



Mission Statement

The Association of Corporate Counsel (ACC) is a global bar association that promotes the common professional and business interests of in-house counsel who work for corporations, associations and other private-sector organizations through information, education, networking opportunities and advocacy initiatives.



Introduction

The careful and responsible management by our board of directors and staff leadership over the last 12 to 18 months has accelerated ACC's growth and strengthened our services.

During that period, ACC broadened our educational programs with the goal of preparing the next generation of in-house lawyers to become more effective counselors, managers and leaders. By adding to our digital repository of legal resources, both domestic and international, we opened a vast array of legal information to many more members, while expanding our global reach. Using new technologies, ACC streamlined the exchange of information, increased networking opportunities and expanded the leadership development capabilities for our members. As a result, ACC spoke strongly as the voice of the in-house bar.

This presages continual growth in 2014 and beyond – a blueprint for the future.

Vision Statement

ACC aims to be the premier global bar association serving the diversified needs of in-house counsel by:

- anticipating and understanding the needs of the in-house bar
- helping members deliver services to their corporate clients efficiently and promoting the value of in-house services
- influencing the practice of law as it affects the in-house bar
- delivering a mix of relevant, timely services, including information, education, networking and advocacy

Stewardship Report from ACC's President & CEO

Veta T. Richardson President & CEO, Association of Corporate Counsel



In 2013, ACC embarked on the first year of a five-year plan to build upon our strong foundation and unique market position as the world's largest association dedicated to serving in-house counsel. This strategic plan was developed with the guidance of the ACC board of directors, and based upon extensive feedback from ACC members via surveys, focus groups, teleconferences and needs assessments. Our core objectives strive to combine and augment resources to enhance the exchange of information; optimize services, education events and experiences to retain and engage members; and position ACC for continued relevance and impact as the voice of the in-house bar.

Since the plan's adoption, the ACC executive management team and I have been dedicated to aligning goals, operational objectives and human and financial resources in advancement of the plan's nine key strategies. Our top priority is adding value for ACC members and we intend to act as responsible stewards of the resources with which we are entrusted. The purpose of this report is to inform our members of how we are doing, while also spotlighting several important milestones.

Now one full year into implementation of the plan, ACC has made significant strides, and we are on track to meet the goals outlined for the second year of the plan. We hope you will read for yourselves about the many exciting new developments underway at ACC — over and above the signature programs and core services you have come to expect and which we will continue to deliver.

Mapping a strategic plan and vision geared to address the unique needs and challenges of corporate lawyers throughout the world is no small undertaking. However, ACC's core competencies, market-leading position and high levels of member satisfaction set the stage for exciting possibilities to evolve the organization as a global bar association in the year ahead and beyond.

ACC members resoundingly told us they want an expanded network of global in-house peers, and we're on track to meet that need. The next four years will be focused on offering valuable resources and educational opportunities, as well as meaningful in-house connections for our membership in law departments of all sizes in order to fuel progress and build a more robust, global foundation.

In doing so, we plan to charter a chapter in Hong Kong, expand into greater China and open new chapters in Brazil and Calgary, Canada. We also plan further expansion for the EMEA (Europe, Middle East and Africa) region, including new programs and resources. Additionally, ACC looks to enrich our services available to the next generation of in-house counsel, as well as heighten our advocacy efforts that support the professional role and status of in-house lawyers worldwide.

Needless to say, it is an exciting time to be a part of ACC. We look forward to what the future holds and remaining the world's largest bar association dedicated exclusively to serving the interests and needs of in-house counsel.

Thank you for the honor of serving you as ACC's president and CEO. I look forward to working with you in advancement of our association!

Letter from ACC's Board Chair

David R. Allgood Executive Vice President & General Counsel, Royal Bank of Canada



It is a busy time to be an in-house lawyer and a busy time for ACC. Our members spent the past year helping their companies expand around the world, achieve operational objectives and pursue business strategies — all the while working to ensure that their employees and corporate practices met ever-changing regulatory and compliance requirements. In the process, in-house counsel turned to ACC at every step for the information and approaches they need to perform their jobs.

As the general counsel at Royal Bank of Canada and an ACC member, I know how important it is to build a strong network of in-house peers. ACC has become my association of choice because the quality of programs and services designed by in-house counsel, for in-house counsel, is unmatched. In addition, the relationships I have developed with other general counsel have been both personally and professionally enriching.

This year, I have the privilege of serving as chair of the ACC board of directors. It is a unique vantage point from which to work to strengthen this association. Ultimately, the ACC board and staff are accountable to our 33,500+ members to remain relevant and continue to provide value.

To meet the evolving responsibilities of today's in-house counsel — from trusted advisor to legal department manager to business strategist — ACC's road map is the Strategic Plan, which the board approved in October 2012. Since its approval, I have been truly impressed with the organization's accomplishments.

ACC members accessed record-breaking amounts of information — more than 500,000 legal resources were downloaded and there were more than 8,600 attendees to educational programs and webcasts. We invited our in-house colleagues to join us as new ACC members — resulting in 7 percent member growth. We networked with our peers at ACC-hosted educational programs, discussing the growing opportunities and challenges in the profession. Through participation in committees, chapters and e-groups, we shared our knowledge and best practices to learn from one another.

Especially in the three primary areas of focus: globalization, CLO services and advocacy, ACC made real strides. Thanks to the hard work of Tom Sabatino, who preceded me as ACC board chair, the tireless efforts of the ACC board of directors, chapter and committee leaders, in addition to CEO Veta T. Richardson and her talented staff, ACC had numerous achievements during FY2013 and looks forward to many strong years ahead.

What a vibrant year for ACC and its in-house counsel members. As we work to further ACC's objectives by implementing the next phases of the Strategic Plan, we want to underscore our commitment to exciting new initiatives that build upon our strong foundation and add value for all ACC members.

Today's in-house lawyer has a full list of responsibilities that touches nearly every aspect of his or her business and every corner of the globe. We hope that as you review this report, you will be inspired by the many ways ACC serves in-house lawyers, helping them to meet their professional goals.



Strategic Overview

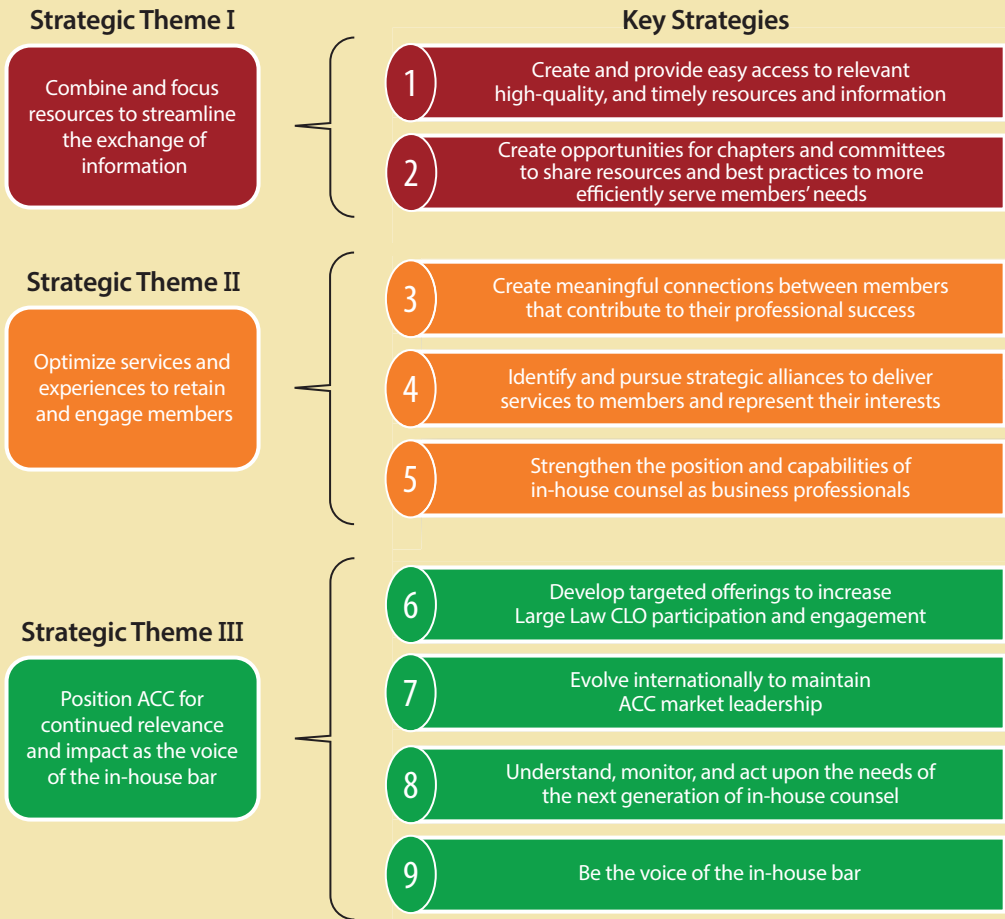
Strategic Planning

The ACC Strategic Plan was developed as the guiding light for how ACC will build upon our strong foundation to advance our mission over the five-year period from fiscal years 2013 to 2018. ACC invested almost one year developing the Strategic Plan and at every step, input from ACC members was sought with the goal of increasing the value members derive. The ACC board and executive staff reviewed substantial member feedback gleaned from surveys, focus groups and calls with a diverse cross-section of ACC members throughout the world in order to have a high degree of confidence that the Strategic Plan truly reflects ACC members’ wants and needs.

FY2013 was the first year spent implementing the Strategic Plan and this first year saw ACC:

- Add more than 1,700 new legal resources to its website (www.acc.com).
- Generate more than a half-million downloads of online resources by members.
- Engage a broader cross-section of the membership, with almost 2,400 more participants at ACC-hosted education programs/conferences, an increase of 38% over FY2012. Within the Fortune 200 alone, CLO engagement increased by 76%. CLO engagement of the Global 1000 increased 7.5 times over the previous year.
- Grow its overall membership by 7%, and its membership outside the U.S. by 16%. This resulted in ACC’s ability to increase its non-U.S. membership base to 13% of all members thereby advancing members’ desire that ACC build a more global network of their in-house peers.
- Charter the ACC Singapore Chapter, the first ACC chapter in Asia.
- Advocate and advance the unique perspective of the in-house bar by nearly doubling the number of amicus briefs and comment letters filed.

STRATEGY OVERVIEW



Strategic Themes

Three strategic themes set forth what ACC must do to further realize our mission and vision. These themes define specific approaches for guiding decision-making and their implementation has resulted in measurable progress. As the chart above shows, nine key strategies underlie these three strategic themes.



Strategic Theme I:

Combine and focus resources to streamline the exchange of information

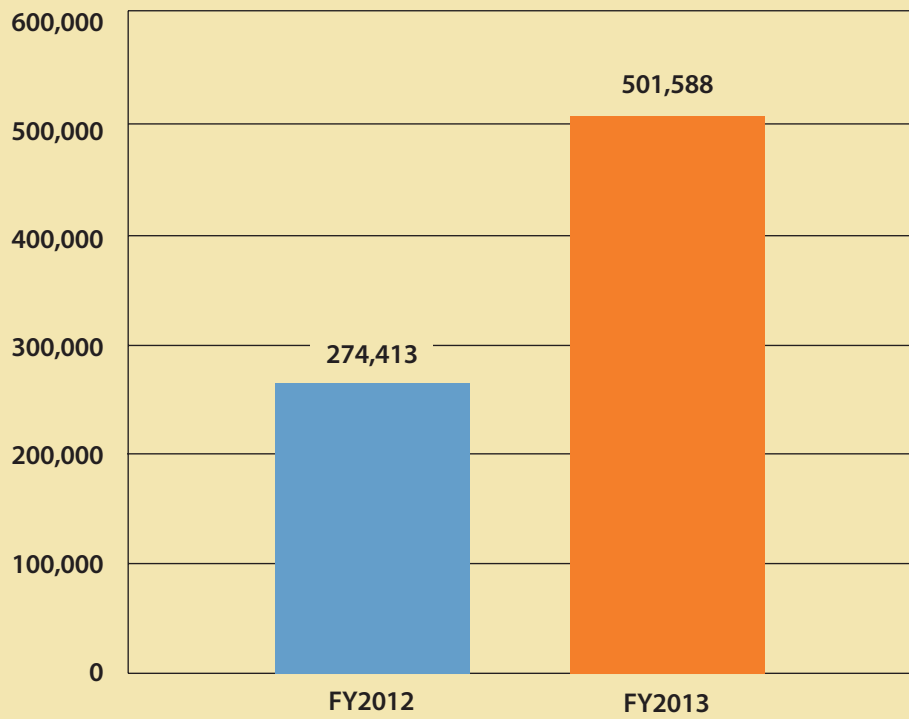
Key Strategy 1

Create and provide easy access to relevant, high-quality, and timely resources and information.

ACC members say that resources are a key driver for why they join and why they stay involved. They believe that ACC resources add member value. Building on this success, during the first year of implementing the Strategic Plan, ACC:

- Increased the overall number of new legal resources by 58%, with the number of new global legal resources increasing by 75% over FY2012 levels.
- Raised the number of downloads of online legal resources by members to more than 500,000, which represents a surge of more than 80% over the previous year, evidence that members are finding resources that are increasingly of interest, relevance and use.
- Increased the number of online webcast educational offerings by almost 60%.
- Successfully re-launched the Compliance Portal with improved navigability, more accessible cross-border content and increased revenue opportunities for ACC.
- Launched a Contracts Portal, a new service to assist members with contract drafting and benchmarking, negotiations and management.
- Rolled out a major upgrade of the “My ACC (2.0)” feature for the ACC website, which offers faster access to the Member Directory and to a member’s most recently downloaded resources and searches. “My ACC (2.0)” also has the ability for members to maintain lists of “favorite” resources and contacts for ease of future reference.
- Established a relationship with a French law school, Montpellier, for the development of resources on European-focused legal topics. The relationship resulted in five new resources in FY2013.

Downloads of Online Legal Resources by Members



Key Strategy 2

Create opportunities for chapters and committees to share resources and best practices to more efficiently serve members’ needs.

Members frequently turn to the resources, events and programs developed by ACC practice area committees and regional chapters as a key component of their ACC experience. To create more opportunities for members to network and learn from one another, ACC:

- Launched the Chapter Program Database — a new tool that allows committee and chapter leaders to search previous webcasts and events to help generate ideas and use existing resources to help create additional networking and learning opportunities.
- Held combined chapter and committee networking receptions at the Annual Meeting to provide chapter leaders and committee members opportunities to meet face-to-face and encourage connections between ACC committee leaders and their counterpart leaders in local chapters.
- Hosted the Leadership Development Institute (LDI), a twice-yearly event that provides ACC chapter and committee leaders with the training and networking opportunities they need to effectively carry out their roles on behalf of ACC. Each year, approximately 200 leaders attend LDI and are able to apply the skills they learn to their ACC leadership responsibilities.



Strategic Theme II: Optimize services and experiences to retain and engage members

Key Strategy 3

Create meaningful connections between members that contribute to their professional success.

Relationship-building among members and the ACC staff will be key to ensuring more opportunities for in-house lawyers' professional success. To support this strategy, ACC:

- Augmented our mentoring program, which connects “new to in-house” members with established corporate counsel to provide professional guidance and networking opportunities. Following a special push for new mentors, ACC closed FY2013 with approximately 120 mentoring pairs.
- Saw regional chapter program attendance grow by 6% over the previous year.
- Maintained strong committee participation. More than 62% of members belong to at least one committee. This participation is much stronger in the U.S., so to encourage more non-U.S. participation, ACC formed seven international advisory groups.
- Enhanced online resources for members to engage on the M2M mobile app and increased activities on ACC social media platforms. This resulted in increases of 12%, 15% and 18% respectively on LinkedIn, Twitter and Facebook.
- Increased the number of eGroup member networks by more than 12% for FY2013 over FY2012 and increased member subscriptions by more than 43%. Additionally, members posted to eGroups more frequently in FY2013, resulting in a more than 8% increase.



Key Strategy 4

Identify and pursue strategic alliances to deliver services to members and represent their interests.

ACC must continue to identify and add new services for members to add value and keep them engaged. To achieve this, ACC:

- Added two more partners to the ACC Alliance Program to provide exclusive service offers to members. This now makes a total of nine Alliance Partners.
- Communicated regularly with our partner bar associations, including hosting meetings at ACC headquarters. Additionally, ACC staff attended key annual conferences held by these partner bar associations to raise ACC visibility and brand recognition, as well as recruit new members.
- Reinforced relationships with many in-house-focused legal associations located outside the U.S. in advancement of ACC globalization goals and hosted the leadership of four corporate counsel groups at the ACC Annual Meeting: the Australian Corporate Lawyers Association, the Association of Caribbean Corporate Counsel, the Belgian Institute of In-house Counsel and the Corporate Lawyers Association of New Zealand.

Key Strategy 5

Strengthen the position and capabilities of in-house counsel as business professionals.

Education and professional development are highly valued by members, so ACC increased our educational offerings and promoted the wide variety of these offerings to our members, resulting in a more than 37% increase in participation. ACC had 2,363 more members participate in programs in 2013; i.e., 8,650 attendees in 2013 versus 6,287 in the previous year. To accomplish such results, ACC:

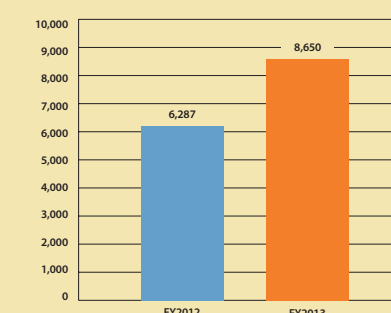
- Offered 60% more business education programs, responding to member demand.
- Delivered new programs at the Annual Meeting that focused on business skills, which ranged from project management best practices to law department accounting to crisis management and strategic planning.
- Increased attendance at its Mini MBA and advanced Mini MBA by almost 29% for FY2013 over FY2012.
- Incorporated an additional 4.25 hours of business education for 2013 Corporate Counsel University attendees (as compared to FY2012), with a focus on financial decision making for lawyers and project management.
- Provided tailored, hands-on instruction through legal services management workshops to law departments and law firms on project management, process improvement and value-based fee structures.

ACC Alliance Partners

ACC has formed partnerships with leading legal and business service providers to offer high-quality products and services specifically designed for in-house practitioners. ACC members enjoy special rates and exclusive offerings from the following providers:

- Agency for Dispute Resolution
- Chubb
- Copyright Clearance Center
- Jordan Lawrence
- Modus eDiscovery
- Practical Law Company
- Robert Half Legal
- Thomson Reuters
- WeComply

Member Participation in ACC Educational Programs





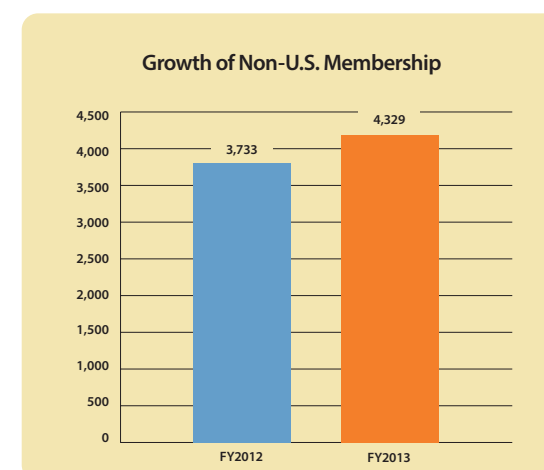
Strategic Theme III: Position ACC for continued relevance and impact as the voice of the in-house bar

Key Strategy 6

Develop targeted offerings to increase Large Law CLO participation and engagement.

ACC understands that the level of engagement and involvement of our members with the association is very important because an engaged member is more likely to remain involved with ACC long-term as his or her career evolves. This is equally important for members who are CLOs and general counsel. To advance this strategy ACC:

- Increased engagement of Fortune 200 CLOs by 76% and increased participation among CLOs of the Forbes Private Company 100 by even more. Currently, 55% of all CLOs in the Fortune 200 and Forbes Private Company 100 are ACC members.
- Increased the membership level of CLOs at Global 1000 companies by 8% (from 193 to 208) and engaged 102 of these members — an increase of more than seven-fold.
- Produced compelling content for the CLO Executive Bulletin and included nearly a dozen interviews with Fortune 500 and global CLOs, titled “CLO Perspectives.”
- Formed a CLO Advisory Council to help guide and target CLO services and assist with outreach to this membership segment.
- Re-launched the CLO Club at the Annual Meeting and offered roundtables for large, medium and small law department CLOs.
- Conducted five CLO Roundtables — two in the U.S. and three in Canada.
- Published the ACC 2013 CLO Survey, capturing the key trends and issues that are top of mind with general counsel worldwide.



ACC CLO Engagement

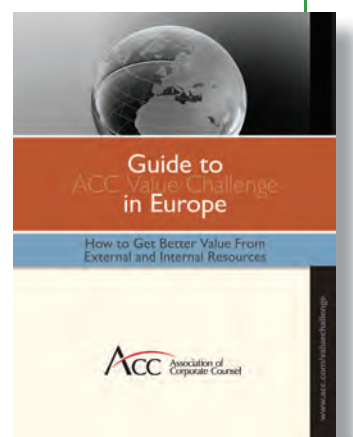


Key Strategy 7

Evolve internationally to maintain ACC market leadership.

The ACC Board has identified globalization as one of the top priorities for the association and it was a key focus area for this first year of the implementation of the strategic plan. Embracing this focus, ACC:

- Realized 16% growth in membership levels outside of the U.S., compared to overall membership growth of 7%.
- Increased our global legal resources by more than 51%.
- Developed a globalization work plan to expand ACC’s presence in Europe, Canada and Asia. Also, hosted membership outreach events in Brazil, Europe, Canada, Asia, Israel and Argentina.
- Chartered a chapter in Singapore, the first in Asia. The Singapore chapter joins Argentina, Europe, Israel, British Columbia, Ontario and Quebec, bringing the number of chapters outside the U.S. to seven.
- Provided marketing and sponsorship support for ACC Europe’s Annual Conference, resulting in sell-out and record-breaking attendance and sponsorship levels.
- Published a guide for implementing the ACC Value Challenge in Europe. During 2013, there were more than 750 unique visits to the digital version of the guide and more than 100 downloads of the PDF version.
- Published a special edition of the ACC 2013 CLO Survey for Canadian general counsel to compare/contrast their responses with those received from all others.
- Conducted Leadership Development programs at the Annual Meeting for ACC leaders, as well as leaders from several global bar associations. Also, presented leadership training in Barcelona for the ACC Europe chapter board members and country representatives.
- Expanded the visibility of global coverage by featuring more content on cross-border issues in the *ACC Docket* and increased global coverage by 9%.





Key Strategy 8

Understand, monitor and act upon the needs of the next generation of in-house counsel.

For any organization to continue to prosper, it must meet the needs of current members, but also develop programs and service offerings that will attract and retain future members. To accomplish this, ACC:

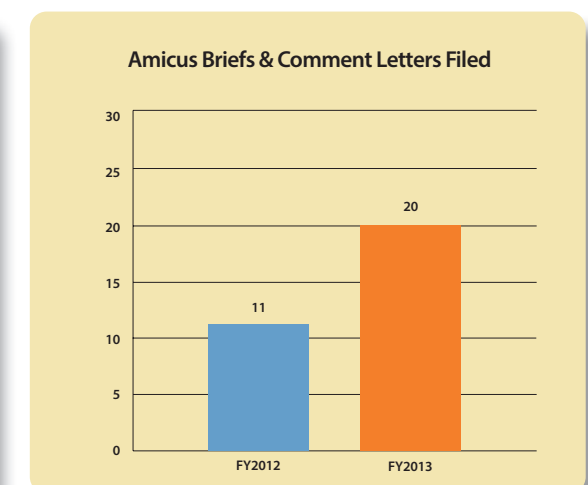
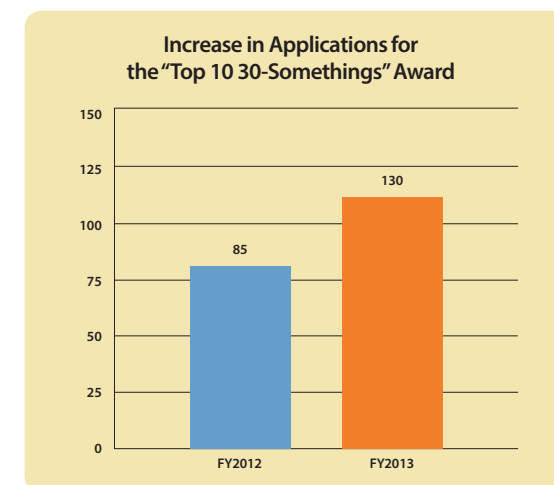
- Published a research report, “Skills for the 21st Century General Counsel,” to address the evolving role of the general counsel position and identify trends and projections regarding the skills that the next generation of in-house lawyers will need to advance to the position of CLO. The Georgetown University Law Center worked with ACC on this report.
- Increased total attendance at the ACC Corporate Counsel University (CCU), a conference designed for lawyers who are new to in-house, by more than 23% for FY2013 over FY2012.
- Completed market research to identify topics that in-house counsel of almost 50 current and prospective large law departments would like to see ACC develop into future legal resources and programs and started work to address those needs.
- Expanded participation in the “Top 10 30-Somethings” awards program, which recognizes young in-house lawyers who are rising stars in the profession for their innovation, legal ability, global perspectives, pro bono and community service work, growing applicant numbers from 85 in FY2012 to 130 in FY2013.

Key Strategy 9

Be the voice of the in-house bar.

Media visibility, the filing of amicus briefs and comment letters on selected cases furthers the goal of positioning ACC as the voice of the in-house bar. To help achieve this positioning, ACC:

- Advanced the unique perspective of the in-house bar on issues, such as privilege and right to practice, nearly doubling the number of amicus briefs and comment letters filed in FY2012 to 20 in FY2013.
- Doubled the number of meetings for ACC members with regulatory agencies and entities, as compared to the year before. Meetings occurred with the Securities and Exchange Commission (SEC), Department of Justice (DOJ) and Consumer Financial Protection Bureau (CFPB), among others.
- Organized reporter meetings to develop relationships with key members of the business press, increase ACC media visibility and, accordingly, credibility in the industry and with C-suite leaders.
- Increased the number of media features, mentions and placements by 17% in the U.S. and 54% globally (outside of the U.S.).
- Received 19 publishing and design awards for the *ACC Docket* – a new record.





FY2014 Areas of Focus

ACC accomplished a great deal in this first year of implementation of our Strategic Plan. But there is a lot of work yet to be done. For FY2014, ACC will pursue an expansive agenda and while it would be impossible to summarize our many plans and objectives in a few paragraphs, here are just a few highlights of future areas of focus:

ACC Foundation and Research

- A major initiative will be the re-opening of the ACC Foundation, which is a 501(c)(3) entity that will advance the collective interest of the in-house bar, especially in the areas of benchmarking, surveys and research. The Foundation will be able to accept funding from outside entities that may not desire traditional sponsorship opportunities, but still wish to support the in-house profession. Donations to the ACC Foundation will be tax deductible, offering the donor an additional incentive to support the in-house bar and certain strategic initiatives, including in the areas of diversity/inclusion and pro bono service.
- ACC is investing additional resources to further develop research and survey capability in order to publish more frequent, independent studies on the state of the in-house profession, with special focus on international topics and audiences. ACC is uniquely positioned to offer benchmarking data and surveys that will provide invaluable information for the in-house counsel community. The findings also will better inform ACC regarding legal, management and business trends impacting the current and future needs of in-house counsel.

Next Generation General Counsel

- ACC is focusing resources and efforts on the next generation of in-house counsel through professional development programs, such as an upcoming signature event to be held in Chicago in July 2014 — The ACC Executive Leadership Institute: A Master Class for the Next Generation of General Counsel.

Global Initiatives

- ACC will host a day-and-a-half program, “Emerging Trends for Corporate Counsel,” in Toronto in June. Topics will include global anticorruption regulations, corporate governance and cross-border privilege.
- ACC will continue to connect new global committee chapter liaisons with chapter committee leaders via regular conference calls and eGroups.
- ACC will continue to deepen engagement and efforts outside of the U.S., including expanding into Brazil, Western Canada, Hong Kong and strengthening relationships in the EMEA region. ACC also will work to cultivate and maintain relationships with other global bar associations.
- ACC is planning several ACC Value Challenge sessions outside the U.S. to assist law departments around the world to employ management practices that enhance the value of legal service spending.
- Planning is underway for additional CLO Roundtables in the U.S., Canada, Europe and Singapore, as well as Senior Advisory Councils in Brazil and Hong Kong, with the goal of advancing opportunities to build membership and develop new chapters.

Advocacy

- ACC will develop strategic media partnerships and place op-eds to increase ACC’s global visibility and position ACC and our thought leaders as the “voice of the in-house bar.”
- ACC will increase its efforts to file amicus briefs and comment letters in cases and rulemakings, giving special focus to global issues of interest.
- ACC will provide additional opportunities for its members to meet directly with regulators to share their concerns.





For more information on ACC membership, please visit www.acc.com/join



ACC's commitment to its members has never been stronger. The ACC board of directors and staff are dedicated to delivering value by providing practical resources, substantive educational programs, global networking opportunities, timely legal and regulatory updates and advocacy on critical issues for in-house counsel.

That ongoing commitment to members has been furthered in the first year of the Strategic Plan. It remains ACC's ongoing commitment for the future.





Association of Corporate Counsel
1025 Connecticut Avenue, NW Suite 200 • Washington, DC 20036-5425
202-293-4103 • <http://www.acc.com>

By in-house counsel, for in-house counsel.®

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