



## 109 Rookie of the Year: How to Establish Yourself & Make a Good Impression Your First Year as In-house Counsel

**Juan C. Luna**  
*Senior Counsel*  
Hewlett-Packard Company

**Adam P. Palmer**  
*Senior Attorney, Director of Legal Affairs*  
National Center for Missing and Exploited Children

**Deborah G. Trant**  
*Corporate Counsel, U.S. Division*  
Kettle Foods. Inc.

**Sean M. Venden**  
*Assistant General Counsel*  
Dynamics Research Corporation

## Faculty Biographies

**Juan C. Luna**  
Senior Counsel  
Hewlett-Packard Company

**Adam P. Palmer**

Adam P. Palmer is the director of the Office of Legal Counsel at the National Center for Missing & Exploited Children ("NCMEC") in Washington, DC. His responsibilities include serving as counsel to the 300 employee organization, managing staff members, supervising all government related contracts, registration of intellectual property and managing all internal legal issues.

Prior to joining NCMEC, Mr. Plamer served three years as a U.S. Navy JAG Trial Counsel at Pearl Harbor, Hawaii. As a JAG lawyer, he prosecuted a variety of criminal cases and also advised senior military officers on administrative law matters. He was awarded the Navy achievement medal for outstanding service as a JAG.

Mr. Plamer earned his BA from Valparaiso University, his MBA from the University of Hawaii and, his JD from Duquesne University.

**Deborah G. Trant**

Deborah Trant is in-house counsel for Kettle Foods, Inc., where she specializes in corporate and IP law, domestic and international. She is a contributing author to the American Bar Association's upcoming publication of a treatise entitled, Trademark Remedies (1st ed., 2006), and is active in numerous other legal associations and committees.

**Sean M. Venden**  
Assistant General Counsel  
Dynamics Research Corporation



## 109 Rookie of the Year

**Presenters:**

Juan Luna  
Deborah Trant  
Adam Palmer

**Moderator:**

Sean Venden



## Basic Agenda

- Who is the Client
  - Business Knowledge
  - Financial Knowledge
  - Benefits
- Rules and Compliance
  - Ethics
  - Company Policies
- Risk Assessment & Management
  - Three Perspectives
  - Insurance
  - Retaining Outside Counsel
- Good Habits
  - What are good habits
  - How they help
- When the Rookie Year is Over
  - Career goals and opportunities
  - How to self-promote within the business
  - Resources for you to use
  - Making yourself a resource
- Q&A

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## Who is the Client?

- **The Company's Mission and Business Will Drive the Legal Issues**
- **Get the Business Knowledge**
  - Operations
    - Shadow employees
    - Ask for copies of manuals
    - Attend training & meetings
    - Bring department to you
    - Surveys
    - Intranet marketing & service

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## Who is the Client?

### ● Business Knowledge (Cont'd)

- Gaining that knowledge pays off - Netsmartz
  - Computer courses & tech websites
  - Advanced IP courses at law schools
  - Hired IP LLM
  - Registered marks lead to growth
  - Nat'l District Attorneys Assoc. (NDAA) Project
  - **End Result:** Letter to CEO from Department



## Who is the Client?

### ● Business Knowledge (Cont'd)

- Marketing
  - Seminars (travel together)
  - Personal meetings with new attorneys
  - Luncheon Meetings
  - Make Legal Department a business driver
    - (Recall the NDAA...)



## Who is the Client?

### ● Understanding Financial Statements

- Read business books (you might like them)
- Consider advanced degree or classes
  - Advancement potential?
- An observation:
  - In the military, perception is reality



## Who is the Client?

### ● Benefits of Understanding the Business

- Professional Service
- Friendly working environment
- Improved efficiency and easier to do work
- PAYOFF for YOU: Promotion and Pride



## What are the Rules? New Layers of Compliance Principles

### ● Ethics

- State Bar Code of Professional Responsibility still applies
- There is no right way to do a wrong thing
- Focus on what is right, not who is right
- Business ethics scandals are sexy – think of the tabloid headliner!
- “Leadership is a potent combination of strategy and character. But if you must be without one, be without the strategy.” -Gen. H. Norman Schwarzkopf

## What are the Rules? New Layers of Compliance Principles

### ● Company policies

- Read all the policies thoroughly.
- Policies should be clear and concise, but flexible enough to permit common sense interpretation for unique situations
- “Discretionary” versus “non-discretionary” policies
- Don't be afraid to recommend changes, but work with the policy owners to make sure that your proposed revisions make sense and be ready to explain why
- Ensure policies are consistently applied and enforced



## Where Are Your Allies in Risk Assessment & Management?

### ● Risk Management Perspectives

- Me
- The Legal Department
- The Organization



## Risk Assessment & Management

### ● Risk Management Perspectives (cont'd)

#### ● My Perspective

- CNN Factor
- Use common sense and don't get offended
- Understand what is acceptable exposure
- Stay educated



## **Risk Assessment & Management**

### **● Risk Management Perspectives (cont'd)**

#### **● The Legal Department's Perspective**

- Track and understand risks
- Maintain communication
- Communicate risk
- Recognize early warning signs
- Swift action and don't over lawyer
- Monitor vs. Managing



## **Risk Assessment & Management**

### **● Risk Management Perspectives (cont'd)**

#### **● The Organization's Perspective**

- How to deal with these?
  - "If you haven't been burned, you don't feel the heat."
  - Be especially careful of "sea lawyers."
  - "The quicker the better."
  - "Don't make me look bad."





## Risk Assessment & Management

### ● Insurance

#### ● For you, the In-house counselor

- Corporate Indemnity
- Malpractice insurance
  - To buy or not to buy?
  - Scope of coverage
  - Who pays?
- Employed Lawyers Professional (ELP) Liability Policy



## Risk Assessment & Management

### ● Insurance

#### ● For the Directors and Officers

- D&O Liability Policy
  - Coverage
  - Exclusions
  - Coverage Gaps



## Risk Assessment & Management

### ● Insurance

#### ● For the Company

##### ● Commercial General Liability Policy

- Coverage
- Exclusions
- Indemnification (Model Business Corporation Act)



## Risk Assessment & Management: Retaining Outside Counsel

### ● MAKE SURE YOU FIND SOMEONE THAT USES THE LAW AS A COMPETITIVE ADVANTAGE

#### ● Partner with key law firms that can deliver quality legal services to your business with a focus on risk/reward sharing and payment for value delivered.

##### ● Your role:

- Understanding the business activities
- Aligning legal strategy with corporate strategy
- Communicating clearly



### Risk Assessment & Management: Retaining Outside Counsel

- Understand the Different Types of Lawyers
- Figuring out what lawyer to use can be frustrating
  - Never be afraid to **ask** questions before choosing your lawyer.
  - Make sure they have the **background** in education and experience to handle your case.
  - **Being educated before you walk into the lawyers office is the best way to make sure you chose the correct lawyer.**



### Risk Assessment & Management: Retaining Outside Counsel

- **Selecting an Attorney:**
  - Find out the attorney's qualifications and experience.  
Find out how the attorney plans to represent you.
  - Ask specific questions and expect the attorney to explain legal activities in language that you can comprehend.
  - Find out the rules of the foreign country concerning attorney-client confidentiality & conflicts of interest.



## Risk Assessment & Management: Retaining Outside Counsel

### ● How to Deal with Your Attorney

- Ask your attorney to analyze your case, giving you the positive and negative aspects and probable outcome.
- Do not expect your attorney to give a simple answer to a complex legal question.
- Be sure that you understand the technical language in any contract or other legal document prepared by your attorney **before** you sign it.



## Risk Assessment & Management: Managing Outside Counsel

Develop a dedicated consortium for legal services by partnering with key law firms to deliver legal services with a focus on risk/reward sharing and payment for value delivered.

- **Resulting in cost savings from:**
  - Better negotiated rates and mix of right internal and external resources
  - Reduced rates as a result of purchasing influence
  - Reduced average timekeeper rates for selected law firms
  - Rate freezes for agreed upon time periods
  - Reduced local counsel fees/experts/other service providers
  - Reduced costs from right-sourcing (optimal mix of internal and external resources)
  - Leverage work to right level of lawyers, non-lawyers and technology
  - Reduced average cost of service per legal resource
  - Reduced overhead expenses (technology, research, etc.) per legal resource
  - Elimination of non-essential resources
- **Sample Deliverables:**
  - Optimized legal service delivery structure
  - List of law firms for partnering
  - Financial models to be implemented by law firms, practice area and matter or groups of matters
  - Resource and workload management processes
  - Budgeting process
  - Clear support to reduce or sustain the current level of legal spending
  - Strategic supplier guidelines
  - Outside counsel guidelines
  - Key performance indicators

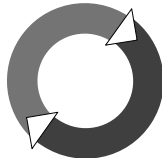


**Risk Assessment & Management: Managing Outside Counsel**

**Recommendation #1...**

Your outside counsel needs to:

- ▶ adapt to your business
- ▶ sustain company's strategies



Business and Legal synchronized to capitalize on change



**Risk Assessment & Management: Managing Outside Counsel**

**Recommendation #2**

● Your Outside Counsel Needs to Simplify



## Risk Assessment & Management: Managing Outside Counsel

### Recommendation #3

- Your outside counsel needs to act with a sense of urgency



## Risk Assessment & Management: Managing Outside Counsel

Cost reductions, optimal effectiveness and operational efficiency are key goals of the legal department

- **Solutions for *lasting* change recognize the following key concepts:**
  - Both *cost* and *value contribution* determine the optimal cost structure necessary to ensure sustainable cost reductions without negatively impacting quality or causing greater business risk
  - Long-term sustainable savings can be achieved by implementing a legal cost management program consisting of several component projects
  - Implementing a legal cost management program consisting of several component initiatives brings the highest return on investment as it balances strategy, people, processes and tools
  - Short term savings (which may or may not be sustainable) can be achieved with little need for organizational change by identifying and implementing cost and efficiency drivers
  - Both internal and external best practices and benchmarks often prove useful in developing an effective legal cost management program
  - Implementation of clearly defined key performance indicators linked to personal performance are key to sustainable cost savings across all initiatives



## Good Habits

- **Make Sound Decisions**
- **Act Strategically**
- **Meet Customer Needs**
- **Establish Relationships**
- **Establish Trust**
- **And then...**

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## Good Habits: Make Sound Decisions

- Make timely decisions based on accurate logic
- Look beyond symptoms to identify causes of problems
- Make decisions in the face of uncertainty
- Take all important issues into account when making decisions

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**Good Habits:  
Act Strategically**

- Balance big-picture concerns with day-to-day activities
- Stay informed about industry practices and new developments
- Understand the organization's mission and strategies



**Good Habits:  
Meet Customer Needs**

- Meet commitments to customer/clients
- Continually search for ways to improve customer/client service
- Impress customers with exceptional service or work
- Seek feedback from customers





**Good Habits:  
Establish Relationships**

- Develop relationships with key people in other functions and at other levels
- Express disagreement tactfully and sensitively
- Relate to people in an open, friendly, and accepting manner



**Good Habits:  
Establish Trust**

- Treat people fairly
- Show consistency between words and actions
- Accept responsibility for own mistakes
- Encourage discussion of ethical considerations before decisions are made



### And then...

- Generate innovative ideas and solutions to problems
- Get the job done
- Develop realistic plans, action steps, and timetables for projects and assignments
- Set high personal standards of performance
- Strive to maintain the highest quality while managing costs
- Create a feeling of energy, excitement and personal investment
- Stimulate creative thinking in others
- Make sure that people have no “surprises”
- Continually search for ways to improve customer/client service
- Respond resourcefully to new demands and challenges
- Anticipate problems and develop contingency plans



### Good Habits: Key Concepts

**Managing your time – how to cope/excel when the time provided is far less than your needs?**

**KEY:**

**Responsibly and relentlessly refocus your efforts on the highest value work that you can provide to your clients**



## When the Rookie Year is Over

### ● Career goals and opportunities

- Take time to reflect on your first year in-house
  - What did you like or dislike
  - If only...
- What's important to you?
  - Position/Prestige
  - Competitive Compensation/ Benefits Package
  - Professional Growth
  - Work/Life Balance
- Where do you want to go from here
  - Is there opportunity for advancement or is your department flat?
  - Can you transition/advance outside of the legal function?

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## When the Rookie Year is Over

### ● How to self-promote within the business

- Ask "What Can I Do For you?"
  - Be a "Go-To" lawyer who gets the job done!
  - Market yourself
  - Conduct surveys
- Invite yourself to the party
  - Attend "business" meetings and departmental functions
  - Offer your services for projects early in the process
- Become part of the Management Team
  - Know their priorities
  - Build on these relationships

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## When the Rookie Year is Over

### ● How to self-promote within the business

- Know the Business, its competitors and market environment
  - Listen and be informed
  - Keep clients informed
- Be Value-Added
  - Create educational programs/sessions
  - Be creative "Problem Solver"
  - Make your clients' jobs easier
  - Be responsive, timely and accurate
  - Demonstrate savings



## When the Rookie Year is Over

### ● Resources

#### ● Who will help you?

- Know the "Do-ers" in your company
- Your Direct Supervisor
- HR
- Client Groups
- Paralegals and Support Staff



## When the Rookie Year is Over

### ● Resources

#### ● Outside help?

- Find a great mentor in your practice areas
- Professional/trade organizations – In-house Sections
- Network and benchmark with other In-house Counsel



## When the Rookie Year is Over

### ● Resources

#### ● Who should you help?

- Become a Business Partner
- Become a Mentor
- Be active in your community