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# FOCUS

## President’s Message

**James Frasher**

### **Hello WisACCA Members:**

The most important item for this newsletter is to thank two long standing Board members, Patty Hanz and Tony Karabon, for their years of service. Patty and Tony have dedicated countless hours to WisACCA and have been invaluable mentors to current Board members. Nationally, WisACCA is seen as a leader for a chapter its size within the ACC community. This is due, in no small part, to Patty and Tony and their leadership abilities.

I also want to provide our members with an update on our current projects and how the Board prioritizes which programs to pursue. Each year, the Board conducts a strategic planning session to set its agenda for the year. As all Board members have day jobs, we know that we can focus on only a few high priority items. The first is always ensuring that our May conference and Fall ethics event continue to operate at a high level. Thanks to Carrie’s leadership and organizational skills, in 2012 we felt that we could meet this objective and add a couple of additional items to our strategic plan. The two items we decided to address were developing additional CLE opportunities for our members and

enhancing our community service commitment. I am happy to report that we have had success with both initiatives.

We reformulated our sponsorship tiers to add a Platinum sponsor category. Our four Platinum sponsors will be providing free CLE sessions to our members in 2012. The first program was a great success, and I encourage you to attend the remaining programs throughout the year. Please thank all of our sponsors when you see them at various events. Sponsorship revenue allows us to provide services to our members at an extremely reasonable cost.

On the community service side, we have implemented a fellowship program at Marquette Law School. In 2012, we will fund two \$2,500 fellowships for students that are interested in working in the pro bono community this summer. Once again, our sponsor revenue allowed us to implement this program, and our hope is to expand it in 2013. In addition to the



obvious community benefit, WisACCA benefits by forging a tighter relationship with the law school and getting our name and mission out to all of the students in a positive way. We would like for law students, when they graduate, to know that there is a thriving in-house practice in Wisconsin and that

WisACCA exists as a resource.

This is my final newsletter as President, and I want to quickly thank Carrie and the entire Board. We are lucky to have such bright and engaged individuals working on behalf of in house counsel here in Wisconsin. And, as always, do not hesitate to contact us with any suggestions you have for how WisACCA can better serve you. Many of our improvements over the years have come as a result of member suggestions.

Sincerely,

Jim Frasher

# “It’s deja vu all over again.”

By James A. Merklinger, Vice President and General Counsel

The following article draws heavily on ACC Leading Practice Profile on Knowledge Management. View the full report at: [www.acc.com/legalresources/resource.cfm?show=16806](http://www.acc.com/legalresources/resource.cfm?show=16806)

Even if you don’t know who Yogi Berra is, you might appreciate that quote — unless it describes how you manage a legal department. Legal departments are full of smart people with clever ideas. If you don’t save those ideas, you might waste time re-inventing solutions. To find out how members avoid this type of inefficiency, ACC reached out to several law departments that told us about their knowledge management practices.

Participants were asked to identify aspects of their knowledge management programs that they considered to be leading or best practices. Here, we’ve compiled some of these program elements.

## Best Practices

**1. Building a corporate culture that supports knowledge management.** Many participants underscored the importance of a collaborative culture in successful knowledge sharing. When the general counsel promotes a culture of sharing information across departments, touting the power of group intellect and value of collective intelligence, participation in knowledge sharing is robust. **Suggestion:** Encourage knowledge sharing by acknowledging contributions positively, demonstrating the impact of successful knowledge management (KM) practices on the bottom line and promoting success stories.

**2. Incentivizing participation in the development of knowledge management systems.** In organizations without dedicated KM attorneys, law departments that strive for collaborative participation support the implementation of reward or recognition systems. **Suggestion:** Don’t simply say KM is part of the job. Provide incentives for participation, along with a clear message that a strong KM can free up time for attorneys.

**3. Using effective knowledge management to improve the value of outside counsel relationships.** Knowledge management programs influence the selection of outside counsel. **Suggestion:** Invest in a matter management program that allows law firms to respond more efficiently and produce a higher quality product.

**4. Making a paperless commitment.** Two participants cite their paperless commitments, as facilitated by KM technology, as leading practices. Converting paper to electronic format not only saves money by eliminating the need for physical storage, but also expedites organization and retrieval of relevant documents and allows for secure storage. **Suggestion:** Identify documents that are appropriate for electronic format, but be sure to have a policy regarding printing only when necessary. If not, you’ll end up with more staff printing documents and using more paper than if you only had the documents available in hard copy.

**5. Aligning knowledge management with professional development.** Make knowledge management a part of the professional development plan for staff. **Suggestion:** Develop training. Whether it’s a live training program, an annotated precedent or a podcast, all techniques are aimed at the same goal: training and meeting the resource needs of lawyers on any particular topic.

**6. Having dedicated knowledge management attorneys.** These non-practicing lawyers are embedded in the various practice groups, create and maintain model precedents and forms, collect and catalogue reusable work product, and update the group on legal and industry developments. **Suggestion:** Whether or not you assign this role will depend on your department size and need.

**7. Taking a team approach to knowledge management.** Several participants underscored that enabling and fostering individual contributions by all employees

facilitates implementation of successful KM systems.

**Suggestion:** Bring together a diverse group to identify your KM needs and design your process. Include staff outside of legal.

**8. Tying knowledge management to the client’s strategy.** A key factor in successful program implementation is a clear KM strategy that ties into the execution of the client’s strategy. **Suggestion:** Include KM in the strategic planning of the client.

## People

Knowledge management begins with people, and the ability for people to share knowledge is important to the success of a knowledge management practice. With organizations operating in multiple office locations, having systems for connecting to valuable information is crucial. Here are a few ways participants succeeded in bringing knowledge together.

**1. Individual organizing and sharing.** The Bombardier Recreational Products, Inc., law department cites a heightened interest in personal libraries and personal networks tailored to individual or small group needs. Marie-Claude Simard, Senior Legal Counsel of BRP, views the personal interest in sharing knowledge as a positive step in rounding out the KM program, noting “technology is not always the best way to obtain knowledge. With technology, it isn’t always easy to get a feel for a case by just looking at files, so it is important to speak one on one. ...Asking colleagues, ‘What would you do?’ cannot be done electronically.”

**2. Blogs.** Attorneys are increasingly utilizing blogs to share their expertise with others. These blogs are used both internally and externally by companies and law firms to provide added value to clients and staff. Osler shared how these blogs feature updates in the law and matters of interest to the client, keeping clients constantly attuned to the firm and its services. The blogs are saved on the various platforms of the companies and thereby create a unique set of knowledge.

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**3. Ongoing dialogue.** Various participants mentioned the importance of regular, scheduled contact by the groups that head KM. The feedback from different people is important to ensure that knowledge management needs are addressed and handled adequately.

**4. Staff participation.** Successful knowledge management programs enable and foster individual contributions by all employees. This trend frees up time from the attorneys and allows other employees to contribute and feel responsible for updating KM.

**5. Open communication.** One key to success is open and frequent communication between the information systems department and the legal department. Successful knowledge management relies on effective, ongoing collaboration between both departments. With differing fields of expertise, attorneys and IT professionals can be challenged to understand each other. For this reason, it is important to constantly foster good communication and cooperation between the groups.

## Technology Tools

Even as I write this, I'm confident a new tool has been launched to assist you with your knowledge management challenges. In the interest of promoting the sharing of knowledge, I hope you will contact me with recommendations of tools you have found helpful so we can share the information with other members. Below are some of the technology participants identified as being used in their knowledge management systems.

**1. SharePoint.** Participants cited Microsoft SharePoint as a vital tool of their knowledge management and knowledge sharing program. Although all participants use SharePoint as a portal for sharing information and creating work group areas, the level of dependence on the software varies: Some law departments base their entire programs on the SharePoint portal, while others use it in conjunction with other software. All agree, however, that SharePoint has changed the way knowledge assets are managed. Generally, organizations that have consolidated systems and channeled them into SharePoint have found that SharePoint is easier to maintain, gives them more leverage with vendors

and facilitates searching across multiple databases.

**2. Serengeti Tracker.** The law departments of Symantec and Vertis rely on Serengeti Tracker to help manage outside counsel and electronic billing.

**3. Shared drives.** Copies of contracts, precedents, sample documents, email and research matters can all be found in shared drives at many companies. These drives allow for quick access to information and many are also full-text searchable. Several participants have created lists of key words as a group to facilitate tagging for users.

**4. Open-source software.** The rise of open-source business class, enterprise document and content management software, which allows businesses to try out software without investing in licensing fees, is significant. Free or low-cost software recommended by participants for knowledge management include Knowledge Tree, Alfresco, DNN, Drupal, Joomla! and Plone.

**5. Law department intranets.** The Vertis legal department relies on an intranet containing policies, entity information and legal guidelines. Johnson & Johnson's law department's intranet-based portal, LegalEase, facilitates sharing of information across the legal organization. Johnson & Johnson's law department also utilizes a separate intranet to identify attorneys responsible for various areas of the law or business departments, available to all employees. The intranets contain information such as company policies, record retention policies and expert locators.

**6. Document management systems (DMS).** A worldwide DMS can help a company collaborate within different corporate divisions and legal areas. Legal departments often find that there is significant repetition of issues in daily practice. An integrated DMS can help law departments streamline information exchange to resolve these issues more efficiently. Cited DMS systems include DocuShare, which integrates with Outlook and can be accessed by outside counsel. Also mentioned were Interwoven and Hummingbird/Open Text DM5.2.

**7. Automatic sharing.** Several organizations explained that having the KM

program integrated into workflow is key. Systems should be simple and easy to use. One participant developed a knowledge submissions system that enables users to click and send a piece of know-how directly from the document management system or email.

**8. Email management.** Although tools for saving and managing email are critical, several participants cite present limitations in harvesting knowledge and information from email. The use of automated tools for searching, archiving and storing email is important. Systems, such as Alfresco and GlobalRelay, allow users to save email content directly to KM systems. Email tools are also becoming more important for preserving data and extracting knowledge. Again, the key to success is people — knowing what to save and where, so that it's retrievable and useful.

**9. Sample agreements and templates.** Various participants catalogue sample agreements and contracts for clients, which can serve as models and cut down on attorney time. Factiva, a Dow Jones & Reuters Company that delivers business information with search tools, uses a smart precedent system from Exari. This "smart" web-based XML system allows lawyers to draft templates that the sales team can use. The system frees up attorneys' time by eliminating calls from sales, asking for a first draft of a contract for a client. When the company amends templates and creates new ones, the lawyer responsible for the program inputs changes into the system.

ACC recently launched the ACC Contract Advisor, a contract database that provides model contracts and sample clauses, and allows users to benchmark their existing contracts against a database of similar contracts, to determine how similar or divergent the contract is from the collection. This "wisdom of the crowd" can be accessed by members online at [www.acc.com/contracts](http://www.acc.com/contracts).

Don't forget, ACC is one big source of knowledge, by in-house counsel, for in-house counsel. Access the knowledge of your peers at [www.acc.com](http://www.acc.com). If you have comments, questions or wish to add knowledge to this article, please contact me: James A. Merklinger, Vice President and General Counsel, [merklinger@acc.com](mailto:merklinger@acc.com)

# “Buyer Be Aware” and “Seller Beware”: EPA’s New Owner Audit Policy

By Duncan P. Moss and Arthur J. Harrington, Godfrey & Kahn, S.C.

One component to a proactive environmental compliance approach is to conduct a compliance audit that will provide a facility owner or prospective owner with an accurate picture of the facility’s compliance with environmental laws. However, a facility may identify non-compliance issues during an audit and this situation poses a potential problem of enforcement by the regulating agency. This situation may be further complicated when a compliance issue is identified during due diligence prior to a buy/sell transaction. The federal government and many states have established so called “Audit Policies” that, in many instances, allow businesses that identify and self-report such violations to avoid civil penalties. These government policies can substantially limit liability for self-disclosed violations. The U.S. Environmental Protection Agency (“EPA”) has added incentives to the federal Audit Policy targeted to protect new owners of non-compliant businesses. Use of these Audit Policies is an important consideration in a business’s approach to environmental compliance and to reducing risk when entering into buy/sell transactions. The seller of the business should also consider the buyer’s use of the Audit Policy after sale because it can create liability for the seller.

EPA’s Office of Enforcement and Compliance Assurance (OECA) recently released draft guidance for its enforcement priorities for FY 2013. This guidance indicated that EPA was considering reducing its focus Audit Policy. However, recent contact with the EPA on this issue indicated that the policy will remain in effect for the foreseeable future, and EPA will announce any proposed changes to the Audit Policy in the federal register and seek comment before making any significant changes to that policy.

## Audit Policy Applied to Existing Business.

EPA established its Audit Policy in 1995.<sup>1</sup> The Audit Policy provides for mitigation from penalties resulting from violations of federal environmental laws when the violations are voluntarily discovered, promptly reported, and corrected by industry. The intent of the Audit Policy is to encourage self-reporting of violations by providing considerable benefits to businesses that make disclosures under the terms of the Audit Policy. To be eligible for up to 100% mitigation of certain penalties, potentially including criminal liability, the disclosing entity must meet nine eligibility criteria.

EPA’s Audit Policy offers the potential for 100 percent mitigation of gravity-based penalties arising from environmental noncompliance that is self-disclosed to the EPA through the Audit Policy process. The Audit Policy does not allow mitigation of any economic advantage that a party has gained through noncompliance. EPA does not routinely request copies of the Environmental Audit report conducted by self-disclosing entities.

If a violation has not resulted in significant harm to the environment or allowed the business to gain an economic advantage over its competitors, EPA can substantially mitigate the penalty, sometimes resulting in no fine or penalty. Importantly, however, the only violations that are eligible for mitigation are those that the facility did not know about before the audit, or that were not previously subject to investigation by the EPA or a state agency.



Duncan P. Moss



Arthur J. Harrington

The criteria a party must meet to take full advantage of Audit Policy benefits are as follows:

- 1. Systematic Discovery:** violations must be discovered systematically through an environmental audit or a compliance management system;
- 2. Voluntary Discovery:** violations must be discovered voluntarily, or by means not otherwise legally required by permit, statute, regulation or consent agreement;
- 3. Prompt Disclosure:** violations must be promptly disclosed within 21 days of discovery;
- 4. Independent Discovery:** violations must be discovered independently of action by a governmental or third-party plaintiff;
- 5. Correction:** violations must be promptly corrected within 60 days of discovery, unless EPA is notified before that time that additional time is necessary;
- 6. Prevent Recurrence:** steps must be taken to prevent recurrence of the violation;
- 7. No Repeat Violations:** the same violation or a closely-related violation must not have occurred at the facility within the past three years;
- 8. No Actual Harm:** the violation must not be one that presented an actual and

<sup>1</sup> *Incentives for Self-Policing: Discovery, Disclosure, Correction, and Prevention of Violations*, 60 Fed. Reg. 66706 (Dec. 22, 1995) as revised 65 Fed. Reg. 19618 (Apr. 11, 2000).

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imminent danger to human health or the environment;

**9. Cooperation:** the entity must cooperate with the EPA to allow the agency to determine the Audit Policy's applicability.

Businesses that can demonstrate qualities 2–9 may also take advantage of Audit Policy, but mitigation may be less than 100 percent. In cases where a business has multiple facilities or complex environmental regulatory framework, a business may seek to enter into an Audit Agreement with EPA before initiating its self-audit. In an Audit Agreement, the business may be able to negotiate alternate disclosure and corrective action schedules that better suit its situation. When a business has facilities in more than one EPA Region, the Audit Agreement is negotiated with EPA headquarters and not the Region.

Many states in EPA Region 5, including Wisconsin, have similar policies for mitigating penalties for facilities that self-disclose violations (Wis. Stat. § 299.85). However, it is important to understand that the federal Audit Policy does not necessarily provide mitigation or immunity from state enforcement penalties, and any self-disclosure to EPA should be coordinated with any similar state program. Therefore, for issues that are regulated by both the state and EPA, it is important to consider self-disclosure of any violations to both the state and EPA. There can be significant differences between state and federal programs and careful coordination of the self-disclosures is important.

### **Audit Policy Applied to “New Owners”**

In 2008, EPA expanded its Audit Policy to include additional penalty mitigation incentives to new owners who identify and report violations of environmental laws at recently acquired facilities.<sup>2</sup> The additional opportunities for penalty mitigation offered to qualifying new owners provide a considerable potential for protection from penalties arising from past violations at newly acquired facilities. The potential

<sup>2</sup> *Interim Approach to Applying the Audit Policy to New Owners*, 73 Fed. Reg. 44991 (Aug. 1, 2008).

benefits that this expansion of the Audit Policy may have are an important consideration for all buy/sell transactions.

EPA included in the federal Audit Policy incentives that are specifically tailored to qualifying new owners of facilities. The following are highlights of the increased incentives for new owners:

- New owners may be eligible for mitigation of penalties for violations discovered through required monitoring that were previously ineligible for mitigation. For example, violations of monitoring requirements for the compliance certification under a Title V air permit.
- In certain circumstances, new owners may be eligible for mitigation of substantial “economic benefit” penalties that are ineligible for mitigation under the regular Audit Policy.
- Past violations of the same or similar laws will not exclude a facility under control of a new owner from eligibility for penalty mitigation.
- Except in the most egregious circumstances, EPA will not exclude facilities where the violation has resulted in serious actual harm to the environment.

To be eligible for consideration for the additional incentives for new owners requires that the prior nine eligibility criteria be achieved with the following modifications:

- 1. Systematic Discovery:** Violations discovered during pre-transaction due diligence or one-time post transaction audits are eligible for mitigation.
- 2. Voluntary Discovery:** Violations discovered through required monitoring are eligible if disclosed before the first monitoring report is due. This allows for a one-time “catch-up” if a newly acquired facility has not been maintaining compliance with required monitoring. For example, this makes past noncompliance with monitoring and reporting requirements under the Clean Air Act or Clean Water Act eligible for mitigation.
- 3. Prompt Disclosure:** Pre-closing discoveries must be disclosed within 45 days of closing. Like the general Audit Policy, post-closing discoveries must be

disclosed within 21 days of discovery. However, the option to enter into an Audit Agreement is available to New Owners.

- 4. Independent Discovery:** EPA may exercise discretion to reduce penalties where a new owner did not know of an on-going investigation of a recently acquired facility.
- 5. Correction:** No change to the existing policy; however, a new owner may negotiate an Audit Agreement to meet its specific needs.
- 6. Prevent Recurrence:** No change in the policy for New Owners; steps must be taken to prevent recurrence of the noncompliance.
- 7. Repeat Violations:** Violations prior to change of ownership are exempt from consideration and EPA will not consider a new owner's history of violations at other facilities.
- 8. Actual Harm:** Violations that result in actual harm to the environment are eligible except where they cause a fatality, community evacuation, or serious injury.
- 9. Cooperation:** Only cooperation that relates to the specific request for penalty mitigation is required. Non-cooperation at other facilities is not considered.

To qualify as a new owner, an entity must meet specific criteria that depend on prior ownership and control of the facility. The new owner must certify that it was not responsible for compliance at the facility, did not cause the violation, that the violation originated under the prior owner's control, and that there is or was no controlling corporate relationship between buyer and seller. Businesses must carefully consider the specific circumstances of a transaction to determine eligibility for the purposes of the Audit Policy.

The policy for New Owners allows for a 9-month window of opportunity after closing of a transaction for new owners. During this 9-month window, a facility is eligible to take advantage of the added incentives and relaxed criteria for new owners. During this period, a new owner has two options: (1) identify and promptly disclose violations while being aware of

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Clean Air Act and Clean Water Act reporting deadlines for monitoring and reporting; or (2) enter into an Audit Agreement with the EPA that will toll the prompt disclosure provision. For compliance issues identified prior to the transaction, it may

be necessary to approach EPA with the 45-day post-transaction period allowed for reporting pre-closing discoveries. In summary, the Audit Policy provides businesses an approach that can afford protection from considerable penalties for past violations of federal environmental

laws. This is particularly true after ownership and control of a facility changes to a new owner. However, one last note: sellers beware, disclosure of past violations by new owners may provide EPA with information that could form a basis for enforcement actions against prior owners.

## Chapter News

### Past Events

March 29<sup>th</sup> marked our first Platinum sponsor event at Whyte Hirschboeck Dudek, S.C. Whyte Hirschboeck hosted more than 50 attendees at the 2 hour CLE program and cocktail reception. Thank you to our generous sponsor for offering this well-received program.

As this newsletter goes to print, we are busy preparing for our Annual May Conference and Meeting of the Members. The Conference will be held at The Osthoff Resort, in Elkhart Lake, WI, on May 17-18<sup>th</sup>. If you were unable to make it to this year's conference, we look forward to seeing you at other programs and events throughout the year.

### Upcoming Events

Watch for updated program and event postings from WISACCA and our sponsors on our chapter's website, <http://www.acc.com/chapters/wisc/>.

#### July 29, 2012 — Annual Member and Family Outing to the Milwaukee Brewer Game

Registration and ticket information will be available soon. WISACCA will once again host a tailgate party for our members and their families before the 1 PM game. This year's game is against the Washington Nationals and will feature a Bob Uecker Bobble Head giveaway.

### 2012 Platinum Sponsors' Events – SAVE THE DATES

**Sept. 20, 2012** — Foley & Lardner LLP will present a CLE for the benefit of our members. More information will be available soon.

**Oct. 18, 2012** — Littler Mendelson P.C. will present a CLE for the benefit of our members. More information will be available soon.

Godfrey & Kahn S.C. will present a CLE for the benefit of our members. Date, time and location are yet to be determined.

## Welcome New Members!

**Erin Binns**, Marquette  
University Law School

**Craig Christianson**,  
Promega Corporation

**Daniel Ghoca**, Promega Corporation

**Jay Heitman**, Wheaton  
Franciscan Healthcare

**David Knaff**, Johnson Controls, Inc.

**Darrell Landry**, Brady Corporation

**Trent Nelson**, Dermatology  
Associates of WI

**Sammi-Jo Nevin**, Assurant Health

**Lisa O'Donnell**, GE Healthcare

**Shailaja Reddy**, Associated  
Bank, N.A.

**Kathryn Schefe**, Flad Affiliated Corp

**Kevin Shea**, Flad Affiliated Corp

**Nicole Willette**, Franklin Energy

# Board Member Spotlight on Matthew Koch

**Vice President Legal Affairs & Deputy General Counsel, Direct Supply, Inc.**

## 1. Tell us a little bit about your personal background.

I was born in West Allis and grew up in Southeastern Wisconsin. I'm an alumnus of Pius XI High School, and I went to Marquette University where I studied Economics and International Relations, including spending a semester in Madrid, Spain. After law school at the University of Wisconsin, I started in employment law at von Briesen & Roper. After five years at von Briesen and expanding into general business law there, we moved to Portland, Oregon, where I was a legal counsel at a regional healthcare system before moving back to Wisconsin to join Direct Supply.

## 2. What was your first job?

The first real job I had was at a fast food restaurant. While neither the work nor the \$3.35 per hour were glamorous, I think it was definitely an influential experience in my life. As I was getting to work at 4:30 in the morning one week or leaving work at 4:30 in the morning the next week, I quickly came to value hard work. I learned a lot about teamwork, business and leadership along the way.

## 3. What motivated you to become a lawyer?

I wish I could say that I went to law school because I wanted to be the next Supreme Court Justice or had a passion for a particular area of law. I think what really motivated me was the learning as well as the history and philosophy of the law and our legal system. I had also worked with lawyers in other jobs that I'd had, and I could appreciate their role as advisors and counselors. There was also one other small consideration — there was a limited job market for recent economics and international relations graduates.

## 4. Tell us about your in-house experience.

This is my second in-house opportunity. I started as an Assistant General Counsel for Legal Health System in Oregon before moving back to Milwaukee for the opportunity at Direct Supply. I report to our General Counsel and oversee our Legal Affairs team, which includes day-to-day legal support, compliance, regulatory and insurance.

I am the attorney for our equipment business, our manufacturing and Asia Pacific subsidiaries, and our human resources support group.

## 5. What do you find most rewarding about your job with Direct Supply?

This has been the greatest job I've ever had. I love the people, the culture, the mission and the opportunities. As part of a growing company, the business is always looking for new offerings to serve our customers or ways to improve our current businesses. There is a wonderful energy here at Direct Supply — we have an amazing team and leader, we are fortunate to have a visionary founder as our CEO, and we have so many great things on the horizon while we help to serve our long-term healthcare and senior living customers and their patients and residents.

## 6. Tell us about your position with WISACCA.

I've been involved with the Board of Directors of the Wisconsin Association of Corporate Counsel for a number of years now and currently serve as the organization's Vice-President. I've also had the chance to speak and moderate at a number of WISACCA sponsored events and seminars.



## 7. What do you find most rewarding about your association with WISACCA?

I really appreciate the opportunity to be part of an organization that is dedicated to helping people in in-house positions like myself. There are so many opportunities to network, learn from others, attend events, and even have fun from time to time. The message,

information and learning is tailored to what we as in-house counsel need and do every day, which helps me better manage my time and practice.

## 8. What do you like to do in your spare time?

There was a time when I had spare time, but most of that has gone away at least for now. I have three children (4, 7, and 10), my wife is a third-shift emergency room nurse, and I'm back in school part time through Marquette's Executive MBA Program. But when those rare opportunities do come up, I love to travel, find new restaurants, play poker, see movies, and, of course, spend time with family and friends.

## 9. What advice do you have for new in-house counsel?

Learn as much about the business as possible — you're no longer giving advice to *them* but you're now *part of the business*. As my leader has put it, an in-house attorney gets to be (and should be) a business person whose specialty just happens to be the law. Help the business solve its problems in a practical, business-minded way while also being a skilled counselor and champion of ethics and integrity.

# ACC News

## ACC's 2011 Census Report Available

Based on responses from over 5,800 in-house counsel representing more than 4,100 companies, ACC's 2011 Census Report provides unique insight into the in-house counsel community, with details on compensation, demographics and law department structures.

Among the key findings included in the report:

- One-third (37 percent) reported that their organization's compliance departments report to the general counsel.
- Almost all (90 percent) respondents personally manage outside counsel retained by their law departments.
- Forty percent (40 percent) worked as an attorney in a law firm or in other non-in-house legal position for five years or less prior to becoming in-house counsel.

Why should you consider purchasing the report?

- Evaluate your department's use of outside legal counsel in relation to current trends. How often do your peers go to firms and what for?
- Assess your compensation compared to your peers. Did you see the same increases as the rest of the in-house community?
- See how similar organizations structure their legal departments. Is your department structured centrally or across business units? What are other companies doing and why?

The full report is available for purchase. Learn more at [www.acc.com/census](http://www.acc.com/census).

## Take Advantage of Upcoming Business Education Opportunities

Mark your calendar for these programs co-sponsored by ACC and the Boston University School of Management. Enhance your business management skills and leverage best industry practices in your daily work.

- Risk Management & In-house Counsel: October 16–18
- Mini MBA for In-house Counsel: December 5–7
- Project Management for the In-house Law Department: November 7–8
- Leading Innovation & Change: November 13–15

All programs are pending for CLE approval, and take place in Boston unless otherwise noted. For more info on these programs, visit [www.acc.com/businessedu.com](http://www.acc.com/businessedu.com). Questions? Contact [education@acc.com](mailto:education@acc.com) or 202.293.4103 x451.

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