

CHIEF LEGAL OFFICER OR GENERAL COUNSEL? IS THERE A DIFFERENCE?

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Many organizations assign the Chief Legal Officer (CLO) title to the individual who oversees the legal matters of the organization. This title is used by companies that (i) have a global footprint, (ii) would like to highlight the strategic role of the individual in this function, and (iii) would like to demonstrate that this function is part of the group of chief officers who report to the Chief Executive Officer (CEO). However, not all companies whose General Counsel (GC) provide strategic advice and report directly to the CEO have changed the title to CLO. In 2014, ACC surveyed and interviewed legal department heads across its membership base regarding this key issue, the results of which yielded the outcomes outlined in this article:

- Some companies headquartered outside the US are less likely to use the GC or CLO title. [See Figure 4 below for data on global patterns in job or functional title in 2014-2015.]
- In some organizations the CLO title provides the person in this function with a stronger role as this title is aligned with the titles of other chief officers within the organization who report directly to the CEO (i.e., CFO, COO)
- The CLO title may also impact how this role is perceived within the organization. In some organizations, depending on the culture and other organizational factors, it may be perceived as a role with higher authority than the GC.
- Larger companies tend to have a single CLO and regional or subject matter GCs who report to the CLO.
- Having a CLO title may also have implications for compensation as CLO compensation may be paired with other chief officer-level (i.e., C-Suite) compensation. However, in some organizations GC compensation may already be paired with chief officer-level compensation.

Roughly one in four surveyed on the 2015 ACC Chief Legal Officer Survey indicated they hold the title of CLO. This year, the percentage of in-house counsel using the CLO title rose from 22% to 24%. This is a small increase compared to the 12% jump we saw in the 2013-2014 results (Figure 1).

Figure 1: Trends in title among in-house counsel*

What is your current job title or function? ¹	2012-2013	2013-2014	2014-2015
General Counsel	74%	82%	77%
Chief Legal Officer	10%	22%	24%
Corporate Secretary	<1%	19%	29%
Vice President	2%	16%	17%
Head of Legal	1%	11%	11%
Compliance Officer	<1%	10%	12%

Senior Vice President	3%	9%	14%
Executive Vice President	2%	8%	9%
Chief Counsel	1%	4%	4%
VP Legal Affairs	2%	4%	4%
Executive Board Member	<1%	3%	3%
Counsel/Counselor	1%	2%	3%
Legal Director	1%	2%	3%
Advocate	0%	1%	1%
Solicitor/Barrister	<1%	<1%	1%
Other	4%	9%	3%
N	1,065	1,216	1,289

*ACC Chief Legal Officers 2015 Survey

¹ Respondents were able to select all options that applied to them.

Note: In 2014-2015, 819 interviewees were from the US and 470 were from non-US jurisdictions.

Also notable, data from the 2015 Survey indicates that among those who selected general counsel as their title, 31% also selected Corporate/Company Secretary, 20% selected Vice President, and 15% are both GC and CLO. (Figure 2)

Figure 2: Job titles/functions General Counsel have in addition to the GC title

Region (from Office Location)		
What is your current job title or function? ¹	Overall	U.S.
General Counsel	100%	100%
Corporate/Company Secretary	31%	32%
Vice President	20%	21%
CLO	15%	16%
Senior VP	14%	15%
Compliance Officer	12%	13%
Head of Legal	9%	9%
Executive VP	9%	12%
Chief Counsel	3%	2%
VP Legal Affairs	3%	2%
Executive Board Member	3%	3%
Counsel/Counselor	1%	1%
Advocate	1%	*
Solicitor/Barrister	1%	*
Legal Director	1%	1%
Other	3%	4%
N=	993	682

*ACC Chief Legal Officers 2015 Survey

¹ Respondents were able to select all options that applied to them.

Among those who selected CLO as their current function/job title, roughly half report also holding the title or function of general counsel and corporate secretary (Figure 3). A larger percentage of corporate counsel in the US hold the title of CLO compared to non-US respondents.

Figure 3: Job titles/functions Chief Legal Officers have in addition to the CLO title

Region (from Office Location)		
What is your current job title or function? ¹	Overall	U.S.
CLO	100%	100%
General Counsel	47%	53%
Corporate/Company Secretary	47%	52%
Head of Legal	24%	24%
Senior VP	21%	20%
Compliance Officer	21%	20%
Vice President	13%	16%
Executive VP	13%	15%
Chief Counsel	9%	7%
Executive Board Member	7%	6%
VP Legal Affairs	3%	2%
Counsel/Counselor	3%	3%
Advocate	2%	1%
Legal Director	2%	2%
Solicitor/Barrister	*	-
Other	4%	4%
<i>N=</i>	<i>312</i>	<i>206</i>

*ACC Chief Legal Officers 2015 Survey

¹ Respondents were able to select all options that applied to them.

In the United States, 25 percent of respondents reported holding the title of CLO, compared with 33 percent in Latin America and 29 percent in the Asia Pacific region. Only 19 percent from EMEA and 15 percent from Canada reported their title as CLO. The GC title was most common in the Western Hemisphere, with the United States (83 percent), Canada (80 percent) and Latin America (67 percent) having the highest percentage with the GC title regionally (Figure 4).

Figure 4: Job Function by Region

Job Function by Region						
What is your current job title or function? ¹	Overall	United States	Canada	EMEA	Latin America	Asia Pacific
General Counsel	77%	83%	80%	54%	67%	57%
Corporate/Company Secretary	29%	32%	39%	21%	22%	19%

CLO	24%	25%	15%	19%	33%	29%
Vice President	17%	19%	23%	9%	6%	10%
Senior VP	14%	16%	13%	10%	0%	19%
Head of Legal	11%	9%	4%	27%	22%	14%
Compliance Officer	12%	13%	4%	13%	11%	10%
Executive VP	9%	11%	5%	1%	0%	5%
Chief Counsel	4%	3%	1%	4%	6%	10%
Legal Director	3%	2%	1%	9%	22%	10%
VP Legal Affairs	4%	2%	10%	9%	6%	0%
Executive Board Member	3%	3%	1%	4%	0%	10%
Counsel/Counselor	3%	2%	0%	7%	0%	10%
Advocate	1%	<1%	0%	2%	0%	5%
Solicitor/Barrister	1%	<1%	3%	5%	0%	0%
Other	3%	4%	5%	1%	0%	5%
N=	1,289	819	79	101	18	21

Most ACC resources use the titles interchangeably. However, ACC members have provided their own viewpoint on the distinction between the two titles. A compilation of these perspectives is available in the ACC "Wisdom of the Crowd" titled [General Counsel or Chief Legal Officer](#).

In the event you would like to see examples of companies that have CLOs, our ACC directory lists several members with the title of chief legal officer. In order to access this information please visit [acc.com](http://www.acc.com), log in with your username and password, then go to <http://www.acc.com/myacc/directory.cfm> and type the words "chief legal officer" in quotes. This tool also allows you to filter the CLOs by ACC chapter, ACC committee and country.

In conclusion, the survey results clearly indicate that there are no official or globally recognized differences between the titles of CLO and GC. The difference depends on the definition given to each title by each respective company and how each company wants the head of its legal department to be perceived by the rest of the company.