



## Managing a never-ending, ever-changing workload

How 5 general counsel smartly balance legal and business demands for their growing businesses

White Paper

### General counsel interviewed for this white paper:

**Michelle Fang**, Chief Legal Officer, Turo

**Chris Young**, General Counsel, Ironclad, Inc.

**Troy Roberts**, Chief Legal Counsel, Charles Kirkland Companies

**Jim Warner**, General Counsel, Oracle Elevator Company

**Irene Liu**, Chief Legal Officer, Hopin



In this white paper, Fang and four other GCs discuss how they have managed to balance legal and business demands for their growing companies, while finding the time to serve as trusted advisors to the business.

Michelle Fang's experience on her first day as general counsel (GC) for the car-sharing company Turo typifies the wide-ranging demands placed on GCs at growing businesses.

"I walked through the door, largely with a litigation, trademark, and generalist background, and one of the first things they asked me to do was create a Delaware corporation to hold a captive insurance cell," Fang recalled.

Despite her lack of knowledge in that particular area of the law, Fang looked her new employers in the eye and said, "Yep, sounds great." Then she went back to her desk and used the only tool at her disposal — the internet — to research, from scratch, how to create the corporation.

Fang's trial-by-fire experience is shared by thousands of GCs who are employed at small and medium-sized businesses, which make up over 99.9% of all U.S. businesses.<sup>1</sup> These businesses depend on solo GCs (or small legal teams) to manage and oversee a wide variety of legal concerns at the local, state, federal, and international level, while at the same time finding ways to support business growth.

In this white paper, Fang and four other GCs discuss how they have managed to balance legal and business demands for their growing companies, while finding the time to serve as trusted advisors to the business.

Their experiences also illustrate the importance of possessing personal effectiveness skills and acquiring business and financial acumen in addition to maintaining legal knowledge. Known as the [Delta Lawyer Competency Model](#), these additional proficiencies are vital to the successful 21<sup>st</sup>-Century in-house counsel.

The experiences of general counsel at businesses ranging from fast-growing startups to well-established product and services corporations provide insight into the challenges, risks, and rewards of working with limited resources in a fast-moving and dynamic business environment.

### A day in the life of a GC

On a given workday, a GC in a small or medium-sized business may work in any or all of these legal areas, among others:

- Corporate governance
- Contracts and other legal agreements
- Insurance law
- Employment law
- Regulatory law
- Litigation
- Mergers and acquisitions
- Intellectual property and trademark law
- Real estate law
- Non-legal "emergency" work that has no other home

## 1. Become data-driven to become a business leader

**Chris Young**, General Counsel, Ironclad, Inc.

As GC at Ironclad, a growing company that provides a digital contracting platform for General Counsel and in-house legal teams, Chris Young is well versed in the value of technology for Ironclad's customers. Data and technology have also helped Young and his legal team establish themselves as trusted business partners.

"Data is our friend, and we as an industry have only just begun to embrace it," Young said. "I'm excited to see how much easier our lives will become as in-house counsel when leveraging data is the norm for every company."

<sup>1</sup> <https://perma.cc/A2TL-FL4R>

Without data, Young notes that GCs often struggle to prove their value. “If you’re doing your job, you’re identifying and avoiding risk for the company,” he said, which means that GCs must try to prove a negative — the value to the business of having not taken an action.

Data changes the conversation for proving value. As an example of how data and technology can be used to demonstrate the positive contributions of the legal team, Ironclad publishes a quarterly internal contract data report that analyzes its own operational data from the platform, including Ironclad’s deal speed and redline turn time. The data shows how the legal team’s usage of Ironclad software increases efficiency and provides the entire company with actionable insights.

“Data can also help you compel headcount at the right time and generally get the resources you need when you’re up for fiscal year planning,” Young said. “Until you bring in data, if you are in the business of risk management, it is challenging to justify the resources you need to run an efficient and effective legal department.”

At Ironclad, using technology to automate administrative work has helped free the legal team to be trusted advisors, with more time to focus on substantive and strategically impactful initiatives, including the company’s pro-bono and social impact programs.

“The minute that you can rise up from being just the protector and the risk manager, to someone who’s armed with data, you can start to really emerge as not just a legal leader, but also a business leader,” Young said.



Along with devoting hours each week to online research, Roberts notes that it is helpful to develop relationships, both with colleagues and with other lawyers — including opposing counsel.

## 2. Hone interpersonal skills and develop relationships

**Troy Roberts**, Chief Legal Counsel, Charles Kirkland Companies

Charles Kirkland Companies is involved in a range of diverse industries, including real estate, solar energy, industrial manufacturing, transportation, financial services, and home improvement.

As the company’s chief in-house counsel, Troy Roberts likewise wears many hats. Among other responsibilities, he manages civil litigation and human resources issues, works to ensure COVID-19 compliance, testifies at eviction hearings, and reviews contracts.

“On a typical day, I’ll work on some litigation and then interact with the COO, and then do some transactional work,” he said. “What’s great about this position is that it’s interesting work, it’s varied, and I can spend a lot of time learning new things.”

Roberts outsources some projects, like complex tax issues and mergers and acquisitions. But to support the wide-ranging legal needs of the business, he and the other lawyers on his team also need to conduct their own research to learn about specialized areas of the law. That can be especially daunting given the daily onslaught of legal newsletters, alerts, and other sources of information about shifting legal requirements.

To research his legal arguments, Roberts relies on Westlaw®, an online research service and database for legal professionals. To get up to speed on the latest regulatory rules and human resources requirements, he visits government websites, and for emerging concerns like COVID-19, he keeps an eye out for new orders and updates. In addition, he often conducts general internet searches so he’s ready for whatever new rules and regulations might be coming next.

Along with devoting hours each week to online research, Roberts notes that it is helpful to develop relationships, both with colleagues and with other lawyers — including opposing counsel. Communicating with a wide variety of people is another form of research that can provide insights and accelerate results. Additionally, building relationships is another key piece of the showing the value of the legal team.

“I like to pick up the phone and talk to people, which is becoming a lost art,” he said. “I’ve had multiple lawyers thank me because I’ll pick up the phone and just call them, introduce myself, and start a professional relationship with opposing counsel. They appreciate it, and you can get a lot more done that way.”



Like many GCs at growing companies, Fang found that she needed to delegate some legal work to outside counsel.

### 3. Balancing hiring in-house and delegating to outside counsel

**Michelle Fang**, Chief Legal Officer, Turo

When Fang, a vice president and the chief legal officer at Turo, joined the car-sharing company nearly six years ago, she was the first female executive, the first lawyer, and only the 79th employee overall. “I was a team of one,” she said. “Whatever it was that needed to be done, I was the person that was going to do it.”

The expectation that GCs do it all, with no assistants, is especially common at small companies and startups. Those moving in-house generally must accept less infrastructure and support than they had at a law firm. For instance, as Turo’s only internal lawyer for three years, Fang performed both paralegal and legal tasks related to everything from insurance and regulatory matters to drafting and reviewing contracts.

“I was the commercial lawyer, the privacy lawyer, the corporate lawyer, the litigator, the paralegal, the employment lawyer — everything. There’s no way you can stay abreast of all of that,” she said.

Like many GCs at growing companies, Fang found that she needed to delegate some legal work to outside counsel. The company now outsources a variety of specialized, highly technical work — including in corporate, litigation, and trademark law — to outside firms, which can perform the work more efficiently.

The next step for Turo was to expand the internal legal team. As the company continued to grow, it became more cost-efficient to hire a dedicated, full-time litigator, among other legal professionals. Turo was able to show the math to justify the value to the company of hiring more in-house lawyers.

“My background was in litigation so I deferred hiring a litigator for quite a long time,” Fang said, “but as our company and its litigation portfolio grew, I could have spent my full-time job managing litigation and overseeing outside counsel.”

After spending three years as Turo’s only lawyer, Fang now leads the company’s legal and government affairs on a global basis, managing a team of 17 employees. Such rapid growth may not be typical, but the need to balance how much work is performed by internal versus outside counsel is common to most growing businesses. Finding such balance is key to developing into a trusted advisor, as one way to free up time is to send appropriate work outside the department.

Fang said she now spends about 40% of her time overseeing and supporting her team and another 30% serving as a trusted advisor to the business. Only the remaining 30% of her time is devoted to the daily contract reviews and other tasks that once occupied nearly every hour of her workday.



#### GCs top priorities

In a recent survey<sup>2</sup> of general counsel, respondents identified the following as their top priorities:

**50%** functional effectiveness

**44%** increase efficiency

**26%** safeguard the company



The biggest lesson Warner has learned as a general counsel, most recently at Oracle Elevator Company, is that despite their demanding workloads, general counsel must find time to quantify and articulate the legal team's business value to the C-suite.

#### 4. Helping improve the bottom line improves your position with the C-suite

**Jim Warner**, General Counsel, Oracle Elevator Company

Jim Warner knows firsthand how general counsels at growing businesses forever struggle to keep pace with the many and varied demands that are placed upon them. "I start the morning with a to-do list and usually that gets wrecked by lunchtime," he said.

The biggest lesson Warner has learned as a general counsel, most recently at Oracle Elevator Company, is that despite their demanding workloads, general counsel must find time to quantify and articulate the legal team's business value to the C-suite.

"We're usually seen as a cost center," Warner noted. "We're not the favorite people in the room because we are seen as making things more difficult or costly, so you have to get yourself out of that trap and develop areas where you're going to really deliver something of value to the company."

For example, when he worked at another company, Warner learned that they were paying \$10 million a year for a workers' compensation program with a deductible so high that only three of 300 claims were paid by the insurance company. When asked about claims, most people said, "we send those to the insurance company." Warner and his team launched an initiative called "The Million Dollar Challenge." They competitively tendered the program and proactively managed claims, leading to more than \$1.2M in savings.

"There are opportunities like that in almost every company, where you can use your legal expertise to bring something to the business that they weren't even aware existed," Warner said.

Bringing these savings and other initiatives front and center with the business is critical to showing value and to establishing your credentials as a trusted advisor. In his current role, Warner is a member of the senior management team at a company that provides maintenance and modification services at universities, retailers, airports, and other locations. Having a seat at the table gives him an opportunity to help his fellow executives understand the value of the legal team.

"I make sure they're aware of issues that affect the business and what we can do to make it better," he said. That includes detailing the benefits of minimizing insurance exposure, avoiding outside legal fees, and taking other actions that reduce risk. It also involves proactively identifying ways for the business to be more profitable.

"You don't have to know every item in the ledger sheet, but you do need to know the most important ones and you need to know what affects those levers," Warner said. By talking with the finance team and getting out of the office to get to know every aspect of the business, GCs can learn the nuances and thereby identify opportunities and diminish threats, both of which provide more value to the business.

Ultimately, Warner said, "You want to be a contributing member of the management team, and you want to make a lot of people happy that you're there."



#### Top drivers for outsourcing legal work

General counsel have identified three significant drivers for legal outsourcing:

**84%** needed expertise that was not yet available on their team

**55%** needed to add head count to their teams

**32%** found that the cost of outsourcing was less than the cost of hiring



A constant challenge for GCs is to help executive teams weigh the legal risks of each action and determine which risks are best avoided to protect the business and which are worth taking to benefit the bottom line.

## 5. Balance legal risk with business reward

**Irene Liu**, Chief Legal Officer, Hopin (previously Senior Vice President and General Counsel at Checkr)

A constant challenge for GCs is to help executive teams weigh the legal risks of each action and determine which risks are best avoided to protect the business and which are worth taking to benefit the bottom line.

Irene Liu, who served as senior vice president and general counsel at the startup Checkr for more than four years, has faced more than her share of risk-versus-reward decisions.

Checkr is a technology company in the heavily regulated background check industry. Given its regulated space, the business need to quickly create background reports on potential employees and candidates must be balanced with the legal need to stay in compliance with a host of local, state, and federal regulations, ranging from the California Consumer Privacy Act (CCPA), Fair Credit Reporting Act (FCRA) to the European Union's General Data Protection Regulation (GDPR).

"The thing that keeps every technology-focused general counsel and chief legal officer up at night is privacy and security," Liu said. "You have all these companies trying to figure out how to stay compliant with ever-evolving laws around CCPA, GDPR, and other new laws. Most companies want to do the right thing, but it is a challenge to stay abreast of all of these evolving laws and yet remain nimble as a business."

Liu, who is now chief legal officer at Hopin, noted that Checkr's innovative work led to complex legal questions that would cause even the most experienced legal experts to differ in their risk assessments.

"Given the highly regulated nature of Checkr's business, for gray areas, I like to consult two to three external counsels and experts — people that I know have varied risk tolerances," she said. "I want to talk to the one that's most conservative, the one that might be business-oriented, and the one that's probably willing to accept more risk and go further. Having the range of perspectives allows me to be able to respond to business needs and fully understand the impact of our decisions." Being comfortable operating in the gray areas is critical to establishing your bona fides as a trusted advisor and to showing the value of a legal department that is willing to weigh different viewpoints in coming up with its best recommendation.

For other GCs at growing businesses that face a high level of risk, Liu advises getting to know the CEO's priorities and risk tolerance. "You need to closely align with the CEO to understand their risk appetite and to try to shift in that direction with them," she said.

While general counsel may not be experts in every area of the law, Liu added, but they can be effective risk managers to protect the company. "Guiding the CEO and the business and helping them navigate the potential land mines is the most important role of the general counsel."



### The GC wish list

The five GCs we spoke with put these needs at the top of their wish lists:

- Paralegals or other assistants to help with administrative work
- More data and metrics to justify headcount and resourcing
- Experienced external counsels who need little ramp-up time or support
- A contract management system applied consistently across the business
- Technologies to automate billing and other time-consuming tasks
- Ready access to newsletters, trainings, and other resources to stay abreast of new legal developments

### Summary: How successful GCs strike the perfect balance

General counsels are vital to the safe and successful growth of thousands of small and medium-sized businesses across North America. To be sure, they face numerous challenges, chief among them the need to quickly become proficient in numerous categories of the law in order to help the business manage risks and make wise decisions that promote growth.

The five lawyers interviewed for this white paper demonstrate how — when armed with adequate data, technology, and resources — general counsels can help growing businesses navigate complex legal issues and earn their positions as trusted business advisors.

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