



510: Welcome to Rookie Camp: 10 Things New In-house Lawyers Should Know

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Richard D. Gorelick is vice president and general counsel of Integra LifeSciences Holdings Corporation based in Plainsboro, New Jersey, just north of Princeton. Integra is a diversified medical technology company that is a leader in the neurosurgical device market and in the development and manufacture of a broad range of products based upon proprietary technology for the regeneration of tissue *in vivo*.

Previously, he was associate general counsel at Aventis Behring LLC, a global leader in biologics (plasma proteins), where his practice focused on technology licensing, strategic alliances, acquisitions, 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, among other things, on transactions, corporate reorganizations and creditors' rights, (primarily representing creditors) and secured transactions (representing both borrowers and lenders).

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

Hillary B. Smith

Hillary Smith is senior vice president and general counsel of DoubleClick Inc, located in New York City. She is responsible for managing all of DoubleClick's legal affairs for its operations worldwide, including mergers and acquisitions, corporate securities, government policy, litigation, intellectual property, and employment, and leads its eight person in-house legal team.

Prior to joining DoubleClick, Ms. Smith was a litigation associate at Paul, Weiss, Rifkind, Wharton and Garrison. Following law school, Ms. Smith served as a law clerk to The Honorable Frederick Block in the United States Federal District Court for the Eastern District of New York.

Ms. Smith received her BA from Montana State University, where she graduated with highest honors. She graduated magna cum laude from Cornell Law School, where she was editor-in-chief of the *Cornell Law Review* and a member of the Order of the Coif, a national honor society for law school graduates.

Laura Stein

Laura Stein is senior vice president and general counsel of H. J. Heinz Company in Pittsburgh, a global premium branded food company with sales over \$8 billion. She is responsible for Heinz's global legal, ethics, and compliance, corporate secretary, and enterprise risk management matters. A member of the Heinz management committee, reporting to the chairman, CEO, and president, she is involved in increasing shareholder value, setting strategic direction and policies, and overseeing global business operations. Ms. Stein works closely with Heinz's board on corporate governance. She is a member of the Heinz ethics and compliance, crisis management, investment management, disclosure, policy, and political action committees. Ms. Stein is a director of Heinz's Foundation, promoting family nutrition, diversity, and quality of life. Ms. Stein is president of Heinz's Global Organization for the Advancement of Leadership for Women, focusing on leadership and skill development, mentoring, and volunteerism.

Previously, Ms. Stein was assistant general counsel-regulatory affairs with The Clorox Company, serving as a member of the legal management committee, Glad management committee, worldwide leadership team, 2005 strategy team, and as liaison to the Latin American management committee. She was also a business lawyer with Morrison & Foerster in San Francisco, involved in mergers and acquisitions, securities and general corporate law, financial and international transactions, and nonprofit corporate law.

Ms. Stein is a director of Nash Finch Company, a publicly traded distributor and retailer with sales exceeding \$4 billion, active as a member of ACC, and of Pittsburgh Ballet Theatre. She chairs the ABA commission on domestic violence, and was invited to the White House by the President for this work. She was previously vice chair of the board of East Bay Community Law Center, and a director of Global Education Partnership. She is on the advisory board of the ABA center for human rights and the client advisory panel of Lex Mundi. Ms. Stein was elected to the American Law Institute in 2001. She was named one of Pennsylvania's "50 Best Women in Business" by Pennsylvania's Governor in 2002 and has attended *Fortune Magazine's* Most Powerful Women in Business conferences. A published author and frequent public speaker, Ms. Stein is multilingual and has lived in Italy and China.

Ms. Stein graduated, Phi Beta Kappa, from Dartmouth College. She received her JD from Harvard Law School. She also has an MA from Dartmouth College.

Welcome to Rookie Camp

10 Things a New In-House Lawyer Should Know*

*And a Few More, While We're at it

1. **Learn The Business.** You must learn the business. You must know why each department of the company exists and when they should be involved in a contract, due diligence or a deal. You won't serve your overall client, the company, if you think in a vacuum. Some of your clients might be charged with "thinking locally" and solving a parochial problem, but it's your job to make sure that the overall interests of the company are protected. Ask questions often early on and learn who is best to ask. Figure out early on who does what and who knows what and meet them. Learn as much as you can about accounting and financial concepts and terminology to help better understand what's driving business decisions.
2. **Partner with your Clients Early.** Help enable your clients to help themselves get better results. If you're working on contracts, make sure your clients know how to "bake" an idea so that it's ready to be documented and that it's ready for a negotiation. You don't want to waste your time drafting a document in a situation where the parties never reached a business deal. Also, teach your clients the key terms that your company relies on day in and day out, so that they can help sell them to the business people on the other side. Get involved early in the thought process that may lead to entering into a contract, because the earlier you get involved, the better the transaction can be structured, and it can conclude in a most timely fashion. Sometimes clients dance around with another party for five months, where basically all they discuss is price, and then your client comes to you and wants a contract done in 2 weeks. Then, when you raise what to you are basic issues, the other side says, "well, that wasn't the deal", and now the project must start in 2 weeks and it's clear that they never really had a business deal to begin with. In short, get your seat at this type of table early.
3. **"Just Saying No" Won't Work.** Think creatively and practically about how to get the deal or any matter done in a way that protects the business. Simply saying "no" and placing the onus on the business people to come up with different alternatives isn't enough; you're a stakeholder in the business and need to try to think of good solutions and alternatives.
4. **Know the Internal Operating Rules and Regulations (Policies and Procedures) Governing Your Organization.** In-house lawyers are expected to give legal advice that is in accordance with company policies and procedures and to provide advice on compliance with policies and procedures so read up! You must be role models for integrity, exhibiting behavior that reflects your company's values and following the rules.
5. **Sense of Urgency.** You must have a sense of urgency. Some lawyers think that the in-house demands on them won't be, cannot be, what they were at a law firm. It may be that you won't personally have to work life-threatening hours or kill your weekend plans with an assignment that comes down at 4:49 on a Friday afternoon, but that doesn't mean your work flow won't be constant or even over-

whelming or that you can take your good old time in finishing work. In-house clients have their timetables, too, and you must partner with them in their mission to get something done and be organized and good at prioritizing. At the same time, don't shoot from the hip in your effort to be fast – it's important to stick by your advice. Going in-house has great rewards, but putting your work ethic on "coast" isn't one of them.

6. **Write for Your Audience.** Executives have little time and patience for long legal memorandums. Get to the point, be succinct and summarize your findings and recommendations. Know your audience. Write for the benefit of your audience or pick up the phone or stop by if that would be a better way to communicate, especially for sensitive matters.
7. **A Corollary: Put the Hay Where the Horses Can Reach It.** Remember that your clients are typically not lawyers so provide them with practical advice that they can understand. Taking time to explain the rationale of the decision can go a long way to working well with them as a united team, rather than creating a Legal v. Business mentality.
8. **Demonstrate Your Value Every Day.** You're no longer the revenue-generating center of the enterprise, you're overhead. You need to demonstrate your strategic value every day. Constantly think about how you can do your job better, faster and cheaper than anyone else could and just do it. Having a service orientation attitude with a goal of always being value-added and fast will go a long way toward your in-house success!
9. **Communication is Key.** It may be the case that you're juggling 60 different matters at once instead of, say, 3 really big ones, 5 middling ones and 12 small ones. You have to keep your clients informed as to status and find out their expectations from the outset. Don't set incorrect expectations – develop planning and project management skills and learn how to accurately express likely outcomes and timeframes, as well as key steps and items. It's better to under-promise and over-deliver. If you feel overwhelmed and don't think you can get everything done, go to your supervisor (no one expects you to negotiate six contracts from scratch in three days with six different clients on six different subjects). You are in more of a team environment than you were in a law firm, so communicate -- with your boss and with your clients -- and be a good listener too.
10. **Be Wary of Lawyer Shopping.** You might be faced with a situation where a businessperson comes to you for an answer in an area that isn't your responsibility. True, it may be that all service areas of companies aim to please, and it may be that you always want to be helpful. That's a good instinct, but the person coming to you might be coming to you for a "yes" where the lawyer who has "day-to-day" responsibility for the subject matter has put up a red light. If you're curious why someone is coming to you who doesn't usually, go to your supervisor.
11. **Manage Outside Counsel Relationships and Costs Carefully.** Force local counsel to provide an assessment as to fees and costs for ongoing/new/significant projects, negotiate to obtain the best budgets from outside counsel and then require frequent budget updates from outside counsel. Think about how many widgets your company would have to sell to pay for any unnecessary legal fees

and be as efficient as possible. Know when, if ever, and under what circumstances, if any, outside counsel is permitted to contact and deal with your company officials directly. Learn your department's outside counsel engagement requirements and follow them. Learn generally which outside lawyers are considered best in your areas of responsibility in case you need to engage outside counsel quickly for a matter. You are held accountable for what you know, don't know and should know about the work outside counsel is performing and for directing them. Obtain feed back from persons in your company who are exposed to outside counsel. If they dislike outside counsel it will have an impact on you.

12. **Never Provide Bad News Without Options and a Strategy; Stay Calm in the Face of Problems.** Anyone can deliver bad news. You must demonstrate how well can you develop options and a strategy for dealing with problems. Problems pop up in corporations daily, and your business colleagues will make mistakes. Stay calm and work with your colleagues in a team effort to surface and solve problems.
13. **Own Your Responsibilities and Provide Training to Prevent Problems.** As you develop the ability to be more of a generalist and handle new types of legal matters, continue to know your areas of responsibility well and keep a handle on recent regulations and trends in your areas of responsibility so as to practice preventative law and training for the benefit of your company and your clients. Get on distribution lists to receive law firm newsletters covering matters in your areas of responsibility to stay apprised of legal developments.
14. **Internal Reports.** Every busy lawyer hates the internal deadlines, reports and updates that in-house attorneys have to deal with. However, timely compliance with internal deadlines, reports and updates can make or damage a career. Ask for feedback on how you're doing and what your goals and outcomes should be.
15. **Develop Rapport and Learn from Colleagues.** Unless you're "it" in your legal department, you're now part of an in-house team that needs to work collaboratively to get the best results without reinventing the wheel. Don't overlook the resources and institutional knowledge that more senior lawyers can provide, if your department has more senior lawyers. Figure out how others before you became successful. Ask to shadow other lawyers or to be involved with various activities or matters in your department to learn more. Treat colleagues as you want to be treated. Don't be afraid to personally deal with people, even if they are more senior, and keep your sense of humor and personality!

New to In-house Practice

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The purpose of this InfoPAKSM is to assist corporate counsel in understanding the scope and nature of their duties as in-house counsel in a post-Enron, Sarbanes-Oxley world. By comparing the roles and responsibilities of in-house counsel to that of their counterparts at law firms and government agencies, this InfoPAK is intended to inform lawyers who are considering an in-house position what they should expect when they assume the role of in-house counsel. By noting some of the issues that arise in the ordinary course of an in-house counsel's practice, this InfoPAK will arm a new in-house counsel with the basics of what he or she needs to know to provide the highest level of quality legal representation for their corporate client. This should not be construed as legal advice or legal opinion on specific facts, or representative of the views of ACC or any of its lawyers, unless so stated. This is not intended as a definitive statement on the subject but a tool, providing practical information for the reader. We hope that you find this material useful. Thank you for contacting the Association of Corporate Counsel.¹

¹ This information has been compiled by Mary B. Murphy at the direction of the Association of Corporate Counsel
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I. Introduction

Whether you are considering a position as in-house counsel as your first job out of law school, or as an alternative to your current employment at a law firm or with a government agency, you should carefully evaluate the benefits and drawbacks of such a move before you make the leap. While many believe that working in-house is a vacation from the rigors of law firm life or the boredom of government practice, in reality, corporate counsel are talented, highly qualified and driven lawyers whose contribution to the corporate entity cannot be understated. Knowing what to expect when you enter the world of in-house practice can provide you with the necessary arsenal to assume your role with confidence, and allow you to become a valued asset to the organization.

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II. Scope of Work

Perhaps the biggest difference between working for a firm or the government and working for a corporation is that the scope of an average in-house counsel's responsibilities are much broader than that of their outside counterparts. However, this characterization may not be true for large organizations with large legal departments.

A recent survey of 1000 lawyers revealed that 44% of those surveyed worked at a small in-house department comprised of less than 10 lawyers.² Twenty-eight percent of those surveyed worked at a medium-sized department where the in-house staff numbered between 11 and 50. Only 19% would classify their law department as large (between 50 to 100 lawyers) and even fewer (9%) were members of a legal department with lawyers in excess of 100.

A. Size of Legal Department: In This Case, Smaller is Bigger

In general, in-house counsel in small corporations with legal departments of less than ten attorneys are exposed to a legal practice that runs the gamut. In contrast to a law firm where attorneys are assigned to a single department and are limited to one area of practice—similar to the structure of a law firm—³ in-house counsel in smaller organizations are more likely to have responsibility for a wider range of legal issues. Such a position is a good fit for counsel who is comfortable multi-tasking and who are secure in a dynamic legal environment that provides exposure to a multitude of legal challenges.⁴

Before you make the leap, though, do some investigating, and set your sights on those companies which boast legal departments that comport with your own personal requirements. Not every in-house department is alike. Investigate the Web sites of various companies; look at in-house counsel surveys (such as those prepared by associations such as ACC and the ABA) to determine which companies' in-counsel are the most satisfied; do an Internet search and pull up corporate newsletters and articles written by members of the in-house counsel at various corporations to determine the sophistication and variety of the corporate department's legal practice; and most importantly, ask around and make contact with members of the in-house staff at corporations that interest you to see

² "The Dish on the Departments," a survey conducted by American Lawyer Media, available at www.law.com/special/professionals/corp_counsel/2004?dish_on_departments.shtml. A July 2004 survey of ACC membership revealed that 21% of members' law departments consisted of one attorney (solo practitioner); 33% had between two to five attorneys; 21% had between 6 to 20 attorneys; 9% had between 21 to 50; and 16% had 51 or more attorneys.

³ Nextel, for example, has a legal department comprised of 80 attorneys, specializing in areas such as Communications and Government Affairs. Go to www.nextel.com.

⁴ Eveleth, *Life as Corporation Counsel*, Maryland Bar Journal, Vol. XXXVII No 1, Jan/Feb 2004, p 18-19; Veta Richardson, *From Lawyer to Business Partner*, ACC DOCKET, Vol. 22 No. 2 (Feb 2004) p. 72. Note, however, that this rule is dependent upon the particular corporation. For example, Host Marriot in Bethesda Maryland has a legal department comprised of nine attorneys, but most of the in-house counsel specialize in particular areas. Kevin Gallagher, who come to Host Marriot after working at a Washington D.C. law firm as well as Enron and MCI, specializes in litigation, and to that end has extensive experience in using outside counsel.

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if counsel there are happy, and why. Make sure to continue to ask appropriate questions during the interview process to determine where on the generalist-specialist continuum your opportunity falls.

Overwhelmingly, the majority of in-house counsel report that the major difference between working for a corporation and working for a firm or the government is the dual nature of the in-house counsel's responsibilities. In general, serving as in-house counsel entails more than just performing isolated, case-specific legal tasks; rather, an in-house lawyer must take on business and management duties as well.⁵ After all, your client is a business. For counsel who is used to a government environment or a law firm atmosphere, this can take some getting used to. Ray Rothermel recalls that when he joined the general counsel's staff at NEXTEL more than four year ago, the notion that he would be responsible for evaluating the business ramifications of a legal decision was completely foreign to him. Now, he admits, it's almost second nature.

That's not to suggest that the practice of law in-house lacks basic structure. In fact, this structure provides counsel with the luxury of handling various types of matters for a single client.

a. Legal Duties of In-house Counsel

As a practical matter, in-house counsel is responsible for routine legal tasks, such as contract negotiations, intellectual property, labor/employment, litigation, tax, antitrust, corporate/securities, ERISA/benefits, ethics, real estate and privacy. In-house counsel plays a significant role in the areas of transaction support and pre-litigation resolution of matters. Getting in-house counsel involved from the initial stages of a matter is beneficial because their foresight can help a company identify problems and potential liabilities, formulate solutions and propose resolutions such as mediation or predispute resolution that can avoid costly and time consuming litigation.⁶ In-house counsel strive to meet all of the client's needs, which are diverse and dynamic.

b. Business Role of In-house Counsel:

Increasingly, in-house counsel must often assume dual roles of legal and business advisor.⁷ In some corporations, counsel may serve on the board or act in the capacity of a director or officer: the business aspects of those counsel's roles are quite obvious.

But for a new in-house counsel like you, it is inevitable that you will be asked to consider the business impact of a legal decision that you are asked to render. It is the ability to render advice with both objects in mind that renders in-house counsel so valuable to an organization. It is also what makes acting as in-house counsel, at times, a treacherous journey. Patrick Murphy of GE explains:

“[When you serve as] in-house counsel, the burden and responsibility for anticipating adverse results and doing everything legally [possible] to prevent damage to the company is squarely on your shoulders. A bad result can be not just career

⁵ Interview with Patrick Murphy, Senior Counsel of Litigation and Legal Policy, General Electric. See also, Michael A. Lampert, Joseph M. Fairbanks, *Privilege Gets Hazy for Counsel Who Give Legal and Business Advice to Corporate Clients*, 15 Corporate Counsellor No. 5 (Oct. 2000).

⁶ Chad R. Brown, *In-house Counsel Responsibilities in the Post-Enron Environment*, ACC Docket 21, no. 5 (May 2003): 92-107, available at ACC Online at: www.acca.com/protected/pubs/docket/mj03/inhouse1.php.

⁷ *Id.*

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threatening to the individual managing the case, but [can also] profoundly impact business operations if not anticipated by the business due to faulty legal advice. Had legal advice been made in a timely manner, the business could have made accommodations to prepare for the adverse event.”

An ability to fulfill the dual requirements of your role is what sets in-house counsel apart from the one-dimensional responsibilities of counsel at a law firm or a government agency. In those environments, a lawyer is a lawyer and legal advice is legal advice: junior attorneys are rarely, if ever, asked to step outside the box. With the exception of managing partners at law firms or supervisors at government agencies, lawyers serve only in the capacity of legal advisor.

But that simply isn't the case for in-house counsel. A recent survey demonstrates that most in-house counsel act as both a senior level manager and as legal advisor; 8.7 percent also serve as COO; 7.4 percent serve as CFO; 6.3 percent serve as CEO; 13.5 percent serve as the head of a business unit; 24.9 percent serve as director of human resources; and 39.2 percent serve “other” business functions.⁸

c. Privilege: Periled by Dual Roles?

If in-house counsel acts in a business capacity as opposed to a purely legal role, is the attorney-client privilege applicable to communications between the in-house counsel and the corporate client? This is a question that is raised more and more frequently in corporate environments, particularly as in-house counsel's role in corporate functions expands. While most agree that corporations should not use the office of in-house counsel as a citadel—“a place where public, business, or technical information may be placed to defeat discovery and thereby ensure confidentiality”⁹—some try, and courts are none too receptive to such transparent attempts to circumvent the discovery rules.

There are a number of steps in-house counsel can take to protect the attorney-client privilege. Using legal titles, such as general counsel, chief legal officer, esquire, or attorney at law are a good first step. Also, establishing and implementing procedures for separating legal files from corporate files and limiting the number of people receiving legal information within an organization will also protect the privilege. Make sure that the folks who do get the documents are closely related to the matter at issue and are representative of the client. Label information that is to be closely held as confidential, but don't stamp “confidential” routinely on documents and expect it to stick.¹⁰

B. Outside Counsel: Not an Excuse to Bail

In many cases, however, in-house counsel must rely on outside counsel to resolve legal matters that may require expertise in an area that the in-house department lacks. When outside counsel is

⁸ Nonlegal Function of General Counsel, ACC online poll (July 29-Sep. 28 2002) available on ACC Online at www.acca.com/Surveys/accapoll.php.

⁹ Lee Applebaum, *A Matter of Privileges: In-House Attorney-Client and Work Product Claims Face Challenges*, *The Legal Intelligencer*, December 4, 2001, available at www.law.com/jsp/statearchive.jsp?type=Article&oldid=ZZZEUL8TSUC.

¹⁰ Chad Brown, *In-House Counsel Responsibilities in the Post-Enron Environment*, ACC Docket 21 No. 3 (May 2003); Michael Lampert, Joseph Fairbanks, *Privilege Gets Hazy for Counsel who Give Legal and Business Advice to Corporate Clients*, 15 *Corporate Counsellor* 1 (October 2000).

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retained, in-house counsel is charged with the responsibility of coordinating with and counseling company employees and giving outside counsel direction in how to staff and approach the particular matter that is the subject of the representation.¹¹

Some in-house counsel view the use of outside counsel as an exercise of the “toss the file over the wall” approach.¹² Before you embrace this option as a crutch or as a means of alleviating your workload, consider this. While all corporate legal departments believe in drawing on the expertise of outside counsel, the degree to which outside counsel is used is dependent upon a variety of factors, such as the size and depth of the of the corporate legal department and basic financial considerations. While the “toss the file over the wall” approach may have been quite prevalent decades ago, the proliferation of outside counsel fees and an appreciation for the efficiency of partnering between in-house and outside counsel has rendered that view obsolete.¹³ Moreover, the need for outside counsel to be called in is greatest when the expertise of in-house staff cannot adequately handle a particular issue.

An increasing level of sophistication among in-house counsel departments suggest that those instances may be waning, however—which for you, as a new in-house counsel in a somewhat larger corporation, suggest that you can reasonably expect to develop an area of expertise as a member of an in-house counsel staff. For example, the general counsel for a Baltimore investment firm stated that his corporation tends to outsource for non-routine matters such as litigation, but keep tasks relating to registration statements and mutual funds in-house, where they have generated a pool of counsel who is more experienced in such matters.¹⁴ Still other in-house counsel report that it is common for their department to hire outside counsel for matters such as patent and trademark, where developing an in-house expertise on those issues is neither wise nor feasible.¹⁵ That corporation, as well as others, maintain a pool of outside counsel from which they can pull when the need arises.

In an increasing number of instances, however, some corporations are downsizing that pool and asking in-house counsel to step up to the plate. For example, in 2002 the head of litigation for Caterpillar did more than slash the number of outside law firms handling product liability matters—he outright decimated the pool, reducing it from 400 to a mere 20.¹⁶ This dumped more work into the laps of each of the in-house counsel, to say the least.

This action is not surprising, given the results of a recent survey which shows that by and large, in-house counsel aren't thrilled with the level of service they get from outside counsel. In fact, only 35 percent of in-house counsel surveyed reported that they were satisfied by the services provided by their primary law firms, with the other 65 percent willing to look elsewhere for better advice.¹⁷ The

¹¹ Robert L. Haig, *Successful Partnering Between Inside and Outside Counsel*, Chapter 40:19, Operating a Small Law Department (October 2003).

¹² *Id.*

¹³ *Id.*

¹⁴ See Janet Stidman Eveleth, *Life as Corporate Counsel*, Maryland Bar Journal, (January/February 2004), at p. 20.

¹⁵ *Id.*

¹⁶ See *Practicing Budahism*, Corporate Counsel (March 3, 2004), available at www.law.com.jsp/article.jsp?id+1076428389900.

¹⁷ Ronald F. Pol, *Get More Value From Outside Counsel: Show Them the Flipside*, ACC Docket 21, no. 4(April 2004): 22-39, available at: http://www.acca.com/protected/pubs/docket/am03/flipside_satis.php
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key to resolving this predicament then is to know how to establish a relationship with outside client so you aren't frustrated and your client is best served.¹⁸

If your corporation is one that still uses outside counsel— to whatever degree—it is incumbent upon you to exercise discretion when reaching out. Although there is a budget for the use of outside counsel, experienced in-house counsel might think twice about whether the use is justified. As Ray Rothermel of NEXTEL indicates, he gauges the use of outside counsel by whether it is cost efficient for the client. “If it will take me three hours to research and resolve an issue that I am not sure of, but I know I can make a phone call to one of our outside counsel and have the answer in a minute, then I won't hesitate to use outside counsel,” he explains, noting that he has an established relationship with outside counsel who are experts in the Communications field. On the other hand, he admits, “I might hesitate to do so if I feel that it will be used as an associate training exercise.” Rothermel isn't cheap; he's just efficient, and his work ethic reflects an experienced ability to balance the needs of the client and avoid unnecessary expenditures. He, like many other in-house counsel, have the luxury of being able to put the client first—which is made easier by the simple that there is one, and only one, client.

A piece of advice offered by Kevin Gallagher of Host Marriot in Bethesda, Maryland is that in-house counsel needs to ensure that outside counsel knows who the client is. This may seem obvious to some, he notes, but it isn't. Sometimes, Gallagher notes, “outside counsel will respond to a business officer or someone else in the corporation before they get back to me with the answer that I requested.” In such cases, he advised, you have to politely but firmly remind outside counsel that you—the specific in-house counsel who requested their assistance—is the client, and that they need to respond to *you* in a timely manner.

¹⁸ *Id.*

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Session 510 Welcome to Rookie Camps Resource List

Your new role is different**A. Program Material: Introduction to In-house Practice**

<http://www.acca.com/education2k2/am/cm/405.pdf>

Bruce D. Becker, et al., "ACCA Boot Camp: An Introduction to In-house Practice, ACCA's 2002 Annual Meeting.

This material covers the basic rules that keep the lawyers focused on the client's objectives and priorities and discusses the basic responsibilities of in-house counsel.

B. Program Material: Learning the Company's Business

<http://www.acca.com/education2k2/am/cm/702.pdf>

Albert C. Peters II, Meredith B. Stone, Richard S. Veys, "Moving Beyond Litigation Management: Putting Your Stamp on Company Activities," ACCA's 2002 Annual Meeting.

This material provides a basic road map for general counsel getting know a new client and relevant business environment.

C. Article: Controlling Legal Costs

<http://www.acca.com/protected/pubs/docket/so02/costs1.php>

R. Jeske, "Controlling Legal Costs: The 3 C's Theory of Action," ACCA Docket September 2002.

This article looks at the methods that one legal department has used to add to the bottom line, as well as practice tips, and action items to devise your own strategy for controlling costs.

D. Article: "Laws of Reality,"

<http://www.acca.com/protected/pubs/docket/mj96/reality.html>

Jack L. Foltz, "Laws of Reality," ACCA Docket May-June 1996.

While managing Sun Company's legal department, Jack Foltz developed six laws which transformed the law department into a more effective, business oriented, and cost conscious model.

E. Program Material: A Look at Corporate Legal Departments of Tomorrow,

www.acca.com/education2k2/am/cm/605.pdf.

This material looks at future changes in the profession that might impact the legal department and legal professionals of today. It discusses changes in technology, client focus, staffing and organizational structure of future offices and the changing skill requirements.

F. Program Material: Stress Management for In-house Counsel,

www.acca.com/education2000/am/cm00/4.pdf.

This material offers management tips and guidelines in context of law firms and corporate legal departments. In particular, it discusses how to manage work related stress and interpersonal relationships, as well as how to create an enjoyable, productive and professional work-environment.

G. Program Material: Insights of In-house Women: What it Takes to Succeed in Today's Corporate Law Department,

www.acca.com/education2k2/am/cm/205.pdf.

This material addresses the obstacles women faced in succeeding as in-house counsel and suggests solutions. The article follows four women serving as general counsel of major corporations.

H. *Book: Corporate Counsel Guidelines, John K. Villa, West Group Publishing, 1999.*

This is an in-depth and detailed overview of all aspects of corporate lawyering. It covers issues such as attorney-client privilege, ethics and duality of in-house law practice, overseeing civil litigation, conduct of criminal investigations and litigation, and individual rights and liabilities of corporate counsel. To purchase the book visit the following webpage:

http://west.thomson.com/store/product.asp?product_id=16761615&catalog_name=wgstore&cookie%5Ftest=1.

Attorney-Client Privilege issues**A. *InfoPAK: Attorney-Client Privilege***

<http://www.acca.com/protected/infopaks/attclient/INFOPAK.PDF>

Special issues arise for in-house counsel with respect to the application and protection of the attorney-client privilege. The InfoPAK provides a comprehensive analysis of challenges to watch for and precautions to take for in-house counsel.

B. *InfoPAK: In-house Counsel Ethics*

<http://www.acca.com/protected/infopaks/ethics/INFOPAK.PDF>

The purpose of the In-house Counsel Ethics InfoPAK is to assist corporate counsel in understanding and making decisions about how to navigate matters that may involve a professional responsibility or ethical component.

C. *Article: The Attorney-Client Privilege in Contract Negotiation*

<http://www.acca.com/protected/pubs/docket/so02/ethics1.php>

John K. Villa, "Negotiating Contracts for the Corporate Client: Does the Attorney Client Privilege Apply?," Ethics and Privilege, ACCA Docket, September 2002.

This article examines application of the attorney-client privilege in cases where legal and business advices meet.

D. *Article: Protecting Privileged Information - a guide for Corporate Employees*

<http://www.acca.com/protected/reference/attyclient/privileged.pdf>

Aimed at non-lawyers, this guide defines attorney-client privilege and work product doctrine and provides suggestion on protecting both.

Corporate Responsibility**A. *Corporate Responsibility Web page***

<http://www.acca.com/legres/corpresponsibility/index.php>

The ACC webpage contains links to valuable resources regarding current legislation, ABA Rules, and ACC comments, sample forms and policies.

B. *Article: Private Companies*

http://www.acca.com/public/article/corpresp/sarbox_shuffle.pdf

This article is written for corporate attorneys for private companies. The main point of this article is that even if you aren't technically regulated by Sarbanes-Oxley, it's just good business practice that your company meets and even exceeds the highest standards set in the market place.

C. Article: New Model Rules on Confidentiality and Up-The-Ladder Reporting

<http://www.acca.com/protected/comments/abamodelrules.pdf>

ACC supported the findings of the Task Force on Corporate Responsibility, which made proposals that were passed by the ABA at their Annual Meeting in early August. The result is new Model Rules of Professional Conduct 1.6 and 1.13, which govern a corporate attorney's obligations (and more pertinently, the acceptable exceptions) to client confidentiality (1.6) and up-the-ladder reporting (1.13).

D. Program Material: Understanding Financial Statements

<http://www.acca.com/education98/cm98/48.pdf>

Wendy J. Rose, Mary A. Woodford, "Understanding Financial Statements," for ACCA's 1998 Annual Meeting.

For an outline of what to look for in financial statements, take a look at the materials provided.

E. Program Material: Financial and Accounting Concepts for Lawyers

<http://www.acca.com/education99/cm99/pdf/110.pdf>

Carol A. Gamble, James L. Gunderson, "Financial and Accounting Concepts for Lawyers," ACCA's 1999 Annual Meeting.

Provides further practical information regarding financial and accounting concepts for lawyers.

Malpractice/Insurance*A. Article: Insurance Coverage for Lawsuits: Allocate Responsibility and Avoid Malpractice*

Claims, Deidra D. Gold and Kenneth S. Ulrich, "Insurance Coverage for Lawsuits: Allocate Responsibility and Avoid Malpractice Claims." ACCA Docket, April 2003;

<http://www.acca.com/protected/pubs/docket/am03/claims1.php>

This article suggests ways of avoiding malpractice claims by allocating responsibility.

New to the role of the General Counsel as well as In-house*A. Article: 250 Things (and Counting) That I'm Glad I Knew-or Wish I'd Known-during My First Year as General Counsel*

<http://www.acca.com/protected/pubs/docket/nd01/250things1.php>

D.C. Toedt III and Robert R. Robinson, "250 Things (and Counting) That I'm Glad I Knew-or Wish I'd Known-during My First Year as General Counsel," ACCA Docket November (2001).

This article contains an extensive list of advice for a new general counsel and covers such vital matters as contracts, employment, intellectual property, litigation, and corporate dynamics.

B. InfoPAK Role of the General Counsel

<http://www.acca.com/infopaks/gencounsel.html>

C. InfoPAK: A Company's First General Counsel

<http://www.acca.com/protected/infopaks/firstgc/INFOPAK.PDF>

Each year, a number of United States companies take a big step -- they hire a lawyer to practice in-house. The first lawyer employed by a company often needs guidance of all kinds. This InfoPAK addresses some of the issues faced by a new general counsel.

D. *InfoPAK: Law Department Management*
<http://www.acca.com/infopaks/lawdept.html>

Managing Litigation

A. *Program Material: Litigation Management Essentials for Small Law Departments*
<http://www.acca.com/education2000/am/cm00/109.pdf>

Walter R. Metz, John W. O'Neil, Jr., Albert C. Peters, "Litigation Management Essentials for Small Law Departments," ACCA's 2000 Annual Meeting.

This material present techniques that can be followed by in-house counsel who seek to take and maintain control over the direction of litigated claims; and in the process reduce the company's litigation costs, while achieving superior results.

B. *Program Material: Litigation Management: A Solo Practitioners Perspective*
<http://www.acca.com/education2000/am/cm00/html/litsolo.html>

This material outlines litigation management, including initial information gathering, overall analysis, settlement decisions, and preventive training.

C. *InfoPAK: Alternative Dispute Resolution*
<http://www.acca.com/infopaks/adrcont.html>

This InfoPAK is intended to provide in-house counsel with information on Alternative Dispute Resolution. The materials include useful and practical information about the use of arbitration, mediation, and other modern dispute resolution methods.

Managing Outside Counsel

A. *InfoPAK: Outside Counsel Management*
<http://www.acca.com/infopaks/ocm.html>

This InfoPAK contains checklist on selecting, retaining, and managing outside counsel, as well as on establishing a relationship with international outside counsel. Also included are several sample forms and policies.

Intellectual Property

A. *InfoPAK: Intellectual Property Primer*
<http://www.acca.com/infopaks/ip.html>

This InfoPAK is designed to provide corporate counsel with a general overview of intellectual property and suggest useful practices for the handling of intellectual property issues in the corporate context.

B. *Program Material: "Managing IP Litigation"*
<http://www.acca.com/education2k1/am/cm/302CD.pdf>

Alexander L. Brainerd, Daphne Gronich, Alan Ratliff and Patrick R. Thesing, "Managing IP Litigation," ACCA's 2001 Annual Meeting.

This material identifies issues and concerns that should be addressed in patent and trade secrets litigation.

C. Program Material: "IP Issues for the Generalist"

<http://www.acca.com/education2k2/am/cm/902.pdf>

Vanessa L. Allen, Lynn M. Durbin and Robert A. Maggio, "IP Issues for the Generalist," ACCA's 2002 Annual Meeting.

D. Program Material: "Top 10 Copyright Issues in the Digital Age"

<http://www.acca.com/education2k1/am/cm/409CD.pdf>

Kerry A. Krzynowek, William F. Porter and Johanna L. Werbach, "Top 10 Copyright Issues in the Digital Age," ACCA's 2001 Annual Meeting.

Prepared in 2001 this material focuses on the changes to the Copyright Act.

E. Program Material: "I Built That Mousetrap - Responding to Letters Alleging Patent Infringement"

<http://www.acca.com/education2k1/am/cm/501CD.pdf>

Christopher J. Borders, et al., "I Built That Mousetrap - Responding to Letters Alleging Patent Infringement" ACCA's 2001 Annual Meeting.

Provides some practical advice for managing the risks associated with patent infringement actions.

F. Article: Copyright Primer

<http://www.acca.com/protected/article/intelprop/copyrightprimer.pdf>

Astrachan Gunst Thomas and Ahn, "Copyright Primer," 2003

Discusses Copyright Law and how it applies, protecting copyright, fair use doctrine, among other topics and includes sample forms.

G. Article: Trademark Primer

<http://www.acca.com/protected/article/intelprop/trademarkprimer.pdf>

Astrachan Gunst Thomas and Ahn, "Trademark Primer," 2003

This primer examines trademark infringement and protecting trademarks

H. Article: Advertisement Law Primer

<http://www.acca.com/protected/article/intelprop/advertiselaw.pdf>

Astrachan Gunst Thomas and Ahn, "Advertisement Law Primer," 2003

This primer includes sample forms.

Information Management and Records Retention

A. InfoPAK: Records Retention

<http://www.acca.com/protected/infopaks/records/INFOPAK.PDF>

This InfoPAK provides considerations on how corporations should approach corporate records management programs in today's business environment, along with a sample records retention policy.

B. Article: After the Storm: A Post-Enron Look at Document Retention Policies

<http://www.acca.com/protected/pubs/docket/so02/storm1.php>

by Carl D. Liggio, James G. Derouin, and J. Edwin Dietel, "After the Storm: A Post-Enron Look at Document Retention Policies" ACCA Docket September 2002.

This article looks at the risks, as well as the benefits of implementing a corporate document management program.

C. Article: *Creating an Information Management System Using Outlook(r) Public Folders*

<http://www.acca.com/protected/pubs/docket/ja02/ims1.php>

David A. Munn, "Creating an Information Management System Using Outlook(r) Public Folders," ACCA Docket January 2002.

This article discusses ways to how to make information management systems better, more organized, more efficient, and more compatible with software used by everyone in a legal department.

D. Article: *E-Document Management Guide*

<http://www.acca.com/protected/article/retention/edocmanage.pdf>

Daniel I. Prywes and Robert M. Lindquist, "E-Document Management Guide."

This article provides guidelines for electronic records management.

E. Article: *A Company's Need for a Document Management Policy - Avoiding Civil and Criminal Penalties in the 21st Century*

<http://www.acca.com/protected/article/retention/needforpolicy.pdf>

Michele Hedges C. E. Rhodes, Jr. and Mollie Harmon, "A Company's Need for a Document Management Policy - Avoiding Civil and Criminal Penalties in the 21st Century."

This paper focuses on the most significant business and legal reasons for implementing an effective document management policy.

Labor and Employment

A. InfoPAK: *Global Law Department*

<http://www.acca.com/infopaks/global.html>

This InfoPAK provides guidance on the issues facing emerging global law departments and is also intended to assist a multinational corporation navigate the process of establishing a more effective global legal group.

B. Program material: *Workplace Law Update 2004*

<http://www.acca.com/chapters/program/sandiego/workplace.pdf>.

Presented by Paul, Plevin, Sullivan & Connaughton LLP to ACC's San Diego Chapter, November 2003,

This material provides an overview of new legislation and major case law affecting the workplace.

C. Program material: *Properly Classifying Employees Under the Fair Labor Standards Act*,

<http://www.acca.com/chapters/program/sanant/flsaclass.pdf>.

This material discusses the requirements for exempt status under the FLSA and how to correct FLSA mistakes.

D. Program Material: *"Employment Law 101"*

<http://www.acca.com/education03/am/materials.php>

Patricia K. Cofer, Mark W. Okey, Julia I. Pierce, "Employment Law 101" ACC 2003 Annual Meeting

This primer for members of small law departments and persons new to the practice of employment law will bring you up to speed on labor and employment law. Presenters intimately familiar with the topic provide a broad introduction into such areas as federal labor and employment laws, unlawful harassment, labor relations, wage and hour, and wrongful discharge. This material includes a checklist of useful websites that can assist you as you traverse the employment law landscape.

Contracts

A. Small Law Department Contracts Tool Kit,

<http://www.acca.com/infopaks/sldcontract.html>.

This material provides links to useful articles, program materials, forms and checklists on contracts issues for small law departments.

For additional information about this topic, go to:

<http://www.acca.com/networks/resources/newinhouse.php>