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FOCUS

President's Message

Mary Jane Forbes

Dear Fellow ACC Members:

Don't believe those folks who tell you in a rather dismissive way, "Oh, Seattle. It's always raining there." Seattle is, in fact, a beautiful city with lots of sunshine to offer visitors, especially the thousands of corporate counsel who attended ACC's Annual Meeting there in late October. Our chapter was fortunate to have several attendees, including Julie Young, our chapter administrator; Tracey Poisal Rice, our immediate past president and counsel to Armstrong World Industries; Al Peters, another past president of the chapter and counsel to the Pennsylvania Turnpike Commission; and our current program chair, who also serves as a member of ACC's national board. We are also very proud that Justin McCarthy of Dentsply, Carl Schultz of Tyco, and Thomas Jackson of Glatfelter were members of the presenting faculty.

The Annual Meeting was a great event, with excellent programs and great networking opportunities. I took advantage of the CLE programs to learn more about law department management, intellectual property rights, open source software, and the latest developments in corporate governance, just to name a few of the offerings. I also participated in the Corporate Pro Bono Institute's program, where they offered training in the defense of immigration cases, courtesy of Microsoft's legal department; and special education law, presented by Intel's in-house counsel. ACC goes out of its way to recruit the top

people in the field and to offer programs on the most recent legal developments. At the same time, there were lots of social events where you could meet corporate counsel from around the country and beyond. My few days in Seattle were fabulous—complete with a harbor cruise, a trip to the Space-Needle via the monorail, a visit to the original Nordstrom and Starbucks, and a box of fresh wild salmon shipped from Pike's Market straight to my front door. Next year's Annual Meeting will be in Boston, so mark your calendars now for October 18–21, 2009. It's an event not to be missed!

Here in Central PA, there is also a great deal of activities. At the end of October, there was a special event that I hope other members will emulate. Largely through the efforts of Lois Duquette of The Hershey



Tracey P. Rice, Mary Jane Forbes and Julie Young.

Company, a luncheon was held in Hershey, and the attendees were members who were interested in trademark law, and wanted to form a group to communicate more effectively about this aspect of the law. The event was well attended, and we expect to hear more from this group. If anyone wants to join or has an idea for a similar group with a focus on another aspect of the law,

please let us know. We will assist with the start-up.

The Streetlaw program, held on Friday, November 14, was a great success. Over 80 high school students from Milton Hershey School, William Penn High School in York, and Harrisburg Sci-Tech gathered together with our ACC program advisors. Frank Miles of Hershey Entertainment

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Counseling Around Corners

Susan Hackett

Senior Vice President and General Counsel, Association of Corporate Counsel (ACC)

Contact: hackett@acc.com

The economic downturn is more evident everywhere I go. The impact can be seen and felt all around us: closing businesses, laid off workers, less abundance, less “consumerism,” and an increased focus on family time.

My mother recently reminded me of some things I had since pushed aside. Mom, born in the Depression years, grew up in a very large family that barely made ends meet from day to day. They lived without a lot of frills, and only because all of the kids pitched in at home or to earn money. They focused on frugality, getting good value from everything they purchased, doing everything they could with less. I saw the enduring imprint of the Depression on my mom every time she rolled up and “re-gifted” the paper and the ribbon off her birthday package, or made us carry recycled lunch bags, or carefully washed and stored the empty mayonnaise jars for future use. We teased her mercilessly about this kind of frugal behavior.

In the last few months, those of us who grew up with plenty and who have been living large have seen a glimpse of what was bred in many of our elder parents’ bones: a healthy respect for prudence, a less ostentatious lifestyle. We are stepping back from excess and more carefully shepherding our resources because we are worried about what might come. Those of us fortunate enough to enjoy relative security in our jobs, our homes, and our daily routines cannot escape the unfortunate comparison to some of our neighbors and colleagues who have been harder hit.

By reflecting on the past, we can learn prudence relevant to corporate counseling in today’s volatile environment. As you examine your budgets and look at what can or must be trimmed, or what you can do to drive greater value, outside counsel costs often rise to the top of the pile. Empirically, we know that outside counsel costs constitutes more than 50 percent of the budget for more than half of in-house

departments. While many outside counsel are worth every penny they are paid, we all know there are many more who could be managed to spend a bit less for the work they perform, relative to the value of the services provided. Unless we manage toward those efficiencies, we are going to be caught spending our precious time in unproductive arguments over bills.

ACC has resources readily available to you for your consideration as you hone in on costs and increased value:

Hours, Rates, and Budgets

Don’t ask for a discounted rate or a freeze on fees. Many members have indicated that their approach to their firms this year is to ask for a 10 to 20 percent rate decrease. In part, this plan is fueled by the perception (and reality) that rates charged are out of proportion, and that they have grown exponentially for several years without any corresponding increase or change in the value of the services those counsel provide. Services have gotten more expensive and AmLaw and others continue to report that firms and leading partners are sometimes profiting in an almost unseemly manner. While everyone likes a profit, you have to start to wonder, “Who is in control here?”

Every situation has its own unique drivers, and I believe focusing on reducing outside lawyers’ rates is the wrong way to go in establishing the groundwork for successfully controlling costs. In-house counsel are surprised to find that, despite setting lower billing rates, fee ceilings, or blended rates for their work, the overall bill submitted did not get any smaller. Law firms that overcharge for matters and that agree to freeze or reduce their rates, just bill more hours, involve more billers, or do not properly control other expenses. Bills inevitably gravitate toward a certain amount, regardless of what might have been negotiated.

Set a budget for the project and to hold the firm accountable. Talk about what that project or matter is worth. Do not attach a price to the project, nor accept a fee reduction or a request for a discount. Simply state that this is what the matter is worth to you and then ask, “Is the firm willing to take this matter on for this fee?”

You should clearly articulate that you will not allow adjustments or overruns, except in pre-determined (in writing) extreme circumstances. For the price you agree to, they must finish the project, however that is defined. If it is important to you, tell them which lawyers you want in charge of or working on your matter. Make sure you are playing fair: tell them up front that you will not seek a refund or rebate if they resolve the matter more quickly/less expensively. You want them to profit by working efficiently. While some worry that the work done could suffer as a result of this kind of arrangement, I believe this is a myth of convenience, without any empirical merit. Firms that set flat fees for services begin to value lawyers who provide services not based on hours, but on getting clients what they want quickly.

What do you get from this? Much of the time, you will get lower costs. However, even if costs are not reduced, there is something to be said for managing them predictably for your clients in such tumultuous times, since busted budgets and missed financial targets often cause even more trouble. In addition to the surety of bills inline with your expense expectations, you and the firm will not have to waste time arguing over hours or bills.

Establishing a Budget

A project budget is not something that your outside counsel should prepare. It is something you must drive. Outside counsel should be critical in the process of mining their data. Perhaps they have done 437 of these kinds of cases over the last five years and can average some costs for you as a starting point. In-house departments

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must set—and evaluate—the budget based on the value of the work to the client. If a project is only “worth” \$50,000 to the client, what does it matter if the firm says it will cost \$100,000? You either find another firm or settle out now for \$40,000, and spend your time and effort on something that has a higher value.

While many of us are unsure of how to effectively evaluate the “worth” of some kinds of matters, we have to do this in the process of owning our own budgets and costs. If you do not know what a matter is worth, you certainly cannot expect your outside firm to live up to your cost efficiency expectations. We are developing a highly refined set of evaluation tools for our ACC Value Challenge project that will help in-house counsel determine the value of legal work by some other method than the cost of a lawyer’s hour multiplied by the time the lawyer spends working on the matter. If your goal is to set budgets based on incenting efficient performance from all players, inside and out, be sure to visit www.acc.com/valuechallenge for additional tools and insight.

A significant portion of the time you spend with your firms should be focused on evaluation and review of their services. Most of us, however, do very little to tell our firms what they do that we like and what we want them to do differently. The closest we get is paying or disputing the bill. While your outside firms are not blind, they may not focus on what your needs or concerns are unless you tell them. They are aware that companies are tightening their belts, that legal services are a cost center, and that you are under pressure to do more with less, but what do you expect them to propose without guidance from you? Further, if you work in a larger department, you must also have this “evaluation/review” conversation with your own lawyers internally. You want to incent their better management of firms by rewarding those who drive better performance at lower and predicted costs, and reproaching those that do not. Keep in mind that cost overrun by law firms is often enabled by a lack of good in-house management.

You need to consider adopting evaluation/review criteria for both the in-house staff and the outside firm. Make it clear that compensation and continued retention depends on adherence to a set of criteria that you all understand and are equipped to employ. If you are going to tell internal counsel that they must hire firms and return results and rates within set parameters, you have to allow them to select firms that will accept and abide by those terms, which may mean firing more expensive and less flexible firms that you’ve worked with for years. You have to support your staff’s decisions.

Perhaps one of the best exercises you can go through now is that of data mining to review the kinds of work done in the last year and compare it to previous years, looking at a variety of comparatives. Ask your firms to begin to mine their data for you, too. Given that many of them have long experience performing the kind of work you retain them to do, they should be able to clearly discuss specific types of work, what it costs, when it’s successful, who does it best, etc.

What if You are Unable to Hire Outside Help At All?

When you cannot afford to hire expertise, or the extra hands you need to create a solution to a thorny client problem, your friends in the ACC network can help. There is intrinsic value to what you will derive from a conversation with an experienced in-house peer over the value of analysis of a legal problem that an outside firm might offer. ACC offers several ways to leverage your membership:

- Join an ACC committee to find other practitioners interested in the same subject; (There is no additional cost and no limit on the number of committees you can join as an ACC member)
- Attend your local chapter meetings to find similarly situated peers who are confronted with many of the same issues as you;
- Post questions or requests on any of our many Listservs;
- Visit the online Membership Directory to reach out to a company that is likely to have an answer you want, or has the established best practice you would like to emulate;

- Search ACC’s online database of research, which includes thousands of documents such as articles (including back issues of the *ACC Docket*), how-to’s, ACC InfoPAKS, program materials/outlines, collected member forms, and policies, and links to other useful sites or resources;
- Look through ACC’s Leading Practices Profiles for added insight to member and department practices. These practical benchmarking tools capture how members have tackled tough topics through in-depth interviews that address their experience in getting started, key resources they developed, staffing and expense and lessons learned;
- Contact vendors who support ACC for discounts, ideas and access to their research. Especially helpful may be those vendors in the ACC Alliance program that co-market specialized products and services made for corporate counsel and available to ACC members at a reduced cost.

For those of you who have already been hit by the downturn and have lost, or may be in jeopardy of losing your job, know that ACC is standing right beside you. We offer in-transition membership at no cost (so long as you were a member prior to losing your position), and we also offer a variety of services and the best job postings in the business on ACC’s In-House Jobline.

Please share your thoughts on what you are doing to focus on more prudent management of your client’s time and spend. You can reach me at hackett@acc.com.

What Legal Counsel Need to Know About Enterprise Risk Management (ERM)

By **Walter T. Gangl and Paul G. Mattaini**

Standard & Poor's, the debt rating agency, announced this past May that it plans to include a series of questions about risk management in its company evaluation process (implementation by non-financial companies in Q3 of 2008¹). The result of this inquiry will be one of the many factors considered in debt rating, which has a corresponding impact on the interest rates lenders charge companies for loans or bonds. S&P's position amounts to a major endorsement of the COSO² ERM Framework³ approach promulgated in 2004.

S&P takes the expansive view of ERM. It expects companies to have a coherent, systematic risk management approach, and will discount a "crammed-together collection of longstanding and disparate practices." In its staged approach to ERM evaluation and ratings, S&P will initially look at a company's risk-management culture and strategic risk management. By the end of 2009, S&P expects all companies will have had at least an initial ERM discussion. A subsequent benchmarking process will form the basis of a new S&P ERM scoring system that it intends to help identify situations that warrant negative rating actions.

1. S&P began assessing risk management in financial and insurance institutions in 2006. Moody's has had a similar program since 2004, focused on large corporations. As other companies embark on ERM implementation, it is fair to ask where those rating agencies were leading up to the sub-prime debt disasters of 2008. The lesson is to not put blind faith in ratings or financial models or take comfort in a herd mentality. Instead, a thoughtful and candid reflection on risk from the "cosmic" perspective—big picture and long term—with robust probing and oversight by management and the board is required.

2. COSO ("Committee of Sponsoring Organizations" of the Treadway Commission). It is noteworthy that COSO is the "father" of SOX 404's internal controls evaluation process through the "Internal Control - Integrated Framework" that it developed in 1992 to assist businesses to assess and enhance internal control systems.

3. Go to: www.coso.org and click on "Resources" to download the Framework.

Bottom Line: How well companies do on ERM will affect their ability to access the capital markets in the future and possibly affect their borrowing costs. The work companies do in identifying, assessing, mitigating and controlling risks will affect credit ratings and eventually their borrowing costs and possibly even their access to capital markets. In addition, S&P is not the only third party focusing on ERM: The New York Stock Exchange requires the Audit Committees of its listed companies to "discuss policies with respect to risk assessment and risk management"⁴ relative to financial and public reporting matters. It can be expected that ERM concepts will "trickle down" to NASDAQ companies and, eventually, to private companies, particularly to companies in the portfolios of private equity groups.

But what does "Enterprise Risk Management" really involve?

There is a lot of confusion about the term "risk management", due to its traditional use in the financial community as a fancy term for insurance. That field expanded to incorporate more exotic financial products like commodity hedges and currency

4. The related commentary continues: "While it is the job of the CEO and senior management to assess and manage the company's exposure to risk, the audit committee must discuss guidelines and policies to govern the process by which this is handled. The audit committee should discuss the company's major financial risk exposures and the steps management has taken to monitor and control such exposures." The audit committee is not required to be the sole body responsible for overall risk assessment and management. In many cases, the board is better suited to this fundamental responsibility by reason of its broader experience and skills. Just as strategy is reviewed with the board, risk—being integrated with strategy—risk in the broadest sense is often best vetted by the board. Many companies, particularly financial companies, manage and assess their risk through mechanisms other than the audit committee. The processes these companies have in place should be reviewed in a general manner by the audit committee, but they need not be replaced by the audit committee.

swaps⁵, which can be useful tools in dealing with certain financial and operating risks. But true ERM is much broader.

Similarly, when the legal community hears the term "risk management," we tend to think about legal and compliance risks. We think about our systems to track lawsuits and get early warning about product liability claims and to monitor compliance risks such as employment practices and FCPA violations. Again, those issues are vitally important, but are only a small subset of overall enterprise risks.

Stepping back for a moment, risks had always previously been required to be identified and disclosed in securities offering documents. In 2005, the SEC added an Item to Form 10-K for risk factors in connection with "Securities Offering Reform". However, this new requirement resulted only in isolated disclosure and many companies do not identify any specific risks. In 2001, COSO initiated a project to develop a framework that management could readily use to evaluate and improve enterprise risk management; PricewaterhouseCoopers was engaged to develop the framework. The period during which the framework was developed was marked by high-profile business scandals and failures which identified an even more compelling need for an enterprise risk management framework, key principles and concepts, a common language and clear direction and guidance. SOX was an outgrowth of this environment, including the requirement for management certification of internal controls and independent auditor attestation as to the effectiveness of the controls. COSO believed that a need existed for a robust framework to effectively identify, assess and manage risk. The resulting "Enterprise Risk Management-Integrated Framework" expands on internal controls and focuses on the broader subject of enterprise risk management.

5. See the September 2008 issue of the Harvard Business Review "The Risk Revolution—The New Arsenal of Risk Management," which reviews that evolution and discusses financial tools and markets for mitigating risk.

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ERM⁶ is a model – a “framework” – for how business enterprises:

- identify ALL problems that could affect their operating goals;
- assess how serious those problems are, in terms of likelihood and magnitude, and triage them accordingly;
- develop a response strategy by deploying resources and controls to reduce (“mitigate”) the likelihood of a problem occurring and the harm it could cause if it does; and
- couple these processes with management and board oversight and guidance to monitor your progress.

6. COSO defines enterprise risk management as follows: “a process, effected by an entity’s board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives”.

As an analogy, imagine that you are in an advanced command and control center in wartime. You want to have a sophisticated radar system that gives you real-time early warning about ALL threats to your people and mission. This special radar picks up not only combat threats, but also supply failures, cyber attacks on your communication systems, equipment failures and other things that keep you awake at night.

You need this radar system to discern between immediate, serious threats, like heat-seeking missiles, and remote, less serious problems like hot-air balloons. So you tailor the system to prioritize risks in terms of the likelihood of impact and the harm they would cause if they do occur. You use that information to deploy your resources against them accordingly. The sooner you know about a problem and the more comprehensive your “risk radar” is in picking up and identifying it, the better you can plan your defense and allocate your limited resources.

Like this radar system, ERM calls for an enterprise to have sophisticated ways to identify, prioritize and mitigate risks to its operating plans. Those risks include strategic issues (e.g. new innovations and changes in consumer tastes), operating risks (e.g. natural disasters or reliance on a single supplier), financial risks (traditionally risks such as currency fluctuations and access to capital) and legal and compliance risks. Then each enterprise needs to evaluate and prioritize those risks and devote appropriate resources to mitigate how they affect its operating plans.

While we lawyers think first about legal and compliance risks, and financial types focus on financial tools like insurance, swaps and hedges, those issues are actually just the tail wagging the dog, so to speak. Several studies put enterprise risks in clearer perspective. In the big picture, *strategic risks by far pose the biggest risks to enterprises*, accounting for almost two-

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thirds of enterprise value lost. Next in impact are operational risks, financial risks and, lastly, legal and compliance risks, the latter accounting for less than 10% of lost enterprise value.

This lesson is one of the most important for companies to understand, and illustrates that the focus of their ERM efforts should reside on strategic issues. Those issues are more difficult to monitor in many cases, but if you look at the names of the leading companies in any business just 30 years ago, you realize that most of those that have disappeared became obsolete due to strategic failures.

So what is the role of legal counsel in that process?

First, as advisors to management and the board, we need to help them understand the primacy of strategic issues. That's where the board, with its broader experience and independent viewpoint, can add the most value in ERM. They should be probing, testing and checking management's assessments and outlook. Strategic issues are some of the more qualitative risk issues facing companies, and thus are more prone to be overlooked or subject to bias and group-think.

Ask:

- Where were the boards of telephone companies before cell phones and VOIP began eroding their markets?
- Where were the boards of newspaper companies before internet media began to take over the news and their classifieds and advertising revenues?
- Where was IBM's PC business when it contracted with Microsoft for its operating system?

Strategic issues range from new technologies to changing consumer preferences to M&A planning and to new market initiatives. Many of these issues are less susceptible to quantitative analysis, meaning the enterprise must rely on the qualitative judgments of experienced leaders who know their business, their competitors and their customers. In the end, a lot of the assessment is necessarily "seat-of-the-pants," and as a result, is more prone to

bias⁷ and misjudgment. In our role we need to help our business clients keep things in perspective, get good relevant data where that is available, and base qualitative ratings and judgments about risk on sound, informed business judgment.

Second, be sure everyone is using ERM terminology, and using it correctly. A common ERM language is essential to communication within your business and with your board. You should understand the meaning of "inherent" risk versus "mitigated" risk, and say "compliance and legal risk assessment," not "risk assessment" when you refer to your legal group's oversight of your responsibilities. Too much confusion has stemmed from inapt use and misunderstanding of the terminology.

Third, be mindful of ERM issues as they relate to our responsibilities and practice. This step starts with incorporating ERM principles into how you deal with legal and compliance risks. Get good data where it is reasonably available to help you better assess those risks. Be sure there are good controls in place, particularly employee training and education, to mitigate the risk of violations, and that there are "risk owners" identified who are responsible for keeping those controls effective. And then be sure someone is responsible for keeping their finger on the pulse to be sure that things don't get off track.

On the litigation and claims side, be sure you have a robust, real-time system to capture all claims and keep track of developments in legal proceedings. You need this for financial reporting purposes and for keeping management and the board abreast of happenings.

7. "Bias" affects all of our perspectives. For example, people tend to worry more about a recurrence of problem that just hurt them than objective data would suggest makes sense. For example, one company hurt by claims for product liability problems stemming from activities decades ago overlooked its excellent EH&S product safety process in rating future product issues as a major problem. Similarly, after the Christmas 2004 tsunami in Asia, companies around the world began to rate tsunamis as a major operational risk, in some cases ranking even higher than hurricanes, despite statistical proof that the likelihood of a tsunami affecting their operations was far more remote.

Those areas are "legal's" primary bailiwick in the ERM arena, but in the course of our practice we also have a hand in helping other corporate functions, such as finance (documentation of risk-related contracts), EH&S (product and workplace safety), HR (fair treatment of employees), logistics (customs), purchasing (contract flexibility and remedies for breach) etc., understand, identify and properly assess and mitigate their risks.

Fourth, once the periodic enterprise-wide ERM risk assessment has been pulled together, legal counsel needs to work with the company's Disclosure Committee to digest what it all means in order to craft a meaningful disclosure in the company's periodic SEC filings.

A key output of the ERM process is the company's response to the requirement of Item 503 of Regulation S-K for disclosure of its "most significant" risks. To put risks in the proper perspective for disclosure, the risk assessment tools used by a company at the outset have to be geared to its 8-K, 10-Q, 10-K and MD&A standards of materiality. In other words, the "impact measures" that a company uses in evaluating the effect of risks and prioritizing them (in its "heat map" or other assessment tools) have to be tailored to its particular circumstances.

So what should we be doing now?

You should be sure your company is getting ready for its conversation with S&P about ERM. You want to be able to tell your board that this effort is well in hand. Follow these basic steps to prepare for S&P:

1. Inventory risk management processes

- Typical insurance function for casualty & business interruption loss.
- External and internal audit evaluation of risks to address in audit plans.
- EH&S processes dealing with product safety.
- Purchasing: raw material supply & sourced product safety and performance.
- Commercial operations: plans for mitigating natural disaster impact on production.

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2. Inventory known risks

- Check competitors' disclosures and your own safe harbor disclosures.
- See what problems have beset other companies.
- Get business unit and corporate functions to comment and expand on the risks.
- Focus on strategic risks – the biggest cause of shareholder losses.

3. Train your Management Team

- Cover ERM concepts and establish a common COSO vocabulary about risk.
- Promote dialogue about and analysis of risks: get good data about those susceptible to quantitative assessment and good business judgment about all others. Challenge and make them defend their conclusions.

4. Develop Company-specific tools to help track and assess risks

- Tie in with Disclosure Committee standards and the 8-K, 10-Q, and 10-K disclosure process.

- These tools need not be elaborate – start with basic risk matrix of probability v. impact.
- Integrate the results of 1, 2 & 3 above for a comprehensive picture.

Once these steps are completed, work from this foundation to help your company build on the ERM framework to enhance your risk management program. It is an ongoing process that will need to evolve and strengthen within your business enterprise over time. As business leaders learn to appreciate the virtues of ERM and the value they can get out of it for running their businesses and allocating capital and other resources, they will reap the benefits promised by COSO and grow to appreciate ERM as an important business tool.

Walter T. Gangl is a director of the Society of Corporate Secretaries and Governance Professionals and former Corporate Secretary and Deputy General Counsel of Armstrong World Industries, Inc. He served as General Counsel of Armstrong's worldwide Flooring Division, and on the Boards of

Directors of Armstrong's prior public holding company (Armstrong Holdings, Inc.) and the company's largest operating subsidiary. Walt began Armstrong's Compliance & Ethics function and led the company's implementation of Enterprise Risk Management starting in 2004.

Paul G. Mattaini is a partner at Barley Snyder LLC. He concentrates his practice in mergers and acquisitions, securities, banking and corporate areas. Paul's practice includes complex and sophisticated transactions, primarily in a "first chair" capacity, and counseling clients on a variety of business matters. His client base consists largely of public companies and large to medium privately-held businesses. Paul has regular interaction with client representatives (CEOs, CFOs and inside counsel), other client advisors (accountants, lenders and investment bankers) and counsel for other transaction participants. His responsibilities include management of client relationships and functioning as general counsel for clients without inside counsel.

Are You Ready to Become Financially Fluent and Organization Savvy?

In an increasingly complex and global business environment, companies are turning to in-house counsel for not only legal consultation but also guidance on financial and organizational matters. Understanding the business and financial objectives of one's company thus becomes as important and relevant as being the subject matter expert in his or her field of practice.

ACC understands this emerging demand. The Mini MBA for In-house Counsel program, co-developed with the Boston

University School of Management, offers a custom designed executive training that prepares participants with the knowledge, tools and practical solutions to achieve financial fluency and become organization savvy.

For program information and to see when it will be offered at a location near you, please visit www.acc.com/minimba.

Upcoming Events

December 4th CLE

Post and Schell will sponsor a 2-hour program on environmental sustainability and alternative dispute resolution on December 4, 2008. The event will be held at the Hilton in the afternoon and will be followed with a holiday networking event at Stocks on 2nd.

For more information on upcoming chapter programs, go to centralpennsylvania.acc.com

Board Members and Contacts

President

Mary Jane Forbes

Highmark Inc.
717. 302.4209
maryjane.forbes@highmark.com

Vice President

Lisa C. Katterman

Penn National Insurance
717.255.6336
lkatterman@pnat.com

Secretary

Ken Buggy

Residential Warranty Corp.
717.561.4480
Ken.buggy@rwcwarranty.com

Treasurer

Kimberley Frank

Pennsylvania State Employees Credit Union
717.777.2150
kfrank@psecu.com

Immediate Past President

Tracy P. Rice

Armstrong World Industries, Inc.
717.396.3595
tprice@armstrong.com

Membership Chair

Lisa C. Katterman

Programs Chair

Al Peters

Pennsylvania Turnpike Commission
717.920.7315
apeters@paturndpike.com

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Franklin A. Miles

Albert Peters

Mary Louise Porter

Tracey P. Rice

Barbara Sardella

Susan Simms Marsh

Forrest Troutman

Karen Yarrish

Chapter Administrator

Julie B. Young

Central Pennsylvania Chapter
717.777.2153
jyoung@psecu.com

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assumed his "Jerry Springer" persona (fortunately just for the day), and Barbara Sardella of Kinsley Construction and Barbara McLemore of Gannett Fleming offered programs on the upcoming PBA mock trial. Other volunteers included Kim Frank of PSECU, Kimberly Chainey of The Hershey Company, and several other ACC members. In January, a practice session for the PBA mock trial for these students will be held at Widener University School of Law.

Our Pathways to Success Fund is also gearing up for 2009, when the golf/spa event returns. We are very pleased to announce that the first scholarship in the amount of \$2500.00 was awarded this summer to an outstanding student from Harrisburg who is now attending the Wharton School at the University of Pennsylvania.

There is one great CLE program coming our way on Thursday, December 4. Terry Bossert, a partner at Post & Schell and former chief counsel at PA's DEP, will speak on environmental sustainability. The other hour of this program will be devoted to alternative dispute resolution presented by Michael A. Boomsma of Post & Schell and retired Federal Magistrate, James R. Melinson, now chief of Arbitration and Mediation at JAMS, the Resolution Experts. This event will be held at the Harrisburg Hilton and will be cohosted by PBA's In-house Counsel Committee. Don't miss this terrific program. Be sure to hold over after the CLE for our ACC holiday reception at Stock's on Second in Harrisburg.

Thanks to Al Peters and the program committee, plans are already underway for great programming in 2009. We are using the data gathered from the member surveys to plan programs. We are looking for other ways, such as webinars, to engage our chapter members. We have also set a date for our volunteer event at the Central Pennsylvania Food Bank on Thursday, January 22. Thanks to Lisa Katterman for her help with this event and so many other activities. Our chapter's annual meeting will be held on Thursday, February 26, at the National Civil War Museum, where our law firm sponsor McNeese Wallace & Nurick will offer a great CLE program. Be sure to mark that on your calendar now!

As I have become more involved with ACC over the years, I have come to rely on this organization for a great deal of support. There are a wealth of research tools including articles and forms on ACC's website (now newly revamped) and the *ACC Docket*, the monthly association publication. There are very valuable listservs, such as the Small Law Department listserv, that can be useful in answering questions about certain issues and finding outside counsel referrals. There are many committees at the national level, such as the one I recently signed up for—the Information Technology Committee—that have members who are very generous in sharing their knowledge and experience. There is also a job posting feature on the website that some of our members have used very successfully over the years.

The most valuable thing to me, however, as a member of this chapter, is the great people whom I have met and worked with over the years. We have a great membership here, with lots of really talented people! I hope each of you will reach out and find a way to connect or reconnect with our chapter and with ACC at the national level.

My Best,
Mary Jane Forbes
President