

Consilio Institute: White Paper

SUMMITTING THE MOUNTAIN: ARE YOU READY FOR A GC ROLE?

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SUMMITTING THE MOUNTAIN: ARE YOU READY FOR A GENERAL COUNSEL ROLE?

Many attorneys dream of one day landing a coveted General Counsel position because it's considered the career pinnacle for in-house counsel. I often speak with attorneys who have applied for countless GC positions only to become frustrated by a lack of response to the applications they submitted. There are many reasons for this, one of which is that the attorney may simply not have the requisite experience and skills to become a General Counsel.

Many of these attorneys think they have the necessary credentials, but when I dig into their background, I find they are lacking in many of the fundamental criteria required for the role. To help inform these job-seekers, I've asked several successful GCs and CLOs about their tips and suggestions for attorneys aspiring to reach the top seat in a corporate legal department, and this paper presents the guidance they shared with me.

What career experiences are crucial for an attorney to be an effective GC?

To be prepared for a General Counsel role, it's key to first become an in-house generalist. To accomplish this, it's important to be continually looking for ways

to expand the type of work you are doing until you've touched every single part of a company. If there's a new area of law coming out, educate yourself and become an expert on it. Take on projects in new areas at every opportunity, and don't shy away from tackling things you have never done before.

It's also necessary to learn how a business operates, especially how businesses make money. Money matters to both for-profit and non-profit organizations, so the individuals in charge of hiring senior executives for these entities will seek out candidates that understand the fiscal side of running a business. For example, they're looking for candidates that know how to read a balance sheet and are familiar with the basic principles that are the focus of most CFO's attention, such as Generally Accepted Accounting Principles (GAAP), Key Business Indicators (KBIs), and General Ledgers (GLs).

Beyond the numbers, aspiring GCs should also have a demonstrable understanding of the company's most valuable assets. In some cases a company's intellectual property portfolio is its most valuable asset, in other cases it's a technology available for



license, products available for sale, real property, customer lists, or something else. Also, with the recent, heightened awareness of hefty fines and public relations damage that can accompany regulatory investigations, compliance is now top of mind for most senior executives, so demonstrating your compliance experience can be helpful as well.

Experience working with a Board of Directors is also crucial for aspiring GCs. Board meetings are of upmost importance to many CEOs, and these CEOs often want to know that the GC sitting next to them in the boardroom has experience giving board presentations and otherwise interacting with board members. If you're currently working at a large company, consider asking your GC to delegate to you the responsibility for a board committee (or two). If that's not possible, consider joining some non-profit boards to gain familiarity with the boardroom experience.

Finally, it's important that you have a proven ability to earn the trust of business partners. Most companies want their GC to be able to partner successfully with their business managers so that the business leaders will involve the GC in operational matters. Companies may be disinclined to hire a GC who could wind up being viewed internally as a roadblock, so make sure you can display a track record of building and maintaining these key relationships.

What are some of the biggest challenges a new GC must be prepared to face in their first year?

The biggest new GC challenges identified by those I interviewed were:

- ▶ Managing people. In addition to managing a company's legal department, a GC must also manage relationships with employees in other divisions of the company. At many companies the role of the legal department is not well understood, so often the legal department is asked to do work that doesn't fit within the scope of appropriate work for the department. The GC will need to successfully navigate this environment while maintaining strong relationships throughout the company.
- ▶ Developing trusted resources. A GC can't see and know everything firsthand. As a result, many successful GCs have built trusted internal relationships so that they have sources of information they are comfortable relying on to make decisions. It can take some time and effort to develop (and vet) dependable internal resources, and an ability to do so quickly can be key to success in the role.
- ▶ Expanding their comfort zone. If you're being considered for a GC role, you've likely had a very successful career that includes a top-tier education and work at a highly-rated law firm, which means you're probably a perfectionist. While old habits can be hard to break, to be a successful GC you will need to find a way to get comfortable with work that is "good enough," but not perfect. This is because GCs work on so many different matters that there isn't enough time or resources available for everything to be handled to perfection. You'll also need to get comfortable taking risk, because businesses generally need to take some risks to succeed and grow.
- ▶ Managing a budget. Most GCs will have to operate their department within the confines of a budget, and learning to do so takes time. Many experienced GCs have also been in situations where they faced a significant legal matter that required a team of expensive attorneys to handle properly, so these GCs had to decide whether to go over their budget in these circumstances. With experience, successful GCs can develop a sense of when the risk of getting something wrong is too great to remain tied to their budget, so they have learned to get comfortable throwing their budget aside to do what is best for the company. Deciding when to do so is a delicate balancing act with potentially significant consequences.
- ▶ Rethinking communication style. Most lawyers spent many years honing their writing skills, and the natural tendency for many is to utilize their analytical writing skills at every opportunity; however, it's best to reconsider this approach when communicating with business partners. Executives typically value simple, concise communication, and don't

want to be bothered reading a long memo to find an answer to a question. Developing a habit of writing one-sentence answers to emails is useful. One-word answers are even better.

- ▶ Becoming solution-oriented. Finding ways to avoid saying “no” to risky business proposals is key for success in the GC role. Even when the answer should be no, so long as the proposal is not patently illegal, it’s best to try to find a way to advise on the likely outcomes and whether the company is positioned to absorb the risk inherent in the proposal. It’s even better if the GC can find a creative way to reduce the risk while still achieving an end-result that accomplishes the goal of the business endeavor.

What advice would you give to in-house attorneys preparing to transition into a GC role?

Attend as many meetings as possible, even if legal issues are not being discussed. These meetings present a good opportunity to learn about the business, future business plans and goals, visions, challenges, and problems. This will be helpful in many ways, including as an opportunity to demonstrate to your business partners that you are aligned with their goals. Also, it may be helpful to:

- ▶ Become visible. The more you get yourself in front of business managers, the better. Walk the hallways, accept invitations for lunch meetings, attend company social activities, conduct training sessions, and use yourself in training videos so that others get used to seeing you front and center as the legal expert.
- ▶ Be a brand ambassador. Take ownership of the projects you work on and constantly focus on how you can help the company improve its performance. Think in the long-term and the big picture. Look beyond just the scope of your individual role and your department’s responsibility to focus on ways you can increase your company’s visibility to potential customers. If you adopt an “owner” mindset, that will likely be noticed by the CEO and other members of senior management.
- ▶ Be responsive. Many successful professionals have a policy of responding to all emails the same day that they are received. Nobody likes to work with colleagues who don’t respond to emails, so try not to put others in the position of having to ask, “Did you see my email?,” or being forced to follow up with you over and over again because you didn’t respond. In many situations a substantive response is not possible within a business day, but that’s no excuse for not responding. Instead, you can respond to acknowledge receipt of the message and outline the timing of when you expect to be able to provide a substantive response. Doing so will go a long way towards building good relationships in the workplace.
- ▶ Learn the technology and the finances. If you don’t have a background that allows you to understand the technology or the finances or the acronyms used, don’t be afraid to ask questions or ask your colleagues for some informal training.



What soft skills are most important for an aspiring GC to develop?

There are a lot of soft skills important to develop if you are aspiring to become a GC. The ones I hear

mentioned most often included: learning to prioritize and manage expectations; demonstrating leadership and credibility; communicating in a clear and concise manner; living by the company's core values; gaining trust; developing a reputation for strong problem-solving and strategic-thinking skills; working well on a team; displaying executive presence and sound judgment; acting proactively; and responsiveness.

What key relationships should a GC develop in order to be effective?

- ▶ CEO (Chief Executive Officer) – The relationship between the CEO and GC is crucial, though not always harmonious. Often the CEO is perceived as always wanting to step on the gas, whereas the GC is viewed as frequently stepping on the brakes. In other words, the CEO is often focused on attacking, whereas the GC is focused on playing defense. The more the GC understands the business, the better the GC can help the CEO find ways to achieve their goals with minimal legal risk.
- ▶ CFO (Chief Financial Officer) – The CFO touches almost every aspect of a company, including some of the most important departments such as payroll, procurement, IT, sales, and much more. The CFO sees and knows a lot about what is going on at the company, so frequent and open lines of communication with the GC are helpful to ensure the GC knows as much as possible about the business.
- ▶ CPO (Chief Privacy officer) – Like the CFO, the CPO works extensively with many different aspects of a business, including marketing, business development, HR, customer relations, sales, and more. The CPO is generally very visible within the organization, and generally has goals that are aligned with the legal department. The CPO also must have deep and broad legal knowledge to do their job effectively, so working closely with the GC will help ensure the CPO is effective.
- ▶ CHRO (Chief Human Resources Officer) – GCs and CHROs both work to minimize risk, but they often focus on different types of risk. When they work together in synergy as a unified force, they can increase their effectiveness exponentially. The GC and CHRO are two of the most important company representatives in the boardroom, and when their viewpoints are in sync, they both may find they have increased credibility and influence.
- ▶ CCO (Chief Compliance Officer) – The GC and CCO often work closely together because there is some overlap between their areas of expertise, so they can serve as sounding boards for one another, and can serve as advocates for each other during discussions with business managers. They are also both in a position to help spot potential legal issues and risks.
- ▶ Rank-and-file employees – When thinking about building relationships crucial for a GC role, don't just think about relationships with peers and superiors. It's also important for GCs to be familiar with the rank-and-file employees and have an understanding of how those employees feel about what is happening at the company. If the rank-and-file employees aren't happy, that may be a more important matter to address than many of the other issues the senior executive team is focusing on at any given time.

Conclusion

In today's era, the General Counsel serves as much more than the head of a legal department. The GC is also a key business leader involved in a variety of high-level business initiatives. To be effective in this role, the GC must have more than just a strong legal acumen. If you aspire to become a GC, it is important to develop not only your legal skills and experience, but also to gain a deep understanding of business and a high-level of emotional intelligence to ensure the ability to build strong relationships based on trust.

ABOUT THE AUTHOR

Kimberly Lerman is a Talent Manager in the Atlanta office of Consilio. She works primarily with attorneys, placing them in a variety of positions in corporate legal departments across numerous industries as well as at law firms.

Prior to the start of her career in recruiting in 2015, Kimberly spent 15 years practicing law in Atlanta, and she was involved in hiring attorneys throughout that time. In her last legal role she served as Vice President & Associate General Counsel for a large company in Atlanta. In addition to seven years of in-house experience, Kimberly also worked as a litigation associate at local law firms, including several years at both King & Spalding and Eversheds Sutherland. Throughout her law firm tenure Kimberly was involved with interviewing law students and lawyers at job fairs, on-campus interviews and onsite interviews. She also was a member of the Hiring Committee at Eversheds Sutherland from 2005 – 2007.

Kimberly currently serves as Co-Chair of the Duke Atlanta Women's Forum, and is a Member of the Duke Law Atlanta Board. She also volunteers with Emory Connects as a speaker and a mentor for current Emory students considering a career in law. When not working or volunteering her time, Kimberly enjoys swimming, biking and running, having completed 21 Ironman® triathlons. She is also an avid scuba diver and enjoys standup paddleboarding, hiking, nature photography (including underwater photography), yoga and cooking.



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