



**Tuesday, October 21**  
**4:30 pm-6:00 pm**

## **709 Creating an Effective Law Department Business Plan**

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**Steven A. Lauer**

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**Charles F. Wilkinson**

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## Faculty Biographies

### Philip Crowley

Philip Crowley is assistant general counsel of Johnson & Johnson in New Brunswick, NJ. He established and is currently responsible for the Johnson & Johnson law department's online compliance training facility for the corporation's 120,000 worldwide employees. Since joining the law department, Mr. Crowley has also had responsibility for mergers and acquisitions, FDA regulatory practice for high technology medical device, and biotechnology affiliates. In addition, Mr. Crowley is currently US Environmental Law counsel.

Mr. Crowley is a Director of ACC and of the New Jersey Corporate Counsel Association and has led a number of focused efforts with both organizations. Mr. Crowley is also a trustee of his alma mater, Stevens Institute of Technology, in Hoboken, NJ.

### Nancy Jessen

Nancy Jessen is a managing director for Huron Consulting Group with the company's strategy and operational improvement practice in Washington, DC. Ms. Jessen has more than 20 years of experience working with legal organizations on a variety of strategy and organizational issues. Her focus has included the areas of organizational structure, cost containment, outside counsel management, process improvement and strategic technology utilization.

Prior to joining Huron Consulting Group, Ms. Jessen was with Navigant Consulting, Inc. and Arthur Andersen, LLP. Her career also includes working for a private law firm and a software development company focused on billing, accounting and financial management software for the legal community.

### Steven A. Lauer

Steven A. Lauer is corporate counsel for Global Compliance Services in Charlotte, NC.

Prior to joining Global Compliance Services, Mr. Lauer was general counsel for Prudential Insurance Company. During that time, he held increasing responsibility for the management of legal affairs for the company's commercial real estate investment units. Mr. Lauer was also project director for the Prudential law department's outside counsel utilization task force, where he designed and managed the preparation and distribution of 109 distinct work packages by which Prudential restructured its purchase of legal services.

Mr. Lauer is a faculty member of the Law Partnering Institute, a member of Law Partnering Advocates, and the vice chair for programs of the corporate counsel committee of the American Bar Association Section of Business Law. Additionally, Mr. Lauer is vice chair of the corporate compliance committee of the Section of Business

Law, as well as a member of the ACC Compliance and Ethics Committee. Mr. Lauer also co-founded and co-chairs the Open Legal Standards Initiative. He has authored numerous articles on compliance, the relations between in-house and outside attorneys, the selection of counsel by corporate clients, the evaluation of legal service, litigation management and other topics relevant to corporate compliance programs and corporate legal service.

Mr. Lauer received a BA from the State University of New York at Buffalo and is a graduate of Georgetown University Law Center.

### Charles F. Wilkinson

Charles F. Wilkinson is corporate counsel for Ashland Inc. in Lexington, KY, a Fortune 500 company providing various products and services through its four segments: Ashland Distribution, Ashland Performance Materials, Valvoline, and Ashland Water Technologies. Mr. Wilkinson is primarily responsible for the company's legal work, and his areas of practice include acquisitions and divestitures, commercial and government contracts, joint ventures, product distribution, antitrust, trade regulation, imports, exports, international transactions, and political action committees.

Prior to joining Ashland Inc., Mr. Wilkinson was corporate counsel for Lockheed Martin in Baltimore, MD and Marietta, GA, and with Hercules Incorporated in Wilmington, DE. His areas of legal practice included commercial and government contracts, international transactions, economic development, real estate, and litigation. Before entering corporate practice, Mr. Wilkinson served on active duty as a judge advocate with the US Air Force in the United States and Japan, where he was responsible for government contracts and litigation.

Mr. Wilkinson is a member of the Association of Corporate Counsel, and serves on the Corporate and Securities Law Committee, the Information, Technology Law & e-Commerce Committee, the International Legal Affairs Committee, the Law Department Management Committee, and the Real Estate Law Committee.

## What is a Legal Department Business Plan?

- Six Foundational Areas
  - Legal Service Delivery and Business Process
  - Organizational Structure
  - Internal Resource Optimization
  - Outside Counsel Management
  - Process and Technology
  - Operational Performance Management

## What is in a Legal Department Business Plan?

### Primary Operational Areas of Focus

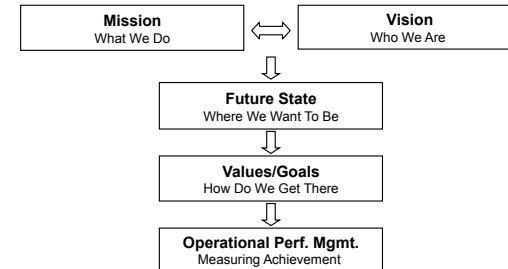
<p><b>Outside Counsel Management</b> Systematic framework for hiring and managing outside counsel to reduce total costs through partnering</p>	<p><b>Non Law Firm Strategic Sourcing</b> Coordinated process for using non law firm services, based on economies of scale and by eliminating third party profits</p>	<p><b>Internal Resource Optimization</b> Process for determining what tasks and matter types are better performed by internal vs. outside resources</p>
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### Primary Foundational Areas of Focus

<p><b>Organizational Structure</b> Organize the Department to align with the corporate and legal strategic plan, support career development and coordinate delivery of services.</p>	<p><b>Performance Management</b> Develop and monitor goals with clearly associated performance metrics, designed to incent, drive and sustain change</p>	<p><b>Process &amp; Technology Optimization</b> Develop and leverage standardize processes and integrated tools across all practice groups to provide reliable, timely and accurate information for decision making.</p>
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## First things first...Defining a Strategy

- Align with the Business' objectives and strategies



## Doing the Right Work: Prioritization

- Prioritize the entire portfolio of legal work required by the Business based upon:

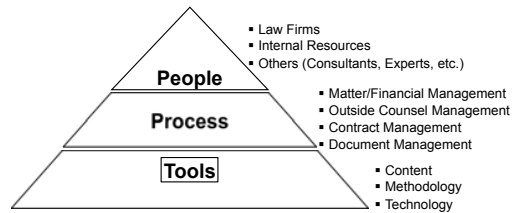
- Risk Potential
- Alignment with Strategic Direction

Risk Potential	High	Medium Value	High Value	High Value
	Low	Low Value	Medium Value	High Value
	Low	Low Value	Low Value	Medium Value
		Alignment with Strategic Direction		
		Low		High

- Move from reactive to proactive legal service delivery
- Drive allocation of resources (internal and external) based on the value of work

## Doing the Work Right: Implementation

- To implement the most effective and productive plan, balance the use of all available resources



## Goals

- Stimulate communication
- Identify strengths, weaknesses, opportunities, threats
- Create dialogue about priorities

## Overview

- Goals for Strategic Plan
- Getting Started
- Using the Plan

## Getting Started

- Develop commitment by senior law department and business leaders
- Designate team with accountability
- Identify primary business contacts

## Getting Started

- Schedule discussions
- Analyze and prioritize information
- Organize issues into small number of functional categories

## Using the Plan

- Communication
- Prioritization of Work
- Continuous Improvement
- Development of Annual Business Plan

## Getting Started

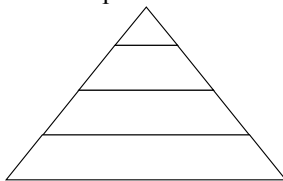
- Collect and prioritize tasks
- Set measurable goals, metrics

## How Did We Do It?

- Discussion of specifics

## Identifying the Short and Long Term Objectives

- The corporate business plan is a pyramid.
- The apex rests upon each individual business unit's plan.
- The Law Department is a corporate organization; however.....
- The Law Department's plan must support all plans.
- The Law Department is part of the base of the pyramid.



## Know What Is At The Apex

- Cash Management.
- Improve Product Distribution.
- Improve Return on Sales.

## How Can the Law Department.....

- Help with cash management?
  - Assist business organizations with collecting receivables.
  - Use collection firms for the worst accounts.
  - Draft sales contracts with optimal short payment terms.
  - Draft purchase contracts with optimal long payment terms.
  - Streamline your own spend rate.
  - Do your lawyers need to attend five CLE seminars?

## How Can the Law Department.....

- Help streamline product distribution?
  - Support business unit's termination actions.
  - Draft termination letters and settlements.
  - Develop defensible positions to avoid litigation.
  - Draft new agreements with performance provisions.
  - Draft new agreements with no liability exit provisions.
  - Work with contract managers to enforce agreements.

## How Can the Law Department Help.....

- Improve return on sales?
  - Ask management about what is dragging down ROS.
  - Take time to understand the financials.
  - Identify the top five business capture opportunities.
  - Ask the business leads how they intend to capture the opportunities.

## The Planning Process - Questions

- What is the law department's mission?
- How involved are attorneys in the firm's work?
- What types of legal service does the company need?
- What are the legal function's responsibilities?
- What expectations does management hold?
- Where will legal work be needed?
- What style of in-house role is desired?

## Planning Process Due Diligence

- What were past staffing levels? Were they adequate?
- What legal service did the company buy and where?
- What are business plans and what legal service will they require?

## Planning Process – Inside/Outside Needs

- How much of each type of legal service will be needed and where?
- What is the most effective mix of in-house and outside talent?
- What are the strategic strengths of each?
- Are the available skills complementary?
- Were there any gaps in legal talent available?

### **Strategic Strengths of In-house Counsel**

- Proximity to internal clients
- Institutional memory
- Textured understanding of company's needs and preferences
- Commonality of understanding with clients
- Day-to-day availability to clients
- Lower cost than outside counsel (per hour)

### **Weaknesses of In-house Counsel**

- Staffing constraints
- Bar admissions
- Geographic remoteness from agencies and courts
- Resources (library, etc.) available

### **Strategic Strengths of Outside Counsel**

- Law firms exist on account of the attorneys
- Function solely as counsel (relevant to privilege availability sometimes)
- Needed bar admissions
- Proximity to courts, etc.
- Familiarity with procedures of courts, etc.
- Representation of multiple clients provides broader perspective

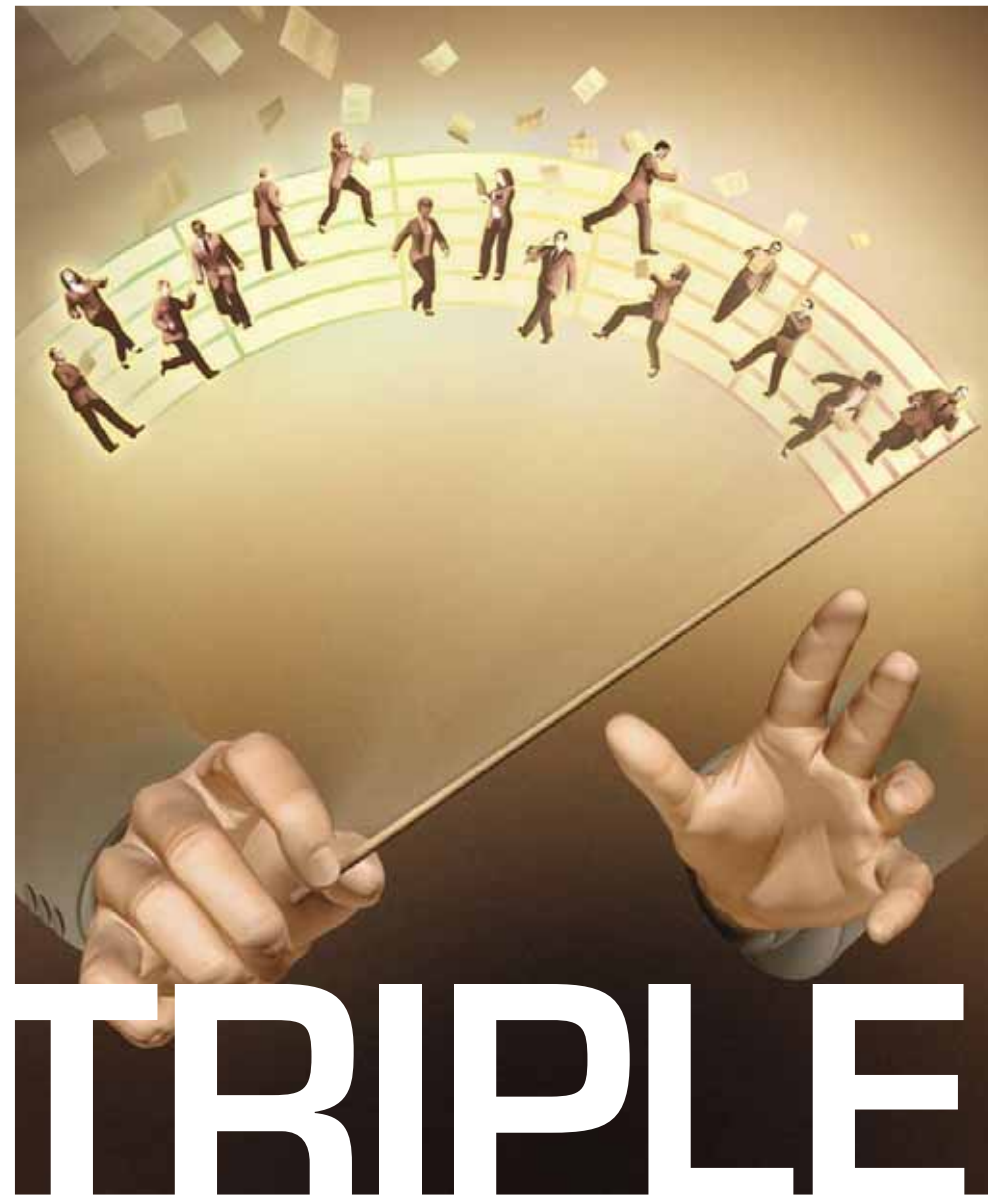
### **Design of the Legal Function**

- Take advantage of strategic strengths of in-house and outside counsel
- Take into account the department's mission, resources, management's expectations, etc.
- Determine how to most effectively (cost and other criteria) meet the business' goals?
- Address role of client (demand management)
- Define roles of technology and teamwork
- Incorporate inside and outside components



## Fee Structures

- Design fee arrangements to achieve organization's goals
- Align interests of outside counsel to those of the company
- Take into account resources inside and outside
- Look for work or tasks that can be completed other than by lawyers (unbundle)
- Create appropriate incentives



### In Brief

- **Lawyers hate strategic planning, but the author argues that such plans allow you and your department to learn how, and with whom, to interact for peak performance. Includes real examples.**
- **Peter Drucker is a demigod in corporate circles. Learn how to apply his management principles to your law department.**
- **Allowing business units to take on drafting some of their contracts—with guidance from the legal department—can give in-house attorneys more time to work on the significant legal issues they face.**

Managing the legal function in the environment of today's company is not unlike dancing in triple time: trying to pirouette through your own work and projects, get all the members of the department doing the electric slide in the same direction, with the resources they need, and oh yes, do-si-do'ing with the company's management and their own concerns and priorities. It is complicated, tricky, and if you don't get the dance just

right, you might land somewhere other than on your feet. Obviously, you need all the help you can get. So we've collected analyses from ACC's Law Department Management Committee on three topics that can help you slide smoothly into the triple-time dance of law department management:

- strategic planning.
- outside counsel management, and
- helping clients help themselves.

Three Hot Ideas for Improving In-house Law Departments

# time

BY PHIL CROWLEY, AL PETERS, AND REES MORRISON

**PHIL CROWLEY** is assistant general counsel—Knowledge Sharing Systems for Johnson & Johnson, New Brunswick, NJ. He serves as chair of the ACC Law Department Management Committee. Phil is responsible for the Johnson & Johnson Law Department's web-based e-learning program in compliance training and provides counsel on other technology issues. He can be reached at [pcrowley@ccna.jnj.com](mailto:pcrowley@ccna.jnj.com).



**ALBERT C. PETERS II** is assistant chief counsel with the Pennsylvania Turnpike Commission. His primary practice areas include litigation management, labor and employment, and contracts, and he has worked with outside counsel in these areas. He is current vice chair of the Law Department Management committee and can be reached at [apeters@ptacomp.com](mailto:apeters@ptacomp.com).



**REES MORRISON** is vice president of Hillside/Intelligence, has been essentially consulting to law departments for 18 years. A lawyer, author of three books on law department management, and host of the blog [LawDepartmentManagement.typepad.com](http://LawDepartmentManagement.typepad.com), Morrison welcomes questions or comments about this piece. He can be reached at [reemc@hillsideint.com](mailto:reemc@hillsideint.com).



Phil Crowley sets out an approach to strategic planning based on his department's recent experience. The focus is on steps needed to make the plan creation process a productive communication between the department and its clients, as well as among department members. He hones in on steps that departments—both large and small—can take to increase the department's connection to the business it serves, along with how to align resources to match the priorities the department and its business clients agree upon.

Al Peters covers the management aspects of outside counsel management. He looks at some of the prescriptions of management visionary Peter Drucker to help organize re-

cent practical approaches that forward-thinking law departments are using to better control outside counsel costs and service levels. He gives real examples to illustrate how to set objectives, organize, motivate and communicate, measure, and develop people (including yourself).

Rees Morrison discusses opportunities law departments have to educate their clients in how to help themselves with some of the legal basics. That leads to clients' ability to take care of simple tasks, and leaves their counselors more time and resources to deal with more complex and more risk-attendant matters. Morrison sets out the risks, the benefits, and some methods that your department can use to get started today.

## ACC International Resources on . . .

### Managing Law Departments

#### ACC Committee:

More information about ACC's International Legal Affairs Committee is available on ACC Online™ at [www.acca.com/networks/committee.php](http://www.acca.com/networks/committee.php), or you can contact Staff Attorney and Committees Manager Jacqueline Windley at 202.293.4103, ext. 314, or [windley@acca.com](mailto:windley@acca.com).

#### Docket Articles:

- Sabine Chalmers, "Building a Global Law Department," *ACC Docket* 23, no. 9 (October 2005): 68–86. [www.acca.com/protected/pubs/docket/oct05/auditor.pdf](http://www.acca.com/protected/pubs/docket/oct05/auditor.pdf).
- Susan Hackett, "Into The Global Services Pool: Building Efficient, Responsive, and Functional Cross-Border Legal Departments," *ACC Docket* 22 (June 2004): 22–36. [www.acca.com/protected/pubs/docket/jun04/pool.pdf](http://www.acca.com/protected/pubs/docket/jun04/pool.pdf).

#### InfoPAKs:

- Doing Business Internationally (2005). [www.acca.com/resource/v6087](http://www.acca.com/resource/v6087).
- Global Law Department (2005). [www.acca.com/resource/v6020](http://www.acca.com/resource/v6020).

#### Leading Practice Profile:

- Global Law Department Design and Service Models (2003). [www.acca.com/resource/v5908](http://www.acca.com/resource/v5908).

#### Surveys:

- 2005 ACC/Serengeti Managing Outside Counsel Survey Report. [www.acca.com/Surveys/partner/2005](http://www.acca.com/Surveys/partner/2005).
- Europe and Asia In-house Counsel Salary Survey (2005). [www.acca.com/resource/v5985](http://www.acca.com/resource/v5985).

#### Annual Meeting Course Materials:

- Edward R. Leydon, Michael R. Nelson, and Carrie L. Schilt, "How to Manage International Legal Staff and Outside Counsel," program materials for course 505 at ACC's 2005 Annual Meeting. [www.acca.com/am/05/cm/505.pdf](http://www.acca.com/am/05/cm/505.pdf).
- J. Alberto Gonzalez-Pita, Juan Carlos Mencia, and Katherine E. Ward, "Global Law Design and Service Models: What Companies are Doing," program materials for course 311 at ACC's 2004 Annual Meeting. [www.acca.com/am/04/cm/311.pdf](http://www.acca.com/am/04/cm/311.pdf).



## THE LAW DEPARTMENT STRATEGIC PLAN:

*Does It Make Sense to Have One?*

Strategic planning is the bane of lawyers.

*How can I be expected to create a strategic plan when I've got to react to everything my business people, plaintiffs' lawyers, and all levels of government throw at me? I've got to spend all my time putting out fires so the entire business doesn't burn down. Besides, it's unrealistic to think that anyone could put together a comprehensive "plan" for a dynamic practice like mine. It'd be too rigid to be practical. My job is to react to the needs of my clients.*

Sound familiar? Many of us inside counsel have heard the foregoing—or something like it—as a rationale for avoiding strategic planning for the legal function. If we examine the premises on which the complaints are based, however, we can understand how and why a strategic plan for the legal function is not just desirable, but a necessity in today's complex legal environment. Properly conducted, the strategic plan is a communica-

tion tool that can enhance relationships with clients, among lawyers within the law department, and with outside counsel.

My law department at Johnson & Johnson (see "Profile of Johnson & Johnson and its Law Department," p. 31) recently completed its own first strategic plan. Not all law departments will need a process as complex as ours to create their strategic plan—and in any case, I recommend starting in a simpler fashion wherever possible, to give you and your department a chance to learn how and with whom to interact most productively. Once you've begun the process, it will be easier to expand and improve it, and to make strategic planning a part of the regular operation of the law department. So in this article, I will offer a simplified framework, based on our own recent experience, for creating a strategic plan for a law department of any size, small or large.

### A Sample Mission Statement and Strategic Plan

#### Mission Statement

The Law Department will be a partner to our business associates in the development of our business by providing excellent counseling on legal issues and prompt and vigorous defense of legal challenges presented.

#### Strategic Plan

(For each item, add three to five more-specific supporting goals.)

1. Align the department's focus with the business.

For example:

- establish mechanisms for lawyers to learn more about the business;
- initiate regular surveys of primary business partners to assess satisfaction levels;
- seek client input to the law department business plan.

2. Develop the people.

For example:

- provide in-house CLE opportunities in high-value areas;
- assign high achievers to special projects to expand their experience;
- involve high-potential lawyers on teams dealing with department organization and management.

3. Work with businesses to address legal risks.

For example:

- conduct legal risk assessment at least annually;
- create training programs to increase clients' competence in high-risk areas;
- create joint business-legal teams to address risk-reducing changes to business processes.

4. Shape the legislative environment.

For example:

- participate in professional organization initiatives to influence legislation impacting the industry, such as initiatives with ACC, American Tort Reform Association, and the US Chamber of Commerce.

A strategic plan is a guide that lets you answer the question: Of the **ten things** I can do **today**, which **one** or more **will best advance** the long-term interests of our business and our department? We all have plenty of "stuff" to do. The challenge is to **spend time** on those things that are **most effective in advancing** the aims of your department and company.

#### What Is Strategic Planning All About?

A strategic planning process can accomplish a number of goals:

- stimulating communication with clients and business associates and among the lawyers;
- identifying strengths, weaknesses, opportunities, and threats related to the business and the department; and
- creating a dialogue with interested stakeholders about priorities.

Correctly understood, it's a process that helps to align department activities and priorities with the needs of the

business. It also serves to guide the department toward developing the legal and organizational capabilities required for growth and maturation.

Having a final plan as a work product is only one of the benefits of the process. And in any case the final plan should not be intended to serve as a set of rigid parameters to channel the activities of a law department. Rather, the plan should flexibly identify areas of emphasis that can guide the detailed day-to-day decision making on what projects to emphasize and where to allocate scarce resources.

A strategic plan is a guide that lets you answer the ques-

### A Checklist for Law Department Strategic Planning

1. Designate a team within the law department responsible for creating a draft strategic plan.
2. The team creates a draft mission statement: "Why is the law department here?"
3. Identify principal business leaders/contacts by business line/type, geographical area.
4. Schedule discussion with each business leader/contact or survey on:
  - five to ten top risk areas affecting the current business (e.g., products liability, lack of financial controls, poor control over assets, government investigations)
  - areas of change anticipated in the business (e.g., proposed business acquisitions or divestitures, new plant locations, workforce resizing, entry into new markets, new products)
  - areas of change anticipated in the external environment (e.g., new laws, new competitors, proposed government rulemaking, or increases in enforcement actions)
  - business unit's strategic plan
  - views on law department performance
    - o strengths
    - o areas for improvement
5. Analyze and prioritize information from business leaders:
  - Strengths—what can be done to maintain and improve them?
  - Weaknesses—what can be done to remedy them?
  - Opportunities—what can be done to best help the business seize them?
  - Threats—what can be done to minimize or eliminate them?
6. Organize issues into three to five categories consistent with strategic plans for business.
7. Collect tasks into appropriate categories.
  - Prioritize tasks within categories
  - Consider assigning a lawyer to each category to monitor progress
8. Set measurable goals for each task and prioritize.
  - That which is not measured is hard to achieve
  - Assign most resources to the high-value tasks
  - Save some resources for quick-win tasks
9. Review and revisit the process:
  - During the year to assure the plan continues to be consistent with business goals
  - Annually to provide communication during business-planning cycle

tion: Of the ten things I can do today, which one or more will *best* advance the long-term interests of our business and our department? We all have plenty of "stuff" to do. The challenge is to spend time on those things that are most effective in advancing the aims of your department and company.

Departments that fail to plan miss an opportunity to intelligently focus their energies on the 20 percent of their tasks that in the ordinary course provide 80 percent of the impact. That focus over an entire year can make a great difference in the practical effect of the department's work on the businesses you serve.

#### What Should a Strategic Plan Avoid?

A strategic plan is not a set of rigid rules to be interpreted like government regulations. It's not intended to prescribe in minute detail how to spend your time. It's not a cookbook to be applied in a cookie-cutter fashion.

Also, it's not perfect. But it need not be perfect to be successful. The key is in the process of communication that attends its creation.

Here's one way to get started with your process.

Initiate discussions with your business leaders about their concerns. Ask them "What five to ten things about the business keep you up at night?" And then listen carefully to the answers. You can combine that information with your department's collective understanding of the legal risks affecting your businesses. That will provide a deeper understanding of how to prioritize the risks.

Next, ask for information about where the businesses see their growth and development. That will indicate where new risks and opportunities to provide services might arise, and where you might need to add or reconfigure resources.

In our case, the process of discussing these matters also communicated an important message to our business partners. It emphasized our commitment to serving them, interest in what they're doing, and our role as a partner in stimulating "compliant growth," i.e., business growth that is compliant with our Credo (see "The Johnson & Johnson Credo," on p. 32) and applicable laws and government regulations.

It's useful to have broad participation by lawyers in the department on issue teams and in focus groups. That will give your lawyers a role in the process of developing the issues that will become part of the strategic plan, and increases the prospects for buy-in within the department. That buy-in will be critical in the implementation phase.

In parallel with this, it's very useful to discuss and agree within the department on a simple mission statement. Ask yourselves, why is the law department here?

Ask yourselves, **why** is the law department **here**? It's **more** than just completing regulatory **filings**, defending lawsuits, and **sending** demand letters to **deadbeat debtors**.

Think broadly of your role in the company. It's more than just completing regulatory filings, defending lawsuits, and sending demand letters to deadbeat debtors. To create real value, we lawyers need to use our skills to drive the businesses we serve. So, counseling, training, and proactive support for business initiatives should influence how we connect our strategic goals to the tasks we identify.

#### How Should You Use Your Strategic Plan?

Finally, once you have your initial strategic plan, don't just sit on it. Use it as a communication tool both inside and outside your department. Encourage your colleagues to use it regularly to select the areas on which to focus their efforts.

Find methods to regularly measure how you're doing in dealing with your strategic goals. Evaluate the plan to ensure that it continues to provide direction for your business needs and, if not, what changes you might recommend in the next cycle.

#### Profile of Johnson & Johnson and Its Law Department

2005 Annual Revenue: \$50.5 Billion  
 108,000 employees in 51 countries  
 Products in pharmaceuticals, medical devices, and personal care  
 217 lawyers in the law department  
 35 law department office locations—20 in United States, 15 outside United States  
 Over 150 law department staff

#### The Johnson & Johnson Credo

We believe our first responsibility is to the doctors, nurses and patients, to mothers and fathers and all others who use our products and services.

In meeting their needs everything we do must be of high quality.

We must constantly strive to reduce our costs in order to maintain reasonable prices.

Customers' orders must be serviced promptly and accurately.

Our suppliers and distributors must have an opportunity to make a fair profit.

We are responsible to our employees, the men and women who work with us throughout the world.

Everyone must be considered as an individual.

We must respect their dignity and recognize their merit.

They must have a sense of security in their jobs.

Compensation must be fair and adequate,

and working conditions clean, orderly and safe.

We must be mindful of ways to help our employees fulfill their family responsibilities.

Employees must feel free to make suggestions and complaints.

There must be equal opportunity for employment, development and advancement for those qualified.

We must provide competent management, and their actions must be just and ethical.

We are responsible to the communities in which we live and work and to the world community as well.

We must be good citizens—support good works and charities and bear our fair share of taxes.

We must encourage civic improvements and better health and education.

We must maintain in good order the property we are privileged to use, protecting the environment and natural resources.

Our final responsibility is to our stockholders. Business must make a sound profit.

We must experiment with new ideas.

Research must be carried on, innovative programs developed and mistakes paid for.

New equipment must be purchased, new facilities provided and new products launched.

Reserves must be created to provide for adverse times.

When we operate according to these principles, the stockholders should realize a fair return.

In the evolving business environment in which most of our departments operate, it makes sense to revisit the strategic planning process regularly to ensure you're still on track—even if that doesn't result in changes to the strategic plan. It's the discipline of thinking about and discussing the issues that provides much of the value.

We've provided a checklist and sample forms that can help to get you started. (See "A Sample Mission Statement and Strategic Plan," and "A Checklist for Law Department Strategic Planning," on pp. 28 and 30.) Once

you've examined that material, you may wish to review the excellent InfoPAK "Strategic Planning for In-House Counsel" and the extensive list of references provided there (see "ACC Resources," below). That will help you work through a more detailed process for creating your strategic plan. But you should feel free to get started in whatever way makes the most sense for your situation.

The important thing is to get started and continuously improve the process as you and your department learn how to do it better.



## MANAGING The Team

### ACC Resources on . . .

#### Strategic Planning

##### ACC Committees:

More information about the Law Department Management committee is available on ACC Online™ at [www.acca.com/networks/committee.php](http://www.acca.com/networks/committee.php), or you can contact Staff Attorney and Committees Manager Jacqueline Windley at 202.293.4103, ext. 314, or [windley@acca.com](mailto:windley@acca.com).

##### Docket Articles:

- Dinah Seiver, "Setting Up a Compliance Department from Scratch," *ACC Docket* 23, no. 9 (October 2005): 22–31. [www.acca.com/protected/pubs/docket/oct05/scratch.pdf](http://www.acca.com/protected/pubs/docket/oct05/scratch.pdf).

##### Leading Practice Profiles:

- Adding Value and Moving Beyond the Cost Center Model (2005). [www.acca.com/resource/v5900](http://www.acca.com/resource/v5900)
- Knowledge Sharing and Management (2004). [www.acca.com/resource/v5897](http://www.acca.com/resource/v5897).
- Law Department's Role in Developing and Implementing Compliance and Ethics Programs (2005). [www.acca.com/resource/v5909](http://www.acca.com/resource/v5909).

##### InfoPAKs:

- Strategic Planning for In-house Counsel (2006). [www.acca.com/resource/v6813](http://www.acca.com/resource/v6813).
- Compliance Training and e-Learning Programs (2005). [www.acca.com/infopaks/compliance.htm](http://www.acca.com/infopaks/compliance.htm).
- Role of the General Counsel (2005). [www.acca.com/resource/v6665](http://www.acca.com/resource/v6665).

##### Annual Meeting Course Materials:

Program material from these courses at ACC's 2005 Annual Meeting is available at [www.acca.com/am/05/material.php](http://www.acca.com/am/05/material.php).

- Valli Baldassano, Kathleen Chagnon, Angeline G. Chen, "Assessing Your Risk for Compliance," course 909.
- Andrea Bonime-Blanc, Keith T. Darcy, Martha Ries, "Firespotting Key Compliance Issues for Your Company," course 709.
- Donna Costa, James A. Hatcher, Martin Montes, David J. Slobodien, "Creating a Compliance Function," course 109.
- Moanica Caston, Teresa T. Kennedy, Lori J. Shapiro, Philip I. Weis, "Best Practices for Building an Effective Corporate Compliance Program," course 209.

##### On-line CLE Programs:

- Law Department Organization: The Challenge of Dealing with Growth & Change (2005). [www.acca.com/resource/v6749](http://www.acca.com/resource/v6749).
- Law Department Alignment with Company Goals (2005). [www.acca.com/resource/v5842](http://www.acca.com/resource/v5842).

##### ACC Survey Partner:

- 2005 ACC/Serengeti Managing Outside Counsel Survey Report, [www.acca.com/Surveys/partner/2005](http://www.acca.com/Surveys/partner/2005).

For more information on risk assessment and compliance, visit ACC's Compliance Portal, at [www.acca.com/practice/compliance/index.php](http://www.acca.com/practice/compliance/index.php). See also the resources listed in Benchmarking the Performance of Outside Counsel and Risk Management Issues for Privately Held Companies, both in this issue.

As in-house counsel, above all else, we are managers. We manage our departments, we manage our relationships with our corporate clients, and (sometimes, it seems, more than anything else—especially when the bills arrive) we manage outside counsel relations. This leads to an obvious connection with the late Peter F. Drucker, often referred to as the father of management. Drucker emphasizes the importance of having a Theory of the Business, defined as:

*a set of assumptions as to what its business is, what its objectives are, how it defines results, who its customers are, what the customers value and pay for . . .*

A Theory of the Business operates much like a lawyer's Theory of the Case: With the theory in hand, you are in a position to create a strategy. The purpose of strategy, of course, is "to enable an organization to achieve its desired results in an unpredictable environment."<sup>1</sup>

The need for strategy leads in turn to the principle of organizing resources to achieve results. In Drucker's words:

*Management exists for the sake of the institution's results. It has to start with the intended results and has to organize the resources of the institution to attain these results. It is the organ to make the institution, whether business, church, university, hospital or battered women's shelter, capable of producing results outside of itself.<sup>2</sup>*

So, how should we go about organizing our resources?

As in-house counsel, we can benefit from the tips that Drucker so insightfully offered to business managers. Drucker has stated that there are five basic operations in the work of the manager:

- Managers set objectives.
- Managers organize.
- Managers motivate and communicate.
- Managers measure.
- Finally, managers develop people, including themselves.<sup>3</sup>

Let's look at these in connection with managing our own in-house team, particularly in its relations with its outside counsel members.

#### Managers Set Objectives

One useful objective for in-house counsel is to review each case after the first 90 days to determine if it should be settled or tried. It is generally acknowledged that resolving cases earlier leads to better results. You can save money and time as well as avoid productivity losses when you have decided early to settle a case that does not have a winning position. At the very least, the business people can focus their efforts on your organization's operations rather than being involved in discovery responses and trial preparation.

Another objective: Set an initial case strategy at this 90-day review, which you would then update at appropriate intervals (e.g., quarterly or semiannually). The strategy could include a suggested dispute resolution method suited to that dispute. Different dispute resolution methods could be arranged on a continuum; the endpoints would be "retain more control over a dispute" (think negotiation) and "give up control over a dispute" (think litigation), with mediation, arbitration, and other ADR methods in between. We are probably familiar with the respective advantages and disadvantages of the different methods, but it is likely legal costs will be lower the closer you are to the negotiation and mediation end of the continuum.

#### Managers Organize

##### Organize fact-finding and research

Setting an objective of early case assessment requires knowing the relevant facts and applicable laws. To promote the success of your early case assessment, organize fact-finding and legal research so you have a report of the material facts and relevant laws prepared for the initial 90-day assessment (and then update that report for the subsequent assessments).

You can also prepare forms to organize fact-finding for the kinds of claims you handle most frequently. For example, we have supervisory fact sheets for labor grievances and arbitrations, and incident reports for slips and

falls at service plazas. After all, what kind of case would you rather be involved in: one with uncertainty over basic facts late in the case, or one that is resolved at an early stage, because both sides knew the relevant facts? I know that in my experience, the latter type of case is much easier to report to executive staff.

#### Organize preventive training

You should also organize preventive training. While preventive training may not necessarily involve outside counsel, having such training should lessen the number and complexity of disputes that you have to send to outside experts.

Look at your company's operations to determine probable sources of claims and disputes. Review claims, litigation history, and other metrics to show where previous claims and disputes have arisen and where risks might be. Prepare and conduct training programs that address these situations to prevent them from occurring. Examples include:

- addressing antitrust and contract law with company sales representatives; and
- arranging training sessions with supervisors on:
  - documenting performance issues,
  - conducting performance reviews, and
  - handling leave requests.

For example, one key area for risk avoidance in almost any employer's business is employee relations. Proper handling of employment situations by supervisors can lead to earlier resolutions and avoid costly and time-consuming defenses of lawsuits or administrative enforcement actions. So in our organization, a supervisory development class is scheduled for new supervisors, and I have a two-hour time slot toward the end of this five-day program. I use this time to discuss three topics: when supervisors should be strict and when they should be flexible; exercising supervisory authority; and fulfilling supervisory responsibility. Fact patterns for discussion come from actual workplace cases I have handled. I start the session by discussing a quote from a local trial lawyer who has stated that, "Lawyers don't win cases. Facts win cases. Lawyers lose cases by not paying attention to the facts." In the discussion, I impress upon the supervisors the need to make good facts, and on how they can go about doing so.

#### Debrief the case

After-action reviews are necessary. Look at each concluded matter to see what you can learn. What went well? What didn't? Does anything need to be changed? Coaches review film of the last game; military leaders conduct debriefings of battles and engagements. In-house and outside counsel need to review each case to determine whether any changes should be made, whether any preventive measures

can be introduced, and whether you could have handled the case differently.

By organizing resources to assemble relevant facts and applicable laws and by conducting regular case assessments, preventive training, and after-action reviews, we should achieve earlier and less costly resolutions.

#### Managers Motivate and Communicate

The preventive training and after-action reviews just described are opportunities to communicate and motivate. Communication involves reaching a common understanding; our words and company procedures and actions should reinforce each other, and thus motivate colleagues to pursue the desired objectives and results.

Newsletters can be opportunities to reinforce the messages from training, to let others know of recent legal developments or trends, and to update colleagues on legal cases that have happened to others—hard cases and bad outcomes we are avoiding because of the preventive training, early case assessments, and after-action reviews.

While electronic training programs are available, you should make the opportunity to get in front of sales representatives, supervisors, and other company colleagues at meetings. Granted, electronic training can deliver information, but you need the feedback from fellow employees to find out what is actually taking place in your facilities and offices. In addition, you want to establish lines of communication so that you can get early reports of problems.

In the supervisory training that I conduct, one of my points is that "doing the right things for the right reasons can lead to earlier resolutions," and I have examples of summary judgment victories to contrast with images

#### Getting to Know Us: Outside Counsel Pay Attention

Law firms are becoming more interested in what in-house counsel think. Here are some examples I have noticed in the past year:

- The managing partner in a prominent DC firm stated that he spends "all his waking hours" thinking about in-house counsel.
- I have run into former in-house attorneys who are now employed by law firms as ambassadors to the in-house community and who educate firm attorneys about working with in-house counsel.
- Reed Smith recently named its first director of general counsel relations.

of lengthy trials. Granted, one cannot keep a plaintiff from filing a lawsuit, but showing the contrasted results impresses on the supervisors that they have a key role in cases and motivates them to follow through.

#### Managers Measure

Drucker phrases this as "measure to manage"—you cannot manage something until you measure it. We are aware of the cost pressures within our organizations, and we report in surveys about outside counsel relations that we want our outside counsel to be concerned about

legal costs. A generally acknowledged metric is total legal spending, generally expressed as percentages of company revenue. Other measures include case inventory, total cost to resolve, and cycle time, all of which can be broken down into "type of dispute" or "business unit."

These metrics and measures will reveal a reality that needs to be confronted and leads us to ask, "What does this job, this situation require?" Metrics also reveal what kind of matters we keep in-house and what kind we send outside. Metrics can reveal an 80-20 situation where 80 percent of costs might result from 20 percent of the mat-

#### ACC Resources on . . .

##### Managing Lawyers

###### ACC Committees:

More information about these ACC committees is available on ACC Online™ at [www.acca.com/networks/committee.php](http://www.acca.com/networks/committee.php), or you can contact Staff Attorney and Committees Manager Jacqueline Windley at 202.293.4103, ext. 314, or [windley@acca.com](mailto:windley@acca.com).

- Law Department Management
- Small Law Departments

###### Docket Articles:

- James R. Buckley, "Adventures in Lawyerland" (Three Part Series), *ACC Docket* 23, January, March, and April 2005, available at [www.acca.com/protected/pubs/docket/jan05/lawyerland.pdf](http://www.acca.com/protected/pubs/docket/jan05/lawyerland.pdf), [www.acca.com/protected/pubs/docket/mar05/adventure.pdf](http://www.acca.com/protected/pubs/docket/mar05/adventure.pdf), and [www.acca.com/protected/pubs/docket/apr05/lawyerland.pdf](http://www.acca.com/protected/pubs/docket/apr05/lawyerland.pdf).
- Donald P. Butler and Roger D. Townsend, "Focusing on Litigation Results: The Role of the Case Manager," *ACC Docket* 24, no. 3 (Mar. 2006): 22–32. [www.acca.com/resource/v6618](http://www.acca.com/resource/v6618).
- Richard Hurford, Eric P. Tuchmann, and Mark Wolf, "Attitude Adjustment: Eight Leading Practices in Building a Dispute-savvy Organization," *ACC Docket* 23, No. 10 (November/December 2005): 90–103. [www.acca.com/resource/v6475](http://www.acca.com/resource/v6475).
- Teresa T. Kennedy, Eva M. Kripalani, and Elinora S. Mantovani, "Achieving Balance: A Recipe for High-quality Work Life for In-house Counsel," *ACC Docket* 22, no. 2 (February 2004): 38–54. [www.acca.com/protected/pubs/docket/feb04/balance.pdf](http://www.acca.com/protected/pubs/docket/feb04/balance.pdf).
- Veta T. Richardson, "From Lawyer to Business Partner: Career Advancement in Corporate Law Departments,"

*ACC Docket* 22, no. 2 (February 2004): 70–75. [www.acca.com/protected/pubs/docket/feb04/partner.pdf](http://www.acca.com/protected/pubs/docket/feb04/partner.pdf).

###### InfoPAKs:

- Outside Counsel Management (2004). [www.acca.com/infopaks/ocm.html](http://www.acca.com/infopaks/ocm.html).
- Recruiting and Retaining In-house Staff (2005). [www.acca.com/resource/v5600](http://www.acca.com/resource/v5600).

###### Webcast:

- The following webcast is available at [webcasts.acca.com/](http://webcasts.acca.com/).
- Managing Outside Counsel: Getting Off on the Right Foot—And Staying in Step (January 18, 2006).

###### Annual Meeting Course Materials:

- Program material from this course at ACC's 2005 Annual Meeting is available at [www.acca.com/am/05/material.php](http://www.acca.com/am/05/material.php).
- Robert Berger, Paul J. Ehlenbach, and J. Lawrence McIntyre, "Best Practices for Preventing Litigation," course 804.

###### Virtual Library Sample Forms and Policies:

- Sample forms and policies available via ACC's Virtual Library™ ([www.acca.com/vf/](http://www.acca.com/vf/)) include the following:
- Outside Counsel Evaluation Form, [www.acca.com/resource/v5977](http://www.acca.com/resource/v5977).
- Outside Counsel Retention Policy, [www.acca.com/resource/v5853](http://www.acca.com/resource/v5853).
- Sample Arbitration Clauses, [www.acca.com/protected/forms/adr/clauses.pdf](http://www.acca.com/protected/forms/adr/clauses.pdf).

While **disputes** are part of everyday life, dealing with them can **drain resources** and divert attention from our organization's operations. However, developing our **dispute avoidance** and **resolution skills** can help redirect attention to our organization's operations.

ters. Metrics showing recurring matters might lead us to develop preventive training or a procedure that could be performed by a lower-cost resource. For example, claims reports prepared by claims investigators could provide solid factual summaries for the early case assessments.

Seeing recurring matters in litigation and asking, "What does this situation require?" might lead you into a discussion about hourly billing and alternatives. I work with lots of outside engineering firms, and hourly billing methods are the exception, not the norm. Billing methods are based on the predictability of the work—lump sum rates where both sides can predict the amount of work necessary, and hourly rates where it's difficult to make such a prediction. Most of the time some sort of "cost plus" arrangement is used—a combination of cost reimbursement plus a profit percentage (either a fixed percentage or one set to encourage efficiency). Many preventive projects would likely involve finite work. I am optimistic about our ability to develop lump sum fees by identifying the predictable or recurring work that we assign to outside counsel.

Another measure receiving attention: litigation budgets. Much has been written about budgets and how outside counsel are uncomfortable preparing them. Yet James McElhany, author of the Litigation column in *ABA Journal* and frequent CLE presenter, encourages trial attorneys to prepare plans and strategies for each case. I have attended his seminars (an entertaining way to get 6 CLE hours); he talks about a "tailored discovery plan," which he describes as the things that attorneys do for every case. Following his approach, you can estimate the time needed for each of these steps, multiply an hourly rate, and then you will have a budget.

#### Managers Develop People, Including Themselves

Each of our organizations has a customer for whom we have created value through our products and services. While disputes are part of everyday life, dealing with them can drain resources and divert attention from our organization's operations. However, developing our dispute avoidance and resolution skills can help redirect attention to our organization's operations. As Drucker says:

*But central to my writing, my teaching, and my consulting has been the thesis that the modern business enterprise is a human and a social organization. . . . To be sure, the organization exists for an end beyond*

*itself. In the case of the business enterprise, the end is economic (whatever this term might mean); in the case of the hospital, it is the care of the patient and his or her recovery; in the case of the university, it is teaching, learning, and research. To achieve these ends, the peculiar modern invention we call management organizes human beings for joint performance and creates a social organization. But only when management succeeds in making the human resources of the organization productive is it able to attain the desired outside objectives and results.<sup>4</sup>*

#### Managing Success

Drucker asks, "What is the manager's job?" He responds: *It is to direct the resources and the efforts of the business toward opportunities for economically significant results. This sounds trite—and it is. But every analysis of actual allocation of resources and efforts in business that I have ever seen or made showed clearly that the bulk of time, work, attention, and money first goes to "problems" rather than to opportunities, and, secondly, to areas where even extraordinarily successful performance will have minimal impact on results.<sup>5</sup>*

The specific challenges of our in-house positions can be unique. Some of us practice in large departments of publicly traded companies; others of us are the only in-house counsel for a family-owned firm. But our general challenge is the same—to manage our resources to maximize opportunity and minimize problems. As Drucker told the people he consulted with: "My job is to ask questions. It's your job to provide answers." Take his questions and see what difference they can make in improving your outside counsel relations, your delivery of legal services, and your department's alignment with company goals.

#### NOTES

1. Peter F. Drucker, *Management Challenges for the 21st Century* (HarperBusiness 2001), at 43 (hereinafter *Management Challenges*).
2. *Management Challenges*, at 39.
3. Peter F. Drucker, *Management: Tasks, Responsibilities, Practices* (Collins 1993), citing *The Daily Drucker*, November 12.
4. *Management Challenges*, at 226.
5. Peter F. Drucker, *Peter Drucker on the Profession of Management* (Harvard Business 2005), at 67.



## LAW DEPARTMENTS AND THE Self-serve Model for Clients

As law departments struggle to accomplish more, with less, in fewer hours, they should consider a model for serving their clients that is different than the traditional one. Traditionally, clients come to the law department, explain a problem or need, and the law department goes to work.

With a new approach—a self-serve model—law departments do what they can to encourage and enable clients to handle as many of their legal needs as possible. The goal is to remove lawyers from lower-value, lower-risk, assembly-line law, and instead have them guard the parapets of important legal decisions. The model empowers clients to do so efficiently and with acceptable levels of risk.

#### The Advantages of the Self-serve Model

Law departments benefit when clients handle routine legal needs, because the departments can then pay more attention to meatier issues or catch up on more important tasks. Clients benefit because they can move ahead as quickly as they want.

A self-serve model does mean a significant shift for most law departments in how they orient themselves toward their clients. But this shift can be made more easily if the law departments adopt one or more of the approaches that we explore below.

#### Examples of Self-serve Tools

##### Train clients

When you train clients, you enable them to handle more legal issues than before. All law departments talk about training clients, but few of them do so effectively. The keys to effective training are:

- just-in-time delivery,
- helping trainees practice their new skills or knowledge,
- interactive sessions (not just PowerPoint lectures), and
- plenty of real-life examples and case studies.

##### Rotate clients

One possibility that a law department might explore is to let clients rotate through the department, working for a while and picking up as much practical law as they can. For example, if a human resources manager spent a month or two with a lawyer who works on employment matters or litigates discrimination claims, that person will pick up much that is valuable. In another variation, some companies have designated legal coordinators in business units. Questions about legal issues are supposed to funnel through those coordinators.

##### Embed lawyers

Lawyers embedded in the business or staff unit take pressure off law departments. For instance, a dozen lawyers (eight in the United States) work directly with Intel's Human Resources department and report to the vice president of human resources, not to Intel's general counsel.<sup>1</sup>

##### Use an intranet

One of the best ways to create and sustain a client self-service model is to stock an intranet site with useful tools and material. This is the approach taken by the law departments of Applied Materials and Cisco Systems, which have automated routine legal transactions and let employees handle the details by the web.<sup>2</sup> Another example is Honeywell's legal department, which has created an extensive intranet site that lets its clients download common forms, get basic advice, and receive compliance training.<sup>3</sup>

Some of the materials that an intranet might supply include:

- *FAQs*. Put on the site frequently asked questions, and answers.
- *Standard document forms*. Clients can complete such forms by filling in the blanks. We know of a two-lawyer department that uses this process to prepare many soft-

ware licenses; it lets the clients take the first crack at drafting, and saves time by confining itself to a review task.

- **Guidelines.** Put guidelines out there on common legal problems, such as how to terminate an employee with the least amount of legal risk. Or you might create a guideline for how to renew a sublease that presents no major legal issues.
- **Process maps.** Add to the intranet site a few maps to show how a process occurs, such as how to obtain a trademark or modify a sublease, and highlight what the client needs to do in the process. For example, we know of one consumer products company that has compiled an extensive manual showing how its many trademarks can and should be used.

**Use checklists**

An important part of a self-serve model is a set of checklists of what the law department needs to do a good job. Checklists can push clients to understand the law better and do more on their own. Think of a deal term sheet for a lease: The client ought to describe the main points that have been negotiated with the tenant, attach the former lease, include any correspondence that explains the deal, and otherwise give the real estate lawyer in one package what that lawyer needs to complete the deal.

**Define your territory**

A self-serve model should also define the kinds of agreements the law department will and should review. At the opposite extreme of self-serve is the model where the law department has to approve all agreements, or review all actions of a certain type. Such absolute rules rob clients

of initiative and flood the law department with work that often may be ministerial. You are far better off if the work coming to the law department is exceptional and worthy of careful thought. Much of the rest can be handled by clients.

**Use document assembly programs**

Document assembly programs can play a big role in the self-serve model. If the law department creates the questions, help material, and all the pieces of the document to be assembled, clients can prepare their own documents. Contract management software provides a related self-help tool. Contract management software applies technology to the contract process: from letter of intent, through negotiation and execution, to performance, amendment, and contract renewal.\* For example, Cisco uses such software to deal with NDAs and has recently started using it for their sales contracts. Microsoft is using it for enterprise licensing in about 35 languages.

**Solving the Implementation Challenges**

**Clients will run amok!**

Many in-house counsel shiver at the thought of letting clients—those barbarians outside the gates—create even mundane legal documents. The most obvious risk of letting clients loose on the law is that some clients will either abuse the rights granted them or, simply put, blunder. If their misstep causes a legal brouhaha, the law department—despite having instituted a progressive program and carried it out skillfully—will probably feel the lash. But common sense must prevail: There must be a culture in

the company that says, “we recognize some slip-ups will occur, but overall, the benefits outweigh the risks.”

One potential safeguard is to make the self-serve tools available on a selective basis. Only when a client group shows itself capable should it gain the privilege of self-service. Of course, whenever you provide clients with self-serve legal knowledge, you need to do so at their level of need and always with the admonition to “call your lawyer if you have any questions or unusual facts.”

**Clients aren't capable!**


Sometimes it seems as though in-house counsel patronize their clients. “You are not able to understand the esoteric nuances of the law, the intricate intellectual feats necessary to accomplish these sophisticated tasks.” Here the solution is for lawyers to shed that elitist view. They need to accept their clients as capable people who want to do the job right.

**Our technology support will never deliver!**

Some of the challenges to a self-serve model can come from the IT department. IT departments have been known to complain that there are simply not enough resources to create, refine, and maintain online resources, such as an

intranet. If your IT department is recalcitrant, you should keep in mind that plenty of outside consultants can help, or you can follow the low-tech route to self-serve.

**Hitting a Home Run with Self-service**

Law departments need to rethink their client-service model. How they train clients to handle legal questions and shift lower-value work to them, change the role of lawyers to focus on the review of exceptional matters, and otherwise adopt the techniques of a self-serve model, all can make a huge difference. 

**NOTES**

1. Cathleen Flahardy, “To the Rescue,” *InsideCounsel*, Feb. 2006, at 46.
2. Jason Krause, “The Cisco Way,” *ABA Journal*, Sept. 2005, at 55.
3. Cathleen Flahardy, “To the Rescue,” *InsideCounsel*, Feb. 2006, at 61.
4. *Law Tech. News*, Dec. 2005, at 22.

*Have a comment on this article? Email editorinchief@acca.com.*

*“Triple Time: Three Hot Ideas for Improving In-house Law Departments,” Phil Crowley, Al Peters, and Rees Morrison, ACC Docket 24, no. 5 (May 2006): 24–45. Copyright © 2006, the Association of Corporate Counsel. All rights reserved.*

**The Advantages of Self-serve**

SELF-SERVE METHOD	BENEFIT OF METHOD
Train clients	Clients more sharply define legal issues and handle minor ones on their own.
Rotate clients through law department	Clients know and appreciate law better
Embed lawyers with clients	Work is done outside the law department
Host a law department intranet	Clients can learn from it and obtain resources
Prepare Frequently Asked Questions	Same as intranet
Distribute guidelines	Clients can go farther with legal issues
Provide process descriptions	Clients understand what is happening better
Clarify roles of lawyers and clients	Less transactional friction and inefficiency
Document assembly	Improves client productivity and quality of work