

InfoPAK<sup>SM</sup>

# Becoming In-house Counsel: A Guide for Law Students and Recent Graduates

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The following material is intended to provide law students and recent graduates with information about the role of in-house counsel and how to pursue a career in that field. This information 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.

ACC wishes to acknowledge the ACC members who shared their personal knowledge and experiences; which contributed greatly to the value of this InfoPAK.

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# I. An Introduction to Serving as In-house Counsel

The CEO of Reebok once quipped to his general counsel, “I hate lawyers—not you, Jack; you don’t count.”<sup>1</sup> This anecdote typifies the widely held notion that corporate counsel is a breed apart from other attorneys. This begs the question, “What exactly is an in-house lawyer?” Are they attorneys or are they merely corporate employees? What is their function within the corporate structure and to whom do they owe a duty of loyalty? What is their correct title? This InfoPAK<sup>SM</sup> will answer these questions, and address common notions and misperceptions about the identity of in-house counsel and their role in a corporate entity.

## A. What is an In-house Lawyer?

Simply stated, an in-house lawyer is an employee who works as an attorney for the corporation. The in-house lawyer, like any other employee, serves primarily to advance the needs of the business. The in-house counsel acts in a professional capacity as an attorney and, as such, is subject to the rules and regulations governing the practice of law.<sup>2</sup>

Within a typical corporate law department, attorneys fall within one of two groups: senior counsel (including general counsel and other senior-level attorneys with oversight responsibilities) and staff attorneys. The law department is headed by the General Counsel (GC), who typically also serves as the Chief Legal Officer of the company. The GC typically advises the Board of Directors and the corporation’s officers in all legal proceedings. The GC often reports directly to the Chief Executive Officer and is considered an essential component of the management team.<sup>3</sup>

Senior attorneys are charged with supervising lower-level staff attorneys, advising the company in one particular field of law, or supporting the GC in coordination with outside counsel on litigation matters. Staff attorneys, similar to junior associates at law firms, are typically assigned research-oriented tasks or are asked to provide support for the senior staff attorneys. A few law departments have removed this hierarchy by eliminating these titles. Thus, with the exception of the General Counsel, attorneys are referred to as corporate counsel.

Despite this general title, however, in-house counsel is more than just a legal adviser to a corporation or entity; in-house attorneys affect the full range of that body’s decisions. While counsel will typically have a greater investment in the legalities of the decision-making process than with the substantive implications of the companies’ business strategy, knowledge of the latter is essential for counsel to effectively protect the company’s legal interests.

## B. Who is the Client?

Unlike lawyers at a typical law firm, in-house counsels have one and only one client—the corporation.<sup>4</sup> They do not represent the board of directors, principal officers, or other individuals, even though those individuals act on behalf of the corporation.<sup>5</sup> As Model Rule 1.13(a) provides, “A lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents.”<sup>6</sup> This means that in-house lawyers are affirmatively obligated to advance the needs of the corporation over that of an individual officer or director if the latter is in conflict with the corporations’ best interests.<sup>7</sup>

The lack of divergent and/or conflicting alliances benefits both counsel and the corporation. Individual attorneys never need to assume the role of rainmaker, or concern themselves with bringing new business into the firm. Eliminating this responsibility allows attorneys to focus their energy and efforts completely on the corporate client.<sup>8</sup> Not only does this create a less stressful working environment for counsel, it benefits the corporation because it receives the full attention of its attorneys. This focus also allows counsel to understand the dynamics of the company and fosters an intimate familiarity with full range of issues faced by the corporation. This insight is integral to counsel's ability to proactively protect the company's legal interest and craft the most aggressive and effective defense in the event of litigation.

### C. What Are the Duties of In-house Counsel?

About two decades ago, corporate counsel functioned essentially as conduits between their employer, the corporation, and outside law firms, which meant that the position was a bastion of neither power nor influence.<sup>9</sup> With work confined primarily to corporate housekeeping and other routine matters, the corporate attorney was little more than a glorified middle management with a law degree.<sup>10</sup> However, the rising cost of legal services has seen an expansion of corporate counsel's responsibilities.<sup>11</sup> Now, as many organizations have legal departments that rival law firms in both size and qualification,<sup>12</sup> more and more corporate matters are being handled in-house.

In-house counsel in small legal departments of less than ten lawyers may be exposed to a practice that encompasses a wide range of issues on a regular basis.<sup>13</sup> In contrast, lawyers in large in-house departments are usually assigned to work in a single practice area within a specific practice group.<sup>14</sup> For example, Sprint-Nextel has a legal department of 125 people specializing in areas such as communications and government affairs.<sup>15</sup>

In-house attorneys affect the full range of corporate law. Practice areas include, among others, antitrust law, international trade, corporate securities, tax, real estate, government contracts, ethics, privacy, and intellectual property as well as the standard contracts and employment law issues.<sup>16</sup> In addition, the in-house counsel serves as a trusted advisor in areas that may extend beyond a strictly legal role.<sup>17</sup> The exact role that counsel will play within the corporation often varies depending on the individual relationships formed between counsel and corporate officers.<sup>18</sup>

Without the guarantee of more and new business around the corner, the primary duties of in-house counsel take on greater importance as a company's ability to manage risks is jeopardized. In a recently concluded worldwide survey, The World Law Group (in conjunction with LexisNexis and Martindale-Hubbell) found that the four biggest issues on the minds of in-house counsels are the following: (1) meeting demand for services given resource constraints; (2) effectively covering legal risks in high-growth/emerging markets; (3) managing numerous compliance challenges; and (4) keeping up with constant change in their respective companies' businesses.<sup>19</sup>

### Primary Duties of In-house Counsel

- Foster corporate conscience and set the tone for its ethical culture
- Implement legal educational responsibilities of management and employees
- Handle day-to-day corporate legal affairs
- Select and supervise outside counsel
- Effect corporate housekeeping
- Supervise relationship with outside auditors

## I. Legal Duties

The goal of the in-house counsel is to plan for the future of the corporation, institute measures to prevent future litigation, and monitor the activity of the organization and its employees.<sup>20</sup> In-house counsel endeavors to ensure that the organization is in compliance with all applicable laws and protects the legal rights of the corporation from abuse by others.<sup>21</sup> Recent corporate scandals and the passage of the Sarbanes-Oxley Act have made these responsibilities among the most significant of the tasks performed by in-house counsel.

While much of the in-house counsel's work is to avoid litigation, sometimes it cannot be avoided. Whether it is in pursuit of protecting the corporation's rights or defending it from lawsuits, in-house counsel must be prepared to oversee all litigation matters.<sup>22</sup> Often, counsel will work with outside law firm attorneys preparing and defending the company from suits.<sup>23</sup> However, the in-house counsel is usually involved in all stages of litigation, from the discovery process through settlement negotiations or trial.

To provide real-life examples of what in-house positions entail, below are job postings on ACC's Jobline, which specifically lists the minimum qualifications of desired candidates, together with the specific duties that the prospective hire is expected to perform:

### a. Nike

As our Assistant General Counsel - IP Litigation, you'll manage both offensive and defensive IP litigation matters, including patent, trademark, trade secret, unfair competition and copyright claims. You'll be responsible for formulating and driving strategy, including actively managing

outside counsel, working with expert and internal witnesses, facilitating discovery, and establishing and managing budgets. You'll enforce Nike's intellectual property against infringers globally, analyzing the merits of potential claims and relevant business considerations and recommending to Nike business units whether and how to proceed with potential claims. You'll advise on potential trademark and/or IP licensing issues, including issues dealing with 3<sup>rd</sup> party engagements. In addition, you'll educate relevant business groups and senior leadership on intellectual property related matters, including topics such as acquisition, claim avoidance and general risk mitigation.

As Assistant General Counsel – IP Litigation, you will be a key partner with various levels of management throughout Nike and its Affiliates. This position requires the ability to communicate effectively, both verbally and in writing, with technology and business personnel at all levels. This position serves as an advisor and counselor on IP issues to the business. The position is for someone interested in being very involved and deeply engaged with the business and who desires working in a high energy environment. You must have strong interpersonal skills – you must be an excellent communicator, a good listener, comfortable in a dynamic and fast-paced environment. Last, you should have a global perspective and desire to be part of a global team.

Requirements for the position include:

- A Juris Doctorate degree
- Minimum 6-8+ years of experience within a law firm or corporate legal department, with primary emphasis on patent and intellectual property litigation
- Extensive experience with litigation, especially including hands-on trial work
- Seasoned communication skills – able to influence at a variety of levels and across functions in a complex matrix organization
- Knowledge of invention process, state-of-the-art technologies in technologies relevant to Nike and its Affiliates' business
- Ability to analyze both design and utility patent invalidity and noninfringement issues in response to claims of infringement brought against Nike, recommend responsive action, and execute on strategy
- Ability to analyze trademark protectability and noninfringement issues in response to claims of infringement brought against Nike, recommend responsive action, and execute on strategy
- Ability and experience working closely and collaboratively with worldwide counterparts in developing case strategies and in performing technical analysis, especially in Asia markets
- Ability and experience in all aspects of IP due diligence, including analyzing IP portfolios, negotiating license and/or settlement agreements and various forms of technology collaboration agreements
- Must have business deal-making and negotiation acumen

- Membership of Patent Bar is a plus

**b. Microsoft's Copyright & Trade Secrets Group in Microsoft's Law and Corporate Affairs (LCA):**

The division has a rare and immediate opening for an experienced copyright attorney to work on cutting-edge intellectual property legal issues. This attorney will share responsibility with Microsoft's other copyright lawyers and professionals for the company's worldwide copyright legal practice. This role involves counseling on copyright and trade secret legal issues involving software, PCs, mobile devices and Internet services.

Primary Responsibilities for this position include:

- Serve as copyright attorney and trusted advisor for one or more product groups and their associated legal teams.
- Work effectively with internal business teams including others in LCA, business clients, specialists, Microsoft subsidiaries, and multiple Product Groups to help analyze legal risks and resolve issues.
- Coordinate work with outside counsel in the U.S. and abroad, and oversee efficient use of budget allocation.
- Create and deliver innovative legal training to clients and colleagues across Microsoft
- Closely monitor industry trends, legal and policy developments and competitive landscape that drives resolution of copyright and trade secret legal issues. The mix and balance among these responsibilities is anticipated to shift over time.

We are looking for a stellar attorney with:

- A J.D. and excellent academic credentials.
- A minimum of 3 years as a practicing attorney, specializing in intellectual property law with extensive US and international experience in copyright counseling, clearance, licensing, and conflict work, including litigation or litigation management. In house experience is a plus.
- Excellent oral and written communication skills.
- Ability to collaborate effectively across groups with a sense of urgency, including the ability to influence without formal authority.
- A keen business sense, the skills to find creative solutions to legal issues, and the ability to effectively balance legal risks against business interests.
- Outstanding organizational and analytical skills.

- Innate bias for action and driving client-focused results.
- Demonstrated ability to identify and prioritize key deliverables.
- Ability to work efficiently and balance multiple tasks in a fast-paced environment.
- Proven ability to work independently and as part of a team, and possessing the ability to lead, and motivate others.
- Desire and ability to interact effectively with a variety of personalities across diverse internal groups, teams, divisions, and cultures.
- Experience and passion for internet, software and technology-related issues. This description has been designed to indicate the general nature and level of work performed by an employee within this position. The actual duties, responsibilities and qualifications may vary based on assignment or group. Microsoft is an Equal Opportunity Employer (EOE) and strongly supports diversity in the workplace.

## 2. Non-Legal Function Within the Corporation

It is imperative that in-house counsel fully understands the complexities of a company's business as well as the respective industry to best serve their client.<sup>24</sup> In-house counsel have the luxury of being able to approach business problems without having ultimate responsibility for resolving the matters. This objectivity enables counsel to contribute meaningful suggestions to be used in resolving complicated business questions. In-house counsel can utilize their unique position within the organization's structure to play an integral role in the strategic planning of the company's business.<sup>25</sup> Counsel can provide legal insight that might otherwise never be addressed from more business-oriented directors.<sup>26</sup>

In-house lawyers are not constrained in their opportunities for advancement within a corporation. The significance of a legal degree in today's corporate environment is invaluable, enabling counsel to "act as both senior-level manager and as legal adviser"<sup>27</sup> and to move from a strictly legal position to one in the upper levels of corporate management such as Chief Executive Officer (CEO), Chief Financial Officer (CFO) or a member of the Board of Directors. In a 2001 ACCA poll, 11 percent of in-house counsel respondents served as CEO, six percent served as CFO, and another seven percent served as Chief Operating Officer.<sup>28</sup> In addition, 5 percent served as head of a business unit and almost 25 percent served as head of a Human Resources Department. By combining knowledge and understanding of the legal side of the business with a strong grasp for the business operations of a company, in-house lawyers can maximize their own value to the corporate entity.<sup>29</sup> It is this value that eventually leads to advancement outside of the legal department.

## II. Why Become an In-house Attorney?

Advantages of Becoming In-house Counsel	Disadvantages of In-house Counsel
<ul style="list-style-type: none"> <li>■ Close to the business management and decisions</li> </ul>	<ul style="list-style-type: none"> <li>■ Compensation is generally less</li> </ul>
<ul style="list-style-type: none"> <li>■ Increasingly complex and more sophisticated practice than private practice</li> </ul>	<ul style="list-style-type: none"> <li>■ Perceptions of the quality of the practice and of the practitioners can vary widely</li> </ul>
<ul style="list-style-type: none"> <li>■ Broader practice, generally speaking (this can vary)</li> </ul>	<ul style="list-style-type: none"> <li>■ Resources are usually not as great as in a large firm</li> </ul>
<ul style="list-style-type: none"> <li>■ Hours can be better regulated, (though not necessarily less than private firm hours)</li> </ul>	<ul style="list-style-type: none"> <li>■ Isolation—few colleagues to consult on ideas</li> </ul>
<ul style="list-style-type: none"> <li>■ Greater direct exposure for advice and decisions</li> </ul>	<ul style="list-style-type: none"> <li>■ Career tied to the fortune of the company</li> </ul>
<ul style="list-style-type: none"> <li>■ Less stress and pressure due to lack of billable hours, partner track</li> </ul>	

Flexibility and predictability are factors that make working for a corporation more attractive than the lifestyle common to the large firm attorney. As one ACC member said, “The beauty of in-house counsel is that every day brings new challenges and experiences” without the stress of billable hours.<sup>30</sup>

### A. Hands-on Law Experience

While first-year associates at law firm are likely to be placed in a group specializing in one area of law, in-house counsel have the opportunity to handle matters that cross the spectrum of legal issues.<sup>31</sup> Whether it involves a relatively simple contract law issue or complex civil litigation, an in-house attorney must be prepared for the multitude of legal issues that present themselves.

Corporate legal departments offer substantial opportunities for hands-on experience in litigation matters. Even in situations where a corporate entity retains outside counsel, the in-house lawyer continues to play a substantive role in the matter.<sup>32</sup>

## B. Opportunities for Growth

Attorneys working in a firm are often driven by their desire to become a partner. “Seven years or out” is a common phrase young attorneys hear as they advance up the firm ladder. Failure to make partner means that a young attorney will be forced to move on, as the firm will prefer to focus on more “promising” attorneys.<sup>33</sup> Unlike firm attorneys however, the career advancement of corporate attorneys does not follow such a rigorous and inflexible schedule.<sup>34</sup> Because corporations and businesses do not organize their legal departments in hierarchies that require employees to rise to the top of one particular field, in-house attorneys tend to have more varied promotional opportunities.<sup>35</sup> This potential for advancement is due in large part to counsels’ direct and daily working relationship with corporate officers.

As corporations seek to reduce legal costs, they are increasingly turning to in-house counsel to handle legal issues. The reliance has, in turn, led to a greater need for corporate counsel, who now handle more complex matters. While junior associates may spend their first few years working on large document reviews or writing memos for more senior attorneys, even the most junior in-house counsel will enjoy the dual benefits of having daily contact with the client and working on substantive issues.<sup>36</sup> Engaging in the legal side of the business allows young in-house counsel to gain greater insight into the corporation itself, while also increasing their knowledge of the business world. While law firm attorneys restrict their focus to legal issues, in-house counsel must be aware of the business ramifications when providing advice.<sup>37</sup> The multi-faceted nature of corporate counsel’s responsibilities allows counsel to enhance their experience base and foster their ability to meet the needs of their corporate client.

## C. Quality of Life

As one in-house counsel noted, “I went in-house after my firm merged with a larger firm that required partners to do a lot of marketing. I’m not good at marketing, I’m good at being a lawyer.”<sup>38</sup> Working for a corporate legal department allows women to focus on their skills as attorneys rather than being forced to take time away from their job in order to find clients. Further, lawyers who joined in-house departments from law firms found themselves being closer to the center of decision-making and more actively involved in company initiatives.

In general, the greatest benefit that corporate attorneys possess over their firm brethren is the high “quality of life.” The predictability of in-house counsel’s work environment is invaluable: the lack of mandatory billable hours, the absence of responsibility for cultivating new clients and the elimination of a partner track distinguish the in-house profession from that experienced by attorneys at firms.<sup>39</sup>

Many women in the legal profession also find it easier to balance work and family demands as in-house counsel. As the top legal person at The Gap, a woman, said, “generally, in-house is more conducive to a woman having control over her life. Balance is more possible.”<sup>40</sup> On the other hand, such a balance may be difficult to achieve in a law-firm setting. A law firm partner who used to

work in-house noted that, for a woman joining a practice, “it would be extremely difficult to start a family at the same time. My hope now is to get home by 7 o’clock; that almost never happens. I get home by my son’s bedtime, I hope. It’s not ideal.”<sup>41</sup> Her son is twelve.<sup>42</sup>

The opportunity for women to rise to positions of prominence within corporate legal departments has never been greater than it is today. According to ACC’s 2011 In-house Counsel Census, which collected data from 5844 in-house lawyers representing 4161 companies, 41 percent of in-house attorneys are women.<sup>43</sup> Currently, of ACC’s 7,659 members who serve as their respective organization’s General Counsel or Chief Legal Officer, an incredible 31.7% percent are women. In present numbers, women comprise 21.6 percent (108 out of 500) of all chief legal counsel for Fortune 500 Companies.<sup>44</sup>

Don’t be fooled, however. Working as in-house counsel is no cakewalk. Depending on the particular corporate entity, some in-house counsel’s hours may rival those of any law firm associate. The increase in the use of email, voicemail and Blackberries has led clients and senior attorneys to demand answers to their questions or concerns 24 hours a day, seven days a week. The use of technology has led to increased pressure for lawyers to provide a fast turn-around to legal questions.<sup>45</sup> In the end though, as many counsel have reported, it is the ability to have more control over those hours that separates the life of an in-house counsel from that of a law firm associate.

While in-house counsel do not necessarily work fewer hours than attorneys in firms as a rule, they do function in a work environment free from the pressing demands of billable hours that drive law firms. According to ACC’s 2011 In-house Counsel Census, 82 percent of in-house lawyers reported working between 40-60 hours a week.<sup>46</sup>

This ability to predict and control a work schedule makes an in-house corporate position particularly attractive to individuals with families.<sup>47</sup> The growing acceptance in the corporate culture of alternative work schedules – flex-time, telecommuting, part-time and job sharing–makes in-house counsel positions particularly attractive.

Again, however, avoid painting all corporate counsel opportunities with a broad brush. While this more relaxed environment is common for many in-house attorneys, it is by no means standard for all in-house positions. Thus, when researching possible corporate legal positions, it is important to talk with attorneys currently employed by the company and explore whether the corporate expectations comport with your own goals. These individuals can provide valuable insight into the lifestyle and work environment fostered by the corporation.

Many in-house attorneys are busier than ever due to the increasingly complicated ethics, compliance, transparency, and privacy issues that have sprung in recent years.<sup>48</sup> Despite some anxiety brought about by these, 92 percent of the 1,165 in-house lawyers who responded to the ACC 2011 CLO survey are satisfied with their role as in-house counsel.<sup>49</sup> The survey also reported that the job satisfaction among in-house counsel remains high.<sup>50</sup>

The best testament to the quality of life of an in-house counsel can be gleaned from the following anecdotes of real-life corporate general counsels:

## Day in the Life: Mark Roellig<sup>51</sup>

**6:30 am: BZZZZZ!** Still dark – the alarm goes off with a vengeance. Ugh, I am not a morning person. Check Blackberry to see if there are any “urgent issues.” Shower, shave, “suit up” and off to the office in 45 minutes. A little color blind – my wife will tell me at 10 pm that my purple tie doesn’t match my brown suit.

**7 am: Drive to work.** Check voicemail. Listen to audio books that I downloaded on my iPad. I’m currently reading “The Passage of Power” – the continued biography of Lyndon Johnson. Biography and history, in my view, are a better way of learning leadership than all those trendy, silly business books.

**8 am: Walking around with coffee.** Get my daily cup of coffee at the cafeteria and “wander.” I don’t allow myself to go back to my office until the cup is empty (helpful strategy for us introverts; you have to drink fast or chat!). Interact with staff, paralegals and others, and then go to see Dominic, one of my direct reports, and discuss a complex regulatory issue his team is facing in Korea. Give my thoughts. Offer my help. Helping your team accomplish their objectives is one of the most important things a GC can do. Then, head into my office, check the WSJ and daily blogs (What is the news of the day? How does it impact MassMutual?), and forward articles I think would be of value to others.

**9 am: Bernie who? He did what? And how are we involved?** The crisis du jour! There always is one. I don’t solve it myself. I call a diverse team together, and we begin working on a solution. As we start, Mike, our CFO, sees me through the windows into my office and drops in – teaching me, yet again, to keep my door open! But I always keep my door open to all, so that anyone, any level, can stop by any time, and they do. Mike and I discuss how to best structure a potential transaction we are considering from a legal and accounting perspective. Close relationships with my key clients and early involvement with them on their issues allows the legal staff, and me, to add the greatest value in shaping our environment and being strategic.

**9:47 am: Return Sue’s call.** “Sue, that is a super idea! It would be great to invite all the female attorneys in the Hartford office of Bingham to lunch.” Sue is one of my mentees. In addition to informal mentee relationships, I am always formally mentoring a 1L diverse student and at least one future leader at MassMutual. I end every meeting with: “If you were in my position, what would you be doing?” Sue’s suggestion will allow me to interact with attorneys I would not otherwise normally meet and provide me input on how they can help MassMutual, what I can do to assist their careers and what can be done to advance the opportunities of women in the legal profession, including how to better structure and value our flexible working arrangements. My mentees give me some of “my” best ideas. Actually, I get most of “my” ideas from my team, reverse mentoring, outside counsel, GCs and others. Actively listening to their suggestions, and refining and implementing their ideas allows us to continuously improve. And I always credit them. As Ronald Reagan said, “There is no limit to what you can accomplish if you don’t care who gets the credit.”

**10 am: Meeting on my departments’ “Strategic Long-range Plan.”** A significant benefit of in-house attorneys is their ability to be proactive by anticipating risk. However, developing specific strategies and tactics to advance the business is probably the greatest value we can add. Our Plan is our tool to move the legal team from responding to legal questions, to thinking about how we

can use our areas of expertise to be proactive and advance the business. The senior leadership team meets to discuss whether the Plan should also include trainings for our legal team on MassMutual's business model, and business concepts in general, so they can be better business partners. Ongoing development and improvement of our legal team enables them to improve our efficiency and meet our ever-expanding expectations. Never skimp in technology or education – give your team the tools to be successful.

**11 am: Interview with potential new head of the Flight Department.** Yep, other departments report to the GC. Ask structured interview questions about results, creativity, proactivity, ambition, work ethic, value of teams, etc. – and then turn it over to her questions. “What is the most important thing you do?” I respond, “What I am doing right now. It is all about talent and teams.” That is why I personally interview all the attorneys and other folks in leadership positions. I want to ensure that we hire people who will operate consistent with the attributes we value and that we continue to hire people better than me.

**Noon: Draft Investment Committee and board minutes.** Prereading goes out tomorrow – I have procrastinated enough! Governance is a critically important focus for a GC, but drafting and reviewing minutes may be the least exciting part of my job. Discuss with Christine, our corporate secretary, the agendas for the upcoming board and committee meetings. Strategize on how to ensure that we can facilitate the board, providing input and value on the topics, while always meeting its obligations in an efficient effective manner.

**12:32 pm: Call from the Chair of the Audit Committee.** Yep, we are working the Madoff matter. I synthesize the issues, laws and potential claims/defenses in crisp, understandable terms (no acronyms). Will have a strategy by the end of the week – I always have a “strategy” when dealing with an issue with the board. After further discussion, agree on our approach to work and communicate with the committee and the board.

**1 pm: Call from the GC of Barings in the UK** (a wholly-owned subsidiary of MassMutual). She wants to inform me of a challenging legal issue they have and get my thoughts. The free flow of information on legal, compliance and regulatory concerns facing the overall enterprise is critical. Now, it's time to dig into those 50 emails that have arrived – voicemail, too. And review that new compliance training video, (yep that reports in to the GC, too). I sure don't want all employees at MassMutual to go through something I am not comfortable with. Luckily, it is really good, conveying the message in a very effective/fun manner – to the extent compliance can be “fun.”

**2 pm: Begin work on annual objectives for my direct reports.** These tie directly into the objectives in our Strategic Long-range Plan. Boy, this HR stuff is a pain. But setting objectives, helping the team get there, and fairly appraising and rewarding folks who get there, is one of the most essential things I do. If I ask people to do “good work,” they end up a “B” at best. If I ask for 10 specific objectives, even stretch objectives, I get all 10, plus two more. Make sure I include personal development and team development objectives unique to each individual.

**2:23 pm: Roger (the CEO) is calling.** When I see his caller ID, I always answer my own phone. He asks whether there are any legal barriers to a business proposal. Speak to him in his language – crisp business – and not lengthy, incomprehensible legal gobbledygook. Where there are legal obstacles, try to never say no, but instead find a way we can accomplish what the business wants without undue risk. Our conversation morphs into the snow conditions in Vail. Well established personal connections with your board, CEO and other executives can help create the trust and

respect that will be beneficial when dealing with a significant challenge, or when moving fast in crisis mode.

**3:00 pm: *Head to Boston for a Boston Bar Association LGBT diversity event.*** I am the executive sponsor for the LGBTA employee resource group. On the way there, participate on conference call with a trade association on legislative initiatives critical to our industry. Yep, legislation is another way to move our legal agenda. If the law isn't great for our business, change it. Next is a call to David, the head of our litigation team, for an update on that Madoff matter. And then I receive a call from Maria, a former coworker who needs advice and help on a GC job she is applying for. I give advice and agree to work with my contacts to help. One of the most fulfilling things I now do is to help people who have worked for me, and helped me, advance their careers.

**5 pm: *LGBT event in Boston.*** Work the room. Fighting my introversion, I walk up to folks I don't know, chat, explain MassMutual and its diversity imperative (without diversity and inclusion, we simply will not get the results we need), and give out and gather business cards. I've asked my team members to do the same, and want to lead by example. Visible participation in what you are asking your team to accomplish or how to act is critical. How you act is more important than any poster or memos. During breaks in the awards presentation, I attempt to multi-task and proofread an article I am drafting for the *ACC Docket*.

**6 pm: *Dinner with Sidley law firm.*** Emphasize the needs of MassMutual in relationships with outside counsel, including results, cost effectiveness (love those fixed-fee proposals) and diversity. Insist on no increase in billing rates this year – my budget is flat; your fees can be, too. Can't help checking my Blackberry on the way to the restroom. Respond to that question from the GC of another large company on legislative strategy. Having relationships with and collaborating with other GCs can be very valuable to your enterprise.

**8 pm: *Drive home to Connecticut.*** Listen to more of "The Passages of Power." Nope, no emails allowed in the car on the Pike! Conference call with the team on that Madoff matter. Then, get on the phone with my wife, Lisa (a true partner – couldn't do what I do without her help, support and love). The contractor remodeling our home in the mountains in Estes Park will be done when?? Is that in 2013 or 2014?? Yes, I think a little red color in the wood on the ceiling would look nice. (Of course, through my eyes, it will just be brown.)

**10 pm: *Pull into our garage.*** Find all those business cards I picked up. Tired. Light up the computer, but remote login is not cooperating. Consider screaming or stomping on the computer. Finally get logged in. Send the people I met individual emails indicating it was a pleasure to meet them and attach topical materials that are consistent with our discussion. Respond to emails I received all day and then thank others on my team who attended the event tonight (positive reinforcement is a very strong thing).

**11 pm: *Crawl into bed.*** Can't wait for a weekend to enjoy working out, washing the cars and projects in the yard. Not really ... I love my job and the potential value I can add to those who have entrusted this responsibility in me. Every day, I attempt to structure my schedule and expend my time in a way that adds the greatest benefit to them. Take a few minutes to really appreciate the people and team who have assisted me in doing so. My accomplishments are theirs.

**Day in the Life of: Fern N. Zappala** (General Counsel/VP/Chief Compliance Officer for the American Society of Health-System Pharmacists)<sup>52</sup>

**5:30am: I usually wake up between 5:00 and 5:30, without an alarm.** While enjoying a cup of coffee (or two), I look at overnight email and respond as needed, skim the *Wall Street Journal* and *Washington Post*, and listen to the morning news. This time helps me organize the day ahead

**7:30am: Drive to work. Our headquarters is in Bethesda, Md., so my commute is relatively short** by DC standards (15-20 minutes). Unless I'm on the phone (hands-free, of course), I usually listen to music.

**8:00am: At the office, I respond and address any priority issues, and check ASHP Connect (our member-only social media site)** and one or two legal news bulletins. Then, I talk with the HR director, who is one of my direct reports, to clarify any actions that need to be taken on that particular day. We try to minimize conversations via email due to confidentiality concerns. During this time, I will also touch base directly with the CEO and COO, if needed.

**9:00am: Meet with the HR director and assistant general counsel** about the upcoming annual performance review process for staff. Our discussion focuses on the need to have performance review documentation be reflective of employees' actual performance, including the importance of providing constructive criticism.

**10:00am: Prepare a memo to the Benefits Committee** about potential options for 2014 regarding staff health insurance and the Accountable Care Act (ACA). Our organization has always maintained a fully insured program through a well-known carrier for our staff, and believes it is an important recruitment and retention tool. Given the double-digit percentage-point increases experienced in premiums in 2013, we feel it is appropriate to investigate and review a potential range of health insurance options for 2014.

**11:00am: Draft an amendment to an existing agreement** that licenses our journal content. Over the years, we have developed templates, and they are always being revised. Intellectual property protections for our book and journal content are important elements within our publishing contracts

**11:30 am: The assistant general counsel and I have our weekly meeting** to discuss the current list of contracts and other pending matters. Staff is generally very good about involving our division early in the contracting process, so that legal and business issues do not derail a transaction further down the road.

**12:00 pm: Around noon, I normally try to go get a bite to eat or run a quick errand.** Getting out of the office helps to refresh me for the afternoon. Today, however, I participate in a board meeting by conference call for a separate tax-exempt entity jointly owned by our organization. Sometimes, noontime is the only time to get things done.

**1:00pm: Call our insurance broker to discuss short-term disability insurance** for several of our staff who work remotely from their homes in other states. As some states are now requiring greater coverage than our corporate coverage provides, we will have to obtain separate coverage through the respective states. We also discuss the need for additional coverage for our social media activities and for our upcoming computer system upgrade.

**2:00pm: Review the HHS regulations on the Physician Payment Sunshine Act** and provide comments for a memo to the Board being drafted by the government Affairs division.

**3:00pm: Meet with staff leaders in the membership area** to discuss revising our conflict of interest (COI) principles and processes for our various component groups. These component groups have significant input into the development of the professional policies for our organization.

**4:00pm:** For the upcoming fiscal year, we are using strategic planning software to better track performance and progress toward organizational goals and objectives set by our board of directors. I log in, complete the online tutorial, and **begin developing performance measures and targets.**

**5:00pm: Speak with a staff member about a proposed nondisclosure agreement (NDA)** that has been sent by an outside organization that wants to meet with several members of our staff tomorrow regarding a proposed business opportunity. After reviewing the NDA, I decide that one of our in-house templates may be more appropriate and get started on the relevant revisions. I'll finish this later tonight.

**6:30 pm: No scheduled dinner or evening meetings tonight.** I leave the office for my weekly violin lesson. It is a great change of pace. If I had not become a lawyer, I would have wanted to be a professional golfer or musician.

**8:00pm: Arrive home** and have dinner with my family.

**9:00 pm: Review the work I started in the office** on the last-minute NDA and email the document to the staff person.

**10:00pm: Bedtime.** Will start again tomorrow.

## III. The Downside of In-house Practice

### A. Lower Pay

On average, in-house attorneys earn less than their law-firm counterparts. The recent recession and corporate desire to maintain costs have led companies to hold down legal costs by cutting back on in-house salaries. The recession has hit in-house counsel harder than those in the private sector. The national average salary for all in-house counsel in 2012 was \$183,754,<sup>53</sup> with an average of \$62,465 in bonuses.<sup>54</sup> A typical first-year corporation counsel can expect to earn between \$66,250 and \$100,250, while attorneys with one to three years of experience will earn between \$77,500 and \$124,500.<sup>55</sup> Salaries for upper-level corporate attorneys with 10-12 years of experience ranged from \$134,500 to \$235,500.<sup>56</sup> In 2010 and 2011, CLOs' and GCs' compensation across the U.S. averaged \$521,238 and \$427,402, respectively.<sup>57</sup>

A further drag on in-house counsel salaries is the fact that, unlike firm partners, corporate attorneys do not share in the profits of the corporation. While their salary and bonus structure may earn them significant compensation, their salaries will never rival those earned by top attorneys in

private practice. Companies used to offer stock options as an incentive to attract and retain quality in-house counsel; however, such offerings are now rarely, if ever, extended.

Compared to salaries of \$109,000 to \$134,250—the national average earned by first-year associates at the largest law firms—and multi-million dollar salaries for partners, in-house counsel seem to be receiving insufficient compensation for the work they produce.

However, for General Counsel employed at the largest corporations, compensation has been relatively unaffected by the recession. GCs at many Fortune 100 companies can still expect to earn millions per year.<sup>58</sup> Many practice areas also remain strong. The five highest paying practice areas in 2012, based on average total cash compensation, are antitrust/trade regulation, intellectual property (licensing), mergers and acquisitions, government relations, and companywide compliance.<sup>59</sup> Last year also saw a comeback of a “combination of deferred cash, stock options, restrictive stock and other types of company-specific long-term incentive plans” being offered to in-house lawyers.<sup>60</sup>

## B. Isolation from Other Lawyers

A majority of corporate law departments maintain a legal staff that numbers in the single digits. In fact, in ACC’s 2011 CLO Survey, it was found that 31 percent of in-house law departments are staffed by solo-practitioners; 41 percent are staffed by teams of 2–5 lawyers or less; and only 8 percent are staffed by more than 20 lawyers.<sup>61</sup>

Perhaps the greatest disadvantage of being the sole attorney for a corporation is that such an arrangement has the potential to foster a sense of isolation from other attorneys. Because counsel’s ability to bounce ideas off other attorneys may be limited by the size of the corporate legal department, it is wise for in-house counsel to secure membership in organizations such as ACC. The ACC Chapters and Committees provide forums through which members (and non-members) can network with their peers. Utilizing ACC’s database of sample forms, articles and informational packages or InfoPAKs<sup>SM</sup> allows a single attorney or small law department to operate as if they had a large legal research group at their fingertips.

## C. Moving On—Once In-house, Always In-house?

Attorneys who become in-house counsel after leaving private firms often worry about whether they will be able to transition back to a law firm. While it is unclear what percentage of lawyers seek to move back to firms after serving as in-house counsel, the desire to move back can be daunting for mid-level attorneys.<sup>62</sup> Law firms are designed around “the partner-track”—that mythical career path that ends with attorneys becoming partners in the firm.<sup>63</sup> For lawyers who leave a firm to serve as in-house counsel, this path is not easily retraced. While the individual attorney may be gaining valuable experience working within the corporate environment, he or she will need to demonstrate an ability to bring clients, and thus revenue, into the firm.

Senior-level corporate attorneys may face less difficulty moving back into firm as they are often brought on as either a partner or a senior attorney.<sup>64</sup> Their knowledge base, contacts, and expertise are assets sought by law firms, and make them valuable lateral additions to any legal staff.

Of course, in-house counsel's decision to leave his or her position may not be a matter of election, but one of necessity. While some law firms do go out of business, it is more common for a corporation to fold.<sup>65</sup> Thus, it is important to thoroughly investigate the long-term stability of any corporation before accepting a position in their in-house legal department.

## IV. How to Pursue a Corporate Counsel Career Path

### A. Do Corporation Hire Recent Law Graduates?

"It is becoming rarer for a company to look at a candidate who's coming straight from a law firm," he says. "The desire is to have candidates who already have in-house experience. It's becoming more of a requirement as opposed to a preference. So we're seeing musical chairs – people moving from law department A to law department B. Companies want the individuals who've already made the culture change and can step in and be a plug-and-play hire. Simply having a good résumé and pedigree stamp from a law firm does not instantly yield the kind of in-house job it may have 10 or 20 years ago."<sup>66</sup>

The sad truth for most graduates looking to land in-house positions is that corporations rarely hire attorneys directly from law school.<sup>67</sup> Those individuals who are able to transition straight from law school into the corporate legal world, however, will likely be promoted at a slower rate than those who transfer from a law firm.<sup>68</sup> While a handful of corporations may consider hiring law students, most will only consider candidates with four years to nine years of experience working at a law firm.<sup>69</sup> Corporations are looking to hire attorneys with more and more experience, to reduce the amount they would have to spend on training or supervision.<sup>70</sup> In addition to the experience required, corporations are looking for "jack-of-all trade" attorneys.<sup>71</sup> Seeking out internships with corporate legal departments will only help a law student or recent graduate to become an in-house counsel.<sup>72</sup>

Research comparing the hiring criteria of law firms and corporate law departments indicates that the pedigree credentials are not as important though for many in-house positions as compared to similar size law firms. According to a recent MCCA study, law firms' emphasis on "box credentials—a degree from a Top 10 law school, membership in law review, or clerkships with federal judges—is not shared by recruiting departments at corporate legal divisions, where the emphasis is focused on experience, expertise, and one's ability to manage groups of attorneys.<sup>73</sup>

As more attorneys are drawn to corporate legal departments and the pool of well-qualified attorneys increases, companies are able to be more discriminating in their hiring process. An informal survey of ACC members who work as corporate counsel reveals that most would not feel comfortable hiring a recent law school graduate. The lack of experience in legal affairs makes it difficult for young attorneys to quickly make the adjustment from student to legal counsel. Thus, it is likely to remain difficult for law students to move directly from the classroom into the boardroom.

The best opportunities for law students are in either small start-up organizations or corporations that have a history of direct hiring. Hp (a direct hiring company), recruits law students from the top law schools to become part of their legal department. In the more recent years with the economy moving forward, legal departments are looking to recruit lawyers from law firms which they have previously worked with in order to cut the cost of outside counsel.<sup>74</sup>

HP	First Year Attorney Program
1. Description	The HP First Year Attorney Program hires recent graduates from law schools to join the HP team. The First Year Attorney Program provides recent law graduates with a set of courses and trainings, including practical skills and work training, to become the perfect in-house counsel. HP will place each first year attorney into a practice area that matches his or her strengths.
2. Time in Existence	The program has been in existence since 2010; this upcoming recruiting year will be their fourth year.
3. Goals	The goal of the First Year Attorney Program is to make the recent law graduate an expert in a particular area and have them stay with that practice area.
4. Duration	HP hopes that the first year attorneys will stay for years. The duration is really up to how long the attorney would like to be a part of Hp. Although HP has different divisions which they place their attorneys in, the attorneys do not rotate among them. Once the strengths of the attorney's are identified they will be placed in that practice area.
5. Logistics	HP has requirements for the first year attorney programs, such as a three-day intensive camp, as well as other mandatory trainings. However, the first year attorneys really do what is needed of them within their specific practice group.
6. Number of Participants	In each of the past two years, HP has hired 6 participants. However, the number varies based on the number of open positions in each practice area.

7. Academic Status of Participants	Law school graduates
8. How are Students Recruited	HP recruits from the top law schools.
9. Requirements for Selection	When selecting participants HP looks for a number of different qualities. HP looks for strong academics; however, they do not have a set GPA requirement due to the fact that law schools calculate GPAs differently. Other than academic performance, HP looks for its potential participants to have travel experience, good communication skills, and anything that will make the applicant stand out. To HP, what a potential participant of the program does between college and law school is important because it determines whether they will be a good fit for HP.
10. Assigned Mentor	HP has a mentorship program that requires first year attorney to have mandatory check ins. After the first year, the mentorship does not have mandatory check ins and becomes more of a working relationship.
11. Future Job Offers	The first year attorney program is a job offer.

As an alternative to a full-time position, candidates should consider applying to corporations that have summer clerkship programs. Corporations such as Shell Oil, Aetna, and General Motors have run programs that led to the direct hiring of law students.<sup>75</sup> Applying to summer internships will make a law student or recent law graduate more marketable once they start looking for in-house counsel positions.

## B. How Does One Become an In-House Counsel?

The intimate knowledge of the corporation's legal and business issues gained from the outside counsel perspective allows for a smooth transition into to an in-house counsel position. A number of participants in a MCCA focus group went in-house from government jobs as either prosecutors or staff attorneys for a regulatory agency.<sup>76</sup> The skills and knowledge acquired while working in agencies such as the Federal Communications Commission, Securities and Exchange Commission, or Federal Trade Commission can prove invaluable, especially when a lawyer moves to a company whose industry is regulated by the lawyer's previous employer.

One tool that may assist young attorneys in their search for an in-house position is a business degree. Not only do attorneys with a MA/MS/MBA's earn more on average than those holding only a JD (\$155,912 as compared to \$133,000), they make themselves more valuable to the

corporation by having a greater understanding of the business world.<sup>77</sup> Law school students may also want to consider a joint degree program. A number of schools offer joint JD/MBA, JD/MHA (Master of Hospital Administration), and/or JD/MLHR (Master of Labor and Human Resources) programs. While an advanced degree will not guarantee employment, it may open more doors.

As with any job hunt, one of the greatest resources available to young attorneys is their personal network. Other than a personal network, law students and recent graduates should take advantage of the numerous resources that allow them to search for in-house counsel positions. The ACC website lists numerous job opportunities by different employers all over the country through the ACC Jobline. A law student or recent graduate does not even have to be a member to have access to the thousands of job postings.

It is also important to make sure your resume accurately reflects your skills and experience. If a company does the advertising and hiring process itself, the person responsible for the initial screening will quickly eliminate any resume where the level or type of experience does not closely fit what the company is looking for. This person, typically not an attorney, will be looking for key words and phrases in the resume to match those in the job description.<sup>78</sup>

#### Qualities Necessary to Become an In-house Counsel

- Ability to work quickly and creatively
- Strong research and writing skills
- Solid communication skills
- Ambitious and “value adding” attitude
- Sound business judgment
- Demonstrated analytical skills
- Prior experience and quality training at a law firm or company with a significant legal department and/or sophisticated practice

### C. What Can I Do in Law School to Help Me Go In-house?

As more attorneys pursue in-house counsel careers, a growing number of law schools such as Syracuse University, University of Houston, and Pace Law School, are offering law classes focusing on training future in-house counsel.<sup>79</sup> Many of these programs seek to prepare these future attorneys to tackle the issues that are most common in corporate practice—contract negotiations and internal investigations—as well as the unexpected issues that may arise in the natural course of business (mergers, SEC investigations, etc.). Additionally, in-house practitioners

are often invited to speak as guest lecturers, providing an occasion for students to obtain career advice, learn more about the profession, employment or internship opportunities.

Good communication and writing abilities are skills that a corporate counsel must bring to the table. Law students can better prepare themselves to master the tasks that will comprise a majority of their work as in-house counsel by taking classes in oral advocacy and legal writing. Interested students should also consider taking management and business classes outside the law school. While the knowledge gained in such classes cannot replace the skills learned on the job, it can give interested students material that will help them stand apart from the competition.

Speaking to corporate attorneys to gauge their interest in hiring you as a part-time law clerk. While the work may not be glamorous, it will provide important insight into the operating procedures of a corporate legal department. More importantly, it allows the law clerk to establish contacts with people who can one day help secure them a position as an in-house lawyer. Some organizations, like ACC Chapters across the country, are also sponsoring scholars of diverse backgrounds every summer with the aim of exposing them into the in-house practice of law. These programs can be invaluable for students looking to gain insight into the skills necessary to thrive as corporate counsel. The following programs, the details of which were collected through phone interviews by the authors, are excellent examples:

<b>WMACCA Chapter</b>	<b>Corporate Scholars Program</b>
1. Description	The Corporate Scholars Program gives the students unique insights into the in-house practice of law. The Corporate Scholars Program is also a “diversity pipeline” program. WMACCA hopes to get applications from populations that may otherwise lack access to these opportunities. Diversity for this Program is used in its broadest sense, not simply to convey ideas about gender, race, ethnicity, etc., but also concepts of socio-economic background and the student's individual educational and career path. <sup>80</sup>
2. Time in Existence	The program’s has been in existence since 2004
3. Goals	Provide the scholars with the opportunity to learn about and experience the areas of corporate practice and legal advocacy that in-house counsel handle, as well as the relationship between providing business and legal advice to clients in a variety of substantive areas.

4. Duration	10 weeks, 40 hours per week, during the summer
5. Logistics	WMACCA has some requirements for corporate hosts: the corporate scholar must have a written product at the end of the program, be involved in substantive work, be given the opportunity to sit in on meetings, etc. However, the specifics of the program are set by the individual host corporations internally.
6. Partner Organization(s)	It varies per year, but there can be no more than one (1) corporate scholar per host company.
7. Number of Participants	It varies per year: as few as four; between 10-14 in recent years; around 70 (total) since the inception of the program
8. Academic Status of Participants	1Ls and 2Ls
9. How Students Recruited	WMACCA distributes the application forms in law schools in DC, MD, and VA; The Application Form contains general questions, questions on diversity, professional experience, socioeconomic circumstances, and asks for an essay explaining why the student is qualified and is the right fit for the program; preliminary screening is then conducted by an outside provider; interviews of candidates (about 30 students) forwarded by the outside screener to WMACCA is conducted over the course of a weekend; Students are then matched with the corporate hosts; finally, students will meet with host companies and the companies either accept or reject the match (no rejection has been made as of this writing).
10. Requirements for Selection	The Corporate Scholars Program is seeking students who have good grades, strong writing skills, previous work experience, and some professional maturity.
11. Paid Internship	Yes, 25 dollars per hour (aggregate total of \$10,000 dollars)

12. Academic Credits	No
13. Assigned Mentors	YES, Co-Chairs of the Program and a supervisor from the host company itself
14. Future Job Offers	Possible but not the norm. At least 3 former scholars have been offered jobs by their corporate hosts right after graduating from law school.

<b>ACC Georgia Chapter</b>	<b>Student Internship Program<sup>81</sup></b>
1. Description	The intern supports in-house counsel with program research, writing and other legal work in various practice areas such as patents, employment law, litigation, mergers and acquisitions, and transactional legal work.
2. Time in Existence	Approximately 10 years.
3. Goals	To expose law students to the in-house practice of law with focus on diverse students (not just traditional minorities), taking into account economic hardships, gender identities, ethno-cultural backgrounds, and other factors that make the students “diverse”; also serves as a pipeline for Georgia for the Georgia legal market
4. Duration	10 weeks during the summer
5. Logistics	The program is a full- time assignment, which time will be split between at least two different corporate law departments, where the interns are exposed to substantive legal work in different practice areas.
6. Partner Organization(s)	Host companies & law firm sponsors
7. Number of Participants	3 interns this year (varies every year)

8. Academic Status of Participants	1Ls
9. How Students Recruited	After advertising the position to the 5 local law schools, students are given a 1-month window to submit their completed application packets (resume & cover letters/personal statement) to their respective schools' career centers; schools forward the packets to ACC-Georgia Committee on Outreach Initiatives; applications are then reviewed by at least three attorneys who are members of the Committee. Preselected candidates are invited for an in-person interview with the members of the Committee. Each candidate meets with at least 4 attorneys in two panel interviews. Each panel then votes on their top picks, and the candidates with the highest number of votes will be offered the position.
10. Requirements for Selection	The program is open to minority or diverse law students from law schools in Georgia who have just completed their first year of law school and who have overcome challenging obstacles or circumstances in their lives. Strong academic credentials, community service experience and interest corporate in-house practice are preferred. No minimum GPA requirement because the selection process accounts for diversity as the most determinative factor.
11. Paid Internship	Yes, \$10,000 grant funded by ACC-Georgia.
12. Academic Credits	No
13. Assigned Mentors	Yes, Georgia Chapter members, the Committee members, and 6 attorneys from the host companies
14. Future Job Offers	No

Meanwhile, some companies also have their own summer internship programs with similar goals as those programs offered by the WMACCA and the ACC Georgia Chapter above:

<b>Hilton Worldwide</b>	<b>Summer Internship Program</b>
1. Description	The summer intern program by Hilton exposes interns to numerous practice areas that in-house counsel have to deal with it on a day-to-day basis. Interns get hands on experience with practice areas such as litigation, real estate, employment, sales, compliance, and more.
2. Time in Existence	Four years.
3. Goals	The goal of the program is to give the interns an intellectual and social experience, allowing them to see different practice areas of the law.
4. Duration	The duration is for the summer from May to August. Hilton does not take any interns during the fall or spring semesters.
5. Logistics	Interns receive a wide variety of work from all different areas of law. At the end of the internship, interns are required to give a presentation to the department about their experience and the work they have done during their time with Hilton.
6. Number of Participants	Varies every year.
7. Academic Status of Participants	Students can be from any year of law school.
8. How Students are Recruited	Through an application process (online).

9. Requirements for Selection	When looking at the applicants, it is important for their resumes to be perfect. There should be no awkward sentences or typos. Since Hilton does not necessarily look for any past work experience, the resume is paramount. Hilton also conducts phone interviews where they determine if the potential participant would be a good fit. During the phone interview, how a potential participant responds to questions is equally as important (Do they take their time? Do their answers make sense? Did they answer the question in its entirety?)
10. Paid Internship	Yes
11. Academic Credit	No
12. Assigned Mentor	No
13. Future Job Offers	No intern has been offered a job yet.

Other companies, such as Dell, will work with law firms in selecting their summer associate interns.

<b>Diversity Internship Program</b>	<b>Dell</b>
1. Description	Dell’s summer program is in partnership with law firms that serve as its outside counsel. Select summer associates that work for partner law firms are given exposure to the in-house practice of law at Dell by providing them with opportunities to research and write about discrete legal issues that confront Dell’s in-house legal department.

2. Time in Existence	The 2013 program is the fourth or fifth year that it has been in existence. (It was just rekindled this year after a preceding period of dormancy).
3. Goals	Dell endeavors to strengthen its relationships with its partner law firms through the program. Dell focuses on diversity when selecting partner firms, and only those firms with a strong track record on diversity initiatives are chosen. Dell also aims that, through the program, it will have the opportunity to build direct/personal relationships with law students who might be viable candidates for in-house positions at Dell in the future.
4. Duration	End of May to early August; the program runs concurrently with Dell's respective partner law firms' summer associate programs.
5. Logistics	Dell clerks are chosen from the pool of summer associates already hired by its partner law firms. The select few (8 students this summer) are given substantive research assignments that the clerks have to finish within a particular timeframe (which varies), and then the clerks have to present the findings and the final work product to the Dell attorney who assigned the project. The Dell attorney then provides feedback. Assignments differ and depend on the various needs of Dell's legal department at any given time.
6. Partner Organization(s)	Law firms (3 firms this year) which may vary each year
7. Number of Participants	It varies per year: there are 8 students participating this year

8. Academic Status of Participants	1Ls (rare) and 2Ls, the determination of which varies depending on the hiring practices of the partner firms
9. How Students Recruited	Partner law firms handle the recruitment process. Dell and its attorneys are not directly involved in student selection. Dell also does not impose specific hiring guidelines for law firms. Dell only gets involved after the firms have finished selecting their summer associate classes, at which point Dell requests for the firms to forward brief bios of the summer associates. The bios would contain the areas of the law that the summer associates are interested in. Dell selects its clerks based upon fit and subject-matter alignment between Dell's practice areas and the summer associates' interests. After which, the selected Dell clerks, while working for their respective firms, are given projects that are achievable within a discrete timeframe. The work product for those specific projects is then presented to Dell attorneys.
10. Requirements for Selection	Since partner firms act as feeders to Dell, the requirements would differ from one firm to another. Since Dell only chooses firms with a proven track record on diversity, Dell clerks are most likely going to be of diverse backgrounds. And because fit with Dell's practice areas is paramount, interested students should have a demonstrable alignment with those practice areas.
11. Paid Internship	Yes, and the amount depends on the respective law firms.
12. Academic Credits	No

13. Assigned Mentors	Yes, law firm associates and a mentor from one of Dell's different practice groups. The Dell mentor supervises the clerk and provides feedback on the clerk's final work product.
14. Future Job Offers	Possible, but not directly out of law school or after the program.

## V. Additional Resources

### 1. ACC Resource

Phillip R. Strauss, *The Facts of In-house Life: 80s Things I Wish I Had Known When I Went In-House*, ACC Docket, vol. 23, no. 3 (March 2005), available at [www.acca.com/protected/pubs/docket/mar05/facts.pdf](http://www.acca.com/protected/pubs/docket/mar05/facts.pdf).

### 2. Journal Articles

Veta T. Richardson, Jyrl J. Washington, Anne Weisberg, and Linda A. Willett, *Insights of In-house Women: What it Takes to Succeed in Today's Corporate Law Department*, 2002 ACCA Annual Meeting, available at: <http://www.acca.com/education2k2/am/cm/205.pdf>.

*Love the Job You're With*, 2 Corporate Counsel 60 (December 2002). Summarizes recent positive job reviews by current in-house counsel.

Susan Hackett, *Inside Out: An Examination of Demographic Trends of the In-House Profession*, 65 Texas Bar Journal 222 (March 2002). Summarizes an ACC study of corporate counsel demographics. Offers a link to the full findings of the study online.

Dan McAllister, *Ouch! Women In-House Lawyers Say They're Hitting the Glass Ceiling*, 1 Corporate Counsel 16 (April 1, 2001). Provides a summary of a survey examining why women are less happy in in-house counsel roles than their male counterparts.

Sue McCutcheon, *Corporate Counsel*, 43 Advocate 15 (July 2000). Describes McCutcheon's positive experiences as in-house counsel to Novartis Seeds.

Frederick Krebs, *Profiles of In-House Lawyers: What Makes Company Attorneys Tick?*, 21 Legal Times S47 (Nov. 9, 1998). Details findings of a 1998 ACCA survey, giving statistics on factors such as age, diversity, problems faced, and more.

Lisa Brennan, *Getting Those In-House Jobs: Traits Prized by Law Firms Are Exactly Those That Companies Eschew*, The National Law Journal (March 16, 1998). Describes management skills prized by hiring corporations.

Neal Soloman, *That In-house Attraction Is Just a Mirage*, The National Law Journal, A21 (May 12, 1997). Argues that in-house counsel jobs offer little reward in exchange for long hours of menial work.

### 3. Books, Guides, and Directories

Larry Soderquist et al., *Approaching Corporation Law in Corporate Law and Practice*, New York: Practising Law Institute, 1999.

*Corporate Counsel Directory*, Virginia State Bar Corporate Counsel Section, Richmond, VA: The Section, 1991-.

*Corporate Counsel Pro Bono Guide* / ABA ACCA Pro Bono, Chicago, Ill.: American Bar Association, American Corporate Counsel Association, 1990.

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*Directory of Corporate Counsel*, New York Law & Business (Harcourt Brace Jovanovich 2003-04).

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*Minority In-house Counsel Group Directory*, American Bar Association, Commission on Opportunities for Minorities in the Profession (ABA 1996-).

*National Directory of Women Corporate Counsel*, ABA Law Practice Management Section (American Bar Association 1999).

#### 4. Databases and Websites

Association of Corporate Counsel,  
[www.acc.com](http://www.acc.com)

Minority Corporate Counsel Association,  
[www.mcca.com](http://www.mcca.com)

Martindale Hubbell In-House Counsel,  
[www.martindale.com](http://www.martindale.com)

Corporate Legal Times, [www.cltmag.com](http://www.cltmag.com)

American Bar Association Section on  
Business Law,  
[www.abanet.org/buslaw/home.html](http://www.abanet.org/buslaw/home.html)

Federation of Defense and Corporate Counsel  
(FDCC), [www.thefederation.org](http://www.thefederation.org)

## VI. Endnotes

<sup>1</sup> John B. (“Jack”) Douglas, III, *Reebok Rules*, in 405 ACCA BOOT CAMP: AN INTRODUCTION TO IN-HOUSE PRACTICE 4, 4 (2002.), available at <http://www.acc.com/legalresources/resource.cfm?show=20594>.

<sup>2</sup> See Womble Carlyle Sandridge & Rice, LLP, ACC INFOPAK<sup>SM</sup>: NEW TO IN-HOUSE PRACTICE 8, 31-33 [hereinafter NEW TO IN-HOUSE PRACTICE], available at <http://www.acc.com/legalresources/resource.cfm?show=19651> (enumerating some of the major ethical and reporting rules that govern the conduct of in-house counsels).

<sup>3</sup> ACC, ACC INFOPAK<sup>SM</sup>: ROLE OF THE GENERAL COUNSEL 28-29 (2009) [hereinafter ROLE OF THE GENERAL COUNSEL], available at <http://www.acc.com/legalresources/resource.cfm?show=700992>.

<sup>4</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 5.

<sup>5</sup> ROLE OF THE GENERAL COUNSEL, *supra* note 3, at 9.

<sup>6</sup> MODEL RULES OF PROF'L CONDUCT R. 1.13(a) (2002)

<sup>7</sup> MODEL RULES OF PROF'L CONDUCT R. 1.13(b) (2002).

<sup>8</sup> Clifford Ennico, A PRIMER FOR NEW CORPORATE LAWYERS: WHAT BUSINESS LAWYERS DO 8-32 (1990).

<sup>9</sup> Boris Groysberg et al., *The New Path to the C-Suite*, HARV. BUS. REV., Mar. 2011, available at <http://hbr.org/2011/03/the-new-path-to-the-c-suite/ar/1>.

<sup>10</sup> Abram Chayes & Antonia Chayes, *Corporate Counsel and the Elite Law Firm*, 37 STAN. L. REV. 277 (1985).

<sup>11</sup> KPMG, BEYOND THE LAW: KPMG'S STUDY ON HOW GENERAL COUNSEL ARE TURNING RISK TO ADVANTAGE 1 (2012), available at <http://www.kpmg.com/Global/en/IssuesAndInsights/ArticlesPublications/Documents/general-counsel-survey-2012v2.pdf>.

<sup>12</sup> For example, General Electric has 1,100 lawyers worldwide, Citigroup has 1,000 lawyers, Liberty Mutual has 776 lawyers, and State Farm has 763 lawyers. *In-House Law Departments*, AM. LEGAL SEARCH, <http://www.google.com/url?sa=t&rct=j&q=&esrc=s&source=web&cd=4&ved=0CEYQFjAD&url=http%3A%2F%2Fwww.americanlegalsearch.com%2FResourceFile%2Ftop%2520500%2520firms%2520in-House%2520Counsel.xls&ei=IubRUfWALLax4AORpoCYDA&usg=AFQjCNEoOWsYHbCmDWelcGd5ATQ-jELDeA&sig2=QOVa0ZNRiVV->

40LYSG5epw&bvm=bv.48572450,d.dmg (last visited July 1, 2013).

<sup>13</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 5-6.

<sup>14</sup> *Id.*

<sup>15</sup> *Id.* at 5-6, 38 n.1.

<sup>16</sup> See *The Role of In-House Counsel: Global Distinctions*, ASS'N OF CORPORATE COUNSEL, <http://www.acc.com/legalresources/quickcounsel/troicgd.cfm#anchor1> (last visited July 1, 2013).

<sup>17</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 7.

<sup>18</sup> See *id.* at 6 (“The role of the in-house lawyer will also depend to some extent upon the way the legal department is viewed by the company-client.”);

<sup>19</sup> WORLD LAW GRP., GLOBAL AGENDA STUDY REPORT: ISSUES & PRIORITIES FOR SENIOR IN-HOUSE COUNSEL WORLDWIDE 7 fig.8 (2012), available at <http://www.theworldlawgroup.com/files/file/docs/WLG%20Global%20Agenda%20Report%20w%20Member%20irms.pdf>.

<sup>20</sup> This proactive duty is better known as risk management, which requires the in-house counsel to “actively . . . identify areas in which their corporations may be exposing themselves to legal risks and then work to mitigate the risks.” NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 15-19

<sup>21</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 19-29 (enumerating the various laws involved in corporate compliance, from whistleblower and privacy laws to industry regulations and document retention policies).

<sup>22</sup> ROLE OF THE GENERAL COUNSEL, *supra* note 3, at 43-49 (providing a detailed overview of the steps that in-house counsel must take to efficiently and cost-effectively manage litigation).

<sup>23</sup> See *id.* at 49-58 (detailing the various factors that in-house counsel must consider in choosing outside counsel in litigation matters)

<sup>24</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 7 (highlighting the dual function of in-house counsel within an organization—legal and business—and reiterating that the value of in-house lawyers is predicated on their ability to respond as business partners when confronted difficult issues).

<sup>25</sup> 2002 ACCA/GCCA Poll, 405 ACCA Boot Camp: An Introduction to In-house Practice, ACCA Annual

Meeting (2002), *available at*

[www.acca.com/education2k2/am/cm/405.pdf](http://www.acca.com/education2k2/am/cm/405.pdf).

<sup>26</sup> KPMG, BEYOND THE LAW: KPMG'S STUDY ON HOW GENERAL COUNSEL ARE TURNING RISK TO ADVANTAGE 5 (2012), *available at*

<http://www.kpmg.com/Global/en/IssuesAndInsights/ArticlesPublications/Documents/general-counsel-survey-2012v2.pdf>.

<sup>27</sup> See NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 7.

<sup>28</sup> These positions were held in addition to that of General Counsel. See [www.acca.com/practice/stats.php](http://www.acca.com/practice/stats.php).

<sup>29</sup> See KPMG, *supra* note 26, at 5 (stating that general counsels are now not only expected to provide excellent legal advice, but they are also expected to "help plan the most appropriate route to achieving" the objectives of their organizational clients).

<sup>30</sup> See *infra* Part II(C) for specific, real-life examples.

<sup>31</sup> See *supra* Part I(C). What Are the Duties of In-house Counsel? and accompanying notes.

<sup>32</sup> See ROLE OF THE GENERAL COUNSEL, *supra* note 3, at 43-58. See also Grace Giesel, *The Business Client is a Woman: The Effect of Women as In-house Counsel on Women in Law Firms and the Legal Profession*, 72 NEB. L. REV. 760, 792 (1993).

<sup>33</sup> See Janet Ellen Raasch, AM. BAR ASS'N., *Making Partner – Or Not: Is It In, Up or Over in the 21<sup>st</sup> Century?*, [http://www.americanbar.org/publications/law\\_practice\\_home/law\\_practice\\_archive/lpm\\_magazine\\_articles\\_v33\\_is4\\_an1.html](http://www.americanbar.org/publications/law_practice_home/law_practice_archive/lpm_magazine_articles_v33_is4_an1.html) (last visited July 2, 2013).

<sup>34</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 30.

<sup>35</sup> See ROLE OF THE GENERAL COUNSEL, *supra* note 3, at 30-35.

<sup>36</sup> NEW TO IN-HOUSE PRACTICE, *supra* note 2, at 30.

<sup>37</sup> See *supra* Part I(C). What Are the Duties of In-house Counsel?) and accompanying notes.

<sup>38</sup> *Creating Pathways to Diversity*, [www.mcca.com/site/data/researchprograms/RosePathways](http://www.mcca.com/site/data/researchprograms/RosePathways)

<sup>39</sup> See *supra* Part I(C). What Are the Duties of In-house Counsel? and accompanying notes.

<sup>40</sup> Ray DeLong, *Are You In or Out?*, BUS. L. TODAY, Mar.-Apr. 2004, *available at* <http://apps.americanbar.org/buslaw/blt/2004-03-04/delong.shtml>.

<sup>41</sup> *Id.*

<sup>42</sup> Ray DeLong, *supra* note 59.

<sup>43</sup> ASS'N OF CORPORATE COUNSEL, ACC'S 2011 CENSUS REPORT 72 (2011) [hereinafter 2011 CENSUS REPORT], *available at*

<http://www.acc.com/legalresources/resource.cfm?show=1306363>.

<sup>44</sup> AM. BAR ASS'N, COMM'N ON WOMEN IN THE PROFESSION, A CURRENT GLANCE AT WOMEN IN THE LAW 3 (2013), *available at*

[http://www.americanbar.org/content/dam/aba/marketing/women/current\\_glance\\_statistics\\_feb2013.authcheckdam.pdf](http://www.americanbar.org/content/dam/aba/marketing/women/current_glance_statistics_feb2013.authcheckdam.pdf).

<sup>45</sup> For example, the Legal Affairs Director for Tgs-Nopec Geophysical Co. in Houston, Texas, is the sole in-house lawyer for a company with 280 employees. When interviewed in 2003, he stated that he was working every weekend and that he had not taken a vacation since 2000. Eriq Gardner, *Picking up the Pace*, LAW.COM (Nov. 20, 2003),

[http://www.law.com/jsp/article.jsp?id=900005537117&Picking\\_Up\\_the\\_Pace](http://www.law.com/jsp/article.jsp?id=900005537117&Picking_Up_the_Pace).

<sup>46</sup> 2011 CENSUS REPORT, *supra* note **Error! Bookmark not defined.**, at 24.

<sup>47</sup> See Ray DeLong, *supra* note 59; Giesel, *supra* note 36, at 788.

<sup>48</sup> Catherine Dunn, *ACC's CLO Survey Looks to Past and Future of Legal Department Priorities*, CORPORATE COUNSEL (Feb. 1, 2013), Ethics and Integrity in the Post-Enron Era, 84

[http://www.law.com/corporatecounsel/PubArticleCC.jsp?id=1202586516713&ACCs\\_CLO\\_Survey\\_Looks\\_to\\_Past\\_and\\_Future\\_of\\_Legal\\_Department\\_Priorities](http://www.law.com/corporatecounsel/PubArticleCC.jsp?id=1202586516713&ACCs_CLO_Survey_Looks_to_Past_and_Future_of_Legal_Department_Priorities). See Paul D. Paton, *Corporate Counsel as Corporate Conscience: Ethics and Integrity in the Post-Enron Era*, CAN. BAR REV. 533, 536 (2006).

<sup>49</sup> ASS'N OF CORPORATE COUNSEL, ACC CHIEF LEGAL OFFICER 2011 SURVEY RESULTS 33 (2011), *available at* <http://www.acc.com/legalresources/resource.cfm?show=1294806>.

<sup>50</sup> Press Release, Ass'n of Corporate Counsel, Association of Corporate Counsel Census Reveals Power Shift from Law Firms to Corporate Legal Departments (Mar. 28, 2012), *available at* [http://www.acc.com/aboutacc/newsroom/pressreleases/acc\\_census\\_press.cfm](http://www.acc.com/aboutacc/newsroom/pressreleases/acc_census_press.cfm).

<sup>51</sup> Adopted from *Day in the Life*, ACC Docket, Jan. 2013, at 12-14, *available at* <http://www.acc.com/legalresources/resource.cfm?show=1323585>.

<sup>52</sup> Adopted from *Day in the Life*, ACC Docket, May 2013, at 12, *available at* <http://www.acc.com/legalresources/resource.cfm?show=1336465>.

<sup>53</sup> Ashley Post, *2013 In-House Compensation Report*, INSIDECOUNSEL (Dec. 21, 2012), <http://www.insidecounsel.com/2012/12/21/8-important-in-house-compensation-statistics?t=careers&page=2>.

<sup>54</sup> *Id.*

<sup>55</sup> ROBERT HALF® LEGAL, 2013 SALARY GUIDE: YOUR RESOURCE FOR COMPENSATION IN THE LEGAL FIELD 12 (2013) [hereinafter RHL SALARY GUIDE], *available at* <http://www.roberthalflegal.com/lawyer-salary-center>. Note that the Salary Guide reflects the national averages of salary ranges received by different categories of professionals in the legal field. *Id.* at 2.

<sup>56</sup> *Id.* at 12.

<sup>57</sup> Ashley Post, *supra* note 53.

<sup>58</sup> *E.g.*, Louis Briskman (CBS), the highest-paid GC of 2012, earned a total of \$14,611,037, and all GCs who were ranked inside the top 100 earned at least 7 figures. *The 2012 GC Compensation Survey*, CORPORATE COUNSEL, [http://www.law.com/corporatecounsel/PubArticleCC.jsp?id=1202562613886&The\\_2012\\_GC\\_Compensation\\_Survey&slreturn=20130603143115](http://www.law.com/corporatecounsel/PubArticleCC.jsp?id=1202562613886&The_2012_GC_Compensation_Survey&slreturn=20130603143115) (last visited July 3, 2013).

<sup>59</sup> Ashley Post, *supra* note 53.

<sup>60</sup> *Id.*

<sup>61</sup> ASS'N OF CORPORATE COUNSEL, ACC CHIEF LEGAL OFFICER 2011 SURVEY RESULTS 11 (2011), *available at* <http://www.acc.com/legalresources/resource.cfm?show=1294806> (aggregating responses from 1,165 CLOs).

<sup>62</sup> *See generally* Harrison Barnes, Esq., *The 'Dark Side' of Going In House*, BCG ATTORNEY SEARCH, <http://www.bcgsearch.com/article/60637/The-dark-Side-Of-Going-In-House/> (last visited July 6, 2013). The article estimates that 65 to 70 percent of the thousands of lawyers who left their law firms to go in house in the late 1990s and early 2000s “became unemployed within 18 months of starting their in-house jobs,” and that less than 20 percent of the lawyers who attempted to go back to firms was successful in doing so. *Id.*

<sup>63</sup> *Id.*

<sup>64</sup> *Cf. id.* (stating that it would be “problematic” for a lawyer with less than four to five years of experience to go in-house).

<sup>65</sup> *Id.* (highlighting the fact that a law firm going out of business “is considered a monumental event in the legal community because it is so exceedingly rare for law firms to go out of business in the first place”).

<sup>66</sup> Ashley Post, *supra* note 53.

<sup>67</sup> *See* Laura Carabillo, *Teaching the In-house Practice of Law – A Nuts and Bolts Approach*, METRO CORP. COUNS. 23 (January 1998).

<sup>68</sup> *Creating Pathways to Diversity*, [www.mcca.com/site/data/researchprograms/RosePathwayS](http://www.mcca.com/site/data/researchprograms/RosePathwayS).

<sup>69</sup> Ashley Post, *supra* note 53.

<sup>70</sup> *What Does it Take to Become an In-House Counsel?*, INHOUSE INSIDER (Dec. 2012) [www.inhouseinsider.com/what-does-it-take-to-become-an-in-house-counsel/](http://www.inhouseinsider.com/what-does-it-take-to-become-an-in-house-counsel/).

<sup>71</sup> Ashley Post, *supra* note 53.

<sup>72</sup> *Id.*

<sup>73</sup> *Creating Pathways to Diversity*, [www.mcca.com/site/data/researchprograms/RosePathwayS](http://www.mcca.com/site/data/researchprograms/RosePathwayS).

<sup>74</sup> Ashley Post, *supra* note 53.

<sup>75</sup> Steven Anderson, *New Blood: The Case for Hiring from Law Schools*, CORPORATE LEGAL TIMES, Jan. 2002, at 1; Constance Sommer, *Job Growth Stable in the 6<sup>th</sup> Circuit But Don't Ask for Flex Time*, CORPORATE LEGAL TIMES, Dec. 2000, at 72.

<sup>76</sup> ELIZABETH CHAMBLISS, AM. BAR ASS'N COMM'N ON RACIAL & ETHNIC DIVERSITY IN THE PROFESSION, MILES TO GO 2000: PROGRESS FOR MINORITIES IN THE LEGAL PROFESSION (2000).

<sup>77</sup> David M. Love III & Mark Roellig, *So You Want To Be a General Counsel? How to Maximize Your Chances*, SPENCERSTUART (Jan. 2012), <http://www.spencerstuart.com/research/articles/1575/>.

<sup>78</sup> Mary W. Legg, *How Did They Do It*, LEGAL TIMES, Aug. 17, 2004, *available at* [http://www.firmadvice.com/articles/article\\_how\\_did\\_they.pdf](http://www.firmadvice.com/articles/article_how_did_they.pdf).

<sup>79</sup> Christian Day, *Teaching Students How to Become In-House Counsel*, 51 J. LEGAL EDUC. 503 (2001).

<sup>80</sup> WMACCA Chapter Corporate Scholars Program, ACC, <http://www.acc.com/chapters/wmacca/scholars.cfm> (last visited July 1, 2013).

<sup>81</sup> *See generally* Georgia Chapter Student Internship Program, ACC, <http://www.acc.com/chapters/georgia/Intern.cfm> (last visited July 1, 2013).