



909: Moving Up the Ladder: How to Advance within the In-house Profession

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Faculty Biographies

Sara G. Armstrong

Sara G. Armstrong is vice president-legal and assistant general counsel at SunGard Data Systems located in Wayne, Pennsylvania. In addition to law department management, her principle responsibilities include structuring and negotiating acquisitions, software licenses, and service agreements, and other commercial transactions.

Prior to joining SunGard, Ms. Armstrong was an attorney on the merger and acquisition team at Dechert, Price & Rhoades in Philadelphia.

Ms. Armstrong is a summa cum laude graduate of the Wharton School at the University of Pennsylvania, graduate of the Kennedy School of Government at Harvard University, and a graduate of Columbia Law School.

Kathy T. Barlow

Kathy T. Barlow is vice president of Marsh Inc. in Washington, DC. Her responsibilities include all aspects of client management and development in the risk management area for various real estate, legal, and power and utility clients.

Prior to joining Marsh, Ms. Barlow served as general counsel to The Bernstein Companies, a commercial real estate and hospitality company in Washington, DC. While at The Bernstein Companies, Ms. Barlow was responsible for providing counsel in a variety of substantive areas, including real estate transactions, contracts, employment law, franchise law, and various issues affecting the operations of the company's three Consortium Capital equity funds, full service hotels, and commercial real estate holdings.

She currently serves as president of ACC's Washington Metropolitan Chapter, the second largest chapter with over 1000 members.

Ms. Barlow received a BS from Cornell University and is a graduate of the Emory University School of Law.

Barbara K. Eisenberg

Barbara K. Eisenberg is senior vice president, general counsel, and corporate secretary of AnnTaylor Stores Corporation and is a member of its corporate executive committee. She is also responsible for AnnTaylor's human rights compliance program. That program establishes a code of conduct governing all of AnnTaylor's suppliers worldwide and oversees the inspection of facilities to monitor compliance with those standards. Ms. Eisenberg has spearheaded AnnTaylor's corporate governance program, advising its board of directors concerning all aspects of the initiatives implemented by the company.

Prior to joining AnnTaylor, Ms. Eisenberg had been senior vice president, general counsel, and corporate secretary of J. Crew Group, Inc., vice president, associate general counsel, and corporate secretary of Burlington Industries, Inc. and vice president, general counsel, and corporate secretary of Pantasote, Inc. Ms. Eisenberg started her legal career as a corporate associate at the law firm of Kaye, Scholer, Fierman, Hays & Handler.

Ms. Eisenberg is a member of the board of visitors of Columbia Law School. She was president of the Columbia Law School Association from 2000-2002, and a member of its board of directors since 1997. Ms. Eisenberg was also cochair of the Alumnae of Columbia Law School Mentoring Committee. Ms. Eisenberg served as chair of the SEC-Finance Committee of The Corporate Bar and then as director for The Corporate Bar. She is a former member of the information technology law committee of the Association of the Bar of the City of New York, as well as a former member of the securities law committee of the American Society of Corporate Secretaries. She was also a member of the E3 Advisory Board on environmental matters of the American Textile Manufacturers Association.

Ms. Eisenberg graduated from Barnard College, with distinction, and, cum laude, from Columbia Law School. She attended the Burlington Leadership Program at Kenan-Flagler Business School at the University of North Carolina.

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From Lawyer to Business Partner

By Veta T. Richardson

Career Advancement in Corporate Law Departments

THE ROLE OF corporate law departments has evolved from being primarily an intermediary between the company and its law firms to being a full-service legal team involved in every major business decision. Historically, corporate law departments focused on handling routine legal matters while more complex legal issues were managed by outside law firms.

Over the last decade or so, corporate law departments have undergone an evolution. The law department of the 21st century has increasingly aligned its management structure and goals to match the strategic objectives of the corporation. The result has been a more seamless integration of lawyers with the business team.

Veta T. Richardson, "From Lawyer to Business Partner: Career Advancement in Corporate Law Departments," *ACC Docket* 22, no. 2 (February 2004): 70-75.
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Similarly, the role of the general counsel has changed. In a recent survey, CEOs of Fortune 500 companies were solicited regarding their views on the role of the general counsel.¹ All of the respondents agreed that the general counsel must "direct the legal team to outstanding results." Law departments were viewed not as "back-water" service functions, but as critical partners in all business decisions.

General counsel likewise view themselves as part of the senior business team, and the role of their law departments is to facilitate the attainment of business goals within the boundaries of the law. For many attorneys who came in-house from law firms, this role represented a major shift in the way that they looked at practicing law, a shift from being the content expert—providing "pure" legal advice—to articulating the legal context, tradeoffs, and risks for making particular business decisions. The most successful in-house lawyers make the transition from "pure lawyer" to business partner.

CONTINUALLY REASSESS AND CLARIFY YOUR PROFESSIONAL GOALS IN RELATION TO YOUR PERSONAL NEEDS, VALUES, AND PRIORITIES. THEN GO FOR IT WITHOUT REGRET!

In December 2001, the American Corporate Counsel Association ("ACCA") (now known as the Association of Corporate Counsel ("ACC")) published the first national demographic survey of roughly 65,000 attorneys working in corporate law departments. The demographic profile of the ACCA in-house survey is consistent with the overall gender and race composition of the profession: roughly 30 percent of the in-house attorneys are women, and 12.5 percent are people of color. The ACCA survey also indicated, however, that women and

minority attorneys were disproportionately represented in lower-level staff attorney positions. Similarly, a study by Catalyst, Inc., titled *Women in Law: Making the Case*,² found that women working in-house had longer tenure and lower titles than men. A variety of other sources, including the Minority Corporate Counsel Association ("MCCA"), have documented various career obstacles that women and people of color have experienced in corporate law departments.

MCCA

Based in Washington, DC, the Minority Corporate Counsel Association ("MCCA") is a privately funded 501(c)(3) nonprofit association that focuses exclusively on diversity issues in corporate law departments and the law firms that they retain. In addition to publishing a magazine and offering educational programs, MCCA has developed a body of knowledge on diversity best practices and the changing demographics within the in-house counsel community. In-house counsel may obtain a free copy of *From Lawyer to Business Partner* by emailing a request to shawnboynes@mcca.com or visiting www.MCCA.com.

Given the mixed picture of progress for both women and minorities in corporate law departments, MCCA teamed with Catalyst to complete a series of interviews with leading general counsel and conduct focus groups in several geographic areas. The charge was to solicit candid perspectives regarding what it takes for lawyers to move up the corporate ladder. The findings were intended to provide valuable information designed to empower in-house counsel to better manage their careers and pursue their professional objectives, particularly in-house women.

MCCA combined Catalyst's findings with the results of two independent surveys of the views of Fortune 500 CEOs and general counsel. The result is *From Lawyer to Business Partner: Career Advancement in Corporate Law Departments*, a report published by MCCA under its multiyear research initiative, *Creating Pathways to Diversity*.[®] See the sidebar on page 73 for highlights of those findings.

A key finding of *From Lawyer to Business Partner* is that, in order for in-house counsel to develop the leadership currency to advance their careers, they must be willing to take the following actions:

- **Take risks.** Risk-taking forces one to rely upon inner strengths, learn new skills, and broaden experiences. Whether it's taking stretch assignments or a new role in an unfamiliar area of the law/business, learning to work outside of one's comfort zone is a key to leadership. No one ascends to the top by always playing it safe.
- **Take credit.** Recognition of your personal contributions is critical to your visibility within the department and is a key to advancement. For many women, standing in the spotlight to receive praise for contributions is a behavior that is especially uncomfortable. For women who shy away from recognition, preferring instead to let the team take credit (even for their own contribu-

tions), MCCA says, get over it. Within the cultural norms of their departments, women must learn how to toot their own horns.

- **Take stock.** Think about what's important to you and how you define yourself and success. Avoid being influenced by others' definition of success, or you may pursue it in ways that are out of step with who and what you are, and you will end up feeling out of balance. Be clear about your wants/needs, your values, your priorities. Continually reassess and clarify your professional goals in relation to your personal needs, values, and priorities. Then go for it without regret!

The research also found that in-house women in particular were less adept at incorporating the above career strategies. This fact likely contributes to why their careers have not progressed at the pace of those of their male counterparts and why, despite strong representation in-house, women tend to have longer tenure but lower titles.

RESEARCH FINDINGS

In addition to advising that in-house women need to focus more on taking stock, taking risks, and taking credit, several other key findings resulted from research by the Minority Corporate Counsel Association ("MCCA"):¹

- The most common route to the general counsel position has been moving in-house from an associate or partner position in a law firm.
- The primary reasons for moving in-house were to seek better work/life balance, to avoid the business development pressures in a law firm environment, and to have a more active role in the decisions of clients.
- Success in-house comes from understanding the business and functioning as a business partner to clients.
- Unlike in law firms, advancement in-house is not linear but the result of developing relationships with business people across the organization and increasing the sphere of influence through time.
- Risk-taking is a key personal strategy for attorneys seeking to develop their "leadership currency."
- Mentors played an important role in helping attorneys to navigate the corporate environment.
- Although attorneys have more control over their time than in a law firm environment, the changing role of the general counsel results in increased demands on accessibility and time.
- Women were more likely to have made work/life tradeoffs, such as delaying children or marriage, and to reflect on what they had forgone, although both women and men general counsel with children were equally likely to have a stay-at-home spouse.
- Women attorneys working in-house are seeking to create their own definition of success, which includes a meaningful role at home and at work.
- General counsel must be prepared to lead increasingly diverse legal teams, and this diversity entails promoting the inclusion of talented and involved women and minorities from their primary law firms, not simply tokens for client calls.

NOTE

1. Creating Pathways to Diversity®, *From Lawyer to Business Partner: Career Advancement in Corporate Law Departments*, © MCCA, 2005, is available from the MCCA website at www.mcca.com/site/data/researchprograms/RosePathways/index.html or by emailing shawnboynes@mcca.com for a hard copy.

*From this point on . . .
Explore information related to this topic.*

ONLINE:

- ACC's committees, such as the Law Department Management Committee and the Small Law Departments Committee, are excellent knowledge networks and have listservs to join and other benefits. Contact information for ACC committee chairs appears in each issue of the *ACC Docket*, or you can contact Staff Attorney and Committees Manager Jacqueline Windley at 202.293.4103, ext. 314, or windley@acca.com or visit ACCA OnlineSM at www.acca.com/networks/ecommerce.php.
- *Achieving Diversity*, an ACC InfoPAKSM available on ACCA OnlineSM at www.acca.com/infopaks/diversity.html.
- American Intellectual Property Law Education Foundation, at www.acca.com/networks/aiplef.php.
- *Career Options for In-house Counsel*, an ACC InfoPAKSM available on ACCA OnlineSM at www.acca.com/infopaks/caroptions.html.
- *Creating Pathways to Diversity[®], From Lawyer to Business Partner: Career Advancement in Corporate Law Departments*, © MCCA, 2003, a report published by the Minority Corporate Counsel Association ("MCCA") under its multiyear research initiative, *Creating Pathways to Diversity[®]*, available from the MCCA website at www.mcca.com/site/data/researchprograms/RosePathways/index.html or by emailing shawnboynes@mcca.com for a hard copy.
- [DiverseCounsel.Org](http://www.diversecounsel.org/), at www.diversecounsel.org/.
- "Diversity in the Legal Profession," *ACCA Docket* 14, no. 5 (September/October 1996): 32–34, available on ACCA OnlineSM at www.acca.com/protected/pubs/docket/so96/diversity.html.
- *Global Counsel Best Practice Indicators: Finding, Keeping, and Motivating Talent*, at www.practicallaw.com/A34140.
- Heidrick & Struggles International, Inc., and Minority Corporate Counsel Association, "The Fortune 500 CEO Survey on General Counsels" (2000) ("MCCA CEO Survey"), at www.mcca.com/site/data/AboutMCCA/#CEO.
- *Managing Legal Talent*, at www.practicallaw.com/A20920.
- Stacey Mobley, "Priming the Pipeline to Diversity in the Legal Profession," *ACCA Docket* 19, no. 6 (June 2001): 78–89, available on ACCA OnlineSM at www.acca.com/protected/pubs/docket/jj01/prime1.php.
- Peter M. Phillipps, "Small Law Departments Can Achieve Sustainable Diversity," *ACCA Docket* 19, no. 6 (June 2001): 40–57, available on ACCA OnlineSM at www.acca.com/protected/pubs/docket/jj01/achieve1.php.
- *Pipeline to Diversity*, at www.acca.com/practice/diversity.php.
- Gloria Santona, "McDonald's Legal Department Takes Law to the Street," *ACCA Docket* 20, no. 8 (September 2002): 96–105, available on ACCA OnlineSM at www.acca.com/protected/pubs/docket/so02/mcdonalds2.php.

ON PAPER:

- Catalyst, Inc., *Women in Law: Making the Case* (call Catalyst, 212.514.7600, to buy the report).

If you like the resources listed here, visit ACC's Virtual LibrarySM on ACCA OnlineSM at www.acca.com/resources/vl.php. Our library is stocked with information provided by ACC members and others. If you have questions or need assistance in accessing this information, please contact Staff Attorney and Legal Resources Manager Karen Palmer at 202.293.4103, ext. 342, or palmer@acca.com. If you have resources, including redacted documents, that you are willing to share, email electronic documents to Managing Attorney Jim Merklinger at merklinger@acca.com.

For lawyers of color, an additional key finding was the important role that their parents had played as their first and perhaps most influential mentors. Whether their parents had business backgrounds did not really matter. What mattered was that the lawyers of color had their parents to turn to in order to understand and deal with issues of race in society. Interestingly, none of the white women participants talked about having been similarly prepared by their parents regarding gender issues. In fact, many of the women reported feeling sorely ill-prepared to address the challenges that they encountered in the business world and were caught somewhat off-guard by their early brushes with gender stereotyping and discrimination. Thus, for women and people of color, an important lesson is the importance of having a range of mentors to help guide one's professional growth, including how to address the challenges posed by being part of a minority gender or race.

Based upon the above findings and others, MCCA prepared the list in the sidebar on page xx to help minority and women attorneys.

It is an exciting and challenging time for in-house counsel. The job has evolved, and the expectations have changed. These days, the pipeline to general counsel is full of high-potential women and minorities. The goal of MCCA's report is to help all in-house counsel meet their fullest potential by shedding light on what it takes to advance in today's competitive corporate law department and to empower in-house counsel to use this wisdom to define their unique career paths. ■

NOTES

1. Heidrick & Struggles International, Inc., and Minority Corporate Counsel Association, "The Fortune 500 CEO Survey on General Counsels" (2000) ("MCCA CEO Survey"), at www.mcca.com/site/data/AboutMCCA/#CEO.
2. For more than 40 years, Catalyst has served as a leading resource for women business executives. Catalyst, Inc., *Women in Law: Making the Case* (call Catalyst, 212.514.7600, to buy the report). *Creating Pathways to Diversity®*, *From Lawyer to Business Partner: Career Advancement in Corporate Law Departments*, © MCCA, 2003, is available from the MCCA website at www.mcca.com/site/data/researchprograms/RosePathways/index.html or by emailing shawnboynes@mcca.com for a hard copy.

MCCA's TOP 10 RECOMMENDATIONS TO GUIDE THE CAREERS OF IN-HOUSE COUNSEL

1. Develop solid substantive legal ability and develop a reputation for being an outstanding lawyer.
2. Be honest with yourself about your strengths and shortcomings and be clear about your personal and professional priorities.
3. Understand the business of your employer so that you have the ability to identify how you can fill a critical need, contribute additional value, and effectively communicate legal issues to nonlawyer business teams using their language, not your own legal jargon.
4. Be visible within your company and in your industry. In addition to not being shy about discussing your contributions, invest time getting to know your colleagues by developing your relationships with those in the law department, as well as the business units.
5. Don't simply play it safe: take appropriate risks with a view to those that will improve your skill set, demonstrate "out-of-the-box" approaches, and distinguish you as a leader.
6. Cultivate solid mentoring relationships with people who can help you guide your career and who will offer you sage advice.
7. Learn the art of effective time management, prioritizing, and delegating in order to refocus your expenditure of time and resources on value-added work.
8. Develop solid support bases at work and at home to help you maintain a healthy work/life balance that is in keeping with your personal values.
9. Avoid letting others' expectations define your definition of success and don't hesitate to shift your goals or priorities as your own needs and expectations evolve.
10. Develop leadership skills with sensitivity to the fact that the diversity of those whom you lead can be a key asset to your organization but that you must cultivate your ability to manage across differences and build a high-performing team.