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# Leading Practices in Law Department Staffing: Allocating Internal and External, Lawyer and Non-Lawyer Resources to Drive Value



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# Leading Practices in Law Department Staffing: Allocating Internal and External, Lawyer and Non-Lawyer Resources to Drive Value

Updated September 2014

Provided by the Association of Corporate Counsel  
1025 Connecticut Avenue, NW, Suite 200  
Washington, DC 20036 USA  
tel +1 202.293.4103  
fax +1 202.293.4107  
[www.acc.com](http://www.acc.com)

This Leading Practices Profile updates the 2004 ACC Leading Practices Profile, Leading Practices in Using Non-Lawyer Personnel to Help Perform Legal Functions: What Companies are Doing.

The information in this Leading Practices Profile (“LPP”) should not be construed as legal advice or legal opinion on specific facts, and should not be considered representative of the views of ACC, unless so stated. Further, this LPP is not intended as a definitive statement on the subject; rather, it is intended to serve as a tool for readers, providing practical, benchmarking information to the in-house practitioner.

Lillian Moyano Yob, J.D., Legal Consultant for ACC, interviewed the featured participants and wrote this Leading Practices Profile.

For more information about ACC please visit our website at [www.acc.com](http://www.acc.com).

## Overview

In 2004, ACC published *Leading Practices in Using Non-Lawyer Personnel to Help Perform Legal Functions*, to show how nine law departments had innovatively shifted work from lawyers to paralegals and new technologies for handling.

A decade later, ACC revisits the topic with an updated Leading Practices Profile that asks law departments in industries ranging from technology to health and telecommunications, to explain how they've successfully allocated lawyer and non-lawyer resources to drive value.

With mindful approaches that disaggregate and classify tasks, deploy a wider variety of lawyers and non-lawyers to perform them, and rely on technologies and external legal service providers to round out staffing of legal matters, the law departments of the following participating companies share their solutions for insuring the right resource is deployed at every stage of execution and throughout the matter's lifespan:

- A Multinational Computer Storage and Data Management Company
- BT Group plc
- 3M
- HeadLiveNation
- Bank of Montreal
- PrimeLending
- Cisco Systems

The legal teams we profile offer their "best sourcing" approaches for achieving better legal outcomes. To that end, this Leading Practices Profile showcases the best operational, technology, metrics and process improvement strategies for maximizing resources across the entire spectrum of legal operations.

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# I. Introduction

Times have changed since the options for handling a company's legal work were limited to managing outside counsel and relying on that external counsel to execute the bulk of legal services for the organization. Especially during the economic crisis that befell markets and businesses alike in 2008, the challenge for legal departments operating in the 21st century has been not only to do more, but to do more better, faster, with fewer staff and at a lower cost. With this reality as a backdrop, today's award-winning law departments rely on carefully selected internal and external staffing to leverage all personnel resources.

In 2004, ACC published *Leading Practices in Using Non-Lawyer Personnel to Help Perform Legal Functions* to show how nine law departments had innovatively shifted work that had once been performed by lawyers to paralegals and new technologies for handling. A decade later, ACC revisits the topic with an updated *Leading Practices Profile* that features law departments in industries ranging from technology to health and telecommunications, to explain how they've successfully allocated lawyer and non-lawyer resources to drive value.

Law departments profiled in this update demonstrate how legal operations officers, department and project managers, IT and human resources professionals, and external business units are successfully performing functions that were once performed by lawyers. By carefully looking at the universe of staffing options and considering what a wider variety of lawyers and non-lawyers, and internal and external providers can add to the value mix, these legal departments have transformed the traditional staffing model to one that couples cost-effective legal services with the best possible legal outcomes. To this end, companies share their best staffing models for enhancing value and drive client satisfaction.

The legal leaders we interviewed explain how staffing strategies focused on internal personnel, technology assets and externally-based legal service providers are changing the way legal services are delivered. Their interviews reveal that corporate legal department efforts to manage demand through resource deployment are continuously improving, with strategies centered around the two major facets of staffing: internal initiatives and external partnerships.

In-sourcing of tasks is becoming more common among a majority of legal departments. ACC's 2014 CLO Survey finds that as the CLO role becomes more strategic and influential, 63 percent of respondents are now regularly in-sourcing work formerly performed by outside legal service providers. CLOs are being asked to analyze current business practices and make recommendations that will enable organizations to maximize efficiency and productivity. Additionally, the vast majority (89 percent) of CLOs recognize the importance of professional development in advancing non-legal skills among their staff. The non-legal skills most sought after include business management, project management, and communication – skills also identified by the legal leaders profiled here as vitally important in rounding out the best-staffed legal departments.

Our legal leaders demonstrate how legal operations officers, department and project managers, IT and human resources professionals, and external providers are successfully performing functions once performed by lawyers. By carefully looking at the universe of staffing options and considering what a wider net of lawyers and non-lawyers and internal and external providers can add to the value mix, these legal departments have transformed the traditional staffing model to one that couples cost-effective legal services delivered by the proper skill set with the best possible legal outcomes. Large, medium and small legal departments with headquarters in the US, Canada and the United Kingdom share below their most important considerations in staffing law departments to enhance value and drive client satisfaction.

### ***ACC Value Challenge Resources***

ACC offers many useful resources to help enhance the value of legal services; many of these resources reside in the ACC Value Challenge library. Within this library, ACC members can access tools and resources for value-based staffing in the dozens of resources residing in the Staffing Options section.

“Law departments and the [external partners] they retain need to maximize the use of all their resources – human, financial, and technological. The foundation for ensuring that all resources are leveraged to the fullest is making sure that the right work is being done by the right people and that the processes they engage in to complete their work are the most efficient and effective. That means sufficiently using the law department lawyers, paraprofessionals, and support personnel to focus on work that will have the greatest strategic impact on the company’s competitive position, and allocating other work elsewhere – sending it to outside counsel, outsourcing it to other vendors, or returning it to the business units outside the law department – or even eliminating it altogether. It means examining work patterns and turnover times, providing necessary training, and implementing metrics to drive greater value.”

- ACC Value Challenge Guide to Value-Based Staffing ©2010

## **II. Law Department Staffing Themes and Leading Practices**

The seven organizations profiled here rely on staffing practices that range from internal evaluations to partnerships with external providers.

As a general rule, internal initiatives seek to match the right individual with her highest- and best-use capability. External initiatives are focused on identifying legal service providers who are capable of supporting the legal function seamlessly and cost efficiently, yet also able to become invested in the relationship to function as a partner with specialized knowledge of the business.

## A. Internal Initiatives: Strategic In-Sourcing, Centralizing Operations and Rotation of In-House Counsel

The legal departments featured here have three principal strategies for driving value through internal staffing. These include: in-sourcing initiatives to meet specialized and mission critical practice areas; centralization of legal operations; and the rotation of in-house counsel to ensure attorney exposure in vital practice areas.

**The shift toward greater specialization of in-house resources.** Legal departments seek to refine the balance between needs and responses, productivity and efficiency. Staffing strategies at 3M, BMO and Live Nation are designed to reduce outside legal spend while freeing up resources to build capabilities in legal areas that will support the company's growth and address emerging risk and compliance areas.

With an approach that focuses on what the department does, rather than who it does it for, BT has restructured its traditional legal services delivery model from individual legal teams assigned to specific business units, each with its own general counsel, to a core, centralized team that relies on a shared services model to manage demand and match tasks. Similar to 3M, the goal of the BT restructure was to find ways to free up internal resources in order to staff key growth markets. "We realized we needed a more streamlined, more consistent way of operating in the UK if we were going to leverage legal resources to growth areas and offer better service in a more competitive environment," explains Chris Fowler, GC for the UK Commercial Legal Services Division.

### *BT's Value Journey*

BT restructured the legal department by reexamining its internal and external resources, regionalizing work and reviewing its knowledge management tools and performance management approaches. To learn more about BT's reengineered strategy, see [The Value Journey: Innovating and Reengineering Legal Spend](#), presented at the ACC 2013 Annual Meeting.

**A number of legal departments are centralizing functions to achieve greater alignment with business and operational units.** BMO's legal group became a centralized corporate function in 2008. As part of the restructuring, the team consolidated three functions to become the Legal, Corporate and Compliance Group. Restructuring allowed LCCG to align with each of BMO's main lines of business, in the process affording each line its own Deputy General Counsel as legal leader. Although aligned with specific business units, however, the legal function is independent of the businesses. "By operating as core central legal groups," Deputy GC and Chief Administrative Officer Sonnen explains, "the General Counsel has been able to leverage efficiencies and create a really strong legal department that has a brand of its own, that has a talent development plan of its



own, and that serves almost as a law firm within the bank but that is nevertheless heavily based on a relationship model.”

Centralization at PrimeLending’s small legal department facilitates the team’s ability to analyze workload to grow and contract as needed. This adaptive structure allows the group to maximize its impact by remaining cohesive and agile. At BT, a very small central function with substantive components embedded in the lines of business led attorneys to focus inordinately on who they provided services for, rather than what they were offering. The solution was to reorganize this decentralized model into a shared services model that refocuses BT legal on the *what* over the *who*. When data revealed that there was room to improve how task complexity and risk were matched with cost, “we took a view that we needed to reevaluate how we did things and get a lot better at demand management and reexamining roles and responsibilities.” The result of restructuring for these legal teams has been a freeing up of attorney resources to execute high level, high-risk work and balancing strategic priorities with effective execution.

**To keep counsel motivated and meet emerging strategic priorities with seasoned staff, law departments like BMO’s expose in-house counsel to all areas of operations by rotating them regularly within the lines of business.** Beyond the versatility it creates, rotating counsel across legal operations helps limit attrition. “Because our people feel challenged and know they will be exposed to all areas if they are strong, we keep exceptionally dedicated and talented resources within the organization,” explains Sonnen.

## B. Looking Outside the Legal Department to Augment Performance: Centers of Excellence, Managed Service Providers, Shared Service Models and Outside Counsel

In addition to their focused initiatives for leveraging resources internally, the law departments featured here have implemented partnerships with external providers to enhance their value output. These partnerships have been forged with centers of excellence, managed service providers, shared service models and external counsel. The results of these externally-focused efforts have been impressive for the featured organizations: law departments report significantly enhanced productivity thanks to streamlined, around the clock, “all under one roof” solutions that offer seamless support while reducing spend both absolutely and as a percentage of revenue. Customized technology systems that allow evaluation and tracking of vital, cost-saving data are also part of the optimization strategy.

**Global Centers of Excellence provide global staffing and around the clock in support of any space involving repeatable and established legal matters.** Once an emerging business and its legal model matures, the center can take over and support cost-effectively by identifying patterns and deviations, standardizing processes and tailoring tasks. “So long as the matter is repeatable, we can manage complexity,” explains Tanya Vasilev, Legal Director and architect of Cisco’s Global Center of Excellence (gCOE). The level of productivity achieved by the leanly staffed Cisco gCOE has been remarkable: over the past four quarters since 2013, output has increased by an overwhelming 103%. At the same time, customer satisfaction hovers consistently at 4.98 on a scale of 5.0. Savings have also been impressive: compared to the last quarter of the prior year, average cost per transaction was down by 39%.

The legal strategy of the computer storage and data management company for right sourcing tasks and managing workflows across different organizations includes the creation of a legal operations function that disaggregates matters and works with external providers. The latter component relies on a managed services strategy that can 1) provide resources to serve as an extension of the internal legal team, and 2) enable the matching of right resources to the right work across a broad range of legal, technical and analytical functions. According to this department, **managed service provider structures offer a more holistic level of support than traditional LPOs, which tend to be more project based.** This company has found that a managed service provider can assist with document reviews, provide attorney support for a complex M&A, and offer vendor management, analytics, and support for commoditized work. “It’s all under one roof. They are capable of operating as a true extension of our legal team,” explains the Director of Legal Operations.

**Shared services models like the one adopted by British Telecommunications allow legal teams to restructure traditional legal service delivery models from ones composed of individual legal teams assigned to specific business units, into core, centralized teams that focus more on what they do than who they do it for. The resulting matrix organization is a leading practice for departments like BT’s.** Shifting to this centralized approach required BT to focus on a staffing model that could optimize legal value through streamlined “best sourcing” initiatives capable of tracking needs and delivering the right blend and cost of off-shore, in-house, multi-shore and external resources appropriate for the task. When surveys and data revealed the lack of good matching of task complexity with risk/ cost/location, BT legal introduced of a front door, web-based log system that allowed its LPO to triage requests instantly. Measureable success soon followed: within three years, 30% of workload requests were being outsourced to the LPO at a cost of 1/14<sup>th</sup> that of the UK-based lawyers. And as with the other models, the resulting shift of less complex/high volume, commoditized matters to the outsourced legal provider freed the internal department to take over the more complex, high-value work, as realized new savings were invested into expansion into growing geographies and functional areas.

**The focus on external counsel management is a leading practice for law departments seeking ways to ensure alignment with corporate values and strategic priorities and a high-value return on outside counsel investment.** By converging complex matters into a preferred pool of outside firms, legal departments at 3M and BT are able to reduce outside counsel legal spending while freeing up resources to invest in building capabilities to support the company’s growth and emerging risk and compliance areas. For an in-depth look at leading convergence practices – from initiation through selection and downrange management of the outside counsel preferred provider

*The goal of convergence, beyond that of reducing outside counsel spend, is to identify a key number of firms with whom we have mutual trust-based relationships, and in the process make ourselves more relevant to the firms we work with and improve the communication and depth of understanding that our firms have with us and us of them.*

– 3M

*The goal is to use external counsel in high-risk areas where we’re going to get a high-value return.*

– BMO Financial Group

network – look for ACC’s next Leading Practices Profile, *Converging Law Firms: Leading Practices for Selecting, Implementing and Managing a Value-Driven Preferred Network*, coming soon and to be published [here](#).

Regular evaluation of outside firms through quarterly business reviews and performance evaluations is one noteworthy way leading departments track resources and provide meaningful feedback. Live Nation’s practice of requiring regular reporting from its external counsel has helped its legal group achieve greater value from their law firms “by making sure the right attorneys are assigned to a matter and working efficiently, setting correct expectations, and guiding internal and external counsel to work within those expectations so that we can budget more accurately.” Quarterly and annual business reviews of outside firms by Net App and BMO allow external counsel to understand what is being measured and why. Through these regular communications, “we tell our external counsel ... how [and why] they were chosen,” explains Anne Sonnen, BMO Deputy General Counsel and Chief Administrative Officer. “[W]e convey that we expect them to understand our values, which include firm diversity and innovation both in the use of alternative fee arrangements and innovative staffing models that help us manage costs more effectively. We emphasize our expectation that they deliver services that are consistent with these values. And through ongoing conversations, the execution of a mini [ACC Value Challenge workshop](#) with external counsel, we have opened dialogue and encouraged conversations about how to move away from the billable hour.”

ACC offers Legal Service Management Workshops designed to provide hands-on training in key management techniques. Attendees learn how to improve control and efficiency and facilitate the implementation of value-based fees. The workshops are also a good opportunity to network with others committed to driving value. Looking for a more customized experience? ACC also offers private workshops in your own legal department. Learn more [here](#).]

## C. Leading Practices and Trends

### I. Leading Practices

Beyond the Leading Practices addressed above, the following additional strategies are identified as leading practices:

**Developing Critical Capabilities to Leverage Providers.** The ability to leverage the skills of multiservice providers and manage that relationship is a leading practice for the computer storage and data management company and other legal departments. Developing critical capabilities that make resource shifting a seamless process enables the company’s legal department to integrate services and operate a successful legal ecosystem capable of tapping support from various sources 24/7.

**Enhanced Technologies as Part of the Value Mix.** Improvements in technology and the ability to customize platforms for specific needs is a leading practice for legal departments. **Integrating technology into legal operations facilitates task in-sourcing and the triaging of unbundled, routine work.** At Live Nation, a fully customized internal discovery platform managed by a trained paralegal eliminated the department's exclusive reliance on external staff and contract attorneys for e-discovery/technology/electronic document processing. The platform was a smart and cost-effective leading strategy at Live Nation. **LPO 2.0 solutions also allow departments like BT's to shift commoditized work over to technology systems, in the process freeing up internal counsel to provide more advisory (and fewer process) services is another technology-driven leading practice.** BMO's Sonnen agrees: "Even though there's been an increase in demand for services, we have been able to reallocate resources to cover it because [SharePoint and e-filing technology systems] allow us to work smarter and better in our process."

## 2. Trends

Within the themes identified above, several trending areas in law department staffing are identified. Notable ones include:

**In-Sourcing Specialized Roles and e-Discovery.** In-sourcing functions is an area of growing prominence for law departments seeking to maintain budget discipline. 3M has successfully internalized its transactional, environmental, employment, and credit and collection functions to realize its goal of reinvesting realized savings to strengthen legal resources for these strategically important practice areas. At LiveNation over the past five years, enhanced technologies (including Symantec's Clearwell eDiscovery Platform) and paralegal training have enabled the legal department to manage more of its electronic discovery needs in-house. As a result, the department has decreased its reliance on external staffing for e-Discovery review and document processing. At PrimeLending, the in-sourcing of electronic discovery/processing has saved this small legal department over \$2 million in exporting and processing fees over the last two years.

**Process and Project Management.** Another trend is the leveraging of process and project managers to achieve highest use, most efficient allocation of internal and external resources. Legal departments are turning to improvement designs capable of mapping processes and implementing systems that yield better outcomes. A leader in this area is BMO Financial Group, whose process mapping initiative has led to the creation of systems capable of disaggregating tasks and shifting commoditized and low risk components to trained paralegals, in the process significantly reducing both turnaround time and cost.

According to both 3M's Otterstetter and the computer storage/data management company, project management is an area of expected growth in legal services management. Explains Otterstetter, competence in "project management is an area that will become a more important skill set for lawyers going forward because effective process and project management go hand-in-hand with basic day-to-day operational excellence."

**Delegating Operational Management to Dedicated Law Department Executives.** The majority of the large legal departments we spoke with have a legal operations leader to help manage operations and allocate staff and other production resources. The General Counsel of the computer storage and data management company created his department's legal operations function

immediately upon his arrival in 2010. The goal of that function was to reengineer “how legal is done” at the company by disaggregating matters and sourcing components to the most effective providers, whether internal or external.

3M’s centralized legal department also relies on a legal operations team that is responsible for office administration, project management, data and analytics, electronic records management, in-house document collection and review, and the department’s India-based Legal Process Team, which handles a number of important back office functions for the business and intellectual property legal teams.

The legal group at BMO created the Chief Administrative Officer role after the department centralized in 2008. Similar to the legal operations function in other legal departments, this office houses the structure for communications, talent development, human resources, and finance oversight. The CAO also oversees the group’s External Legal Counsel Program and all other operational and clerk functions.

**Leveraging Attorney and Non-Attorney Resources.** The need to manage periodic spikes in demand is prompting departments to leverage both attorney and non-attorney resources in win-win value solutions. “There’s value to be had in leveraging non-lawyers as part of the legal function because not everything we do as lawyers requires legal training,” explains 3M’s Otterstetter. At BMO, the legal team engages contract and seconded attorneys to help team leaders manage resources, meet emerging regulatory requirements and fill temporary leaves of absence. Its legal group has also created paralegal positions to manage the more commoditized work (i.e., NDAs and its principal and non-principal protected notes program).

Similarly, Live Nation relies on paralegals, contract managers and administrative staff to round out its legal team while yielding positive returns on investment. By increasing its paralegal headcount 50% over the past five years and adding contract managers, Live Nation’s internal counsel are able to devote themselves to complex matters that require the specialized training of an attorney while specialists help support strategically important practice and operational areas. Adds Otterstetter, “To the extent we can draw on experts who are not lawyers, our legal department is enhanced by staff who are honed to do what they do best – non-lawyer process managers who keep matters moving, and in-house counsel who are freed up to spend their time on true legal matters. In this way, everyone is adding the most value by doing what they were trained to do, and our more efficient company is better for it.”

### III. Company Program Summaries

We summarize below our interviews with seven legal departments regarding their staffing strategies.

## A. Boosting Efficiency and Excellence Through Mapping and Knowledge Management: Cisco Systems Inc.'s Legal Global Center of Excellence

The Cisco Systems legal department recently implemented a broad range of knowledge and process management practices to help improve the quality of legal services it provides to Cisco's business and legal professionals.<sup>1</sup> Among the more transformative practices is the legal department's creation and use of a "Global Center of Excellence (gCOE)". To better understand this innovative model of efficiency as a tool for smarter work, ACC spoke with Tanya Vasilev, Legal Director and key architect of Cisco Legal's gCOE.

**Vision to Strategy: Transforming Lessons Learned into a Successful Model.** Established in 2010, Cisco Legal's gCOE is a centralized Cisco Legal function designed to provide an efficient and more effective legal support by recognizing the repeatable nature of many legal matters and operationalizing handling of these matters. The model enables other Cisco attorneys and contract negotiators to focus on high-touch issues and the development of new business models.

The present model evolved from experience and lessons learned from a prior initiative launched in 2007. The updated model emphasizes the need for global staffing able to provide round the clock support and stratification of the work to leverage the right staff at every stage of a project.

The gCOE resides in the Legal Technology Solutions Organization and has responsibility over two discrete areas:

- providing in-house counsel staff with support that includes search, research and legal analysis; summarizing contracts and preparing drafts; performing legal process work; driving agreements through the approval chain with greater ease and speed; and
- providing start-to-finish legal services to support various aspects of commercial relationships.

"What we do best," explains Vasilev, "is establish partnerships, define processes cross-functionally, develop playbooks, identify correct internal contacts, create and maintain a robust knowledge management database and push matters out efficiently in any space involving repeatable and established legal matters." For this reason, handling highly customized, ad-hoc matters or supporting new business models are not a good fit for the team.

Once the emerging business and its legal model matures, however, it becomes ready for transactional support. "At that point my team can take over and support it cost-effectively by identifying patterns and deviations, standardizing processes and tailoring tasks as needed. So long as the matter is repeatable, we can manage complexity."

**Strategy to Action: Task Stratification and Capturing Knowledge:** gCOE's mission is to manage complexity and deliver efficiency. Doing so requires an understanding of risk and tolerance. It also requires a system for standardizing processes and building the knowledge base for matters that arise frequently.

How do they do it? “We accomplish our mission by deconstructing matters, studying the production process and staffing each component with the proper skill set,” explains Vasilev.

The 3-part process begins with deconstruction. Tasks are divided by subject matter and stratified according to the skill set level required to handle the matter. Within each subject matter, the group designates at least five layers of complexity and matches the right staff according to layer and expertise. This assessment allows Vasilev’s group to deploy skill sets that range from legal administrators, staff or experienced paralegals, staff and experienced contract negotiators, and staff or senior attorneys/solicitors. Within the team layers, a buddy system encourages members to bounce questions off of other team members both inside and outside the formal chain of command.

A lead expert heads each subject matter. Alongside the leads, senior attorneys can be engaged as needed to provide additional legal support and oversee matters throughout the implementation and usage cycle across all subject matter areas.

Capturing Knowledge. Vasilev’s team relies on playbooks built around templates, negotiation guidance and - most importantly - lessons learned. After each project, when each system is perfected, or as novel questions are answered, learning is entered into the playbooks housed in Cisco’s knowledge management hub that Cisco licenses from Legal OnRamp. The hub is called OnRamp Exchange (“ORX”). “Our view is that learning happens every day in the trenches. That learning must be captured as you go through the deal and learn lessons – if you wait until after the fact, you run the risk of losing momentum and knowledge before takeaways are memorialized,” explains Vasilev. Knowledge management wikis organized by subject matter house the playbooks, templates, contacts, canned communications, FAQs, case studies, process guidance, training recordings, and more. ORX is a vital component of the process: “We live in the wiki. This tool is the only way to scale our ever-accumulating knowledge.”

**Action To Results: Measuring Success.** Cisco Legal’s gCOE relies on a staff of 16 to provide support and infrastructure for the Legal organization and the broad range of functions it supports. Consistently, the level of productivity achieved by this lean team is nothing short of astounding: over the past four quarters since 2013, output has increased by an overwhelming 103% compared to Q4 previous year (building on the prior 61% annual growth in FY13 and 104% in FY12). Over 7,100 matters were handled in the last quarter of 2014 alone. At the same time, customer satisfaction hovers consistently at 4.98 on a scale of 5.0 (based on 627 survey results in Q4 FY14). Average cost per transaction was reduced by 39% compared to Q4 previous year (with estimated annual savings of \$8.74M in FY14).

How does the team do it? “Our team is here to demystify the practice by standardizing processes and eliminating reinvention of the wheel. All too frequently in a legal department, each matter is handled on its own and processes are learned ad hoc. By taking matters that are repeatable – regardless of how complex – and standardizing how they are handled, we have developed a winning approach. We think the process is replicable and we are willing to share how it’s done so that other legal departments and organizations can improve their efficiency and cost-effectiveness in support of their business goals.”

## **B. Reengineering How Legal is Done Through Managed Service Providers: A Technology Company's Legal Operations Function**

The Legal department of this multinational computer storage and data company was faced with a problem not uncommon for law departments in the economic environment of 2008: an uptick in work (especially investigations and litigation) which had to be managed without a corresponding increase in headcount.

The solution to the do-more-with-less challenge came from its General Counsel and his commitment to building a new resourcing model.

Upon his arrival in 2010, the General Counsel immediately created the Legal Operations function. He then charged this newly created function with turning the envisioned reengineered resourcing model into reality. Under leadership of the Director of Legal Operations, the task of optimizing legal's support of this growing company was accelerated with a shift to managed services outsourcing.

A global legal department of some 85 lawyers, 70 of which are split equally between the US and Europe, with the rest in Asia Pacific provides support for this company of 13,000 employees and 150 offices worldwide. The department is a client-centered one, with internal attorneys supporting the business groups. Supplementing in-house attorneys are attorneys who reside in the company's Managed Service Provider.

### **A One-Minute Snapshot of This Company's Multiservice Provider Staffing Approach**

With a focus on reducing inefficiencies through process innovations, the legal department launched a strategy for right sourcing tasks and managing workflows across different organizations that includes:

- The creation of a Legal Operations function capable of disaggregating matters and working with external providers to source work to the most cost-effective and competent resource, in the process yielding best of class solutions and maximizing value.
- A Managed Service Provider that serves as an extension of the internal legal team and capable of assigning the right resources to the right work across a broad range of legal, technological, and analytical functions.

### **Building the Legal Operations Function**

Seeking a way to modernize operations while improving efficiency, Legal Ops devised a solution that disaggregated and "right sized" tasks, both complex and standard, through a range of resources that included new technologies, human capital and knowledge capital.



To learn more about this technology company's managed services strategy, we spoke with its Director of Operations. As director, this person reports directly to the General Counsel and oversees legal's operations function to manage the department's internal and outsourced human resources, technology, outside counsel, budget and operations.

Initially, Legal Operations was a one-person function led by the director. In the four years since its inception, the function has grown to include an operations manager, a litigation manager, and two operations staff members who support operations in EMEA and Asia Pac and report to the director.

Legal Operations is responsible for all legal department technologies, including the creation and management of web portals and partner communications. It also oversees all budgeting and vendor management. "Operations is considered the Switzerland of the legal department because our scope covers the entirety of legal group operational functions," explains the Director of Operations.

After a less-than-successful experience with a traditional legal process outsourcer tapped to support the organization's contracting function, the company decided to partner with a managed service provider. The provider works as an extension of the internal legal team and is capable of assigning the right resources to the right work across a broad range of legal, technological, and analytical functions.

### **Managed Service Providers Offer Advantages Over Traditional LPOs**

Why are managed service providers the best fit for this legal department? The managed service provider structure is different from the LPO structure, explains the director. "It's different strategically, it's different in its values and mission. It's a holistic type of support versus LPO support, which has traditionally been more project based. A managed service provider can come in and assist with a document review, provide attorney support for a complex M&A, offer vendor management and analytics and also offer support for the commoditized work. It's all under one roof. They are capable of operating as a true extension of our legal team."

Competency differences between the two provider structures became clear when the organization needed support for more complicated contract needs. The legal team had retained an LPO provider to assist with non-risky, repetitive agreements such as NDAs and evaluation agreements. The provider worked well for those types of agreements but couldn't support more complex matters.

"We realized that the LPO world has not evolved well enough yet to support a sophisticated contracting function. When an LPO provider claims it can support contracting, what it generally means is that it can support NDAs. If you need to expand beyond low-level contracting to more complex deals, however, you need a provider who can offer a range of skill sets. In an organization like ours where litigation consumes a significant part of the legal budget, you have to be extremely efficient in your contracting processes. This requires a whole different set of skills – one that traditional LPOs are yet unable to offer and managed service providers can."

The benefits of a multi-faceted provider are many for legal departments seeking ways to deliver

great service cost effectively and with unconventional staffing. For this company's legal department, these benefits include:

1. **Reduced Training Time Commitment.** For the Legal Operations group, the ability to limit the time spent training new staff on company and project needs is a plus. "It's an extraordinary benefit because once you have someone behind the firewall and trained as part of your extended team, they then train others on the team, saving you the need to do it every time you scale up." "Training was one of the reasons our initial reliance on an LPO provider was unsuccessful. We were the primary source point for training. Despite our best efforts, with their staff located primarily in India, we were never able to train them adequately."
2. **Streamlined Transition of Work Offshore.** Another advantage offered by the managed service provider is the ability to seamlessly move complex work started onshore, offshore. Once the managed service provider writes the playbook and creates the process map and once the process is stabilized in the US, it can assume responsibility for migrating the work to the India team.
3. **Capturing metrics and analyzing data to improve efficiency.** The MSP also captures metrics that facilitate evaluation of processes to identify inefficiencies. The legal department relies on analytics to conduct quarterly business reviews of its outside firms. Through one its attorneys, the MSP runs analytics on all of the legal department's outside counsel and participates in the review of these in tripartite meetings with Legal Operations and each outside counsel firm. This collaboration is mutually beneficial and builds trust. It has also yielded another expected advantage: law firms understand what is being measured and why. This understanding has spurred positive change in the way this company and outside counsel relate and do business.

The managed service staffing model has also been cost-effective for the legal department in other technology-driven ways. On the vendor management side, a quarterly business review cycle revealed law firm inefficiencies that, once corrected, paid for the entire set of 10 outside firm reviews. Legal Operations also saves time by not having to onboard new staff during peak needs. And the ability to shift and redesignate retainer funds allows the legal team to determine how funds will be allocated month to month as needed.

## Leading Practices

For this Legal Operations Director, the critical capabilities developed by to leverage the skills of a multiservice provider and manage that relationship is a notable leading practice. From facilitating the measurement of quality and efficiency, to enhancing disaggregation and providing templates and protocols that make resource shifting a seamless process, this company's relationship with the managed service provider has enabled the law department to successfully integrate services and grow a successful legal ecosystem.

Thanks to the help of this multiservice provider with significant operations overseas, the legal

team can be on call and responsive all the time. “The reality of our business is that deals happen 24/7 across multiple border and time zones. We have to build processes that acknowledge that reality and do not impede the business,” explains its General Counsel.

## Trends

Project management is the next big area of growth in legal services management, according to the director. Although Legal Operations does not (yet) have need for a fulltime project manager, it does rely on the managed services team for project management services in areas as these arise.

Another trending area is the call for managed service providers who are willing to have as many people skilled and knowledgeable about their client organizations as possible. “By offering this training service, our managed service provider is able to share information internally and when we need to scale up quickly, they have a large talent pool familiar with our business that is ready to execute.”

Quarterly business reviews with preferred outside counsel providers is another practice that the director believes will become standard as legal departments and law firms begin to understand the value that an integrated approach can offer in achieving win-win outcomes. By creating real-time reports to track and analyze billing rates, types of resources used and billing accuracy, the managed service provider allows this company to modify the way it does business based on objective criteria. With the same criteria, outside counsel can apply process improvements across their entire client base. The result is a collaborative process that is mutually beneficial, builds trust and incites behavior change.

## C. Building Internal Capabilities to Support Growth: 3M’s Strategic In-Sourcing Strategy

Since the arrival of Ivan Fong as General Counsel in 2012, the 3M Legal Affairs Department has taken a holistic look at how the department delivers legal service with an eye toward both efficiency and effectiveness. As part of this examination, the department undertook a careful review of resource needs to more carefully focus the work of business lawyers and subject matter experts in their assigned areas – a process the 3M team refers to as “defragmenting” assignments. They also set about “strategically in-sourcing” high-value legal work for which the company had a sustained need by shifting in-house work previously done by outside lawyers. The result of this comprehensive review of operations has been an important refinement of the balance between needs and responses, productivity and efficiency.

To learn more about the unfolding of 3M legal’s staffing strategy, we spoke with Managing Counsel Joseph Otterstetter. As Managing Counsel, he works closely with General Counsel Ivan Fong and his legal and support team to manage the department’s budget, technology, human resources, and operations functions. Legal Operations, led by Operations Director John Stephan, also falls within Otterstetter’s responsibility.

The 3M law department is largely centralized in the company’s business and geographic

headquarters around the world. The largest concentration of 3M's 220 lawyers is in St. Paul, Minnesota, the company's global headquarters, but just over half the staff is spread among the 35 countries in which 3M has in-house lawyers.

Domestically, the department relies on a staff of some 105 lawyers, 34 paralegals, and 40 specialized and administrative staff to support the company's U.S. operations. The latter group includes the legal operations team responsible for office administration, project management, data and analytics, electronic records management, in-house document collection and review, and the department's India-based Legal Process Team, which handles a number of important back office functions of 3M's business and intellectual property legal teams.

### **A One-Minute Snapshot of 3M's Reengineered Staffing Approach**

The 3M Legal Affairs Department has executed a holistic staffing strategy designed to reduce outside legal spending while freeing up resources to build capabilities in legal areas required both to support the company's growth and to proactively address emerging risk and compliance areas. The team has reengineered staffing by:

- In-sourcing legal resources in high-value areas in which the company has a sustained need, and focusing or "defragmenting" the more disparate assignments of its in-house counsel. The purpose of defragmenting assignments is to consolidate their expertise as either subject matter specialists or business lawyers, and to align paralegals and administrative staff to better focus on the work of each practice group.
- Shifting work, as appropriate, from lawyers to paralegals, who serve as important members of the legal team and help support critical subject matter and operational areas.
- Forming a Preferred Counsel Network, which reduced the number of outside firms with which 3M work, while also significantly reducing outside counsel spending and improving both communication and effective collaboration with its outside counsel.
- Further freeing up needed resources by unbundling document collection and review in litigation, compliance, employment law, M&A, and other document-intensive areas; and by forming an India-based Legal Process Team to support essential business and Intellectual Property legal work.

The economic downturn of 2008 spurred legal departments like 3M's to become more efficient with existing resources and explore ways to use technologies and both lawyer- and non-lawyer staff to enhance efficiency. With a lean staffing philosophy designed to cover the valleys and manage peaks through extraordinary productivity, 3M has weathered the downturn and remained strong. "Like other organizations, we reallocated resources across the company to be as efficient as possible. Yet unlike other functions, law isn't something that can be reassigned to other organizations. So we had to find ways to become more efficient with existing resources," explains

Otterstetter.

The result has been several major process improvements since 2012 to align the law department's resources with the company's main priorities and key strategies. These include:

### **1. In-Sourcing Key Functions and Unbundling Tasks.**

The Legal Affairs Department now relies on an articulated strategy for personnel staffing that, under Fong's leadership, has focused closely on "strategic in-sourcing" to bring in transactional, employment, credit and collection, environmental, and other work previously outsourced to law firms. A goal of this strategy is to reinvest the realized savings to strengthen inside resources for these strategically important practice areas. Staffing decisions are made through a decentralized process involving an operating committee that consists of Fong and his direct reports.

In addition, 3M in 1984 pioneered in-house document collection, review, and production. Over the 30 years since, 3M has built an efficient and highly effective litigation technology services team that works closely with both inside and outside counsel to unbundle and internally manage everything from document collection to privilege logging, e-Discovery, and, most recently, predictive coding.

### **2. "Defragmenting" Roles.**

A central goal of attorney utilization has been to encourage in-house counsel to develop expertise in one operational area. "Historically, because we've always been lean, lawyers in our department have worn multiple hats, and often had multiple business and practice area assignments" explains Otterstetter. "One of our key initiatives in the past two years has been to better focus assignments for all of our team, to "de-fragment" roles and to allow our people to become experts in their assigned businesses or subject area. Now, for example, business lawyers can focus on developing expertise in matters affecting their business and its industry, and more effectively help to shape legal strategies that are customized for the particular business. This approach also allows subject matter experts the time to become world-class experts in their respective areas."

A tenet of this approach is that the department must align its resources with 3M's strategic priorities, as well as to protect the company and proactively identify and address both risks and opportunities. "Not only does this process allow our attorneys to master their respective areas, it also allows us to more effectively align our expertise with the needs of our single client."

### **3. Creating Functions and Leveraging Paralegals.**

As part of its ongoing quest to disaggregate legal work and thoughtfully assign legal work, 3M believes there is value in leveraging non-lawyers as an integral part of the legal function. In addition to the Litigation Technology Services team, 3M has created several important functions that do not require staffing by lawyers. These include a

records management function led by a non-lawyer project manager tapped from another 3M business unit. Other project managers oversee matter management, information technology projects, and work with the department's Preferred Counsel Network. Having seen the benefits of project and process management discipline - applied throughout 3M in other areas - the team is eager to further expand its lean six sigma capabilities. Like many of its outside counsel, 3M also sees tremendous opportunity in better using its in-house data analytics capabilities, for example to target opportunities for additional cost savings.

Overall, the department has maintained budget discipline while increasing the number of non-lawyer positions. By shifting resources from the outside-in, and, where appropriate from lawyers to paralegals and from paralegals to the India-based Legal Process Team or to other specialized staff, overall headcount has remained essentially flat. Like the internal counsel they support, paralegals, specialized staff, and members of the operations team are experts in their areas, whether securities, environmental litigation, in-house litigation technology services, or general business.

#### **4. Converging the Network of Preferred Outside Counsel Firms.**

Following an intensive, year-long benchmarking, planning, and RFP process, in March 2013, 3M launched its Preferred Counsel Network, a core group of some 39 firms that 3M is committed to using for most of its litigation and major transactional work. Led by a small core team, 3M divided its work into geographic or functional areas, and for each "portfolio" a team leader reviewed RFP responses, interviewed firms, and with the input of Fong and his team, carefully selected Network firms.

The goal of convergence, according to Otterstetter, is to simultaneously reduce outside counsel spend by 25-30% and to build "mutual, trust-based relationships with the firms we've selected." "In the process," he explains, "we intend to make ourselves more relevant to the firms we work with and improve the communication and depth of understanding that our firms have of us and us of them." "Like many companies," Otterstetter adds, "we used far too many outside firms and we were fragmented. With fewer firms, we're better able to focus on improving both value and effectiveness. In the end, while we expect their billings to be lower, we also want to work with our firms so that together we improve efficiencies and they realize increased profitability."

### **Leading Practices**

The many structural reengineering initiatives implemented by 3M Legal Affairs have yielded a number of positive outcomes. The litigation technology services operation has become part of the group's DNA, yielding significant cost savings for the department. The India Legal Process Team, which has grown carefully, is also delivering tremendous productivity improvements. And the group's strategic in-sourcing also has yielded improvements in both cost and quality of service.

Other initiatives have also been quite successful. "Our approach to legal training - the global webinars that we do on a monthly basis for our colleagues around the world - is a best practice.

We also think that we have a world-class IP organization: they work closely with 3M's technical community and business leaders to manage our IP portfolio. IP liaisons, many having experience in 3M's laboratories, serve as a bridge between 3M scientists and our in-house patent lawyers and agents to document inventions and to prepare and prosecute patent applications. Our three-person records management team works with 3M's IT organization to reduce the volume of electronically-stored information, which is another leading practice that we are proud of."

## Trends

According to Otterstetter, one of the biggest trends in the area of law department staffing is leveraging process and project management. "Lawyers need to have a base level of competence in project management. Most of us weren't trained in law school to think about project management and work allocation, much less master this area. This will become a more important skill set for lawyers going forward because effective process and project management go hand-in-hand with basic day-to-day operational excellence."

Another trending value area is the leveraging of both attorney and non-attorney personnel for mission readiness. "I really believe there's value to be had in leveraging non-lawyers as part of the legal function because not everything we do as lawyers requires legal training. Some of our work is simply project and process management, or data analysis and deployment, that's informed by our legal knowledge but better executed by non-lawyers. To the extent we can draw on these experts, project focus and execution is enhanced and in-house counsel are freed up to spend their time in areas that benefit by our legal training and experience. In this way, everyone is adding the most value by doing what they were trained to do, and our more efficient company is better for it."

## D. Innovating Performance and Reengineering Legal Spending: BT plc's Shared Services Model

BT is built around five customer-facing lines of business: BT Global Services (providing global managed network IT services), BT Business (serving UK small and medium enterprises), BT Consumer, BT Wholesale and Openreach. Dan Fitz heads BT's Legal, Governance and Compliance Division team as Group General Counsel and Company Secretary. His legal department serves BT's five lines of business.

Under Fitz's leadership, the legal team adopted a shared services model in 2010 that focuses more on what they do, rather than who they do it for. The result has been greater efficiency, higher morale, and significant cost savings across the entire group. To learn more about BT legal's value journey, we spoke with Chris Fowler, General Counsel for the UK Commercial Legal Services Division, and Keith Thomson, who heads the Central Operations Team within BT's legal community in the UK.

### A One-Minute Snapshot of BT's Strategic Sourcing and Staffing Model

An [ACC Value Champion in 2013](#), the BT legal team has successfully implemented a shared services model in the UK to drive change, innovate performance and re-engineer legal spending. It has

achieved its mission by:

- Restructuring the traditional legal services delivery model from numerous legal teams assigned to specific business units to a core, centralized team that focuses on **what** they do rather than **who** they do it for.
- Introducing Front Door, a web-based system evaluated by an LPO partner to triage legal work requests.
- Implementing “best sourcing” initiatives to track what legal services are requested and deliver the right blend and cost of multi-shore, in-house, external counsel and technology resources appropriate to the task.

**The Why.** The legal group at BT began its value journey by asking themselves how they could free up their internal resources to staff key growth markets in the US, Asia Pacific and elsewhere. Historically, legal had operated as a very small central function, with the bulk of the substantive function embedded within the lines of business. The GC of each of those business units reported to the units’ chief executives, with dotted line reporting into the Group GC.

“This approach, we realized, led to a focus on who we did things for, rather than what we did. We didn’t have a single operating model or a single way of managing demand. We realized we needed a more streamlined, more consistent way of operating in the UK if we were going to leverage legal resources to growth areas and offer better service in a more competitive environment,” explains Fowler.

**The How: Stats, Front Door and the LPO Provider.** This realization, along with the organization’s interest in cost reduction, led Group General Counsel Dan Fitz and the UK team to reorganize the then-federated, decentralized model into a shared services model designed to refocus legal on *what* they did, rather than *who* they did it for.

Changing the approach required the team to release its captive LPO and invest resources into an external outsourcer that would eventually take over a significant amount of the lower risk/less complex, more commoditized work, in the process freeing up internal counsel to focus on the higher value, complex customer facing matters.

To get there, Fowler’s team crunched data and looked carefully at what lawyers had been doing for clients and how these services could be delivered more efficiently. These three key lessons emerged from the exercise:

- 1) A discovery that people were doing the same things, but doing them inconsistently;
- 2) That many of the things they were doing were location agnostic (so why do them in a high-cost environment?); and
- 3) That whenever there was a resource pinch point, the immediate reaction among the decentralized groups was to go out and buy external help, a costly solution.



“When we realized this, we took a view that we needed to reevaluate how we did things and get a lot better at demand management and reexamining roles and responsibilities. The data and survey showed us that there wasn’t a good matching of task complexity and risk with cost. We had people on good salaries in the UK who were spending significant time on relatively simple tasks. Even worse,” Fowler noticed, “people felt frustrated in doing the same type of rote work over and over.”

The solution was to introduce a front door, web-based log system for all work requests. Guided by a playbook developed by the BT legal team, the LPO began triaging requests instantly, retaining those that met the criteria established by the guidelines and sending the complex requests to BT’s UK contact, who would then determine whether to handle internally or outsource to external counsel.

Marked success soon followed the front door system: Within three years, 30% of workload requests were being outsourced to the LPO at a cost of 1/14<sup>th</sup> that of the UK lawyers. Shifting low complexity work to the LPO meant that the number of tasks once handled internally but then shifted to the outsourcer grew from 38 to an unprecedented 76 as the provider became more skilled at processing certain tasks (such as internal approval requests for trading provisions, first draft responses, basic contract inquiries, flow downs of prime contracts). Front door implementation also yielded a 20% drop in the amount of unspecified ad hoc advice provided by the legal teams.

In early 2014, BT switched to Axiom to provide services across the UK, US, Africa, the Middle East and Asia. At the same time, Thomson is working with Axiom and their technologists to deliver a more streamlined Front Door process, allowing greater efficiencies and work request turnaround.

**The Outcome: Increased Optimization and the Promise of Augmented Knowledge Capital.** BT’s value staffing initiative aimed from the start to optimize legal value by implementing “best sourcing” initiatives to track what legal services are requested and deliver the right blend (and cost) of off-shore, in-house, multi-shore (a combined onshore and offshore model), and external resources appropriate to the task. This combination heralded the emergence of LPO 2.0 solutions that allowed the legal team to take sourcing to a new level by shifting commoditized work over to technology systems, in the process freeing up people to provide more advisory than process services.

The result has been a significant shift of low complexity/high volume matters to the outsourced provider. In turn, the shift has enabled the internal legal department to spend more time in front of its internal and external customers and less on external resources like outside counsel, explains Keith Thomson, head of the Central Operations Team. “The net effect has been that people are now doing far more complex work and are more invigorated and challenged by what they’re doing,” adds Fowler. Tracking knowledge capital with customized IT systems is also people agnostic and allows implementation anywhere in the world, notes Thomson.

**The Concerns.** Initial staff concerns about job security have disappeared with the realization that increased LPO usage means less spending on external counsel and greater in-sourcing of more complex, critical work in-house. And while the change has in fact reduced the number of staff in

the UK by 40%, corresponding savings have allowed talented personnel to move to growth markets as the legal team has expanded in Dallas, Dubai, Singapore and Hong Kong. The changes have also allowed greater investment in data compliance and scaling of the privacy function.

Another concern was the risks attendant with delegating work to the outsourcer. Disaggregation is about matching the risk and value of the task with its cost to accomplish, explains Fowler. “One of the great things about the support from our Group General Counsel was the recognition that it is a risk-based decision but that fundamentally it has an immediate and clear upside.”

## **Leading Practices**

Legal’s best sourcing initiatives have enabled the BT law department to analyze and manage demand. In turn, this leading strategy has allowed the legal team to build a baseline for managing matters efficiently and cost-effectively. “So now, when I go to a CFO to ask for an extra person, the discussion is data-driven. That’s been the biggest change: allowing us to show with data where we are, what we do, and justify what we need. Demand management has been key here: once you’ve got your baseline, not only can you manage demand, but you can set up some meaningful, objective criteria around how you’re going to become more efficient or your costs might go up. This enables me to have a more meaningful discussion with the CFO’s in our lines of business.”

Fowler and Thomson agree that this strategy has been most successful in regions that embrace the concept of multi-sourcing, including the US, UK and parts of Asia. They view Latin America and Spain as other areas with significant growth potential in this area.

## **E. Aligning Legal with the Business Units: BMO Financial Group’s Centralization and Process Improvement Approaches**

BMO Financial Group’s (BMO) legal group operates globally throughout the BMO service area and is supported by a staff of over 100 lawyers, paralegals (known as clerks in Canada), and administrative staff. The General Counsel for the Legal, Corporate and Compliance Group (LCCG) oversees the legal, regulatory, compliance, corporate secretarial and investigative & security services functions. Anne Sonnen, Deputy General Counsel and Chief Administrative Officer for the LCCG, spoke with us about the legal group’s staffing model and strategy for leveraging operational efficiency.

### **A One-Minute Snapshot of BMO’s Value Staffing Innovations**

BMO’s LCCG has achieved award-winning efficiency and a smarter work dynamic through a series of innovations implemented over the past five years. These innovations include:

- A decision to consolidate and centralize the legal, regulatory, compliance, corporate secretarial and investigative & security services functions into a single office, named the LCCG, that is headed by BMO's General Counsel and supported by an internally-housed Chief Administrative Officer;
- A restructured legal group that deploys unit heads to provide team-based support to each of the core lines of business within the organization;
- The rotation of in-house counsel within the lines of business and the leveraging of these and other LCCG staff to meet emerging strategic priorities;
- The use of an active and ongoing process design that ensures the highest-use, most efficient and intelligent allocation of internal and external resources;
- Keeping metrics on external counsel spend and using technology to contain costs and improve workload turnaround;
- The launch of the Innovative Team Challenge, an LCCG centerpiece project that generated innovative process improvement designs from staff across the group's functions and rank.

### **A Centralized and Restructured Legal Group**

BMO's legal group was restructured after the arrival of Simon Fish as General Counsel in 2008. What had before been a more decentralized legal department with some attorneys embedded within the business units became a centralized corporate function that aligned with the business to support the needs of these operating units. As part of the restructuring, three functions were consolidated to form the Legal, Corporate, and Compliance Group (LCCG).

Restructuring also led to the creation of the LCCG Chief Administrative Officer role, under whose oversight resides a centralized structure for communications, talent development, human resources, and finance oversight. As Chief Administrative Officer, Anne Sonnen's office oversees the Legal Group's External Counsel Program and all other operational, administrative and clerk functions of the LCCG. The CAO also supervises all real estate matters involving the group.

Centralizing operations required Sonnen's office to consolidate personnel across 13 locations in Canada and another 13 locations in Chicago (over 600 people in total), into 2 floors within the same building. The consolidation not only drastically increased the group's space efficiency, but also according to Sonnen, "has been very transformative in how we work and how we collaborate and how we utilize resources as a group."

After restructuring, the legal arm of the LCCG was aligned with each of BMO's main lines of business so that each line of business - Capital Markets, Wealth Management, Personal & Commercial Banking, and Corporate Secretarial - has an assigned Deputy General Counsel as legal leader. Each Deputy GC sits at the leadership table of his or her assigned business line and

has a staff (including a team of corporate counsel based domestically and across the globe) who support that area of business. That place at the leadership table enables the legal leaders to anticipate coming needs and prepare their respective legal groups to support coming endeavors.

In addition to the aligned legal leaders, there is a legal leader who heads Knowledge Management. This role oversees staff that support technology, operations, and procurement group corporate areas within the bank. Each of the leaders reports to the General Counsel, who himself reports directly to the CEO. A US General Counsel also reports directly to the headquarters General Counsel based in Toronto.

Although aligned with specific lines of business, however, the legal function is independent of the businesses. “By operating as core central legal groups,” Sonnen explains, “the General Counsel has been able to leverage efficiencies and create a really strong legal department that has a brand of its own, that has a talent development plan of its own, and that serves almost as a law firm within the bank but that is nevertheless heavily based on a relationship model.”

### **Rotation of Internal Counsel**

The LCCG allocates resources based on emerging strategic priorities. To leverage these resources and meet priorities, BMO regularly rotates its in-house counsel within the lines of business to expose them to all areas of the operation. “We’re extraordinarily mindful about moving talent and giving the opportunity for development,” notes Sonnen.

A lawyer in a litigation role who has performed well may be put in a compliance function and given the opportunity to manage a team. The result of this concerted effort to develop staff holistically is an extremely low attrition rate. “Because our people feel challenged and know they will be exposed to all areas if they are strong, we keep exceptionally dedicated and talented resources within the organization. They simply feel no need to move on.”

Contract attorneys and secondments are other ways the legal group meets periodic spikes in need. Reliance on these has risen over the past five years as team leaders recognize they have a place in helping the group manage resources, meet emerging regulatory requirements, and fill temporary leaves of absence.

### **Ensuring the Highest, Most Efficient Allocation of Resources**

The legal group has also been remarkably successful in mapping processes to ensure components are staffed with the appropriate skill sets. The first of these programs established a system to review BMO’s principal and non-principal protected notes program. In reviewing the process, the group identified the commoditized, lower risk work and shifted that component to a paralegal (known as clerks in Canada) who had previously helped run the program administratively. By training her on the program, the paralegal was able to execute the bulk of it, in the process saving the bank approximately \$200,000 annually.

In reviewing processes, the Capital Markets legal group also realized that they were relying on many external counsel and that the cost wasn't being managed particularly well. They shifted to an alternative fee arrangement to handle the higher risk non-principal protected notes. The result? Cost savings, increased efficiency and greater output certainty.

Another successful improvement was borne of the realization that in-house counsel were spending too much time working on nondisclosure agreements. Realizing that much of this work could be commoditized, the US General Counsel implemented an NDA Process Improvement Project to review and track all NDA's. Here again, the solution was to create a paralegal position who centralized a repository for all executed documents. By having one person manage it, create templates, and warehousing this work to a central database created by its own knowledge management group, the impact was significant: turnaround time was reduced by over 65% and savings totaled an additional \$100,000 annually. "Lawyers that were previously spending multiple hours a day working on reviewing NDA's and their related documents were freed to focus exclusively on the high risk agreements and leave the rest to be managed by the clerk," adds Sonnen.

Another successful process mapping opportunity arose in the handling of subpoenas and summons that were served on the bank. "In the past, administering this process required enormous resources. After reviewing the process, we were able to shift a bulk of the work to the lines of business by creating templates and providing legal guidance as necessary." The group also converged the complex matters to one law firm in the US under a single alternative fee arrangement that yielded significant cost savings.

## **The Innovative Team Challenge**

In 2013, the LCCG launched the Innovative Team Challenge, a project that generated process improvement designs from staff across the group's functions and ranks.

Leveraging the thinking of the ACC Value Challenge, the idea was for people to work collaboratively with groups either within the department and lines of business or with external stakeholders. Groups were expected to summarize their learning from the project in process improvement strategies that could carry over to other areas. The response was phenomenal: 42 submissions across all LCCG functions from teams of approximately 4-5 people each.

Ideas ranged from reworking groups, to the creation of templates to reduce rework, conversion to alternative fee arrangements for repeat work, to the preferred provider/non-preferred provider notes and NDA process improvement projects described above. The winner was a project submitted by the Capital Markets Legal Derivative Group that reduced reports by almost half and reduced reporting staff from five administrative personnel to one.

Other legal teams focused on improvements that leveraged technology. Among these were projects to:

- Leverage technology and standardize processes to review marketing materials (resulting in streamlined triaging and reduction of legal review time);
- Expand the use of SharePoint technology to give access to the business units as needed (allowing the operations side to have access to documents and faster responses to questions); and
- Launch an internal electronic filing system through iManage to allow legal teams to file electronically (resulting in significant client savings and less need for paper handling.)

Deploying these technology tools has allowed the legal group to do more with the same numbers. Explains Sonnen, “Even though there’s been an increase in demand for services, we have been able to reallocate resources to cover it because [these technologies] allow us to work smarter and better in our process.”

## Leading Practices

Asked which of the innovative staffing processes featured here she would consider to be leading practices, Sonnen identifies several that help her group meet its value delivery challenges.

“In the financial industry across the board,” Sonnen explains, “there are increasing pressures for cost containment and cost management. It’s always a balance to make sure we meet our commitments to the enterprise on that front, while also providing highest value and highest risk work possible, and having our folks at the forefront of that.” To that end, aligning the legal function with the business units through a relationship model is a key leading practice that allows LCCG attorneys to help solve problems before they become complex legal problems.

She credits the achievement of this integration to the LCCG’s successful restructuring that frees up attorneys to execute high level, high risk work. “By freeing up attorney resources so that they are not engaging in administrative or repetitive tasks but instead sending those tasks to lower cost producers, we free up more resources that we can then have at the business table providing value. This is really the way to go.”

Beyond this smart integration, another leading practice has been the group’s focus on external counsel management. “We’re telling our external counsel through quarterly calls, through annual reviews how they were chosen and consolidated as BMO’s preferred panel. As part of this conversation, we convey that we expect them to understand our values, which include firm diversity and innovation both in the use of alternative fee arrangements and innovative staffing models that help us manage costs more effectively. We emphasize our expectation that they deliver services that are consistent with these values. And through ongoing conversations, the execution of a mini ACC value challenge workshop with external counsel, we have opened dialogue and encouraged conversations about how to move away from the billable hour.”

## **F. Meeting Operational Needs With a Small Legal Team: How PrimeLending Uses Resourcing Strategies to Prioritize Work**

PrimeLending, a PlainsCapital Company, is a national residential mortgage lender owned by PlainsCapital Bank, which is a wholly owned subsidiary of Hilltop Holdings. Cindy Buhr is Executive Vice President and General Counsel at PrimeLending.

Since Buhr joined PrimeLending in 2010, the company has reengineered how its small legal department allocates resources, all the while improving the quality of legal services and achieving significant cost savings.

### **A One-Minute Snapshot of PrimeLending's Value Staffing Innovations**

The PrimeLending legal department has made the most out of its six-person (plus one seconded attorney) staff by embracing several resourcing strategies, including:

- Conducting ongoing critical analyses of workload and the resources available to meet those needs;
- Utilizing technological tools such as Serengeti Tracker for matter management and Access Data for e-discovery;
- Holding regular meetings and scheduled communication with external units to understand client needs and meet expectations;
- Shifting responsibility for administration of electronic discovery to in-house systems to save the department millions annually.

### **A Small-But-Mighty Centralized Legal Department**

Buhr's centralized legal department includes herself as General Counsel along with one Associate General Counsel and one Senior Attorney. One seconded attorney from an outside firm, plus a full-time paralegal, a part-time paralegal and a full-time administrator round out this agile staff. The team grows and contracts over time, depending on the regulatory climate and the functions overseen.

The department's seconded attorney is a subject matter expert responsible for clearing closing hurdles on home loans. Buhr and her in-house attorneys manage outside counsel, which handles PrimeLending's litigation as well as specialized, large transactional matters and regulatory interpretations.

Meeting the needs of a national lender with such a small staff requires the group to be cohesive. Weekly internal meetings identify coming projects and client requests, which in turn help determine staffing needs – both internal and external – and adjustments as may be necessary. “Our ultimate goal is to make the most of what we have,” Buhr says. “Finding efficiencies and levels of support sometimes requires thinking outside the box.”

The PrimeLending legal department also relies on Serengeti Tracker for its case management and internal advisory tracking. All legal matters – whether advice and counsel, contract, litigation, contingent liability reporting or invoicing – are set up in this cloud-based system and managed by Buhr’s executive assistant.

### **Insourcing eDiscovery and Data Processing**

The change that has had the greatest impact on this legal department recently is the decision to bring electronic discovery and processing in house. By setting up internal tools to process subpoena and discovery requests and curbing reliance on outside vendors for collection and processing of e-discovery, Buhr’s department achieves significant savings annually.

How was the change executed? The full-time paralegal and a data forensics manager from the technology department were tasked to serve as administrators of the system provided by Access Data. Under direction from Buhr and parameter guidance from the other attorneys, the paralegal and the manager maintain the system. This process allows the attorneys to review documents and cull relevant data before the final package is sent to outside counsel.

“The attorneys now have the ability to review the documents in-house and flag them before we send them to outside counsel,” Buhr says. “This translates into having to send much less data to analyze at the law firm rate.”

Buhr concedes that the IT support they are able to tap as a national lender makes internalizing this work feasible. For legal departments serving smaller companies, “it may not be possible to shift this type of work internally,” Buhr says. “Yet for us, this support is a great resource that allows us to leverage that tool for the benefit of the company.”

### **Communication Is Key**

Deciding how to meet operational needs requires an ongoing analysis of workload – both existing and projected – as well as available staffing resources and budgets. “The realities of operating with a small team means that you have to prioritize,” Buhr says.

Buhr works to maintain an ongoing dialogue with internal clients or department heads. To ensure her resources are poised and ready to respond, Buhr schedules regular emails and in-person communications to assess what the business units anticipate needing from legal in the next 30, 60 and 90 days. This allows her team to foresee coming needs and ensure that matters are properly



triated through internal staff and vendors. Any time the suspense date is too soon given existing workload, Buhr meets with the requester to understand the specific need.

“Sometimes through this face-to-face communication, you learn that there really is more time,” Buhr says. “We can then reset expectations or talk to them about alternatives, including the cost of sending the matter to external counsel. In this way, we get feedback on their specific needs and preferences.”

A one-page form that elicits key information facilitates the triage process for contracts. Although the attorneys are leads on contracts, the department relies on paralegals to handle routine, recurring contracts with the help of these checklists. The paraprofessionals assemble the specifications and necessary attachments before handing the complete packet to an attorney for review and sign-off. Paralegals are also the go-to’s for subpoenas, the administration of e-discovery in case management systems, and the creation of contract work spaces on the contract management system.

Buhr relies on calendar reminders to help her stay on top of communications. Beyond helping her keep track of weekly meetings with her attorneys, the quarterly meetings with her entire department, and the weekly and quarterly meetings with the executive management team, automatic calendar reminders also ensure that ongoing surveys and monthly/quarterly check-ins happen on schedule. “By putting it on the calendar, I avoid the ‘I’ll do it when I get around to it trap,” she says. “When it’s on the calendar, it happens.”

### **Advice for Small Departments**

For Buhr, regular communication, managing workload and leveraging technologies are essential for maximizing limited resources. “I think the biggest challenge for any small law department is that you probably never have as many folks as you think you need,” she says. “You’re always trying to make sure that you are covering things as best as you can and using as many resources as possible. You’ve got to keep track of everything, even if you are short staffed. Which is why management tools [like Serengeti Tracker] and regular meetings are so important.”

Nothing is more important in managing mission flow than regular meetings and ongoing exchange, Buhr believes. “When you’re a small department, you’ve got to constantly understand what everyone is juggling,” she says. “That’s the only way to identify where you have a little room, where you can push more, what you can move around, where you can reprioritize, and where you can find efficiencies.”

## **G. Focusing on Internal Staff and Technologies to Optimize Service Delivery: Live Nation’s Approach**

Live Nation Entertainment is a concert promotion, ticketing services, and artist management company formed by the merger of Live Nation and Ticketmaster in 2010. Operations are supported by a mid-sized legal department staffed by approximately 30 corporate counsel across all operational departments and globally.

The legal department is a hybrid mix of a corporate law department staffed by attorneys who work for the company as a whole and report to the General Counsel and attorneys who are Division Counsel and report to the division executive with dotted line reporting to the General Counsel. Senior Vice President and Associate General Counsel Richard Patti, who heads the in-house litigation team at Live Nation, shared personnel staffing practices of the legal department.

### **A One-Minute Snapshot of Live Nation’s Internal and Outside Counsel Staffing Practices**

When ACC featured Live Nation’s use of on-demand personnel to increase value and reduce costs in an ACC 2009 Value Practice, the recession and the litigation and electronic discovery environment at the time had prompted the department to incorporate temporary attorneys into the staffing mix. Since then, changes in staffing and technology strategies have led Live Nation to optimize how it leverages internal and external staff. These include:

- Revamped performance achievement and workflow evaluation standards for attorney and non-attorney internal staffing;
- Sharper focus on budgeting for legal matters that are externally staffed, and improved monitoring of external counsel to ensure the right attorneys are working on legal matters at the right price;
- Lessened or eliminated reliance on contract, temporary attorneys with a corresponding increased reliance on paralegals and contract managers.

### **Law Department Hiring and Staffing**

As a general rule, hiring within Live Nation’s legal department is a coordinated process between HR and the business unit that identifies a need for additional legal staff. When that need for added legal staff is identified, the General Counsel receives the matter as a referral. The General Counsel discusses logistics with the requesting entity and also coordinates with finance, consistent with oversight of the law department budget for which he is responsible.

Live Nation does not employ a legal department manager. Instead, the department relies on its corporate and division attorneys to work with the business units, paralegals, and contract administrators within their group as necessary.

When we last spoke with Mr. Patti regarding law department staffing in 2009 for the [ACC Value Practice](#) on utilizing on-demand personnel to reduce costs and increase value, the recession and legal climate had Live Nation relying on part time staff and contract attorneys to help manage workload and costs. Since then, several factors, including reduced class action lawsuits and better leveraging of technology, have enabled the legal department to eliminate its need for these temporary staff and capitalize on a staffing model that relies on both attorneys and non-attorneys.

Today, Live Nation's legal department relies on paralegals, contract managers, and administrative staff to round out legal teams most cost-effectively. Over the last five years, the law department has increased paralegal headcount by approximately 50% to meet an increase in workload cost-effectively. The ratio of attorneys to paralegals is about 2:1. At the same time, legal increased the number of contract managers. These contract manager support internal counsel by assisting the business units with low-level negotiation and finalizing of routine contracts. This expansion has allowed Live Nation's in-house counsel more time to devote to complex matters that require the specialized training of an attorney.

The company has also created several internal attorney positions to meet emerging yet regular demand issues in the areas of sweepstakes and contests, global touring, and, in its Europe legal department, privacy. "The overall increase in staff has been part of a mindful process of considering both costs and whether a matter could be accomplished by a non-attorney," explains Patti. Ultimately, the result was a reduced reliance on outside counsel for certain areas and an eliminated need for temporary attorneys.

### **Ensuring the Work is Performed by the Right Staff**

Over the past five years, the Live Nation law department has become extremely effective in evaluating performance achievement and personnel management of its in-house resources. "To make sure staff members are leveraged in the right way and focused on the right areas, we supervisors regularly evaluate where the workflow is coming from, what our goals are, whether resources are being devoted correctly, and how we are doing overall in accomplishing these goals. We also elicit feedback from the client regarding particular staff members," adds Patti. "We're interested in knowing whether staff members are working in the smartest ways possible."

The legal department is better focused on managing and budgeting for legal matters that are externally staffed than it was even five years ago. "Our present system of requiring more regular reporting from our external counsel and improved overall tracking mechanisms for our litigation matters has helped us achieve greater success by making sure the right attorneys are assigned to a matter and working efficiently, setting correct expectations, and guiding internal and external counsel to work within those expectations so that we can budget more accurately."

### **Trends and Leading Practices**

Live Nation cites a trend of in-sourcing staff to meet the needs of the legal department and the organization as a whole. The law department has hired staff attorneys for discrete transactional areas that come up regularly, including sweepstakes and contests, global touring issues, and privacy issues in Europe, but has decided - for now - against hiring litigators as internal counsel due to the breadth of issues and jurisdictions with which the company can be involved in litigation.

Over the past five years, Live Nation has dropped its use of contract and temporary attorneys for two principal reasons. The first is a better legal climate, especially as pertains to Supreme Court rulings that have reduced the number of class actions. “In the past, these big and serious cases required staffing up to handle document collection, review, and production requirements. Today, these cases are less common for our company, and the large-scale staffing needs of the past are not as prevalent,” explains Patti.

The second reason for the trend toward more in-sourcing stems from changes in technology that have better enabled Live Nation to process discovery in-house. Before licensing its internal discovery platform ([Clearwell](#)) in 2009, Live Nation relied completely on external staffing for e-Discovery, technology, and electronic document processing. Managing this process also required the use of contract attorneys to review the documents. Realizing the cost involved with external staff, the department decided that technology and smarter resource staffing was the solution. Today, a fully customized, implemented Clearwell platform and a trained paralegal to manage the process have made this a smart and cost effective strategy at Live Nation.

## IV. Additional Resources

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ACC Value Challenge: [Legal Process Outsourcing – A Workbook for In-House Counsel](#) (2012)

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## V. Endnotes

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<sup>1</sup> For a useful summary of Cisco Systems Inc.'s Legal Global Center of Excellence, see Transforming In-house Legal Practice with a Global Center of Excellence, Renee Dankner, Legal Executive Leadership Principal and General Counsel, February 2012, <http://www.legalexecutiveleadership.com/wp-content/uploads/LEL-Cisco-Global-Center-of-Excellence-Practices-February-2012-FINAL.pdf>