

2014

Career Advice for New In-House Lawyers

Faraz Choudhry
faraz.choudhry@uhg.com

Follow this and additional works at: <http://digitalcommons.hamline.edu/hlr>

 Part of the [Corporation and Enterprise Law Commons](#), [Labor and Employment Law Commons](#), and the [Legal Profession Commons](#)

Recommended Citation

Choudhry, Faraz (2014) "Career Advice for New In-House Lawyers," *Hamline Law Review*: Vol. 37: Iss. 3, Article 2.
Available at: <http://digitalcommons.hamline.edu/hlr/vol37/iss3/2>

This Article is brought to you for free and open access by DigitalCommons@Hamline. It has been accepted for inclusion in Hamline Law Review by an authorized administrator of DigitalCommons@Hamline.

CAREER ADVICE FOR NEW IN-HOUSE LAWYERS

*Faraz Choudhry**

I.	INTRODUCTION	491
II.	BUILDING RELATIONSHIPS	492
III.	UNDERSTANDING THE BUSINESS	493
IV.	DEVELOPING PROCESSES	495
V.	MANAGING YOUR TIME	496
VI.	LEADING	497
VII.	CONCLUSION	498

I. INTRODUCTION

As an in-house lawyer, your practice can be as dynamic and as full of opportunity as the business environment within which you find yourself. On the one hand, you were hired for your legal skill and expertise, and—as in-house legal departments grow in size and depth—will be increasingly relied upon to lead matters that have traditionally been the domain of outside counsel. On the other hand, you may be increasingly asked to provide advice that is more strategic in nature, challenging your business judgment and your ability to solve problems from a multidisciplinary perspective. As a lawyer whose professional responsibilities center on one enterprise, you also have the opportunity to provide value and leadership to your organization in a fundamentally different way than an outside lawyer whose time is split between many different clients. For a lawyer new to the world of practicing in-house, I would suggest that it takes more than legal acumen to represent your organization in the most effective way possible. Within the business world, emphasizing themes of building relationships, understanding your organization’s business, developing processes, managing your time efficiently, and actively leading are all habits that can put you in the best position to succeed. A few thoughts on each of these topics follow.

* Faraz Choudhry is a member of UnitedHealth Group’s in-house legal department. Prior to joining UnitedHealth Group, Faraz worked as an associate for Sidley Austin LLP. The views and opinions expressed herein are those of the author and do not necessarily represent those of UnitedHealth Group.

II. BUILDING RELATIONSHIPS

Pursuant to the ABA Model Rules of Professional Conduct, “[a] lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents.”¹ As an in-house lawyer, establishing excellent working relationships with those “duly authorized constituents”² can be immensely helpful in understanding the goals of your organization, obtaining key information necessary to represent the organization, and collaboratively driving positive results for the organization. Although relationship building is often regarded as an interpersonal skill rather than a technical skill, building a strong set of working relationships with your business colleagues can also put you in contact with colleagues who possess the *technical* knowledge that may be helpful or even necessary for you to provide the best legal advice. While there are no shortcuts to achieve the types of working relationships built on years of trust, a few practical suggestions follow.

As an in-house lawyer working to build relationships with your business colleagues, there are no substitutes for basic principles of client service, including communicating in a clear, efficient, and yet personalized way. Setting expectations around the timing and format of the work product you will produce can ensure that your business colleagues have a clear understanding of what to expect from you. For example, simply letting your colleagues know that you will get them “a note before the end of the day” can go much farther toward aligning their expectations with your intentions than saying that you will “look into it” and get back to them. That is not to say you will never want to use the latter, but pairing a commitment with a deadline that you then satisfy is a strong way to begin establishing credibility.

Along with setting clear expectations, being willing to adjust to the style, level of formality, and legal sophistication of your business colleagues can help ensure that the appropriate type of communication will occur. Your business colleagues will inevitably vary in terms of what they expect from you. For example, determine whether the colleague wants a layman’s description of the legal issues at stake, a written explanation, or simply a verbal answer. Regardless, matching the preferences of your business colleagues can ensure that you are communicating in a way that resonates with them. As a newer in-house attorney who may be interacting with or advising colleagues who may hold more senior titles within the organization, I would suggest erring on the side of greater formality and especially greater concision. When advising a senior business colleague in the context of making significant decisions, it can be very helpful to list out the specific items requiring decisions or action, along with your recommendations.

¹ MODEL RULES OF PROF’L CONDUCT R. 1.13 (2012).

² *Id.*

Additionally, practicing as an in-house lawyer may provide you with a high level of access to your business colleagues, who are typically significantly less cost-conscious in speaking with you as compared to an outside attorney. This can impact the way relationships are built; as an in-house lawyer working within the same office as your business colleagues, you may run into some of the people you are advising at unexpected times, who may even initiate a substantive discussion on the spot. While you may or may not be prepared to provide a thoughtful legal answer at that moment, demonstrating that you are committed to helping them work toward a solution (or putting them in touch with someone who can) is a way of indicating shared accountability for the business. In general, I would suggest that the rate of new developments in a modern business environment favors lawyers who excel at both verbal and written communication. For example, when a company is newly faced with threatened litigation, an in-house lawyer may simply not have the time to write a detailed memorandum before colleagues on the business side want to discuss the issue live. Anticipating your colleagues' questions and how the process can best move forward can be helpful preparation for live discussions that occur on short notice.

Finally, in addition to learning from mentors within the legal profession, I would also suggest that in-house lawyers consider looking outside of the world of law for resources on the topic of building strong relationships. This is a topic that is particularly important for in-house lawyers, as the businesses they support are committing themselves more meaningfully than ever to improving relationships with their customer bases and also within their organizations. One book that I would recommend to any new lawyer is *The Trusted Advisor* by David Maister, which includes some practical ideas on the topic of working to gain the confidence of business colleagues, particularly as you develop your skills as a lawyer advising in real-time.³ I would also strongly recommend the negotiation classic, *Getting to Yes* by Roger Fisher, which emphasizes the value of building and preserving relationships even within the context of arms-length negotiation.⁴

III. UNDERSTANDING THE BUSINESS

For in-house lawyers, a meaningful understanding of an organization's business provides context that can significantly enhance the quality of the advice those lawyers are able to provide. This goes beyond a general understanding of the organization's industry; even within the same industry, companies vary in their approach to similar business processes, raising different legal and compliance concerns for different businesses. For an in-house lawyer new to an organization, a good starting point is working

³ See DAVID H. MAISTER ET AL., *THE TRUSTED ADVISOR* (First Touchstone ed. 2001).

⁴ See ROGER FISHER ET AL., *GETTING TO YES: NEGOTIATING AGREEMENT WITHOUT GIVING IN* (Penguin Books 2d ed. 2011).

toward a meaningful understanding of the organization's mission, history, business objectives, and business-specific terminology.

From a broad perspective, understanding the organization's mission is a good first step to take when new to an organization. An organization's mission statement provides a standard for you as an in-house lawyer to evaluate your representation of the organization and, just as importantly, provides a common purpose to the work you share with others in the organization. In practice, how directly a matter you work on ties to your organization's mission statement will vary, but the reality is that the legal advice you provide is only as good as how well it serves the mission of the organization.

Another fundamental step in understanding the business is familiarizing yourself with the organization's history. Organizations vary in terms of their maturity within their industry, style of leadership, financial health, market initiatives, and culture, among countless other factors. A deep understanding of these aspects of an organization's history—and how they may have evolved or changed over time—not only provides important context for your legal advice, but can also help in evaluating the significance or level of risk associated with a course of action. For example, the strength (or weakness) of an organization's historical relationship with an outside party can profoundly influence the nature of new negotiations with that outside party.

Also important is an understanding of the broadest business objectives of an organization and ensuring that your counsel accounts for the best interests of the organization as a whole. For example, in a hypothetical contract negotiation in which the document includes language that does not necessarily harm the value of the transaction for your immediate colleagues but may create compliance burdens or other difficulties for other parts of the business, you may unknowingly miss the issue if you lack a strong understanding of the organization's overall objectives.

In addition to understanding the broadest goals of an organization, it can also be immensely helpful to understand business objectives on a more granular level. Many business processes of an organization are documented in a detailed manner, sometimes in the form of formal policies and procedures. To the degree that your business colleagues have documents or presentations outlining these current processes, these can be helpful in deepening your understanding of the organization's objectives. In addition, many of your business colleagues will be happy to share some of their operational knowledge with you through live discussions. Ultimately, the purpose of grasping the day-to-day business objectives of your business colleagues is so that you can provide better counsel to the organization. For example, in a situation in which a business colleague is asking you to interpret language in a contract that the company entered into several years ago, it is possible that the company's objectives for the transactions relating to the contract may have changed over time. In a situation like this, an

understanding of how well the contract language is aligned with current objectives can help inform the advice you give for how your business colleagues move forward; it could be time to move on to a new contract with a different outside party.

Finally, a working knowledge and understanding of the terminology and concepts your colleagues use in describing the business can be tremendously useful to your understanding of the business. This can range from being more general in nature to more specific to the industry. For example, a working knowledge of basic accounting concepts can provide a deeper level of understanding of the financial impact surrounding a transaction for almost any in-house lawyer. In addition, an in-house lawyer for an organization within the oil and gas industry, for example, may benefit from understanding terminology that is specific to that industry. As an in-house lawyer seeking to improve your understanding of business concepts, you can also seek resources or opportunities outside of your organization, ranging from books covering introductory business concepts to MBA-level business courses.⁵ For a new business lawyer, there is no better resource than the Wall Street Journal for keeping up with business news and appreciating the context surrounding the transactional world.⁶

IV. DEVELOPING PROCESSES

In-house lawyers often have an opportunity to lead in the creation of long-term practical solutions that can enhance efficiency and mitigate risk for their enterprises, rather than adding value only in relation to certain transactions or cases. For example, for an enterprise that routinely enters into nondisclosure agreements with outside parties, an in-house lawyer may want to consider collaborating with other representatives of the business to draft a formal set of procedures governing topics such as which provisions the company may agree to without requiring an exception and who may execute the contract on behalf of the company. In addition to limiting potential risk and providing for adequate controls around the process, another benefit of building a formal process is to help ensure you and your business colleagues have a common understanding of what needs to take place, saving both you and your colleagues' time. For in-house lawyers, process development can also provide an opportunity for innovation and for reducing the amount of time spent reacting to unnecessary risk.

From a practical perspective, within any enterprise, business processes may vary in terms of their maturity and how well they continue to function to achieve an organization's goals in light of continually changing environments. To the extent that the business identifies a process in need of modifying or, as an in-house lawyer, you identify a process impacted by

⁵ An MBA is a Masters degree in Business Administration. *See generally* GMAT, <http://www.mba.com/us> (last visited Apr. 7, 2014).

⁶ *See generally Business Section*, WALL ST. J.

changes in law or the business environment, consider organizing a meeting with a group of your colleagues representing the relevant, impacted constituents within the organization. This provides the working group with an opportunity to discuss not only the objectives of the process, but to evaluate how the process has been working, to discuss how it can be improved, to measure the effectiveness of the procedures, to clearly define responsibilities, and so forth. After the working group has established or updated a process,⁷ the group may seek additional feedback, as necessary, to evaluate whether the process is working efficiently to achieve the underlying business objectives. Although written processes vary in their specificity and scope, it is very possible that a process has added value when, as an in-house lawyer, you are receiving *fewer* calls from your business colleagues—and dedicating *less* time—in relation to issues that have been properly addressed by a written process.

With regard to the value of using technology in developing processes, I would recommend using it only to the extent that it makes the process more efficient for the organization. A good example of when technology can be useful is when managing a process involving a large volume of documents. Using a well-designed document management software program can limit who has access to which documents, group documents into specific categories, and store information regarding who has reviewed which documents. However, in a situation in which your colleagues have multiple ways in which they can access the same information, technology is only useful inasmuch as it saves your colleagues time. When working with technology, evaluate how well it is working to serve the individuals associated with the process and find other ways to share information if a particular technology is inhibiting the efficiency of the process.

V. MANAGING YOUR TIME

Advancing the best interests of your organization in the most efficient way possible requires effective time management skills. In contrast to a law firm setting in which lawyers are compensated in proportion to how *long* they spend on each task, in-house lawyers may find that the best interests of their organizations, along with a high volume of requests from a large number of constituents, requires a more flexible attitude toward time management. In fact, from an in-house perspective, addressing each matter in the most time-efficient way possible can factor into your ability to take on more responsibility and new challenges and ultimately move your career forward. Some practical suggestions for managing time in-house follow.

⁷ If you are looking for useful precedent, consider using well-written policies and processes that already exist within your company as a starting point. Using internal documents as precedent can also be helpful in ensuring your written processes reflect the style and tone of your company's policies.

First, set aside dedicated blocks of time for work that requires sustained concentration (as well as time for work that does not.) This applies to urgent situations as well as to work with less pressing deadlines. Urgent or not, it is very difficult to string together outstanding legal advice in bursts of a few minutes at a time, separated by a seemingly constant influx of e-mails, phone calls, or other interruptions. For those tasks that may require only a few minutes, you may find it more efficient to dedicate, say, half-an-hour to tackling several of those at a time, rather than addressing each of those items as they come across your desk. While it may not always be practical to dedicate several hours (or even a single hour) exclusively to one matter, organizing your time by a method other than reacting to the latest distraction is a worthwhile consideration.

Second, ensure that meetings with your business colleagues and fellow lawyers include the appropriate amount of time to drive the discussion forward effectively. While a single meeting that goes on a few minutes longer than necessary will not necessarily be a huge inhibitor to your productivity, the aggregate impact of several meetings that go on longer than necessary can be significant and can limit the amount of time you have to actually work on your priorities. A common situation is the business colleague or fellow lawyer who has a tendency to talk longer than you feel is necessary in some situations; one effective technique for ensuring that you are having an efficient conversation is to let your colleagues know at the top of the conversation how much time you have to speak before you must move on to another commitment.

Finally, use information management tools to your advantage. In some cases, properly secured intranet portals are a great resource for sharing documents with your business colleagues, limiting the amount of time you need to spend sharing relevant information with them. If your office availability is viewable by others by means of Outlook or another e-mail program, blocking off time in the program can have the benefit of both creating additional time for you to focus on your work and discouraging others from scheduling a meeting during that time. Well-organized electronic folders along with standardized naming systems for documents can help to ensure you have access to the right information quickly and prevent lost time looking for misplaced, but necessary files.

VI. LEADING

Ultimately, the most effective in-house lawyers are trusted and respected as leaders by their business colleagues. Although leadership as an in-house lawyer may sometimes require reacting to a set of circumstances, in-house lawyers also have opportunities to take initiative in helping the organization achieve its business objectives. Whether reacting to setbacks or proactively considering how you or your legal department could better serve your organization, placing integrity at the forefront of your decisions and

executing at a high level can help you to be regarded as a leader by your business colleagues.

Having a reputation for integrity is vital to an in-house lawyer's ability to be regarded as a leader. As an in-house lawyer, your business colleagues are certainly turning to you for your critical thinking skills and legal expertise, but they may also be seeking advice regarding ethical considerations relating to a course of action. In some cases, your business colleagues may even regard the general counsel (and the legal department generally) as the conscience of an organization. As an in-house lawyer, your reputation for integrity may come down, in part, to maintaining consistency between your words and actions and being responsive to the legitimate needs of the organization. Sometimes, integrity can also entail disagreeing with the views of your business colleagues, to the degree that you in good faith believe that a course of action does not further the organization's best interests.

Additionally, leadership as an in-house lawyer requires excellent performance. On a basic level, this can mean limiting risk for the company on the day-to-day matters that come across your desk. However, initiating positive change by working collaboratively with others can go a long way toward being regarded as a leader rather than merely a legal technician. A reputation for performing at a high level is also a great (and maybe the only) way to ensure business colleagues can entrust you with matters of increasing importance, which may ultimately allow you to make even more meaningful contributions to the organization. Finally, a history of demonstrating consistently high performance also lends credibility to the counsel you provide, enhancing your ability to ultimately influence others within the organization in the most meaningful way.

On a personal note, while I believe that times of crisis can highlight a leader's effectiveness, I believe that credible leadership is built one day at a time. Beyond a lawyer's commitment to integrity and performance, many of the lawyers that I have a deep personal respect for are the ones who consistently demonstrate emotional resilience and self-awareness, take shared responsibility for achieving the best results for the organization, and focus on doing their jobs rather than on the shortcomings of others. Be deeply aware of the impact that your attitude has on others, and lead by committing yourself to values that are important to your personal sense of integrity.

VII. CONCLUSION

Ultimately, in-house lawyers excel when they work in partnership with their business colleagues to construct solutions furthering an organization's best interests. In practice, technical ability as a lawyer is just part of what is necessary to succeed as an in-house lawyer; in some cases, determining that a particular approach does not work under the law should be

2014]

NEW IN-HOUSE LAWYERS

499

just the *first* step of many in working toward an alternative solution leading to the best possible result for the organization. In working to build those better solutions, in-house lawyers who have a strong network of relationships with their business colleagues, who have a meaningful understanding of their business, who work to develop strong processes for the organization, who manage their time efficiently, and who lead with commitment to integrity and performance, place themselves in the best position to truly represent the best interests of their organizations.

