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In-House Counsel Should Implement Servant Leadership to Help Clients Make Values-Based Decisions

Chuck Barry
chuck.barry@protolabs.com

Kristin Kunz
kkunz01@hamline.edu

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IN-HOUSE COUNSEL SHOULD IMPLEMENT SERVANT LEADERSHIP TO HELP CLIENTS MAKE VALUES-BASED DECISIONS

Chuck Barry[*] and Kristin Kunz[**]

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        *   Chuck Barry is the first Director of Contracts and Compliance at Proto Labs, Inc., a $126 million quick turn source for technology-enabled CNC-machined prototype and injection molded parts for commercial and government customers in the U.S. and overseas. He served previously as a general counsel, a contracting officer for the U.S. Government, director of human resources, an adjunct professor of international business transactions, a partner in small business law firm, a civilian international attorney for the U.S. Department of Defense, a professional trainer and in other director-level legal counsel positions, as well as in contracts management and compliance leadership roles for aerospace, aviation, consumer products, defense, electronics, and information technology companies and as a civilian international attorney for the U.S. Department of Defense.
        **   Kristin Kunz is a 2014 Hamline University School of Law graduate and Compliance Analyst at Gravie Inc., a health insurance marketplace. Gravie offers health plans both on the federal and state health exchanges and off-exchange in the private individual market.

I. INTRODUCTION

The role of general counsel has expanded within corporations.[1] Working from inside the organization gives attorneys the opportunity to improve the corporation.[2] Implementing servant leadership not only in an individual capacity, but also in every level of the organization may help in-house counsel solve problems.[3] Part II describes the concept of servant leadership.[4] Part III describes how to implement the concept in an organization.[5] Part IV weighs the advantages and disadvantages of servant leadership.[6] Part V describes two problems corporations face.[7] First, attorneys must ensure they put the organization first, which can create confusion.[8] Second, corporations have difficulty limiting the agency cost problem.[9] Part VI then provides an analysis about how servant leadership may limit these problems.[10]

II. WHAT IS SERVANT LEADERSHIP?

Although servant leadership has been practiced since fifth-century B.C.,[11] Robert Greenleaf developed the modern concept of servant leadership.[12]

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[1]   *See infra* Part V.
[2]   *See infra* Part VI.
[3]   *See infra* Part VI.
[4]   *See infra* Part II.
[5]   *See infra* Part III.
[6]   *See infra* Part IV.
[7]   *See infra* Part V.
[8]   *See infra* Part V.A.
[9]   *See infra* Part V.B.
[10]   *See infra* Part VI.
[11]   James L. Heskett, *Why Isn't 'Servant Leadership' More Prevalent?*, WISDOM RESEARCH UNIV. CHICAGO, http://wisdomresearch.org/forums/p/1305/1716.aspx# (last visited May 26, 2014).
      Lao Tzu wrote, "The highest type of ruler is one of whose existence the people are barely aware . . . . When his task is accomplished and things have been complete, all the people say, 'We ourselves have achieved it!'" *Id.*
      In the 4th century B.C., Chanakya wrote, "The king (leader) shall consider as good, not what pleases himself but what pleases his subjects (followers); the king (leader) is a paid servant and enjoys the resources of the state together with the people." *Id.*
      Further, Jesus demonstrated "servant leadership in the thirteenth chapter of John where he washed his disciples' feet before the evening meal. In verse 15, Jesus says, 'I have set you an example that you should do as I have done for you.'" GLEN W. DEZEEUW, BECOMING A SALT & LIGHT LEADER 26 (2011).
[12]   Heskett*, supra* note 11 (stating Robert Greenleaf wrote *The Servant as Leader* in 1970); *see also* Larry Spears, *Practicing Servant-Leadership*, 34 LEADER TO LEADER 7 (Fall

> The servant-leader is servant first. . . It begins with the natural feeling that one wants to serve, to serve *first.* Then conscious choice brings one to aspire to lead. . . . The difference manifests itself in the care taken by the servant— first to make sure that other people's highest-priority needs are being served. The best test, and the most difficult to administer, is: Do those served grow as persons? Do they, *while being served,* become healthier, wiser, freer, more autonomous, more likely themselves to become servants? *And,* what is the effect on the least privileged in society; will they benefit or, at least not be further deprived?[13]

More recently, a brief expression of Greenleaf's concept was expressed by Harry Kraemer.[14] Kraemer expressed it this way: "I wanted to make a difference with my life—by treating others with respect and never focusing on my own needs and desires ahead of the goals of my team or the organization."[15]

Today, people tend to rely on their own resources when resolving problems because they fear it would appear weak to ask someone else for help.[16] Greenleaf sees this as the "heart of the problem" modern society faces when resolving issues.[17] Therefore, he proposes servant leadership, encouraging people to rely on each other by asking how to serve those around one another.[18] Servant leadership "emphasizes increased service to others; a holistic approach to work; promoting a sense of community; and the sharing of power in decision making."[19]

2004) (explaining that "[t]he term *servant-leadership* was first coined by Greenleaf in a 1970 essay titled 'The Servant as Leader'").

[13]   ROBERT K. GREENLEAF, ON BECOMING A SERVANT LEADER 1–2 (Don M. Frick & Larry C. Spears eds., 1996).

[14]   HARRY M. JANSEN KRAEMER, JR., FROM VALUES TO ACTION 4 (2011). Kraemer is a professor at Northwestern University's Kellogg School of Management and former chairman and CEO of Baxter International, a multi-billion-dollar health care company. *Id.* at 3.

[15]   *Id.* at 4.

[16]   Robert Greenleaf, *Ten Principles of Servant Leadership,* BUTLER UNIV. VOLUNTEER CTR. 21, http://www.butler.edu/volunteer/resources/principles-of-servant-leadership/ (last visited May 19, 2014); *see also* Spears, *supra* note 12 ("Since the time of the Industrial Revolution managers have tended to view people as tools, while organizations have considered workers as cogs in a machine.").

[17]   Greenleaf, *supra* note 16, at 21.

[18]   Servant Leadership Conscious Corporate Concepts [hereinafter Conscious Corporate Concepts], *originally posted at* http://www.pathwayswithpurpose.com/LeadershipC.html (describing servant leadership as "a practical philosophy, which supports people who choose to serve first, and then lead by way of expanding service to individuals and institutions."). Further, "[s]ervant-leadership encourages collaboration, trust, foresight, listening, and the ethical use of power and empowerment." *Id.*

[19]   Hamideh Shekari & Mahmood Zare Nikooparvar, *Promoting Leadership Effectiveness in Organizations: A Case Study on the Involved Factors of Servant Leadership,*

A. Strategies and Characteristics of a Servant Leader

CEOs of top companies have been described as servants.[20] Servant leaders generally have ten traits.[21] These traits include listening, empathy, healing, awareness, persuasion, conceptualization, foresight, stewardship, commitment to the growth of people, and building community.[22] Leaders use these characteristics to implement strategies within the corporation. These strategies include goal setting, systematic neglect, teaching how to listen, language as a leadership strategy, values, personal growth, withdrawal, tolerance of imperfection, being your own person, and acceptance.[23] Leadership characteristics and strategies may come naturally. Alternatively, people may learn how to think and act as a leader.[24] Leaders must stay introspective because "it can be hard to recognize [one's] own strengths and weaknesses."[25] Therefore, people should develop these skills and build upon existing characteristics to become more effective servant leaders.[26]

Regarding leaders staying "introspective," Kraemer calls this the value-based principle of "self-reflection."[27] It is the first and most important of the four principles of values-based leadership.[28] A simple way to think about the connection between self-reflection and leadership is: "If you are not self-reflective, how can you truly know yourself? If you do not know yourself, how can you lead yourself? And if you cannot lead yourself, how can you possibly lead others?"[29]

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3 INTERNAT'L J. OF BUS. ADMIN. 1, 54 (2012), *available at* www.sciedu.ca/journal/index.php/ijba/article/download/698/335.

[20]   Argyle Executive Forum, *Servant Leadership: Turn the Org Chart Upside Down: Sean Georges, Senior Vice President of Human Resources and In-House Counsel, Shoe Carnival Inc.*, ARGYLE J. 5 (May 30, 2013). These CEOs were people-centric, humble, and respectful, with a duty of stewardship and sense of responsibility. *Id.*

[21]   Greenleaf, *supra* note 16.

[22]   *Id.*

[23]   GREENLEAF, *supra* note 13, at 299–311.

[24]   *Id.* at 299.

[25]   Josh Spiro, *How to Become a Servant Leader*, INC.COM (2010), *available at* http://www.inc.com/guides/2010/08/how-to-become-a-servant-leader.html. For example, "TD Industries, a Texas-based mechanical construction company, invites their vendors to the servant leadership trainings that it holds for staff; and Kohler, Wisconsin-based Johnsonville Sausage sends their people out to work in restaurants and stores where their sausages are eaten and sold." *Id.*

[26]   *See* Argyle Executive Forum, *supra* note 20.

[27]   Kraemer, *supra* note 14, at 5.

[28]   *Id.*

[29]   *Id.* The other three principles of values-based leadership are: Balance and Perspective, to gain a holistic understanding of all sides of an issue; True Self-Confidence, to appreciate what a leader knows and does not know and develop a team with complementary strengths, especially where one has weaknesses; and Genuine Humility, to recognize that a leader is neither better nor worse than others and should respect everyone equally and not treat people differently due to a job title. *Id.* at 5–6.

1. *Characteristics of a Servant Leader*

The first characteristic of a servant leader is listening. A servant leader must seek "to listen receptively to what is being said."[30] Not only should servant leaders listen to others, but they should also get in touch with their own inner voice.[31] Second, empathy is a characteristic that means a leader should "assume the good intentions of coworkers and not reject them as people, even when forced to reject their behavior or purpose."[32] Third, servant leaders should learn or have the characteristic of understanding.[33] Understanding of wholeness allows servant leaders to heal both themselves and others.[34] Fourth, awareness can be a scary characteristic because it may mean discovering the unknown.[35] Fifth, through persuasion, "servant leaders seek to convince others, rather than coerce compliance."[36]

Sixth, through conceptualization, servant leaders must attempt to strike a balance between planning day-to-day tasks and conceptualizing a larger goal.[37] Seventh, foresight allows a servant leader to have the ability to "understand lessons from the past, the realities of the present, and the likely consequence of a decision in the future."[38] Eighth, a servant leader must be a steward and use the organization's resources for the good of the whole.[39] Ninth, commitment to others is central to servant leadership.[40] Servant leaders understand people have value beyond that of an employee and seek to grow the personal and professional life of each individual.[41] Tenth, community requires a servant leader strives to build a connection between people no matter the size of the corporation.[42] "[L]eadership development is an on-going, life-long learning process."[43] Therefore, servant leaders must continually develop these ten characteristics.[44]

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[30]   Greenleaf, *supra* note 16.
[31]   *Id.*
[32]   *Id.*
[33]   *Id.*
[34]   *Id.*
[35]   *Id.*
[36]   Greenleaf, *supra* note 16.
[37]   *Id.*
[38]   *Id.*
[39]   *Id.*
[40]   *Id.*
[41]   *Id.* Thomas Jefferson was a law clerk for George Wythe. Wythe "didn't take young Jefferson under the customary agreement of those times in which the law clerk was virtually indentured as an apprentice. He took him as a unique person with potential qualities of greatness, and he set up the climate that assured the maturing of those qualities." Wythe saw Jefferson as a unique person who could grow and learn, whereas other lawyers may have seen Jefferson as a means to get tasks accomplished. GREENLEAF, *supra* note 13, at 228.
[42]   Greenleaf, *supra* note 16, at 10.
[43]   John E. Barbuto Jr. & Daniel W. Wheeler, *Becoming a Servant Leader: Do You Have What it Takes*?, NEBGUIDE 3 (Oct. 2007), *available at* http://www.ianrpubs.unl.edu/live/g1481/build/g1481.pdf.
[44]   *Id.*

2. Strategies of a Servant Leader

When people consciously cultivate leadership strategies, they become more effective leaders.[45] An effective leader must have a goal even if that goal changes.[46] To Greenleaf, a goal is "the special sense of overarching purpose, the big dream, the visionary concept, the ultimate achievement that one approaches but never achieves."[47] In addition to having the goals, a servant leader must prioritize these goals.[48] Greenleaf calls this the "principle of system neglect."[49] Although listening is a characteristic of a servant leader, it is also a strategy. Generally, people in leadership positions are more assertive and do not listen well.[50] People must learn how and when to listen.[51] Listening can be used to calm people when tempers run high.[52]

In addition to listening, language as a leadership strategy means someone must articulate goals.[53] A servant leader has "both the concepts and the words."[54] Further, a leader must implement values of honesty, love, and responsibility.[55] A leader should attempt to build, not to destroy.[56] Continuing to grow will allow a leader to reach other generations.[57] Because leadership can be emotionally and physically exhausting, leaders must protect themselves by withdrawing when necessary.[58] This allows leaders to relax and recharge to be the best version of themselves.[59] A leader should try to accept that not all people are perfect.[60] Even imperfect people are dedicated.[61] A servant leader must be his or her own person.[62] Finally, even if people reject the leader, the servant leader must never reject his or her colleagues.[63] These strategies utilize the traits of a servant leader. The servant leadership strategies should not only be implemented by the individual, but also must prevail in every level of the organization.[64]

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[45]   GREENLEAF, *supra* note 13, at 299.
[46]   *Id.*
[47]   *Id.* at 299–300.
[48]   *Id.* at 302.
[49]   *Id.*
[50]   *Id.* at 303.
[51]   GREENLEAF, *supra* note 13, at 303.
[52]   *Id.*
[53]   *Id.*
[54]   *Id.* at 304.
[55]   *Id.* at 306.
[56]   *Id.*
[57]   GREENLEAF, *supra* note 13, at 306–07.
[58]   *Id.* at 307.
[59]   *Id.*
[60]   *Id.* at 308.
[61]   *Id.*
[62]   *Id.* at 308–09.
[63]   GREENLEAF, *supra* note 13, at 309–10.
[64]   *See infra* Part III.

B. Servant Leaders in Corporate Settings—Inverting the Organizational Chart

Greenleaf claims society faces a "pervasive leadership crisis."[65] The government is attempting to force businesses to become more socially responsible by tightening administrative structures and passing more laws.[66] These actions "are mostly reactions against hurtful initiatives that someone has already taken."[67] However, additional regulations cannot solve the core ethical problem.[68] Although reactionary measures may solve some problems, society will only improve as a whole if the leaders use persuasion to change minds and attitudes, instead of using coercion through regulation.[69]

According to Greenleaf, many institutions "generally adhere to hierarchical structures with an unhealthy concentration of coercive power at the top and without an adequate leaven of persuasion to make them acceptable as vital units of our social structure."[70] According to Bill George, a professor of management at Harvard Business School and former CEO of Medtronic, "In business [practicing servant leadership] would start with . . . customers and ultimately [involve] serving society through . . . good work on behalf of your customers." [71] Traditionally, organizations developed a pyramid with the power exercised by a small number of people at the top telling people at the bottom how to act.[72] Under the servant leadership

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[65]   GREENLEAF, *supra* note 16, at 144.
[66]   *Id.* at 145.
[67]   *Id.*
[68]   *Id.* at 144–45.
[69]   *Id.* at 146.
[70]   GREENLEAF, *supra* note 16, at 145.

The first thing a CEO must do to build such a strong, successful organization is to internalize the belief that 'people are first.' If the CEO does put people first and the organization does operate productively, he or she must be willing to accept a change in roles from that of chief to one of *primus inter pares*, first among equals. The CEO must also acquire the ability to use and deal with power in such a way as to implement it 'affirmatively to serve.' CEOs should also fulfill the role of facilitating and fostering the leadership capabilities of others, rather than feeling threatened by potential developments. According to Greenleaf, it is important that a CEO not only internalize the new attitude toward people and the organization, but also that he or she reflect that change in language usage.

Anne T. Fraker, *Robert K. Greenleaf and Business Ethics: There Is No Code, in* REFLECTIONS ON LEADERSHIP: HOW ROBERT K. GREENLEAF'S THEORY OF SERVANT-LEADERSHIP INFLUENCED TODAY'S TOP MANAGEMENT THINKERS 37, 46 (Larry C. Spears ed., 1995).

[71]   Spiro, *supra* note 25. People in organizations that function as a pyramid "focus excessively on pleasing their bosses to the exclusion of doing as much as they can for the customer." *Id.* This makes it difficult for the person at the top of the pyramid to receive information and test new ideas. *Id.*

[72]   Edward Iwata, *Some Executives Are Trying to Make Companies Heed a Higher Authority*, *in* REFLECTIONS ON LEADERSHIP: HOW ROBERT GREENLEAF'S THEORY OF SERVANT-LEADERSHIP INFLUENCED TODAY'S TOP MANAGEMENT THINKERS 126, 128 (Larry C. Spears

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theory, the pyramid organization is inverted.[73] Several companies have implemented this idea.[74] As a result, "the leaders empower team members . . . to do their jobs."[75]

The servant leadership approach may increase revenues and decrease litigation.[76] For example, Sean Georges, In-House Counsel at Shoe Carnival Inc., has implemented the servant leadership strategy and inverted the organizational pyramid.[77] Shoe Carnival, Inc., consists of 5,200 employees in 365 stores.[78] While at Shoe Carnival, Inc., Georges has had zero litigation involving employees: only one Equal Employment Opportunity Commission case and three general liability claims filed.[79] Georges attributes this to inverting the organizational chart.[80]

The goal of corporations is to serve customers well.[81] However, "to meet customers' needs, organizational leaders must first identify and meet the needs of their employees; otherwise, they will not be able to or interested in helping customers."[82] Georges believes the roles of the president, CEO,

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ed., 1995) ("Most executives have been traditionally trained to see their workforce as machinery.").

[73]   *See* Greenleaf, *supra* note 16; *see also* Conscious Corporate Concepts, *supra* note 18 ("Servant-leadership departs from autocratic and hierarchical models, and is committed to the personal growth of individuals. This is not only beneficial to the individual, it results in an enhanced ability of the organization to accomplish its objectives.").

[74]   *See* Zach Baliva, *Toppling the Pyramid*, PROFILE (2013), http://profilemagazine .com/2013/terex-corporation-eric-cohen/. When Eric Cohen joined Terex as general counsel, it:

> was relatively young . . . and had been growing, but it was [not] one of the very top institutional companies that can make employees feel like just an unknown part of the machine. Still today, whether people have been [at Terex] 1 year or 15 years, they feel like they are contributing, like they are building and changing something real.

Id.; *see also* Jay F. Mars, *Chesapeake Promotes Attorney*, NEWSOK (Jan. 22, 2014), newsok.com/chesapeake-promotes-attorney/article/3926191; Iwata, *supra* note 72, at 128 (explaining Xerox Technology Ventures has replaced the traditional combative approach with a collaborative approach: the work teams acknowledge each individual employee's talents and contributions).

[75]   Baliva, *supra* note 74 ("Leaders on the bottom provide tools, training, and assistance. It's a chain of support instead of a chain of command, and that sets [a corporation] up . . . for success with a good foundation.").

[76]   Argyle Executive Forum, *supra* note 20, at 2–3; *see, e.g.*, Iwata, *supra* note 72, at 128 (providing the example of Xerox Technology Ventures, which has "tacked a money-losing software project that looked doomed. To their delight, sales on the software jumped from $500,000 to $3 million. Sales of $6 million [were] anticipated for next year.").

[77]   Argyle Executive Forum, *supra* note 20, at 2–3.

[78]   *Id.*

[79]   *Id.* at 2–3.

[80]   *Id.* at 6.

[81]   David E. Melchar & Susan M. Bosco, *Achieving High Organization Performance Through Servant Leadership*, 9 J. BUS. INQUIRY 1, 75 (2010), *available at* http://www.uvu.edu/woodbury/docs/achieving_high_organization_performance_through_serv ant_leadership.pdf.

[82]   *Id.*

and board of directors are to support employees.[83] Servant leaders do not tell employees "Do this for me." They ask employees, "What do you need from me?"[84] Servant leadership allows employees to support each other up the line, and the customer receives the best services and products.[85] Counsel no longer needs to guess what employees need from it.[86] When the board of directors provides employees with answers, employees become less subversive because they feel valued.[87]

However, supporting employers does not mean all behaviors are allowed.[88] Organizations must strike a balance between creating and allowing what happens within the corporation.[89] Each organization has its own culture and must learn how to implement servant leadership within the organization. According to Professors Russell and Stone, "power should not dominate our conceptualization of leadership because it prevents movement toward a higher standard of leadership; service should be at the core in order to promote the success of other organizational members, thereby contributing to positive outcomes for all concerned."[90]

III. HOW TO IMPLEMENT SERVANT LEADERSHIP

Although an individual may possess servant leader characteristics and use leadership strategies, the corporation as a whole must implement servant leadership.[91] Not all organizations will have the same strategy to

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[83]   Argyle Executive Forum, *supra* note 20, at 6.

[84]   *Id.*

[85]   *Id.* Shoe Carnival has the saying, "If you can't serve a customer, serve someone who is." *Id.* at 7.

[86]   *Id.* at 8.

[87]   *Id.* Under the servant leadership theory, a manager should have a concern for responsibility in which a person is disposed "to think, speak, and act as if he is personally accountable to all who may be affected by his thoughts, words, and deeds." According to Greenleaf:

> [T]he most productive organization is one where "there is the largest amount of voluntary action people do the right things, things that optimize total effectiveness, at the right times—because they understand what ought to be done, they believe these are the right things to do, and they take the necessary actions without being instructed." The strength exhibited by the employees will, in turn, build an organization of strength.

Fraker, *supra* note 70, at 41–42.

[88]   Argyle Executive Forum, *supra* note 20, at 8.

[89]   *Id.* at 11. For example, with regard to sexual harassment, the environment should not become unprofessional. While the employer must provide employees with support, it must not allow inappropriate jokes or stories. However, the employer must prioritize his or her own tasks and serve the employee first. *Id.*

[90]   Melchar & Bosco, *supra* note 81, at 85 (citing A.G. Stone, R. F. Russell, and K. Patterson, *Transformational Versus Servant Leadership: A Difference in Leader Focus*, 24 LEADERSHIP & ORGANIZATIONAL DEV. J. 349 (2004)).

[91]   JAMES W. SIPE & DON M. FRICK, SEVEN PILLARS OF SERVANT LEADERSHIP: PRACTICING THE WISDOM OF LEADING BY SERVING 7–13 (2009).

implement servant leadership.[92] Corporations are unique in size and industry. Implementing servant leadership requires patience because it is a process, not a project.[93] Therefore, companies should attempt to implement the practice early.[94] The corporation must "embrace the constant of evolutionary change" that servant leadership may bring.[95] Several companies have successfully "adopted servant-leadership as part of their corporate-philosophy or as a foundation for their mission statement."[96]

However, every organization may take general steps to implement servant leadership. The organization should begin conversations about servant leadership in small groups.[97] This helps the organization to discover and reward persons of character.[98] In every organization, people must be put first.[99] But, the organization must find a balance between putting people first and protecting the efficiency and survivability of an organization.[100] The employer and employees must become skilled communicators by listening to each other as attentively as they listen to clients.[101] Employees must recognize how individualism may impede collaboration. Employees should learn ways to praise one another.[102] In addition, the organization should assess the review process to determine whether it penalizes employees who have unique solutions to varying problems.[103]

Finding a way to combine foresight, vision, creativity, and bold action will help the company implement servant leadership.[104] The corporation should create an institution that integrates systems thinking by recognizing "every individual and system in an organization is

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[92]   Conscious Corporate Concepts, *supra* note 18 (examples may include "shifts in job descriptions, how wage increases occur, reporting hierarchy, employee evaluations, and the actual product/service delivery").

[93]   *Id.*; *see* SIPE & FRICK, *supra* note 91, at 180.

[94]   Spiro, *supra* note 25 (suggesting servant leadership should be a part of the company's founding values).

[95]   Conscious Corporate Concepts, *supra* note 18 ("As [the organization] persevere[s] and continue[s] to evolve, [the] success should foster an increasing investment of effort and loyalty from the people [the] organization touches. This in turn will nudge [the organization] to keep stretching and growing as [the] care for [it] increases and the bar for distinction keeps rising.").

[96]   Spears, *supra* note 12 (listing companies including Toro Company, Synovus Financial Corporation, ServiceMaster Company, the Men's Wearhouse, Southwest Airlines, and TDIndustries).

[97]   SIPE & FRICK, *supra* note 91, at 182.

[98]   *Id.* at 183.

[99]   *Id.* at 185.

[100]   *Id.*

[101]   *Id.* at 187. For example, the CEO of Medtronic "traveled around the world to meet cross sections of the company['s] workforce, which was in the tens of thousands. Rather than meeting with management he sat down with employees from all levels of the organization." Spiro, *supra* note 25.

[102]   *See* SIPE & FRICK, *supra* note 91, at 189–90.

[103]   *Id.* at 191.

[104]   *Id.* at 192.

interconnected."[105] Finally, the corporation must develop moral authority by assessing how employees trust each other and how external stakeholders trust the organization.[106] "Shifting to a servant leadership paradigm needs to occur across all the levels of [an] organization."[107] Servant leadership should not just be implemented within the organization, but also influence how suppliers and business partners are treated.[108]

So, how does one become, express in everyday living, and document the performance of servant leader attributes, characteristics, or traits? These competencies have been portrayed in the "Seven Pillars of Servant Leadership" table below.[109] Within each pillar are three core leadership competencies. They constitute the essential set of skills that contribute to leadership effectiveness.[110]

Seven Pillars of Servant Leadership[111]

I.	Person of Character	Makes insightful, ethical and principle-centered decisions • Maintains Integrity • Demonstrates Humility • Serves a Higher Purpose
II.	Puts People First	Helps others meet their highest priority development needs • Displays a Servant's Heart • Is Mentor-Minded • Shows Care & Concern
III.	Skilled Communicator	Listens earnestly and speaks effectively • Demonstrates Empathy • Invites Feedback • Communicates Persuasively

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[105]   *Id.* at 193. "Systems thinking" is framework for seeing and understanding interrelationships, rather than static or situational facts, within complex systems, such as large business or government organizations. PETER M. SENGE, THE FIFTH DISCIPLINE: THE ART OF THE LEARNING ORGANIZATION 68 (2006). Systems thinking is "a conceptual framework, a body of knowledge and tools that has been developed . . . to make the full patterns clearer, and to help us see how to change them effectively," and a shift "from seeing parts to seeing wholes, from seeing people as helpless reactors to seeing them as active participants in shaping their reality, from reacting to the present to creating the future." *Id.* at 7, 69.

[106]   *See* SIPE & FRICK, *supra* note 91, at 195.

[107]   Conscious Corporate Concepts, *supra* note 18.

[108]   Spiro, *supra* note 25.

[109]   SIPE & FRICK, *supra* note 91, at 4–9.

[110]   *Id.* at 5–6.

[111]   *Id.* at 4–9.

IV.	Compassionate Collaborator	Strengthens relationships, supports diversity and creates a sense of belonging • Expresses Appreciation • Builds Teams & Communities • Negotiates Conflict
V.	Has Foresight	Imagines possibilities, anticipates the future and proceeds with clarity of purpose • Visionary • Displays Creativity • Takes Courageous & Decisive Action
VI.	Systems Thinker	Thinks and acts strategically, leads changes effectively and balances the whole with the sum of its parts • Comfortable with Complexity • Demonstrates Adaptability • Considers the "Greater Good"
VII.	Leads with Moral Authority	Worthy of respect, inspires trust and confidence, and establishes quality standards for performance • Accepts & Delegates Responsibility • Shares Power & Control • Creates a Culture of Accountability

IV. DISADVANTAGES AND ADVANTAGES OF SERVANT LEADERSHIP

Organizations have exercised many different types of leadership strategies. Because each organization is unique, some leadership models may be better suited for certain corporations than others. Each corporation should weigh the positive and negative aspects of leadership strategies. For many corporations, servant leadership "can provide a successful alternative to . . . autocratic, performance-maintenance, transactional, or transformational" leadership styles."[112]

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[112]   Melchar & Bosco, *supra* note 81, at 84.

A. Disadvantages

Some argue that "the concept of servant leadership tends to evoke high-level philosophical meanderings with little practical application."[113] Further, these opponents argue no empirical evidence exists to demonstrate that the leadership style improves organizations.[114] Others go so far as to argue servant leadership "does not align with basic business structure."[115] They reason that "[m]anagers serve the primary purpose of representing the interests of owners and top management, not employees."[116] They argue further that employees will stop respecting their managers.[117] This will hinder the manager's ability to request employees improve their performance.[118] At the same time, it is argued, employees may decrease the amount of effort they put forth because they "believe their manager will step in to take care of any needs they have or to resolve issues that arise."[119]

It follows that people criticize servant leadership as a soft approach, unsuited to a competitive environment.[120] For example, "a servant leader will have to discard the characteristic of openness to maintain confidentiality to maintain the integrity of the community's core values and beliefs, for legal reasons and for the protection of others, more often than not."[121] In addition, the development between employees would be extinguished when an organization must downsize due to market pressure.[122] Although servant leaders encourage listening and consultative processes, it might be difficult or impossible to consult employees in emergency situations.[123]

Another disadvantage of the servant leadership model is that it can take time to implement.[124] For an organization to reap the benefits of servant

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[113]   Emma Johnson, *How To: Become a Servant Leader: Serve Employees First, and Success With Clients Will Follow*, SUCCESS (2013), *available at* http://www.success.com/article/how-to-become-a-servant-leader.

[114]   Melchar & Bosco, *supra* note 81, at 78.

[115]   Neil Kokemuller, *Problems With the Servant Leadership Model*, HOUSTON CHRON., http://smallbusiness.chron.com/problems-servant-leadership-model-50586.html (last visited May 19, 2014).

[116]   *Id.*

[117]   *Id.* ("When employees see their manager catering to their needs in an extreme manner, they are less likely to view him [or her] as an authoritative figure.").

[118]   *Id.*

[119]   *Id.*

[120]   N. Nayab, *Servant Leadership Theory—Strengths and Weaknesses,* BRIGHT HUB (May 25, 2011), http://www.brighthub.com/office/home/articles/73511.aspx.

[121]   *Id.*

[122]   *Id.*

[123]   *Id.*

[124]   SIPE & FRICK, *supra* note 91, at 180 ("Many efforts to implement Servant Leadership in organizations have fallen short due to impatience, incongruence, and a misunderstanding of the change process required to make it happen.").

leadership, the change must be made throughout the entire organization.[125] Even after the new leadership strategy begins to spread, it can easily be unraveled. If the company's directors decide to change the structure before it has time to fully incubate, the corporation may never have an opportunity to reap the benefits of servant leadership.

B. Advantages

One positive aspect of servant leadership is the impact it has on employees. Unlike the "power, wealth and fame model," the servant leadership model increases the morale of employees.[126] Servant leadership may increase morale because it allows for personalized management for each diverse employee.[127] Workplace productivity rises when morale is increased.[128] Not only will employees do their work when they feel valued, but they will also give extra.[129]

Employees succeed when they are happy and enjoy their work; and the business also succeeds because excellence will increase the company's clients and marketplace.[130] "As traditional, hierarchical walls are torn down or modified, more thinkers will be empowered to come forward and be given the opportunity to enhance their own responsibilities, their team's role, and the overall organization's value."[131] Servant leadership "appears to hold the promise of being an antidote to the corrupt-ridden corporate scandals of recent memory."[132]

Servant leadership makes capitalism more efficient because servant

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[125] Brett Basinski, *Advantages and Disadvantages of Servant Leadership*, EMPOWER NETWORK (Feb. 20, 2013), http://brett-fl.empowernetwork.com/blog/advantages-and-disadvantages-of-servant-leadership.

[126] Spiro, *supra* note 25 ("People . . . do their jobs and leave when the clock says five o'clock. They don't put in any extra effort, they give you the minimum."). In addition, there may be high turnover rates. For example, "if a company imposes very strict expense control limits on an organization, but spends lavishly themselves, 'it creates a climate where people feel unfairness and hostility.'" *Id.*; *see also* Conscious Corporate Concepts, *supra* note 18 ("When the corporation cares about its people, makes investments in them, removes their obstacles, and holds them accountable to the organization's stewardship responsibilities vs. ownership responsibilities, the business blossoms and profits follow.").

[127] George N. Root III, *The Advantages of the Servant Leadership Style,* HOUSTON CHRON, http://smallbusiness.chron.com/advantages-servant-leadership-style-11693.html (last visited May 19, 2014) (explaining that other types of leadership "can sometimes cause opposing points of view to be lost or distorted to fit the needs of the group.").

[128] *Id.*

[129] David Good, *5 Reasons Why Servant Leadership Work*, TECHNORATI (June 28, 2011), http://technorati.com/business/gurus/article/5-reasons-why-servant-leadership-works/page-2/ (explaining employees will make sure the job gets done without the employer asking if they feel valued).

[130] Conscious Corporate Concepts, *supra* note 18.

[131] *Id.*

[132] Melchar & Bosco, *supra* note 81, at 76.

leaders understand the needs of their colleagues.[133] When employees are served, they will attempt to serve others in return.[134] This fosters trust between employees.[135] If employees do not trust one another, growth and creativity are stifled.[136] The collaborative effect increases the organization's potential for success.[137] The combined talent, creativity and potential of a team maximize production.[138] When management considers the needs of employees, the employee develops a strong sense of loyalty.[139] A strong company cannot be built without human resources because "systems and processes are only effective if the people who make them work are effective."[140]

In an empirical study, the servant leadership model was tested in three for-profit organizations.[141] The study found servant leadership was successful for companies in competitive industries.[142] For example, the "luxury automobile market requires a high level of commitment by all employees in order to be successful. The products themselves are expensive to purchase and maintain; therefore, individuals who buy them expect the very best service and satisfaction."[143] The servant leadership model provides luxury car companies with the ability to provide customers with service they desire.[144] Each company in the study saw increased business through customer loyalty, which correlated with top service ratings.[145] According to the study, this leadership style created a culture that increased income.[146]

The study found there was not significant variation based on "employee age, length of time with the company, or level of education."[147] It follows that the servant leadership style may be effective for almost all employees.[148] Employees "considered the behaviors that are characteristic of

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[133]   Spiro, *supra* note 25 (explaining when servant leaders listen to colleagues, they understand what colleagues need and "can provide the programs, products, and services that people really want").

[134]   Good, *supra* note 129.

[135]   *Id.* (explaining that servant leadership dispels an atmosphere that "requires people work in a self protection mode [where] nothing gets done").

[136]   *Id.*

[137]   *Id.*

[138]   *Id.*; *see also* Root, *supra* note 127 (explaining personalized management "can help to maintain team cohesiveness").

[139]   Root, *supra* note 127.

[140]   Shekari & Nikooparvar, *supra* note 19, at 54 ("Highly motivated and well-trained human resources provide the only assurance that any organization will be effective in accomplishing its goals.").

[141]   Melchar & Bosco, *supra* note 81, at 85.

[142]   *Id.*

[143]   *Id.* at 84.

[144]   *Id.*

[145]   *Id.*

[146]   Melchar & Bosco, *supra* note 81, at 84.

[147]   *Id.*

[148]   *Id.*

[the servant] leadership model to be relevant and desirable."[149] The servant leadership style also provides an organization with consistency throughout the corporation. [150] This provides the employees with consistent expectations. [151] Consistency may improve employee morale. When employees' personal achievements increase, the company advances.[152] The study reasoned "if a leader can positively influence [employees] to perform at higher levels, [the employees], in turn, will benefit from the organization's success.[153]

Another study found "servant-led companies produced *far superior* financial results."[154] The Magellan Executive Resources research project chose eleven publicly traded companies often mentioned in literature as implementers of Servant Leadership principles: The Toro Company, Southwest Airlines, Starbucks, AFLAC, Men's Wearhouse, Synovus Financial, Herman Miller, ServiceMasters, Marriott International, FedEx and Medtronic. The returns for these companies averaged 24.2 percent, compared to eleven other "great companies," which averaged returns of 17.5 percent.[155]

V. PROBLEMS CORPORATIONS AND IN-HOUSE COUNSEL FACE

The number of corporate counsel has continually increased over the past three decades.[156] The role of general counsel has also changed over time to a more powerful and influential position.[157]

The role and number of in-house counsel is increasing for several reasons.[158] First, regulations on businesses are increasing.[159] In light of this, desirable general counsel will have litigation experience and ideally significant time working with regulatory agencies and watchdogs. [160]

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[149] *Id.*

[150] *Id.*

[151] Melchar & Bosco, *supra* note 81, at 84.

[152] *Id.*

[153] *Id.*

[154] SIPE & FRICK, *supra* note 91, at 2, 199.

[155] *Id.*; Jim Collins, GOOD TO GREAT: WHY SOME COMPANIES MAKE THE LEAP AND OTHERS DON'T (2001).

[156] Pam Jenoff, *Going Native: Incentive, Identity, and the Inherent Ethical Problem of In-House Counsel*, 114 W. VA. L. REV. 725, 727 (2012).

[157] Boris Groysberg et al., *The New Path to the C-Suite*, HARVARD BUS. REV. (Mar. 2011) http://hbr.org/2011/03/the-new-path-to-the-c-suite/ar/1. Twenty years ago, general counsel "kept an eye on regulatory compliance, closed deals, reviewed documents, and dealt with employee issues." *Id.* With the intensification of regulatory scrutiny, the general counsel's duties now include anticipating and mitigating safety, security, and reputational risks. *Id.*

[158] Jenoff, *supra* note 156, at 727.

[159] *Id.*

[160] Groysberg et al., *supra* note 157.
To land a general counsel job today, a lawyer needs experience negotiating with legal and regulatory agencies and industry watchdogs—

Knowledge of international law, given trends towards globalization, is also helpful.[161] The growing importance of in-house counsel has led to some general counsel being considered for and offered CEO positions.[162] In addition, corporate transactions are becoming more complex.[163] For these reasons among others, litigation is more frequent.[164] In-house counsel may provide advantages over law firms. In-house legal departments may decrease the cost of legal services.[165] In-house attorneys are enabled "to engage in a more proactive rather than reactive model of lawyering by becoming involved in matters at an earlier stage and anticipating and detecting potential issues and disputes before they fully manifest themselves as problems."[166] However, general counsel still have problems when representing the corporation.

A. Minnesota Rules of Professional Conduct

Even though attorneys are required to abide by rules of professional responsibility and other regulations, the public generally perceives lawyers as unethical.[167] Greenleaf would propose no code of ethics because "codes differ[] 'among individuals, . . . cultures, religions, vocational groups, and they change with the passage of time.'"[168] Instead, the individual is responsible for developing ethical behavior.[169]

The Minnesota Rules of Professional Conduct present unclear guidelines for in-house counsel as opposed to lawyers representing individual clients. Under Rule 1.13, a lawyer represents the organization as a whole and must act in the best interest of the organization.[170] The lawyer

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in the U.S., groups like the Department of Justice, the Financial Industry Regulatory Authority, the Securities and Exchange Commission, the Federal Trade Commission, the Treasury Department . . . . A sterling external reputation and a robust outside network—in particular, connections with government agencies and authorities—will often tip the scale in a given candidate's favor.

Id.

[161]   *Id.*
[162]   *Id.*
[163]   Jenoff, *supra* note 156, at 727.
[164]   *Id.*
[165]   *Id.* at 728.
[166]   *Id.* at 729.
[167]   GREENLEAF, *supra* note 13, at 13–14. A Quaker lawyer told Greenleaf about his nephew who wanted to become a lawyer but was bothered about keeping a Quaker conscience. *Id.* This requires balancing what is good for oneself with what is good for other people. *Id.*
[168]   Fraker, *supra* note 70, at 37 (quoting untitled, undated book manuscript, p.6).
[169]   *Id.* at 38. "Rather than outlining a standard code of ethics, something Greenleaf viewed as too simplistic, he presented traits managers should possess in order to approach ethical behavior." *Id.* at 41.
[170]   The Minnesota Rules of Professional Conduct provide:

does not represent the individual constituents according to the ethical rules, which poses problems for in-house counsel.[171] For example, the rule "tends to ignore or overlook the personal, social and human relationships that often develop between the organization's counsel and its constituents."[172]

This rule requires the lawyer to refer matters to "higher authority" when there is an ethical question.[173] There are no ethical problems when the interests of the organization and employees align.[174] An ethical issue may arise when the "interests of an officer manager, supervisor or other employee become adverse to or conflict with those of the organization."[175]Although in-house counsel must act in the best interest of the organization, other ethical rules still apply to the constituents of an organizational client.[176]

B. Principal-Agent Problem

An agency relationship is "a contract under which one or more persons, the principals, engage another person, the agent, to perform some service on their behalf which involves delegating some decision making authority to the agent."[177] The agency cost problem occurs in situations where the agent is not motivated to act in the best interest of the principal.[178]

A lawyer employed or retained by an organization represents the organization acting through its duty authorized constituents. If a lawyer for an organization knows that an officer, employee or other person associated with the organization is engaged in action, intends to act, or refuses to act in a matter related to the representation that is a violation of a legal obligation to the organization, or a violation of law that reasonably might be imputed to the organization, and that is likely to result in substantial injury to the organization, then the lawyer shall proceed as is reasonably necessary in the best interest of the organization.

Minn. R. Prof. Cond. 1.13(a)–(b); *see also* Kenneth L. Jorgensen, *Counsel for the Organization: Employee Conflicts*, 61 BENCH & B. MINN. 12, 12 (Aug. 2004) ("Representing organizations requires daily vigilance to avoid conflicts of interest between the organization and its constituents.").

[171]   Jorgensen, *supra* note 170, at 12.

[172]   *Id.* In-house counsel are often difficult to differentiate from other employees. Like all employees, in-house counsel must abide by the organization's policies and procedures. Further, in-house counsel often "form close working relationships and even friendships with others in the organization." *Id.*

[173]   Minn. R. Prof. Cond. 1.13(b), cmt. 6 (stating "the lawyer may reveal confidential information only when the organization's highest authority insists upon or fails to address threatened or ongoing action that is clearly in violation of the law.").

[174]   *Id.*

[175]   *Id.*

[176]   Minn. R. Prof. Cond. 1.13 cmt. 2 (stating "when one of the constituents of an organizational client communicates with the organization's lawyer in that person's organizational capacity, the communication is protected by Rule 1.6.").

[177]   Michael C. Jensen & William H. Meckling, *Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure*, 3 J. FIN. ECON. 305, 308 (1976).

[178]   Sanford J. Grossman & Oliver D. Hart, *An Analysis of the Principal-Agent Problem*, 51 ECONOMETRICA 7 (1983).

Moreover, "[t]hese costs arise because of the impossibility of complete contracting, the assumption that agents will act on their own behalf to the detriment of the principal and the difficulty of the principal to observe whether the contract is being fulfilled." [179] Agency cost is the sum of monitoring costs, bonding costs, and residual loss. [180] The principal faces difficulty in determining whether the agent's behavior causes the economic outcome or external factors are responsible for the outcome. [181]

VI. ANALYSIS

General counsel are becoming increasingly important to corporations. [182] In order to better serve the employees of the corporation, and thus the customers the corporation is seeking to serve, general counsel should not be overburdened by codes of professional ethics**.** [183] Utilization of servant leadership may decrease problems faced by in-house counsel. [184] By listening and empowering employees of the corporation instead of acting only in the best interest of the "corporation" as an entity, in-house counsel will be able to better serve the corporation and empower other employees to work harder and provide better products and services to customers. [185]

A. Limiting Ethical Issues

When the interests of the corporation and the employees are aligned, the possibility of ethical dilemmas is minimized. [186] The Minnesota Rules of

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[179] Lee-Ford Tritt, *The Limitations of an Economic Agency Cost Theory of Trust Law*, 32 CARDOZO L. REV. 2579, 2592 (2011).

[180] Jensen & Meckling, *supra* note 177, at 308. These losses are a result of divergent interests measured by the "dollar equivalent of the reduction in welfare experienced by the principal." *Id.* Monitoring costs are "efforts on the part of the principal to 'control' the behavior of the agent through budget restrictions, compensation policies, operating rules." *Id.* at n.9. For example, employers may set production standards or quotas and hire contractors to monitor agency behavior. Bonding costs are incurred to "guarantee that he will not take certain actions which would harm the principal or to ensure that the principal will be compensated if [the agent] does take such actions." *Id.* at n.48. Residual loss is the cost of the agency relationship.

[181] Grossman & Hart, *supra* note 178, at 10 ("[T]he firm's profit depends on the manager's actions, but also on other factors which are outside the manager's control . . . . Thus, in particular, if the firm does well, it will not generally be clear to the owner whether this is because the manager has worked well or whether it is because he has been lucky.").

[182] *See supra* notes 161–166 and accompanying text (discussing the increasing role and complexity of the in-house counsel position over the past thirty years).

[183] *See supra* note 169 (pointing out Greenleaf's belief that codes of ethics are too simplistic).

[184] *See supra* note 166 and accompanying text (pointing out that the role of general counsel has been expanded to include anticipating and mitigating potential problems).

[185] *See supra* note 22 (discussing the need for listening in the servant leader mindset).

[186] *See supra* notes 175–176 and accompanying text.

Professional Conduct do not offer cogent advice for in-house counsel.[187] Even though lawyers are held to high standards by the Rules of Professional Conduct, the general public perceives lawyers as unscrupulous.[188] In the context of in-house counsel, this is likely due, at least in part, to the competing interests that normal employees of the corporation and in-house counsel must pursue.[189] Employees envision themselves as part of a team, which is a constituent part of the corporation. Their coworkers may be their friends or, at the very least, people who rely on each other in order to do their jobs effectively. Conversely, it is not in the best interest of an in-house counsel to interact on a personal level with other employees.[190]

The in-house counsel serves the corporation.[191] Modern trends dictate that in-house counsel should look for ways to eliminate and mitigate risk to the corporation.[192] Instead of asking what they can do to empower their coworkers, in-house counsel must ask what they can do to protect the corporation.[193] The servant leader trait of openness is counter to what most in-house counsel would consider good business practice. Even proponents of the servant leadership model concede that openness may not work, for legal reasons, in a corporation.[194] But in-house counsel must adapt to the changing needs of the companies that employ them.

General counsel is no longer a "second class" position.[195] It requires an extensive network of contacts and years of experience. General counsel are considered a viable option for promotion to CEO.[196] In order to serve not only the legal needs of the company but other considerations to maintain and grow corporate profit, general counsel could benefit from not having a restrictive code of ethics. Codes of ethics differ between cultures, religions, and even companies, and having the ability to adapt to the needs of the company may allow general counsel to do their jobs more effectively. General counsel must have an eye towards international law and relations.[197]

Passing ethical concerns up the chain of command is not in the best interest of the corporation or the people they serve, and will likely become an

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[187]   *See supra* Part IV.A.

[188]   *See supra* note 167 (providing the public's perception of attorneys).

[189]   *See supra* notes 170–176 and accompanying text (providing in-house counsel's ethical obligations).

[190]   *See supra* notes 170–176 and accompanying text (providing the attorney must balance the obligation to the corporation against that of the individual).

[191]   *See supra* notes 170–176 and accompanying text.

[192]   *See supra* note 164 (noting expanding litigation risks to corporations).

[193]   *See supra* notes 160–166 and accompanying text.

[194]   *See supra* notes 121–124 and accompanying text (noting the potential for untenable employer-employee dynamics when the servant leadership model is implemented).

[195]   *See supra* note 160 (suggesting a trend toward requiring highly successful experience and extensive connections with government agencies as a crucial prerequisite to modern day general counsel). A lawyer with these qualifications would certainly not be considered "second class" in most circles.

[196]   *See supra* note 162 and accompanying text.

[197]   *See supra* note 161 and accompanying text.

unviable option for general counsel who represent large or international companies.[198] General counsel should be empowered to address ethical issues directly in a meaningful way. This will encourage general counsel to put people first, collaborate compassionately, think systemically, and lead with moral authority. General counsel should be able to shape the thinking of the work force and provide leadership in areas of legal and ethical concern.

The needs of corporations have led to an increased, more dynamic role for general counsel. By serving the people of the corporation in a meaningful way, general counsel will be able to serve their most basic function: to protect the company. If people know how and are empowered to act responsibly, both ethically and legally, the needs of general counsel in terms of reactionary job functions—litigation, lawsuits, product recall—may dwindle as they increasingly teach and guide the workforce to make decisions that do not necessitate legal recourse.

B. Reducing the Agency Cost Problem

Due to the unclear guidelines presented by the Minnesota Rules of Professional Conduct, as well as a general counsel's duty to the corporation and not the people working for the corporation, there is a danger that people in the corporation will not act in the best legal interest of the corporation. By using the seven pillars of Service Leadership, the Agency Cost problem could be greatly reduced for in-house counsel.

If a general counsel is empowered to be a person of character, there will be less incentive for people to ignore the legal ramifications of their actions. Specifically, it will serve a higher purpose.[199] If it is clear that the general counsel and other employees are working together toward a common goal, as opposed to general counsel being viewed as an adversary blindly representing and protecting the company, then employees will be more productive.[200] Thus, it will reduce an agency cost.[201]

The second pillar of servant leadership, putting people first, ties into this goal of building a community.[202] Through being mentor-minded and showing care and concern, a general counsel can ingratiate themselves to other employees. This will give general counsel the ability to better meet the needs of the employees and anticipate potential problems. By empowering employees, the in-house counsel will be serving the corporation in a more meaningful way than if something were passed up the chain of command.

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[198] *See supra* notes 173–174 and accompanying text (noting that the Minnesota Rules of Professional Conduct are vague and require generalcounsel to present issues to a "higher authority" when ethical issues arise).

[199] *See supra* note 111 and accompanying Seven Pillars Table.

[200] *See supra* notes 141–155 and accompanying text (providing empirical studies showing profitability).

[201] *See supra* notes 178–179 (providing principal-agent costs).

[202] *See supra* notes 178–179.

By showing empathy and inviting feedback, the third pillar of servant leadership, being a skilled communicator, will provide a way for general counsel to better serve the company by inviting dialogue and encouraging people to come forward with problems they may have, instead of waiting for a problem to grow to the point of requiring litigation.[203]

All of the pillars are useful in reducing agency costs. When employees are not empowered by their employers and general counsel, there is potential for the employee to act in his own best interest, instead of the company's.[204] In-house counsel, by utilizing the seven pillars approach, are able to serve the client through empowering employees to act openly and responsibly and to put the needs of the company first.

VII. CONCLUSION

Servant leadership provides a way for in-house counsel to empower employees to better work toward the interests of the company.[205] As the role of in-house counsel expands, new and innovative techniques will be needed to square the demands of international, dynamic companies with the unclear and antiquated guidelines provided in Rules of Professional Conduct.[206] Servant leadership uses an approach that is proactive, something in-house counsel must be. Further, this approach encourages openness and transparency, which will allow problems to be met head-on. This prevents situations from being handled only after the problem is brought to the in-house counsel because it has grown out of control.

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[203]   *See supra* notes 178–179.

[204]   *See supra* notes 178–179 (explaining costs occur when employees are not motivated to act on behalf of the corporation).

[205]   *See supra* Part VI (providing how the leadership style will solve problems).

[206]   *See supra* Part VI.A (examining how the leadership will help the lawyer fulfill the code of conduct).