





# TIPS FOR CATCHING THE WANDERING EYE OF IN-HOUSE COUNSEL

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**B**uilding a relationship is more than soliciting business; it is about developing a connection. It is built on a true understanding of your client's goals, personal interests, and, of course, their business. Michaune Tillman, general counsel and vice president of human resources and compliance at Malvern, Pa.-based Worthington Armstrong Venture, shares the key ways outside counsel can add value in the eyes of current and potential clients.

## **TIP #1: Learn About the Client's Industry and Specific Business**

I know we have seen this tip time and time again, but why are so many attorneys failing to truly invest time learning more about the businesses and industries they serve? It is important not only to review the company's quarterly and annual reports, but also to find ways to better understand the company's strategy, key initiatives, competitive landscape, and industry trends. Schedule time to meet with your legal contact to see what challenges the company is facing to determine how you can assist—gratis. Yes, for free.

Investigate if there are any specific industry changes that would be valuable for your client's employees to understand. Is there a new regulatory change affecting a significant aspect of the business that should be communicated across the company? You want your relationship to extend beyond your contact's current position and company.

In other words, your goal is to play the long game. Offer to serve as an expert or consultant on the change and its impact on your client's business. Your proactive interest will truly pay dividends over time.

## **TIP #2: Learn to View Your "Client" as Broader Than "Legal"**

The financial success of the business is essential to the organization as a whole. How can you contribute to the overall success of the

company? Think about who your audience is within the business. C-suite general counsel are viewed as true business partners, and their business acumen is just as important as their legal expertise. As an outside counsel partner, you should also view yourself as a consultant to the business team. As you provide advice and counsel, you must ensure it is practical and business-centric. A "no" should always be followed by an "alternative path." The best outside counsel understand that there is more than one stakeholder in the company.

In-house attorneys understand the pressures of being at a law firm. The importance of bringing in work hasn't completely escaped us—remember, many of us were once at law firms ourselves. But it is imperative for outside counsel to understand some of the true dynamics associated with "moving or reassigning" legal work within a company. Outside counsel can sometimes be naive about what it takes politically to "move work." Various organizational stakeholders develop relationships with their favorite outside attorneys, and change can be difficult. Therefore, it is strategically important that outside counsel invest time to get to know the other key organizational stakeholders. This may involve offering to provide training to your contact's internal clients (e.g., tax, HR, benefits)—for free. Yup, there is that word again! Remember, you are seeking to build a mean-

ingful, long-lasting relationship with not only your contact in legal, but also other key stakeholders. Once your contact is ready to “move the work,” it is an easier sell. By taking the steps outlined above, you would have become a known quantity.

### **TIP #3: Do Not Send the “You Have Been Sued” Email**

Please don’t send the you-have-been-sued email to your in-house contact. Honestly, nine times out of 10, they have already received this email—repeatedly. In addition, there is a little company called the Corporation Trust Company that probably has already delivered this glorious news. And most times, we aren’t happy about it! Instead, use this as an opportunity to provide value without the expectation that you will get the business. What insight do you have that would be helpful as your client faces this new pending matter? Make sure you are providing insight regarding how you are uniquely qualified to handle the matter, for example: (1) you have faced this plaintiff’s attorney in the past; (2) you have handled a similar matter; (3) you know the judge; (4) you want to refer your contact to another firm or attorney that you believe would be an excellent resource; or (5) you can provide an outline of your initial thoughts about how you would approach the matter. This is certainly an opportunity to potentially get work, but you have to distinguish yourself from the competition.

### **TIP #4: Create the Opportunity**

Even better than waiting for the opportunity, create it. Again, by truly knowing your client, if you have recently recognized that your client is growing in a particular aspect of their business, identify any hot issues where you can assist. Think about how you can cultivate the relationship while providing insight on an issue they may not have analyzed. Opportunities can come in many different forms; you just have to be creative and prepared.

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### **Tips From a General Counsel** *continued from page 50*

provide a recommendation. The really good GCs will then take this information and assess the impact on the immediate, midterm, and long-term needs of the business (and various stakeholders, such as shareholders and employees) and differentiate between the best legal answer and the answer that works best for the needs of the business.

Lastly, create a list of the top legal resources (individuals and checklists) that you would use for various issues and keep it easily accessible. There will be moments when you need a quick answer about a subject matter with which are you unfamiliar. Most often, those quick questions will have short answers that don’t take much time to address. However, there might be times when those questions present themselves due to a crisis or significant event that will take longer to address. In those moments, you likely will not have time to vet your legal counsel to find those best able to assist with your issue within the allotted timeframe. However, if you have compiled a list of go-to legal counsel to address these types of difficult situations at the last minute, you will minimize your stress and make a great impression on the CEO and the board because you are able to more efficiently and quickly address the issue at hand without any delay.

### **Final Thoughts**

In summary, serving as GC is a rewarding, challenging, and (very importantly) fun role to have. Not only does the role provide intellec-

### **Tip #5: Show Your Creativity—GCs Love Creative Fee Arrangements**

Every GC has had the dreaded conversation with their finance lead regarding fluctuations in the legal budget. Face it, the unpredictability of “bet the company” litigation, class actions, or even estimating the number of state or federal agency charges or investigations from year to year can often be a shot in the dark from a budget perspective. Think about whether there is a creative way you can help the legal department achieve its budgetary goals. Your ability to work with in-house counsel to lend some level of predictability to the legal litigation spend—perhaps by proposing an annual flat fee arrangement or some other creative arrangement—can be a true value add. Oh—and it will definitely help your GC score an invitation to the finance team’s year-end closing party.

At the end of the day, cultivating partnerships in the legal and business world comes down to the value of relationships. It is human nature to want to work with people who care about you personally and your business. Developing true connections takes time and real work—but the rewards professionally and personally can be long-lasting. ☺



*Michaune D. Tillman is general counsel and vice president, human resources and compliance, for WAVE and also serves as secretary to the WAVE Board of Directors. Tillman was previously the deputy general counsel, vice president, and ethics officer for Ricoh Americas Corporation. © 2019 Michaune D. Tillman. All rights reserved.*

tual stimulation, but it also gives you the opportunity to flex different muscles you may not have developed and, sometimes, did not know should be developed. I offer the thoughts above in the hopes that they will provide current and aspiring GCs with more tools to assist them with being successful and provide outside counsel with additional insight into the challenges that GCs face. ☺



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