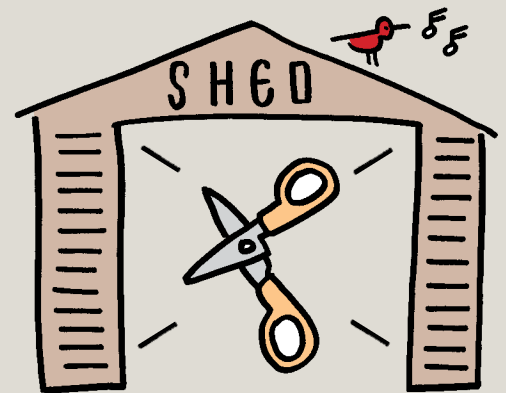


Keep Your Skills Current

WHILE IN TRANSITION

BY TODD A. BOROW



✕ The fragile economy of the past few years has made the occurrence of “in transition” in-house counsel more common. Whether the job loss is due to corporate downsizings, mergers and acquisitions or other reasons, it’s important to keep your skills fresh so that when you do return to work, you can hit the ground running. Maintaining a high profile in the legal community can also enhance your job search and facilitate networking that can help you find in-house jobs in the “hidden job market.” Here are a few approaches to finding these elusive jobs, along with tips to becoming what’s considered a “fresh candidate” while in transition.

Work as a contingent employee or contractor

There are a number of different opportunities to work in an alternative employment or contractor relationship with a company as an in-house counsel. One suggested approach to pursue if you are being downsized is to see whether your employer can still use you on a contract basis, part-time. These opportunities often exist when no new attorney will be hired to replace you, and where the work will be transitioned to outside counsel due to a projection of not having enough work to keep you on full-time. Whether your employer transitions you to one day a week or on an “as needed” basis as a consultant, continuing to work for your previous employer on a transitional basis enables you to have somewhere to hang your hat while you are looking for your next in-house position. Taking on this kind of work will also enable you to show the job market that you left your old company on good terms and that they continued to value your skills. This type of situation can often work well for wrapping up matters that you had been handling before the downsizing, or for certain types of matters that you can handle more efficiently than outside counsel, which may not be time sensitive.

Other opportunities can be found by reaching out to your in-house counsel network to see if any of your general counsel contacts, or other corporate counsel who you know, might be able to use you for consulting work while you are looking for your next full-time position. You may be surprised at how many companies have needs that you can help with if you have been able to develop a networking relationship with the general counsel. Sometimes when making those approaches for overflow work, you may also find out about a position that is not yet created or available: It could be a pending retirement that is expected to occur a few months later, or it could be a position that the general counsel was thinking of creating down the road. If you find the right match, you can save the general counsel outside-counsel costs for work that you can handle more efficiently on-site, while becoming more familiar with the day-to-day operations of the business.

A number of consulting companies have sprung up around the country to address the “general counsel/in-house counsel for hire” market on a more formalized basis. These companies are usually made up of an affiliated group of former in-house counsel. These companies often promote themselves as “outsourced in-house counsel” and they are often founded by former in-house counsel. These founders usually will also handle substantive legal work at the company. Some examples of these sorts of companies are: General Counsel Solutions (www.generalcounsels.com), GenCounsel (www.gencounselnow.com) and General Counsel on Demand (www.generalcounselondemand.com). These companies usually offer the services of highly experienced former in-house counsel on a part-time contractor basis for small to mid-sized corporations that do not have the need for a full-time in-house counsel. Also, these companies often service corporations that have small legal departments and cannot justify the expense of hiring an additional full-time attorney. Some of the companies in this niche market require the former in-house counsel to set up a private law practice and then affiliate with the group, while others in this space will employ the former in-house counsel as a full-time staff attorney and provide benefits including malpractice insurance coverage. In exchange for assisting with your marketing and business development efforts, handling the billing, paying you a regular paycheck before the invoices may be paid, as well as possibly providing malpractice insurance coverage, the company will keep a percentage of the billable hourly rate to cover its overhead and to generate revenues. The fees billed out



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to clients are often half of what most major law firms charge and are often comparable to small firm practitioner rates. These companies also tend to have low overhead — as in-house counsel usually work on-site at the client office locations or remotely from home — and minimal support staff. Frequently, it is the responsibility of the in-house counsel working in this type of business structure to develop their own clients. This outsourced in-house counsel practice group model does provide referral opportunities similar to a law firm, where other in-house counsel in the group with different areas of expertise or in different regions can handle legal work that you would normally not take on. And, if you refer the work to a colleague within your group, you will likely get a referral fee.

On the agency side, there are nationally and internationally recognized firms such as: Axiom Legal (www.axiomlegal.com), Assigned Counsel (www.assigned-counsel.com), Special Counsel (www.specialcounsel.com) and Robert Half Legal (www.roberthalflegal.com) that provide short-term in-house assignments for corporations of all sizes, often for positions such as maternity, disability and military leaves. These organizations have business models where the agency takes a higher portion of the hourly rate, but in exchange, the in-house counsel has no responsibility for finding the legal assignments and gets paid on a weekly or bi-weekly basis. There are also a number of local agencies in each major metropolitan area that handle these types of temporary in-house placements, and certain agencies in each market often gain reputations as the go-to agencies to work for. Check with your local ACC chapter for insight on the most active ones in your particular metropolitan area. This type of work structure is often a fit for attorneys who do not have an interest or skill in developing new work opportunities, and for someone who wants to just focus on practicing law.

Both types of short-term corporate counsel arrangements can be an excellent fit for attorneys who thrive at working in new corporate environments, who prefer to not deal with corporate politics, who enjoy exposure to other industries or an opportunity to develop new areas of expertise within their industry, and who prefer a more flexible schedule. The positions can often be full-time, but will sometimes be for a limited duration or long-term and/or part-time. These types of positions can be a good match while you are conducting a long-term job search as you can often build into your schedule the flexibility to go on interviews, attend net-

What I know:

- I know I expect people who work with me to STEP UP.
- I know activity without results is failure.
- I know the Midwestern work ethic is no myth; my parents made sure I knew that.
- I know that you must run a legal department of a large insurance company as if it were a business unit itself, providing superior services to customers and understanding their business completely.
- I know there is always something new to learn about life and health insurance and annuities.
- I know that quality of outside counsel representation is important, but that a close working relationship with that outside counsel is vital.
- I know that when I'm working with Bradley Arant Boulton Cummings, I feel like its only client.

That's what I know.



MATT ZIMPFER
GENERAL COUNSEL
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working events and maintain your personal networking contacts. If you take on work in this type of an arrangement, make sure that you design a work schedule that will enable you to have those networking and interviewing opportunities.

One major advantage contingent with working structures is that you can usually get your foot in the door at a company where you do such an assignment (e.g., if a position ends up opening while you are in the role or if the attorney you are filling in for chooses to not return from their leave). If you treat each temporary or contracted position like it may become your permanent job down the road, permanent opportunities will often develop. When an in-house counsel position does open up at the company where you are working, you may be the only candidate they considers due to the knowledge you have gained about the business and the department's practices. You will also be perceived as a lower risk since you will have likely already become a successful member of the team in the department. If the company desires to hire you as an employee, they may have to pay a fee to the agency if you came in through that route. Or, in the case of an outsourced in-house counsel, the outsourcing company may allow the attorney to take the position with no fee to the employer — the goal being to build a stronger, long-term legal outsourcing business relationship with the corporation. However, some attorneys prefer working in an outsourced GC-type of situation and will decline permanent opportunities, often due to a desire to get off of the in-house counsel job roller coaster that can be caused by mergers and acquisitions.

The potential downside to accepting shorter-term corporate counsel positions through consulting companies or agencies can be that you often are not provided with health benefits, paid time off, or other benefits like a 401K or an annual bonus. Further, your assignment can end at any time, frequently with little notice; you will have to fill out a time sheet that indicates the number of hours you have worked per day; you will be required to give up a percentage of your hourly billing rate to the agency or company. In a staffing agency situation, you will not know the billing rate, only your pay rate. There may also be a large markup depending on the agency. However, these are tradeoffs to getting a guaranteed weekly or bi-weekly pay check, while the agency or company has to wait to get paid, and in some cases, may never get paid for your work. In situations where you work for an agency as an employee, you will also be eligible for unemployment compensation and often paid time off and holidays after working a minimum number of billed hours, such as 1,000 hours in a 12-month period.

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Build and grow your in-house and business network

It is also important to maintain your professional profile and to be known as someone whom people look to for advice, counsel and career information. If you have not previously built up your in-house network, one approach for instant networking is to get involved in your local ACC chapter or in the ACC substantive practice area committees as a volunteer. Getting involved will give you opportunities to build friendships and business connections with other in-house counsel in your metropolitan area or across the globe. There are over 50 local ACC chapters and 17 national practice committees, each of which has an active volunteer leadership group made up of fellow ACC members. If you reach out to the chapter president or a national ACC committee chair, you will find that there is always something that you can assist with as a member volunteer. Volunteering within ACC gives you a unique opportunity to demonstrate your work ethic to your regional and/or global in-house peers, or in your area of practice. It also provides you with a platform to further develop your organizational, management and leadership skills.

Opportunities also exist to get involved in other bar associations that may be targeted to your areas of expertise or demographic. Some examples are in-house affinity groups targeted to certain minority ethnic groups such as: the National Asian Pacific American Bar Association (www.napaba.org), or more generally, the Minority Corporate Counsel Association (www.mcca.com); bar associations that focus on gender, such as The National Association of Women Lawyers (www.nawl.org); or subject-area focused bar associations like the American Health Lawyers Association (www.healthlawyers.org). There are also valuable networking opportunities for in-house counsel who get involved in law school alumni associations and even with college alumni associations. In addition to networking with lawyers, corporate counsel who are in transition that wish to build their community profile should also actively network with business owners and other business executives. Ultimately, these are the people who make the decision to hire new lawyers and to establish new law departments at companies.

ACC Extras on... Keeping Your Skills Current While in Transition


ACC Docket


- *Transition Lessons for Taking Your First In-house Vows (Nov. 2010)*. At first, the move in-house may seem like a honeymoon for both the lawyer and the legal department. Of course, the glamour eventually wears off and reality sets in. Avoid the presumptions and know what it takes to become an invaluable asset to the company. www.acc.com/docket/vows_nov10

InfoPAKSM

- *Career Options for In-House Counsel (Aug. 2008)*. Finding a new, rewarding position in the legal field is never a quick and easy task. This InfoPAK presents key techniques for pursuing new positions, as well as strategies for successfully managing your career. www.acc.com/infopaks/career-opt_au08

Quick References

- *How to Market Yourself in a Challenging Economy (July 2009)*. Read this QuickCounsel to learn how to market yourself in a challenging economy. www.acc.com/self-marketing_jul09 

- *Top Ten Tips for Job Applicants (Feb. 2009)*. Read this ACC Top Ten to give you some tips on the best way to interview and find the job of your dreams. www.acc.com/quickref/applicants_feb09
- *Top Ten Tips for Dealing with Job Loss (Feb. 2009)*. Read this ACC Top Ten for some great tips on how to deal with losing your job. www.acc.com/quickref/job-loss_feb09
- *Top Ten Tips for Maximizing Transition Time (Feb. 2009)*. Here are ten helpful points to consider while in transition. www.acc.com/transition-time_feb09 

Presentations

- *Success Stories — Seek and Ye Shall Find (A New Job) (Oct. 2009)*. Learn how to survive being in transition, stand out as a candidate in this competitive job market and make it over the wall to that next great job. www.acc.com/success-stories_oct09

ACC has more material on this subject on our website. Visit www.acc.com, where you can browse our resources by practice area or search by keyword.



The new GLD button lets you click to copy, print or email a checklist from certain ACC online resources.

Building an effective network takes a significant time investment, and is not an undertaking that should be commenced when you are initially in transition. If you are attempting to start building your network when you enter a transitional phase of your career, it can be viewed cynically, and you may be perceived as someone who only reaches out to people when you are in need — not as the person who regularly gives back to the community and helps others. A better approach is to develop a strong network while you are actively employed in a secure position and not considering a job change. If you do what you can to help others in the community, without asking for anything in return, and if you put forth effort to advance the profession and improve upon the practice of law in-house, you will end up with a network of colleagues who will be pleased to assist you when you are in a time of need.

There is also the potential to grow your network by taking part-time corporate counsel work; the legal team members who you will meet there will recommend you to their contacts as a high quality attorney when they hear of possible openings that might be a fit for you.

Other volunteer opportunities

There are also an abundance of opportunities to do pro bono legal work, and many in-house counsel let these opportunities pass them by. Not only is volunteering your time as an attorney to help those in need the right thing to do, and sometimes mandated by individual jurisdictions, but it also provides you with an opportunity to keep your skills current and learn new practice areas if you so desire. But taking on pro bono work does not mean that you need to handle matters that you have no expertise in, such as handling a criminal matter or preparing a complicated trust and estate. Instead, you can take on pro bono work for small businesses that may not have been fortunate enough to retain legal counsel. Small business general corporate law counseling will surely be an excellent match to the skill set you use every day as in-house counsel.

Some volunteer opportunities will be with legal clinics where you can provide pro bono services to micro-entrepreneurs and nonprofit corporations. In these clinics, you will often advise on issues such as choice of entity, employment law, contracts, real estate,

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basic intellectual property law and tax issues. Local ACC chapters often coordinate these types of pro bono events, with event names like Corporate Pro Bono Day or In-house Legal Clinic. Your local ACC chapter will usually pair up with a local pro bono legal services agency, which will match up your legal skills with a small business client that needs legal counseling. You will be given an option to choose whether to provide the services for just the one session held in a group clinic setting with other in-house counsel volunteering their time, or to provide ongoing pro bono legal advice to the client. There is also the added bonus that if you are providing your pro bono advice to a client with a business that you believe may be successful, you might be able to position yourself as the logical choice for an in-house position with that company down the road. These pro bono opportunities can often be found through your local ACC chapter or through an organization called Corporate Pro Bono (www.corporateprobono.org). Group pro bono clinics can also provide additional networking opportunities for in-house counsel with regards to networking with the other event attendees, which usually includes both law firm lawyers and other in-house counsel. There is often a continuing legal education (CLE) seminar attached to the legal clinic session, which will involve a refresher on the areas of legal practice likely to be needed at the clinic. Each new pro bono client you are able to assist only serves to enhance your experience. Also, the partnering legal services organization will usually have malpractice insurance coverage for the volunteer lawyers. Don't let the fear of a malpractice claim prevent you from volunteering.

Another way to spend your time volunteering is with nonprofit charitable boards, such as your local Red Cross, American Cancer Society, and every imaginable local charity and cultural institution. Taking on these opportunities can enable you to grow as a leader while also giving back to the community at the same time.

Keeping busy while you are in transition will enable you to stay sharp and spread the word of the type of legal work that you are seeking, while putting your free time to good use.

Attend free or low-cost CLEs

Attending CLEs are an obvious way to stay current on legal issues, but when you are in transition, you often do not have a substantial budget to pay to attend these seminars. Your local ACC chapter will have great resources for CLE programming, which is tailored for in-house counsel, and these seminars are often free or discounted, depending on your local chapter's policies. Some ACC chapters also provide a one-day in-house counsel conference, with multiple tracks of CLEs to pick from, at low cost, or even for free, as an ACC member benefit. These seminars are a terrific way to get your mandatory state CLE credits. And even if your state or jurisdiction does not have CLE requirements, attending legal seminars is one of the best ways to stay current on ever-evolving laws. ACC's national substantive law committees also offer free or discounted monthly CLE seminars via conference call and webinars for members, which will also enable you to stay current on legal issues. Attending CLEs is an opportunity to expand your knowledge base and broaden your job search to cover new substantive practice areas.


Become an expert and pass on knowledge

In addition to attending free CLEs, volunteering to speak on CLE panels and speaking at other legal seminars that are not necessarily for CLE credit can help you stay current on the law. These seminars can also enable you to establish yourself as an expert on a particular subject area to your in-house colleagues and to the business community in general. You never know if someone in the audience might have a current need for someone with your expertise to come work at their company. You will also undoubtedly be able to brush up on your knowledge of the particular subject area, to teach the topic and to be able to field questions. Every time you teach a class, you will likely learn something new. When you list current seminars that you have taught on your résumé, you make yourself more marketable to potential employers, effectively highlighting your areas of expertise.

ACC also provides CLE seminar volunteer speaking opportunities such as at the ACC Annual Meeting and Corporate Counsel University. ACC members make up the majority of the speakers at these meetings — an excellent, high-profile way to attend. Attending the ACC Annual Meeting, for example, gives you three

days of networking and the opportunity to attend a number of valuable seminars at no cost to you other than your travel and housing expenses. As a member of the conference faculty, the seminar registration fees will be waived, and you can often receive double CLE credit for being an instructor. Along the same lines, you can also teach law school or college law classes as an adjunct professor. If you get positive student evaluations, adjunct professor jobs can lead to long-term employment opportunities at the school, if you can find the time. Additionally, listing on your résumé that you are a part-time law school or college professor in an area of law that may be a prominent part of the job description will certainly enhance your in-house job application. Teaching college or law school classes also has somewhat of a long-term, unique networking approach — in that you may be able to develop strong networking contacts from students who were in your law school class, some of whom may end up with in-house or law firm partnership positions down the road in their careers. Always be mindful when teaching classes that your students will someday be your colleagues, or even your boss or clients down the road if you end up in private practice.

Other approaches along these lines would be to write a blog online on a particular area of law or to write articles for magazines on substantive areas of law, such as for the *ACC Docket*. You could even post podcasts on your personal blog to help establish yourself as an expert. Who says that law firm lawyers marketing themselves to clients should be the only ones with podcasts? When you are in transition, you are essentially marketing yourself, and it is important to take every opportunity to stand out from the crowd.

If you can keep your skills current, establish yourself as an expert, and continue to grow and maintain your network, this combination will ultimately lead to job-hunting success, and you will become one of the candidates who comes out on top. 

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