on the value and benefit of using in-house counsel. www.acc.com/resource/v7552

Program Materials

Making Your Experience Count in a New Position. These course materials from a past annual meeting include an outline and chart on career planning. www.acc.com/resource/v780

ACC has more material on this subject in our Virtual LibrarySM. To create your personalized search, visit www.acc.com, click on the "Research" pull-down menu button, then select Virtual Library. Type in your keywords and search to see the other resources we have available.

ficiently. As a new in-house lawyer, you need to begin viewing outside counsel as just one element that can help you to resolve your clients' concerns. You understand those concerns better than the law firm. Are the strategies or tactics being used by counsel the correct options for your company? Is what outside counsel is suggesting the best solution? These are the types of questions you must weigh and answer as an in-house attorney. Your outside counsel may be the subject matter expert on the substantive legal topic, but you should be the expert on your company's needs. Make sure you are managing legal matters to find the best solution for resolving those needs.

You will be **stunned** how much **more efficient** you become once **going in-house**, even with the reduction in **staffing**.

Andy: Sometimes you are still very junior to the partners who are working for you as outside counsel, and you have to give them direction. While this may be uncomfortable at first, it won't be once you think about your role in representing the company's interests. Often, this means that you have to be on the lookout for cost-saving measures, such as limiting the number of associates on conference calls or at depositions. Also, even though you may not have as much experience as your outside counsel, you can be a valuable set of reviewing eyes. If something in a brief or memorandum doesn't look right, even if this isn't your original specialty area, don't hesitate to raise a question. If it isn't clear to you, it may not be clear to the judge or the CEO. Additionally, you know about business concerns, such as quiet periods, revenue recognition, and other accounting issues, which may not be apparent to the firm lawyer. You provide value to the company by acting as a bridge between the company's non-legal businesspeople and the outside lawyers.

Topic Five: How can you prioritize effectively?

Hoyt: This really is no different than anything else in life: You need to know what tasks are important and/or time-critical, and do them first. The challenge comes when you have a number of assignments from different business colleagues, who all feel that their needs should have the highest priority. In reality, however, you'll have clients who plan ahead and don't need an answer immediately, and other clients who need everything yesterday. Eventually you'll be able to train your clients to expect to allow you a reasonable amount of time to work on their assignments, and if your law department has a reputation for being a

"black hole" when it comes to work assignments, they will be glad just to get a date from you by which they can expect to get an answer! Priorities within a company are not always as clearly defined as filing deadlines are for a law firm, and like anywhere else, the squeaky wheel often gets the grease first. One person to never ignore, however, is your CEO; his number one priorities should always be your top priorities.

Adam: When I came to Cyveillance as general counsel, I was the first and only lawyer at the company. During many early days, I longed for the established legal department at my old company. It seemed overwhelming, attempting to create a legal department from nothing. I survived only by effectively prioritizing tasks. If you follow my advice above and have personal meetings with senior managers, this will help you greatly in determining what is most important. Focus your early efforts on what is most important to your business colleagues. They will appreciate your early attention to their greatest needs. At the same time, you will be building their patience for when you later need to spend time on other projects that you believe are important, but may not be of great interest to the business managers.

Andy: You will be stunned how much more efficient you become once you go in-house, even with the reduction in staffing. The huge volume of work and short turnaround times cause you to quickly find methods of getting things done very efficiently. Within about six months, I thought that my productivity had more than doubled. After a while, though, that rise in efficiency began to slow, as I had squeezed all that I could out of my new spin on my old organizational skills. When that happened, I began to take notes from my peers to find out their tricks. Other colleagues in the legal department are a valuable resource because they have been where you are and can provide valuable advice about the transition. They also have developed their own methods of handling documents and emails that make things move more smoothly. Also, talking to others who have recently made the transition in-house outside your company is very helpful. ACC's New to In-house Committee is a good place to meet or reconnect with these people. You should also not overlook your non-legal business colleagues, especially those with MBAs. Some of them may read productivity books for fun on the weekends. As frightening as that sounds, they can often help you to get your email program to do things you wanted it to do, but didn't think possible.

Topic Six: What do you need to do to establish an effective relationship with your CFO and CEO?

Hoyt: As the top two executives in the company (unless there's a COO, in which case the CFO may be number three), establishing a relationship of trust and confidence with them is a no-brainer. They will generally establish the goals and direction of, and have the most information

about what is going on in, the company. They will make the important decisions for the company, including ones that affect you directly and personally, such as department headcount and your compensation. You must establish an effective relationship with them or your days will be numbered. The sooner you can gain their trust and confidence with your discretion, reliability, and work ethic, the sooner you will be of use to them and the company. The old saying, "You only have one chance to make a good first impression," definitely applies.

Adam: The first 100 days is critical in establishing a positive relationship with your CEO/CFO. Many new in-house counsel are eager to work closely with senior management and that is important; however, I think senior management also wants early reassurance that you understand their "space limits." Even if you are general counsel, the CEO/CFO may not want to see you personally every day or even every week. I have had a close professional relationship with a former CEO/CFO that I saw in person only about once per month. Email and phone communication were, of course, the key to making this an effective relationship. As a new in-house lawyer you must understand that the legal department may not be the most important department and you may not be considered the most important advisor. Your CEO/CFO

probably has many demands on his/her time. The CEO/CFO may appreciate that you are available when needed, but be even more appreciative that you are not yet another constant drain on their busy schedule.

Andy: Our legal department offices are located on the same floor as the CEO and CFO, so we are very much on their radar. I try to maintain a professional office and appearance and always answer their questions as quickly as possible. Additionally, I make sure to develop a positive relationship with the people who work for them. Interacting well with the people at your level in finance and accounting will help your boss in his or her dealings with the CFO. There is most likely an administrative assistant who is the gatekeeper to the CEO's calendar. Making friends with this person will help you and the legal department when you need to get access to the CEO on short notice. Also, be very prepared for any interaction with a C-level officer. I recently picked the CEO and general counsel up at the airport at the site of a trial. I had debated with myself the night before whether I should stay up well past midnight to review the latest deposition transcript and most recent filings, but decided to do so. I was glad I did, because the CEO and GC asked me about them for most of the ride to the hotel.

Topic Seven: What's the best way to keep your career on track and maintain professional development?

Hoyt: Because they're filled with professionals of all kinds, whether accountants, engineers, or MBAs, companies understand the need for continuing education as well if not better than most, including law firms. Your CEO and CFO will be happy to budget for a certain amount of training for law department personnel throughout the year, including attendance at bar conferences. The important thing is to have a clear idea of what your professional goals are and then tie them to some benefit that will be derived by the company; for example, it will be a lot easier to justify attending a conference on SEC regulations if your company is publicly held. One dynamic that does change, however, is the value of marketing yourself; in a law firm, seeking speaking engagements and other vehicles through which you can promote business development for the firm is encouraged, but it may be of less consequence to a corporation that may prefer to see its sales and marketing professionals promoting business than its lawyers.

Adam: Hopefully you got off on the right track with professional development before you even started at your new company. In the companies I have worked at, I have been open with the CEO about my goals during our interview. My CEO understood my professional development goals and I was up front about certain conferences I wanted to attend annually. The CEO may not fully understand the professional development of legal employees, but like any good CEO, she will still want to develop your professional skills. Help the CEO understand your needs and goals from day one and you will both be a lot happier.

Once you do start working, begin a diary recording new skills that you acquire. This will give you a sense of accomplishment and also help greatly if you ever decide to pursue a new opportunity and want to recall everything you have experienced.

Last, set personal goals for yourself. Setting goals is critical. Pick a few easy goals and also a few goals that are maybe a stretch but are attainable with some hard work. For example, in one stretch goal, I wanted to earn my MBA while maintaining at least a B average while also working full time as a lawyer. Having this goal clearly in mind gave me the discipline to study in the evenings and give up my Saturdays to attend classes. My supervisor knew this was my goal, and fortunately was supportive. After two years I achieved my goal and had great satisfaction with my accomplishment.

You are the master of your own professional development. Maybe it is a cliché, but if you fail to plan then you are planning to fail. Remember that the career path from associate to partner does not exist in the corporation. You need to take some personal initiative to successfully manage your own future.

Andy: My company is very supportive of continuing professional development. The general counsel and deputy general counsel encourage participation in ACC, my local chapter, and the New to In-house Committee. I have found all of these to be excellent ways to continue to grow as an in-house lawyer. I am taking classes toward a master's degree in information technology with an option to get a follow-on MBA. Periodically, I let my superiors know about the numerous times that this continuing education has been beneficial to my work at the company. When I sit down to talk with a software developer, it really enhances my "street credibility" and substantive ability to function when I know how software is produced or what a particular product does.

Topic Eight: What about pro bono work?

Hoyt: There are, frankly, a number of differences between the kind of pro bono work you can generally perform as in-house counsel, and that which you may have done at your law firm. First, in the law firm you were covered by malpractice insurance; in-house, you most likely are not. Second, the in-house department typically isn't equipped to support the kind of pro bono litigation cases that law firms often take on. When I was a young associate at a law firm, the pro bono work we did involved drafting and filing pleadings to defend tenants being evicted by unscrupulous landlords or representing children in family law court. None of the companies for which I've been an in-house lawyer had staff who could handle a litigation practice. As such, I had to look for other ways in which I could provide counsel to indigent people in need of legal advice, and working through my local bar association I was able to find ways in which I could help. Other means of serving your community exist besides providing direct legal services, like by serving on the boards of nonprofit organizations. I highly recommend this as a way both to get involved with causes you care about and to have a continuing, lasting impact not just on the community, but on your career as well. There's no better way to network and meet other talented people who share your sense of social responsibility than by serving on nonprofit community boards.

Adam: As a corporate counsel without a firm pro bono billable requirement, it may be easy to forget about pro bono work. In a simple word—DON'T. Doing pro bono work benefits the community and you may find charitable causes for which your legal services are incredibly valuable. Pro bono work can be some of the most rewarding work you can do as an attorney. Don't deny yourself this enriching opportunity. Start from day one by considering how you can devote some of your time to a worthy pro bono client. The ACC co-sponsored Corporate Pro Bono Institute at www.cpbo.org is a great place to look for pro bono opportunities.

Andy: Some of my most rewarding days as an attorney have been doing pro bono work. I'm trying to get re-involved with a project for the DC Bar Pro Bono program that I supported while at my former law firm.

Topic Nine: Please give us your final words of wisdom for the first 100 days.

Hoyt: Your first 100 days are merely the prelude to the rest of your career working in-house. To the extent that you have, in the middle of trying to learn a new job in a new setting, the luxury of stepping back to gain perspective, you should continually take stock of where you are relative to your goals as an in-house attorney. Put another way, as you become immersed in the day-to-day work, don't forget to develop a sense of the larger picture and how you can contribute, as the lawyer on the team, to achieving it.

Adam: Determine from day one to seek out opportunity in new challenges. As your career path changes, be prepared to embrace new possibilities rather than lamenting change. Continually try to challenge yourself and take control of your own development. Build good communication channels with your CEO or general counsel. Last, but most important, exercise, sleep well, and know when to turn off the personal email device so you can enjoy life outside the office.

Andy: Hit the ground running and try to be an information sponge. Ask a lot of questions and try to remember the names and positions of the numerous people who will introduce themselves to you. Develop good organizational habits early on or you will later waste time later digging through old emails and files. Unlike the law firm, where the goal may have been to make your billable quota this year and survive for a few more, being an in-house counsel is hopefully something you want to do for a while. Accordingly, you need to find a sustainable pace that allows you to operate in a high-demand environment for long periods of time and still live a life that is satisfying. Personally, I found that focusing on improving my life outside of work, by eating better, exercising regularly, getting more sleep (than before), spending more quality (i.e., not looking at a BlackBerry) time with my family, taking vacations, and better dealing with sources of stress has allowed me to perform better at work. Finally, joining ACC and participating in local chapter and committee events and the annual conference has made me feel more connected to my in-house peers and allowed me to grow professionally. 📧

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