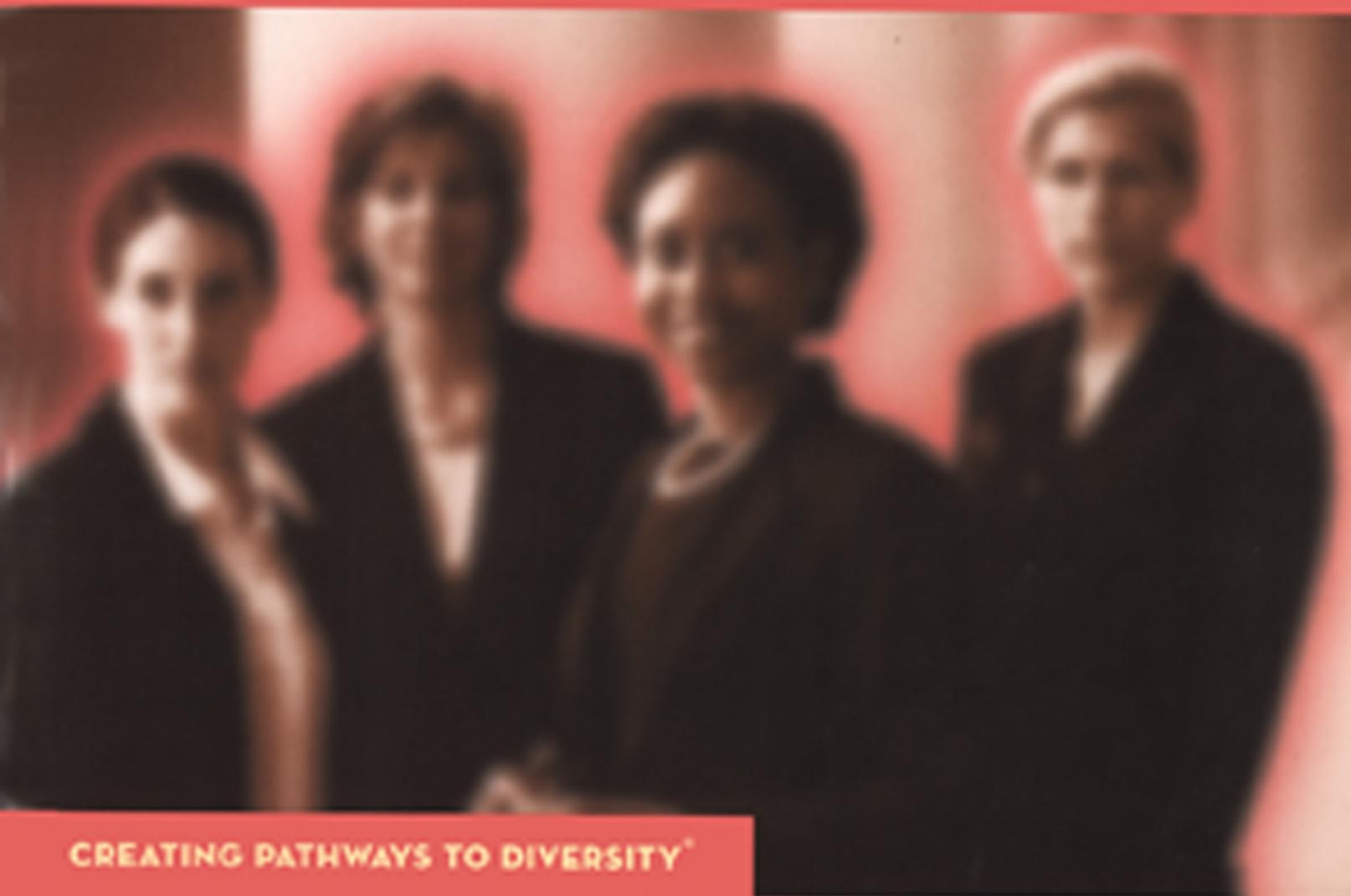


**FROM LAWYER TO BUSINESS PARTNER**  
*Career Advancement in Corporate Law Departments*



**CREATING PATHWAYS TO DIVERSITY<sup>®</sup>**

# EXECUTIVE SUMMARY

THE MINORITY CORPORATE COUNSEL ASSOCIATION (MCCA) was founded in 1997 to advocate for the expanded hiring, promotion, and retention of minority attorneys in corporate legal departments and the law firms that serve them. MCCA's efforts focus on the research, collection, and dissemination of information on the status of diversity in the legal profession and the use of that information to further the association's mission.

According to MCCA's Annual Survey of Fortune 500 general counsel, the number of women chief legal officers increased 50 percent from 2000 to 2002 and the number of people of color almost tripled — from 11 to 30. Despite the increases in the number of women and minorities in the top position, research done by MCCA, Catalyst and others has shown that significant career obstacles still impede the progress of law department diversity; those who are successful have developed strategies to overcome these barriers. The American Corporate Counsel Association's first comprehensive demographic survey found that, of the nearly 65,000 attorneys working in-house, women and minority attorneys are heavily represented in lower-level senior and staff attorney positions. Similarly, Catalyst's 2001 study, *Women in Law: Making the Case*, found that women working in-house had longer tenure and lower titles than men.

MCCA asked Catalyst to examine the success factors and barriers to advancing in-house. This information helped MCCA to develop a set of recommendations for those seeking to advance to the position of general counsel.

## FINDINGS

- 1. The most common route to the general counsel position has been moving in-house into the top spot from an associate or partner position in a law firm.** Less common paths include joining an in-house department after law school and rising through the ranks over time or moving in-house from the public sector.
- 2. The primary reasons for moving in-house were to seek better work/life balance, to avoid the business development pressures in a law firm environment, and to have a more active role in the decisions of clients.** Both men and women cited as reasons for moving in-house the desire for better work/life balance and more client contact. Women also cited as a factor the desire to avoid business development pressures.
- 3. Success in-house comes from understanding the business and functioning as a business partner to clients.** In-house attorneys are most effective when they understand the levers that drive the organization's business success. They need to shift their role from being the content expert, providing "pure" legal advice, to articulating the legal context — tradeoffs and risks — for making particular business decisions.
- 4. Advancement in-house is not linear but the result of developing relationships with executives in different business units throughout the organization and increasing one's sphere of influence through time.** Unlike the lock-step, linear career path in law firms, advancement in house is tied to having an increasingly more visible role within the company, which in turn is a matter of developing relationships with executives.



5. **Risk taking is a key personal strategy for attorneys seeking to develop their “leadership currency.”** Moving to the business side and practicing law in areas of the company, such as marketing, human resources, or finance, can be an important avenue to demonstrate leadership potential and develop useful skills. Taking credit for achievements, a difficult skill for many women, is also a key success strategy.
6. **Mentors played an important role in helping attorneys to navigate the corporate environment.** They acted as coaches to provide guidance and as sponsors to provide visibility and credibility regarding one’s work ethic and ability. For people of color especially, mentors, including often family members, provided critical guidance in how to handle racial stereotyping.
7. **While many attorneys moved in-house to seek improved work/life balance, the changing role of the general counsel position has resulted in escalating time and accessibility demands.** Many participants believed that the use of flexible work arrangements carried a heavy career toll. In-house attorneys did, however, report greater control over their time than in a firm environment.
8. **Women were more likely to have made work/life tradeoffs — such as delaying children or marriage — and to reflect on what they had foregone.** While both women and men general counsel with children were equally likely to have a stay-at-home spouse, the partners of male attorneys were more likely to have left a demanding professional position to assume the role of family manager. In addition, women attorneys described a much more hands-on, day-to-day definition of family involvement.
9. **Women attorneys working in-house are seeking to create their own definition of success, which includes a meaningful role at home and at work.** Given the high degree to which career and family decisions are related for many women, it is not surprising that many of them are seeking to create and define their own personal model of success. In doing so, many believe that perhaps it is not possible to have it all at one time. Several expressed an increased willingness to forego or postpone climbing to the next career rung in order to give greater priority to other aspects of their lives, such as families.

**10. General counsel must be prepared to lead increasingly diverse legal teams and this entails promoting the inclusion of talented and involved women and minorities from their primary law firms.** Corporations are increasingly focused on diversity issues internally and for their external service providers. Many of the general counsel participants recognize the critical role they can play in affecting change in law firm environments. While nearly all general counsel in the study reported that the diversity profile of their primary law firms was part of their decision making process, several have gone as far as steering work away from firms that have not made sufficient progress. The general counsel interviewed in this study are looking for talented and involved women and minorities to lead engagements and/or be included on their matters, not simply serve as tokens for client calls.

It is an exciting and challenging time for in-house counsel. There is mounting evidence that the past will not predict the future of advancement for women and minorities in corporate law departments. The job has evolved and the expectations have changed. The pipeline to general counsel is full of high-potential women and minorities.<sup>1</sup> The goal of this report is to help them fulfill that potential by helping in-house attorneys understand career advancement in corporate law departments so they can use this wisdom in defining their own career paths.



<sup>1</sup>In October 2002, Corporate Counsel magazine published a “shortlist” of the ten in-house lawyers most likely to become general counsel of a Fortune 500 company, and six were women – including two women of color. Since then, both of women of color have been chosen to lead Fortune 500 law departments and many others stand ready to ascend the ranks (see, *Diversity & the Bar*, March/April 2003 issue, “15 Women to Watch”).

# INTRODUCTION

THE ROLE OF CORPORATE LAW DEPARTMENTS has evolved from being primarily an intermediary between the company and its law firms to being a full-service legal team involved in every major business decision. Historically, corporate law departments focused on the handling of routine legal matters while more complex legal issues were managed by outside law firms.

*For many years, the role of in-house counsel was to act as a conduit between inside business people and outside counsel. Their role lasted only so long as it took to get a matter from their in-box to their out-box.*

—Man General Counsel

Many attorneys perceived corporate law departments as having lower status than law firms in part because the pay was less in-house and in part because the work was not as varied or challenging in-house as the work in firms that represented multiple clients in different industries. In-house lawyers had limited career development opportunities, and seldom became expert in a practice area or had a significant role in emerging fields of law. Companies relied upon the law department to be a liaison to their primary law firms but they turned to those firms when they needed legal advice and depended on them to manage their risks and liabilities.

*Most companies didn't have in-house departments until the end of the 60s or 70s. Until that point, most companies had one outside law firm, and they listed the law firm as General Counsel. Usually, the chair of the firm and the CEO were buddies. Some firms decided that it would be convenient for the company to have some in-house people to do the work the firm lawyers didn't want to do. The firm would off-load a few OK lawyers who were loyal to the firm.*

—Man General Counsel

*Even as late as the early 1990s, in-house was seen as back-water and not as challenging as being in a law firm. The men also didn't think the job had the same status because it didn't earn the same income.*

—Woman General Counsel

Over the last decade, the legal in-house function has become more integrated with the business, changing the skill sets and expectations from management about the role of the general counsel. Increasingly, law departments are not “back-water” service functions but critical partners in business decisions.

Not only have the skill sets required to be general counsel evolved, the demographics of the talent pool have changed rapidly, too. According to MCCA, women were 8.4 percent of all Fortune 500 general counsel in 2000 and 12.6 percent in 2002. This rate of increase — a 50 percent jump in two years — is unprecedented. Similarly, the number of people of color who lead Fortune 500 law departments almost tripled — going from 11 to 30 — from 1999 to 2002.

In December, 2001, the American Corporate Counsel Association (ACCA) published the first national demographic survey of roughly 65,000 attorneys working in corporate law departments. The demographic profile of the ACCA survey is consistent with the gender and race profile of the profession — roughly 30 percent of the in-house attorneys are women and 12.5 percent are people of

color. However, the ACCA survey indicates that women and minority attorneys are disproportionately represented in lower-level staff attorney positions. In 2001, Catalyst released *Women in Law: Making the Case*, a large scale study of the career experiences of women and men in the legal profession based on responses of over 1,400 graduates from the law schools of Columbia, Harvard, University of California–Berkeley, University of Michigan, and Yale. Similarly, *Women in Law: Making the Case*, found that women working in-house had longer tenure and lower titles than men. Through its *Creating Pathways to Diversity®: Best Practices for Corporate Law Departments*, MCCA also documented certain additional career obstacles that women and people of color have experienced in corporate law departments.

Given the mixed picture of progress for both women and minorities in corporate law departments, MCCA asked Catalyst to examine the success factors and barriers to advancing in-house. This information helped MCCA to develop recommendations for those seeking to advance to the position of general counsel.

## METHODOLOGY

In order to explore the careers of women and men in corporate law departments, Catalyst conducted individual, hour-long interviews with thirteen women general counsel, two women assistant or associate general counsel, and eleven men general counsel in large American corporations, most of which are Fortune 500 companies. These companies cover a broad range of industries, including financial services, utilities, transportation, food, consumer products, and technology, among others. Five of the women and eight of the men interviewed are people of color.

In addition, Catalyst conducted seven focus groups with a total of fifty one attorneys (36 women and 15 men) in a variety of positions, ranging from staff attorney to general counsel and in a range of companies, from large, privately-owned businesses, to small and medium-sized public companies. The focus groups were held in New York, Chicago, and San Francisco. The majority of focus group



participants graduated from law school during the 1980's and have been practicing law for 10 to 20 years. They worked in departments ranging from one person who served as the general counsel to corporations with 100+ attorneys. Common titles included Deputy General Counsel, Assistant General Counsel, and Director of Legal Affairs.

In the interviews and focus groups, participants were asked questions on the following topics:

- Current responsibilities and reporting chain;
- Career path and reasons behind any moves from one employer to another, especially the reasons behind the decision to go in-house;
- Opportunities or experiences most important to advancement;
- Obstacles or barriers encountered while advancing and responses to those;
- Advice they wish they had gotten, and advice they would like to give; and
- Family or other responsibilities outside of work, and how those are managed

## RESEARCH TEAM

The research that underlies *Creating Pathways to Diversity®: From Lawyer to Business Partner — Career Advancement in Corporate Law Departments* was done by Catalyst. Catalyst is a nonprofit research and advisory organization based in New York, NY. For four decades, Catalyst has studied work environments, human resource policies, and employment practices to identify those that best foster diversity, especially with respect to women in business.

MCCA acknowledges the contributions of Catalyst, in addition to those of the Madison Design Group for the graphic design and layout of this report, and Mr. Scott Mitchell, MCCA's Research Director, who assisted with the editing, supplemental research, and finalizing MCCA's set of recommendations.

# CAREER PATHS TO GENERAL COUNSEL

## POINT OF ENTRY

While a few of today's general counsel started their careers in corporate law departments, most have not.<sup>2</sup> Although there is no one career path to the general counsel position, some patterns did emerge from this study. Most general counsel either:

- (1) started their legal careers in-house and rose through the ranks; or
- (2) went in-house from the position of associate or partner in a law firm.

The general counsel who started in-house from law school tend to have stayed and risen in the company where they started.<sup>3</sup> In general, it has taken them longer to reach the top spot than it has for lawyers who went in-house from law firms. They also have fewer career options than lawyers who go in-house from law firms.

*I've been called by headhunters, and the number one barrier for me is that I've had no other experience.*

—Woman General Counsel

Since most corporate law departments do not hire directly out of law school, most general counsel have worked outside the company prior to assuming the top position. The majority of general counsel and focus group participants went in-house from law firms. Most were at least mid-level associates with four or five years experience before they made the transition. While some rose to the position of general counsel in the company where they began, others moved into the general counsel position by moving to a different company. Some focus group participants went in-house from government jobs as either prosecutors or staff attorneys for a regulatory agency. Although this is by far the least common career path of those who participated in this study, it is important to keep in mind, especially since a disproportionate number of minority law students start their careers in government.<sup>4</sup>

Interestingly, several of the male general counsel interviewed for this study went in-house from very senior positions in large law firms, although none of the women general counsel did.

<sup>2</sup> See, Catalyst, *Women in Law*; and Chambliss, Elizabeth, *Miles to Go 2000: Progress for Minorities in the Legal Profession*, American Bar Association Commission on Racial and Ethnic Diversity in the Profession, 2000.

<sup>3</sup> A few legal departments retain this practice to some extent, reasoning that it is cost effective for the company to have lawyers trained in the company's business and raised in its culture.

<sup>4</sup> See, Catalyst, *Women in Law*; and Chambliss, Elizabeth, *Miles to Go 2000: Progress for Minorities in the Legal Profession*, American Bar Association Commission on Racial and Ethnic Diversity in the Profession, 2000.

## SHARED FEATURES OF THE CAREER PATHS OF GENERAL COUNSEL

### Education

While some of the general counsel who participated in this study went to law schools ranked among the top ten in the country, most did not. These results are consistent with MCCA's 2001 survey of general counsel in the Fortune 500, which found that roughly half of the 89 respondents attended one of the top ten law schools and only 40 percent had law review experience as indicated in the table below.<sup>5</sup>

### BREAKDOWN OF RESPONDENTS BY AGE AND YEARS OF EXPERIENCE

Demographic Group	Respondents (#)	Top 10 Institution Attendance (%)	Law Review Participation	Average Years of Experience	Average Age
All	89	53	40	25	52
Women	18	44	50	24	54
Attorneys of Color	10	70	20	21	50

General counsel who participated in this study and who went to regional or local law schools, however, did very well in school.

*I graduated first in my class, even though I went to a small [local] law school. I was determined to do really, really well so that law firms couldn't ignore me. I was able to get a clerkship at a really good law firm, and that opened up a lot of doors. That helped me my whole career.*

—Woman General Counsel

MCCA research comparing hiring criteria of law firms and corporate law departments indicates that the pedigree credentials are not as important in-house as in law firms. According to MCCA, the importance of “box credentials”, such as a top 10 law school degree, law review, or clerkships with federal judges, in firms is not reflected in law departments where the emphasis is on experience, expertise, and one's ability to manage groups of attorneys.<sup>6</sup> However, MCCA also found that minority attorneys, whether general counsel or partners at major law firms, are more likely to have attended a top 10 law school than their white colleagues.<sup>7</sup>

<sup>5</sup> See Mitchell, Alea “General Counsel Reveal What it Takes to Ascend to a Fortune 500 Law Department” in *Diversity & the Bar*, December, 2001, p. 8-11.

<sup>6</sup> See *Creating Pathways to Diversity: The Myth of the Meritocracy – Bridges and Barriers to Success in Large Law Firms*, Minority Corporate Counsel Association, 2003.

<sup>7</sup> See *Creating Pathways to Diversity: The Myth of the Meritocracy – Bridges and Barriers to Success in Large Law Firms*, Minority Corporate Counsel Association, 2003.

## Substantive Legal Background

Most of the general counsel participants had a corporate or securities background, and very few were litigators before they went in-house. According to an ACCA survey, the primary disciplines of the respondent general counsel were corporate transactions, generalists, intellectual property, and commercial/contracts. In part, this is because general counsel, especially those of public companies, must be adept at dealing with corporate, securities, tax and other transaction-related issues in order to meet the expectations of their CEOs. The MCCA/Heidrick & Struggles Survey of CEOs' Expectations of General Counsel (hereinafter, MCCA CEO Survey) found that chief executives consider mergers and acquisitions expertise to be the most important in selecting a lawyer from private practice. MCCA reported that 54 percent of the general counsel surveyed in 2001 specialized in corporate governance, 45 percent in mergers and acquisitions, and 44 percent in securities and transactions.

*Someone with a corporate securities background is in the best position to be the general counsel of a publicly traded company.*

—Woman General Counsel

In addition, one general counsel attributed the smaller number of general counsel trained as litigators as an issue about management skills — not legal expertise.

*I have found very few litigators who are good managers. Every time I see a litigator becoming chair of a law firm, I worry about the firm. They have a hard time being a business person, rather than a litigator. Someone who comes up from litigation in-house has to unlearn those skills. A better career path is the non-litigator side.*

—Man General Counsel

Litigators seem more likely to rise in companies where managing litigation risk is a significant part of the general counsel's job, such as pharmaceutical and insurance companies.

## Level of Expertise

The more experience the general counsel participants had before going in-house, the higher their level within the corporate law department. However, even those who entered corporate law departments at a lower level and rose through the ranks said that it is important to have significant experience working in an area of legal expertise before a move in-house. In 2001, MCCA reported that general counsel survey respondents had 25 years of experience, though people of color averaged 21 years, reflecting minorities' later entry into the legal profession.<sup>8</sup>

<sup>8</sup> See Mitchell, Alea "General Counsel Reveal What it Takes to Ascend to a Fortune 500 Law Department" in *Diversity & the Bar*, December, 2001, p. 8-11.



## REASONS FOR GOING IN-HOUSE

The reasons for choosing to go in-house were similar for both men and women regardless of race, and broke down into three main categories:

- (1) Better work/life balance;
- (2) Reduction of business development responsibilities (“rainmaking”); and
- (3) More active role in the client’s business decisions.

### Better Work-life Balance

Men and women said that they went in-house seeking more control over their hours.<sup>9</sup> The incentive and compensation structure in firms that rewards long hours drives many law firm attorneys to look for better work/life balance in-house.

*We would all be lying if we didn't say the hours.*

—Man Staff Counsel

*I went in-house for work-life, even though I wasn't married and didn't have a family. At my law firm, I was letting my health go in order to do a good job. I didn't get enough sleep, I couldn't plan weekends. When I went in-house, I felt like I was on vacation. I didn't work weekends, left the office at 6 p.m. Over the years, I've put more hours in, but it's still flexible — get up early, stay up late of your own accord. The pace has picked up in last four years.*

—Woman Staff Counsel

<sup>9</sup> In the Catalyst study, *Women in Law*, 61 percent of the women who currently work in-house said they chose their current employer in order to better manage their work and family or personal responsibilities, as did 47 percent of the in-house men.

*I had a friend who was at the law firm with me, who was almost a partner. But she went in-house, and I saw a dramatic change in her. Before she was uptight and looked tired all the time. She looked so dramatically different — she wasn't tired anymore. I looked at the people [in my law firm] and I didn't want to live that life. Men were married and divorced several times, women weren't happy. It was very important to have balance in my life.*

—Woman Associate General Counsel

Even one of the male law firm partners who went in-house as general counsel talked about his decision in terms of burn-out from the demands of having built a successful practice.

***What makes you successful in the outside practice is what burns you out.** My problem was that, in order to keep my clients happy, I had to work 7 days a week.*

—Man General Counsel

For most lawyers, a better balance meant working fewer hours. As described in more detail on the pages that follow, many attorneys who went in-house did not get all that they were looking for. However, most in-house lawyers said that, even if they are not working fewer hours, their work is more predictable, and therefore, easier to control than the work at a law firm.



## Reduction of business development responsibilities

Several participants, especially women, explained that they went in-house because there is no pressure to develop business.<sup>10</sup> In *MCCA's Creating Pathways to Diversity®: The Myth of the Meritocracy — Bridges and Barriers to Success in Large Law Firms*, being a rainmaker is one of the top three criteria used to elect partners. Associates must not only bring new clients in the door but generate new business from existing clients of the firm. However, as reported in Catalyst's *Women in Law: Making the Case*, women have less access than men to the informal networks that often lead to business development opportunities. Working in-house removes the pressure to generate business. Some lawyers in this study went in-house because they lacked business development experience. For example, one lawyer who had been in government before going in-house felt that she was more marketable to corporations than law firms, because she was a senior lawyer without a book of business. However, several women who had been partners at firms went in-house in part to escape the pressure to be a rainmaker.

*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.*

—Woman Deputy General Counsel

## More active role in the client's business decisions

Lawyers who joined in-house departments from law firms were especially interested in being closer to the center of decision-making and more actively involved in company initiatives.

*By the end of the 80s, the relationship between in-house and outside counsel had gotten strained. Legal fees had sky rocketed because of constantly rising salaries. Ultimately, this was diminishing my relationships with my clients, because they were waiting longer and longer to contact me because of the expense associated with it. When you have an M&A based practice, that meant you got a lot of calls on Friday saying 'we have been negotiating a deal for six months — can you paper it by Monday?' The practice really stank when you came right down to it. I missed being involved in the formative part of the process — the 'why are we doing it' as opposed to the 'how are we doing it.' Outside counsel was hired to execute a decision that someone else had already made. You end up fighting over reps and warranties. Then I also missed knowing what happens after the deal is done. Did you make the right decisions? I wanted to be more actively involved in the decisions, so I went in-house. I was also intrigued with having to live with the decisions once I made them.*

—Man General Counsel

The lawyers who went in-house from law school similarly were seeking a more direct relationship with the client.

*I went directly from law school to [my company.] I wanted client contact as soon as possible.*

—Woman General Counsel

<sup>10</sup> This reason is consistent with what women in law firms say about barriers to advancement. In *Women in Law*, women ranked lack of client development experience as the second most significant barrier to women's advancement in law firms, and this barrier was cited with the highest frequency by women partners. The women in law firms interviewed for *Women in Law* talked about two reasons why business development is more difficult for women in firms: first, because they do not have the same access to clients that men do; and second, because much of business development occurs in the evenings and on weekends, creating conflicts with their family responsibilities.

# FROM LAWYER TO BUSINESS PARTNER: THE KEY TO ADVANCING IN-HOUSE

In 2000, MCCA and Heidrick & Struggles, International, Inc. asked the CEOs of Fortune 500 companies their views on the role of the general counsel. All of the 50 respondents agreed that the general counsel must “direct the legal team to outstanding results” and find solutions to legal problems.<sup>11</sup> As one former Fortune 500 general counsel explained: “In the past... [t]he chief legal officer’s role was legal adviser, responding to and managing legal risk, usually after the fact.... [Now], the CLO must begin to quantify the strategic value of the legal department’s contributions to the company; look for ways to streamline the delivery of legal services; develop practice areas and hold lawyers accountable; train staff to think as business partners; and manage and predict risk.”<sup>12</sup>

The general counsel who participated in this study described their role as partnering with the business functions and facilitating the attainment of business goals within the boundaries of the law. For many attorneys who came from law firms, this represented a major shift from being the content expert — providing “pure” legal advice — to articulating the legal context — tradeoffs and risks — for making particular business decisions. **The most successful in-house lawyers have made the transition from lawyer to business partner.** In fact, CEOs ranked the “advisor role” of general counsel ahead of their legal or management role.<sup>13</sup>

When asked, “What does it take to succeed in-house?”, participants agreed that diligence and excellent work are essential to getting to the top.

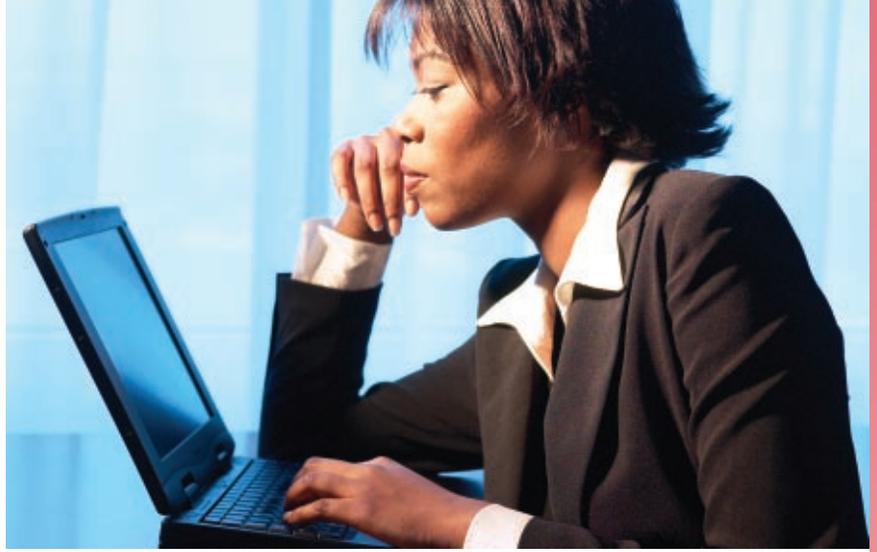
*There is no way around having to do a superb job and working hard. That’s true for everybody.*

—Woman General Counsel

<sup>11</sup> Heidrick & Struggles International, Inc. and Minority Corporate Counsel Association, “The Fortune 500 CEO Survey on General Counsels,” (2000).

<sup>12</sup> Johnson, Lloyd and Kelly, Anastasia, “From Legal Advisory to Business Manager: The Changing Role of the Chief Legal Officer,” Corporate Legal Times (January, 2002).

<sup>13</sup> Heidrick & Struggles International, Inc. and Minority Corporate Counsel Association, “The Fortune 500 CEO Survey on General Counsels,” (2000).



In law firms, lawyers work hard to master an area of law and become substantive experts. In-house, however, working hard is not just about the law. Respondents were unanimous in saying that success in-house comes from understanding the business and functioning like a business partner. In order to do so, in-house attorneys need to:

- Get to know the business
- Act as a business partner
- Develop management skills
- Learn to communicate like a business person
- Develop relationships with leaders on the business side

## GET TO KNOW THE BUSINESS

Most law firm lawyers have built their practice by becoming an expert in a certain area of the law. Too often, when law firm lawyers go in-house, they continue to approach their work in the same manner. Both interview and focus group responses make clear that the single most important thing an in-house lawyer can do to further her or his career is, as one woman general counsel put it, ***“Leave your office. You have to know who does what and how they do it.”*** In-house attorneys should learn about all aspects of the business and meet with people at all levels. The general counsel who participated in this study advanced by understanding that promotion in-house is not a straight line, but rather a function of expanding their circle of influence within the company — both inside the law department and outside of it.

*You need to promote your own excellence, seize opportunities as they present themselves, and it’s often about gaining experience without necessarily having a new role. I didn’t do the same thing two years in a row even though my job title, role, and core expertise stayed the same. It’s not a straight line to a promotion with a few check-off boxes of experiences.*

—Woman General Counsel

Doing so positions lawyers to be proactive in helping those on the business side avoid legal obstacles — rather than simply being reactive, and helping them resolve a legal problem.

*By talking to all the different people in the company, I learned how to be proactive in identifying issues. I then took that information and set up forums to educate the business people about the legal issues involved in what they do.*

—Woman General Counsel

The general counsel is part of a business team of executives from the company's business units. In-house counsel should understand the company's core business and perhaps, visit the centers of operation “where the rubber meets the road,” such as factories, mills, warehouses, or retail stores. Those who make it to the top have developed significant relationships with executives from different business units.

## ACT AS A BUSINESS PARTNER

Getting out of the office is important, but equally important is how to position oneself with colleagues on the business side. Participants emphasized that lawyers need to act as business partners — helping to make it possible for the business people to achieve their goals within the bounds of the law rather than frustrating their plans. This echoes the finding in the MCCA CEO survey that chief executives are looking for general counsel who can find solutions to — and not merely identify — legal problems.<sup>14</sup>

*In-house is different than at a firm. You work more closely with your clients who are internal to the company. They are managers and you deal with them every day. You learn that they don't want you to say this is the law and you can't do that. They want you to help them come up with a solution. They want you to tell them this is what we can do within the bounds of the law.*

—Woman Associate General Counsel

*What [senior management] looks for [in a General Counsel] is an attorney who is also business-minded, and isn't always going to give the most conservative advice but is more practical and understands calculated business risks. Someone who can be part of the business management team.*

—Woman General Counsel

*Lawyers dealing with business people have to deal with the business issues, not just the law. You tend to go to outside lawyers when you want “pure legal advice.” The benefit of being an inside lawyer is that you interpret the law always with the business needs of your clients in mind.*

—Man General Counsel

Several of the study participants spoke about the importance of having good judgment and being decisive in conveying the image of business partner.

<sup>14</sup> It is worth noting that participants were not suggesting that general counsel act as business people—especially in those situations where attorney client privilege is important to maintain. Rather, the “business partner” model assumes that the general counsel maintains her legal role while expanding her sphere of influence on the business side.

*You need to be pragmatic, to be able to make judgment calls and move on. You need to be decisive and know the business inside and out.*

—Woman Staff Counsel

Functioning more like a business person and less like a lawyer is a matter of re-conceiving the attorney's role. It is also a matter of developing skills other than pure legal analysis, such as management experience and the ability to communicate with non-lawyers and individuals from diverse backgrounds.

## THE IMPORTANCE OF MANAGEMENT

Management skills become increasingly important as an attorney progresses in-house. These skills include both **strategic** management, or the ability to direct how the legal department operates as a whole and as a part of the company, and **talent** management, or the ability to motivate staff to perform to the best of their ability. General counsel study participants said they spend as much or more time managing their department and other functions, if they have other responsibilities, than they do practicing law.

*I spend very little time practicing law. It depends on the issue, because last year we did a major acquisition which doubled the size of the company. I spent seventy percent of my time that year on the merger. But in general, I spend ten percent of my time reading and working the case. A lot of my time is spent working with lawyers making sure they are making the right judgments, but I see that more as a management function, rather than actually practicing law myself.*

—Woman General Counsel

*I serve on the four person executive committee of the company making strategic, management, and business decisions for the company. I spend roughly 60% of my time on management issues, and 40% of my time overseeing legal work.*

—Man General Counsel

The sooner in-house attorneys focus on developing management skills, the better, because management is an increasingly significant part of the job in the upper echelons of a corporate law department.



*Advancing through the first two levels is pretty automatic with the passage of time assuming you do good work and develop legal skills. Then at the third level you need to display managerial skills, to lead a function as well as to do it. To move up further you need to manage competing priorities and people and have opportunities to gain and display these skills.*

—Woman General Counsel

*When you are senior in a legal department, you should focus on motivating your staff.*

—Woman Staff Counsel

Some of the general counsel who participated in this study were hired with the goal of transforming the legal department into a function that is managed like other business divisions.

*[When I first came to the department], I spent a lot of my time reconfiguring the work and the department so that it would serve the company better, but also so that it would enhance the careers of the lawyers at the department. I promoted people whom I thought had been passed over because no one saw their talent or potential, including both a man and a woman. Some senior lawyers left because they didn't want to work the way I expected them to work.*

—Woman General Counsel

*The company I work for has been around for a long time with an embedded legal culture that was not a high value-add. People at the company didn't call the legal department because they knew the answer already. The answer was no. So what the company was looking for was a different, more service-oriented mentality. They needed to break the dominance of the old culture.*

—Man General Counsel

Because management skills are not as highly valued in most law firms, lawyers who move in-house from law firms have not typically cultivated these skills. They may not be aware of its importance to performing in-house.

*I remember wanting to go to law school and wanting to practice law. I don't remember ever thinking, I want to be a manager.*

—Women's focus group participant

*I would encourage lawyers to take management courses. It enables lawyers to interact with business peers as colleagues. Lawyers — especially if they've worked only in law firms — tend to be very good at what they do but lousy as managers.*

—Man General Counsel

Even if law firm lawyers have managed other lawyers, the management style needed to function in a corporation is often very different from the style prevalent in law firms. One general counsel cited this transition as a key challenge that he faced when he moved into a general counsel position from being a partner in a large law firm:

*The biggest obstacle for me going in-house was learning how to manage people in a different way. It's having to learn how to listen and then direct, instead of having a lot of conversations. If you spend your time trying to reach consensus, the rest of management looks at you and doesn't see results. You also have to understand the management style of the CEO — learn how the CEO handles communications and relationships.*

—Man General Counsel

Many of the general counsel participants also spoke about the importance of good interpersonal skills, which includes being a team player.

*The ability to work with people at all levels of the organization, especially the highest levels, is important.*

—Woman General Counsel

*I am a good manager. I generally understand personalities and how people operate. I have always been a team player and [my company] is an organization that really favors collegiality. But I also understand the importance of hierarchy, and have always gotten along well with more senior people.*

—Man General Counsel

## COMMUNICATE LIKE A BUSINESS PERSON

The communication skill necessary to succeed in-house is the ability to talk about the law in a non-theoretical style that emphasizes solutions. Because they interact regularly with non-lawyers, successful in-house counsel are adept at explaining complex aspects of law to business executives without an understanding of the law.

*The ability to communicate to non-lawyers is critical. The ability to understand that, at the bottom line, it is a business issue and you must understand the business priority and frame the legal issues in the appropriate perspective.*

—Woman General Counsel

*I had to learn how to stop talking like a lawyer and more like a business person, to translate legalese into plain English.*

—Man Staff Counsel

As corporate law departments take a central role in how the business operates, communication will become increasingly important. One general counsel told of his frustration inheriting a legal department that functioned in the old paradigm:

*I would ask a lawyer a question and I would get back a law review article a week later. I didn't get an answer.*

—Man General Counsel

In-house lawyers today can no longer give a purely technical response and expect to succeed. The same general counsel quoted above terminated the lawyers who were not willing to change their communication style.

## DEVELOP RELATIONSHIPS WITH LEADERS ON THE BUSINESS SIDE

“Getting out of the office” is the best way to develop relationships with leaders on the business side, which in turn lead to promotions and other opportunities.

*Often, you sit in your little silo and if you do that, that is where you will stay. Most of the opportunities that have come my way have come from getting to know people on the business side.*

—Man General Counsel

*Gain exposure — make sure your fan club is diversified. Let people get to know you. Don't be so professional you don't get to know anyone.*

—Woman General Counsel

Often relationships among senior leaders in corporations develop through informal networking — grabbing lunch together, or playing golf at the same club. Several women general counsel who participated in this study talked about feeling excluded from these informal networks.

*I felt like an outsider because there were a bunch of guys talking about sports or about playing golf over the weekend, and I wasn't a part of that conversation. I wasn't part of the network. It wasn't overt, it was just that I wasn't like them.*

—Woman General Counsel

Glass ceiling problems persist when the kind of socializing that leads to important mentoring and client relationships occurs in health club locker rooms, or through athletic activities typically enjoyed by more



men than women. Not feeling included in the conversation is only part of the problem though; many women attorneys do not know what is expected of them.

*I wish someone had told me that merit is only a third or half of the job as you hit these top jobs, and that a lot of the job is making people at all reaches of the empire feel comfortable. Making them feel that you want to be with them, even if you don't like them.*

*Women are especially asked to play that role — asking about the nephew and keeping track of people's personal lives is something people expect from women.*

—Woman General Counsel

Despite this lack of access to informal networks, the women general counsel participants were successful at developing relationships with those on the business side — by playing visible roles on important projects.

*I developed a relationship with the senior leaders in my company because I was handling acquisitions and there were a lot of acquisitions. The CFO was involved because of the financing, and the COO was involved because of the business direction. The COO and the CFO didn't have a lot of exposure to the other attorneys in the law department, because they were handling other matters. When the general counsel retired unexpectedly, I was asked to be general counsel in part because I had a good relationship with the CEO, the CFO and the COO.*

—Woman General Counsel

If these opportunities didn't present themselves naturally, some women pushed to make them happen.

*At times I butted heads with my boss about bringing me to meetings and bringing me forward. I pushed for that kind of access more than he did it on his own. But when I asked for it, he gave it to me.*

—Woman General Counsel

*Ask for what you want. Don't wait for someone to give it to you.*

*When I left the legal department to go to the HR department I found that people were routinely planning their next career move. It's informal but they tend to be moving in a certain direction. Corporations, especially good ones, encourage career development. I did not learn this until I was no longer in my legal job.*

—Woman General Counsel

In addition, some women general counsel talked about networking outside their company to gain visibility within it and in their industry.

*Make sure you are visible in your company and in your industry — make sure everyone knows who you are.*

—Woman General Counsel

*I wish I would have been told to get active professionally in the community earlier — I would have had a lot more connections and known a lot more people. It would have broadened me out sooner. It would have enhanced my self-confidence.*

—Woman General Counsel

## THE IMPORTANCE OF MENTORS

For many of the general counsel participants, the relationships they cultivated on the business side were a rich source of mentors. Many credit their success to mentors who acted in the dual capacity of coach and sponsor.

*Senior men who took an active interest in my career were a big factor in my advancement. They helped me make really good decisions about which jobs to take and which not to take.*

—Woman General Counsel

*The current CEO influenced me the most. When he was the CFO, I was his finance lawyer and we worked closely together for 15 years. Also, the former general counsel of the organization with whom I spent a lot of time. He taught me a lot about boards of directors as well as deal-related matters. Both gave me a huge amount of coaching, learning from watching excellent people, and having someone to talk to and bounce things off of.*

—Woman General Counsel

*Two principal people served as mentors to me — the assistant general counsel who hired me and went on to become the SVP and GC, and one of the heads of a large business unit. I was essentially his lawyer. The two of them were responsible for letting the President and CEO know what I was doing.*

—Man General Counsel

Several general counsel talked about the importance of mentors in helping them to navigate the corporate environment, especially if they came from a law firm.

*My mentor helps me read the political cues — she tells me not to worry about this person, or we need to jump in. She has also helped me decide which projects were a priority, and made introductions and helped establish relationships with the business side.*

—Woman Associate General Counsel

*Having a mentor is critical for women and minorities in a big corporation. You need a more seasoned person to show you the way, how to handle situations, deal with the corporate politics. You need someone you can lean on and someone you can trust.*

—Woman Assistant General Counsel

While some general counsel had long-term relationships with their mentors, others described important mentors as those with whom they had key conversations at critical junctures.

*I would say a defining moment in my career was a conversation I had with the CEO. At the time, I was doing very sophisticated corporate finance work and I was doing big transactions. The CEO took me aside and asked me: 'Do you want to be a managing partner of a large law firm or do you want to be the general counsel of this company?' I said I wanted to be general counsel, and the CEO said 'well, if you want to be the general counsel, you have to change your job. You have to become a business lawyer for*

*an operating unit. You need a different skill set other than this sophisticated, subject matter expertise. You have to deal with a wider range of problems, you have to have a broader range of relationships with the clients, you have to show your good judgment. He encouraged me to take a job as general counsel to a subsidiary — and I did.*

—Woman General Counsel

### **The key is recognizing good advice and acting on it.**

*The gift my boss gave me was to tell me that I needed litigation experience. He just threw me into litigation by giving me all those matters to oversee. I sat through depositions and managed cases. That allowed me to develop a complete package.*

—Man General Counsel

One of the most important roles of a mentor cited by the people of color who participated in this study was guidance on how to handle racial stereotyping. The following story told by a man of color perfectly illustrates this:

*At my law firm, there were 3 ratings: stellar, fine, and not fine. After my first year, I got a stellar rating. But after my second year, I got a fine rating. I had never been told that I was anything but top drawer. I thought that the firm would never appreciate me. I convinced myself to take a job with the government. I told the African-American partner that I was leaving, and he took me to a bar with another African-American partner in town (from a competing firm). They said to me: 'You can always go to government, but let's make sure you aren't running away from something.' That was a hard conversation for me, but I heard it and it was counter-cultural for me. You have got to get involved in the mainstream. On the superficial side, I had to be more open. I had to work harder at the unwritten rules of engagement. I had to buy into the values of the firm. After that conversation, one of my best mentors was the first Irish Catholic partner in the firm. His story was exactly like mine in many ways—but I had not thought of him as a mentor because to me they were all white people.*

—Man General Counsel

In the same way that in-house attorneys need to be proactive in developing relationships with leaders on the business side, they need to seek them out as mentors.

*I wished I would have had someone very early on in my career say to me, 'there are a lot of people out there who want to be your mentor. Get aggressive about it.' I thought that people didn't want to be bothered helping me. But from where I sit now, I often wonder why people don't seek me out more — why they don't ask me for advice. They are too sensitive about asking me for my time.*

—Man General Counsel

## PARENTS AS MENTORS

Interestingly, many of the people of color interviewed for this study referred to their parents as their first and perhaps most important mentors — because they helped them understand the issue of race in society.

“*The first influential person was my dad: he explained to me the fault lines of race. I was indoctrinated to believe that I could succeed despite my race. My father was the son of a sharecropper. He always said he was an ‘American’ — people are more the same than they are different, he believed.*”

—Man General Counsel

“*My father worked for a large company for almost 26 years. He was an executive there. I don’t feel that I wasn’t prepared for many things that I have experienced. The one thing I wasn’t prepared for was the lack of celebration — the resentment that my success engenders.*”

—Woman Associate General Counsel

None of the white women talked about their parents in this way. In fact, one woman general counsel said that while her father talked to her about racial prejudice, he did not see how much gender would define her experience.

“*My father was active in the civil rights movement. He was really altruistic and progressive. I was the third of four daughters. When I started at a law firm, he told me to be sensitive to ethnic issues, but the fact that I was a woman blew by him. Even myself. I assumed that discrimination against women had stopped 5 years before or something.*”

—Woman General Counsel

# FROM BUSINESS PARTNER TO LEADER: THE KEY TO BECOMING GENERAL COUNSEL

TO BECOME GENERAL COUNSEL, an attorney must be perceived not only as a business partner, but also as a leader. Several women general counsel talked about the difficulty of cultivating that perception since they are not white men.

*There was an internal study of what managers think it takes to get to the top. The study found that you have to be white, male, married, tall and preferably you have two kids. The women didn't fit the profile; and I guess I internalized that.*

—Woman General Counsel

Professor Joan Williams of the Washington College of Law at American University writes in *Creating Pathways to Diversity®: Myth of the Meritocracy — Bridges and Barriers to Success in Large Law Firms* that a good lawyer is defined stereotypically as “assertive rather than sensitive, analytical rather than emotional, commanding rather than indecisive,” all of which conflict directly with what many business executives associate with feminine characteristics. Women who perform well at “masculine” tasks may be penalized for not conforming to the executive’s sensibilities about what is appropriate for women. Thus, the Catch-22 that women attorneys face: be perceived as warm, but not competent, or as competent, but not warm (i.e. be liked, but disrespected, or respected, but not liked).<sup>15</sup> Professor Williams continues, “if women act in traditionally feminine ways, they are likely to be considered unqualified for reaching the upper echelons of the department because they are not “go getters.” Yet if women act in traditionally masculine ways, they may trigger dislike that disqualifies them for promotion in a decision-making process in which assessments of compatibility play a central role.”

The women general counsel who participated in this study similarly discussed having to learn to adapt their style to what was expected.

*Business operates on a leadership model that boys are raised to, and girls are not. That doesn't mean that women can't be effective leaders, but the model is not second-nature to them.*

—Woman General Counsel

*The receivers of advice aren't comfortable with me having authority. My white colleague can do the same thing as I do, and it will be perceived as strength, while I will be reviled for stepping outside my bounds. I also feel that I can't make mistakes. I don't have a pass.*

—Woman Associate General Counsel

<sup>15</sup> Peter Glick and Susan T. Fiske, “An Ambivalence Alliance: Hostile and Benevolent Sexism as Complementary Justifications for Gender Inequality,” *American Psychology* 56 (2001): 473-489.

While corporate culture will dictate leadership style to a certain degree, many participants described certain personal strategies that were effective in learning to be a leader.

*I have a style that could be considered more feminine than masculine. I am hard-driving in a soft sort of way, but the perception is that a vocal and energetic person is more deserving of the plum jobs. The quieter one who gets it done is respected, but won't necessarily move up. You're perceived as not having a 'fire in your belly.' I would get things done, but the idea of tromping over someone to get to the top didn't appeal to me. I have a less confrontational style.*

—Woman General Counsel

*The struggle for all women, and for me, is to be true to yourself. Because if you lose that, you are never going to be truly effective. But you also have to figure out how to communicate in different situations. I am in meetings when I can't get a word in edgewise. The men are so aggressive. So sometime I talk to them one-on-one, and sometimes I insist on leading the meeting. I still think that it is harder for men to have women trumping the conversation than to have other guys doing it.*

—Woman General Counsel

For the lawyers of color, developing a strong internal compass is particularly important.

*I don't need external validation. You can be side-tracked if you listen too much to the outside noise. If you put your own self-validation in the hands of those noise makers, you can lose your mind.*

—Woman General Counsel

*In order to succeed, you don't have to sell out, you have to sell yourself. To be someone's lawyer, you have to be their intimate. You have to create this confidence and trust with your client. I never felt that I had to give something up. I just had to be willing to play on their turf. You have to be secure enough to understand who you really are. Young lawyers think that they will be inauthentic — but what does it mean to be authentically Black?*

—Man General Counsel

To develop leadership currency, participants advised:

- Take risks
- Take credit
- Take stock

## TAKE RISKS

Risk taking is an important ingredient in developing leadership skills because it forces attorneys to rely on inner strengths, such as self confidence and perseverance, and forces them to learn new areas and broaden their expertise. There are two dimensions to taking risk: one involves taking assignments or jobs in unfamiliar areas of the law, or even on the business side; the other dimension involves going outside one's comfort zone to act in a way that may not come naturally to you.

Several general counsel talked about the importance of taking stretch assignments or positions on their own path to the top. These assignments sometimes involved completely new areas of the company or the law, which may mean outside the legal division, such as marketing, finance, human resources, or at a subsidiary of the company.

*I took a position as the number two lawyer for a subsidiary of the company in an industry I knew nothing about. I inherited a real mess. No one else wanted to get involved in this mess. I think it was the fact that I dove into something that was really complex, really messy, fairly high risk, and that I didn't give up, but stuck with it, that I was promoted to general counsel.*

—Woman General Counsel

*In a corporate structure, the more experience you have and the more things you do, the more valuable you become. It's important not to stick with it because you like it. Some of the jobs I liked the least I probably learned the most from.*

—Man General Counsel

*Don't be afraid to dive into a big mess and sort it out. As a general counsel, I say that I deal with either big problems or big opportunities. The problems can come from who-knows-where. You can't shy away from working it through.*

—Woman General Counsel

Participants advised seeking out challenging assignments rather than waiting for them to come to you.

*Ask for bigger assignments. Step out of your comfort zone and take challenges. Tell your boss what you want and ask for help. Be in charge and be aggressive.*

—Woman Assistant General Counsel

*Dare to ask for what you want. The big breakthroughs I've had have been by going to the business people and asking for opportunities.*

—Women Assistant General Counsel

Acting in ways that are not comfortable is another form of risk-taking. Some participants talked about this in terms of acting "against type."

*At my first firm, a colleague said to me: 'You are so lucky you're Asian, because Asians are smart.' I said to him: 'You think all Asians are smart or they are stereotyped as smart?' I started exploring what he meant by smart, and what he meant was that Asians are nerds — they are great doing the grunt work, the research. In other words, I would make a great associate, but what about partner? He didn't mean*

*that I wouldn't make a great partner, but that's what I took away from it. That he didn't see me as a leader. He saw me as a great follower, but not creative, not bold, not a great communicator. I worked a lot over the next few years breaking that Asian stereotype. I became very pushy — I became much more talkative.*

—Man General Counsel

## TAKE CREDIT

For many women in particular, taking credit for their work is a behavior that is uncomfortable for them — and one they should push themselves to change, according to the general counsel in this study.

*Look for opportunities to get noticed and don't be afraid to take credit. Women especially need to know this. Women just don't blow their own horn enough. Women are great at team effort, which is what makes women such good lawyers. But women let the team take credit for success, while men take credit for their own good work.*

—Woman General Counsel

*Be prepared, in a polite way, to push for yourself. At times, my boss probably wished I had lightened up, but I was not afraid to ask for opportunities. Be comfortable saying that you can do more.*

—Woman General Counsel

One way to “take credit” is to ask for client feedback after an important or particularly difficult assignment.

*Clients can be very important allies. Take initiative, keep track of individual accomplishments, things you're proud of. Ask for letters from clients.*

—Woman Deputy General Counsel

Recognition is important not only as a way of knowing that your contributions are valued, but also as a way of creating visibility, which is key to advancement.

## TAKE STOCK

Several general counsel talked about the importance of “taking stock” — thinking about what is important to them and how they define themselves — to succeeding long-term in the high-pressure arena in which these general counsel operate.

*You have to feel really comfortable with who you are, because the amount of energy it takes to be someone you are not is going to undermine your self-confidence in the long run.*

—Woman General Counsel



All participants agreed that it is important to make sure that they enjoy what they do in order to do their very best.

*You have to do what you love. It takes a tremendous amount of energy to be successful, so if you don't love what you do, you're never going to be able to give it the energy it requires. Be honest with yourself, and figure out what it is that you do really love to do.*

—Woman General Counsel

General counsel take stock in their ambitions and of the corporate culture that supports their career.

*I have not left my company because I know these folks don't have a problem with gender. I have a fair shot to do what I can do. Somewhere else I'm not sure they're willing to let me do a fair day's work? It's riskier to jump for jumping sake as a woman I think because you don't know how other companies are on this issue.*

—Woman General Counsel

*I would tell women to make sure they understand the corporate culture they are going into, that they like the business, and they like the people. Do your own climate assessment of the corporate culture.*

—Woman General Counsel

For women in particular, this assessment often also includes a close look at how the company meets its employees' work/life needs and whether the corporate culture, particularly in the law department, supports those who need to work flexibly.

# WORK/LIFE STRESSES AND STRATEGIES

THE ABILITY TO MANAGE the competing demands of work and personal responsibilities was one of the primary reasons that participants cited for going in-house.<sup>16</sup> Given the significant impact of work/life issues on the career experiences of men and women in-house, this section takes a close look at the reciprocal impact of work/life and career-related decisions — how work/life issues impact career decision-making and how career issues impact the roles in-house attorneys play at home.

## BETTER BALANCE IN-HOUSE? YES AND NO

Most participants agreed that legal departments are more hospitable to work/life balance than law firms. Several, though not all, participants described shorter hours than in a firm, but the greatest perceived benefit of working in-house was the ability to have more **control** over the number of hours required.

*My hours are more predictable and my time out of the office is more respected by clients and co-workers than it was at my law firm.*

—Woman Associate General Counsel

However, one woman attorney reported that she and several other executive women at her organization struggled greatly and talked often about the increasing work/life conflict. She remarked, “Lately I wonder, where is the life piece?” This is consistent with the results of the Catalyst study, *Women in Law: Making the Case*, which found that sixty-six percent of women and sixty-two percent of men in corporate law departments found it difficult to balance work and family, numbers not much below the roughly seventy percent of law firm respondents who reported work/life conflict.

There was general agreement among this study’s participants that cutbacks and layoffs have significantly increased the workload for most attorneys, who are now often incorporating far more routine administrative work that formerly could be delegated. Technology was seen as a double-edged sword, both enabling improved work/life integration and exacerbating the problem.

*With email and voicemail and Blackberries, people think they are entitled to a response instantly, 24 hours a day, 7 days a week. When the CEO sends you email on a Sunday, if I see it I feel constrained to respond and put the ball back in his court. It’s difficult to move forward and impress a higher level of officer in your company. It’s a constant battle not to disappoint. Is there a time that you can just turn the machine off?*

—Man Staff Counsel

<sup>16</sup> Similarly, over 60 percent of women in the Catalyst study, *Women in Law*, chose their current in-house job as a way to better manage competing work-family demands. Yet, in the same study, women in-house ranked “commitment to family and personal responsibilities” as a top barrier to women’s advancement in-house.

In-house lawyers in the *Women in Law* study reported that the pressure for fast turnaround, the need to be immediately accessible to clients, and face time were among the top factors creating work/life conflict. Similarly, participants in this study felt that their clients expect them to be accessible at all times.

In *Creating Pathways to Diversity®: The Myth of the Meritocracy — Bridges and Barriers to Success in Large Law Firms*, Professor Joan Williams cites other research on the career penalty of flexible work arrangements: “Several recent studies report that existing programs often are marred by stigma and schedule creep, which occurs when a part-time attorney’s schedule creeps back towards full-time. It is particularly likely to lead to attrition when it is combined with the stigma often experienced by part-time attorneys. Ninety percent of women lawyers surveyed by the National Law Journal said that working part- or flex-time hurts a woman’s career.”<sup>17</sup> Although most participants agreed that working a flexible schedule is possible if you are not seeking to advance, the culture of most law departments is such that advancing is seen as connected to accessibility and the need to invest in relationship-building. Again, the *Women in Law* findings confirm this. One of the most surprising conclusions of that study was that a much lower percentage of women in-house than women in law firms felt that they could use flexible work arrangements and still advance.

*It’s always the push and pull between the desire to advance your career and develop these relationships and prove your worth to the organization on one hand and the desire to not create an environment like the one you left at the law firm.*

—Man Associate General Counsel

Many women attorneys in this study indicated that working on a flexible schedule is the result of secret deals cut under the table but that a more formal, broadly-supported approach to flexibility was still very much the exception.

*This is probably heresy but we are being honest here. There are three women lawyers who work on flexible schedules in my function... and I hate the fact that they do. And I don’t hate it for me as much as I hate it for them. I know that in the organization, without regard to the quality of work they are doing, their lack of availability at the same rate as other lawyers in the group is affecting how other people treat them. And I can’t argue with those other people because they are not there. I think they are making short-term employment decisions that are going to affect their longer-term careers.*

—Woman General Counsel

*We are not a 24/7 shop. I think we have a greater opportunity to balance. I would define the issue as: for people who want to advance in their careers, you have to commit for more than the regular hours.*

—Man Chief Counsel

Men felt even less able to make use of flexible work options without severe repercussions. A man who worked on a flexible schedule was described as “unprecedented.” Again, the interplay of stereotypes between gender roles and work responsibilities is relevant. Men are not expected to have a significant day-to-day involvement in caring for children or managing the household. Thus, paternal leave programs at corporate law departments are often non-existent or rarely used.

<sup>17</sup> Joan Williams and Cynthia Calvert, “Balanced Hours: Effective Part-time Policies for Washington Law Firms” (2001) (on file with author).

*It is not safe to assume, therefore, that going in-house will yield more flexibility or shorter hours.* Besides asking about formal work/life programs, it is important to evaluate the corporate culture in terms of how it perceives flexibility; some cultures are much more accepting than others.

*I happen to be the mother of two young children. This company has been extraordinary. Everything from maternity leave to everything you have to do when you are a mom. No matter what kind of care arrangement you have, the kids still want mom to be at the school play and volunteer at the school. Those have been complete non-issues. In fact, there had been an expectation that you would go do those things. It is part of the corporate culture.*

—Woman General Counsel

*I am the poster child for working mothers. I try to see it as an opportunity. I try to be bolder than if I were doing it just for myself. I would tell someone I can't come to that 9:30 a.m. meeting because I have to take my son to the doctor. I make a point to be visible about that.*

—Woman General Counsel

## SUPPORT AT HOME: A CRITICAL INGREDIENT

Across both the interviews and the focus groups, the most resounding message was the critical need for attorneys, particularly those with children, to have a support system at home in order to manage the demands of a high-level legal position within a large corporation. In many cases, this support system was provided by a stay-at-home spouse or a spouse whose work provided far more flexibility and predictability. The support system also included babysitters, house cleaners, and others who played a role in child and home management.

*My children have had the same nanny since birth. She's relocated to different coasts with us.*

—Woman General Counsel



*The job you take has to be the more dominant job in terms of hours whether you are the man or the woman. In my case, women on my team have husbands that work for the public sector, or they are at home or they are authors. They are not the [primary] economic [provider] so their job can be pushed back because of the huge demands of the function we are in.*

—Man Senior Counsel

Women general counsel participants were nearly as likely as their male counterparts to have a stay-at-home spouse to care for their children. In nearly all cases, the decision for the husband to stop working was heavily influenced by the fact that he made far less income than his wife. In those instances where the general counsel's spouse was working outside the home, he or she generally had a far more flexible work situation that allowed them to manage the ebb and flow of home and family responsibilities.

*It's a classic role reversal. I felt that I made the contribution that was appropriate for me given my skill sets. I don't do much else except work and family.*

—Woman General Counsel

It was rare — for both genders — to be in dual-earner families with both members of the couple in high-intensity careers. One interesting difference by gender was that women's partners typically were in more flexible situations from the outset while men's partners were more likely to have left high-profile, often high-stress jobs to assume the family manager role.

*One person in a couple has to decide to take the backseat [professionally]. My husband has a more flexible schedule than I do and rarely travels. So when I travel, he is the primary care giver. I also have help from a lot of people — lawn mowers, housekeeper, baby sitter, etc.*

—Woman General Counsel

*My wife may go back to practicing law but is also exploring other areas where part-timers have a better chance of success.*

—Man General Counsel

Another difference by gender was the definition of family involvement. Women typically defined involvement in a way that focused on day-to-day activities such as eating meals together and taking their child to school.

*As infants and toddlers, I tried to have a lot of physical contact. We always ate dinner and breakfast together. I would go to work at 3:30 and 4 in the morning and then go back to have breakfast with them. I would usually leave work at quarter to five and take them to dance.*

—Woman General Counsel

Conversely, men described involvement as intermittent — quality weekend time, attending extracurricular activities, or being together on vacations.

*In the last 5 years, after my daughter started needing a father, I've cut back and stopped working weekends. I try to spend 3 nights a week helping to put the kids to bed. There are some real needs at home that my wife can't fill, such as coaching and soccer teams.*

—Man General Counsel

*I try to be at every activity the kids are involved in and when we go on vacation, we do everything together.*

—Man General Counsel

*I have a very active role in terms of interacting with the kids but the management of the home is really my wife's purview.*

—Man General Counsel

## WORK/LIFE TRADEOFFS AND REDEFINING SUCCESS

Through the interviews, several general counsel described a number of tradeoffs inherent in their decision to pursue their legal careers. These included not getting married, not having children, stress-related health issues, and a general quality-of-life sacrifice related to their intense workplaces.

*I am single and have no children. I have to look at the choices I've made. If I can't spend time with the people whom I really want to spend time with, then I will have to look at the choices.*

—Woman Associate General Counsel

*My home life is awful (meaning no balance). I could not have had a family and do what I have done (professionally).*

—Man General Counsel

*I was married for over 20 years. It included both me and my husband relocating. For much of those years, the company was a high-pressure organization. The job took priority.*

—Woman General Counsel

While men and women reported work/life difficulties, women were more likely to have made such tradeoffs — only 67 percent of the women were married with children compared to 90 percent of the men. In addition, women were more likely to reflect on the tradeoffs required to ascend to their current positions.

Given the high degree to which career and family decisions are related for many women, it is not surprising that they are seeking to create and define their own personal model of success. In the New York women's focus group, there was a candid discussion of the definition of success. These women felt strongly that the definition of success must be broadened to include a meaningful role at home and at work — and not necessarily climbing the ladder to the top.

*How do you define success? In a firm, it's making partner, but in-house women without the titles still make good money and have time for family. Maybe that's success.*

—Woman Deputy General Counsel

*Have women been successful in-house? Depends on your definition of success. I might like the title, but I'm also happy with my work/life balance. If they offered me General Counsel, I would consider it a great compliment, but I don't know if I would take it.*

—Woman Deputy General Counsel



*The women with children today have a more relaxed attitude than I have. They come in and ask for a one-day work at home arrangement. My generation didn't have that mindset. I never would work at home. I don't feel like I could have that flexibility. The younger women say to me, my career is very important to me, but it's also important for me to spend time with my family.*

—Woman General Counsel

Given the importance of work/life balance to the lawyers who go in-house, and the difficulty they are having creating that balance, general counsel should look closely at how work is done within their functions. Where it's possible to create flexibility, do it, as well as closely monitor the assignments and career development of those that are working flexibly.

# MCCA RECOMMENDATIONS ON LEVERAGING SUCCESS IN-HOUSE TO MAKE PROGRESS IN THE LEGAL PROFESSION

AS MORE WHITE WOMEN AND MEN AND WOMEN OF COLOR advance into decision-making positions in-house, they have a powerful platform from which to promote diversity within their departments and in law firms. The new diversity at the top of legal departments is not the only source of the corporate emphasis on diversity. Increasingly, CEOs expect for their general counsel and legal managers to demonstrate the ability to lead diverse and inclusive teams, both internally and externally.<sup>18</sup> Accordingly, increasing numbers of general counsel expect diversity of representation from their legal service providers and more are willing to leverage their influence to make diversity a higher priority.

## PROMOTING DIVERSITY IN-HOUSE

MCCA publicly recognizes those organizations that are successful at hiring, retaining and developing today's best and brightest legal talent as the MCCA Employers of Choice. The Employer of Choice Award is designed to spotlight industry leaders who have a commitment to and succeed at creating and maintaining a diverse corporate legal department. The Award is based on MCCA's *Pathways* concept:

- **Compliance** brings people into an organization.
- **Diversity** demonstrates an appreciation for their differences.
- **Inclusion** creates an environment in which people want to stay.

Since 1997, MCCA has honored many of the nation's leading companies, including Intel, Verizon Communications, MetLife, Bristol-Myers Squibb, Abbott Laboratories, U.S. Airways, Target Corporation, UBS PaineWebber, Fannie Mae, Ford Motor Company, Pitney Bowes, John Hancock, and Cardinal Health.

*For senior managers at the company, 25 percent of the bonus is based on employee satisfaction and a component of that is how well you do on diversity. That gets people's attention. It is something that is a core value.*

—Woman General Counsel

*Diversity has been a value at this company for a long time. Our former Chairman was very out front on these kinds of issues. He brought those values with him when he came to the company.*

—Man General Counsel

<sup>18</sup> See Reeves, Arin. "Diversity in Dollars and Sense: CEOs Speak Out on the Business Case for the 21st Century" in *Diversity & the Bar*, November 2002, p. 9-18

The general counsel who serve on their law department's diversity council support the hiring and retention of women and minorities within their departments in a variety of ways tailored to their specific environment, such as:

- Align diversity activities with long-term, corporate-wide strategic initiatives;
- Translate their commitment into measurable objectives at the business unit level;
- Implement quantitative and qualitative metrics for accountability;
- Tie their incentive pay and that of other senior managers to the results of diversity initiatives;
- Invest in substantive training programs for all staff;
- Demonstrate institutional implementation or design of policies and practices that support all people in doing their best work and developing to their fullest potential;
- Show leadership through creating an environment that eliminates barriers to communication and encourages everyone's contribution; and
- Enact formal programs or policies that value, encourage and enable individual attorney growth and improvement (e.g. mentoring, skills development seminars, etc.).

## PROMOTING DIVERSITY IN LAW FIRMS

In 1999, Charles Morgan, general counsel and executive vice president of BellSouth Corporation, published a Statement of Principle, which urges law firms to utilize more minority and women attorneys on corporate legal matters and to increase the diversity of their staff at all levels. As of May 2003, this Statement of Principle has been signed by nearly 500 general counsel, including most Fortune 500 companies, collectively representing tens of billions of dollars in purchasing power of legal services.

### THE STATEMENT OF PRINCIPLE

*As the Chief Legal Officers of the companies listed below, we wish to express to the law firms which represent us our strong commitment to the goal of diversity in the workplace. Our companies conduct business throughout the United States and around the world, and we value highly the perspectives and varied experiences which are found only in a diverse workplace. Our companies recognize that diversity makes for a broader, richer environment which produces more creative thinking and solutions. Thus, we believe that promoting diversity is essential to the success of our respective businesses. It is also the right thing to do.*

*We expect the law firms which represent our companies to work actively to promote diversity within their workplace. In making our respective decisions concerning selection of outside counsel, we will give significant weight to a firm's commitment and progress in this area.*

Law firm diversity is important to corporate law departments for several reasons. First, law firms are the training grounds and primary hiring pool for corporate law departments. Consequently, corporate law departments interested in promoting the diversity of their own staff often look to diverse outside counsel for their own future hiring needs. Second, promoting diversity in their outside counsel is part of a law department's overall external effort to do business with minority and women-owned vendors or with majority-owned businesses committed to diversity in their staff. As significant clients to their outside counsel, every general counsel has tremendous leverage to promote the advancement of women and minorities in law firms. How do they use that leverage? To begin with, many general counsel participants spoke of paying attention to the race and gender of the teams used to staff their matters.

*Diversity is part of my decision-making process (when hiring outside counsel) and it may become more so in the future. With the law firms that we typically use, I've said to them I would like to see more women and minority lawyers represented in the attorneys who work on our cases.*

—Man General Counsel

Many of the general counsel have also communicated to the managing partners of their outside law firms that diversity — with respect to both gender and race — is important to their company and by extension to the service providers the company hires. Some general counsel participants ask their law firms to provide diversity data on both the attorneys staffing their matters and representation by race and gender in the firm generally.

*With respect to diversity, we ask how many women and minority partners are at the firm, what is the progress, and who is in the pipeline. **From our perspective, we get more creative legal solutions when you bring together people from different perspectives who come with a different lens.** We also ask who is on our matters. In law firms your value is determined by your experience and women and minorities want to work on our matters (because we are a top-tier client) and we want them there.*

—Man General Counsel

This emphasis on diversity is not confined to the general counsel participants in this study. Over four hundred seventy general counsel (including some of the participants) have signed a Statement of Principle articulating their commitment to the issue. In fact, a few general counsel are steering work away from firms who are not diverse.

*We make (diversity) an explicit factor in choosing outside counsel. We just did a major IPO with one of the big NY law firms. Further litigation came out of the deal but we didn't give that work to the firm because they were not diverse enough. We told them that very directly.*

—Man General Counsel

*I know that many of the relationships [with our outside law firms] have histories that are deep-rooted and I wouldn't make changes that don't make sense but I can move the work around among several firms that we use regularly.*

—Man General Counsel

Several general counsel participants made a point of saying they do not want “token” women and minorities on their matters. Rather, they want to see women and minorities working on their matters in meaningful roles.

*You would think, based on my lunches, that one-third of partners in New York City are women. At every lunch, one of the three people is a woman partner. When I ask about diversity, it sometimes ends in comical moments and sometimes in awkward ones. Sometimes the women, who is often much more junior and may know nothing about my case work, flashes a look of panic at the senior male partner who goes into something about how difficult it is to retain women because they have children and leave.*

—Woman General Counsel

*The law firms don't have the critical mass, especially of minorities. Then they say they don't get the right candidates but I get them. Maybe I get them because they don't want to go and work for the law firms.*

—Woman General Counsel

Examples now abound of corporations that are challenging their primary law firms to increase the diversity of their legal staff. U.S. West and Security Pacific Corporation committed to spending specific percentages of their outside counsel budget with minority-owned firms or minorities in majority-owned firms. Chrysler moved all warranty-related litigation (formerly spread among 30 majority-owned firms) to a single minority-owned firm.<sup>19</sup> Shell Oil Company, General Motors, General Electric, and several other Fortune 500 companies require outside counsel invoices to report the hours billed by minority and women attorneys assigned to their company's legal matters, with the view to encouraging greater inclusion and diversity of representation. The DuPont Company annually benchmarks their law firms for their diversity efforts, including tracking the demographic changes made at all levels of the law firm. The results are included with five other performance-based criteria to decide the winners of \$2 million dollars in bonus money distributed to their primary law firms annually.

Sara Lee analyzed several years' worth of data from its primary law firms, including data on the number of minorities and women in each firm, the status of these individuals within their firms and the firms' initiatives for progress. Each of the firms was classified into one of three categories based on the analysis. The top three law firms were given Sara Lee Preferred Partner status because, in addition to providing high caliber legal services, the firms distinguished themselves from the rest by their proven commitment to diversity. As preferred partners, the firms stand poised to receive increased opportunities for a larger share of Sara Lee's legal work. The firms ranked at the bottom of the spectrum provided legal services of a very high quality, but failed to demonstrate what the company deemed to be a sufficient degree of commitment to and accomplishment in diversity. That failure resulted in Sara Lee's decision to reduce the amount of work assigned to those firms.

Thus, in addition to all of the other skills and abilities mentioned above, the ability to lead a diverse and inclusive law department and manage diverse workforces is an expectation of general counsel and those who aspire to legal management roles.<sup>20</sup>

<sup>19</sup> Ridgway, Delissa A. “Retention of Women & Minorities: Strategies for Promoting, Developing & Retaining Attorneys of Color,” (2001)

<sup>20</sup> Holliday, Chad. “Transforming a Science Company through Diversity” in *Diversity & the Bar*, November 2002, p. 20–26.

## KEY FINDINGS

1. The most common route to the general counsel position has been moving in-house from an associate or partner position in a law firm.
2. The primary reasons for moving in-house were to seek better work/life balance, to avoid the business development pressures in a law firm environment, and to have a more active role in the decisions of clients.
3. Success in-house comes from understanding the business and functioning as a business partner to clients.
4. Unlike in law firms, advancement in-house is not linear but the result of developing relationships with business people across the organization and increasing the sphere of influence through time.
5. Risk taking is a key personal strategy for attorneys seeking to develop their “leadership currency.”
6. Mentors played an important role in helping attorneys to navigate the corporate environment.
7. While attorneys have more control over their time than in a law firm environment, the changing role of the general counsel results in increased demands on accessibility and time.
8. Women were more likely to have made work/life tradeoffs — such as delaying children or marriage — and to reflect on what they had foregone though both women and men general counsel with children were equally likely to have a stay-at-home spouse.
9. Women attorneys working in-house are seeking to create their own definition of success, which includes a meaningful role at home and at work.
10. General counsel must be prepared to lead increasingly diverse legal teams and this entails promoting the inclusion of talented and involved women and minorities from their primary law firms, not simply tokens for client calls.

## MCCA RECOMMENDATIONS FOR DEVELOPING YOUR IN-HOUSE CAREER

1. Develop solid substantive legal ability and develop a reputation for being an outstanding lawyer.
2. Be honest with yourself about your strengths and shortcomings and be clear about your personal and professional priorities.
3. Understand the business of your employer so that you have the ability to identify how you can fill a critical need, contribute additional value, and effectively communicate legal issues to non-lawyer business teams using “their language,” not your own legal jargon.
4. Be visible within your company and in your industry. In addition to not being shy about discussing your contributions, invest time getting to know your colleagues by developing your relationships with those in the law department as well as the business units.
5. Don’t simply play it safe — take appropriate risks with a view to those that will enhance your skill set, demonstrate “out-of-the-box” approaches, and distinguish you as a leader.
6. Cultivate solid mentoring relationships with people who can help you guide your career and who will offer you sage advice.
7. Learn the arts of effective time management, prioritizing, and delegating in order to re-focus your expenditure of time and resources on value-added work.
8. Develop solid support bases at work and at home to help you maintain a healthy work/life balance, that is in keeping with your personal values.
9. Avoid letting others’ expectations define your definition of “success,” and don’t hesitate to shift your goals or priorities as your own needs and expectations evolve.
10. Develop leadership skills with a sensitivity to the fact that the diversity of those you lead can be a key asset to your organization so you must cultivate your ability to manage across differences and build a high-performing team.

# APPENDIX I

## THE FORTUNE 500 CEO SURVEY ON GENERAL COUNSEL

PREPARED BY:  
HEIDRICK & STRUGGLES INTERNATIONAL, INC.  
AND THE MINORITY CORPORATE COUNSEL ASSOCIATION

### BACKGROUND

In April of 2000, Heidrick & Struggles and the Minority Corporate Counsel Association conducted a survey of Fortune 500 CEOs regarding their views of the role played by their General Counsel. The objective of the study was to gain a better understanding of the importance this position plays within these companies, the skill set most valued by CEOs and their attitudes regarding diversity in the legal department.

### METHODOLOGY

Of the 500 surveys sent out to CEOs, a total of 50 respondents, or 10% of the Fortune 500 CEOs, participated in the research.

### HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Since its founding in 1953, Heidrick & Struggles has served the professional services industry, and is now a global executive search leader in this category. With offices in major business centers on six continents, Heidrick & Struggles specializes in identifying, attracting and recruiting chief executives, board of directors, and senior-level managers.



## THE SURVEY

### 1. WHAT ARE THE STRATEGIC ISSUES THAT GENERAL COUNSEL WORK ON?

Regulatory Compliance	96%
Mergers & Acquisitions	93%
Crisis Management	89%
Strategic Development	62%
Succession Planning	44%

### 2. DOES YOUR GENERAL COUNSEL SIT ON THE BOARD OF DIRECTORS?

Yes	2%
No	98%

### 3. HOW WAS YOUR GENERAL COUNSEL HIRED?

Promoted from within	57%
Selected from a law firm	23%
Located by a search firm	16%
Other	4%

### 4a. WHAT BACKGROUND WOULD YOU LOOK FOR WHEN REPLACING YOUR GENERAL COUNSEL?

In-house experience	73%
Private practice	40%

### 4b. WHAT SKILL SETS WOULD YOU SEEK IN A NEW GENERAL COUNSEL?

Ability to lead additional departments	24%
Management skills	4%
Strategic thinker	4%
Business	4%
Other	13%

**5. AREAS OF EXPERTISE MOST IMPORTANT IN SELECTING A LAWYER FROM PRIVATE PRACTICE**

Mergers & acquisitions	57%
Litigation	43%
Antitrust	23%
Intellectual property	11%
Corporate governance	9%
Board background / well balanced	7%
SEC compliance	5%
Business law	5%
Other	23%

**6. WHAT STEPS ARE BEING TAKEN TO ATTRACT MINORITY CANDIDATES TO FILL TOP POSITIONS IN YOUR LEGAL DEPARTMENT?**

Internal planning	75%
Rewarding managers to promote diversity	43%
Using a recruiting firm	41%
Developing an internal diversity team	34%
Establishing relationships between internal senior and junior legal staff	34%
Evaluating candidates to ensure their interaction in diverse departments	32%

**7. WHAT ARE THE BENEFITS OF PROMOTING DIVERSITY WITHIN YOUR COMPANY?**

Enriches corporate culture	93%
Promotes different perspectives for a changing environment	89%
Better business practice	82%
Better public relations	51%
Provides jobs for disadvantaged groups	22%

**8. WHAT IS THE MOST IMPORTANT ROLE OF THE GENERAL COUNSEL IN YOUR COMPANY?**

Advisor role	54%
Legal role	38%
Management role	29%

**9. WHAT SKILLS ARE MOST IMPORTANT IN FILLING THE LEGAL ROLE?**

To find solutions to legal problems	69%
To communicate with executives about legal issues	63%
To analyze company legal issues	56%
To develop advantages in the legal and regulatory framework of your industry	31%

**10. WHAT SKILLS ARE MOST IMPORTANT IN FILLING THE MANAGEMENT ROLE?**

To direct the legal team to outstanding results	100%
To manage outside counsel	57%
To recruit and retain good personnel	50%
To create diversity within the legal organization	29%
To contain costs	25%
To increase productivity	14%
To develop a succession plan	11%
To apply technology to contain costs	4%

**11. WHAT SKILLS ARE MOST IMPORTANT IN FILLING ADVISOR ROLE?**

To perform as “business lawyer”	62%
To accomplish business strategies and objectives	50%
To provide advice on the legal issue at hand	47%

**12. HOW WOULD YOU CHARACTERIZE YOUR LEGAL DEPARTMENT’S USE OF OUTSIDE COUNSEL?**

Too heavy	23%
Just right	73%
Don’t know	4%

**13. HOW IS YOUR GENERAL COUNSEL COMPENSATED RELATIVE TO YOUR CFO?**

More	12%
Less	70%
About the same	17%

**14. HOW IS YOUR GENERAL COUNSEL COMPENSATED RELATIVE TO YOUR CIO?**

More	79%
Less	7%
About the same	14%

# APPENDIX II

## FROM THE EXPERT'S DESK: GENERAL COUNSEL REVEAL WHAT IT TAKES TO ASCEND TO A FORTUNE 500® LAW DEPARTMENT\*

(Reprinted from the December 2001 issue of *Diversity & the Bar*.)

BY ALEA J. MITCHELL

*Despite their differences, all general counsel believed that their ability to envision the big picture and competently manage all areas of law and business is what makes them invaluable to their companies.*

The legal profession still traditionally views its highest positions, such as general counsel at a major corporation, or managing partner of a law firm, as being governed by a meritocracy—where success is the result of an individual's innate ability to perform well in such areas as law school grade point average (GPA), or law review participation.

Today, this idea leads some attorneys to view diversity as sacrificing the traditional standards that have defined success at the highest level. The experience of minorities who have achieved these positions often indicates that merit in law departments is often defined by informal networks bound by similar culture, law schools, or practice areas that tend to exclude them and that create major barriers for other attorneys of color regardless of their credentials.

By unspoken accord, the legal community has presumed its own litmus tests for judging the quality of its leading attorneys—a general counsel is someone who attended an Ivy League or top 10 law school and participated on the prestigious law review. Yet, the results from the MCCA “Survey of the General Counsel in the Fortune 500®,” convey a different story. For example, only half of the survey respondents attended top 10 law schools and even fewer participated on law review or had a judicial clerkship.

For this 5th Anniversary issue of *Diversity & the Bar*, MCCA interviewed each of the 21 people of color who lead the law departments at Fortune 500® companies. MCCA sought to dispel the myths of what it takes to be a general counsel and to map the steps on the career ladder they followed to the door of the chief legal office. According to these 21 dynamic achievers, while one's paper credentials are perceived as more important by some, the experience gained by having the right attitude, being flexible, and being willing to take risks is what sets individuals apart from the crowd.

This summer, MCCA conducted the “Fifth Annual Survey of the General Counsel in the Fortune 500®” to develop valuable insight into viable career paths for those considering the route to general counsel. Specifically, MCCA set out to answer questions such as:

- What does the composite profile of the general counsel look like?
- What age is that individual and how many years of practice does that person have?
- What areas of legal practice and what core competencies are most prevalent among general counsel?
- Are there significant differences in the responses to any of the latter questions between men and women, or between attorneys of color and white general counsel?

The survey, shown in *Figure 1* (p.54), asked current general counsel to provide key personal information, including law school activities, legal specialties, and the core competencies that they feel are most salient to their role as general counsel.

Of our 89 respondents, 89 percent were Caucasian and 80 percent were male; a whopping 70 percent were white men—fairly telling numbers that are not far removed from the demographic breakdown of all Fortune 500® general counsel.

Fifty-three percent of MCCA’s respondents attended the nation’s top 10 legal institutions, which is a far-cry less than what one might expect of the country’s most elite legal sector. In comparison, however, 70 percent of minority respondents attended top 10 institutions. Differences suggest that while the number of attorneys of color at the leading role in corporate law departments is growing, minority general counsel are still being held to higher standards than their white counterparts.

Law school extracurricular activities, particularly the law review, show a similar discrepancy, this time between male and female general counsel respondents, though not quite as stark. While most general counsel do not have law review experience (60 percent), 50 percent of women who responded do have this credential.

*Figure 2* (p.55) shows the results of the survey by demographic group.

Despite their differences, all general counsel believed that their ability to envision the big picture and competently manage all areas of law and business is what makes them invaluable to their companies. Popular legal specialties included corporate governance (54 percent), mergers and acquisitions (45 percent), securities and transactions (44 percent), litigation (34 percent), and antitrust (19 percent). The advice given in earlier issues of *Diversity & the Bar*, that diversification among legal fields is key for those lawyers aspiring to become general counsel, was again reiterated since most respondents counted at least two of the specialties in their experience.

Fortune 500® general counsel consistently ranked the core competencies in the following order:

- 1) provide legal advice to chief executives;
- 2) manage the legal affairs of the company;
- 3) be proficient in risk management and damage control;
- 4) comply with regulation, and
- 5) be adept at succession planning.

Thus, roughly half of the Fortune 500® general counsel did not attend law schools ranked in the top tier by U.S. News & World Report, despite popular belief to the contrary. Additionally, most of their backgrounds did not include participation in law review and most did not complete a judicial clerkship. Thus, the route to the most coveted chief legal positions in America's largest corporations appears best navigated by individuals who recognize their legal and management skills as ultimately better determinants of their worth than the schools that they attended or legal journals they worked on.

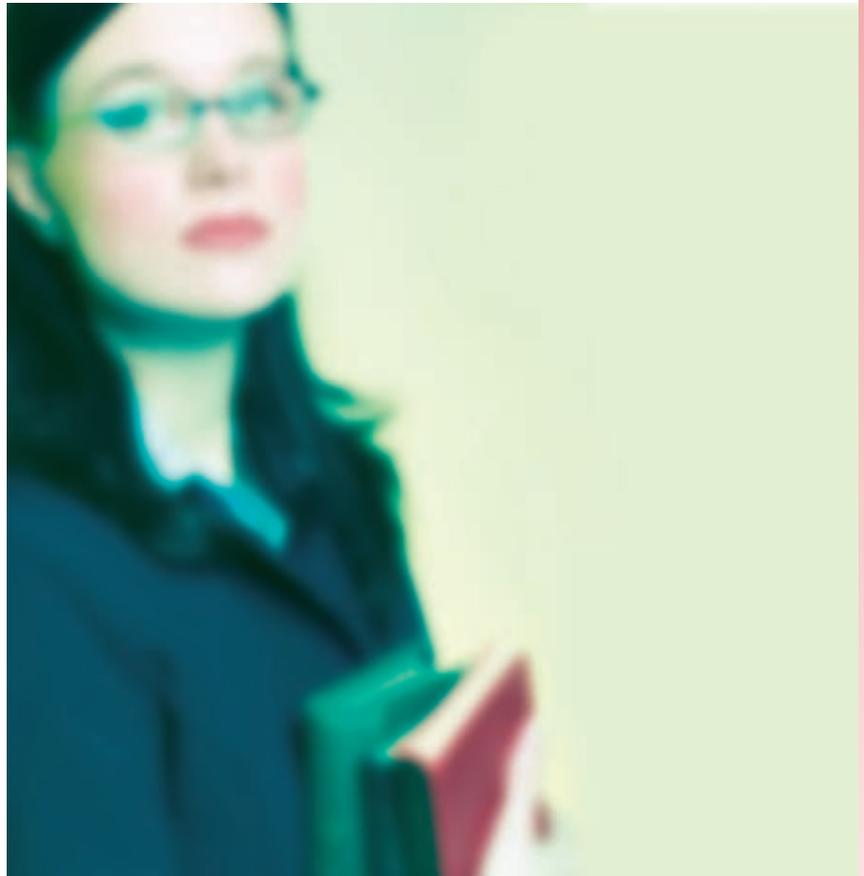
Taken together, these results show that the role of general counsel is shifting in numerous ways, for example from being a legal technician and risk manager to include business expertise and communication with chief executives. The manner of evaluating candidates may also be changing from paper qualifications to skills and abilities' albeit less so for minorities and women.

In the past three years, the number of minority general counsel at Fortune 500® companies has almost doubled—from 11 to 21 in 2001—and these numbers will continue to rise.

The number of women who head their company's legal department is also increasing and is expected to continue to do so. As diversity becomes a reality at the top levels, MCCA will continue to study how the skill sets and experience that chief legal officers possess change over time.

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*Alea J. Mitchell worked for MCCA as a summer intern upon her graduation from Wesleyan. Prior to her role as Features Editor of Diversity & the Bar, she was employed at D'Arcy Advertising in New York City.*



## FIGURE 1— SURVEY FORM COMPLETED BY GENERAL COUNSEL

Name \_\_\_\_\_  
Title \_\_\_\_\_  
Company Name \_\_\_\_\_  
SIC Code \_\_\_\_\_  
Date of Birth \_\_\_\_\_  
Race or Ethnicity \_\_\_\_\_

### **Law School:**

Year of Graduation \_\_\_\_\_  
Tenure as General Counsel \_\_\_\_\_

### **Law School Activities:**

Moot Court \_\_\_\_\_  
Law Review \_\_\_\_\_  
Judicial Clerkship; if so, Court \_\_\_\_\_  
Student Sponsored Pro Bono Work \_\_\_\_\_  
Student Government \_\_\_\_\_  
Associate at Law Firm \_\_\_\_\_  
In-House internship \_\_\_\_\_  
Other \_\_\_\_\_

### **Legal Specialty:**

Mergers & Acquisitions \_\_\_\_\_  
Intellectual Properties \_\_\_\_\_  
Securities & Transaction \_\_\_\_\_  
Federal Compliance \_\_\_\_\_  
Employment and Labor Law \_\_\_\_\_  
International Business Law \_\_\_\_\_  
Corporate governance \_\_\_\_\_  
Litigation \_\_\_\_\_  
Antitrust \_\_\_\_\_  
Other \_\_\_\_\_

**Please rank the core competencies of being a general counsel:**

Provide legal advice to chief executives (for example, “business lawyer”)

Manage legal affairs of company

Regulatory compliance

Risk management and damage control

Succession planning

Other

**Do you have a legal department diversity plan or program(s)?**

Yes

No

If so, who coordinates your diversity initiatives?

## FIGURE 2

### BREAKDOWN OF RESPONDENTS BY AGE AND YEARS OF EXPERIENCE

Demographic Group	No. of Respondents (#)	Top 10 Institution Attendance (%)	Law Review Participation (%)	Average Years of Experience	Average Age
All	89	53	40	25	52
Women	18	44	50	24	54
Attorneys of Color	10	70	20	21	50