



## 405 Law Department Organization: The Challenge of Dealing with Growth & Change

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*Vice President & Deputy General Counsel*  
Google, Inc.

## Faculty Biographies

### Carolyn G. Dinberg

Carolyn G. Dinberg is vice president and managing attorney for InterContinental Hotels Group in Atlanta, Georgia. Her responsibilities include providing legal counsel to the organization in the areas of mid-scale hotel operations (which includes owner relationships, management agreements, and workouts, in addition to day-to-day operations), labor and employment matters, and litigation management.

Prior to joining InterContinental Hotels Group, Ms. Dinberg was a senior attorney with Arby's, Inc. in Ft. Lauderdale, Florida. Before that time, Ms. Dinberg was an associate and then a partner, at the litigation boutique of Bondurant, Mixson and Elmore in Atlanta, Georgia, where she specialized in intellectual property and employment litigation matters. Ms. Dinberg began her legal career as a law clerk for United States District Court Judge Stanley Marcus.

Ms. Dinberg has regularly served as a guardian ad litem in Georgia through both the Atlanta Volunteer Lawyers Association and the Juvenile Courts, and has had committee roles, responsibilities, and speaking engagements through the ABA Forum on franchising, labor and employment, litigation, and intellectual property sections. Ms. Dinberg participated in the Joseph Henry Lumpkin Inn of Court and was a founding board member of the non-profit organization Cool Girls, Inc.

Ms. Dinberg received a B.S., cum laude, from the University of Florida, and her J.D., cum laude, from the University of Florida College of Law.

### Michele S. Gatto

Michele S. Gatto is executive vice president and general counsel of The National Life Group in Montpelier, Vermont. As chief legal officer, her responsibilities include management of all the legal affairs for a diversified financial services group, which offers life insurance, annuities, retirement products, mutual funds, and related trust, broker-dealer, and investment services. Additional management responsibilities include market conduct and compliance, mutual fund compliance, corporate secretary, policy and business forms management, human resources, purchasing, records management, facilities, security, print shop, and mail center.

Prior to being appointed executive vice president, Ms. Gatto had been senior vice president and general counsel. Formerly she was vice president, general counsel and corporate secretary of Massachusetts Casualty Insurance Company. Prior to that she served as vice president, assistant general counsel, assistant secretary/treasurer at The Paul Revere Corporation.

Ms. Gatto serves on the board of governors of the Association of Life Insurance Counsel and the advisory council of the New England Legal Foundation. She is a member of the ABA, ACC, ACC's Northeast Chapter, and chairs ACC's Law Department Management Committee. She also serves on the business advisory council for the Graduate School of Management at Clark University. Ms. Gatto authored articles for the *ACC Docket* entitled "What Every Law Department Needs: A Performance Evaluation System that Works," "Making M&A Deals Really Work," and "SWOT And Beyond: How To Make Your Law Department Effective."

Ms. Gatto holds a B.A. from Indiana University of Pennsylvania, a master's degree from Youngstown State University, a J.D. from Western New England College School of Law, and an M.B.A. from Clark University. She also completed the executive development program at the Harvard Business School.

### Richard D. Gorelick

Richard D. Gorelick is vice president and general counsel of Integra LifeSciences Holdings Corporation, based in Plainsboro, New Jersey. Integra is a diversified medical technology company that manufactures and sells medical devices into the neurosurgical, neurotrauma, general surgical, and reconstructive surgical markets. Mr. Gorelick responsibilities include, managing a nine-person department, general corporate matters, corporate governance, transactions, litigation, compliance, intellectual property, employment law, and contracts.

Previously, he was at Aventis Behring LLC, a global leader in biologics (plasma proteins) as associate general counsel, where his practice focused on general corporate and transactional matters and managing commercial litigation. Prior to going in-house, Mr. Gorelick was an associate in the business and finance section of Morgan, Lewis & Bockius LLP, resident in Philadelphia, where he concentrated his practice on corporate reorganizations and creditors' rights (primarily representing creditors), and general corporate matters.

Mr. Gorelick is a graduate of Princeton University and Boalt Hall School of Law, University of California at Berkeley.

### Miriam Rivera

Miriam Rivera is a vice president and the deputy general counsel for Google Inc. in Mountain View, California. Her responsibilities include providing legal counsel to members of the board of directors, senior management, and clients throughout the company, overseeing the corporate, commercial, and employment functions, as well as assisting in the development of the Google Foundation. In addition, Ms. Rivera manages many of the day-to-day operations of the legal department including staff planning, cost management, recruiting, and technology acquisition.

Prior to joining Google, Ms. Rivera served as in-house counsel for Ariba Inc. in Sunnyvale, California. While at Ariba, she provided counsel in a variety of substantive areas, including commercial law, commercial real estate, and software licensing. Prior to Ariba, Ms. Rivera co-founded On Your Mind, a venture-backed enterprise software company along with four Stanford engineers. At On Your Mind, Ms. Rivera served as in-house counsel, chief financial officer, and secretary to the board of directors. Prior to On Your Mind, Ms. Rivera worked for Andersen Consulting as a strategy consultant and at the law firm of Brobeck, Phleger & Harrison as an associate in the business and technology practice.

Ms. Rivera has also served on the Board of La Casa de las Madres, San Francisco's oldest and largest shelter for battered women, on the board of trustees at the First Congregational Church of Palo Alto, and currently serves as secretary to the board of the Google Foundation.

Ms. Rivera received an A.B. and an A.M. from Stanford University as well as a J.D./M.B.A. from the Stanford Law School and the Stanford Graduate School of Business.



**Session 405: Law Department  
Organization: The Challenge of  
Dealing with Growth & Change  
Carolyn Gorwitz Dinberg (InterContinental Hotels)  
Michele S. Gatto (National Life Group)  
Richard D. Gorelick (Integra LifeSciences)  
Miriam Rivera (Google)**

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## Introduction

- Managing Growth Requires Constant Vigilance
- You Need To Constantly Plan For Change
- What Follows Are Four Lawyers' Views on
  - Managing Growth
  - Adding The Right Systems
  - Hiring The Right People
- Planning Is Critical To Success



## InterContinental Hotels Group

- InterContinental Hotels Group owns, manages, leases or franchises more than 3,500 hotels and 535,000 guest rooms in nearly 100 countries and territories around the world.
- Company Headquarters in London
- Americas Headquarters in Atlanta
- 1,200 Corporate Employees in Atlanta; 20,000 Nationwide; 30,000 Worldwide
- 10 lawyers in Americas Legal Department



## Change By Reduced Legal Dept.

- April 15, 2003 De-merger
- Significant Reduction in Number of Employees
- Legal Department Greatly Affected
  - From 41 people to 26 to 28 (current)
  - From 14 lawyers to 11 to 11
  - From 14 paralegals to 8 to 11
  - From 13 admin's to 5 to 5
- Business Philosophy
  - Take More Risk
  - Shift Routine Work to Non-legal Functions

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## Adapt While Serving Clients

- Develop People
  - Opportunities for Change in Responsibilities
  - Develop Interests/New Challenges
- Leadership Potential
- Focus on Priorities -- Learn What to 'Stop' Doing
- With Small Legal Department, Recognize Potential 'Conflicts' Among Client Areas; Use to Advantage to Educate One Department of Another's Interests
- Client Training/Lessons Learned (Preventative medicine)
- Use of Technology
- Budgeting
  - Outside Counsel
  - Internal Costs
- Network
  - ACC
  - Within Industry

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## National Life Group

- Executive Vice President, Corporate Services and General Counsel
- National Life, Based in Montpelier, Vermont, is a Diversified Financial Services Organization Offering a Comprehensive Range of Financial Products
- Corporate Services Division includes Law Department, Mutual Fund Compliance, Market Conduct & Compliance, Corporate Secretary, Policy & Business Forms Management, Human Resources, Records Management, Purchasing, Facilities, Security, Print Shop and Mail Center

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## Strategy and Goal Setting

- Aligning Strategy and Goals to the Larger Enterprise is of Great Importance
- Continually Re-examine the Mission and Vision of the Law Department
- Assess Law Department's Strengths and Weaknesses, Opportunities and Threats
- Create an Action Plan for Moving Forward
- Utilize a Goal Setting Process to Align the Division, Department and Individual Goals

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## Strategy and Goal Setting

- All Goals Must Be “SMART”
- **S**pecific
- **M**easurable
- **A**ggressively Attainable
- **R**ealistic
- **T**ime-Sensitive
- All Goals must be Linked to Company’s Goals
- Measurable Goals are Critical
- These Endeavors Take Time but Yield Results



## Organization Structure

- Structure May Need to be Reviewed and/or Revised
- Past Structures May Not Fit Current Needs
- Many Ways to Organize a Law Department
  - By Practice Group
  - Centralized
  - Decentralized
- Align Structure with Corporation’s Strategy
- Bottom Line: Structure Follows Strategy



## Leadership and Management

- Need the Right Leadership at the Right Time
- Good Technicians Don't Always Make Good Leaders
- Identify Skills That Will Drive Success
- Determine Competencies for
  - Current Staff
  - Future Hires
- Competencies are Critical for
  - Hiring Process
  - Development and Training of High Potentials

## Leadership and Management

- Conduct Critical Job Review/Talent Review
  - Of Current Staff
  - Helps Ensure Right People Are in Right Positions
- Set Forth Development Plans and Training
  - For High Potential Staff
  - Motivate High Potentials
  - Show Them Commitment of Sr. Management





## Leadership and Management

- Set Forth Clear Expectations
- Conduct Fair and Thorough Evaluations
- Important To Provide Ongoing Coaching/Feedback
- Ongoing Feedback Can Yield Positive Change
- Non-Compensation Vehicles Are Key
  - Kudos From Clients
  - Visible Assignments With High Exposure



## Systems and Processes

- Critical During Periods of Growth
- Assess Where Increased Volumes Will Occur
- Create Systems To Handle Additional Work
- New Systems Will Depend on New Work
  - Litigation
  - Transactions



## Technology

- Not An End Unto Itself
- Good Fundamental Systems Help Significantly
  - Document Management
  - Standardized Templates
  - Intranets
  - Extranets
  - PDFs
  - Home and Road Computer Access
- Set Up Technology Review Team

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## Integra LifeSciences

- Publicly Held Medical Devices Company
  - Neurosurgery
  - Neurotrauma
  - General Surgery
  - Reconstructive Surgery
- Based in New Jersey
- Worldwide Operations
- Approximately 1200 Employees
- Roughly \$250 million in revenue

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## Law Department History

- Department Has Grown to Meet Company's Needs
  - 2000 – 3 FTE's, 1 Consultant
  - 2005 – 10 FTE's, 1 Consultant
- Lawyers Have Primary and Secondary Responsibilities
- Goal Is To Have Expertise, Overlap and Backup
- Non-Lawyers Are Important Too
  - Compliance Managers
  - Paralegals



## Managing Growth

- Assess Internal Legal Needs
- Discuss Needs with Department Heads
- Budget for Additional Headcount
  - Adding Headcount Can Be Hard
  - Lobby Decisionmakers in Advance of Need
- Budget for Outside Counsel
  - Know What Is Capitalized
  - Know What Is Expensed
- How Do Legal Fees Rise As Company Grows?



## Adding Headcount

- Not Automatic as Company Grows
- Discuss Needs with Executive Team Often
- Sell Executive Team on Extra Resources
  - Demonstrate What Isn't Getting Done
  - Show What's Taking Too Long
  - Point Out Where Work Justifies Another Headcount
- Make Sure You Have Enough Budget for Outside Experts
  - Regulatory Lawyers
  - Environmental Lawyers
  - International Trade, Etc.



## Adding Headcount, Practically

- Tee Up Extra Spots Well In Advance of Need
- Sell the Need
- Accept that Request Might Be Nixed the First Time
- Talk About Your Dept Periodically To Exec. Comm.
  - At Management Meetings
  - At Informal "Walk-Bys"
- Work Requests Into Budgeting Process
  - Be Prepared
  - "If You Don't Ask, You Won't Get."



## Hiring Is Key

- Take Time To Assess A New Position
  - What Expertise is Needed?
  - How Much Experience?
  - Need a Lawyer?
  - Are You Sure?
    - » Contracts Manager?
    - » Paralegal?
    - » Patent Agent?
- Be Cost-Effective in Hiring
- Do Not Over-Hire



## Systems

- Shed Law-Firm Habits; Get The Work Done
- Deliver Services Quickly And Well
- System Doesn't Have to Involve IT
- Examples:
  - Have Work Requests Funneled to Admin.
  - Have Paralegals Draft Routine Agreements
  - Implement Software to Manage IP Estate
  - Train Mid-Level Executives
    - To Understand Key Contract Terms
    - To Create First Drafts of Term Sheets



## Systems, Continued

- More Examples:
  - Routine Sales Agreements
    - Coded to Show Who May Change What
    - Delegate Authority to Complete
    - Audit Execution
  - Matter Management Software
  - Billing Software
  - Delegation of Tasks
  - Routine Ticklers/Routine Meetings



## Building Depth

- Need Breadth of Coverage
- Charged with Limiting Outside Spend
- Create Overlap
  - To Handle Surges in Certain Requests
  - To Enable Time Away
  - To Ensure Continuity Upon Departures
- Hire People Willing To Master New Subjects
- Develop Expertise On As-Needed Areas



## Managing Changes

- Keep Plugging Away
  - Change is Hard
  - Stay At It
  - Rewards Come To The Persistent
- Make Sure You Always Address Key Issues
  - Manage the Company's Priorities
  - Stress the Core, Not the Periphery
  - Don't Always Reward Squeaky Wheels

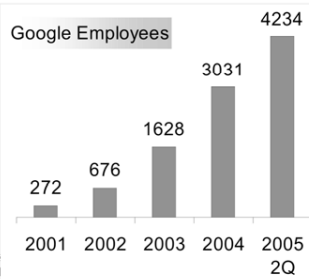
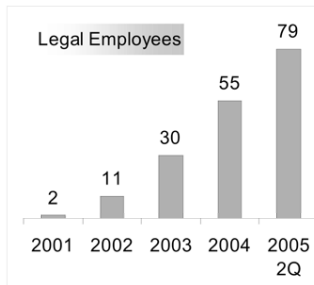
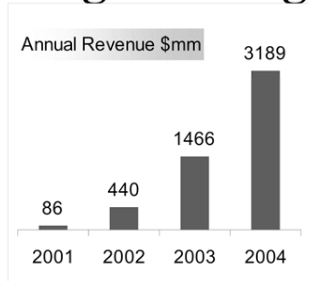


## Preparation And Planning

- These Are Critical
- Always Be In the Planning Mode
- “Failing to Prepare is Preparing to Fail.”
- Know What You Want Your Dept. To Look Like
- Manage Toward Your Vision
- Teach, Train, Develop
- Enjoy the Ride!



## Google: Google Is Growing Fast



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## Philosophy On Managing Growth

- Legal Provides a Service
  - When Important You Make Sure the Work Gets Done—Period
  - Systematic Communication with Clients
  - Develop Trusted Advisor Relationships with Clients
- Run Legal Like a Business
  - Develop a Metric-Based Understanding of Our Workflow
  - Prioritize Workflow, Resources, and Projects Based on ROI
- Help Clients Achieve Their Business Goals
  - Legal Can Drive Business Value Beyond Just Minimizing Legal Risk
  - Understand Customers and Their Business
  - Use Client Input and Metrics to Prioritize Workflow and Projects
  - Jointly Implement Solutions with Clients

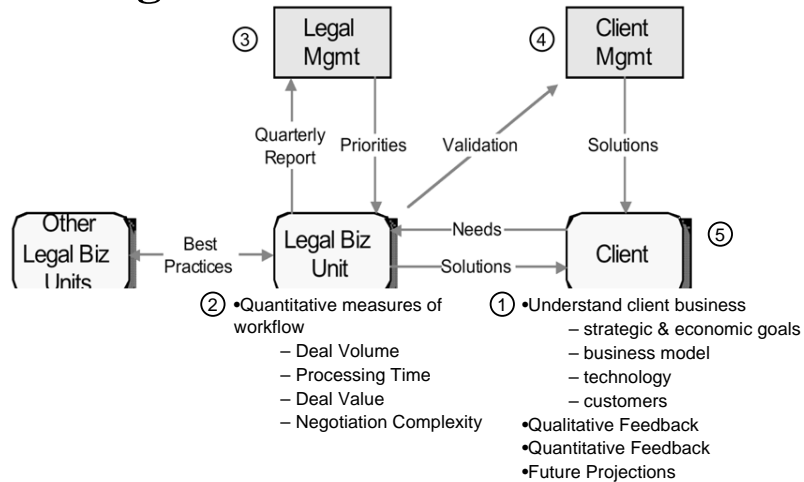
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## Run Legal Like a Business



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## Example: Quarterly Metrics

- Deal Volume
  - # of Orders Opened
- Processing Time
  - Time to Assignment
  - Average Time to Close
  - Distribution of Time to Close
  - Paralegal Volume Processing
- Deal Value
  - Average Order Size
  - Distribution of Orders by Size
  - Strategic Value
  - Sales Force Incentive Targets

### Negotiation Complexity

- % Standard
- % Standard Fallbacks
- # of Mega Deals

### Segmented by

- Individual
- Geography
- Deal Type
- Time

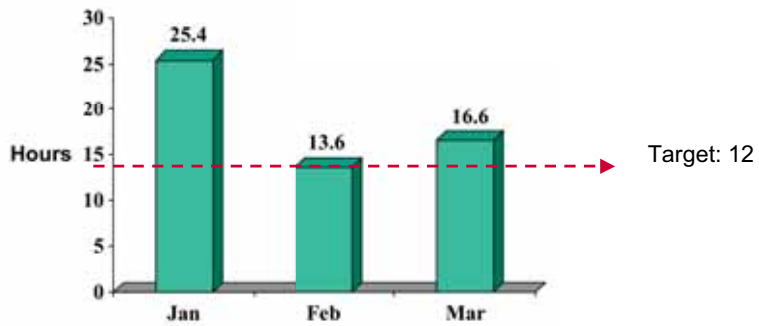
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## Time to Assignment

Average Number of Hours to Assign a Request for Legal Approval

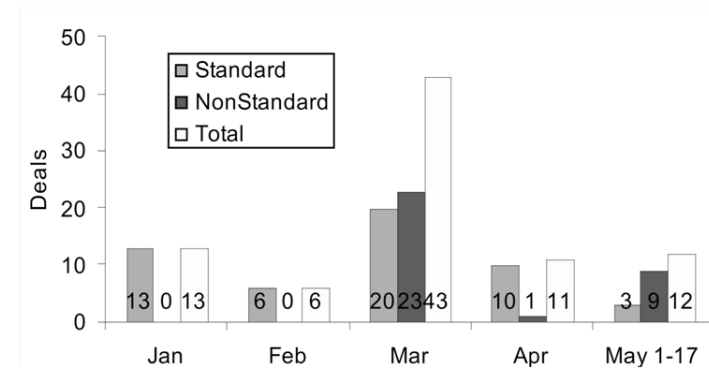


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## Deal Volume

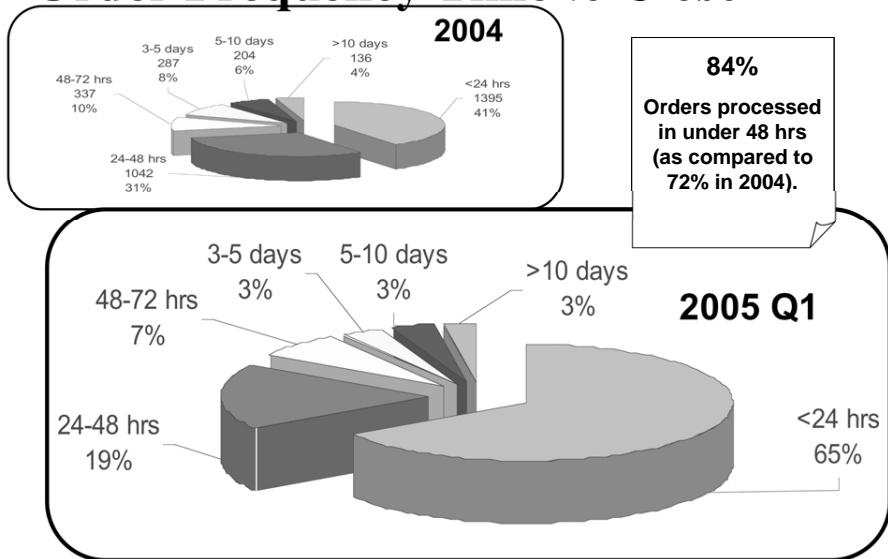


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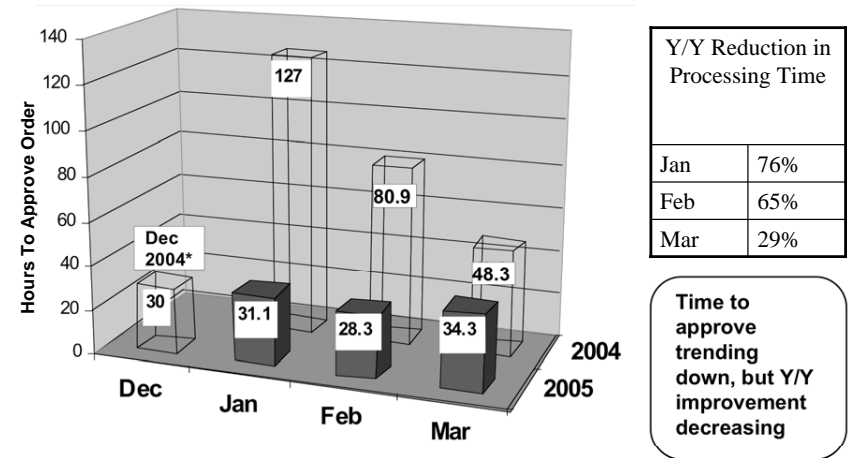


## Order Frequency Time to Close



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## Help Clients Achieve Their Business Goals

- Align Legal Metrics with Client Goals  
Time to Launch Goal of 72 Hours → Time to Assign Goal of 12 hours and  
Time to Close Goal of 48 Hours
- Proactively Identify and Mitigate Business Risks  
In Area y, Two Attorneys Have Done 90% of a Particular Type of Deal  
Telling Manger x Legal Will Not Be Able to Accommodate His Spike in  
Volume at Quarter End
- Increase Sales Throughput  
In Area x, Renewals Take as Much Time as Original Deals → Creating  
Renewal Policies vs. One-off Renewals  
In Area z, Most Legal Time was Spent on Low Value Deals → Moving to a  
Purchase Order/Contracting Model Which Involves More Risk, but is  
Faster, Cheaper, and Drives ROI  
Online Agreements Net 10x Legal Productivity Improvements