





#### **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.







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

During Fiscal Year 2014, the second year of ACC's Five-Year Strategic Plan, our organization further strengthened our commitment to members and the next generation of in-house counsel. We focused on international growth and affiliations, new educational programs offering global perspectives and technology and research catering to shifting demographics and emerging leaders.

Over the past 12 months, ACC established networks in the Middle East, Canada and Asia Pacific, worked to protect the independence of in-house counsel in Europe and held educational programs on business and legal trends in Africa and Latin America. We re-launched the ACC Foundation and published a first-of-its-kind survey report on work/life balance issues.

We captured the voices of thousands of in-house counsel through this and other research on skills for future general counsel (GCs), compliance trends and more topics of importance to the in-house bar.

ACC ushers in 2015 with our strongest-ever global network, largest and most diverse membership base and robust plans for the future. As our board of directors and staff work towards the next years of the Strategic Plan, we will continue to establish the framework to help our organization serve the in-house community for many years to come.

#### **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 the ACC President & CEO

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



I am delighted that two years into ACC's five-year strategic plan, we have made even greater strides to deliver a mix of relevant, timely services to our more than 36,000 members globally to support their role as counsel and corporate leaders.

ACC members highly value education and professional development. As such, preparing leaders for the future has always been of keen interest — and a top priority — for ACC. Over the past year, we were able to provide ACC members with access to more than 1,800 new legal resources addressing all facets of their jobs. In response to our members' increasing cross-border responsibilities at work, we also placed special emphasis on growing the number of international legal resources we offer. During Fiscal

Year 2014, we increased the number of international resources added to ACC's online resource library by 54 percent.

We also worked to strengthen our research functions by introducing new surveys and enhancing benchmarking capabilities for corporate counsel and their clients. As our members constantly look to drive value for their companies, this is something they have told us is paramount. And while we place great emphasis on introducing new member services, we also work to ensure that our signature resources remain of value to in-house lawyers. For example, in 2014, we added new premium features – ACC Contract Advisor 2.0 – to the ACC Contracts Portal. The new tools provide support for contract benchmarking and editing, significantly reducing the time our members have to spend reviewing and even negotiating agreements.

Although we work with in-house lawyers across a wide range of geographies, industries and law department sizes, we also work to advance their shared interests. In 2014, we increased the number of meetings we arranged between our members and regulators and the number of amicus briefs filed. ACC undertakes these advocacy initiatives in an effort to speak out on issues that directly affect our members and their practice of law.

With our members, we celebrated a significant milestone in 2014 with the finalization and announcement of the alliance between ACC and the Australian Corporate Lawyers Association (ACLA). Joining forces means that ACC and ACLA members will benefit from increased global resources and peer-to-peer connections. The alliance also plays an essential role in expanding and strengthening our international footprint and service to in-house lawyers worldwide, beneficial to members of both organizations.

In the coming year, we will establish the ACC Asia Pacific office to provide a customer service center assisting our members in Australian and Asian time zones. We look forward to introducing ACLA's members to ACC member services and will plan a number of online resource demonstrations, as we did this year in North America, Europe, Singapore, China and across Latin America, to offer quarterly updates on ACC resources at convenient times.

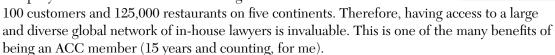
We hope that this report will provide you with greater insight into our efforts to provide unsurpassed service to our members, from offering the most relevant legal resources to best representing their public policy interests. We also aim to provide a glimpse of the new and exciting initiatives underway at ACC to enable our members worldwide to remain leaders of the profession.

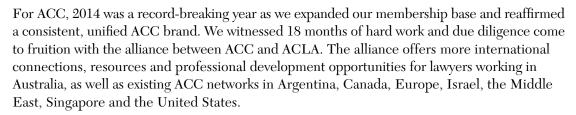
#### Letter from the ACC **Board Chair**

John Page Senior Vice President, Chief Corporate Social Responsibility Officer & Chief Legal Officer, Golden State Foods Corp.

This has been an exemplary year for ACC and in-house lawyers around the world. With more than 36,000 members in 90 countries, ACC is at the forefront of issues of importance to the in-house community. We know the issues and challenges that in-house lawyers face are, in fact, universal. In the past year, members turned to ACC for resources, and most importantly, a connection to their in-house counsel peers.

As the chief legal officer for Golden State Foods Corp. (GSF), I understand that the role of general counsel has many layers – business advisor, legal counsel and manager. At GSF, our legal team provides the company with business advice and strategic counsel to serve more than





It is global connections such as these that define ACC. We have worked as one voice, serving the needs and interests of all in-house counsel. As we continued to build on ACC's strong foundation as the largest global in-house legal association, we found that ensuring consistency across our many chapter names and brands was vital. Therefore, we moved forward with a one brand one organization strategy to reflect regional presence along with the global diversity of ACC.

As board chair, I am proud of the great progress ACC has made this year, particularly in the three main focus areas of the Strategic Plan: globalization, CLO services and advocacy. Thanks to the tremendous efforts of David Allgood, who preceded me as ACC board chair, along with the dedication of ACC chapter and committee leadership, ACC president and CEO Veta T. Richardson, and her staff, ACC had several achievements during FY2014. In fact, during David's term, his contributions resulted in significant international growth (12 percent increase) for ACC, including the addition of Australia, launch of ACC Middle East and charter of ACC Alberta, all resulting in increased engagement across all levels of in-house lawyers.

I want to extend my profound gratitude to the ACC board of directors for their service in advancement of this association. ACC is stronger than ever and with such wonderful achievements behind us, I'm very excited about the many efforts that are underway. As you review this report, it is our sincere hope that you are inspired by the many ways ACC serves the in-house legal community and motivated to continue with us along the road of support and service.





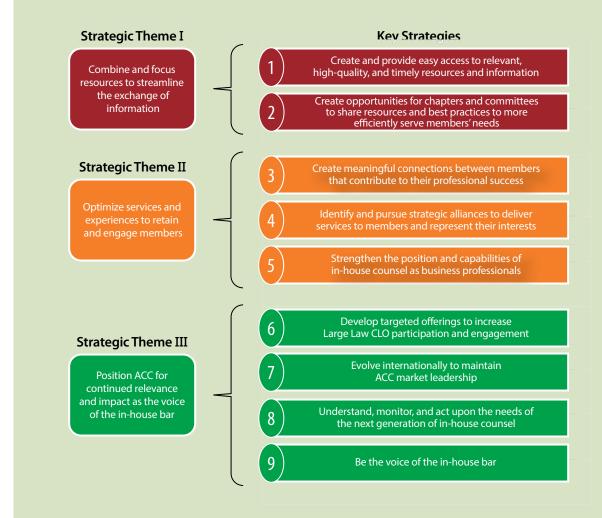
## **Strategic Planning**

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, we sought input from ACC members with the goal of increasing the value in-house lawyers derive. The ACC board and executive staff reviewed substantial 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.

FY2014 was the second year spent implementing the Strategic Plan and this year saw ACC:

- Finalize a merger of the membership of ACLA with ACC.
- Charter the fourth ACC chapter in Canada. ACC Alberta serves nearly 200 members.
- Establish ACC Middle East as a result of an alliance with Corporate Counsel Middle East (CCME). ACC Middle East currently serves more than 250 members in the region.
- Increase the number of non-U.S. legal resources by 54 percent while placing a greater emphasis on the development of ACC-branded resources.
- Grow overall membership by 6.7 percent and non-U.S. membership by 12.3 percent.
- Hold the inaugural Executive Leadership Institute: Master Class for the Next Generation
  of General Counsel, for an exclusive roster of Fortune 500 deputy and assistant GCs.
  Large Law chief legal officers (CLOs) nominated attendees from their direct reports.

#### **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

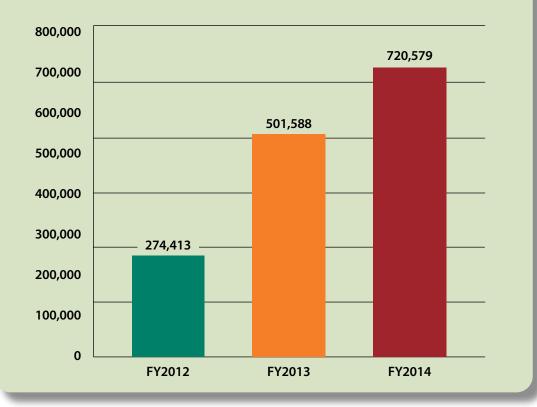
#### **Key Strategy 1**

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

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

- Added 1,870 new legal resources, a roughly 7 percent increase over the number of new legal resources added during FY2013.
- Surpassed the number of resource downloads reached in FY2013, a year when ACC passed the 500,000 resource download milestone. In FY2014, members downloaded more than 720,000 legal resources – a 44 percent increase over the previous landmark year.
- Increased webcast attendance by 10 percent over FY2013 levels.
- Launched the ACC Contracts Portal Version 2.0, with an improved user interface and new benchmarking features.
- Strengthened the ACC Compliance Portal with the addition of four new bundles of resources on trending topics: attorney-client privilege, third-party risk management, Canada anti-corruption and the Canadian Anti-Spam Law.
- Established connections with several law schools to facilitate resource contributions to ACC. During FY2014, we initiated programs with the University of Maryland in the U.S. and Pontificia Universidade Catolica do Rio Grande do Sul in Brazil. We also renewed a partnership with the University of Montpellier in France.
- Created the ACC Survey Portal, a landing page that highlights all surveys ACC offers, and published seven surveys during the fiscal year: the ACC/Corpedia Benchmarking Survey on Compliance Programs and Risk Assessments, the ACC/Empsight Law Department Compensation Survey, the Skills for the 21st Century General Counsel Report, the 2014 ACC Chief Legal Officers Survey, the ACC CLO Survey - Canada and the ACC Global Work-Life Balance Report.





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 new opportunities for members to network, collaborate and learn from one another, ACC:

- Grew attendance at large chapter programming by more than 10 percent compared to FY2013 and grew large chapter membership by 5.3 percent.
- Expanded small chapter membership by 8 percent and medium chapter membership by 6 percent while growing membership in locations without chapters by 10 percent.
- Hosted in-person committee events to stimulate interest in committees around the world.
  - Committees hosted 22 total events.
- Facilitated collaboration between ACC chapters and committees, as eight ACC committees
  held a total of 18 joint programs with chapters. These included substantive roundtable
  events, traditional CLE/CPD programs, micro-networking events, pro bono activities
  and joint webcasts.
- Began conducting quarterly committee calls with members in the EMEA and Asia Pacific regions. These calls are scheduled to be convenient for the respective time zones. In July and September 2014, the ACC Small Law Department, International Legal Affairs, IT, Privacy & eCommerce and Corporate & Securities committees conducted eight of these calls with nearly 200 participants.



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:

- Increased attendance at educational events by 16 percent over FY2013 levels through
  programs such as webcasts and in-person events including the Mini MBA, the ACC Annual
  Meeting and Corporate Counsel University.
- Connected ACC members on social media platforms, where they discuss industry trends and challenges, legal service provider recommendations, benchmarking and value strategies. Our engagement online resulted in:
  - A 37 percent increase in members of our private LinkedIn Group.
  - A 40 percent increase in the number of followers on Twitter (@ACCinhouse).
  - A 39 percent increase in page followers on Facebook.
- Held a combined chapter and committee networking lunch and reception at the 2014 Annual Meeting to provide an opportunity to network face-to-face, introduce new leaders and encourage connections. There were 17 committees and 38 chapters and networks represented from Argentina, Belgium, Brazil, Canada, China, Germany, Greece, Israel, Singapore, the United Kingdom and the U.S.
- Added features to the ACC Member-to-Member app, including an updated section for the ACC Annual Meeting. Members could access contact information for other attendees, view maps, take part in session polls, discover evening networking event information and complete program evaluations through the platform.



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:

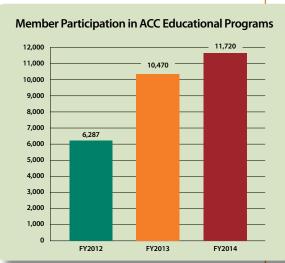
- Initiated a campaign to solicit sponsors from outside the United States to contribute resources. Seven sponsors, from Canada, Ireland, the Czech Republic, Colombia, Mexico and Spain, provided ACC-branded resources through the Global Resource Provider Package program.
- Created a valuable partner relationship with the National Association of Corporate
  Directors (NACD). ACC collaborated with NACD to create an exciting new program
  at the Annual Meeting and to establish a new series of high-level strategic workshops
  for executives who must present to the board. NACD also provided a leading director
  as faculty for the Executive Leadership Institute.
- Secured sponsors for all 18 practice area committees.
- Worked with 10 ACC Alliance Partners, an increase of two over last year, to provide exclusive service offerings to members.

## **Key Strategy 5**

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

Our members highly value education and professional development, so ACC increased our educational offerings and promoted the wide variety of these programs to our members. During the fiscal year, we:

- Developed a new "management" curriculum for the 2014 ACC Annual Meeting to strengthen attendees' business skills.
- Conducted two legal service management workshops, which were attended by 78 law department and law firm leaders. ACC also provided private, custom legal service management workshops for a consortium of Toronto-based banks and their key law firms and for an energy corporation's United Kingdom and U.S. locations.
- Held three roundtables for the ACC Law Department Executive Leaders group, which consists of the chief operating officers (COOs) of very large law departments.





impact as the voice of the in-house bar

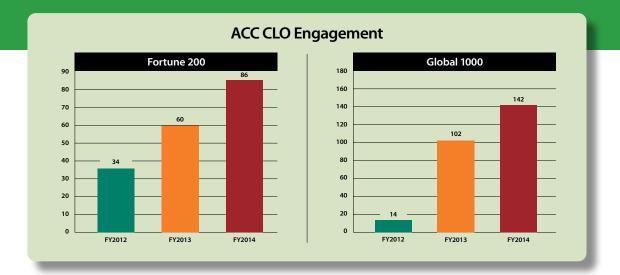
## **Key Strategy 6**

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

ACC understands member involvement with the association is crucial 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 GCs. To advance this strategy, ACC:

- Delivered 128 Large Law programs to current and prospective Large Law departments.
  - Of the visits, 32 (25 percent) were with departments located outside the United States while 51 (40 percent) were with law departments of companies in the Fortune 500 and Global 500.
  - More than 1,800 in-house counsel participated, a 50 percent increase over the previous year.
  - Similarly, 51 CLOs participated in the visits, a 42 percent increase over the year prior.
- Strengthened our offerings for CLO members. While enacting this strategy, ACC also grew our CLO membership within the Fortune 200 from 11 to 130 CLO members and increased CLO engagement from 60 to 86. Meanwhile, membership among CLOs from the Global 1000 grew from 208 to 225 members during FY2014.
- Hosted the inaugural program of "The Insider's Guide to the Board Room," a joint workshop offered by ACC and the NACD. More than two-thirds of the 32 attendees were GCs and CLOs.
- Held 11 GC/CLO Roundtables during Fiscal Year 2014 - three in the United States, five in Canada, two in Europe and one in Singapore.





#### Evolve internationally to maintain ACC market leadership.

The ACC Board of Directors has identified globalization as one of the top priorities for the association. In the second year of the ACC Strategic Plan, ACC once again embraced this focus:

- Finalized an alliance with ACLA, the premier in-house bar association in Australia.

  The decision of the two organizations to join forces means that ACLA members will benefit from increased global resources and connectivity, while retaining local focus and content, and ACC members will benefit from significantly more resources devoted to the Asia Pacific region.
- Chartered ACC Alberta in June 2014, bringing the number of Canadian chapters to four. ACC's membership base in Canada also topped 1,200 in-house counsel.
- Established ACC Middle East, as a result of an affiliation between CCME and ACC. Through the affiliation, ACC added 130 new members, and since its inception, ACC Middle East has grown to more than 250 members.
- Moved forward with a one brand one organization strategy to ensure consistency across our chapter names and brands and to reflect chapters' regional presence and the global diversity of ACC.
- Featured 32 cross-border or globally-focused sessions at the 2014 ACC Annual Meeting, the highest-ever number of international programs held at the meeting.
- Held a conference in Canada, "Emerging Global Trends for Corporate Counsel," a
  one-and-a-half day deep dive into the implications of emerging trends for GCs
  in Canada and worldwide. The program welcomed 112 attendees, faculty and sponsors.
- Increased understanding of the ACC Value Challenge globally, with a special focus on Europe, where we included articles, relevant resources and case studies on the ACC Value Challenge in each issue of the ACC Europe Quarterly newsletter.
- Added 1,600 non-U.S. resources to the online legal resources library, increasing the number of non-U.S. legal resources by 54 percent.
- Provided marketing and sponsorship sales support to ACC Europe, resulting in the largest-ever ACC Europe Annual Conference, with over 380 attendees from 30 countries joining together in London.
- Began presenting quarterly webcasts demonstrating ACC resources in response to European members' inquiries and presented a resources demonstration webcast to members and prospects in North America, Singapore, Hong Kong and China. Also held a resources-focused webcast in Spanish and Portuguese for members and prospects in Latin America.



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

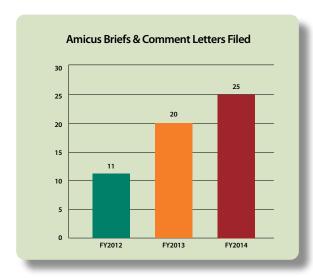
For any organization to continue to prosper, it must meet the needs of current members, but also develop programs and service offerings that will attract and retain future members. To accomplish this, ACC:

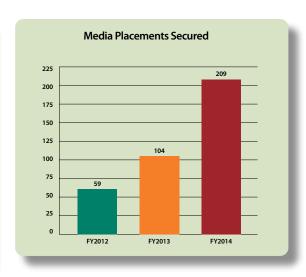
- Held the inaugural ACC Executive Leadership Institute: a Master Class for the Next Generation of General Counsel. ACC received 43 nominations from Fortune 500 GCs for the class and selected 24 participants.
- Built out the *ACC Docket* website, including improving the current landing page and adding new online exclusive articles, multimedia and global content. The publication's enhanced digital presence reflects the shift in ACC demographics (to a majority Generation X and Generation Y membership).
- Published a survey and research report on global work/life balance issues of in-house counsel, titled the 2014 ACC Global Work-Life Balance Report. The report reflected the views of more than 2,000 in-house counsel in 43 countries.
- Honored the winners of the Top 10 "30-Somethings" program at ACC Corporate Counsel University and highlighted the winners in the ACC Docket.

#### Be the voice of the in-house bar.

Advocacy in support of in-house counsel in addition to media visibility and the filing of amicus briefs and comment letters on select cases all further the goal of positioning ACC as the voice of the in-house bar. To help solidify this positioning, ACC:

- Encouraged ACC members in Germany to sign a petition before the German Bundestag that would have reversed a decision of the Federal Social Court of Appeal that denied in-house counsel the right to participate in the lawyer pension system. The campaign included placing an editorial opinion piece in *The Lawyer*, a European legal publication.
- Articulated a position on privilege protection and application of the broadest possible
  test for privilege in the internal investigation context that was later adopted by the
  D.C. Circuit in a high-profile whistleblower case.
- Filed an amicus brief in the Superior Court of Pennsylvania arguing that privilege survives the death of the corporate entity.
- Supported proposals to expand the rights of in-house counsel to practice pro bono in Wisconsin, Washington, D.C., New York and Ohio, and advocated in support of in-house pro bono before the American Bar Association's Young Lawyers' Division and its Standing Committee on Pro Bono.
- Increased the number of media placements by 93 percent over FY2014 and increased
  the number of advocacy placements by 39 percent. We also increased the number of
  non-U.S. placements by 53 percent.
- Received 25 publishing and design awards for the ACC Docket a new record that surpassed last year's record 19 awards.







ACC completed the second year of our Strategic Plan by meeting and surpassing our Fiscal Year 2014 goals and placing a special focus on strategies tied to globalization, CLO services and advocacy. To achieve additional milestones in the year ahead and meet long-term goals for the continuous benefit of our members, ACC plans to highlight the following areas of focus in Fiscal Year 2015:

# Next Generation General Counsel and Chief Legal Officer Services

- ACC will host two additional Executive Leadership Institute Master Classes for the Next Generation of General Counsel: in Chicago targeting GC direct reports from the Fortune 500 and in London for rising GCs within the ranks of the Forbes Global 1000 – the largest public companies around the world.
- We will initiate the inaugural ACC Global General Counsel Summit, a two-day meeting of global CLOs from the Forbes Global 2000, to be hosted in London.
- ACC will engage with current GCs via a redesigned CLO Services landing page, which will spotlight perspectives and resources unique to the CLO community and offer benchmarking tools and customizable features.
- We will open the CLO Concierge Service, intended to provide a higher level of service, access, resources and support to this key ACC membership segment.
- We will develop a daily executive news briefing covering key business developments.
   "InBrief" will have a special focus on international business news.

#### **Global Initiatives**

- ACC will establish the ACC Asia Pacific office to provide a member customer service center for the Australian and Asian time zones.
- We will finalize and announce the next steps of our alliance with the ACLA and formally integrate ACLA members into ACC with the introduction of ACC resources.
- We will lay the groundwork for an annual Pan-Asian conference for in-house counsel.

- ACC will continue its growth efforts in Asia and Latin America. We plan to confirm a
  chapter formation group in Hong Kong, with the intent to develop a chapter there by
  the end of Fiscal Year 2015. We will also work to form an ACC chapter in São Paulo,
  Brazil during the Fiscal Year.
- ACC will launch Senior Advisory Councils in Germany and Switzerland, which will join existing councils in London, Paris and Amsterdam.
- We will develop the Crisis Management Portal, a resource similar to the Contracts and Compliance portals, to offer resources on crisis and reputation management.
- We will create ACCDocket.com, a companion site to the *ACC Docket*, offering additional cross-border content and resources not found in the print publication to both our global membership and potential members.

#### Advocacy and Law Department Executive Leaders Section

- ACC will launch a membership segment for Law Department Executive Leaders. The segment, for law department COOs and other executives who run legal operations teams at global companies, will feature COO roundtables, an annual conference for the profession and access to ACC online resources, including benchmarking services and surveys.
- We will increase exposure of the ACC Value Challenge globally, including hosting at least one roundtable outside of the United States.
- ACC will continue to file amicus briefs and comment letters in cases and rulemakings of special concern to the in-house community, including its reinvigorated effort to enhance the role and status of in-house counsel in Europe, particularly as it relates to privilege protection.
- We will work with our substantive practice committees, among others, to grow the
  opportunities we offer members to meet directly with regulators.
- ACC will secure additional opportunities for its leaders to speak as the "voice of the in-house bar" in legal and business press worldwide.

#### **ACC Foundation and Research**

- The ACC Foundation will underwrite and publish research the ACC Chief Legal Officers 2015 Survey, the ACC Census and a report on law department management trends.
- The ACC Foundation will continue to lead efforts in support of diverse bar associations and work to advance diversity and pro bono values.
- Building on its successful first event a charity golf tournament held in conjunction
  with the 2014 ACC Annual Meeting the ACC Foundation will host its second
  charity golf tournament at the 2015 ACC Annual Meeting in Boston.

## **ACC Timeline**

Finalizes an alliance with ACLA to create ACC Australia and establishes ACC Alberta (the fourth Canadian chapter) and ACC Middle East. Reaches 36,000 members in 90 countries.	2014		
Announces its Five-Year Strategic Plan, charters ACC British Columbia and tops 30,000 members	2012	2013	Forms ACC Singapore, the organization's first chapter in Asia and generates more than half a million downloads of online resources.
in 75 countries.	2012	2011	Names Veta T. Richardson as the new ACC President & CEO following Fred Krebs' retirement. Begins the ACC Value Champions recognition program,
Charters its first Latin American chapter, in Argentina, and announces the Compliance Training Portal.	2010	2008	part of the ACC Value Challenge.  Establishes ACC Quebec.
Forms its first Canadian chapter in Ontario.	2007		
Releases the results of the first-ever census of the in-house bar and hosts its first	2002	2003	Changes its name to the Association of Corporate Counsel, in recognition of ACC's global membership and focus.
Corporate Counsel University.		2001	Adopts the Global Corporate Counsel Association ("GCCA") brand to reflect a growing international presence.
Charters its second non-U.S. chapter, Israel.	2000	1998	Develops Jobline, the CLO Club
Launches the current version of its Legal Resources department, intended to develop online resources and respond to members' inquiries.	1997	1996	and a globalization task force.
		1994	Forms its first non-U.S. chapter - ACC Europe.
Creates its Member Service program, the predecessor to the ACC Alliance Partner program.	1992		Holds its first Annual Meeting and launches
Files its first amicus brief and publishes the first edition of the <i>Docket</i> .	1983	1985	"Operation Treasure Trove," a predecessor to the now completely-online resource library.
		1982	Fifty-three general counsel meet to discuss ACC's formation. Later that year, the group forms the American Corporate Counsel Association and forms its first two chapters (Colorado and Alabama).



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 second year of the Strategic Plan. It remains ACC's ongoing commitment for the future.







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

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