



100 Opening Plenary: In-house Counsel as Business Leader

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Mr. Connor has written and spoken extensively on the topic of lawyers as business leaders. The October 2004 edition of ACC Docket includes an article he wrote as a guide to effective business partnering for lawyers entitled " If the other hat fits, wear it".

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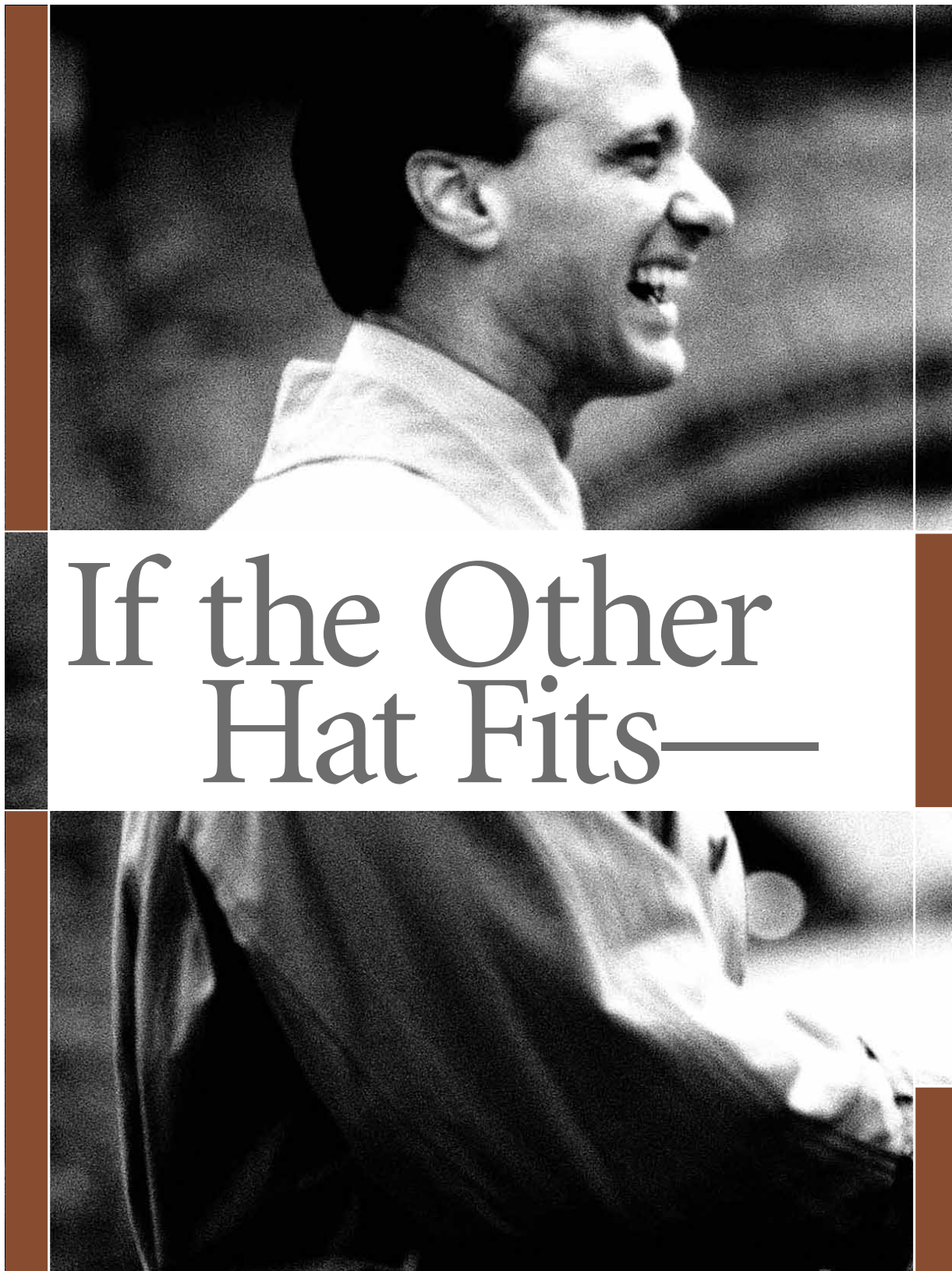
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Prior to joining Turner, Mr. Groves performed a number of roles at Orange, the mobile phone company. He started his legal career at Norton Rose, a large City law firm before moving to an in house role at Shell, where he spent several years on international transactions.

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If the Other Hat Fits—

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Wear it
A Guide to Effective Business Partnering



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You haven't, as yet, offered any legal advice. But you have helped your clients achieve an optimal business outcome for the company.

For those who have been in-house for a while, this scenario probably sounds familiar. It is my observation, from over 20 years of practise in the United States, Asia, and Europe, that the vast majority of in-house counsel now regularly engage in business partnering—whether or not they are fully aware of it.

There are, of course, many different ways in which in-house lawyers regularly provide business counsel, in addition to legal advice, to clients. A sample of these activities are included in "Business Partnering Examples," p. 97. You may refer to these activities as business counseling, wearing the other hat, being a trusted advisor, or being a team member. I like to use the expression "business partnering" because, when we wear this other hat, the advice we are providing is primarily, if not exclusively, of a business nature. In this capacity, we are partnering with our clients, helping them to achieve their business objectives.

Business partnering is not to be confused with providing pragmatic, commercial, or business-oriented legal advice. This is something all in-house lawyers aspire to do, but does not necessarily involve giving business advice.

At this point its important to make a crucial distinction with significant consequences for business partnering.

Some in-house counsel assume a dual role, such as legal counsel *and* compliance officer or government relations manager. In such a case the counsel must, of necessity, make business decisions involving that other role. As a result, the challenges of business partnering (for example, avoiding conflicts and maintaining independence/privilege) become more acute.¹

The vast majority of in-house counsel have one, and only one, role—that of legal counsel. An in-house

counsel serving solely in this capacity never has to make any business decisions. Instead they can confine business partnering activities to advising their clients who are responsible for making the decision. Thinking of business partnering in this way provides some useful parameters within which to safely engage in it, and, importantly, avoiding the landmines that lay in store for those with dual roles.

This article is targeted at lawyers with just the one role, not those with dual roles.

Most of the commentary on business partnering focuses on the problems encountered when lawyers engage in business partnering.² In this era of high profile corporate collapses and Sarbanes-Oxley regulation, it is an understatement to say that in-house counsel must pay extra attention to a wide range of legal and ethical requirements when providing legal or business advice.³ While it might seem tempting to simply retreat into the safety zone of wearing only our lawyer's hat, such an option is unrealistic in light of today's global corporate environment. Senior management in most companies now expect their in-house counsel to not only spot legal and ethical issues, but also to speak up if a business proposal is flawed in concept or implementation. Failing to offer such business advice won't get you fired, but it will limit your value to your clients, especially when compared with another lawyer that speaks up on business issues. In practice, legal and business issues are often inextricably linked, making it difficult, if not impossible, to avoid offering some form of business advice in the course of providing legal counsel.

This article will briefly touch on some of the challenges and benefits of business partnering. By highlighting the importance of business partnering—both to in-house counsel and to clients—and offering practical tips for those who want to develop business partnering as a valuable service offering to clients, this article will provide you with the tools you need to navigate this largely uncharted terrain.

These tools will be extremely helpful to those lawyers new to an in-house role and new to managing others. But even experienced lawyers, with whom I have discussed these ideas, have told me they benefited from thinking, in many cases for the first time, about business partnering as a separate and distinct part of their roles. They say that these ideas provide a useful framework for business partnering—something that many of them do on a frequent basis.

THE IMPORTANCE OF BUSINESS PARTNERING FOR IN-HOUSE COUNSEL

For counsel new to the in-house environment, incorporating business partnering into your work style from the beginning will pay career-long dividends. Even for those more experienced lawyers that regularly engage in business partnering, it is still useful to remind ourselves why we do so, in the hope that it might encourage others to follow suit.

Client's Perspective

First, let's consider business partnering from the client's perspective. Do clients want their in-house counsel to step outside the legal counsel role and consider the business aspect of the company's operations? Not surprisingly, the answer to that question depends on how you ask it. In my experience, if you simply ask your clients what they want from the legal department, the answer is invariably something wryly simplistic like "Get the contracts done quickly and keep me out of jail!" On the other hand, if you preface that question with a description of a situation where you, or another lawyer, has provided some really helpful business advice, you are likely to elicit an enthusiastic response of "Absolutely!" This suggests that as in-house counsel, we don't do enough to make our clients recognise the value of our business partnering contributions.

Lawyer's Perspective

Business partnering is important from the perspective of in-house counsel for many reasons, including the following:

- In many cases it is the primary reason why a lawyer moves into an in-house position in the first place.
- The opportunity to engage in business partnering may also be why many lawyers stay in-house rather than join a law firm.
- It facilitates the discharge of our primary responsibility—to provide legal and ethical advice. A client is much more likely to bring to you a business proposal in its formative stages, giving you a chance to provide relevant legal input, if you have demonstrated a willingness to contribute to the process and an ability to offer practical business advice.
- We already do it anyway, so we should openly acknowledge it as part of our service offering.

When we engage in business partnering we often do so subconsciously, and that is why we tend to overlook its importance. Analyse your recent client interactions and ask yourself what portion of your advice was of a purely legal nature. The results may surprise you.

- Lawyers can be extremely good at business partnering, because it plays to our strengths.⁴ We have, during our education and work experience, developed a unique range of skills that are ideally suited to business partnering—many of which our clients may not necessarily possess. These skills include the ability to objectively analyse a complex situation and to propose creative alternative solutions to business problems.
- In-house counsel are in a special position in the company to offer business advice because we have unique insights into how the company really operates, we cultivate and maintain a wide range of contacts, we possess broad access to corporate information—and we are free of the burden of a corporate-imposed sales goals!
- It can make our jobs that much more fulfilling if we are fully engaged in, and can contribute to, business discussions of our clients rather than just chiming in with opinions on legal issues.

BUSINESS PARTNERING: THE CHALLENGES

Most lawyers understand the importance of business partnering but have one or more concerns that they see as standing in the way.

The extent to which any of these challenges will impact you in your endeavour to practise business partnering will vary depending on your circumstances. In most cases, they can be managed—using common sense, judgement, and diplomacy—and won't prevent you from business partnering.

You Don't Want To Do Your Client's Job

Some in-house counsel may be reluctant to take on the role of business partnering because they perceive it as an unwarranted and inappropriate expansion of their duties. This concern may take on many forms. Maybe you are concerned you don't have the necessary expertise, or that you will offend your client by treading on her turf, or maybe you're worried that you'll get trapped doing someone else's

From this point on . . .
Explore information related to this topic.

work with insufficient time to discharge your primary responsibilities as legal counsel.

In reality, you have the tools you need to practice business partnering. If you think of business partnering as providing information and facilitating well-reasoned decisions by your clients, then you'll be relying on skills you've acquired as a lawyer and won't be trying to compete with any specialist skills that your clients may possess. In contrast, many of your clients lack those specialized skills that you have developed. This gives you in a unique perspective from which to add value in business discussions.

It is possible that a member of the management team may not take too kindly to you pointing out that their idea, in which they have invested substantial time and perhaps political goodwill, may not be best for the company. However, in most cases you can communicate your advice with diplomacy and discretion and not alienate such a client. For example, carefully picking the timing and method of imparting this input to the client—by delivering the information in private, rather than at a meeting attended by many of his colleagues—may lead to a better reception of that information. Rhetorical questions are often a better way to provide sensitive input rather than bald statements of opinion.

Depending on the significance of the decision to the company, if your input is rejected, you have a variety of options. You can accept that you have done all you can reasonably do and let the matter go, choose to enlist another client to take up your point, or in extreme cases, escalate the matter to higher officers in the corporation. The propriety of the course you take must be carefully evaluated, depending on the circumstances of each situation and an appreciation for whether this issue impacts the "big picture." In my experience, clients generally are only too pleased to have the benefit of any advice that enhances the quality of their proposal and thereby makes them look much better in the eyes of their superiors.

Practicing business partnering is a fluid, dynamic concept—there is no one right way to do it. "Steps in the Business Partnering Process," p. 100, depicts one view of the process of business partnering by lawyers. This approach assists in-house counsel to offer business advice without becoming trapped into doing a client's work. As the sidebar shows, there are a number of different stages at which lawyers

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can engage in business partnering and add value to their client's business. The key is to remember that you can stop at any stage. If all you have time for is to identify a problem or spot an opportunity, then you've still been an effective business partner.

GENERALLY SPEAKING, IT'S TIME TO STOP, OR AT LEAST STEP BACK TO BECOME A TEAM MEMBER REPRESENTING THE LEGAL DEPARTMENT AS APPROPRIATE AND NECESSARY, WHEN YOU MOVE FROM THE STRATEGIC/ARCHITECTURAL PHASE INTO THE TACTICAL/IMPLEMENTATION PHASE.

How can you tell when its time to stop any business partnering activity? Obviously this depends on a number of factors, such as:

- The time you are devoting to it,
- Other demands on your time,
- Your manager's perspective,
- The strategic value of the initiative, and
- Alignment with the company's priorities.

Generally speaking, it's time to stop, or at least step back to become a team member representing the legal department as appropriate and necessary, when you move from the strategic/architectural phase into the tactical/implementation phase.

How should you extricate yourself when it is time to stop? By having regular service-level discussions with your key clients so that you will be able to evaluate, set, and modify realistic expectations not only about the provision of legal support, but also for business partnering activities. That way, there should be no surprises when you do clearly communicate to your clients that it's time for you to stop or step back, and it is their turn to take over.

What if Your Clients Discourages You?

It's true that some clients provide more opportunities to business partner than others. That said, it would be a mistake to wait for an invitation. Try whatever you can to be included in worthwhile senior management meetings, conference calls, and group email lists. If that doesn't work initially, how-

ever, look for other opportunities to learn more about, and provide input into, the business. Engage in corridor conversations with the more approachable members of the management team. Schedule one-on-one meetings with senior management and use that time to learn about business priorities. When you communicate with management, use business language instead of legalese. Finally, don't forget the executive administrators—they often hold the keys to many business partnering opportunities.

How Can You Possibly Find Time to Business Partner?

It is possible to engage in business partnering without taking up any extra time at all. After all, if you attend a meeting for a set period of time, it takes no longer to offer business input at that meeting, in addition to spotting legal issues. That said, it might be instructive to prioritise your time and examine if there is something that is more important, in terms of your personal, departmental, and corporate priorities, than a business partnering activity. Learning to prioritise tasks is crucial for business partnering. Using time management skills and implementing the most effective use of technology should allow you to devote some time to the most important business partnering activities on your list. Business partnering is an extremely flexible activity—the time you spend on it can be adjusted to suit your immediate circumstances. You can still make a valuable business partner contribution if you only have time to raise a single business issue for one of your clients to consider.

MAINTAINING PRIVILEGE

Lawyer-client privilege will not apply to any business counsel that you provide to your clients. However, the privilege may apply to any communication you have with your clients to the extent that it is for the purpose of obtaining or providing legal advice.

A potential problem arises in business partnering when you mix legal and business advice. In practical terms, the scale of this problem will depend on a number of factors, such as the extent to which your client has in the past, or is likely in the future, to need to exercise this privilege. As part of your general discussion about the type of service your

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clients require and what you are able to offer, you should, from time to time, have a general discussion with your key clients about the topic of privilege and its relevance to your proposed business partnering activities.

My experience, in over 20 years of practice, is that my clients have never had to exercise a privilege claim, nor have they asked me to stop business partnering. That said, in addition to being aware of which hat you are wearing at any point in time, there are some specific steps you can take in order to preserve the privilege when you are providing legal and business advice. You may want to separate the legal advice from any written business input by including it in another document. As an extra precaution, you might consider engaging outside counsel so that they communicate the legal advice to your clients.

Conflicts and the Sarbanes-Oxley Act

In-house counsel have always had responsibilities to call out legal or ethical issues, even if that is difficult to do and may jeopardise working relationships with clients. This obligation is reinforced, and more clearly defined, as a result of § 307 of the Sarbanes-Oxley Act (15 U.S.C. §7245) and the new SEC Rule 205.⁵

The difficulty in discharging these responsibilities is particularly acute for lawyers with dual roles. However, this article is focused on the more typical situation where you have only one formal role—legal counsel. As such, you don't need to be making any business decisions; in fact I have suggested that you should think of business partnering only as helping others to make the decisions. If you stick to these boundaries, business partnering and integrating yourself with the management team should not pose significantly greater challenges to your objectivity and independence than when you are providing purely legal advice.

PRACTICAL STEPS

What can you do to develop business partnering? Let's consider this question first from your perspective as an individual contributor and, secondly, from the point of view of you as a manager in the legal department. For some, much of this will be intuitive; for others it will require a more conscious, structured, and active effort.

Your Hat Rack

A focus on the following areas can make you more effective at business partnering:

Business partnering skills. During your training, and especially during your practise of law, you have developed a broad range of skills that help your legal practise. These same skills will be of immense value to you while business partnering; in fact they may put you at an advantage as compared with your clients. For example, your ability to analyse complex situations, assess risk, identify root causes, spot crucial facts from a mass of information, clarify objectives, pay attention to detail, ask relevant questions, find creative alternative solutions, negotiate favourable outcomes, resolve disputes, and communicate clearly are all important skills for business partnering. Anything you can do to enhance these skills will improve your business partnering. If you need some help with these, ask your manager or another senior colleague whether they could offer some coaching.

Manage your time wisely. Refining your time management/prioritisation abilities is another general skill that cuts across your entire practise. Anything you can do to create time is going to give you more time to engage in value-added business partnering.

An alternative perspective. If we think of lawyers as car mechanics, then many of us spend most of our time rushing from one car to the next, attempting to fix the immediate problem—maybe replacing a punctured tire, a dirty spark plug, or a flat battery. At the end of each day we've serviced a lot of cars but, inevitably, they keep coming back in for repair. For example, how many times do we stop to ask ourselves, and our clients, why a problem arose in the first place, and what could be done to minimise its recurrence? Was it because of a lack of process, a flaw in an existing process, inadequate or poorly trained human resources, or system deficiencies? Helping to identify the root cause of a problem or situation—rather than just patching it—is a simple and effective way to help your clients achieve their business objectives. Identifying a problem before it

occurs or spotting an opportunity that your clients have not recognised is another way. The trick is to broaden your perspective. Don't confine yourself to legal issues—think about the business and actively look for ways to add value to the management team and to the company.

Expand your business knowledge. The better your business understanding, the more effective you will be at business partnering. To that end, it will be beneficial for you to gain an understanding of the following categories of information:

The industry in which your company operates. Read newsletters, analyst reports, journals, and magazines. Talk to your clients and to acquaintances who work with competitors to obtain an informed, well-rounded view of the competition and the business landscape.

A technical understanding of your company's products/services and how they are developed and used. This information can be gleaned from your company's internal website and specialists in the company.

The state of the company's business. You should have a firm grasp of basic information about company revenue, net income, margins, trends, key market segments, major customers, important channel partners, distribution models, and crucial issues facing the business. Most importantly, however, you should understand the company's current business priorities—these should provide a hat rack for your business partnering activities. Again, much of this information should be available on your company's internal website or could be obtained from colleagues.

Key corporate policies and processes. An understanding of the policies that guide the company will not only allow you to help guide any business proposals in the right direction from the company's perspective, but will also facilitate an expeditious and consistent implementation of such policies.

Best business practises from within the company and outside. In-house counsel

BUSINESS PARTNERING EXAMPLES

Assisting clients to structure the business aspects of a deal. Almost every lawyer will readily recall a situation where, in addition to providing legal advice on a deal, they have also helped their clients to formulate the business proposal. It could have been, for example, simply clarifying objectives or it could have been suggesting alternative approaches. There are many ways to assist your clients.

Helping to solve a business problem/crisis. Even if there are no legal issues involved, lawyers can, for example, help to identify the root cause of the problem, develop strategic and tactical responses, and communicate or negotiate with internal and external parties.

Facilitating the implementation of a corporate policy or process. Compliance, export control, deal reviews, and other sales/operational issues are examples of areas where lawyers can help develop, or at least facilitate, effective implementation of a new policy or process. You can do this, for example, by providing practical insights to the corporate policy makers, and you can also help field executives understand and implement in a consistent and faithful manner.

Suggesting a new or improved business process, policy, or resource. Through our exposure to a broad range of operational issues, in-house counsel can often identify potential "fault lines" in the company's business and suggest how to fix these. Outline a new process, adjustments to an existing process, or the addition of business resources to plug a gap.

Providing strategic business counsel. Sometimes business executives are so focused on their immediate business unit (and in particular on meeting short term sales goals) that they may not have the time (or skills) to think strategically about the business in general—especially when the executives are in the field with limited support from corporate headquarters. Lawyers may be in a better position to take a strategic view of the whole business and to recommend a process for local management to conduct regular strategic reviews.

often interface with many different client groups within the company and have extensive external contacts. Draw on the experiences of these contacts to illustrate general principles when guiding your other clients. In other words, bringing to the attention of one group of clients something that was successfully accomplished by another group is often an effective tool for facilitating a resolution to a problem.

AN EXTENSIVE INTERNAL NETWORK WITHIN THE LEGAL DEPARTMENT, AND BEYOND, GIVES YOU THE ABILITY TO PUT YOUR CLIENTS IN TOUCH WITH OTHERS IN THE COMPANY WHO CAN HELP THEM—A SIMPLE, YET EXTREMELY EFFECTIVE BUSINESS PARTNER CONTRIBUTION.

Public policy issues. Government affairs is an area ripe for business partnering. If you understand the major public policy issues facing the company, there will undoubtedly be many opportunities for you to either help develop an appropriate company position on a particular issue in conjunction with a government relations department that is in place and/or to facilitate lobbying efforts.

Compliance agendas. Whether you view this as part of your primary responsibility or not, you can help develop appropriate and effective compliance policies and facilitate their implementation in conjunction with your colleagues in other departments. By way of example, your interactions with a broad range of clients at different levels gives you a unique insight into how they think and act. You can use that insight to help develop some “bottom up” compliance strategies and tactics that will result in changed behaviour, rather than simply relying on top-down edicts from HQ. In today’s era of Sarbanes-Oxley regulation, it is imperative that counsel have a handle

on corporate governance issues and a keen understanding of how the policies of his or her own corporation fare in light of those regulations.

Establishing and utilising networks. One of the best methods of acquiring the relevant business knowledge for business partnering is to develop and maintain a wide range of contacts both internal and external. Outside counsel, other members of the legal department, colleagues in management and other divisions, such as accounting, marketing and finance can all be essential partners in your quest to develop your business partnering skills. An extensive internal network within the legal department, and beyond, gives you the ability to put your clients in touch with others in the company who can help them—a simple, yet extremely effective business partner contribution. Membership in in-house counsel associations, such as ACC, your local Chapter, and corporate counsel sections of state and local bars, are a good place to start. Developing networks may come quite naturally for some, but if you aren’t one of those people, it is worthwhile to hone those skills and start identifying and targeting key contacts now.

Seven Ways To Facilitate Business Partnering

As a manager, there are many ways to encourage business partnering and make it a positive and productive experience for the company and your staff. Even if you have not yet landed in a management spot, look for opportunities to push for some of the following suggestions to be put in place:



1. Make it part of the recruitment process.

Since the opportunity to business partner is a primary motivation for lawyers to move in-house, companies that offer such opportunities and tout this aspect in the recruitment process will be more attractive to applicants.



2. Declare it in the mission statement.

The most effective way to acknowledge the importance of business partnering to your company and your clients is to include it in your department’s mission statement. A direct, affirmative declaration that in-house counsel is charged with “helping your

clients achieve their business objectives in a legal and ethical manner” is a good starting point.



5. Advance business partnering as a departmental value proposition. Clients value business partnering by in-house counsel, many in-house counsel practise it quite a bit already, and most corporate law departments—as a matter of basic efficiency—have aligned their management structure to effect a “seamless integration of lawyers with business team.”⁶ Yet it is a curious fact that legal departments are not generally renowned for business partnering as a part of the services offered. Instead of

perpetuating this misconception, promote your willingness to business partner with your clients and your past experience in this area. Don’t sell short what your legal team has to offer a company—communicate business partnering accomplishments so that your clients clearly recognise that you do a lot more than “the contracts and keeping them out of jail.”



4. Business partner training. Your colleagues may be uncomfortable in taking on the role of business partner, and may need some guidance to improve their business partnering skills. If you’re new to in-house, ask your department’s

STEPS IN THE BUSINESS PARTNERING PROCESS

STEP 1: Identify the business issue, problem, opportunity, process, or resource deficiency.

If all you have time to do is to point out the problem or opportunity, then you have been an effective business partner (see “Business Partnering Examples,” p. 97). But you can add more value if you can progress to the following stages.

STEP 2: Suggest either a solution or a process to find a solution.

Sometimes a solution will be obvious and it’s just a matter of pointing this out. If a solution is not so obvious, or the situation is complex and requires further deliberation, you can outline a possible process to follow and suggest which functions or individual executives should be involved.

STEP 3: Encourage clients to provide the necessary support.

It’s one thing to be able to suggest what needs to be done, but your business partnering contribution is going to be of more value if you are able to influence your clients (especially senior management) to provide the necessary support for your suggestion. Your position of in-house counsel will provide a level of influence. Even greater levels of influence come as a result of developing your internal network and by establishing a track record of effective business partner accomplishments. If you don’t currently have a sufficient

level of influence to support your idea, then try to enlist someone who does, and who is prepared to champion it.

STEP 4: Lead initial efforts to form a team and/or generate momentum.

Often it takes time to generate the kind of support that is needed for a particular project or idea that involves time, resources, and perhaps money. In the meantime it may be necessary for you to take charge and kick-start things. Obviously you would only do so if the idea is important enough, you can create the time for yourself, and your manager supports you doing it. This is clearly a more tricky stage than the previous three stages, but there will be occasions when it is appropriate for you to take this step. The key is to set realistic expectations through regular and clear communication with your clients and your manager. Generally, you should only be in this stage for a few weeks, not months.

STEP 5: Participate (only) as a member of the newly formed team.

If your proposal involved an ongoing effort, you should aim to move out of Step Four and into this stage as quickly as possible. Your ongoing involvement in the cross-functional team should be only to represent the legal department for as long as, and to the extent to which, that is necessary.

managers for individualised, “on the job training” and coaching sessions which focus on the tools of trade; such methods are extremely effective. In addition, group training sessions at which internal and external speakers discuss product attributes, best practices, and more general business issues/trends can go a long way towards bolstering everyone’s confidence in their ability to provide significant business partner contributions. If you’re a new manager, encourage your staff by offering this kind of professional development. If you’re new to in-house and your manager isn’t enthusiastic about this idea, offer to take charge of arranging the training.



5. Corporate recognition. Publicly recognising those who have made significant business partner contributions is also a positive reinforcer of business partnering. Learn what experienced managers know: Not only will this affirmation acknowledge a tradition of leadership from the company’s perspective, it will also encourage all in-house counsel staff to step up to the plate.



6. Acknowledge business partnering contributions in performance assessments. Business partner contributions are often implicitly incorporated into performance reviews, especially in the form of client “testimonials.” Recognize the value of business partnering by making it explicit and acknowledge such contributions as a valuable aspect of in-house counsel’s job.



7. Career development. Facilitating business partnering opportunities for your staff can be extremely useful for career development, especially in situations where there is limited scope for significant change in their day-to-day legal role. In extreme cases it may allow your staff to dip their toes in a business role, which may encourage any counsel who is considering leaving the company to stay and transfer to a strictly business role in another division. Retaining quality, experienced employees who have a vested interest in the company’s success is always preferable to watching them walk out the door out of frustration due to lack of advancement opportunities.

WEARING THE OTHER HAT

Take the time to consider and develop the business partnering aspect of your role as in-house counsel. I’m certain you’ll find, as I have, that this process will reveal crown jewels that, with a bit of polish, offers something of significant value to you, your department, and your company.

The opportunity for each of you to business partner will vary depending on many factors, such as the nature of your role and the size and nature of the business. But don’t be too quick to conclude that your opportunity to business partner is extremely limited. There are considerable opportunities that will be revealed if you are open to the possibility, and if you make your willingness and experience in business partnering apparent to clients and colleagues.

Paying closer attention to business partnering need not, nor should not, adversely impact your primary responsibility as lawyers to the corporation, nor should it come at the expense of meeting your ethical and professional responsibilities. However, if the other hat fits, wear it with pride. You may be surprised at the reaction you receive from colleagues and clients. ■

NOTES

1. John H. Ogden, “Corporate Counsel Juggling Multiple Roles,” *ACCA Docket* 10 (Fall 1992).
2. The following articles highlight some of the issues involved in business partnering: Alison B. Brotman & John H. Ogden, “In-house Counsel: Managing the SPLIT Personality,” *ACCA Docket* 13, no. 5 (May/June 1995), available at www.acca.com/protected/pubs/docket/mj95/; Steven N. Machtinger & Dana A. Welch, “In-house Ethical Conflicts: Recognising and Responding to Them,” *ACC Docket* 22, no. 2 (February 2004): 22-36, available at www.acca.com/protected/pubs/docket/feb04/conflict.pdf.
3. Steven N. Machtinger & Dana A. Welch, “In-house Ethical Conflicts: Recognising and Responding to Them,” *ACC Docket* 22, no. 2 (February 2004): 22-36, available at www.acca.com/protected/pubs/docket/feb04/conflict.pdf.
4. R. Peter Fontaine, “Mending the Split Personality,” *ACC Docket* 13, no. 5 (September/October 1995), available at www.acca.com/protected/pubs/docket/so95/Mendingt.html.
5. 17 CFR Part 205.
6. Veta T. Richardson, “From Lawyer to Business Partner: Career Advancement in Corporate Law Departments,” *ACC Docket* 22, no. 2 (February 2004): 70-75, available at www.acca.com/protected/pubs/docket/feb04/partner.pdf.