

CORPORATE COUNSEL NEWS

Spring 2022

Virginia State Bar Corporate Counsel Section

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Authors responded to:

“Who and/or what in your life brought you through your journey thus far; what are your regrets, what great choices did you make, and what unexpected events did you overcome?”

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Three Mentors and a Regret from the Front Nine of My Career

By Jeff Ogar, Esq.

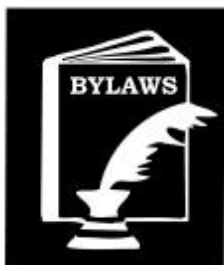
A few months ago, I came to the disturbing realization that I was now just as experienced as the wise and seasoned partners who I looked up to as a summer associate – but that I didn't feel nearly as wise or seasoned as they did to me then. Of course, I realized I was selling my blessings short. Thanks to some incredible mentors – a law professor, a colleague, and a manager in particular – I had become the leader of a 15-person legal team for a philanthropic community that is helping people innovate and tackle society's toughest challenges. But even still, my path was anything but linear – I'd overspecialized early in my career, which is the one thing I might change if I had to do it over again.

The first mentor was my law school legal writing teacher at Baylor who told me, after I brashly challenged the grade on my first memo, that I was lucky to be getting a B-minus because it was so poorly reasoned. He said he just gave us all some slack since it was our first assignment. Years later, he admitted to knowing what buttons to push – that my arrogance was my number one enemy, and that the next time I'd follow his directions to the letter just to spite him. Since then, I've realized not only that I'm rarely the smartest person in the room, but also that I shouldn't aspire to be – we only learn and grow by surrounding ourselves with people who add to our knowledge.

Then there was the Associate General Counsel who was a mentor in my first in-house job at American Airlines. He passed away last year, which gave me an occasion to realize just how incredible a person he was. He was legend in the DC aviation bar – and I never heard a single person say a single remotely neutral (much less negative) thing about him. He taught me the value of collegiality, of being a fierce advocate without being a jerk, and of always focusing on helping others succeed instead of putting the spotlight on myself. I will never be able to do those things the way he could, but just aspiring to be more like him makes me a better leader, lawyer, and human being.

Finally, there's the manager who took a chance by recommending a 20-year antitrust specialist and individual contributor to lead a new legal team for the Stand Together philanthropic community. That culture – looking at virtue first, then talent – is the only one in which someone

Continued after Chair's Message



MESSAGE FROM THE CHAIR



Barbara A. Fisher

Chair
VSB Corporate Counsel Section
2021-2022

As my term comes to a close, I would like to take this opportunity to tell you that it has been an honor and a privilege to serve all of you this past year. While we were still operating in a COVID-shaped world, it was empowering to witness our Corporate Counsel Section members and other colleagues adapt, drive, and show up to continue moving forward in spite of our circumstances. We inched away from virtual into hybrid, then back to virtual, and now a hybrid turned live but with an understanding and respect for the fact that we are all due our own level of comfort in how we show up to work. Likewise, this Board has been exemplary in its work, and our agenda has been seamless and productive, with the bonus of being able to stick together though career changes, member moves, and personal challenges because of our learned virtual mindset.

At the time of this writing, we are looking forward to our first live networking event on June 2nd in Richmond, VA hosted by our Networking Committee. Our other committees continued their good work serving the section, including the highly successful CLE

Committee who hosted three webinars; the Corporate Counsel Award Committee who continues to distribute a \$3,000 award twice each year to law students to offset expenses such as the bar exam application, bar preparatory courses or materials, and the first year VSB membership dues; our Mentoring Committee who will be starting round two sessions in the fall; the always popular Law School Panel Committee who enjoyed sharing their stories and answering questions from students in several law schools across the state; and our Newsletter Committee who are responsible for keeping us informed throughout the year. It has been an engaged and collaborative year, and I am so very proud of this Board's commitment to serve the bar community. I wish you all the best and will continue to support you all from the sidelines!

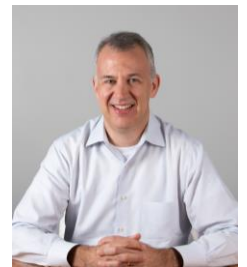
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with my background would have been identified as a candidate for the role I'm in today. Indeed, I think few bosses would offer up a successful specialist on their team (in a hard-to-replace role) and recommend them for a job outside the company because he was more invested in my growth and success than his own self-interest.

Which brings me to the regrets. While the two decades I spent as an antitrust specialist were an incredible experience that I wouldn't trade for anything – I wish I'd waited a little longer before pigeon-holing myself right out of law school. If you're sure you want to be a litigator, try some deal work, learn how to negotiate a contract. And if the thought of a courtroom terrifies you, get into the ring and argue a motion or take a deposition. Take some time to explore all the different areas the legal profession has to offer. Or if you're already a specialist, raise your hand when the opportunity to take on something new comes up.

So, what's the bottom line? Bring a general counsel mindset to your role no matter the title. Seek to learn and understand from those around you. Find great mentors and use what you learn from them to mentor others. Take every opportunity that presents itself to try something new or different. You'll never know where it will take you. For me, to a job I never imagined I'd have with an organization I could never imagine not being a part of.

Jeff Ogar is the General Counsel and Corporate Secretary of Stand Together, a philanthropic community with a vision for a society where every person can realize their potential, where everyone has equal rights, where people succeed by helping others improve their lives, and where all of us work together to unleash unimaginable progress — economic, technological, and social. The views and opinions expressed in this article are his own.





ACC NCR Greater Virginia & VSB Corporate Counsel Happy Hour

June 2, 2022

5:30 – 7:30 p.m.

[Brambly Park Winery](#)

Please join us for an in-person happy hour. We are ready to raise a glass to summer and seeing friends again. We hope you can come out and celebrate with us. [Register for Happy Hour and complete the COVID-19 Questionnaire.](#)

Your Turn!

As Corporate Counsel, one of the biggest issues we currently face is the labor shortage. What is your company doing to find workers? What is your company doing to retain your good workers? Please email your responses to mralston@vsb.org for inclusion in the next newsletter.



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

Did You Know?

Your Corporate Counsel Section has an active Mentoring Program that facilitates mentor/mentee/peer relationships for those either currently in or have the desire to enter a corporate legal role?

Want to learn more? Email the section's VSB liaison at mralston@vsb.org.



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 2023 Virginia Bar Exam**). Please include “Corporate Counsel Award” in the subject line. A winner will be announced in the same month as the exam.

I Want to Be a Lawyer When I Grow Up!

By Stephanie J. Gilliard, Esq.

From the age of ten I wanted to be an attorney. Most children pick a career based on a desire to follow in their parent's footsteps or some other relative/adult that they admire. Not me! A popular girl at church said she wanted to be a lawyer and I said, "me too!" By the way, she became an accountant.

As a child, once I decided to do something, come hell or high water, it was getting done. At the time, I did not know what lawyers did, so I seized all opportunities to learn. The first opportunity came when my family received a family law dictionary. I am pretty sure it was a free publication mailed to the house to entice us to buy the entire series as no more books followed. So, at the age of approximately 12, I sat down to read this dictionary from cover to cover. You can imagine how far I got – not very – but my curiosity was piqued.

My next exposure came from watching "LA Law." LA Law was a dramatic series about (you guessed it) a Los Angeles, California law firm. At the time, I learned that lawyers dressed in pretty suits, worked in nice offices, and argued for a living. Well, sign me up! It was also cool to see the show bring diversity to the firm by hiring a Latino attorney (Hola, Jimmy Smits!) and an African American (Hey, Blair Underwood!). No diverse women, but I thought "that will be my spot!"

My tenacity to see a goal through stayed with me through the rest of my education and my pursuit to become an attorney, as happenstance as it was, never wavered. I went the traditional route, four years of college, majoring in English, minoring in Political Science, and taking every Business Law class my undergraduate institution offered. "Poli Sci" was initially my major based on advice from the masses that it was the best major to prepare for law school. However, after reading The Federalist Papers and similar books, I wasn't "feeling it." I have always loved to read, and the classics were calling me...Shakespeare, Austen, Hemingway, Dr. Seuss (just kidding – seeing if you are still reading). After hearing from a guest speaker at my Pre-Law Fraternity meeting exclaim, "You can major in any subject and still do well in law school." Sold! My

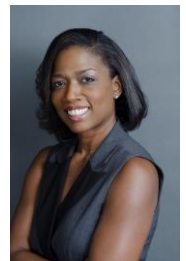
major was changed that day (or the next opportunity to do so).

For me, college was merely a steppingstone to get to law school and although I regret not having more fun at parties, participating in bar crawls, etc., it was all for the good. The study habits I developed in college truly helped me succeed in law school.

I started my career as a prosecutor in my hometown of Staten Island, New York and it was the best foundation I could have asked for. I was in court on day one – defending the PEOPLE! It was a real, "Look ma, I made it!" kind of moment. The role was a true "learn on the job" position and I am so grateful for the extremely patient and talented Assistant District Attorneys that trained me. I learned how to write-up a case, elicit key information to draft the complaint, determine the bail amount, make plea deals, draft motions, conduct trials, and interview witnesses. I LOVED this job but after three years it was time to move on. And on, and on, and on.

After leaving the District Attorney's Office, I worked for an Education and Labor firm, the NYC Mayor's Office of Contracts and Procurement, an environmental engineering design company, a global financial institution and health care system, a pharmaceutical company, and presently head of legal for a gaming and thoroughbred horse racing company. My career has been a lesson in never being afraid to try new things, learning from mistakes, celebrating the wins – big and small – and never stop learning. I still love the practice of law and I eagerly look forward to what the future holds for this New York turned Virginia attorney.

Stephanie J. Gilliard is Vice Chair of the Virginia State Bar Corporate Counsel Section Board of Governors and Secretary of the Association of Corporate Counsel National Capital Region Board of Directors. She is the inaugural general counsel for Colonial Downs Group, which operates Colonial Downs Racetrack in New Kent County and Rosie's Gaming Emporium®.



You Can't Become a Lawyer without Going to Law School

By Peter V. Hilton, Esq.

Finding my way into a corporate legal practice was either a string of happy accidents or repeated encounters with just the right people—and it starts clear back in high school, with a conversation, a letter, and some advice.

The Conversation. I'll skip over the zits and awkward freshman dances to set the stage with my sophomore year. Instead of a traditional fall play, our theater program sponsored student-written and directed one act plays that year. With early shades of eager beaverism, I was signed up to write, direct, and star in my own show, as well as play the lead in at least one other play alongside a smattering of other minor roles. It was a busy fall semester, and it set the tone for the balance of my time in high school. I was a writer, an actor, and a busy but pretty decent student.

After graduation I spent a year at a community college, focused on knocking out some general education courses and deciding on a major. Shortly before the winter holidays, I had come to the conclusion that the best course for me was to major in math—a story for another time—with the goal of becoming a teacher. I figured that would give me an enjoyable and fulfilling career to support my artistic habits. But since I was still in town, I would occasionally drop by the high school to see friends or old teachers, and in one of these visits, around the time I was applying to my eventual four-year college, I had a conversation with my old drama teacher that went something like this:

Her: I'm so excited for you to head off to college! What did you decide to major in?

Me: Math.

Her: What? Why?

Me: [Various well-rehearsed statements about a predictable career and stable earnings.] Oh, and my grandpa taught math.

Her: You sound like you're trying to talk yourself into it. What do you really want to do?

Me: Well, I really want to write.

Her: Then major in English!

. . . I did. Although it seemed pretty novel at the time.

The Letter. I soon took a couple years off from my English degree for a missionary stint based in Australia. Before heading off to college, I'd had to convince what seemed an endless stream of family members that no, English was not a pre-Law degree for me, and that I really wanted to write. But during my time in Australia, I kept bumping into well-respected lawyers and JDs until I really started to wonder whether God or the universe was trying to tell me something.

It was in the midst of these thoughts that I got a letter from my dad, then working on his first tech startup. After the usual updates about home and work, the letter took what seemed to me to be a sharp turn toward the philosophical. I wouldn't learn until much later what was actually on my dad's mind, but his four or five lines praising ethical and virtuous lawyers and their role in a civil society struck me deep. I realized then that law school really was my next step.

The Advice. Almost right after resuming my English degree, though, I got involved in a tech startup of my own—as a technical and marketing writer. I soaked up the entrepreneurial environment and began to strongly consider an MBA instead of law school. I even modified my planned coursework to check off some of the pre-MBA boxes. But I figured I owed it to my not-that-much-younger self to give the pre-Law program a fair shake, so I took a lecture series on post-JD careers and started meeting with the pre-Law counselor, who, as happy accident would have it, was a JD/MBA. Throughout my crucial junior year of college, I was exposed to lawyers who worked in-house, started businesses, ran nonprofits, and also practiced law. Daily, weekly, I was changing my mind about the right next step.

Ultimately, the best advice came from another JD/MBA, an older professional whom I knew socially and who was a supervisor at one of my church volunteer programs. He found out that I was torn between the two degrees and he gave me a

piece of old advice that was, to me, new: “You can always stop being a lawyer to take your JD into business, but you can’t take an MBA and become a lawyer without going to law school.”

There would be other conversations, other mentors and leaders seeing me better than I saw myself and going to bat for me whether I was present or not. There was the interview about M&A right after a redeye flight where I’m pretty sure my whole pitch was “I would love to practice M&A,” though all that I knew about it was the first and last letters matched the degree I’d decided against. But what ultimately set me on my path was a conversation where I was open to hearing something that sounded surprising yet radically obvious, a letter that felt like an overdue confirmation, and advice that was a straightforward helping of pragmatism. So now I listen for the unexpected and pay attention to the obvious, because oftentimes it’s the marriage of the two that I need my legal training to unearth. And with all that, it turns out that law school really was a pretty good fit after all.

Peter V. Hilton is Corporate & Securities Counsel for Hillenbrand, Inc., a global diversified manufacturer.



Enjoy Your Journey, Even if You Sometimes Fail

By Barbara A. Fisher, Esq.

Let's face it, only the rare attorney has sailed through their career without regrets, great decisions, or a course changing event. It is true for me that I have experienced all of these, and more than once. I look at my challenges and successes as the glue for making increasingly complicated decisions in my roles, the skills to manage stress and challenging conversations, and always with the ability to have fun. I have always loved what I do because I have dodged routine and boredom with challenges, change, and successes.

Everyone will have their own story, but mine began with a serendipitous happening right after

undergrad. This probably shouldn't be repeated, but I was literally pretending to look for a job because, well work. Right? Eventually, someone who knew someone helped me get an interview at a large pharmaceutical company for a sales position. The job offer came, and as an introvert, I panicked and turned it down. Mainly because I had a low bar when it came to "peopling". I got the boot out of the house by my parents and headed to my two best friends who were making themselves look good in Virginia. It seemed like an easy place as any to "look" for a job.

My money ran out (pretty sure that could be the launching point for more than my story) so I took a job doing patent searches in the stacks at the US Patent Office. I had no idea what I was doing but I quickly came to love that job of reading through patents and learning about all the interesting and not so interesting things people had invented. After I was soundly hooked, a kind old timer (he was probably fairly young given my current perspective) pointed out that I seemed to be underutilizing my potential. It was the first time I had been told that but it was probably true, and he made me feel like I really could step out of the bubble I was hiding in. With his connections, it was only a couple of weeks before I was working as a patent agent, going to law school, and feeling like I had found my own geeky tribe. I still think about him and wish I could thank him for the confidence he gave me.

I'll fast forward through the hard years of too much work, too much travel, being passed over for partnership simply for being female, working for the government, followed by a boutique firm where I could take on a leadership role, and then starting to feel the burn out. It was clear that I needed a change and was likely on the wrong side of the legal fence for a strategy and process kind of thinker. Fortunately, there were many in-house counsel in my life through my work in a particular association, and I leveraged those relationships to rate their happiness level. I never asked for a job and I never asked if they were hiring because the relationships were, and still are, the most important of my entire career. Instead, I created pros and cons, contemplated what would make me happy and still generate professional growth, and got hooked on job boards to see what the options were. While it felt deliberate at the time, I realize now that there

were many influences leading to that first in-house role. When I went in-house, it was the first time I ever felt like a "whole" lawyer, with real reasons behind the direction of my work, and the opportunity to help make those choices. The learnings there, including how to embed into the business of an organization and be heard from a legal perspective, gave me the confidence to look for another stretch opportunity when the time was right, which landed me in my current role.

To be completely honest, I never expected an in-house role to be easy or require less hours. The work can be diverse and demanding, especially when you take on assignments that grow your skills. What it did offer was a bit of balance with the absence of billable hours, the time and space to learn the business from behind the curtain so to speak, being asked for input and being part of multiple streams of decisions, and having the opportunity to add value in a way that is very fulfilling.

Regrets. They are inevitable and part of the learning curve to being a better person, significant other, parent, employee. I decided early to learn but don't dwell. Other than that, I have loved so much of my journey, my only real regret is that I can't go back and do it all again. I cherish the lessons learned, the relationships built, the accomplishments and awards, even the challenges, and will continue moving forward as I always have with an emphasis on having fun doing work I have chosen for myself. Or maybe it chose me. Either way, I'll own it all.

Barbara A. Fisher is Assistant General Counsel for Intellectual Property at Lockheed Martin Corporation



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Starting in August of this year, the VSB will be offering Virginia Lawyer Referral Service panel members up to two FREE section memberships per year! Choose from more than 20 sections for an added value of up to \$55 per year. Sections help member attorneys bolster their competency and build professional connections through...

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For more information on applying to become a VLRS panelist, please contact Toni Dunson at VLRS@vsb.org.



VIRGINIA STATE BAR
ANNUAL MEETING
JUNE 15-17 2022

You're Invited

Registration is open for the 2022 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, June 17**, at [The Atlantic](#) restaurant at **12:30p.m.**

At this lunch meeting, section members will vote on the slate of board members for the 2022-2023 bar year.

RSVP to attend by emailing mralston@vsb.org by June 3.

Corporate Counsel Section Board of Governors 2021-2022

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