

CORPORATE COUNSEL NEWS

Spring 2021

Virginia State Bar Corporate Counsel Section

IN THIS ISSUE:

Making a Silent Practice More Audible: Creating relevance in low-profile in-house counsel roles

Helen M. Hart, Esq.

Message from the Chair

David Newsome, Jr., Esq.

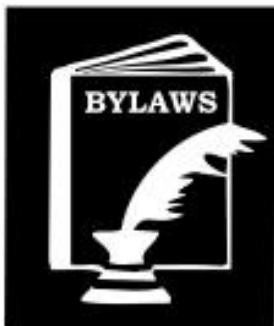
VSBA Annual Meeting

Corporate Counsel Award

A Dog, a Kid, and Some Perspective

Peter V. Hilton, Esq.

Board of Governors & Their Haikus



Making a Silent Practice More Audible: Creating relevance in low-profile in-house counsel roles

By Helen M. Hart, Esq.

Some in-house functional areas are consistently on the minds and in the emails of upper-level management at their companies. Those often seem to be the roles that provide paths to accolades and advancement. Many in-house counsel functions, though, involve subject areas that are traditionally seen as cost centers or that are consistently operating under the corporate radar. Those lawyers likely are high functioning, extremely capable and efficient lawyers for whom advancement opportunities may be overlooked because management just may not see them or sees them as an expert in the one functional area only. How do those more specialized lawyers enhance and raise their profile to highlight their value, demonstrate their depth of knowledge, and exhibit their ability to pivot and diversify subject areas?

I'd like to start this commentary with a note on what it is not. This commentary does not question the creation of *value*. There is undoubtedly value in the functions and subject areas within companies' legal departments that are not the "sexy," high profile, board-inquiry type topics. Sometimes, one of the biggest values in those low-profile functional areas is keeping the issues out of the boardroom or maintaining that low profile. Sometimes, high profile means things have happened that may not be that great for the company, involving work that creates a lot of attention. Sometimes, though, high profile means driven by corporate or department initiatives and important to the forward-looking success of a company.

And that brings us back to what this commentary is about: how do we as lawyers highlight our relevance and value in the legal department and in furthering the company's goals and initiatives when our primary portfolio or functional area is not one of the "matinee issues" that gets significant or consistent high-level attention?

Like me, many of us grew up in relative meritocracies and we have an inherent tendency to believe that if we just put our head down and keep doing "our job" and doing it well, great things will happen. The big meritocracy will correct everything. The reality, though, is that is not how it works in today's corporate world. We find ourselves competing against some colleagues that have absolutely no problem touting themselves and vocally demonstrating their work and their worth (some, early and often and sometimes taking credit for others' work, but that's a different conversation altogether). While we all will end

Continued after Chair's Message



David Newsome, Jr.
Chair
VSB Corporate Counsel Section
2020-2021

MESSAGE FROM THE CHAIR

My term as your Chair of the Corporate Counsel Section is over. It has been my honor and privilege to serve all of you this past year. As I reflect back over the year, there is, unsurprisingly, one overarching theme for the entire year: COVID. Unfortunately, it has been my rather dubious distinction to be the first, and let's hope the last, Chair of the section whose entire term was served during the COVID lockdown. As a consequence of COVID, all board activities were virtual. There were no live networking events, no live seminars, no live board meetings. COVID restrictions notwithstanding, I can wholeheartedly aver that the Board had an extremely successful and productive year. We kicked off the year in July 2020 by creating a number of committees that permitted us to best serve the section. We established a CLE Committee, which hosted a number of successful webinars; a Corporate Counsel Award's Committee, which will oversee the application and selection process of two \$3,000.00 awards to law students to offset expenses such as the bar exam application, bar preparatory courses or materials, and the first year VSB membership dues; a Corporate Counsel Rule Change

Committee that is looking into the impact of rule changes on section members; a Newsletter Committee; a Mentoring Program; and a Networking Committee. Of course, the crown jewel, the Law Schools Panel Committees, found a way to continue to engage with law students in a virtual atmosphere throughout the state. There was one fundamental goal of each committee: to serve you, the section member. A secondary goal, from my perspective as Chair, was to ensure that every board member was actively involved in board business. Both goals, I can truly say, were achieved.

Now, about this edition of the newsletter. You will see that it has somewhat of a different flavor than previous editions. Instead of legal articles and analyses, I wanted to hear how you were impacted by COVID. I wanted to hear how you adapted this past year. Did you experience change in your workplace, your career, your family? To this end, the theme for this Summer Edition of the newsletter is ***Section Members, What Do You Want to Say?*** Helen Hart's article, *Making a Silent Practice More Audible: Creating relevance in low-profile in-house counsel roles*, discusses how corporate counsel can identify their value. Peter Hilton's article, *A Dog, a Kid, and Some Perspective*, encourages us to find the funny and the good and to use it in our profession. Lastly, just to show you how talented your Governors are, we have included a few Haikus, created by board members, for your reading pleasure. A Haiku, if you don't know (and I didn't) is a type of short form poetry originally from Japan that generally consists of three phases.

So, farewell, section members. I wish you success, I wish you safety, and I truly wish you the very best.

Continued from first page

up competing against those internal colleagues from time to time, I would argue that the bigger issue is that we often are competing against ourselves and our tendency to believe that what we're doing is "just our job." We often tell ourselves that because it's part of the job, we're doing nothing special that needs to be touted. Where there's an issue, we'll just deal with it and move on. After all, that's what we were hired to do, right?

Well, yes and no.

Yes, it is our job to do what needs to be done. But no, it does not serve us, our subordinates, our coworkers, or the company to do so silently and without appropriate accolades. After all, every piece of the puzzle contributes to the whole; you cannot create the entire picture without all those pieces, regardless of how seemingly small they may

be. So how do we illustrate our relevance and direct impact on corporate value when that does not come naturally? What should we focus on?

I'll sidebar here to bring up a true story. We recently had a parent-teacher conference for my 3rd grader. Mr. P, his teacher, mentioned that my son – who is new to the district and transferred into this class mid-year because of his first teacher's maternity leave – for quite some time would sit in class, quiet and aloof.

Mr. P said he knew my son was paying attention and understood the material because when asked directly, he would consistently know the right answer. Mr. P observed that my son would voluntarily speak up when he had an important point to contribute to the conversation and that when he did speak up, his insights were important and impressive. In all prior parent-teacher conferences in our old school, this child's teachers consistently mentioned that he doesn't participate in class as much as some of the other kids and suggested we do something to change that. As did Mr. P, they stated that it was evident he was following along, but they'd like him to voluntarily participate more. Mr. P's discussion was the first time I heard from a teacher what I knew as a parent: my son is the "talk when I have something worthwhile to say" kind of kid.

I'm not telling this story to brag about my kid (but I will if anyone wants to listen). Rather, it was an enlightening conversation from a bigger picture perspective. In part because Mr. P recognized my son's personality for what it is and has been nurturing that, which is a skill that supervisors and leaders should strive to gain, but also from a bigger picture perspective: it became glaringly clear that this type of behavior has advantages and disadvantages. As Mr. P observed, when my son talked, everyone listened – even and especially the teacher. Because what he said added value. The performance management downfall, though, as demonstrated by conferences with prior teachers, is that the assumption is he's just not participating or involved – and the assumption could be that he just didn't know or didn't care.

When you translate that to the corporate world, and a corporate legal department in particular, the tendency to speak only when you think you have something of value to add similarly could be a benefit or detriment. The key is to determine when you add value. And as I started this commentary, it is likely more often than you realize. There is no doubt you do add value, but how do you pull yourself out of the "just doing my job" mantra to recognize what that value is? I suggest the solution involves a three-legged stool.

1. Identify your value.

The first leg of that stool is to take a look at what you're doing now. Fully. And from a customer's/internal client's perspective. Are you doing work that assists decision makers within the corporation? Consider what the company's and department's goals and objectives are and evaluate what you're doing to advance those. Are you as a lawyer developing the really big customer opportunities or finding a new product? Unlikely. And if it's any comfort, that's not what your job is; other people were hired to do those things. Are you supporting that customer opportunity and/or new product development? Absolutely. Lean into those activities. And recognize that they are very valuable. Remember that your legal and strategy advice as in-house counsel likely is instrumental to getting those objectives completed in a manner that is most beneficial to the company and works from a legal standpoint.

Also, when you're in a meeting, you likely do not hesitate to speak up and discuss issues and strategize with your colleagues and internal clients. While admittedly you likely consider this "just" a part of your job, it is an extremely valuable skill and function. You as a lawyer bring a different perspective to those discussions, one that includes experience and expertise in, among other things, compliance, litigation risk, and, importantly, connections to other parts of the company to which you have exposure but others in the room may not. The clients need this perspective and typically find it very valuable (unless you're the one that always says no to everything – then you may have bigger concerns).

Don't hesitate to identify and acknowledge the value in your current work. It's not "just your job" and your use of your specialized training provides irreplaceable value. And people likely listen when you talk.

2. Be intentional.

The second leg of that stool is to be intentional about what you are and are not doing. Consider the following questions:

What are hot topics in your legal department today?

What might be hot tomorrow

What's always hot?

Answers to these questions may depend on your company or industry. They may depend on political winds and investor interests. They may be influenced by natural disasters – yes, even including a pandemic. They may be influenced by litigation or outcomes from litigation involving your company or another in the industry – or not even in your industry. They may be driven by compliance requirements. They may change within a year, or they may change only every five or ten. Some may take a bit of a crystal ball – but maybe not really. Read industry press. Read other people's forecasts. Read others' legal analyses. Someone is always writing about what's hot and what will be hot.

When you identify the hot topics, find ways to be involved in them. While you undoubtedly have to do your day to day job functions, step out of those from time to time to look at the bigger picture. Admittedly, that's not easy in really busy practice areas. One option is to schedule some time on your calendar each week to unplug from the day to day and give yourself an opportunity to look bigger picture. Consider your work in light of corporate and department goals. Look at hot topics and emerging issues. Prioritize tasks to use your discretionary time (i.e., time not doing work driven by litigation or regulatory deadlines) to work on items that have an impact on or are derived from the corporate and department goals or the hot topics you've identified. If you've identified an emerging issue in your field, talk to the departments that may be most hard hit by the issue and collaborate with them to strategize a forward-looking plan. If there's a hot topic in another functional legal area where you may have interest, ask to collaborate with a

colleague so you can learn more about their area and be involved in the work that has high level exposure. Even if your piece of that particular pie is relatively small, your name and reputation will be involved and remembered along with the others, and the next piece of pie may be larger.

On the other side of the coin, are you doing work that has little value in the big picture, whether or not it's something you like? Are certain tasks or activities not contributing to the company or department goals? If so, evaluate whether those are needed tasks, and if they are, whether it is you that needs to be doing them. Of course there are certain regulatory obligations that may not seem to directly influence corporate goals. But if you don't do those required regulatory compliance items, you might find yourself and the company in the hot seat. I would suggest that is not the way to create a high profile in the company. However, some of the tasks you may be doing, whether low value or purely compliance driven, may be candidates for outsourcing or delegating to a paralegal, more junior lawyer, or even sending the function back to the business side, depending on the circumstances. When you identify the low-value tasks, you should ask yourself the question of who should be doing it, if at all. Shedding or delegating the unneeded or lower value tasks might give you that time you're looking for to unplug from the day to day and think big thoughts.

Bottom line, you should take the time to intentionally think through your work and your priorities to create opportunities to be involved in work that has higher level exposure. In addition, volunteering to be involved in employee resource groups or other cross-functional teams within the company provides an avenue to encourage collaboration with colleagues from other departments and creates leadership opportunities.

3. Talk yourself up.

Finally, the third leg of the stool is to tell people about the valuable things you're working on and express interest in what you'd like to be working on. The telling part is the toughest part for those of us with the "head down and do your job" attitude. It's especially tough for the folks with that underlying compunction combined with the "speak

only when I have something valuable to say” personality. I admit that I have struggled and continue to struggle with this leg of the stool.

Recognizing your value is a huge and necessary first step. You influence decisions on the hot topics of yesterday and today and you prepare your company for the hot topics of tomorrow. You identified these values in the first leg of the stool. Telling people what you’re doing does not have to mean calling your boss and/or your boss’s boss plus every internal client with whom you work each week to let them know what you’re working on. Keeping a handy list of your accomplishments that you can pull out from time to time and walking your supervisor through the value you’ve added might be helpful, however. Linking those accomplishments with company goals and objectives and with the hot topics of the day or future is a critical step. The accomplishments undoubtedly have those connections – you should just be sure to identify them, acknowledge them, and convey them. What may seem obvious to you may not be as obvious to a supervisor or other uninvolved person.

As importantly, though, you should talk outside the legal department. Have coffee or grab lunch (even if virtually for now) with someone on the business side and talk about something you’re working on. Ask them about something they’re working on. Tell them about why you’re interested in the legal aspects of what they do as part of the company. And listen. You may find opportunities to collaborate on other value-added work that could lead to exposure in the business unit and within the legal department. These interactions are also two-way streets: because your work likely gives you insights into many different areas within the company, you may serve as a conduit for connections between departments to further corporate goals for your business colleague. At a minimum, you would have learned something about what someone does and they about you. Often, relevance in the in-house legal world requires having people know how you are, what you do, what you can do, and what you’d like to do. A key is finding ways to do that and implementing them.

Identifying your value, being intentional about your work and priorities, and talking about those things

with others in a manner that highlights your value in the context of corporate priorities should give you a tall stool on which to perch. Feeling valuable and valued is very important to being a happy and productive employee. Being a happy and productive employee will lead to colleagues and other departments seeking your value, allowing you to learn more about the company and support the company’s goals more effectively.

Helen M. Hart, Esq.
Sr. Deputy General Counsel
Norfolk Southern

82 ANNUAL MEETING
VIRGINIA STATE BAR | JUNE 14-18 2021 | HYBRID EVENT

Your Corporate Counsel Section is co-sponsoring a showcase CLE:

“100 Years After Passage of the 19th Amendment Granting Women’s Suffrage: How Far Have We Come and How Far We Still Have to Go?”

Register Today

You won’t want to miss this important program, and others.

Sponsored by:
ONEDIGITAL VIRGINIA STATE BAR MEMBERS’ INSURANCE CENTER
an affiliate of OneDigital endorsed by the Virginia State Bar



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. Please include “Corporate Counsel Award” in the subject line. A winner will be announced in the same month as the exam.

A Dog, a Kid, and Some Perspective

By Peter V. Hilton, Esq.

As an M&A lawyer I will occasionally joke that I don't actually need to know any law, just other lawyers. (Lest the bar authorities be reading: I'm quite competent!) Being in house, that reality is compounded, since I often get asked questions outside of my legal upbringing. The result has been to have better than a layperson's understanding in an increasing number of legal topics while still keeping my expert friends on speed dial. Similarly, I don't claim expertise when I write about our shared experiences this last year; but for those who, like me, still found difficulties in the pandemic that might have been harder to articulate than an obvious loss of income or health, I'm sharing my perspective as one layperson who stumbled his way into pretty much every pandemic cliché.

First, our family adopted a dog (our first pet, no less). When we moved into our house a couple years back, one of the first things we did was fence

in the yard, since a dog was part of the plan. But the plan also meant landscaping, light remodeling, raising kids, and a few other steps before the time was right to get a dog—and that time was February 2020. Before we signed on the dotted line, my spouse and I had a serious talk about how, between my commute and work hours, training the dog would be pretty much on her. Four weeks after? The joke was on me, and a year of puppy bonding later, the dog bed now sits in my home office, just out of sight of the all-searching webcam.

Speaking of our knack for timing things just right, we had our pandemic baby in October. At least by then I was allowed in the delivery room; had I been absent, probably no amount of dog training would have won me forgiveness. Since then, our baby girl has been seventeen and a half different kinds of joy, and her older siblings mostly didn't revert to their own babyhood. (In fact, our toddler kept right on learning new things: how to sass, how to climb out of her crib, how to open doors, and all the other important milestones that are, apparently, best learned before baby sister figures out how to sleep

through the night.) All told, though, we're healthy, and a little bit of frazzle is mostly more than compensated by the good times of home life.

Being a former Big Law attorney, I would be remiss not to explain that I experienced a lot more of home life this year because, to be frank, I was actually at home. (That's the one bit of timing we actually got right: the finally-completed fall 2019 remodel of my home office.) When working from home became the order of the day rather than an occasional commute saver, I found myself forging ahead through every shared experience this last year, from the baby in my lap on the Zoom call, to muting myself between sentences to holler commands at the barking dog, to the children invading my office during the very conversation with my boss about how to safely return to work a few days a week.

While normality writ large may be a way off yet, having time on my now occasional commute has made me contemplative of late. As I indicated at the start, I know that I write from a place of privilege with health, employment, family support, and more. But as someone who still felt sustained this year on a bizarre mixture of ennui, black humor, and extended family cinema club over video chat, I feel compelled to say: for those with the mental and emotional bandwidth, not to mention the authority or ability, let's consider what changes from this year should stay. We are in a moment that gives us time to rethink. To consider if the ways we practice law actually burden or support our clients and

colleagues. To offer sympathy and solutions to those experiencing the pandemic differently or with more difficulty; to maintain competence but stay creative; and to revisit the better reasons that we decided to become lawyers—and recommit to those.

If nothing else, I got a dog, a kid, and some perspective out of the last year, even if my timing was terrible. My wish to my fellow section mates is that we each find the funny, the good, or even just the good-enough from last year, and bring it with us into the profession and what we hope to be a better summer.

Peter V. Hilton, Esq.
Corporate & Securities Counsel
Hillenbrand



To get involved with the section, consider volunteering by serving on one of [these committees](#).

Want to contribute to the next newsletter? Send submissions to mralston@vsb.org

Corporate Counsel Section Board of Governors 2020-2021

David Newsome, Jr.
Chair

Barbara A. Fisher
Vice Chair

Stephanie J. Gilliard
Secretary

Mark E. Newcomb
Immediate Past Chair

Thomas "Dan" Applewhite
Board of Governors

Elizabeth "Lily" G. Engle
Board of Governors

Adam B. Hark
Board of Governors

Ross L. Hays
Board of Governors

Donald "Frank" Lynch, III
Board of Governors

Mary A. Richardson
Board of Governors

George L. Washington, Jr.
Board of Governors

Lisa C. White
Board of Governors

IN-HOUSE HAIKUS

We, in-house counsel
Never before so "in-house"
Gee, thanks, pandemic

ADAM HARK

Stare out my window
Teams Calls Zoom Calls All Day Long
I miss the commute

LILY ENGLE

I practice "in-house"
Post COVID, I will go out
Can't wait to see the light...

STEPHANIE GILLIARD

My tenure closes
Six years of thoughtful meeting
Goodbye to my friends.

MARK NEWCOMB