

CORPORATE COUNSEL NEWS

Spring 2024

Virginia State Bar Corporate Counsel Section

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MESSAGE FROM THE CHAIR

As the chair of the Corporate Counsel Section of the Virginia State Bar, it's my pleasure to welcome you to the latest edition of our newsletter. With every release, we strive to provide you with engaging content. So, without further ado, let's dive into what we have in store for you this time around.

First up, we have an article from Jessica Lehman that promises to be a real courtroom thriller. Jessica will be sharing her insights on coaching high school mock trial teams and how it ties into finding career fulfillment. Who knew that arguing hypothetical cases with teenagers could be so rewarding? We can't wait to hear all about it!

Next, prepare to be wowed by our exclusive interview/profile of Booz Allen's corporate secretary. Ever wondered what goes on behind the scenes at one of the top firms in the country? Well, wonder no more as we delve into the life of the corporate secretariat, where board meetings and minute-taking reign supreme, among quite a lot of other things!

But wait, there's more! Stephanie J. Gilliard, Sr. Counsel, Philanthropy & Corp. Secretary at Intuitive Foundation (and former Chair of the Section) is here to extoll the virtues of continuing education of all types for in-house attorneys—not just traditional CLEs. The article idea came like a bolt of lightning, so sit up and pay attention to this one!

Now, let's take a moment to appreciate the weird and wonderful world of law with our "did you know" section. Get ready to be surprised, amused, and possibly slightly concerned by some of the oddball Virginia and Federal laws that are still on the books. Remember folks, ignorance of the law is no excuse, especially when it comes to avoiding these bizarre legal pitfalls!

And last but certainly not least, we have several "advertisements" for you to peruse. The upcoming VSB Annual Meeting (May 29 – June 1, 2024, in Virginia Beach), the Corporate Counsel Award for graduating law students, and invitations to join the Section or contribute to the newsletter—there's something here for everyone. So, don't be shy and get involved with the Corporate Counsel Section. If you are attending the VSB Annual Meeting, please look for me and other members of the Section. We will



Frank Lynch

Chair
VSB Corporate Counsel
Section



have our Section Lunch and Section Annual Meeting at the Atlantic on Pacific on Friday, May 31 at 11:45 a.m. Please make plans to attend.

So, there you have it, folks. Another jam-packed edition of our newsletter, guaranteed to inform, entertain, and maybe even elicit a chuckle or two. As always, we value your feedback and suggestions, so please don't hesitate to reach out and let us know what you think.

How Coaching Mock Trial Enriched My Own Career Journey

By Jessica R. Lehman, Esq.

I read recently that one of the most effective forms of self-care is revisiting something you passionately enjoyed doing when you were younger. For those of us who are innately sentimental this may be true, but advancing a career as a corporate counsel can be all-consuming and leave little opportunity for personal projects. While becoming a corporate counsel has fully aligned with my own definition of success and job satisfaction, last fall I recognized I was in danger of losing some of the spark that carried me. The fire that drove me first as a law student, then through the bar exam, and then through a ten-year career as in-house counsel, was still there—admittedly dimmer than before, but not gone.

I was nostalgic for the passion and energy I had in law school, most of which came from being on my law school's mock trial team. I missed the feeling of being part of a competitive team simply for the joy of it. A quick web search revealed Virginia actually has a thriving high school mock trial community through a competition held by the Virginia Law-Related Education Institute. Inspired, I contacted my local high school, West Springfield High School, and inquired about being a coach for their existing mock trial team. To my delight, after undergoing the required background checks I was invited to coach the team.

On the first day of practice I met a senior named John Lock, 18, who served as the de facto team captain. John is, without a doubt, an impressive individual. In addition to leading the mock trial team, John also serves as the Boy Scout Honor

Society's head of community service for Fairfax County and Washington, D.C. He will be attending the Walsh School of Foreign Service at Georgetown University next fall.

John immediately reminded me of any motivated law student in his preparedness, competitiveness, and existing knowledge of trial advocacy. He was able to articulate so precisely the aspects of mock trial that most lawyers-in-training find so enticing - finding the pulse, or theme, of the case, and then fitting the questioning of each witness into a narrative that decidedly resonates with both the judges and audience.

The entire team's dedication and enthusiasm for operating the club, honing their technical skills, and engaging with the case material, made it easy for me to commit to a 5-month practice schedule. After each practice, I always felt reignited—simply put, I remembered that studying law for the first time should be *exciting*.

For 5 months, with support from the team's leadership, I coached the team on all the things law students tend to soak up—the elements of negligence, burdens of proof and legal standards, questioning witnesses, making objections, rules of evidence, and opening and closing statements. The team's progress was truly impressive and inspiring; it was incredible to witness the students uncovering the depths of their own talent. Perhaps the most telling demonstration of their dedication to the team was the club's perfect attendance for an 8am Sunday morning practice a few days before the competition.

On the day of the competition, West Springfield High School gave their best performance yet. Moreover, the effort and commitment I saw from each and every high school competing that day was simply awe-inspiring.

In-house attorneys tend to have wonderful, engaging, fulfilling legal careers—but there are parts of any role that will lose some of the initial novelty. Mentoring aspiring lawyers is a perfect opportunity to re-experience some of the excitement and enthusiasm and even frustration of learning legal skills for the first time. To live vicariously

through these unbelievably hardworking students was to reignite my own joy.

Further, it caused me to reflect back on my own career journey, and recognize how far I had come since I was learning trial advocacy for the first time. It had been a while since I examined my own journey from high school senior, so much like John and already planning my legal career, to my current role today.

Corporate counsel can truly enrich their career journeys by revisiting their origins—and getting involved in mock trial is an excellent way to do so, whether as a coach, a guest coach, or as a

competition judge. The experience offered me the irresistible nostalgia of being a passionate law student as well as the opportunity to appreciate all the pitstops and speed bumps in my personal career journey. My 18-year-old self as a high school senior would be very approving.



Jessica R. Lehman, Esq.
Government Contracts Counsel
Public Sector
Verizon



Registration is still open for the 2024 Virginia State Bar Annual Meeting in beautiful Virginia Beach. View registration information, the schedule of events and more on the [Annual Meeting website](#).

Your Corporate Counsel Section is hosting lunch for section members on **Friday, May 31**, at [The Atlantic](#) restaurant at **11:45 a.m.** At this lunch meeting, section members will vote on the slate of board members for the 2024-2025 bar year. RSVP for the luncheon by selecting it during registration for the Annual Meeting.

Interview with Jacob D. Bernstein of Booz Allen Hamilton

By Peter V. Hilton, Esq.

In-house counsel are generalists by necessity, but just as importantly, they have to recognize when to seek assistance from outside counsel. To dig into this unique role, Board member Peter Hilton recently sat down with Jacob D. Bernstein, Vice President, Deputy General Counsel, and Secretary of Booz Allen Hamilton (NYSE: BAH). Peter and Jacob were colleagues earlier in their careers in the former Northern Virginia office of Morrison & Foerster LLP and share the experience of moving from an M&A and securities practice into in-house roles.

- 1. *The law firm to in-house pipeline is a tale as old as time, but what attracted you to in-house practice?*** Working on multi-billion-dollar M&A transactions had its own brand of excitement, but the time I spent at law firms working as “outside general counsel” for smaller clients sparked the most excitement for me. I was able to address legal issues without all the extra “law firm” layers, based on a more intimate understanding of my clients’ business goals. I realized that facilitating the business goals of my clients supercharged my legal role, making it much more interesting and fulfilling. I suspected that I would receive that same fulfillment, but at a larger scale, if I transitioned to an in-house role. This has proved to be true. After eight years at Booz Allen, I continue to be energized by working in close partnership with our business side. I thrive on the dynamic, collaborative environment that Booz Allen promotes. And, by taking time to understand the business context for legal questions, I am able to avoid giving overly conservative legal advice. The excitement of new challenges makes me feel *almost* like Warren Buffet, who famously said that he “tap dances to work” each morning.
- 2. *How has your role changed in your 8 years at Booz Allen?*** It has grown – a lot! I joined Booz Allen to lead the emergent M&A practice area within the legal

department. My portfolio quickly expanded in new and exciting ways. I have continued to grow the M&A practice area to better support business needs, but I also took on the Corporate Secretary role and helped Booz Allen transition from being majority-owned by a private equity firm to an independent public company. My team and I also stood up a formal Environmental, Social, Governance (ESG) function with external reporting (check us out at www.boozallen.com/esg). Most recently, the team has expanded to include broad support of our commercial business. All-in, my team now comprises approximately 20 talented professionals. It’s been a wild ride, and I’m extremely proud of each and every person on the team.

- 3. *What did you find were the most unexpected elements of the transition from a law firm to being an in-house attorney?*** While outside counsel technically bills by the hour, the common joke is that outside counsel is paid by the word. There is good reason for this— when the clock is running between a company and outside counsel, the clients want to hear what the outside counsel has to say. I quickly learned, however, that being a trusted in-house attorney requires far more listening than talking. Asking the right questions—and truly listening to those answers—is the foundation of everything I do. Similarly, my job requires a steady exercise of judgement that was unexpected but has become one of the most gratifying parts of my job.
- 4. *You (more senior) and I (less senior) are evidence that it’s possible to move in-house from a law firm at different points in a career. What do you see as the pros and cons of when you made your move—or, put another way, any advice for aspiring in-house counsel?*** I left private practice and moved to Booz Allen after 15 years, which is longer than the typical 5-10 year law firm stint. That strong legal foundation paid off for me in many ways. I came to Booz Allen with a base of knowledge, diverse legal experience, and – let’s be honest – an ability

to work under extreme pressure, which together enabled me to quickly adapt to my new role. As I began to work closely with senior executives and the Booz Allen board of directors, I was grateful for my time at the law firm in helping me to develop credibility and executive presence. On the other hand, there are diminishing returns from waiting longer than necessary. Many companies want to mold younger attorneys. In retrospect, I probably could have made the transition several years earlier.

Regardless, I would encourage any aspiring in-house counsel to be intentional in developing their business knowledge. It's easy to get swamped by law firm requirements and stressors, but anyone who wants to go in-house should strive to learn about their clients' business needs and take opportunities to learn about other areas of the law that are relevant to in-house counsel.

5. *Tell me a little about how you think about corporate governance—why is it important, how do you communicate that to non-legal/non-governance stakeholders, etc.?*

It's not just subsidiary management, is it?

My approach is that the core responsibility of the Corporate Secretary is to help enable the board of directors to successfully discharge its fiduciary duties to the company. The goal is to get ahead of emerging issues and best practices so the board doesn't have to ask. But there is also a slightly less-glamorous side of the job: corporate housekeeping. You mentioned subsidiary management – subsidiaries generally have relatively simple governance compared to a public company parent. But when there are dozens (or even hundreds) of them, making sure the subsidiaries remain in good standing and that the enterprise is respecting the corporate formalities is an important part of the Corporate Secretary's job, too.

6. *What is an area of the law that you've found to be surprisingly applicable to your practice?* Being attuned to litigation risk has become increasingly important to my

practice. For example, when we agreed to acquire EverWatch for \$440 million in 2022, we didn't expect the Department of Justice to file a civil antitrust lawsuit in federal court to block the merger from happening. As an M&A lawyer, being part of the fight to close a transaction was a first for me, but winning that lawsuit and being able to close the deal was incredibly rewarding. Thankfully, I don't have to be the litigator to ensure that we are appropriately considering litigation risk.

7. *How did you develop your knowledge and skills in that or other areas?* Whether in litigation or in other areas in which I am not an expert, I have learned a great deal by partnering with skilled outside counsel. Additionally, I frequently seek the advice of both colleagues at my company and at other companies who have dealt with similar issues. Staying in touch with other in-house lawyers has been extremely valuable for me, and I recommend that young in-house lawyers make it a priority to build those peer relationships.

8. *In particular, and setting aside expense, what do you look for in an external law firm?* I am looking for a true partnership. It is important that a law firm takes the time to understand Booz Allen's business and our unique needs. I am willing to be patient in developing this relationship organically over the course of several engagements—in my experience, this is the best way to ensure that we are developing the right team for any particular need. You can't assume that it will happen automatically — law firms have internal politics just like any other business. I am less concerned with expense and more focused on overall value. Where the relationship is a partnership, you tend to get exponentially more value.

9. *More generally, what do you admire in the best practitioners you've gotten to work with?* My dedication to learning about the business side came in large part from watching my former (now retired) boss at my old law firm, who had a long list of loyal

clients. They loved him because he effectively functioned as an investor in their business – truly understanding their objectives from the inside out and framing his legal advice accordingly. On numerous occasions, I saw clients represented by firms opposite him switch counsel after the transaction closed. I’ve tried to emulate his business-forward approach. It’s gratifying and much easier to do in the in-house setting!

10. And to close it out, how do external professional commitments and commitments to diversity fit into your practice? I serve on the advisory committee and as Treasurer of the Society for Corporate Governance—Mid-Atlantic Chapter, which I have found to be incredibly rewarding. I am active at Society events and am a frequent speaker on matters relevant to in-house lawyers (at Society and non-Society events). I recommend that all in-house lawyers join and become active in at least one group or association relevant to their practice area. You get out what you put

in....so put in a lot! On the diversity point, the leaders of Booz Allen’s Legal, Ethics & Compliance department made a commitment a number of years ago to become a “Mansfield-certified” legal department, which we did. The department is also committed to the practice of considering a diverse slate of candidates for new roles and for promotions, and there is no question that our diverse employees are one of our strengths.



*Jacob D. Bernstein
Deputy General Counsel & Secretary
Booz Allen Hamilton*



*Peter V. Hilton, Interviewer
Associate General Counsel
Air Transport Services Group*



The **CORPORATE COUNSEL AWARD**

Planning to take the Virginia Bar Exam and aiming for a career as in-house counsel?

The Virginia State Bar’s Corporate Counsel Section wants to support law students and future lawyers in Virginia with an award to relieve some financial pressure at the beginning of their career. To that end, for each Virginia Bar Exam (February and July), one successful applicant will receive **an award of \$3,000.00**, intended to defray such early career expenses as the application fees for the Virginia Bar Exam, bar preparation courses or materials, and the first year’s bar dues.

The selection of a winner is determined by a reviewing committee of the Section solely on the basis of a 300 word (or less) essay that answers the following question:

“Presuming you have landed your ideal in-house corporate legal job, how do you now improve the practice of law in Virginia?”

Essays should be submitted, along with the applicant’s name and contact information, via email to vsbsections@vsb.org, by the application deadline set by Virginia Board of Bar Examiners for the exam for which the applicant is sitting (**December 15 for the February 2025 Virginia Bar Exam**). Please include “Corporate Counsel Award” in the subject line. A winner will be announced in the same month as the exam.

Continuing Education for In-House Attorneys – it is not just about CLEs

By Stephanie J. Gilliard, Esq.

I vividly recall the relief I felt after each milestone graduation...High School Diploma – done! Just four more years at college. Bachelor’s Degree – done! Just three more years at law school. Juris Doctor – Done! Just two more months enrolled in a bar review course. Bar Passed – I AM DONE WITH COURSEWORK! Yay!! In the words of the “Sponge Bob Square Pants” narrator, “Three hours later,” I learned that all active attorneys are required to complete “X” number of Continuing Legal Education (CLE) credit hours per year.

Noooooooo!!!! More coursework?!! I thought I was done.

Well, it has been over 20 years since I was admitted to the Bar and I have now completed hundreds of CLE hours and still counting. Admittedly, a majority of courses were attended to remain compliant with the MCLE reporting requirement. As a result, I did not retain or use the information, and I never reviewed the materials after the course was completed. It was simply a means to an end.

To be clear, I completely understand the need to attend CLE for changes in the law and emerging trends that cannot be ignored. However, as an in-house attorney, our success is also tied to:

- learning our particular industry (and keeping up with the applicable laws and trends),
- obtaining leadership and management training as we often end up managing legal and non-legal employees,
- sharpening skills in personal development areas such as emotional intelligence, time management, and project management, and
- strengthening select compliance skills related to conducting internal investigations and training all employees (especially people leaders) on how to prevent EEOC complaints.

In-house counsel are highly valued team members. However, if they just focus on keeping up with

developments in the law, they are inevitably creating a gap in their value offering.

Boosting up skills in other areas will allow in-house counsel to pragmatically expand their role to meet additional business needs for the company. In fact, increasing areas of responsibility is not a new concept for in-house counsel. What often does not accompany the expansion is proper training. In-house counsel should thoughtfully evaluate their “toolbox” to see if they have everything they need for optimal performance if and when they are called upon to handle other responsibilities.

Here are several ways to enhance your education outside of traditional CLEs:

- attend industry-related seminars, conferences, and join related trade associations;
- engage in international travel (and regional if you have never left your coast) as it will aid in learning local customs and help to provide additional context for cross-border matters, and ultimately lead to better representation for your client;
- join more than one bar association, as many are niche and you will easily diversify your legal contacts and receive relevant and timely information on a daily basis via newsletters and other briefings; and
- attend a variety of webinars that focus on leadership and presentation skills, emotional intelligence, and mindfulness, etc.

In closing, in-house counsel roles are generally broader than other types of attorneys. Therefore, it is imperative that our education resources are just as broad.



Stephanie J. Gilliard, Esq.
Immediate Past Chair,
VSB Corporate Counsel Section
Stephanie.Gilliard@intusurg.com

Did You Know?

- The once-a-decade human census is far from the only census conducted by the federal government. 7 USC 2204g authorizes the Secretary of Agriculture to conduct a census of agriculture every 5 years. The ag census has documented things like the rise and fall of elk, emu, llama, and ostrich cultivation in the US. For the data, go here: <https://www.nass.usda.gov/AgCensus/>
- We all know to turn on or off our laptops once our airplane crosses 10,000 feet (going up or down, respectively), but there's a lot more to it than that. 14 CFR 121.542, the so-called "Sterile Cockpit Rule," expressly prohibits any flight crewmembers from performing any duties below 10,000 feet other than those "required for the safe operation of the aircraft." Suddenly, the crew's polite refusal to serve you that one final cran-apple juice makes a whole lot of sense (if it didn't already).
- Code of Virginia §5.1-17 makes it unlawful to hunt, pursue, or kill any bird or animal while in flight in an aircraft, punishable as a misdemeanor. If you can figure out how to fly without an aircraft, then using that to go hunting seems to be a squandering of your talents.

Looking to get published in a judgement-free publication?

Contribute to the next newsletter! The editors are seeking weird and wacky laws for the 'Did You Know' section (don't forget your citation!), leads on potential interviews, or responses to the following prompt: ***Face, meet palm: lawyers are consummate fixers, and sometimes we have to fix our own gaffes. Tell us your mistakes that you can laugh about now!*** Send submissions to mrалston@vsb.org.

To get involved with the section, consider volunteering by serving on one of [these committees](#). Know someone who should be a section member? Invite them to join. They can simply sign in to their Member Portal from the top right corner of any VSB webpage to join any VSB section through their [Member Participation tab](#).

Corporate Counsel Section Board of Governors 2023-2024

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