



505:Leadership Skills for New General Counsel & Managing Attorneys

N. Cornell Boggs, III
Vice President and General Counsel
Tyco Plastics & Adhesives

Michele Coleman Mayes
Senior Vice President and General Counsel
Pitney Bowes Inc.

Gloria Santona
Executive Vice President, General Counsel & Secretary
McDonald's Corporation

Faculty Biographies

N. Cornell Boggs, III

N. Cornell Boggs, III serves as vice president and general counsel for Tyco Plastics & Adhesives (TP&A) in Princeton, New Jersey, one of five business segments of Tyco International (US), Inc. Mr. Boggs is responsible for the overall legal operations within the segment, including corporate and commercial law, intellectual property, human resource law, environmental law, and litigation.

Prior to Tyco, Mr. Boggs served as Americas regional counsel for Intel Corporation in Folsom, California, where he was the group counsel and legal manager for Intel's Americas sales and marketing organization. Prior to Intel, Mr. Boggs served as associate general counsel for Anheuser-Busch Companies, Inc. based in St. Louis, where he worked in the corporate and commercial law group and the marketing, distribution, and antitrust law group. Mr. Boggs also worked as an in-house attorney at the Monsanto Company, where he worked for the corporate legal group and the chemical company operating division. Prior to Monsanto, Mr. Boggs served as a trial attorney for the U.S. Department of Justice in Washington, DC, where he was an Attorney's General Honor Program hire in the Civil Division, Torts Branch, Environmental and Occupational Disease Section. Prior to his work at the DOJ, Mr. Boggs was a Judicial Clerk for the Honorable William G. Conover, Court of Appeals of Indiana in Indianapolis.

In 1999, he was awarded the Valparaiso University Law School's Alumni Service award and in 2000, he was awarded the University's Alumni Service Award. He currently serves on the School of Law National Council (board of trustees). Mr. Boggs is also a member of the board of directors of the Minority Corporate Counsel Association and he is past cochairman of ACC's Law Department Management Committee.

Mr. Boggs is a graduate of Valparaiso University and the Valparaiso University School of Law.

Michele Coleman Mayes

Michele Coleman Mayes is senior vice president and general counsel of Pitney Bowes in Stamford, Connecticut.

Previously, Ms. Mayes served in the U.S. Department of Justice as assistant United States attorney in Detroit and Brooklyn, eventually assuming the role of chief of the civil division in Detroit. She entered the corporate sector as managing attorney of Burroughs Corporation. Her career continued to evolve as Burroughs and Sperry Corporation merged creating Unisys Corporation, for which she was appointed staff vice president and associate general counsel for worldwide litigation. She later joined Colgate-Palmolive Company as vice president and associate general counsel U.S. Her last position at Colgate-Palmolive Company, before leaving for Pitney Bowes, was vice president, legal and assistant secretary, and elected a corporate officer.

She joined the board of Legal Momentum and was elected chair. She also is a member of the ABA, where she formerly served as cochair of the arbitration committee and a member of the commission on women in the profession. Ms. Mayes received the Margaret Bret Award from the ABA commission on women in the profession and the Trailblazer Award from the Minority Corporate

Counsel Association. In the November 2003 edition of *Black Enterprise*, she was identified as one of America's top black lawyers.

Ms. Mayes received her BA from the University of Michigan and her JD from the University of Michigan Law School.

Gloria Santona

Gloria Santona is executive vice president, general counsel, and secretary of McDonald's Corporation in Oak Brook, Illinois. She is also a member of the company's senior management team. In her capacity as general counsel, Ms. Santona provides oversight to McDonald's global legal function, which includes 73 lawyers in the United States and 60 lawyers in 19 countries around the world. She is responsible for all aspects of legal compliance and policy for the global enterprise. Ms. Santona also serves as secretary to the board of directors and, in that capacity, provides advice and counsel regarding matters of corporate governance. She has held positions of increasing responsibility in the company's legal department, since graduating from law school.

Ms. Santona is a member of the American and Chicago Bar Associations and a member of the boards of directors of Aon Corporation, ACC, and the Minority Corporate Counsel Association. She serves on the board of trustees of Rush University Medical Center. She is a former member of the board of directors of the American Society of Corporate Secretaries and currently serves as a member of its audit committee. Ms. Santona was formerly chair of the corporate board of advisors of the National Hispana Leadership Institute.

Ms. Santona graduated with a BS from Michigan State University and is a cum laude graduate of the University of Michigan Law School.



Session 505
**Leadership Skills for New General
Counsel and Managing Attorneys**

Gloria Santona
Executive Vice President and General Counsel
McDonald's Corporation

ACC's 2004 Annual Meeting: The New Face of In-house Counsel

October 25-27, Sheraton Chicago

The in-house bar association.™



Leadership Skills

- Defining the role of the General Counsel
- Mastering the business
- Leading the legal function
- Communicating with senior management and the board of directors

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Defining the Role of the General Counsel

- Legal Department Leader
- Resource for Legal and Regulatory Issues
- Corporate “Gatekeeper”
- Risk Manager
- Advisor to Senior Management
- Strategic Business Partner

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Legal Department Leader

- Create departmental strategy and align with corporate strategy
- Recruit, develop and retain legal talent
- Monitor effectiveness of department's operations
- Communicate
 - To the department
 - To senior management

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Legal Resource

- Perform legal work and provide legal advice to senior management
- Discern trends in the legal and regulatory environment and devise company-specific solutions
- Establish legal policy
- Manage outside counsel

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Corporate “Gatekeeper”

- Ensure company’s legal and regulatory compliance
- Participate on corporate disclosure committee
- Fulfill Sarbanes-Oxley obligations
- Ensure that the board of directors has the “right” information to operate effectively

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Risk Manager

- Manage risks
 - Risk Assessment
 - Establishment of appropriate policies
 - Contingency planning
- Manage crises
 - Investigations -- internal and governmental
 - Communications
 - Internal -- with employees and the board of directors
 - External -- with shareholders, the government and the public

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Senior Management Advisor

- Advisor to senior managers
 - Transactions
 - Litigation
 - Governmental inquiries/investigations
- Legal advisor to the board of directors
 - Corporate governance policies
 - Board and committee self-evaluation
 - Legal risks
 - Compliance programs and policies

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Strategic Business Partner

- Member of executive management
- Participant in strategic planning
- Leader of cross-functional initiatives and/or departments

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Mastering the Business

- Review key documents
- Interview key executives, both functional and business unit leaders
- Establish clear expectations with the CEO and key clients
- Develop relationships with peers and key stakeholders

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Key Documents

- About the business --
 - Mission statement and strategic plan
 - Organization charts
 - Financial statements
 - Business unit reports
 - Public filings
 - Analyst reports
 - Recent media reports
 - Industry reports
 - Standards of business conduct

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Key Documents

- About the legal environment --
 - Company charter and by-laws
 - Corporate governance policies
 - Board and committee minutes
 - Key policies
 - Applicable governmental regulations
 - Litigation portfolio
 - SEC reports (proxy statement, 10-K, 10-Q's, 8-K's)

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Executive Interviews

- CEO and Business Unit Heads
 - Strategic objectives
 - Current business plan
 - Challenges and opportunities for the business
- Functional Unit Heads
 - Departmental priorities and concerns
- All
 - What are your expectations regarding legal support?

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Leading the Legal Function

- Define legal department services
 - Align department strategy and mission with business strategy and legal needs
 - Determine core competencies of the department
 - Outsource strategically
 - Identify and address changing needs
 - Solicit client feedback

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Leading the Legal Function

- Manage talent
 - Promote positive relations with staff
 - Seek input
 - Clearly communicate expectations
 - Foster diversity
 - Diagnose available skill sets; identify gaps; and hire appropriately or provide training
 - Establish performance evaluation systems
 - Create career paths and development plans
 - Develop appropriate compensation plans

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Leading the Legal Function

- Manage costs
 - Overhead/inside counsel
 - Outside counsel
 - Settlements and damages
- Measure performance
 - Qualitative
 - Quantitative
 - Budget
 - Peer benchmarking on key metrics

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Advising Senior Management and the Board of Directors

- Provide clear, objective advice based on fact
- Consider the business context

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Recommended Reading

- The Corporate Executive's Guide to the Role of the General Counsel, Steven J. Friedman and C. Evan Stewart, ACCA Docket, May 2000
- 250 Things (and Counting) That I'm Glad I Knew -- Or Wish I'd Known -- during My First Year as General Counsel, D.C. Toedt III and Robert R. Robinson, ACCA Docket, November/December 2001
- A Company's First General Counsel InfoPAK,

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