

by John Okray

Discussion with Cynthia Gibson, Executive Vice President, Chief Legal Officer, and Corporate Secretary of Scripps Networks Interactive

In her role at Scripps Networks Interactive, Cynthia

Gibson is responsible for coordinating and further developing the company's legal affairs, business affairs, and audit departments, as well as providing guidance and oversight for all of the company's litigation, contractual, governance, and regulatory obligations. Gibson was recently named one of the "Most Powerful Women in Cable" by CableFAX and participated in the Cable Executive Management Program at Harvard Business School. She also has been recognized as among "The Best Lawyers in America" for her work in commercial litigation, labor and employment law, as well as health care, and as a "Super Lawyer" in labor and employment law. She was named among the "Top 50 Women Attorneys in Ohio" and the "Top 25 Women Attorneys in Cincinnati." Gibson serves as chair of the board of directors of United Way Worldwide's National Women's Leadership Council. She is a trustee-elect of the board of directors for United Way of America. She is also a member of the Women in Cable Telecommunications and the National Association for Multi-Ethnicity in Communications. In Knoxville, Tenn., she is a founding member and past chairperson of the Women of Tocqueville and also serves as a member of the board of directors for the United Way of Greater Knoxville. She also serves as a member of the Episcopal School of Knoxville board of directors. Gibson earned her Juris Doctor from the University of Virginia, School of Law. She has a bachelor's degree in history from Wake Forest University, where she graduated with honors.



Can you please summarize Scripps Networks business and its constituent networks?

Headquartered in Knoxville, Scripps Networks Interactive is one of the leading developers of engaging lifestyle content in the home, food, and travel categories for television, the Internet, and emerging platforms. The company's media portfolio comprises popular brands HGTV, DIY Network, Food Network, Cooking Channel, Travel Channel, and Great American Country, which collectively reach more than 170 million consumers each month. Companion websites and mobile applications complement on-air programming with video and a deeper dive into information that informs and inspires our

audiences. The company's growing international division has offices in London, Singapore, and Brazil, overseeing global networks such as Food Network UK, Travel Channel International, Fine Living, and Asian Food Channel.

What are typical matters that your in-house counsel work on? What is your philosophy on the use of outside counsel?

Our business law department has approximately 70 members and is responsible for managing all of the legal matters for the company. Our department is also responsible for negotiating the business deals for all of the content and talent that appear on our air.

Interview conducted April 21, 2014, by John Okray, chair of the Federal Bar Association's Corporate and Association Counsel Division. He can be reached at johnokray@outlook.com. For more information on the Corporate and Association Counsel Division, please visit www.fedbar.org.

It is important to me that we see ourselves as business people first, and those of us who happen to be lawyers will bring that skill set to the table as well. We have great outside counsel that we rely upon regularly. We engage outside counsel primarily for significant mergers and acquisitions, litigation, trademark and copyright management, and specific areas where regulatory expertise is required. We tend to handle the balance of all legal matters in house. Just as we expect the members of our department to be business people first, we select outside counsel who focus on the business issues at hand, in addition to the legal issues on which we seek their guidance. It is not at all helpful if outside counsel are not willing to consider the business context in which their advice is given. There are often many routes to the solution of any legal issue, and without thinking about it within the business context, the advice, while legally correct, is often not beneficial.

What regulatory regimes must Scripps Networks comply with?

As a publicly traded company whose business is the distribution of content, the Federal Communications Commission and the Securities and Exchange Commission are the regulatory agencies that first come to mind. Just as with all other cable and broadcast content providers, we work closely with our distribution partners so that the content we supply can both satisfy the consumer protections intrinsic to decency and privacy standards and meet a variety of technical broadcast obligations like the closed captioning requirements, volume standards, or children's programming rules. We've developed internal systems and processes to ensure timely compliance with the current regulatory requirements and remain flexible to adjust as necessary to any change in the regulatory landscape.

The Scripps Networks website references a number of corporate initiatives to promote diversity and inclusion. How would you summarize these programs and what have been the results? Has the company's board of directors been actively involved?

With the evolution of the media industry and its continued focus on diversity, Scripps Networks has been vigilant in staying ahead of the trends. Internally, the establishment of the program office of diversity supporting our diversity executive committee and diversity council reflects our commitment to have management and department leadership work as a unified body. We use newsletters, employee meetings, and our intranet to solicit employee support and keep the population abreast of industry diversity initiatives and trends. We work hard to incorporate diverse messaging and listen to understand how we can feature diversity on air and internally. For example, our research team has partnered with the National Urban League to expand our reach within the African-American community for its "Under One Roof" initiative, which is a research tool utilizing both internal and external focus groups to provide feedback on our on-air programming.

The media industry is moving toward more fragmentation of audiences and, because our lifestyle brands are already niche destinations, we are catering to those audiences. As part of our long-term strategy for success, we work diligently to ensure our programming reflects our audiences, including their ethnicity. For instance, the Hollywood Creative Forum is a program in which we partner with the Kaitz Foundation to connect the industry's programming chiefs with the multicultural talent coming out of television and

film schools. Due to our success with this program, we're currently developing a relationship with the National Association of Latino Independent Producers. In similar fashion, this will help us to bridge the gap with Latino talent and producers. Finally, we've leveraged popular Food Network host Sunny Anderson to talk about healthy eating and cooking with local partners and congressional leaders on Capitol Hill. Sunny shares how even on a reduced budget, families can eat healthy with some of the basic food staples.

Our board of directors understands the importance of diversity and in 2013 was expanded to include our first African-American board member.

Do you feel there are still meaningful disparities between men and women in the legal profession, media, and/or corporate America generally? If so, what are they and what needs to be done?

I feel very fortunate to work for a company that not only includes a commitment to diversity as one of its core values, it delivers on that promise. We have many strong women leaders across the company. I can truly say that in our culture, I do not experience any barrier to advancement or inclusion because I am a woman and have benefitted from the support and mentorship of not only my boss, our chairman, president, and chief executive officer, Ken Lowe, but also many of my male (and female) colleagues along the way. That said, I know that many women in the legal profession do not enjoy this luxury. The annual report of the American Bar Association's Commission on Women in the Profession reveals some pretty stark statistics. Women have made up more than 50 percent of law school

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graduates for decades. And yet, they make up only 19.9 percent of partners, 15 percent of equity partners, and 4 percent of managing partners in the 200 largest law firms. For women in corporations, the leadership story is only marginally better. A little more than 20 percent of the Fortune 500 and 15 percent of the Fortune 501-1,000 have female general counsels. From my perspective, the media industry has been more open to women, particularly in certain segments. Our industry is fortunate that its leaders established Women in Cable Telecommunications (WICT) in 1979, whose mission has been to develop our female leaders. WICT is a world-class organization and has had a tremendous influence on our industry in supporting the growth and development of women leaders, and we are fortunate to have its leadership in our industry.

How do you think the distribution of television programming will evolve over the next several years?

That's an interesting question and one we at Scripps Networks ponder daily. The future is upon us with the advent of so many ways to watch television programming beyond our traditional TV sets. We find our audiences, especially those in the millennial generation, increasingly watching video content on a variety of platforms and devices—on the go and untethered from their home TV. In our industry this trend is known as “TV Everywhere,” because just as the name suggests, people want their TV to be everywhere they are, not just in the living room. With the goal to make our valuable video content available to our highly engaged viewers on their terms, we have partnerships in place with providers in about 70 percent of our footprint, allowing those fans to enjoy their favorite Scripps Networks shows anytime, anywhere.

A challenge in the future will be harnessing the unique powers of these platforms as viewers navigate through and interact with our content, and we further cultivate our ability to present more personalized experiences. We're in an advantageous position at Scripps Networks in that we own the rights to the majority of our video programming, and more than 90 percent of that programming is viewed live. The bottom

line is that we remain committed to providing our viewers with access to our premium video content through the best entertainment value available, and that is pay TV. At the end of the day, we're about creating compelling, quality content, and no matter how it's consumed, as we like to say, “content is king.”

What professional or personal achievement are you most proud of?

My family is without a doubt the achievement I'm most proud of. As a young lawyer, I was not sure that I could balance my commitment to my career with starting a family, so I waited until my mid-thirties to start a family. My husband and I now have three children, ages 13, 11, and 8. From them I have learned more about myself and about life in general than from anything else I've ever done. They are great kids and bring joy and adventure to my life every day. I am also fortunate to be married to my high school sweetheart, David Gilbert, who has never wavered in his support of my professional goals.

Professionally, I have a long list of firsts as a woman, which I have seen as both an accomplishment and a responsibility, one I've always taken seriously. I was the first woman in my law firm, the first woman partner, the first woman in management, and now serve as my company's first female chief legal officer. When you are the first, others look to you as an example, and I believe you should always be supportive of those who follow.

What is your favorite show on a Scripps Networks and why?

This question is like asking me to choose among my children! I'm so proud of all of the shows that we put on our networks. Not only because of the high quality and entertainment value, but just as importantly because our programming is family friendly. There is not a show on our air that I wouldn't encourage my children to watch. I can say that of very few networks on television these days. We value that here at Scripps Networks Interactive, and I value that as a mom. ☺

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