



Monday, April 30
11:00 am-12:30 pm

**201 Hallmarks of a Successful In-house
Practitioner**
New to In-house Track

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THE Young ATTORNEY'S GUIDE TO IN-HOUSE Success

by Lyudmila Davidova

In Brief

- Fresh out of law school and ready to take on the world?
- Have some experience under your belt, but want to move up?
- Get advice from another young in-house attorney.
- Discover how best to serve your clients and make a good impression.



I remember my first day as in-house counsel, a brand new lawyer right out of law school. I had good technical skills, and of course I continued to improve those in my first few years on the job. But I also started to learn something just as important: what it takes to succeed as in-house counsel. I realized that my goal was to be more than a legal adviser off to the side in an office somewhere; I needed to become part of my company's big picture, and that would take hard work. So I developed what I call the 360-degree principle: 360 degrees of communication, value, and respect. If you're a new attorney—or maybe even if you're an old one—I hope that my thoughts on this principle will be helpful to you, too.

Seeing the Big Picture

I joined Wrigley's law department right after law school. I had interned there for a couple of years during law school, which may be why I was immediately assigned significant responsibilities in commercial transactions and international corporate governance. Things went well, I thought; the business people who were my clients were happy with me and my work. But my success didn't have the impact that I had expected on my career—I wasn't hitting the benchmarks. (See "The Top 5 Benchmarks for Young Attorney Success," below.) So I decided to do something that I'd recommend to any of you in my position—a young attorney uncertain about his or her career—ask for help. (See "Getting a Mentor's Help," on p. 62.)



your business clients—unless you make sure that he or she is kept in the loop. But sometimes, in our eagerness to focus on these first two constituencies, we neglect the other two: assistants and colleagues.

Your assistants are the people you can count on to help you with your daily workload and to hold down the fort when you are out of the office. If I can't make an important meeting due to an unavoidable conflict, I don't worry; I know that my assistant can go in my place and take notes. My business clients appreciate not having to reschedule the meeting. And who else but your assistant will catch the Typo of Doom? Not to mention any names, but I know one young attorney who misspelled the name of one of her bosses . . . fortunately, my assistant caught it before my boss had to sign the document. It is *very* important to have good communication and mutual respect with your assistants.

The 360-degree Principle

My strategy to seek out mentors in annual "career meetings" produced immediate benefits. One of the key messages I got from my first career meeting with the general counsel, is that concentrating on technical legal skills will not guarantee success for an in-house attorney. Instead, I needed to learn the business and to spot legal issues in the context of that business. And to do that, I needed what I later formulated as the 360-degree principle. I needed to earn the trust and respect of all of the constituents around me: my business clients, supervisors, assistants, and colleagues.

Your colleagues complete the circle surrounding you. Some of them will eventually become your good friends, someone to share insights with about the organization and your successes and failures. One of my friends once told me that he thought the workplace wasn't for making friends. But even if you could survive without friends in the workplace—people in the same environment who can understand and share thoughts, ideas, frustrations, and excitements about your day-to-day projects and responsibilities—would you really want to? If a colleague has a problem, offer empathy and support. Remember, next time it could be you.

I think most of us young attorneys know instinctively why we need to earn the trust and respect of our business clients and our supervisors. Our careers depend on meeting their expectations. We may be less aware of how well we are communicating with each group; as my own experience shows, your supervisor (for example) won't necessarily be aware of the respect you're earning from

Sometimes it is challenging to manage priorities and deadlines and still be attentive to everyone around you, but if you do invest the time and effort in earning the trust and respect of every group, you will be rewarded:

- Your business clients will want you to work on their projects because they will respect your work product and trust that you will address their issues;
- Your supervisors will prefer your assistance because they will respect you for your business knowledge and trust you to make them proud of their legal team;
- Your assistants will want to work for you because they will respect your management style and trust that you will listen and understand their challenges—such as the need to balance personal life with job expectations;
- Finally, your colleagues will respect you for your discipline and trust that your assistance on their projects will be top-quality. And, at least, you will have a network of friends and support that will enrich your life.

The Top 5 Benchmarks for Young Attorney Success

- A leader on projects
- Included in strategic confidential discussions
- Has direct contact with business clients
- Participates in meetings
- Gets invited to business clients' events

360 Degrees of Communication and Value

I think that the keys to earning each group's trust and respect are surprisingly similar. In each case, my focus is on proper communication and adding value. For me, good communication depends on five key tools:

- listening to what is said;
- acknowledging what you've heard;
- communicating by a method suited for the recipient;
- responding within a reasonable time; and
- responding in proper language.

Of course, you adjust your communication style based on the audience. You may tend to listen more with senior clients and supervisors and be more direct and talkative

Getting a Mentor's Help

Finding mentors—people who have been down the same road you want to travel (or know a lot about it)—can make all the difference. I had been on the job one year when I decided to schedule a meeting with Wrigley's general counsel. I have found that if you ask senior members that you respect in your organization for help in developing or refining your career plan, they will usually be generous with both their time and advice. It was certainly true in this case—the meeting impressed upon me how important it was to gain a better understanding of my clients' business needs—that paid dividends in the following year. My understanding of the business rationale of a major project enabled me to handle it without much direction—and impress a senior member of my business unit. So, I decided to do the same thing every year: Pick a senior member of my organization, ask him or her out to lunch, and ask what I could do to improve my performance or further my career. My second year, I asked the senior director of Treasury Services, whose group I supported throughout the year, to lunch with me. As a tax professional, rather than a lawyer, I thought he might be particularly helpful to my focus on expanding my understanding of the company's business. He advised me that to understand the business, I needed to expand my responsibilities. After some reflection, I realized that my company was rapidly expanding its real estate holdings, and that this was an area that could use some extra legal help as well as being a good fit with my transactional interests. So after the meeting, I approached my supervisor and asked to assist with real estate matters. My supervisor welcomed the idea, and I was assigned to handle commercial leases.

with peers and assistants. However, the same fundamental skills make for the best communicators.

Listening

We all know that we need to listen. If your supervisor questions or criticizes your work product, that's the perfect chance to show your supervisor that she doesn't have to say things twice. When your assistant seeks your advice on his career development, give him the career challenge he's looking for, so you can be a better manager and gain a more productive and loyal employee.

Listening to your business clients helps you understand their legal needs and better consider all possible solutions. By listening, you will learn about their concerns and gain trust because your advice will address all their issues and be more complete. In addition, it also gives you a special opportunity to show respect. I find that while nonattorneys respect attorneys for their insight and legal expertise, they may find legal talk intimidating or may have low expectations of how much we care about their problems. They especially enjoy when attorneys listen to their issues.

Some of the best listening is active listening. What new projects are in development in the company? Find out, and you can anticipate any workload increase and prioritize, because you will know how the new projects will impact your business clients and your company. What are the hot business issues in the field? Find out, and you will have time to consider potential issues and research solutions, and, when it is time to provide guidance, your business clients will respect you for your prompt and complete advice. Keeping your ear to the ground can produce huge rewards; consider going the extra mile, and keep tabs on business meetings, presentations, reports, and news that are outside the strict scope of your legal responsibilities.

Be interested in everything! It's all part of the big picture that you want to be a part of: your company's history, its product line, its financials—everything. For example, I received an invitation to sign up for a free daily business update on the confectionery industry. Although I am very selective with my subscriptions because there is only so much time in a day, I signed up. And one day, I was the first in the department with the news of a competitor's business expansion. My department's senior staff was impressed, and they appreciated my sharing news that could impact our business.

Acknowledging

You *must* acknowledge all forms of communications, whether an email, voice message, fax, or office visit. That

was a point especially stressed in my second annual “career meeting” with the senior director of Treasury Services. If we fail to acknowledge clients’ communications promptly, they will doubt our awareness of their issues and our support.

This point may seem obvious. But think about how we, as attorneys—especially new attorneys—communicate. We have no problem acknowledging when an issue is straightforward. However, when the issue is new or complicated, we are often tempted to delay until we have the answer. What we need to understand is that our quick response is essential. Most business clients will be quite satisfied if you reply that you are working on their issue and you will reply to them by a certain date. For example, if you reply to your business clients by stating that the presented contract will be reviewed within two days, they can proceed with scheduling a meeting with their counterpart with your timeframe in mind.

Another type of reply that we need to become comfortable with is the admission that our knowledge is limited. This is hard for us; but it is essential. If your business client asks you an accounting question outside of your expertise, tell him so. Don’t delay someone’s project

by hesitating to reply because of your limited knowledge. Instead, immediately direct them to an expert. Your business client will respect you for your suggestion and trust you for referrals for their questions.

By a Suitable Method

Attorneys say or see the phrase “on a case by case basis” regularly. That applies to communication, too. Even though you may prefer email, always think about the intended recipient. By communicating via the most appropriate method, you will show the individual attention that each group expects from you.

Some business clients may find email challenging because they may not be comfortable with technology. Instead try a telephone call or face-to-face visit.

If it will take more than one email to address your business clients’ concerns, email may not be the best choice. I have seen email sequences go back and forth a dozen times without a resolution. In that situation, consider calling or meeting with your client to address all potential options at once. Your business client will appreciate your approach because his questions will be addressed promptly.

Email may also not be the best choice if someone's feelings or self-respect are at stake. If your assistant asks your opinion on his work product, and you email remarks are not 100 percent positive, that might trigger a defensive reaction. But if you meet in person and discuss your remarks and your reasoning, you can defuse any frustrations in your face-to-face discussion.

Remember, email was intended to enhance communications, not to replace all other types. And remember, unlike verbal conversation, which allows for instant clarification, restatement, and body language, what you write in email cannot be changed.

Within a Reasonable Time

There is no better way to show respect to any member of our constituency than responding within a reasonable time. If a client or colleague asks for your advice, that probably means she can't proceed without first hearing from you.

Of course, the word "reasonable," as attorneys know, is subjective. For example, I learned by observing how one of our vice presidents interacts with others that he places a very high value on having his questions addressed right away. If he doesn't get a reply within a couple of hours, he will email that person and ask him to reply immediately. For him, that *is* a reasonable amount of time. So whenever I get a question or a project from

him, I try to get back to him as soon as possible. This vice president is also known for not only demanding answers promptly but also for replying promptly. I know that if I need his input to finish a project, that I can count on him replying almost immediately—because I have earned his trust by always replying within what *he* considers a reasonable time.

With Proper Language

One of the hardest things for us to realize as new attorneys, after our hard-won skills in legal writing, is that legal language is probably not appropriate for every group. The general counsel at my company often advises us to communicate with our clients by expressing our advice in business language, rather than legalese. I've found it helpful to remember the following:

- Be concise and to the point. Leave your Latin at home!
- Explain the concerns and potential solutions.
- Never cite cases or statutes; business clients don't care which case or statute blocks their transaction.

When you communicate with business clients in their language, they respect you for explaining legal issues in terms they understand. The same is true for colleagues who aren't familiar with specific terms from your practice area. Don't assume that just because someone is an attorney, he will understand your specialized lingo.

Add Value

As one of my business clients observed, after you master these tools to improve your communication etiquette, you are more than halfway down the road to success. The other half? Proving that your presence in the department adds value. I find the following points a helpful guide.

Ask Questions

One important way to add value for your clients is to be actively engaged. After listening to their story, ask questions. For example, maybe your client has decided to enter into a joint venture. You may want to test your client's preparedness for a joint venture by presenting the issues that will arise. Who should be in charge of the joint company? Should it be managed by someone from either company or by a third party? Instead, what about a licensing agreement, which avoids the need to compromise that is involved in the joint company setting? Asking questions about your business clients' projects can gain you their respect by helping them see possible pitfalls and other available options.

Your questions can also add value for your supervisor and colleagues by showing them how their clients

When 'No' Means No Dead Ends

Last year my supervisor asked me to relocate to Russia to assist our attorney in the Russian office. Of course, I wanted to be a team player! However, I had a dilemma: During that same time, I was the only one working on a restructuring from our first international acquisition, and I was also assisting with matters arising from a large domestic acquisition. I did not want to let my business clients down by transferring my ongoing matters to another attorney. Instead of objecting to the request, I came up with a solution that worked well for all parties. I proposed that business clients in Russia email me their contracts for review and approval. The proposal was accepted, and for a few months I was reviewing Russian transactions from my Chicago office. My existing projects got done, and in addition, my department avoided some potentially large travel and relocation expenses. Which just goes to show, it's important to be familiar with your technological options, as well as with your legal options.

or counterparts may perceive their advice. Asking them questions about their assumptions and methods may lead them to discover that they have not thought about the issue fully or from every angle. They will respect you for helping them be better prepared to respond to their clients. Of course, you have to ensure you have gained the trust and respect of your counterparts first, so as not to be seen as just being contrary! To avoid sounding preachy, you may want to offer suggestions through questioning as opposed to directly telling them what to do.

Be Flexible


Being flexible means you never say just “no.” For instance, I’m not rigid about requiring business clients to sign only my preapproved confidentiality agreement form. If the client needs to evaluate a software package, and the software company insists on its own form, I will offer to review it. My business clients respect lawyers who try to accommodate the needs of the business.

However, there are times when it is difficult to be flexible with a request. In such situations, I try to think about various options and offer a win-win solution. Take the confidentiality agreement example again. If your company

has a written policy that your business clients can sign only your standard confidentiality agreement, then offer to work with the software company to accommodate their requirements.

And sometimes difficult requests come from your supervisors. Remember, you don’t have to say “yes” to everything to avoid saying “no.” (See “When ‘No’ Means No Dead Ends,” on p. 64.)

Close the Circle

If you communicate fully and courteously and focus on adding value to your constituencies, you will have a complete circle of trust and respect, from assistants, supervisors, colleagues, and business clients. With 360 degrees of trust and respect, you will be well on your way to a long and successful career as an in-house attorney. 

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

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HEARSAY

Going Global | New To In-House | Ins & Outs
| Small Law | The Contractual Cogitator

A career as an in-house attorney was the last thing on my mind when I decided to leave my firm and begin my job search. I had spent the past 6 years in the courtroom defending insurance companies and their customers, and was trying at least 10 jury trials a year. I had no interest in an in-house position that would guarantee I wouldn't see the inside of another courtroom unless I were contesting a parking ticket.

As I left the first interview with my

attorney. The arrangement was not unlike a brand-new marriage. Suddenly we two inexperienced partners were living under the same roof, sharing secrets, and making critically important decisions together, all without really knowing one another.

I learned almost immediately that, in contrast to my previous practice, the people with whom I worked every day really didn't like lawyers. I sensed early on that I was a necessary evil who was more cost-effective than outside

counsel. I had to grow a thick skin and remind myself it wasn't personal; I was working with


businesspeople whose only experience with lawyers had been negative and incredibly expensive. I proved myself and earned some respect by establishing a law department from scratch virtually overnight.

My own perceptions had to undergo a transformation, too. For the first time I was seeing the legal profession from the *client's* point of view, and I saw that the worlds in which law firms and corporations operate are vastly different. Corporations must focus on efficiency and budgeting to be successful, whereas law firms, by and large, are incredibly inefficient. Managing outside counsel is both a science and an art; more often than not, I am the mediator between my company and external counsel, getting them to recognize that neither can survive without the other.

I knew as much about my company's industry my first day on the job as I knew about voir dire my first day of law school. It became clear to me very early on that I had to learn the business and its language. I regularly attend market-

ing and operational meetings to get to know my company and how it functions. I also take field trips and go to technical lunch-and-learns. I understand about 20 percent of it, but it is invaluable for communicating with company personnel and clients. An added bonus is the sense of fellowship that develops between me and my coworkers. When they see their lawyer struggling through a lunch-and-learn he's not required to attend, they see that their lawyer cares.

Once I'd learned enough about my company and its industry to recognize the issues, I found myself evolving from a problem-solver to also a problem-seeker. Prescience can come from past legal projects, the national media, current events, the local newspaper, or coffee-room conversations. I believe a good in-house attorney is one who not only answers legal questions accurately, but also helps to stave off legal issues before they fester into claims, investigations, or lawsuits. After all, just because something has been done one way for 50 years does not mean it comports with the rapidly evolving law of employment discrimination. A dedicated in-house attorney needs to step back and view the company's practices through the eyes of a lawyer—or better yet, a jury—to gauge how they would hold up if tested. And the attorney cannot sit back on that information, but must press until it is addressed.

Aside from being a parent, the steepest learning curve of my life has been my transformation to in-house counsel. Looking back, it's ironic to think I could be sitting in a stuffy courtroom right now, instead of doing what really gets my motor running. 

Have a comment on this article?

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From 'Gator to Guide

BY ROGER C. GUILIAN, SR.

current employer. I called my wife to tell her, "Well, honey, that one won't be calling back." In my 20-minute interview, I had answered "No, sir" to the three most critical questions I could have been asked: (1) Do you have any experience with the law of our industry? (2) Do you have any corporate experience? (3) Have you had significant experience handling employment matters? The interviewer was polite, but I suspected it was over as soon as the interview evolved from professional topics to hunting and fishing.

A surprising second interview and an attractive offer later, I was suddenly the GC and CLO of a company with multistate operations. Now what? As I had admitted in the interviews, I had no legal experience in the industry, had never done any corporate work, and did not know the Americans with Disabilities Act from the American Dental Association.

I was not the only one new to this whole in-house thing. My company had never before had an in-house at-



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