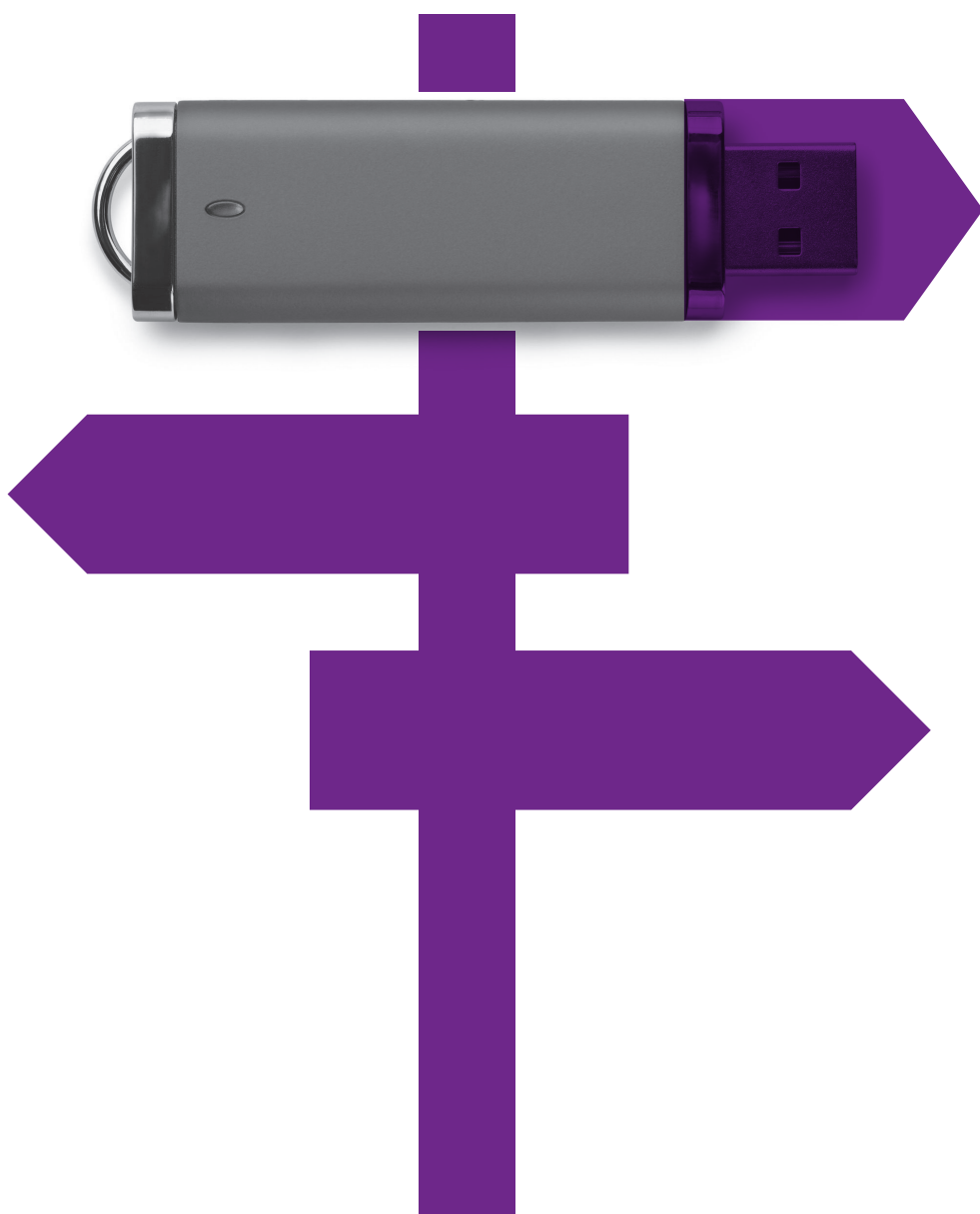


General Counsel Career Track

An Eversheds Sutherland
research report





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Foreword



In the last twenty years the role of General Counsel has become more prevalent and at the same time, it has increased in influence and scope. Much has been written about this pivotal role - the independent voice on, or close to, a company's board and yet very little has been written about how to reach what some may consider their ultimate career goal.

As the role has expanded from managing a legal team to encompassing secretariat, governance, risk, compliance and potentially a range of other central functions, the experience and skills required to succeed have changed. Identifying the attributes of some of the country's most successful General Counsel will be helpful, but as the role expands to meet a changing work and regulatory environment, skills and attributes that have been valued and effective in the past, may not be all that is required to succeed in the future.

This research has been undertaken to discover through dialogue with successful General Counsel what has been and, more importantly what in their opinion will be, the most useful training and experience to succeed in the role. Secondly, to identify the obstacles faced by aspiring GCs to achieving their career aspirations and finally, to provide guidance as in-house counsel plot their career track towards the role of General Counsel, or other senior management positions.

As a former General Counsel I have long been an advocate for the position, recognising the great breadth and variety that the role offers and the opportunity to become involved in a broad range of strategic and commercial activity. However, I have also witnessed highly competent in-house counsel become too specialised either by sector or role and miss out on management positions by not being sufficiently prepared for their next promotion. The objective of this report is to open the debate as to the optimum skills and experience required and to share guidance where very little exists.

We are indebted to the many clients and contacts of Eversheds Sutherland who have contributed so enthusiastically to our research, many of whom are acknowledged at the end of this publication. Looking ahead, we welcome further thoughts and contributions, particularly as we consider the next stage of the research, which will add an international dimension.

Denise Jagger
Client Development Partner
Eversheds Sutherland



We gathered the views of over 140 in-house lawyers through in-depth discussions, 105 of whom completed a questionnaire from which we have drawn some helpful observations as illustrated throughout this report



Introduction

Law Society figures published in June 2018 show a total of 140,000 solicitors in England and Wales of which 30,000 are working in-house - 60% in business, 30% in the public sector and 10% in not for profit organisations. In-house solicitors is the fastest growing category recorded by the Law Society, up 3.2% year on year and predicted to reach one-third of solicitors by 2020. This represents a significant increase from 15% recorded in 2002.

The legal profession remains consistently popular but whether a young law student has any idea of what an in-house role entails is highly doubtful. The vast majority of law graduates intent on a legal career apply to study for their legal practice exams, with a very small minority heading instead to the Bar.

94% of in-house counsel are trained in private practice and the comprehensive training offered by a full service law firm will be ideal grounding. However, there is insufficient attention given to the progression to an in-house role in the early career stages, such that high potential lawyers risk getting pigeon holed too early or discovering late in their careers that their management skills and commercial approach might have been better applied in a different environment.

During Autumn 2017 and early 2018 we held a series of workshops, attended by 58 aspiring GCs and separately by 56 existing GCs, to better understand what barriers to progression or lack of support faced the next generation of GCs. We also wanted to discover what qualities, in the opinion of existing GCs, marked out a lawyer as high potential for the role in future.

In addition to the workshops, we held one-to-one meetings and client discussion groups such that in total we have gathered the views of over 140 in-house lawyers, 105 of whom completed a questionnaire from which we have drawn some helpful observations as illustrated throughout this report. Finally, we set out those solutions which received the most support and comment as being helpful to an aspiring GC in their career journey as well as some alternative career tracks.

Characteristics of existing General Counsel

Whilst the skills and experience to succeed in today's commercial and regulatory environment may not necessarily be required in the future, it is certainly worth looking first at the data extracted from our questionnaire. This was completed by 56 existing General Counsel drawn from a broad cross-section of businesses and revealed the following characteristics:

Background



Virtually all had started life in private practice, with just over half coming from a background in corporate or commercial law. Financial services/banking and litigation were the only other background specialisms broadly represented in our sample, at around 10% each.

Respondents had spent from two to over 30 years in-house, with the vast majority falling between 6 and 20 years. Of those answering this question, half spent between two to five years in-house before being appointed GC, with a quarter spending six to ten years in-house before achieving that appointment.



Movement between different business sectors was prevalent with 37.5% having spent time working in-house in two different sectors, just under 25% spending time in three sectors and 13% spending time in at least four sectors. Conversely, 25% had only worked in one sector and in many cases this was the financial services sector, although a sizeable proportion had moved company within the sector.



Slightly fewer than half the respondents had achieved the position of General Counsel in a business in which they were already working and a surprisingly small number - just six - were promoted to General Counsel from the role of Deputy General Counsel.

Scope of role

Turning to the breadth of the roles held by the respondents, half of the 56 GCs had responsibilities across more than one jurisdiction, with just over half holding the combined role of General Counsel and Company Secretary. A further three had held the Company Secretarial role in previous jobs and two of the GCs had a Company Secretary reporting into them.

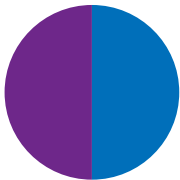
There was wide variation in responsibilities of the respondents, with half covering solely the legal function. The most prevalent additional responsibilities were regulatory and compliance, where a quarter of respondents had management responsibility with slightly fewer covering risk and insurance. HR was included in the portfolio of six respondents, with a further three taking on governance and three procurement. Smaller numbers included each of public affairs, IT, communications, CSR, audit and pensions.

Majority report to CEO

Over half were also company secretary

As Nick Hedley of recruitment specialist Hedley May observed, what sets great GCs apart is their business judgement. With only around 10% of their role covering pure legal work.

The majority of the GCs we spoke to – 36 out of 56 – report directly into the CEO. A further six report into a Global or Regional GC, who is likely to report into a CEO. Four respondents report into the CFO with relatively low numbers – just one or two in each instance – reporting into the Company Secretary, Chairman, CIO, COO or Head of Real Estate. A very positive development is that 32 respondents are members of their company's executive committee, illustrating the importance now placed on this key role.



50% *More than half are members of the Executive Committee*

Training and development

Management training a major boost

Half of the respondents confirmed that they had received significant management training of more than one or two days at a time. They benefited from programmes at Ashridge, London Business School, Harvard Business School, Henley Management College and executive coaching on a one-to-one basis as well as from internal company development programmes. This is interesting to note given that feedback from aspiring GCs was that lack of access to quality management training is one of the factors inhibiting their progress.

A mentor adds value

18 of the respondents had a mentor and a further four benefited from what they described as "informal" or "unofficial" mentoring. It is suggested that whether formal or not, this is something to be valued and as these respondents illustrate, if mentoring isn't formally on offer, an ambitious candidate should seek it out for themselves informally.

Illustrating that broad skills and experience are key to success in this increasingly commercial role, 31 of the GCs had held a non-legal role either prior to their role as GC or concurrently in the form of a non-executive position or trusteeship. This is particularly relevant when considering the positive steps to be taken by aspiring GCs.

Non-legal roles aid development

When asked whether they would welcome the role of a legal COO in their team, 23 felt that this would be useful or they already had the role, 11 did not consider it would be useful and a further four felt that their team was too small to warrant the position. A smaller number, just 16, considered that the role of legal COO is a useful route to GC with many undecided as to the merits or otherwise.

The future of the role

Succession planning under-developed

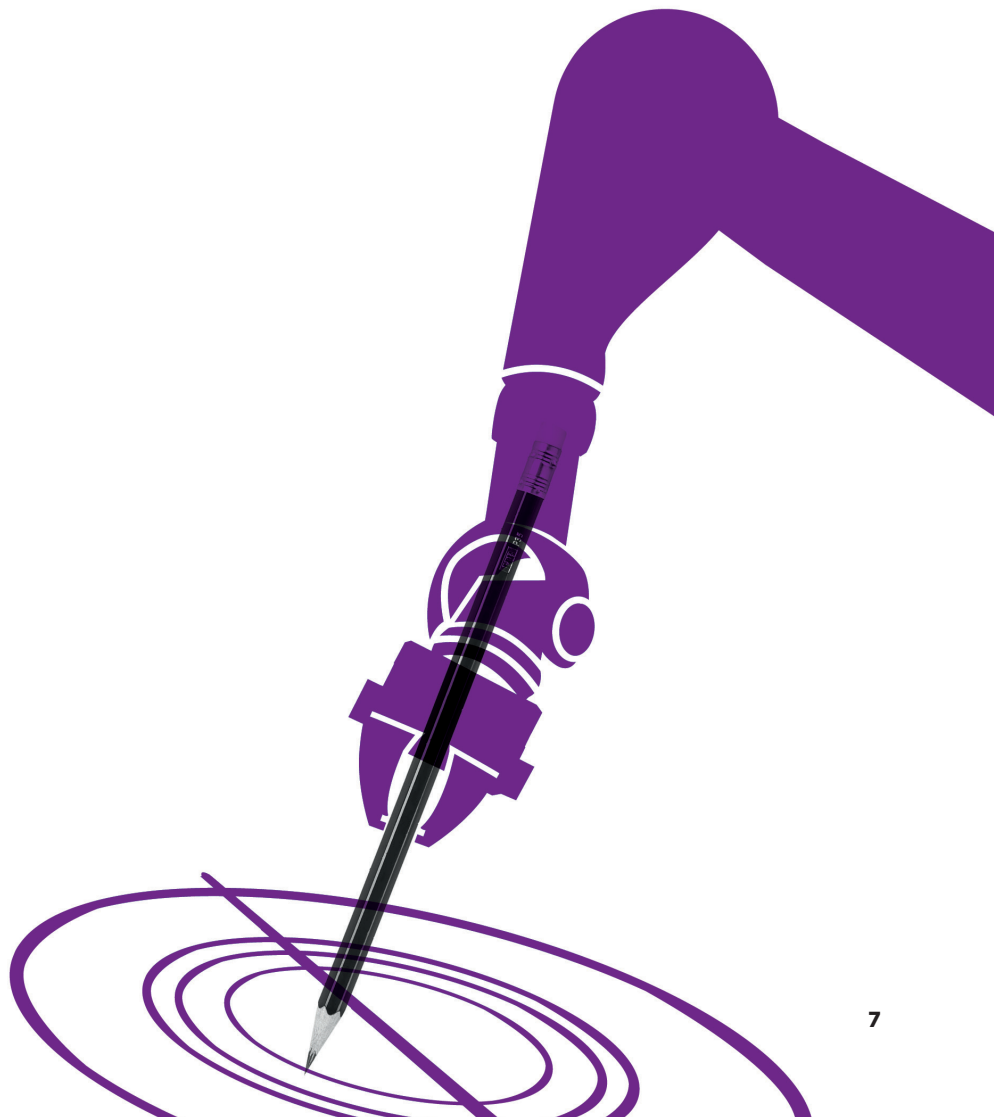
We reflect later in this report on the propensity for some of the most high profile GC appointments to be made externally, and the difficulties of a Deputy GC or Head of Legal to achieve the visibility they require to get a fair chance to step up into the top job. With this in mind we asked the existing GCs whether they were planning for their successor to be an internal appointment. Twenty four responded positively, thirteen negatively and some had not yet considered the issue.

A clear succession plan is critical to a well-functioning team and aspiring GCs will struggle where there is no plan, as this is invariably the prompt for considering development needs and ensuring that team members are getting adequate exposure to key people and tasks. This is even more important when a very large proportion of our respondents, forty eight, said that their role had increased in scope and influence since their appointment with nine experiencing a broadly static picture and only one experiencing a decrease in scope and influence.

Life after General Counsel

As the in-house sector is becoming increasingly popular and attracting mid to high level recruits from private practice, it is becoming top heavy in terms of years' experience. As a result it makes sense to consider a stage on from the General Counsel role. It is arguably perfect grounding for a senior management position; it is one of the very few roles that provides an holistic view of the business, closeness to the board and key decision makers as well as participation in strategic planning.

We profile at the end of this report a sample of former GCs who have made a successful transition into general management, a move which is far more common place in North America. Of our respondents, 27 said they would definitely consider a move into general management although of these, three would consider non-executive management and a further nine would consider the possibility. Seven responded that they would not consider such a move although in most cases, this was in anticipation of retiring from their current role. Interestingly, one said that they had tried general management and couldn't wait to return to a legal role.



What the GCs said: advice to succeed

In the General Counsel workshops there was consensus that high potential GCs of the future are identifiable relatively early in their careers. It was observed that potential GCs stand out even in a large in-house legal team, due to their **courage and curiosity** and their willingness to volunteer and seek out new experiences for themselves.

In this section we explore some of the observations made by existing General Counsel who recognise that even though the next generation may be easy to identify, support and guidance is critical in order to nurture and develop their talent and to ensure that they are prepared when opportunities arise.

General Counsel tend to divide their teams into two. Those who are excellent lawyers with a desire to search out, design and deliver excellent legal solutions. These are often specialists in a large in-house legal team who, to varying degrees, fulfil a private practice type role in an in-house environment. They provide both cost savings to their employer and add value as being closer to the business than external advisors, they provide tailored solutions. Very often such lawyers do not aspire to the role of General Counsel.

Secondly, there are the generalists found in all sizes of operation who have a highly commercial approach, will not be afraid of tackling a wide range of quasi legal and commercial issues and who naturally become well networked, good influencers and start to develop management skills. This group will generally aspire to become a General Counsel.

At the heart of this debate is that high performing lawyers in both categories wish to progress and whereas in private practice there is clear progression from newly qualified to Partner, with key staging points along the way, in industry progression is much less clear. The role of General Counsel stands out as the pinnacle and yet this may not be desired by all and certainly the statistics dictate that it will not be available other than to a very small number. We consider later what might be done to ameliorate these structural inhibitors.

What General Counsel urge is for in-house lawyers to consider what they enjoy and what suits their style and then to start to build a career with this in mind. General Counsel are disappointed that the default assumption too often is that the longest serving lawyers ought to be the natural successors, rather than recognising that the role of GC is very different from the experience of most team members and particular skills are required. Perhaps a contributor to this notion is the breadth of the GC role, which may encompass a range of functions not all of which will be apparent to team members and therefore the demands and requirements are not transparent.

Visibility and commercial awareness

This brings us to one of the key issues mentioned by both GCs and aspiring GCs; visibility. The incumbent GC necessarily maintains a close relationship with the board including CEO, Chairman and principal function heads and will very often be a member of the Executive Committee. This is very much a personal relationship and not one for which a member of their team can easily deputise.

“Curiosity about business, processes and optimising resources.”

“Courage to expand their skillset by assuming responsibilities.”

In any event, in many small and medium sized legal departments there simply isn't the resource for a Deputy to the GC. This creates a distance between the most senior role holder and the team. This also means that there is a large step up in terms of both experience, the understanding of the role and the skills required. Where there is a deputy they are very often Head of Legal either officially or unofficially and may be left to manage the legal team and oversee the delivery of important legal input - as such they may be very visible to some of their colleagues but simply off the radar with others, including senior executives. In other instances the deputy is a specialist and head of a line of business and so again not developing the generalist skills required for their next move. This can lead to problems when recruiting a successor to the GC which we discuss in more detail below.

The GCs considered it was incumbent upon them to create opportunities for members of their team to work with senior influencers in the business. This includes exposure to key transactions, a place on a high potential training programme, the opportunity to write or present a paper at internal meetings, conferences or the board and encouragement to apply for additional general roles, such as a position on a risk committee and internal project boards.

The GCs said they also need to **ensure that the HR team see the legal team as a source of future talent and leadership** and not as a group of specialists. Wherever possible the GC should attend key people planning and progression meetings to ensure that the lawyers in their team are considered for new roles and that their progression is seen as being as important as for other members of the senior management team. **In short, a high performing GC will not retain the best opportunities for themselves but promote, encourage and develop their team and where possible, create a structure which provides their team with an opportunity to manage budgets and people.**

The GCs interviewed also felt that their colleagues **need to develop themselves and seize opportunities to get out into the business.** One way of getting greater exposure to the business and building a broader network would be to undertake a short secondment into a business function. Another example given was in-house lawyers in an insurance business taking their insurance exams - not to become an insurance professional but to understand the language of the business. This wasn't compulsory but of course **those who regularly volunteer will stand out.**

Lawyers are often criticised for their lack of financial understanding so another option might be to undertake some financial training - even better if this is in-house and adds contacts to your network. By extending your network internally, the possibility opens up for identifying mentors and sponsors who can help navigate your career and speak up for you, even create opportunities.

Other opportunities would be to volunteer for project boards, committees and subsidiary boards. Trusteeship of the company pension scheme or charitable foundation are often ideal areas where an in-house lawyer can play a valuable role whilst gaining exposure, experience and a new set of contacts.

Communication and influencing skills

A familiarity with business language and terminology is essential - it has been observed by some that more junior lawyers are at risk of falling into text speak. Aspiring GCs need to develop the skill of writing succinctly and of communicating effectively in face-to-face meetings and personal negotiations, not defaulting to remote communications. **Highly developed influencing skills are required to succeed in management at the highest level as well as diplomacy and occasionally creativity, to meet the varying demands and styles of the senior team.**

It goes without saying that the performance of their team will reflect upon the GC who needs colleagues who can inspire confidence in, and build trust with, management and who can manage people and tasks efficiently. They seek colleagues who are problem solvers and have an ability to make a decision backed up by information, knowledge of the business and an understanding of the company's risk appetite. **They must be pragmatic and able to differentiate between an interesting point of law and something that will make a difference to the business.**

Attitude and mind-set

Aspiring GCs must not only possess, and be capable of demonstrating, a commercial approach, they must also have what was regularly described as the courage to step up. **They must be willing to move into uncharted areas where they don't have all the answers, and may have to work under pressure in the absence of complete information and with novel problems.** Those colleagues that seek out and relish these opportunities are the most likely to succeed. As an in-house lawyer progresses and starts to think of their broader ambition, they need to recognise that a change in approach and mind-set is essential.

This may not come easily to what are often naturally risk averse lawyers, not necessarily because they can't cope with risk or uncertainty, but because they are trained to see all sides of a problem and can often envisage too many scenarios and find it difficult to take decisions. It is also essential that lawyers don't limit themselves in the sense that they regard themselves as a real estate /HR/tax lawyer and so can't be a GC. Furthermore, not only may they need to adapt to succeed as a GC but once in the role flexibility and diplomacy will be required when dealing with different stakeholders and a succession of Chairmen and CEO.

Succession planning

Business size may affect the ability to plan succession- a narrow pool of candidates makes the task harder to identify a successor and so smaller teams may have to hire a GC externally. Where this takes place and the CEO/CFO/Chairman are involved in recruitment the choice of search firm will be important. Avoid those with a small network who may not use sufficiently broad search criteria, who look to recruit from a similar sector and who may be at risk of pigeon holing candidates. **GCs themselves admit that under pressure to recruit, it is easy to hire from the same sector** for speed so that the new joiner can be effective sooner.

An interesting example of this was given where a GC had tried to recruit two commercial lawyers and failed. However, when they changed the recruitment criteria from a legal specialism to a weighted system encompassing approach, pragmatism, commerciality, learning agility, communication skills and team fit, they quickly reached consensus – with the team undertaking the long list interviews and the GC undertaking the short list. **Julian Ortner of specialist recruitment firm Stonehaven International strongly advises searching outside the sector for fresh perspectives and for candidates who will be more questioning and not inhibited by the status quo and established practice.**

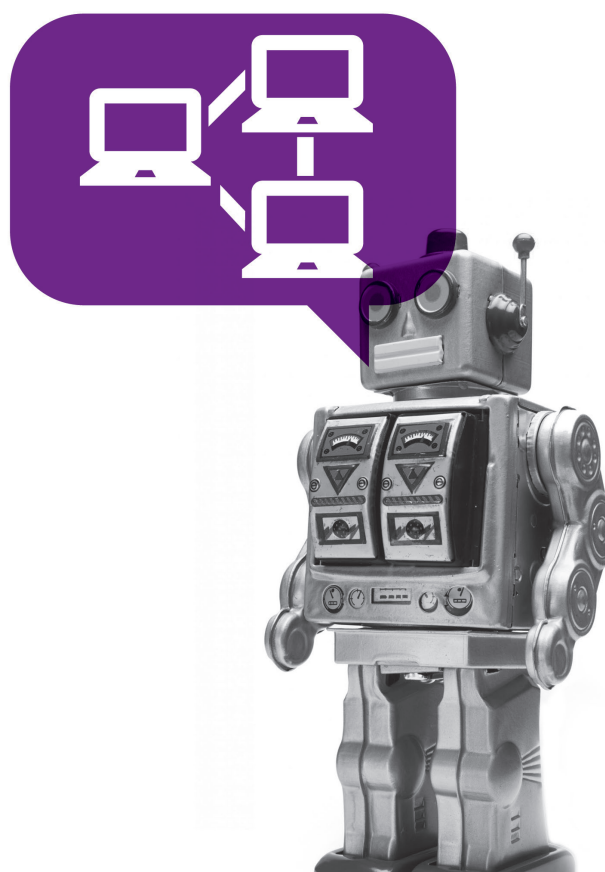
Decision makers must be wary of the fact that **there is wide scope for unconscious or even conscious bias** when considering internal candidates. Potential candidates may have worked with decision makers in a technical capacity where they will have been unable to demonstrate the broader skills required and of course any shortcomings or development needs may be well known. Any weaknesses will not be as apparent with an external candidate who will also enjoy a level of detachment from internal politics.

Timing of course is key – as in-house teams have expanded over the years there has been healthy recruitment at the more junior levels but change at the top is slow. For this reason **GCs felt that ambitious in-house lawyers really must be prepared to move company and if possible sector**, to gain more skills and to increase the chance of being in the right environment to progress. As noted earlier, a propensity to move was a feature of a majority of the GCs answering our questionnaire.

We explored in some detail whether there were any sectors which were sufficiently specialised that recruitment into or out of that sector was limited. Pharmaceuticals, telecommunications and oil and gas were regarded by some as falling into this category and to a lesser extent financial services. In relation to FS it was felt that a more relevant distinction is between regulated and unregulated businesses, a distinction often drawn by search firms which might limit the opportunities for a candidate, and yet one which GCs felt was unnecessary.

Strong advice from the GCs, which was echoed in the workshops with aspiring GCs, was to gain different sector experience early on in your career, perhaps having a period of consolidation mid-career to gain some specialisation but then be prepared and in a position to become a generalist as approaching the level of GC. Specialising too early was generally considered to be disadvantageous to a future role as a GC. This may require proactive movement into different sectors and sideways even possibly backwards moves to gain a broader perspective and insights into different markets and business models.

It was felt that different jurisdictions value different qualities in GCs. English companies tend to take lawyers with corporate and commercial backgrounds, which was borne out by our questionnaire responses, whereas the US and Australia often favour litigators. Other subject specialisms such as employment or real estate are not considered obvious routes to the role of General Counsel however there are always exceptions to prove the rule.



“They must be pragmatic and able to differentiate between an interesting point of law and something that will make a difference to the business.”

Combining the role of General Counsel and Company Secretary

Over half of the GC respondents to our questionnaire held both the role of GC and Company Secretary. There was no consensus as to whether this was advised or not although it certainly seems to be the trend in recent years. The former route of a Chartered Secretary attaining the position of Company Secretary in the largest of public companies is rarely an option, although ICSA trained company secretaries can be an invaluable asset for a GC appointed to the combined role. Most importantly the role of Company Secretary ensures that the GC is present at board meetings and is involved in strategy development so is better informed and equipped to do a great job. This might of course be achieved in any event if the GC is a member of the Executive Committee.

A combined role may be too onerous in certain companies or at a certain point in a company's evolution and in some sectors, such as financial services, merging the roles is not permissible. Where governance is high on the agenda due to events in the company or sector, the role of Company Secretary could be all consuming and split roles may be preferable but this could also vary with the skills and experience of the incumbent. It is not uncommon for someone to start as General Counsel and later add the Company Secretarial role, at which point if not already in existence, a Head of Legal is likely to be appointed to ensure the smooth running of the legal function and who will report to the GC.

A combined role can also be divided for sound development reasons, either of the individuals or due to work load and business context. Dan Fitz, the highly regarded GC at BT, held the combined role at BT for many years having been recruited initially as General Counsel. He more recently assumed the stand alone role of Company Secretary and recruited an experienced General Counsel as the combined role became increasingly demanding.

Desired skills

Existing General Counsel were asked to list the skills that have been of the most use to them in their roles. **There was overwhelming consensus that their success was attributable to their understanding of the business and commercial need and their communication skills in the broadest sense.** An ability to listen to their business colleagues, develop effective relationships, inspire confidence and build trust with management are also pre-requisites. It was acknowledged that to develop these skills lawyers need exposure to the business, emotional intelligence, pragmatism and the courage to act.

GCs were asked what were the most important **qualities they looked for** in their team members which were:

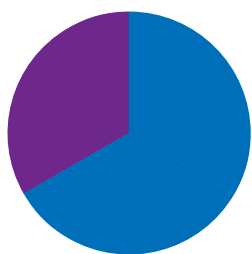




GCs felt the following **qualities were lacking** and would inhibit progression to GC:



The views of aspiring General Counsel



*two thirds
aspire to the
role of GC*

Characteristics of those interviewed and questioned

We held workshops with 58 aspiring General Counsel and received feedback in the form of responses to a questionnaire from a total of 46. Before considering those responses it is perhaps helpful to understand the makeup of the respondents.

Corporate/commercial prevalent background

Whilst a small number had qualified during the 1990s, the majority qualified in the period 2005-2015. The predominant period of years spent in private practice was two to six years with around 27% specialising as commercial lawyers and a similar percentage as corporate lawyers. Litigators at 15%, were the only other significant grouping. These characteristics are very similar to those of the existing GCs interviewed.

Given the early stage of their respective careers, not surprisingly 50% had worked in just one sector, although 15% had worked in two sectors and the rest in diminishing proportions in up to five sectors. **The next generation are clearly moving more frequently** with just under a quarter spending time with just one company, and rather more having worked for two or three companies.

Around two thirds had been promoted since moving in-house, a small number of whom had considered it necessary to move companies in order to achieve progression. **Over half did not expect to see further promotion opportunities in their current employer**, with two thirds expecting to have to move company to achieve promotion.

In terms of ambition, two thirds of respondents aspired to the role of General Counsel, a small minority were as yet unsure of their future and a smaller number considered general management as their ultimate goal.

The non-legal roles which respondents considered feasible were Compliance and Regulatory, HR, COO, Company Secretary, Commercial Director or Non-executive Director. The GCs interviewed mentioned similar roles, adding also Head of M&A, Chief of Staff and CAO but also the fact that the non-siloed view of a GC ought to be good preparation for a role as a CEO. Others however disagreed, noting that CEOs tended to be opportunity focused whereas GCs were risk focused, which would therefore make them more suited to certain types of business.

Require visibility, broader experience and management training

When asked what they believed would assist their progress to the role of GC, the overwhelming majority cited visibility and exposure to the senior management team. After that better networks, broader functional experience as well as training in, and experience of, management were highlighted as well as benefiting from having a mentor. In terms of what skills they had found most useful to date, the majority referred to communications skills with a willingness to act, a positive "can do" attitude and a commercial mindset.

“The next generation are clearly moving more frequently”

Issues encountered by aspiring General Counsel: structure, training, experience and visibility

Structure

From the responses of the cohort interviewed and those responding to the questionnaire, a large part of the difficulty appears to arise from a structural problem. There is a maturing population of in-house counsel, with those at the very pinnacle of their careers achieving appointment at an earlier age than previously. Senior GCs tend not to move very frequently which then creates a bottleneck at the top of a static pyramid. This is being exacerbated by the increase in mid to senior level moves in-house from private practice.

It is predominantly one way traffic from private practice to industry, hence **there are many qualified individuals vying for a relatively small number of top legal positions**. Many respondents had encountered a plateauing of opportunity at around seven years PQE when in-house counsel are relatively expensive and yet hot on their heels are experienced but relatively better value lawyers - this has the potential to trap an effective lawyer unless they are prepared to move or consider an alternative career path.

Given the nature of the role, the GC is close to the board and executive team, particularly if they hold the combined role of Company Secretary. For reasons of convenience and continuity, the board enjoy working with a single trusted point of contact with whom they develop a close personal working relationship.

This means that **those below General Counsel find it difficult to achieve visibility with and access to, senior management**. Quite commonly in companies of all sizes there simply isn't the resource or appetite for a Deputy GC, so the number two to the GC will be appointed Head of Legal.

Whilst an important role, this is very much focused on organising and delivering excellent technical legal advice and so broader communication and networking skills are not as well developed, certainly in terms of relationships with the most senior stakeholders. Equally, the Head of Legal or deputy is unlikely to have access to key financial information, budgets and significant M&A. The Head of Legal will get exposure to explain a key piece of litigation or transaction however this only reinforces the impression that the role holder is a “specialist” lawyer rather than a commercial business partner.

This may explain for why a large proportion of GC appointments in the FTSE 100 are external. As ever with internal appointments, the interviewing panel are aware of all the weaknesses of the internal candidate and may pigeon hole them into the speciality in which they have previously encountered them. Appointing a tried and tested GC and Company Secretary from elsewhere may often be considered less risky.

Training

The central HR team were often mentioned as not understanding the broader development needs of the in-house lawyer. Naturally technical training and keeping up to date with the latest legal developments has to be paramount, but this should not be instead of general commercial and management training. **It is interesting to note how many of the successful GCs in our study had benefited from significant management training of a broad commercial nature.** As the role of in-house changes and demands a greater appreciation of risk, compliance and the regulatory framework as well as enhanced communication skills, it is essential that the training and development needs of in-house lawyers are updated.

Even with the more narrow legal focus of the role demands are changing. New suppliers are entering the legal market offering a wide variety of services from outsource to automation and on a variety of different payment bases, meaning that the in-house team need new skills to analyse, evaluate and manage these services in order to produce the optimum solution for their business. Many of those interviewed would relish management training but so often the budget is not available outside pure legal training. **That said lawyers aren't always accessing the full range of internal training opportunities open to them and should make this a priority if they wish to progress.**

Visibility

The aspiring GCs felt it was difficult not only to get visibility for themselves with the senior management team but it was often difficult for them to be acquainted with the full range of tasks undertaken by their line manager, the GC. Many of the General Counsel's tasks relate to advising the executive team and the board and these simply aren't team activities which can be observed. Similarly, **the most successful GCs and company secretaries have wider functional responsibilities and the Head of Legal or other direct reports will not get an opportunity to study or learn from this activity.**

Increasingly large legal teams are creating the role of Head of Legal Operations and by many this is considered the way forward. In 2011 the Corporate Legal Operations Consortium or "CLOC" was established in the US and in early 2018, it held its first meeting of legal operations professionals outside the US, indicating that this is a trend which is becoming more prevalent. Sometimes those fulfilling the role are not lawyers, perhaps those with an operations, procurement or project management background will be appointed. However in many instances a member of the legal team assumes the role.

For the incumbent this may be an excellent way to gain management and influencing skills, obtain a more rounded view of the business, widen contacts and create new networks. However, what a number of aspiring GCs confirmed was that by combining the management and project type tasks into one role, opportunities for other members of the team to assume a project task alongside their day-to-day role were removed. Some also felt it resulted in less opportunity for them to interface with the GC as their legal operations colleague would be the go-to person for a busy General Counsel. **It is therefore advisable to rotate the Legal COO role amongst legal team members.**

Surprisingly the issue of titles was frequently raised. The reliance on titles of course varies with organisation and culture but **many aspiring GCs felt that an appropriate title gave them credibility with their business colleagues, as well as validation externally, and was therefore an aid to building trust and collaborative relationships.** In flat structures where all lawyers are referred to as legal advisors, this can inhibit dialogue with business partners who too readily seek out the General Counsel for advice, failing to understand legal specialisms. In departments with little opportunity for progression a more senior sounding title was often appreciated for the recognition and value it implied, even to the extent of being an acceptable substitute for a pay award when budgets were limited. Unfortunately there is no standardisation of titles across in-house roles, nor is there likely to be given the variation in business size, this creates another difficulty when moving company and trying to assess the seniority of roles.

Not all criticism however can be levelled at the structure. The **GCs interviewed pointed out the inherently risk adverse nature of many of their team, who perhaps feel more confident becoming more and more specialised and who are reluctant to step out of their comfort zone.** Without testing themselves they will not be aware of what they can achieve. In this respect the advice of some of the GCs and aspiring GCs profiled later in this report is worth noting.



The way forward: some suggestions

The most ambitious will not wait for opportunities to be presented to them. Lawyers must be self-aware and be prepared to take responsibility for their own development. On the following pages we set out a suggested in house counsel competency framework which can be adapted to suit an organisation's vision, values and strategic priorities.

A regular and honest consideration of your skill set will reveal strengths, what motivates you and areas where development is required. It will also in time reveal what suits your style and help determine the type of organisation you wish to work in. There is enormous variation in style of company, culture and work type and only considered and well planned moves will help refine this thought process. It may be that a large organisation with a clear structure and measured pace suits you or perhaps a more dynamic, leading edge technology business. The business purpose and ethical stance of your employer may be of paramount importance or it may be more about the size and the management structure rather than product or service, a small business for example may provide the opportunity to get closer to the operation and assume responsibilities beyond the legal team.

A comprehensive understanding of business purpose and a commercial approach to work are both essential to succeed at the highest level. This may come more naturally to some people than others but **there is no substitute for getting out into the business, taking yourself out of your comfort zone and developing communication skills.** First class technical legal skills remain valued but on their own are unlikely to lead to what is a senior management position. To succeed as a General Counsel **an individual must inspire confidence in their colleagues through the timely application of legal principles to pressing business issues and risks. Solutions must be commercial, pragmatic and communicated effectively and implemented collaboratively.**

In addition to good communication skills in house lawyers need to equip themselves with skills to meet a changing environment. Some legal teams and law firms are already training their teams in coding, block chain and cyber security to take advantage of emerging legal technologies. Finance skills would be an obvious benefit and differentiator and good analytical skills are becoming more important given the availability of data and the increasing

range of legal service providers. **Those currently leading legal teams need to ensure that their teams have the right mix of skills and can be agile and flexible to meet the changing demands of their market place.** It is not inconceivable that alternative business providers may supplant entire sections of legal teams and the outsourcing of whole legal teams remains on the agenda.

The best performing GCs already work hard to create opportunities for their team to take on a broad range of projects and to provide exposure to senior management. Dan Fitz at BT explained how he would challenge his team to produce ideas to improve the legal team of the future. Individuals pitched their ideas to one another and the best were then presented to the senior leadership group within the legal team. Resource was then identified in order to implement the best ideas with the proposer having the opportunity to lead the project. In a similar manner Rosemary Martin at Vodafone Group works hard to identify tasks to stretch her senior team. This is not forced upon them but team members are encouraged to step up when they feel that the time is right. What is clear from this study is that courage and **a willingness to try something new and move out of your comfort zone not only brings rewards in terms of self-development, but will certainly differentiate an ambitious lawyer.**

If suitable opportunities are not immediately available within your employer, **broadening your experience through a non-executive directorship, trusteeship or experience in a not for profit organisation** may be an option and was a common experience of many GCs interviewed.

Finally **seeking out a mentor** either by joining an established scheme or identifying a suitable colleague preferably from outside the legal team has aided many on their route to the top. A business colleague will have the added benefit of extending your network and adding to your understanding of your business.

In house counsel competencies framework

Level one	Trainee/junior lawyer
Level two	Senior Manager
Level three	Head of department or team
Level four	General Counsel

	Aim	Level one	Level two
COMMUNICATING AND INFLUENCING	Able to translate complex, technical legal issues into comprehensible advice which is practical and based on a thorough understanding of commercial reality; to communicate effectively with business colleagues and other stakeholders and to build sustainable networks internally and externally	<ul style="list-style-type: none"> communicates clearly, accurately, confidently and concisely in a timely manner listens well and asks appropriate questions to gather all key information required can adapt own behaviour and communication style to suit the context recognises the importance of building effective relationships and establishing trust and a collaborative working relationship with business colleagues 	<ul style="list-style-type: none"> communicates in writing and orally effectively and with impact to a range of audiences able to translate complex legal issues for business colleagues and explain in a comprehensible manner effectively manages relationships with business colleagues and builds trust through collaboration resulting in early involvement in business issues is approachable and makes time to support junior colleagues
COMMERCIAL AWARENESS	Able to deliver practical advice relevant to the commercial and competitive context which is proportionate, timely and deliverable	<ul style="list-style-type: none"> understands and can articulate the market in which they operate demonstrates a commercial awareness that considers the overall strategic objective not simply the legal technicalities networks internally beyond the legal team to build relationships, knowledge and insight can articulate the corporate strategy, vision and values and understands their own role in delivering elements of that strategy 	<ul style="list-style-type: none"> clarifies business purpose with colleagues and then tailors solutions that reflect business priorities and deals with challenges actively contributes to wider business activity through participation in cross functional teams always considers the commercial impact when applying legal and regulatory principles and seeks workable solutions networks in the industry
PROFESSIONAL EXCELLENCE AND SELF DEVELOPMENT	Demonstrates the highest standards of professional and ethical behaviour and actively takes steps to develop self and others	<ul style="list-style-type: none"> seeks and acts on feedback to improve learning and enhance effectiveness demonstrates initiative and ability to learn quickly behaves professionally and with integrity and understands the importance of high standards of ethical conduct drafts documents effectively, where appropriate using precedents 	<ul style="list-style-type: none"> evaluates own performance and seeks feedback to address any development issues provides strong, broadly based commercial and technical advice based on knowledge and past experience identifies potential ethical issues and consults with appropriate stakeholders to identify a solution takes initiative to develop or enhance precedents, guidance notes and other know-how for the benefit of the entire team
OPERATIONAL EXCELLENCE AND EFFICIENCY	Add value to the business through an appropriately organised, resourced and informed team which operates across all parts of the business	<ul style="list-style-type: none"> responds positively to change and new challenges and can be flexible when required effectively uses technology and other resources to achieve the most efficient delivery takes ownership of tasks seeking guidance and input from others as appropriate plans, organises and prioritises work load and deadlines, keeps colleagues informed and manages expectations 	<ul style="list-style-type: none"> is task focused, works on own initiative to get things done, is able to work under pressure and manage multiple stakeholders exercises good judgement and sound decision making even when not in the possession of all the facts is adaptable, welcomes change and challenge and plays an active role in designing and implementing novel solutions well developed project management skills
MANAGING RISK AND COMPLIANCE	A legal team that at all levels understands legal, regulatory, operational and reputational risk, evaluates courses of action against such risks and proactively seeks to mitigate	<ul style="list-style-type: none"> general risk awareness and complies with the company's operating procedures and policies relevant to their role understands the key legal, regulatory, ethical and reputational risks facing the business identifies risks associated with their own projects demonstrates awareness of internal and external changes affecting the business, its policies and operating procedures 	<ul style="list-style-type: none"> applies governance processes and control mechanisms relevant to role identifies and communicates risks relating to own projects ensures colleagues collectively analyse and address risks in project in which they are involved promptly and effectively addresses unforeseen risks if they arise

Based upon the skills that our research revealed to be the most important, we have prepared the following sample competencies framework. It is suggested that this is adapted by an in house team to reflect the business vision, values and strategic plan of their organisation. If for example delivery of excellent customer service in a retail environment is a strategic priority or health and safety is an overriding consideration in a manufacturing business, then the framework should be adapted accordingly to help develop skills in these areas. Different organisations may adopt a different number or description of levels depending upon team size.

Level three	Level four
<ul style="list-style-type: none"> – develops sustainable and effective networks both inside and outside the organisation – persuasive presenter to small and large audiences, enhancing own and legal team profile – self-aware and adapts communication style to influence the situation and achieve the desired outcome – able to manage, resolve or diffuse difficult and/or sensitive situations with tact and professionalism – acts as a catalyst to good effect by sharing information derived from an holistic view of the business and ensures those who need to know are fully briefed 	<ul style="list-style-type: none"> – builds and maintains collaborative relationships across all levels, business units and geographies – recognised internally and externally as an effective communicator demonstrated through thought leadership in publications and as appropriate through speaking opportunities – creates clarity and understanding in highly complex or urgent/crisis situations – builds knowledge across teams, acquiring and sharing business critical information and leads on a range of briefings – an effective ambassador for the business and recognised expert in parts of business and legal communities
<ul style="list-style-type: none"> – seeks regular feedback and discusses business need to fully understand business drivers from the outset – uses sector knowledge to anticipate business need and seeks to add value – prioritises resource and effort around key business deliverables – able to think laterally and has developed a track record of delivering business focused solutions 	<ul style="list-style-type: none"> – proactively seeks to use feedback from business colleagues to improve service and shape the future delivery of advice from self and the wider team – possesses a highly developed understanding of the business strategy and key drivers of profitability and organises legal team resource to reflect known and anticipated priorities – able to think strategically taking a holistic view of the business and its interconnected parts – highly valued by business colleagues and regularly consulted and involved in areas beyond areas of specific responsibility
<ul style="list-style-type: none"> – actively seeks out work which will develop and stretch self – widely recognised as an expert in their particular field with a depth of knowledge and experience which they apply to deliver the most complex work – promotes the value of learning and development within the legal team, develops appropriate training tools and coaches junior colleagues – identifies gaps and shortcomings in procedures and knowledge and develops and delivers processes and training for legal and business colleagues 	<ul style="list-style-type: none"> – recognised internally and externally as a leading lawyer and seeks to influence the sector through publications and speaking engagements – collaborates effectively with business colleagues to identify and implement innovative business solutions – sets an example of the highest standard of ethical conduct and unafraid to challenge inappropriate conduct constructively and with tact – creates an environment which encourages creativity, motivates colleagues and encourages every team member to continuously analyse and improve their own and the team performance
<ul style="list-style-type: none"> – is a role model creating a constructive and collaborative working environment – effectively prioritises, delegates, supervises and monitors work carried out by the team to ensure high quality and timely delivery – delivers key elements of the legal team business plan – works at a strategic level with colleagues whilst managing day to day activity 	<ul style="list-style-type: none"> – participates in strategic decision making as part of the senior management team – effectively articulates the business vision and priorities to the team, upholding and supporting management decisions – delegates effectively, allocating work that is stretching and challenging with a view to ensuring adequate succession planning for the team – creates a clear structure, allocates resource effectively and sets a compelling vision for the team to ensure that the legal department is valued by the business and each member of the team understands their role
<ul style="list-style-type: none"> – possesses expert analytical skills and demonstrates risk and compliance awareness when supporting complex projects or making strategic decisions – responds to complex business critical issues, identifying and devising mitigating strategies for risk – gets involved or identifies opportunities for colleagues to participate in regulatory, advisory, strategic or other bodies or panels to share information and good practice – ensures colleagues are appropriately trained in, and informed about risks facing the business and the operating and other procedures to be followed 	<ul style="list-style-type: none"> – participates in risk management and mitigation at the highest level in the business with a particular emphasis on legal, regulatory, compliance and reputational risk – uses knowledge of internal and external environments to develop strategy, policy and controls to ensure that the business operates safely and in accordance with good practice – applies sophisticated analysis to the most complex legal and regulatory issues facing the business and recommends mitigating actions – leads by example in ensuring that the business is fully aware of its key operating risks

Profiles illustrating different in-house career paths

Rosemary attributes her success and highly varied and interesting career to her ability to “just say yes” - this echoes the findings of our research which suggest that personal courage will lead to the acceptance of broader challenges and thus wider experience.





Rosemary Martin, Group General Counsel and Company Secretary, Vodafone Group plc

Whilst Rosemary's career may have started conventionally enough in law firm Rowe & Maw, now Mayer Brown, the indicators of her future broader commercial role were evident. Joining as a trainee and then practising as a corporate lawyer for 12 years, Rosemary set up the firm's knowledge management system and developed client management and solicitor training programmes – interests which she would later build upon.

Rosemary's first role in-house was at Reuters, joining as Deputy Company Secretary and progressing to Group General Counsel and Company Secretary via the standalone Company Secretary role. In addition to the core task of leading the legal team, Rosemary expanded her portfolio, leading the Internal Audit, Compliance, Business Continuity, Corporate Responsibility and Charitable teams. She was able to utilise her core skills when advising the board on the legal aspects of the merger between Reuters and the Thomson Corporation, creating the first UK/Canadian dual listed company.

Building effective relationships are key to Rosemary's success and she built trusted relationships with successive chairmen and with the Chairman of Reuters Founders Share Company, which held a golden share in Reuters. In what has become a feature of her leadership, Rosemary led the group's corporate sustainability work including assuming chairmanship of their charitable foundation. After 11 years at Reuters Rosemary took the bold move of becoming Chief Executive of Practical Law Group, a privately owned online legal information provider, the first non-founder to hold the position. Her skill in dealing with people and thinking strategically, allied to her hands on experience of legal training, enabled her to devise a new strategy and restructure the business.

Returning to the world of public companies, in 2010 Rosemary was appointed Group General Counsel and Company Secretary of Vodafone Group plc, a role which she continues to hold and in which she has had many notable achievements. She is a member of the Executive Committee of this huge corporation operating in over 60 countries and leading a multi-national team of 500. She has advised on strategic legal and governance issues, devised and managed processes for managing legal risk and compliance throughout the group and in her role as

Company Secretary worked closely with the Chairman to ensure sound governance in an era of shifting standards and new risks. As a Trustee of the Vodafone Foundation, Rosemary has continued her practice, started at Reuters, of giving focus and direction to the company's CSR programme which has also included championing diversity and leading women's initiatives across the group.

Whilst fulfilling this exceptionally demanding role Rosemary has developed a portfolio of non-executive and pro bono interests including roles in the health, education and financial services sectors, as well as influencing the legal profession through leadership roles in GC 100, the Legal Services Board and the European General Counsels' Association. She is currently a Trustee of Lloyds Register Foundation, a non-executive director of EY and a council member at the University of Sussex. Rosemary has been honoured with a number of awards recognising her various contributions to the development of women, undertaking and promoting pro bono work and innovation in the legal sector.

Advice: Rosemary attributes her success and highly varied and interesting career to her ability to "just say yes". This echoes the findings of our research which suggest that personal courage will lead to the acceptance of broader challenges and thus wider experience. Lawyers have a habit of over thinking opportunities and then self-limiting themselves if they recognise that they don't have exactly the right skills or experience. Keeping this simple guidance "just say yes" in the forefront of your mind will help break a habit of hesitancy.



**Emily Reichwald, Group General Counsel,
Airwair International ("Dr Martens")**

In common with many GCs, Emily started her career as a corporate lawyer. During her training contract with Linklaters Emily enjoyed her first taste of industry on secondment to BP Chemicals which was followed by a secondment after qualification at GE Capital.

Three years after qualification Emily wanted to move closer to business and joined ICI where she assumed an active role in the businesses, conducting significant negotiations particularly around trademark, licensing and distribution agreements. Emily was next promoted internally to European Counsel, ICI Paints and assumed responsibility for a team of five lawyers. She attributes her progress in part to the fact that she was championed by the GC who gave her roles on subsidiary boards with P&L responsibility which enabled her to increase her understanding of the business and become more commercially and risk aware.

In 2008 ICI was acquired by Akzonobel and after three years with the business, Emily was once again promoted, becoming Legal Director UK, Ireland and South Africa and European Legal Counsel Decorative Paints EMEA. This was Emily's first leadership role as she joined the executive management team which gave her the opportunity to take a more active role in the business becoming involved in compliance and health and safety and assuming responsibility for the redevelopment of the corporate headquarters. She also started building her profile through presentations on non-legal subjects at business conferences and at roadshows. Emily was next promoted to Director Legal Speciality Chemicals – relocating to The Netherlands to assume this global role covering 16 businesses as a leader in several key segments and

technologies. This involved skilful management with teams of lawyers around EMEA as well as dotted line responsibility for lawyers supporting Speciality Chemicals globally. This also provided Emily with a more strategic operational role including designing a new operational model and implementing major organisational change.

After ten years working in large multi-nationals Emily assumed her current role as Group General Counsel in a very different business. As a director in a small management team of this private equity backed international business, Emily works at the heart of the business and has considerable autonomy in developing and managing the function and contributing to the commercial strategy. She acknowledges that she has identified a scale of business, pace and style of operation that satisfies her criteria and plays to her strengths. A small, high growth business offers more scope to become involved in strategy and step beyond the 'lawyer' role to make a broader contribution.

"don't be afraid to correct the course if the role isn't quite right and use the knowledge to refine the criteria for your next move"

Advice: It is important to be self-aware – identify your strengths, what motivates you and what is of interest and equally what you wish to avoid, you can then more effectively chart your career path. However once in a role don't be afraid to correct the course if the role isn't quite right and use the knowledge to refine the criteria for your next move. To gain experience Emily recommends joining a project board, spending time in different regions and locations preferably abroad and where possible undertaking short interim rotations.



**Claire Carless, General Counsel and
Company Secretary, St Andrew's Healthcare**

Claire began her legal career at a relatively small firm where she worked for three years before joining Stephenson Harwood, working in London and Hong Kong. Seven years after qualification Claire made a move into industry joining National Power (now part of RWE).

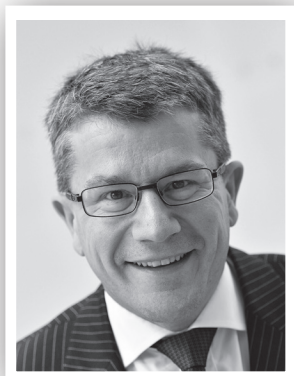
Here Claire quickly gained management experience with responsibility for a team of 12 lawyers in the UK and the Far East, but decided not to accept the role as GC of the newly de-merged International Power, due to the company's move to central London. Claire then made a conscious change of sector moving to Vodafone, initially as a principal solicitor and then through a series of promotions over an eleven-year period, becoming Legal Director, Commercial. This included a 12-month secondment to Vodafone in New Zealand, a move designed to give Claire operational experience and to give the family the experience of living overseas before her sons moved into their critical school years.

After eleven years with Vodafone, Claire started looking for new challenges and joined Siemens plc and her first GC role as General Counsel for the UK and subsequently Siemens North West Europe Cluster where she was able to build upon her previous international experience. Whilst at Siemens Claire acted as a Director and Company Secretary of the principal UK operating company of Siemens plc, reporting to the UK CEO and the General Counsel for Europe, with responsibility for all legal issues in the UK and Ireland. Claire was a member of the UK Management Board, the UK lead on Diversity and Company Secretary of around 40 UK companies.

Moving on in 2016, Claire's current role is General Counsel and Company Secretary of St Andrew's Healthcare which provides mental health care and treatment to around 850 patients in the UK, predominantly in secure accommodation. Claire not only entered a totally new sector but extended her portfolio to include internal audit, risk management, compliance, insurance and Mental Health Act administration and is a key member of a small Executive team intent on growing the business. Currently in the absence of a CEO Claire has expanded her responsibilities still further managing the business critical areas of Health and Safety, research and estates and, facilities.

Advice: Recognising that young lawyers are under incredible pressure, Claire is eager to emphasise that it isn't essential to keep relentlessly pushing forward for bigger and bigger roles in order to reach the position of General Counsel. In her own career Claire has made sideways and backwards steps, worked part-time and overseas, taken career breaks and sabbaticals and still achieved the position of General Counsel. All of her career choices have been driven by what was best for her family situation at the time and she urges lawyers with a long career ahead of them to be confident to make broader life choices.

Claire urges lawyers with a long career ahead of them to be confident to make broader life choices.



Chris Fowler, General Counsel TSO & COO, BT

Unlike other lawyers profiled, Chris is a qualified barrister and is an excellent example of the exception that proves the rule in that he has enjoyed success and varied roles in a business which he joined more than twenty years ago.

Chris started as a commercial lawyer in BT, gradually moving through the ranks including a two year stint at BT in Italy – a pre-requisite for a leadership role in an international business. After 12 years Chris was appointed to his first management role as Head of Legal Major Transactions when he began to get exposure to strategy development and to the senior management team. He was next promoted to GC with oversight of BT's contractual risk frameworks globally and accountability for legal support to BT's Technical Services Division and accountable to BT Group CIO for any legal support to that Division.

In 2017 Chris added COO BT Legal, Governance and Compliance to his portfolio, a role which he admits took him outside of his comfort zone but which has been hugely helpful to his development. In this role Chris has responsibility for managing the overall strategy and transformation, budget, infrastructure and operation of BT's legal, governance and compliance teams currently comprising 493 people operating worldwide, with a budget of approximately £70m. Recognising his capability for challenging the status quo and thinking differently Chris has relished the opportunity to establish new ways of operating.

He has employed his pragmatic, motivational leadership style to lead transformational change and inspired teams of lawyers to adapt to the new environment.

“select the type of role and business that is suited to your skills and interests”

Advice: Chris is an example of, and advocate for, lawyers assuming new challenges, looking at things differently and stepping out of their comfort zone. Only then does he believe that individuals can truly discover their capabilities and what excites them. Based upon this knowledge he advises lawyers to select the type of role and business that is suited to their skills and interests.



Julia Carter, Director, Structuring, Execution and Delivery Team- Trade and Working Capital, Barclays Bank PLC

Julia started her career at Eversheds LLP as it then was, qualifying into the Banking team where she worked for four years on a range of domestic and international banking work acting for borrowers and banks. During this period Julia had three separate secondments into the sector with National Australia Bank, Barclays Capital and Barclays Bank PLC so it is perhaps not surprising that on the back of this varied experience she chose to move in house to Barclays.

Julia's first role at the bank was as Vice President, Corporate and Investment Banking Loans Legal Team where she provided specialised legal support to a number of departments on bespoke bilateral and syndicated transactions of both a domestic and international nature. Julia's solutions focused approach resulted in her being given a number of internal awards for work on very different projects with a range of internal stakeholders.

During this period she did not lose sight of the need to constantly learn and expand her horizons and spent a period on secondment to the Cash Legal Team dealing with the legal aspects of cash products, payment schemes and various bank and escrow agreements.

After six years with the bank and recognising that in a large team with very capable colleagues it was incumbent upon Julia herself to differentiate her skills and potential, she took what some may consider a bold move and accepted a role outside the legal team. This was a well thought out move to get closer to the business, gain management experience and face new challenges and has resulted in Julia's current position supporting the structuring and execution of bespoke bilateral and syndicated trade solutions. As well as providing commercial advice, Julia negotiates the terms of transactions and resolves the

documentation, she also manages three separate teams two based in London and one which she manages remotely based in Birmingham. During this period Julia has restructured her teams and various processes to make cost savings and efficiency gains, greatly improved service to her internal clients and established more effective communication channels with both internal and external stakeholders. Armed with these commercial skills Julia is looking forward to re-joining a legal team and a new challenge with a longer term ambition of securing an appointment as a General Counsel.

Advice: Julia is keen to emphasise how important it is to regularly assess what you wish to achieve in your career. You need to objectively assess what skills you already possess and what you will need to acquire in order to achieve your career goal. Once those gaps have been identified you must assess whether it is possible to fill those gaps in your current role or whether opportunities must be identified elsewhere which may involve some lateral thinking and taking a role outside the more classic legal environment and outside your comfort zone.

"You need to objectively assess what skills you already possess and what you will need to acquire in order to achieve your career goal."



**Nick Cooper, former GC, Senior Executive
and now portfolio Non-executive Director**

Nick embarked on his legal career after starting out in industry at The National Coal Board, moving quickly onto Herbert Smith for his training and early career as a corporate lawyer. Industry was most definitely in his sights as he joined Asda Group plc as Company Solicitor and Deputy Company Secretary. It was a propitious time to move to the retail giant which, under the leadership of Archie Norman and an experienced turnaround team, was growing rapidly.

As only the second solicitor to join the previously outsourced legal team, Nick had the opportunity to get involved in a range of legal and commercial issues in a fast paced and competitive environment. After five years broadening his experience and learning important management skills from a highly regarded management team, Nick assumed his first General Counsel and Company Secretarial role at The Sage Group, one of the world's leading software providers. Here Nick was able to help shape the nascent legal and secretarial team as well as play a key role in the company's strategic acquisitions programme into the US. After this role at Sage Nick held the GC and Company Secretary position at JD Wetherspoons and once again sat on the Executive Committee.

Nick was next recruited by the former CEO of Asda Group, his former employer, demonstrating the importance of an active network – and joined Energis Communications as GC, Company Secretary and importantly a member of the Executive Committee. Once again he was thrust into a turnaround situation, establishing a legal and secretarial function, taking a key role in their change management programme and then leading the Legal and Finance teams through a sales process to Cable & Wireless.

Demonstrating that business change presents opportunities, Nick joined Cable & Wireless PLC once again in the combined role of GC and Company Secretary, working closely with the Chairman to design and implement a management and governance system to transform the bureaucratic culture. This was the platform for Nick's pivotal role in the eventual de-merger of the domestic and international businesses of Cable & Wireless. Following the de-merger Nick remained with Cable & Wireless Communications and assumed an executive board position with a wide remit covering legal & regulatory affairs, HR, risk management, PR, communications, procurement and IT.

For the past few years Nick has been pursuing a portfolio career as a Non-Executive Director and sometimes investor in sectors as diverse as food, financial services, recruitment, housebuilding and social care.

Advice: As Nick's career has demonstrated, it is essential to be open to opportunities. His career has encompassed roles he simply didn't envisage when he embarked upon a legal career, it has provided him with UK and international experience and has enabled him to hone his management skills. As he has worked in turnaround situations which the risk averse might seek to avoid, he has gained significant skills which have helped him in subsequent roles. Therefore once again the message is be brave and seize opportunities, even where the final end game may not be apparent. Trust your instincts.

"be brave and seize opportunities even where the final end game may not be apparent"



**Emma Cullen, Chief Operating Officer,
Palmer Capital**

Perhaps a little surprising given her current broad commercial role, Emma embarked upon her legal career in the real estate team at Frere Cholmeley before moving to a niche real estate firm, Forsters. She was then approached by a contact to join Liberty Media as General Counsel where she broadened her skills to become a more general corporate/commercial lawyer. Next she was attracted, once again by a contact, into the world of financial services initially as General Counsel Designate. After nine years she was appointed to the Board of Directors as Chief Operating Officer and took a stake in the business.

Emma is quick to point out that the GC role provides an holistic view of any business enabling a curious GC to gain commercial knowledge and develop business judgement. As COO she is effectively responsible for the smooth running of the operation and is complementary to her CEO who has the strategic vision and deep investment expertise. Emma is the implementer – currently delivering a major digitisation project looking at AI and data analytics. Her portfolio is wide including Operations, HR, Legal, Risk, Governance, IT and Data.

She considers herself well suited to the position which has been achieved through her willingness to assume risks and move into areas where she had little training or experience plus an element of good timing, having the right networks and ensuring the correct scale of business to suit her skills. Her direct reports include Director of Innovation and Company Secretary and an operations team of four people.

Emma also sits on the corporate governance committee of The Association of Real Estate Funds.

Advice: Having started out as a specialist, Emma recommends that any specialism is abandoned early in a career in order to move into general management. A pre-requisite is broad sector knowledge which can be gained by sitting on industry bodies as well as visibility and exposure within the business. A flexible approach is key as well as the courage to assume responsibility and to move into unfamiliar areas.

“A flexible approach is key as well as the courage to assume responsibility and to move into unfamiliar areas.”

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