Transitioning from Outside Counsel to In-House: Tips on Positioning Yourself for the General Counsel Position

JEFF CHRISTIANSON
WSBA CORPORATE COUNSEL SECTION
JUNE 11, 2014
The Life Cycle of In-House Counsel

• Getting an in-house position
• Making a successful transition
• Being an effective in-house counsel
• Positioning yourself for a GC position
• Succeeding as a GC
Getting an In-House Counsel Position

• Networking, networking, networking
• Preparing for the Interview
• The Interview Process
• Don’t Get Trapped!
Making a successful transition

- Requires Total Immersion
- Adapting to the “Business” Culture
- Support from outside counsel
- Transforming Yourself into a “Corporate Counsel”
- Transforming Yourself into a “Business Person”
Being an Effective In-House Counsel

• Available and Approachable
• Always be responsive, never dismissive
• Get out of the office and into the “field”
• Be willing to ask questions and listen to the answers
• Embrace the Company’s culture
• Know how best to communicate within the Company
• Be serious, credible…but not humorless
How NOT to be Approachable:

Before I read your proposal, run it past our legal department.

Groan

That's the end of that.

I didn't have to become a corporate lawyer. I could be a trial lawyer or a judge, you know.

But I chose to work here at this unglamorous position.

Consequently, I have a bad attitude and I'm going to take it out on you.

Your proposal does nothing to help my career. And if I approve it and we get sued later, then I'll get in trouble.

In a month or so, I'll formally reject your idea with a neatly typed but oddly worded memo.

Did he reject your proposal yet? Yeah. And he filed a lawsuit against me.
Being an Effective In-House Counsel

• Available and Approachable
• Always be responsive, never dismissive
• Get out of the office and into the “field”
• Be willing to ask questions and listen to the answers
• Embrace the Company’s culture
• Know how best to communicate within the Company
• Be serious, credible…but not humorless
Being an Effective In-House Counsel

• Know how to evaluate and be willing to accept **an appropriate level of risk**
• Learn the business, competition, key initiatives, priorities and challenges
• Understand how the company does business
  • Revenue Recognition and accounting considerations
  • Product development and design
  • Manufacturing/Production processes
  • The delivery of services and customer support
  • Technology limitations
  • Distribution and pricing
  • Regulatory compliance
  • Internal controls (financial and operational)
How NOT to Right-Size Risk:

COMPANY LAWYER

I NEED YOUR LEGAL ADVICE.

THERE’S A RISK THAT THIS COULD CAUSE A CHAIN REACTION THAT RESULTS IN A FUTURE VISIONARY LEADER NOT BEING BORN.

IT’S JUST A MAINTENANCE AGREEMENT.

IT’S LIKE STABBING GANDHI.
“‘Season’s Greetings’ looks O.K. to me. Let’s run it by the legal department.”
Being an Effective In-House Counsel

• Know how to evaluate and be willing to accept an appropriate level of risk
• Learn the business, competition, key initiatives, priorities and challenges
• Understand how the company does business
  • Revenue Recognition and accounting considerations
  • Product development and design
  • Manufacturing/Production processes
  • The delivery of services and customer support
  • Technology limitations
  • Distribution and pricing
  • Regulatory compliance
  • Internal controls (financial and operational)
Being an Effective In-House Counsel

• Be collaborative and viewed as a business partner

• Provide clear and concise advice
  • Which is easy to understand but still authoritative
  • In “Plain English”
  • Relevant, practical and “right-sized” for the company
  • Avoid qualifiers
  • Offer an appropriate explanation of the reasoning
  • Don’t a “black hole

• Think prospectively

• Understand, value and promote important business relationships (customers, vendors, partners, regulators)
How NOT to be a Good Business Partner

COMPANY LAWYER

CAN YOU TURN A SIMPLE AGREEMENT INTO IMPENETRABLE GIBBERISH?

ABSOLUTELY. I CAN ALSO LEAVE A SOUR TASTE IN EVERYONE’S MOUTH AND MAKE YOU WANT TO CHOKE ME WITH MY SUSPENDERS.

IF YOU EXERCISE AND EAT RIGHT, YOU MIGHT STILL BE ALIVE WHEN I FINISH IT.

GOOD ENOUGH.
Being an Effective In-House Counsel

• Be collaborative and viewed as a business partner

• Provide clear and concise advice
  • Which is easy to understand but still authoritative
  • In “Plain English”
  • Relevant, practical and “right-sized” for the company
  • Avoid qualifiers
  • Offer an appropriate explanation of the reasoning
  • Don’t a “black hole

• Think prospectively

• Understand, value and promote important business relationships (customers, vendors, partners, regulators)
Positioning Yourself for a GC Position

• See all of the above – And Don’t Screw Up!
• Be a “presence” in your company
• Expand your professional portfolio
• Seize the opportunity
• Have a “local” presence
• Network, network, network
• Embrace the mundane
Being a Successful General Counsel

• Respect your predecessor
• Develop effective relationships:
  • CEO
  • BOARD
  • CFO
  • Auditors
  • Senior Executives
  • Employees
  • Shareholders
  • Outside counsel and advisors
Questions?