Association of Corporate Counsel

309:Career Planning for the Legal Department

Thomas P. Fay
Vice President, Director of Staff Counsel
Selective Insurance

Teresa T. Kennedy
Assistant General Counsel
Cox Communications

Brett F. Shur
House Counsel—Regional Manager
Progressive Insurance

Faculty Biographies

Thomas P. Fay

Thomas P. Fay serves as vice president, director of staff counsel, and ethics officer at Selective Insurance Company of America. He has functional and administrative responsibility for the staff counsel program, litigation management initiatives, and ethical compliance.

Previously, he was national director of litigation services for Home Insurance, where he designed and implemented innovative litigation management and legal cost-containment strategies. He served as deputy attorney general for Pennsylvania, specializing in tort litigation. His trial experience includes negligence, product, premises, and professional liability, and general business matters. He served as a federal and state court arbitrator, an administrative hearing officer, and an ADR executive for intercompany disputes.

He is a frequent speaker on legal topics, particularly customer service in the delivery of legal services, legal cost-containment for major corporations, and legal and business ethics. He was one of the founders of the National Committee of Insurance Staff Counsel and he serves on its executive committee. He is a member of the ABA and ACC. He earned the following designations from the Insurance Institute of America: Chartered Property and Casualty Underwriter (CPCU), Associate in Insurance Services (AIS), and an Associate in Management (AIM).

Mr. Fay is a graduate of the Temple University in Philadelphia and the Columbus School of Law at the Catholic University in Washington, DC.

Teresa T. Kennedy

Teresa T. Kennedy is assistant general counsel for Cox Communications, Inc. in Atlanta. Her responsibilities include oversight of Cox's corporate compliance program and providing legal counsel to Cox Media, Inc., Cox's cable advertising subsidiary.

Prior to joining Cox Communications, Ms. Kennedy served as in-house counsel for Health Images, Inc., The Southland Corporation, and as an associate in the Atlanta law firm of Rogers & Hardin. Her practice included a wide range of general corporate matters, such as mergers and acquisitions, corporate governance, and SEC filings.

Ms. Kennedy currently serves as secretary for ACC's Georgia Chapter. She has served as a member of the Georgia Chapter's board of directors, and is a member of the Atlanta chapter of Women In Telecommunications. She is tennis cochair of the American Heart Association's Fulton County Golf and Tennis Classic. She has published articles in the award-winning *ACC Docket* on topics such as work-life balance and trust between inside and outside counsel. She was a speaker at ACC's 2003 Annual Meeting on strategies for work-life balance.

Ms. Kennedy received a BS, with highest honors, from Auburn University. She is a graduate of the Vanderbilt University School of Law, where she served as executive editor of the *Vanderbilt Law Review* and received awards in Moot Court and American Jurisprudence.

Brett F. Shur

Brett F. Shur is regional manager for the in-house litigation offices in the Gulf and Mid-Atlantic Regions with Progressive Casualty Insurance Company, based in Alpharetta, Georgia. He is responsible for 15 offices in Maryland, Virginia, Georgia, Florida, and Louisiana. There are 50 lawyers in this region.

Mr. Shur began his career with Progressive as a claims attorney responsible for managing litigation handled by outside law firms in Georgia, Florida, Alabama, and Mississippi. Before becoming regional manager, Mr. Shur opened and managed the Georgia house counsel offices for Progressive. He tried several cases and managed other trial attorneys and support staff.

Mr. Shur is a graduate of the University of Florida and the Stetson College of Law, in St. Petersburg, Florida.

309 Career Planning for the Legal Department

Thomas P. Fay, Vice President Director Staff Counsel for Selective Insurance Company of America

Brett F. Shur, Regional Manager In-House Litigation Offices for Progressive Insurance Company

Teresa T. Kennedy, Assistant General Counsel for Cox Communications, Inc.

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The in-house bar association.℠

INTRODUCTIONS

- Current Position
- Past Experience and
  Lessons Learned
- Personal Fact
  Not on resume

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UNIVERSAL CAREER DILEMMAS

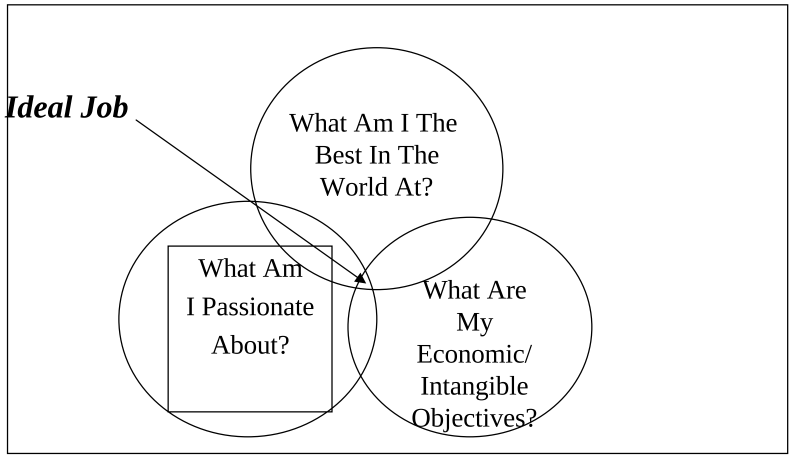
- Go Broad or Go Deep in Law
- Go or Stay – Legal vs. Business/Management
  Firm vs. Corporate vs. Public Sector/Teaching
- Defining and Achieving Fulfillment
- Balance between Professional and Personal Life
- Recognizing High Impact Opportunities
- Attractive Alternative or Slippery Slope

THE MEGA ENVIRONMENT OF THE LEGAL PROFESSION

The Way It Was ~1974		The Way it Is ~2004
Owen Marshall	Popular TV Lawyers	Law and Order
750	Admitted Attorneys	1 million
	ACC Membership	
$4K per year	Law School Tuition	$33K per year
$22K	Starting Salary	$70K
5-6 years	Time to Partnership	8-10 years
Unrestricted Market	Legal Billing	Bill Auditing
Well Respected/ Skilled/Intelligent	Public Perception	Distrust/Distain
Copy Machine	Technology	Instant Everything

CAREER DECISION MAKING FACTORS

Going from "Good To Great"



CAREER PLANNING
FOR THE LEGAL DEPARTMENT:
Recruiting and Succession Planning

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Brett F. Shur
House Counsel Regional Manager
Progressive Insurance

RECRUITING

- What are the attributes you look for in a lawyer?
- How can we create opportunities for diversity in the workplace?
- What resources do you use to identify the right people?
- What types of questions do you ask in an interview?
- How do you attract the best people once you identify them?

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RECRUITING

- What attributes do you look for?
  - How much experience do you need?
  - What are the costs and benefits of hiring a more experienced person vs. training a less experienced lawyer?
- "People skills"
  - How will the attorney get along with non-lawyers in the company?
  - How will the attorney get along with others in his her work group?
  - Will the attorney provide the right kind of service to "clients"?

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RECRUITING

- Work Habits
  - Is this attorney looking for “the easy corporate job”?
    - Do they want a good balance between work and private life?
    - Or are they looking for a job where they do not have to work hard?
  - How does the applicant organize priorities?
    - Do they have a diary system?
    - Do they use technology in their job?

RECRUITING

- Resources
  - Word of Mouth
    - Current staff
    - Other Company Employees
    - Outside Lawyers that currently work for your company
    - People you run into day to day
  - Recruiters
  - Law Schools
  - Advertisements

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RECRUITING

- Interview Questions
  - Think about the attributes you are looking for
  - Ask for specific examples
  - Get people talking about cases, transactions, matters they have worked on
  - Do not ask questions that give people opportunities to tell you what they think you want to hear.

RECRUITING

- Attracting the best professionals
  - Do not be afraid to talk to the people you respect the most
  - Use current employees that enjoy their jobs
  - Be honest about the position
  - Create an enjoyable work environment

RECRUITING

- Promoting Diversity
  - Minority Job Fairs
  - Minority Law Schools
  - Try using different resources and talking to different types of people
    - Consider different experience levels
    - Different backgrounds
    - Different lifestyles
  - Look for people who are **not** just like you

Succession Planning

- Identify available Career Tracks
- Identify the lack of an available career track
- Get to know the individual
- Create a career development plan
- Develop your replacement

Succession Planning

- Career Tracks
  - Managing Attorney positions
  - Expert Positions
  - Training and mentoring
  - Non-attorney jobs
  - Careers outside the company
  - Helping people to be happy in their current job

Succession Planning

- The Individual
  - What motivates this person?
    - Lifestyle
    - Work Environment
    - Opportunity
    - Advancement
    - Learning
    - Prestige
    - Recognition
    - New Challenges
    - Compensation

Succession Planning

- Career Development Plan
  - Discuss strengths and weaknesses of the individual
  - Discuss different available opportunities
  - Create an appropriate training plan
    - New areas of the law
    - New Legal Skills (Litigation or transaction related)
    - Polishing up old skills
    - Management training
    - Training on “non-legal” business issues
  - Plan to get together again and follow up

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Succession Planning

- Develop your replacement
  - Do not be afraid to hire and develop someone who might be a better lawyer or manager than you are
  - Your boss may be more likely to give you a new opportunity if there is someone there to take over your current position
  - Let others cover for you when you are not available
  - Teach others to do your job
  - Be proud of your employee’s accomplishments

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CAREER PLANNING
FOR THE LEGAL DEPARTMENT:
Retention and Motivation

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Teresa Kennedy
Assistant General Counsel

MOTIVATION AND RETENTION

- Motivation is defined as "an inducement or incentive to behave" in a certain way
- Retention involves the continuation of the desired behavior, as attorneys remain engaged and contributing.
- Keys to Motivation and Retention: fulfilling and meaningful work in a positive culture which is valued by the organization.

Elements of "Fulfilling and Meaningful Work"

- Fulfilling work engages talents, and satifies needs and values, while encouraging intellectual growth.
- Talent assessment (see handout) is a tool for identifying natural strengths
  - Talent review by manager
  - Talent assessment by peers and clients
  - Talent identification by attorney
- Values assessment (see handout) is a tool for identifying values and preferred approaches to problem solving

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Elements of "Fulfilling and Meaningful Work"

- Company's tactical and strategic goals dictate company-wide legal needs
- Client's specific goals supporting company-wide initiatives dictate client's legal needs
- Law department management should align resources to support company-wide, client goals/needs
- Key: match attorney talent/values to these goals/needs
  - Ad hoc projects
  - Long term projects
  - Focus of practice area

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"MEANINGFUL WORK" CONTRIBUTES TO THE ORGANIZATION'S SUCCESS

- Alignment of legal work with company and client goals and objectives is essential
- Re-assessment and realignment should occur periodically to ensure that legal resources support these goals
- Performance reviews should consider extent to which attorney's alignment of practice and accomplishments further clients' and company's goals

CREATING A POSITIVE CULTURE

- Trust is essential (See Handout)
- Open communication is essential
  - Input into short term and long term strategy
  - On-going exchange of two-way feedback, suggestions and modifications
- Communication tools include:
  - Open door policy
  - Meetings of all attorneys or individual working groups
  - Surveys (employee opinion survey; 360 review)

CREATING A POSITIVE CULTURE

- Participation in shared activities supports a positive culture and creates feeling of community
- Joint Community Service Activities
  - Company supports a single charity in national “day of service”
  - Law Department supports a charitable or pro bono activity
  - Law Department partners with outside counsel in charitable or pro bono effort
- Team Building Activities
  - “Buddy System”
  - Recreational outing (pool, golf, bowling)
  - Offsite Retreat

CREATING A POSITIVE CULTURE

- Collaborative approach enhances overall satisfaction from law practice
- Inside/outside counsel committee
- “Intellichallenge” – multidisciplinary case study broadens knowledge base
- “Field Week” – in field training experience for attorneys expands business understanding
- “On Loan” - program between law department and outside counsel enhances working relationship

PROVIDING OPPORTUNITIES FOR INTELLECTUAL GROWTH

- Mentoring Programs
  - Attorneys are mentored by:
    - Senior Executives within Company
    - Executive in industry company
  - Attorneys act as mentors for:
    - Junior legal staff
    - Junior-level executive in company
    - Student/interns at high school and university level
  - Professional/Industry Organizations
    - Opportunities for Leadership Role
    - Opportunities to act as presenter or panelist
    - Participation in writing articles

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PROVIDING OPPORTUNITIES FOR INTELLECTUAL GROWTH

- Training/Education Programs
  - Specific skill building courses, including:
    - Project management
    - Financial analysis
    - Business Presentation SKILLS
  - Executive development programs, including:
    - Individual executive coaching
    - 360 analysis
    - Cross-functional case study or project
    - Industry education
    - Outward bound experience
  - Handouts: personal development plans for junior and senior attorneys
  - MBA or other advanced education program
  - Professional development self study materials (see handout)

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RECOGNITION OF ACCOMPLISHMENTS

- Financial Recognition
  - Spot Bonus
  - Stock Options
  - Restricted Stock Promotion/Change of Title
- In-Kind Rewards
  - Additional Time off/Sabbatical
  - Trips/Goods
  - Service Awards
- Intangible Recognition
  - Acknowledgment in company newsletter
  - Mention in department-wide email/bulletin board
  - “Atta Boy”

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CAREER PLANNING
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Goal Setting and Performance Evaluation

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Director of Staff Counsel
CPCU

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GOAL SETTING

- USE SMART PRINCIPLES
  - Specific, Measurable, Achievable, Rational and Time-bound
  - One, Three, Five Year Perspectives
- INCLUDE TECHNICAL KNOWLEDGE, PEOPLE SKILLS AND CAREER DEVELOPMENT
- CONDUCT PERIODIC TWO-WAY CANDID ASSESSMENTS
- SUGGESTED CATEGORIES:
  - Performance improvement, growth/development and team
- SHOULD CASCADE FROM THE MISSION STATEMENT OR VALUE STATEMENT

MISSION STATEMENT FOR

Litigation Department

To EXCEL at minimizing the *trauma* and *costs* associated with litigation by providing the highest quality representation and *service* to clients and claims;…To create a work environment that is challenging, rewarding and *fun*.

EXCEL: Efficiency, Excellence, Communication, Evaluation and Litigation.

MISSION STATEMENT FOR

Corporate Legal Department

Our purpose is to support [All Divisions]business goals by delivering *efficient, integrated, client-focused* legal services and counsel to avoid and resolve legal-related issues…

within a team-oriented, flexible and cross-functional structure…

As "*Servant Leaders,*"

COMPANY VALUE STATEMENT

Value Statement

Integrity…Reliability…Consistency…Service…

Focus & Commitment…Productivity…Empowerment…

Trust…Communication…Respect…be the Best

D.L.B. Smith, Founder

PERFORMANCE EVALUATION

- MULTIPLE PURPOSES: Organization and Individual
  - Assess goal achievement
  - Set developmental direction
  - Reward performance
  - Ensure Alignment
- OBJECTIVE AND SUBJECTIVE EVALUATIONS
  - Narrative
  - Numerical/Alpha
- FREE-FORM VS. FORM LANGUAGE
  - Advantages and disadvantages
- DEFINITION AND GRADING SYSTEM
  - Absolute, comparative and ranking over time
- SEPARATE CAREER DEVELOPMENT COMPONENT

CREATE SPECIFIC PERFORMANCE CRITERIA DESIGNED FOR ATTORNEY FUNCTION/ROLE

- KEY CATEGORIES:

  Legal Knowledge/Application
  Communication
  Customer Service
  Leadership/Management
  Key Statistical Area Performance
  Staff Development/Career Planning
  Miscellaneous, eg. Technology, Ethics

SUGGESTED PERFORMANCE CRITERIA: LEGAL KNOWLEDGE/APPLICATION

	Rating:
Develops a legal theory of the case and makes sound legal judgments with a focused strategy.	3.5
Skillfully utilizes various discovery tools and techniques to prove/disprove significant facts and theories.	2
Accurately assesses the probability of achieving specific results and re-evaluates new information is received.	5
Demonstrates good trial advocacy and trial presentation skills.	4
Overall	14.5

Evaluator's specific examples, general remarks, and suggestions for enhancement

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SUGGESTED PERFORMANCE CRITERIA: COMMUNICATION

	Rating:
Establishes effective attorney/client relationships that positively influence the outcome.	exceptional
Skillfully conducts interviews/investigations/depositions in a comprehensive and methodical manner.	satisfactory
All written communications are timely, accurate and decisive.	needs improve.
All oral communication is clear, concise and understandable.	satisfactory
Fosters a climate of open communication and trust within the law office/department/company.	satisfactory
Overall	

Evaluator's specific examples, general remarks, and suggestions for enhancement

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SUGGESTED PERFORMANCE CRITERIA: CUSTOMER SERVICE

	Rating
Displays skill in managing client/customer expectations and reactions throughout the legal process.	3+
Establishes harmonious working relationships within the office/department and the company.	2-
Utilizes a defined service strategy in delivery of legal services.	4
Personally relates to client/customer needs, values and objectives.	3
Able to successfully handle disappointed client/customer.	3-

Overall

Evaluator's specific examples, general remarks, and suggestions for enhancement

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SUGGESTED PERFORMANCE CRITERIA: LEADERSHIP/MANAGEMENT

	Rating
Leads by example through actions and words with a focus on the big picture	A
Creates an empowering work environment that encourages excellence in all endeavors.	C
Skillfully conducts interviews and uses the information to properly evaluate candidates.	B
Able to inspire good performers as well as motivate lesser performers.	D
Is an ambassador of good will throughout the company and industry.	C

Overall

Evaluator's specific examples, general remarks, and suggestions for enhancement

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SUGGESTED PERFORMANCE CRITERIA: STAFF DEVELOPMENT

	Rating
• Encourages and assists people to reach their full potential.	C+
• Provides continuous coaching/counseling and serves as a mentor.	B-
• Delegates developmental assignments with clarity and monitors progress.	C
• Personally embraces change and encourages others to do the same.	B-
• Skillful in providing meaningful, constructive criticism which influences subordinates.	D-
Overall	

Evaluator's specific examples, general remarks, and suggestions for enhancement

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COMPARISON RANKING

Attorney #1	Performance Criteria	Attorney #2
4	Job Knowledge	4
3.5	Communication	4
3.5	Customer Service	2.5
3	Metrics/Measurements	5
2.5	Leadership	4.5
16.5	Overall	20

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COMPARISON RANKING

Attorney #1		Attorney #2
4	Highest Score	4.5
2.5	Lowest Score	2.5

Department Averages

- Raise to Department Average
- Weight Developmental Categories

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VALUES ASSESSMENT WORKSHEET

Listed below are some statements that describe managerial practices. Indicate how often you engage in the behaviors, using the scale below to respond to each statement. Please place a number from 1 to 7 in the space beside each question.

Almost never 1 2 3 4 5 6 7 Almost always

As a manager, how often do you:

____ 1. Come up with inventive ideas.
____ 2. Exert upward influence in the organization.
____ 3. Ignore the need to achieve unit goals.
____ 4. Continually clarify the unit's purpose.
____ 5. Search for innovations and potential improvements.
____ 6. Make the unit's role very clear.

____ 7. Maintain tight logistical control.
____ 8. Keep track of what goes on inside the unit.
____ 9. Develop consensual resolution of openly expressed differences.
____ 10. Listen to the personal problems of subordinates
____ 11. Maintain a highly coordinated, well organized unit.
____ 12. Hold open discussions of conflicting opinions in groups.

____ 13. Push the Unit to meet objectives.
____ 14. Surface key differences among group members, then work participatively to resolve them.
____ 15. Monitor compliance with the rules.
____ 16. Treat each individual in a sensitive, caring way.
____ 17. Experiment with new concepts and procedures.
____ 18. Show empathy and concern in dealing with subordinates.

____ 19. Seek to improve the workgroup's technical capacity
____ 20. Get access to people at higher levels.
____ 21. Encourage participative decision making in the group.
____ 22. Compare records, reports, and so on to detect discrepancies.
____ 23. Solve scheduling problems in the unit.
____ 24. Get the unit to meet expected goals.

____ 25. Do problem solving in creative, clear ways.
____ 26. Anticipate workflow problems, avoid crisis.
____ 27. Check for errors and mistakes.
____ 28. Persuasively sell new ideas to higher ups.
____ 29. See that the unit delivers on stated goals.
____ 30. Facilitate consensus building in the work unit.

____ 31. Clarify the unit's priorities and directions.
____ 32. Show concern for the needs of subordinates.
____ 33. Maintain a "results" orientation in the unit.
____ 34. Influence decisions made at higher levels.
____ 35. Regularly clarify the objectives of the unit.
____ 36. Bring a sense of order and coordination into the unit.

COMPUTATIONAL WORKSHEET FOR VALUES-ASSESSMENT

The Facilitator

9 ___________
#12 ___________
#14 ___________
#21 ___________
#30 ___________
Total___________ /5 = _________

The Mentor

#10 _____________
#16 _____________
#18 _____________
#32 _____________

Total___________ /4 = _________

The Innovator

1 ___________
5 ___________
#17 ___________
#25 ___________
Total___________ /4 = _________

The Broker

2 _____________
#20 _____________
#28 _____________
#34 _____________
Total___________ /4 = _________

The Producer

3 ___________
#13 ___________
#19 ___________
#29 ___________
#33 ___________
Total___________ /5 = _________

The Director

4 _____________
6 _____________
#24 _____________
#31 _____________
#35 _____________
Total___________ /5 = _________

The Coordinator

7 ___________
#11 ___________
#23 ___________
#26 ___________
#36 ___________
Total___________ /5 = _________

The Monitor

8 _____________
#15 _____________
#22 _____________
#27 _____________

Total___________ /4 = _________

HAPPY COMPANY ☺

PROFESSIONAL DEVELOPMENT PLAN
FOR
SUZANNE SENIOR, Deputy General Counsel

External Courses and Programs

Implementing Strategy, Center for Executive Development, Haas School of Business, University of California Berkeley

Overview: Executive program that features the Four Factors of Strategy Implementation - integrates the best practices of outstanding corporations into a unified perspective.

Who should attend?

- Business unit executives and general managers.
- Executives in strategic planning, finance and human resources.
- Executives who wish to improve employee and business unit performance and maximize their impact on strategic effectiveness.

Objectives:

- Improve management control systems.
- Shape organizational structures, performance measurements and incentives to achieve business objectives.
- Identify management systems that strengthen strategy implementation.
- Eliminate implementation barriers and dysfunctional systems.

Contact: execdev@haas.berkely.edu

***Strategic Thinking and Management for Competitive Advantage*,** University of Pennsylvania, Wharton Executive Education

Overview: This program helps participants think strategically and use their resources more effectively. It is designed specifically to broaden one's perspective on how to make organizations more competitive.

Who should attend? Senior Management

Objectives:

- How to leverage capabilities to competitive advantage,
- Develop the flexibility to tailor the planning process to the business context and the needs of individual business units,
- Enhance your ability to assess the strategic impact of the moves of competitors,
- Understand the importance and role of strategic intent in the development of a successful strategy,

Contact: www.wharton.upenn.edu/execed

Leading Change, University of Michigan Business School

Overview: Creates transformational competencies. You will be introduced to the skills and mindset of a transformational leader. This course is customized around the needs of program participants. It addresses the specific challenges that participants identify. It is an action-learning program where participants learn by doing.

Who should attend?

- Senior managers charged with a change initiative
- Members of a change leadership team.
- Specialists responsible for large-scale change within their organization.

Objectives:

- Gain the skills and mindset of a transformational leader.
- A process to help you create a mindset for successfully orchestrating any change initiative, any time, anywhere.
- Create your own customized transformational processes for your unit.

Contact: www.execed.bus.umich.edu

Leading Organization Change, The Wharton School, University of Pennsylvania

Overview: You will discover that the most valuable tool you have in dealing with change is an open mind. You won't just talk about change; you'll experience it. Opening your mind is what this course is about. Non- traditional thinking, especially systems and paradoxical thinking are encouraged. You will explore multiple ways of approaching issues, and holding parallels from diametrically opposed viewpoints, and to look at the whole system that encompasses the piece you are trying to change. Your assumptions and methods of conceptualizing and implementing change are challenged. It helps leaders step outside the boundaries that so often hinder their decision-making

Who should attend? Senior management

Objectives:

- A coherent way of thinking about the process of change
- Experience different perspectives on organizations and how they change
- Understand how systems work to effect and to hinder change
- Personally explore and experience the change process through behavior-based simulation
- Examine the connections among emotional intelligence, leadership, and change.

Contact: execed@wharton.upenn.edu

Strategic Management of Innovation, University of Michigan School of Business
Overview: Gives a holistic perspective that integrates all functional areas. This program is unique in that it provides the basis for managing innovation as a key element of the firm's competitive strategy.
Who should attend?
- Senior level managers who have responsibility for managing some aspect of the innovation process
- General managers, corporate and business planners, director of functional areas in research and development, marketing, operations, new product/business development, finance, and human resources.

Objectives:
- Be first-to-market with new products and services.
- Build your organization's innovation capabilities.
- Discover how to access and exploit sources of innovation.
- Acquire a framework for innovative strategy.

Contact: execed.bus@umich.edu

Effective Managerial Coaching and Counseling, University of Michigan, The Michigan Business School
Overview: This program will help participants distinguish between a coaching and a counseling situation; help them apply coaching and counseling techniques appropriately and effectively; and explore coaching and counseling as they relate to organizational growth and success.
Who should attend?
- Mid to upper level managers who have substantial responsibility for managing people and who wish to develop strategies and skills in coaching and counseling them.

Objectives:
- Distinguish between the coaching and the counseling situation.
- Apply managerial counseling techniques appropriately and effectively.
- Explore counseling as it relates to organizational growth and success.
- Discover ways to enhance your communication skills.

Contact: www.um.exec.ed@umich.edu

Leadership for Extraordinary Performance, University of Virginia, Darden Executive Education
Overview: A provocative, action-oriented program designed to nurture clarity of vision and personal leadership. It examines how to develop vision and leadership that inspire others to extraordinary performance.
Who should attend?
- Mangers who want to bring out the best in themselves and those they manage.

Objectives:
- Leadership practices and assumptions: impact on performance
- Examine personal leadership practices and assumptions that impact performance and receive questionnaire-feedback from others
- Formulate a personal action plan

Contact: www.darden.virginia.edu/execed/

Negotiating to Win, American Management Association
Overview: Focus is on deciding on the issues that need to be discussed and agreed upon and understanding the win-win philosophy while respecting individual differences.
Who should attend?
- Executives, managers, salespeople who want to negotiate the best possible terms of an agreement

Objectives:
- To establish a settlement range for every deal you make
- Conduct proper research you need to win at deal making
- Understand the conditions involved when you extend or receive an invitation to negotiate
- How to define your expectations and limits
- Translate "no" into "maybe" and then to "yes"
- Cultivate a reputation for trustworthiness

Contact: www.amaner.org

Delegation and Team Effort: Getting Results in the New Team Environment, University of Michigan, The University of Michigan Business School
Overview: You will develop "hands-on" techniques for designing high-performing teams, and you will have an opportunity to develop an action plan for applying the concepts you learn to your workplace.
Who should attend?
- Managers who have responsibility for creating and developing high performing teams.

Objectives:
- Vital skills for increasing your team's productivity.
- How to assess your own team leadership style.
- Learn to avoid the pitfalls of delegation.
- Develop strategies for effective group decision making.

Contact: www.bus.umich.edu/execed

Executive Team Dynamics: Harnessing the Power of Collaboration, The Wharton School, and University of Pennsylvania
Overview: The program is designed to give senior-level managers the insights to develop and manage teams in their organization and to improve their team leadership.
Who should attend?
- Senior Management

Objectives:
- Perspectives, skills, and tools to assess what is going right and wrong in your group.
- Learn how to change a group's dynamics.
- Begin to understand the complexities of your team and see how individual, group, and organizational dynamics shape the progress and ultimate success of the team.
- Learn to diagnose and address the problems that undermine team effectiveness.
- Strategies for resolving conflicts and bringing together diverse points of view.

Contact: wharton.upenn.edu/execed

Critical Thinking: A New Paradigm for Peak Performance, American Management Association,
Overview: Teaches participants how to build and expand their thinking skills to fully consider all sides of an issue and anticipate a broader range of possibilities.
Who should attend? Senior Management
Objectives:
- Better assess and develop thinking preferences.
- Optimal thinking time.
- Ability to influence others.

Contact: www.amanet.org

Leadership Development Program, Center for Creative Leadership
Overview: This program teaches participants how to grow as leaders to become more productive in both their work and personal lives. It blends coaching, change management, activity-based learning and individual feedback in order for individuals to develop their capacity for total leadership.
Who should attend? Middle to upper level managers
Objectives:
- Acquire a better understanding of strengths and weaknesses.
- Improve ability to give and receive constructive feedback.
- Assess and develop an effective leadership style.
- See the connection between your individual impact and effectiveness and that of your work group and organization.

Contact: www.ccl.org

Speakeasy
Overview: Offers courses in delivery, planning, application, and master. Courses range from focusing on and practicing delivery skills to a direct assessment of your current communication capabilities and then identifying areas to improve upon.
Who should attend? Professionals/Leaders with Presenting or Public Speaking Responsibility
Contact: www.SpeakEasyInc.com

Negotiating to Win, American Management Association,
Overview: Learn to possess the power to influence an outcome, ask for what you really want, overcome the resistance to deal and not settle for less than what's comfortable and change the situation if you're unhappy with the way the deal-making process is going
Who should attend? Lawyers, Business Negotiators
Contact: www.amanet.org

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Happy Company ☺ Courses and Programs

Creating an Inclusive Environment

This one-day workshop provides leaders with the awareness, knowledge, and tools they need to create an inclusive environment that gets the best from employees and the skills to interact with employees in the most productive ways.

Managing Happy Company's Financial Value

If your goal is to build better financially sound business plans, you will enjoy learning with other executives about cash management, working capital, and other finance performance indicators important to our business. This session will give you a heightened understanding of the importance of finance considerations, through case studies, interactive class discussions and company specific exercises.

Mentoring

The Happy Company Mentoring Program is designed to take the successful corporate mentoring program at Enterprises and adapt it for implementation in affiliate locations. The basic tenet of the program the same: successfully pair accomplished managers (mentors) with promising management candidate (mentees) to reinforce your company's culture and business principles and to provide employee development opportunities.

DialogueWorks, Happy Company University
Overview: This course teaches what it takes to create and maintain conditions for interacting effectively with other people to avoid conflict and to resolve the conflict when it arises. Learn how to bring what you are thinking out in the open safely and successfully, express ideas in ways that do not create defensiveness, and encourage others to express their ideas.
Who should attend? Leadership
Objectives:
- Assess your own silence and violence strategies in work situations.
- Learn and practice the contrasting skill for avoiding misinterpretations.
- Use learning models to separate factual observations from subjective conclusions.
- Practice asking for information in ways that make it safe to share.
- Practice advocating in ways that make it safe to respond.

Contact: Happy Company University Online

Coaching Agility, Happy Company University
Overview: A foundation program for anyone in a leadership position. Participants work with a mentor and facilitator to set goals for improving coaching skill. Learning takes place in actual work situations through facilitated in-class assignments and practice coaching sessions.
Who should attend?
- Managers
- Supervisors
- Team leaders

Objectives:
- Skills for listening versus speaking and asking versus telling.
- Define the role of a coach and identify components of effective coaching.
- Effectively set goals and measure progress toward them, and to coach others to do likewise.
- Link behavior change to business performance improvement.
- Help employees set their own goals, create their own solutions, and develop action plans.

Contact: Happy Company University online

Creating Team Mastery, Happy Company University
Overview: Creating Team Mastery is designed to increase the communication and effectiveness of teams through alignment of team purpose, vision, values, and goals.
Who should attend? Employees at every level
Objectives:
- Establishing business goals
- Value delivered to customer
- Roles and responsibilities
- Team operation principles

Contact: Happy Company University online

Leadership Essentials – Levels I & II, Happy Company University
Overview: This competency-based learning system enables leaders to transform vision into action and action into results. Personal effectiveness modules equip participants with day-to-day interpersonal, teamwork and business result skills that help create and maintain a high performance workplace.
Who should attend? Managers and supervisors
Objectives:
- Core skills for building commitment.
- Learn to build involvement through the use of feedback and effective interaction skills.
- Equip employees with skills needed to communicate clearly and listen carefully.
- Preparing others to succeed.
- Skills for guiding individuals and teams toward achieving successful results.

Contact: Happy Company University Online

Books and Resources

Asking the Right Questions: A Guide to Critical Thinking, Stuart M. Keely

Helps readers bridge the gap between simply memorizing/accepting information and the greater challenge of critical analysis. Teaches you to respond to alternative points of view and develop a solid foundation for making personal choices about what to accept and what to reject as you read and listen.

Using Both Sides of Your Brain, Tony Buzan

Using the latest research on the workings of the human brain, Buzan provides step-by-step exercises for discovering the powers of the right side of the brain and learning to use the left side more effectively. By increasing our understanding of how the mind works, Buzan shows how to use our brains to the best advantage.

Built to Last: Successful Habits of Visionary Companies, James C. Collins and Jerry I. Porras

Challenges ideas about long-term success. Using such companies as 3M, Merck, Walt Disney, and General Electric as examples, the book identifies each company’s BHAG’s—Big, Hairy, Audacious Goals—and examines the flexibility, ideology, and strong sense of purpose that make them achievable.

Strategic Thinking and the New Science: Planning in the Midst of Chaos, Complexity, and Change, Irene T. Sanders

Illustrates how managers gain insight into future business trends, innovations, and inventions, and keep one step ahead of their competitors, by applying scientific concepts to the business world.

The Art of the Long View: Planning for the Future in an Uncertain World, Peter Schwartz

A consultant to clients as diverse as Volvo and the White House presents a revolutionary guide to planning for the future. A powerful tool for developing strategic vision, this book reveals how to navigate the future by applying the intuitive skills used by artists and musicians.

Value Migration: How to Think Several Moves Ahead of the Competition, Adrian H. Slywotzky

Directs readers to ask the right questions about their customers, business, and industry to be able to recognize patterns of shifting value and stay ahead of the competition. The key is to create a superior business design based on a strategic understanding of customers’ highest priorities.

Scenarios: The Art of Strategic Conversation, Kees Van Der Heijden

Shows how to use scenarios—a powerful new approach to strategic planning—to pilot your company profitably through unknown territory. After tackling external forces, the author shows you how to apply the logic of scenario planning to internal forces as well.

Choosing the Future: The Power of Strategic Thinking, Stuart Wells III

Discusses the two parts of the term “strategic planning.” Strategy is thinking; planning is doing. Readers will have an increased understanding of strategic thinking and an ability to create well thought-out strategies and operational plans that will continue to grow their business.

Leading Change, John P. Kotter

One of the world’s foremost experts on business leadership distills 25 years of experience and wisdom into this visionary guide. Kotter outlines what it will take to lead the organization of the 21st century.

Managing the People Side of Innovation: 8 Rules for Engaging Minds and Hearts, A.J. Chopra

At the heart of Chopra’s approach is the recognition of how important people’s ideas are to the sense of themselves and of how, by doing the right thing with ideas; organizations can tap powerful sources of motivation. This book will greatly increase the effectiveness of anyone charged with making an innovation happen.

Passion for Excellence, Peters & Austin

The authors take you inside some of the most successful organizations to analyze what makes these companies distinctive. By using passion for customers and employees we create great results.

When Sparks Fly: Igniting Creativity in Groups, Dorothy Leonard-Barton and Walter C. Swap

Group creativity is the key to success in many organizations. The authors provide a comprehensive look at developing creativity in a group setting, including their five-step process. The book includes examples of corporate innovation and psychology-based look at human creativity.

Competitive Strategy: Techniques for Analyzing Industries and Competitors, Michael E. Porter

Porter’s classic book outlines a comprehensive set of analytical techniques for understanding an organization and the behavior of its competitors. He presents techniques to help leaders anticipate and prepare for sudden competitor moves or shift in industry structure.

Competing for the Future, Gary Hamel and C.K. Prahalad

The authors postulate that managers in today's most successful firms are more interested in creating new competitive space than positioning themselves in the existing market. This book shows how to develop stretch goals and build core competencies to create advantage and new markets for the future.

Finding and Keeping Great Employees, Joan Brannick and Jim Harris

In today's tight labor market, finding employees that are "keepers" is critical to success. This book offers a powerful new action plan to help companies leverage their core purpose and corporate culture to attract and retain great employees.

First Break All the Rules: What the World's Greatest Managers Do Differently, Marcus Buckingham and Curt Coffman

The authors explain how the best managers select an employee for talent rather than skills or experience, set expectations for them, build on their unique strengths instead of trying to fix their weaknesses, and develop them.

Effective Coaching, Marshall J. Cook

This book explains how to apply sound coaching methods in the workplace, encouraging top performance by working with employees, instead of over them. Cook shows readers how to understand the characteristics of an effective coach and apply them in the workplace.

Leader as Coach: Strategies for Coaching and Developing Others, Mary Dee Hicks and David B. Peterson

Because people are an organization's most valuable asset, leaders must equip their people with the tools, knowledge and opportunities they need to develop themselves and become more effective. This book shows how purposeful coaching can direct energy and fuel systematic growth in the competencies your organization needs.

The Wisdom of Teams, John Katzenbach

Offers valuable advice in the fine art of building teams for high performance results. The authors provide real examples with specific recommendations, and offer useful ideas for balancing work responsibilities, executive egos, communications, and skills. It captures the power and vision of what great business teams can accomplish

Stop Managing, Start Coaching, Jerry W. Gilley

Highlights the critical skill of performance coaching—demonstrating how managers can balance the roles of trainer, mentor, career coach, and confronter to improve productivity in the workplace. Shows you how to develop a practical and cost-effective human resource strategy and evaluate its effects on performance improvement; how to reinforce positive work straits through reward strategies; how to master and practice the art of employee "self-esteeming" which is the next step beyond employee empowerment.

Think on Your Feet, Kenneth Wydoo

It offers principles as guidelines to help you discover, develop, and display your talents.

Bridging Differences: Effective Intergroup Communication, William B. Gudykunst

One of the biggest challenges in today's organizations, in which most managers work with people form different cultural and ethnic backgrounds, is communication. Stereotypes impact how messages are received and interpreted. The author discusses how individuals can improve their intergroup communication.

The New Leaders: Leadership Diversity in America, Ann M. Morrison

This is a comprehensive introduction that explores how cultural factors influence workplace behavior. It demonstrates practical applications of theory through numerous examples. It addresses such issues as negotiating, staffing, and planning.

The Diversity Toolkit: How You Can Build and Benefit from a Diverse Workforce, William Sonnenschein

This book allows readers to profit from workforce diversity. It features tips for improving communication, team relationships, and leadership skills. It is a practical guide that will help you achieve tangible results.

Riding the Waves of Culture: Understanding Cultural Diversity in Global Business, Alfons Trompenaars

The focus of this book is showing international managers how to build the skills, sensitivity, and cultural awareness needed to establish and sustain management effectiveness across cultural borders.

Don't Fire Them, Fire Them Up: A Maverick's Guide to Motivating Yourself and Your Team, Frank Pacetta & Roger G. Hines

Spells out techniques he used to turn sales around at Xerox and explains how to apply them to any business, the author offers advice on reestablishing a work ethic, building a winning team, sharpening communication skills, and developing quality.

The Wisdom of Teams, John Katzenbach

Offers valuable advice in the fine art of building teams for high performance results. The authors provide real examples with specific recommendations, and offer useful ideas for balancing work responsibilities, executive egos, communications, and skills. It captures the power and vision of what great business teams can accomplish.

Cross Functional Teams, Glen Parker

The only book to focus exclusively on cross-functional teams, the author offers a no-nonsense, practical approach to what works and what doesn't in cross-functional teams, presenting case studies from corporate giants.

You Just Don't Understand, Deborah Tannen

Discover how men and women can interpret the same conversation differently, even when there is no apparent misunderstanding. Discover why sincere attempts to communicate are so often confounded and how we can prevent or relieve some of the frustration. It explores in depth the differing style men and women articulate and how to work through it and get to the heart of the matter.

Emotional Intelligence at Work, Hendrie Wesinger

Emotional Intelligence (EQ) encompasses abilities such as self-motivation, persistence, mood management, and the ability to empathize, think, and hope. Dr. Hendrie Weisinger shows how EQ can be applied successfully to important workplace situations such as negotiation, dealing with difficult co-workers, improving morale and motivation, and adapting to change.

Leadership Without Easy Answers, Ronald A. Heifetz

Presents clear, concrete strategies for anyone who needs to take charge—no matter what the organizational conditions. Drawing on a dozen years of research among business leaders and politicians, Heifetz demonstrates what one must do—and avoid doing—to be a leader in an age without easy answers.

The Psychology of Persuasion: How to Persuade Others to Your Way of Thinking, Kevin Hogan

The author teaches skills of persuasion. The book is packed with the expertise of successful salespeople, and shares the tools used by political candidates, television personalities, and corporate leaders to change the way others think.

Getting to Yes, Roger Fisher

Two negotiation experts from Harvard offer a universally applicable method for negotiating personal and professional disputes without getting taken—and without getting nasty. Concise, step-by-step, proven strategies aid the reader in coming to mutually acceptable agreements in any type of conflict.

Winning 'Em Over; A New Model for Managing in the Age of Persuasion, Jay Alden Longer

Illustrates how three important forces—new generations of managers and executives, cross-functional teams, and unprecedented access to information that was once the privilege of the most senior levels of management—are undermining the old Age of Command and ushering in the new Age of Persuasion. The author exposes the most commonly held myths about the art of persuasion and shows how to influence others productively, without manipulation. Most importantly, he outlines the four crucial components of effective managing by persuasion: building one's credibility, finding common ground so that others have a stake in one's ideas, finding compelling positions and evidence and emotionally connecting with coworkers so that solutions resonate with them on a personal level. He explains how to implement a management style that will succeed in what is becoming a fundamentally and radically different business environment; and he provides readers with all of the new tools they will need to become effective, constructive persuaders.

Asking the Right Questions: A Guide to Critical Thinking, Neil Browne and Stuart Keeley

This book addresses critical thinking as a skill with many applications. It also emphasizes reasoning. It focuses on the question-asking skills and techniques necessary for evaluating different types of evidence. It illustrates the system of "right" questions and analyzes the biases that hinder critical thinking.

Seven Habits of Highly Effective People, Stephen Covey

A groundbreaking book published in 1990 continues to be a business best seller. The author relates how true success encompasses a balance of personal and professional effectiveness. It is a manual for performing better in both arenas. Covey takes you through the necessary changes to adopt the *seven* habits, which encompasses such things as productivity, time management, attitude, and becoming proactive.

First Things First, Stephen Covey

Shows you how to look at your use of time totally differently. This book will help you create a balance between your personal and professional responsibilities by putting first things first and acting on them. Covey teaches an organizing process that helps you categorize tasks so you focus on what is important, not merely what is urgent. This allows you to balance your time to achieve a meaningful life, not just get things done.

People Styles at Work – Robert Bolton

It is possible to overcome personality conflicts by understanding other people's differences instead of merely reacting to them emotionally. This book presents a comprehensive behavioral science model for understanding four different "people styles" –driver, analytical, amiable, and expressive.

Don't Sweat the Small Stuff at Work: Simple Ways to Minimize Stress and Conflict while Bringing out the Best in Yourself and Others, Richard Carlson

How to interact effectively with colleagues, clients, and managers. The author reveals tips to minimize stress and bring out the best in yourself and others.

Learned Optimism, Martin Seligman

A thorough psychological discussion on optimism, pessimism, and the behaviors they engender. The book compiles scientific evidence that optimism is vital to overcoming defeat.

People Skills, Robert Bolton

The author describes the twelve most common communication barriers and how to overcome them. It gives practical suggestion for effective listening, assertiveness, and conflict resolution that can be incorporated into everyday interactions.

TALENT ASSESSMENT WORKSHEET

Name ______________________________ Title _________________________

LEADERSHIP SUCCESS FACTORS

Category	Deficient	Emerging	Effective	Exceptional
STRATEGIC LEADERSHIP				
Shaping Strategy	1	2	3	4
Leading Change	1	2	3	4
Innovative	1	2	3	4
Leverage Resources for Competitive Advantage	1	2	3	4
Risk Taking	1	2	3	4
BUSINESS ACUMEN				
Functional Depth & Breadth	1	2	3	4
Analytical Thinking	1	2	3	4
Customer Focus	1	2	3	4
RELATIONSHIP MANAGEMENT				
Developing Organizational Talent	1	2	3	4
Performance Expectations	1	2	3	4
Foster Diversity	1	2	3	4
Collaboration/Teamwork	1	2	3	4
Promoting Empowerment & Accountability	1	2	3	4
Influencing Others	1	2	3	4
PERSONAL ATTRIBUTES				
Integrity	1	2	3	4
Self Development	1	2	3	4
Adaptability	1	2	3	4
Communication	1	2	3	4
EXECUTION RESULTS				
Execution/Results	1	2	3	4

HAPPY COMPANY ☺

PROFESSIONAL DEVELOPMENT PLAN
FOR
JOHN JUNIOR, Staff Counsel

<u>External Courses and Programs</u>

***Strategy Implementation*,** American Management Association
Overview: Shows you how to eliminate resistance to change from your workforce and cultivate enthusiasm for your plan.
Who should attend?
- -Business professional with several years of experience in a strategic management capacity.

Objectives:
- -Eliminate roadblocks and create effective links to produce tangible results.
- -Get a higher return on your investment.
- -Achieve your goals faster.
- -Understand the pitfalls of implementation, why they occur and how to avoid them.

Contact: www.amanet.org

Organizing for the Future, University of Michigan Business School
Overview: Develop core skills for managing change. Be on the leading edge in structuring large, complex, global organizations. Think logically and clearly about problems of organizational design.
Who should attend?
- Practicing managers who want to understand, use, and develop the tremendous human potential that lies within your organization
- Senior management involved in organizational design.
- Presidents, vice presidents, general managers, and directors of functional areas, as well as human resources and other staff executives providing expert support for such efforts, would benefit from this program.

Objectives:
- **A**ddress the most important issues confronting organizations today and develop core skills necessary for managing organization design.

Contact: www.execed.bus.umich.edu

Effective Managerial Coaching and Counseling, University of Michigan, The Michigan Business School
Overview: This program will help participants distinguish between a coaching and a counseling situation; help them apply coaching and counseling techniques appropriately and effectively; and explore coaching and counseling as they relate to organizational growth and success.
Who should attend?
- Mid to upper level managers who have substantial responsibility for managing people and who wish to develop strategies and skills in coaching and counseling them.

Objectives:
- Distinguish between the coaching and the counseling situation.
- Apply managerial counseling techniques appropriately and effectively.
- Explore counseling as it relates to organizational growth and success.
- Discover ways to enhance your communication skills.

Contact: www.um.exec.ed@umich.edu

Negotiating to Win, American Management Association
Overview: Focus is on deciding on the issues that need to be discussed and agreed upon and understanding the win-win philosophy while respecting individual differences.
Who should attend?
- Executives, managers, salespeople who want to negotiate the best possible terms of an agreement

Objectives:
- To establish a settlement range for every deal you make
- Conduct proper research you need to win at deal making
- Understand the conditions involved when you extend or receive an invitation to negotiate
- How to define your expectations and limits
- Translate “no” into “maybe” and then to “yes”
- Cultivate a reputation for trustworthiness

Contact: www.amaner.org

Delegation and Team Effort: Getting Results in the New Team Environment, University of Michigan, The University of Michigan Business School
Overview: You will develop “hands-on” techniques for designing high-performing teams, and you will have an opportunity to develop an action plan for applying the concepts you learn to your workplace.
Who should attend?
- Managers who have responsibility for creating and developing high performing teams.

Objectives:
- Vital skills for increasing your team’s productivity.
- How to assess your own team leadership style.
- Learn to avoid the pitfalls of delegation.
- Develop strategies for effective group decision making.

Contact: www.bus.umich.edu/execed

Executive Team Dynamics: Harnessing the Power of Collaboration, The Wharton School, and University of Pennsylvania

Overview: The program is designed to give senior-level managers the insights to develop and manage teams in their organization and to improve their team leadership.

Who should attend?

- Senior Management

Objectives:

- Perspectives, skills, and tools to assess what is going right and wrong in your group.
- Learn how to change a group's dynamics.
- Begin to understand the complexities of your team and see how individual, group, and organizational dynamics shape the progress and ultimate success of the team.
- Learn to diagnose and address the problems that undermine team effectiveness.
- Strategies for resolving conflicts and bringing together diverse points of view.

Contact: wharton.upenn.edu/execed

Six Thinking Hats, Advanced Practical Thinking Training, Inc

Overview: You will learn each of the hats (or types of thinking), their purpose, and the process for using them. You will use each in practical exercises.

Who should attend? All employees

Objectives:

- Ability to use this method to make difficult decisions and/or gain new insights.
- Use it as a tool to facilitate meetings where groups must generate or evaluate ideas, or negotiate outcomes.

Contact: www.aptt.com

Leadership Development Program, Center for Creative Leadership

Overview: This program teaches participants how to grow as leaders to become more productive in both their work and personal lives. It blends coaching, change management, activity-based learning and individual feedback in order for individuals to develop their capacity for total leadership.

Who should attend? Middle to upper level managers

Objectives:

- Acquire a better understanding of strengths and weaknesses.
- Improve ability to give and receive constructive feedback.
- Assess and develop an effective leadership style.
- See the connection between your individual impact and effectiveness and that of your work group and organization.

Contact: www.ccl.org

Toastmasters

Overview: Toastmasters provides the tools that enable employees to become effective communicators and leaders. It helps employees give better sales presentations, hone their management skills, work better with fellow employees, effectively develop and present ideas, offer constructive criticism, and accept criticism more objectively.

> *Gives individuals an opportunity to practice: conducting meetings, giving impromptu speeches, presenting prepared speeches, and offering constructive evaluation.*

Participants build leadership skills by organizing and conducting meetings and motivating others to help them.

Who should attend? Professional in teaching or presenting roles

Objectives:

- Practice in conducting meetings, giving impromptu speeches, presenting prepared speeches, and offering constructive evaluation.
- Leadership skills for conducting meetings.
- Skills to motivate others.

Contact: *www.toastmasters.org*

Negotiating to Win, American Management Association,

Overview: Learn to possess the power to influence an outcome, ask for what you really want, overcome the resistance to deal and not settle for less than what's comfortable and change the situation if you're unhappy with the way the deal-making process is going

Who should attend? Lawyers, Business Negotiators

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Happy Company ☺ Courses and Programs

Creating an Inclusive Environment

This one-day workshop provides leaders with the awareness, knowledge, and tools they need to create an inclusive environment that gets the best from employees and the skills to interact with employees in the most productive ways.

Emerging Leader

Emerging Leader is a program designed for middle managers to build their leadership capacity to know when and how to lead. We offer this five day workshop as an opportunity for managers to reset their intentions, increase their awareness of their roles, and dramatically raise their impact on the organization. In our commitment to develop bench strength within our organization, this curriculum is recommended for all middle managers at Happy Company who lead others. This experience addresses business issues in an innovative and engaging way.

Focus for Supervisors

Honest, objective feedback is both a gift and a valuable developmental tool. As a part of this workshop, supervisors will receive feedback from others and compare this information with their own self-perception to gain insight into how their behaviors impact those around them. Supervisors will use this information to identify personal strengths and opportunities for development. In addition to peer coaching during the workshop, participants will be able to schedule a private coaching session immediately following the workshop.

Mentoring

The Happy Company Mentoring Program is designed to take the successful corporate mentoring program at Enterprises and adapt it for implementation in affiliate locations. The basic tenet of the program the same: successfully pair accomplished managers (mentors) with promising management candidate (mentees) to reinforce your company's culture and business principles and to provide employee development opportunities.

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Overview: A foundation program for anyone in a leadership position. Participants work with a mentor and facilitator to set goals for improving coaching skill. Learning takes place in actual work situations through facilitated in-class assignments and practice coaching sessions.
Who should attend?
- Managers
- Supervisors
- Team leaders

Objectives:
- Skills for listening versus speaking and asking versus telling.
- Define the role of a coach and identify components of effective coaching.

- Effectively set goals and measure progress toward them, and to coach others to do likewise.
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- Help employees set their own goals, create their own solutions, and develop action plans.

Contact: Happy Company University online

Creating Team Mastery, Happy Company University
Overview: Creating Team Mastery is designed to increase the communication and effectiveness of teams through alignment of team purpose, vision, values, and goals.
Who should attend? Employees at every level
Objectives:

- Establishing business goals
- Value delivered to customer
- Roles and responsibilities
- Team operation principles

Contact: Happy Company University online

Facilitative Leadership, Happy Company University
Overview: Companies need managers, but people need leaders. Success depends just as much on your leader's ability to inspire and involve others as it does on their own person effectiveness. This workshop explores the relationship between leadership and participation, and offers a proven method of turning obstacles into opportunities.
Who should attend? Middle Managers, Directors, or Vice Presidents
Objectives:

- Involve people appropriately in decision-making.
- Create and communicate an inspiring vision of success.
- Win the support of key stakeholders.
- Focus energy on critical issues.
- Lead collaborative planning and problem solving sessions.
- Improve the quality of group results.
- Enhance day-to-day performance through coaching and feedback.

Contact: Happy Company Online

Leadership Essentials – Levels I & II, Happy Company University
Overview: This competency-based learning system enables leaders to transform vision into action and action into results. Personal effectiveness modules equip participants with day-to-day interpersonal, teamwork and business result skills that help create and maintain a high performance workplace.
Who should attend? Managers and supervisors
Objectives:

- Core skills for building commitment.
- Learn to build involvement through the use of feedback and effective interaction skills.
- Equip employees with skills needed to communicate clearly and listen carefully.
- Preparing others to succeed.
- Skills for guiding individuals and teams toward achieving successful results.

Contact: Happy Company University Online

Books and Resources

Popcorn Report, Faith Popcorn

Identifies new directions in consumer attitudes and behavior. Looks at the ten well-defined trends that her company is tracking and brings you up to date on the latest developments in each. Gives techniques for gathering and analyzing data. Offers examples and case studies to show how knowledge of trends can offer a competitive edge in the marketplace. Describes strategies for getting “on-trend” and staying there, for making the most of trends, and for extrapolating a trend’s future direction.

Passion for Excellence, Peters & Austin

The authors take you inside some of the most successful organizations to analyze what makes these companies distinctive. By using passion for customers and employees we create great results.

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Group creativity is the key to success in many organizations. The authors provide a comprehensive look at developing creativity in a group setting, including their five-step process. The book includes examples of corporate innovation and psychology-based look at human creativity.

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In today’s tight labor market, finding employees that are “keepers” is critical to success. This book offers a powerful new action plan to help companies leverage their core purpose and corporate culture to attract and retain great employees.

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Highlights the critical skill of performance coaching—demonstrating how managers can balance the roles of trainer, mentor, career coach, and confronter to improve productivity in the workplace. Shows you how to develop a practical and cost-effective human resource strategy and evaluate its effects on performance improvement; how to reinforce positive work straits through reward strategies; how to master and practice the art of employee "self-esteeming" which is the next step beyond employee empowerment.

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The Wisdom of Teams, John Katzenbach

Offers valuable advice in the fine art of building teams for high performance results. The authors provide real examples with specific recommendations, and offer useful ideas for balancing work responsibilities, executive egos, communications, and skills. It captures the power and vision of what great business teams can accomplish.

You Just Don't Understand, Deborah Tannen

Discover how men and women can interpret the same conversation differently, even when there is no apparent misunderstanding. Discover why sincere attempts to communicate are so often confounded and how we can prevent or relieve some of the frustration. It explores in depth the differing style men and women articulate and how to work through it and get to the heart of the matter.

Emotional Intelligence at Work, Hendrie Wesinger

Emotional Intelligence (EQ) encompasses abilities such as self-motivation, persistence, mood management, and the ability to empathize, think, and hope. Dr. Hendrie Weisinger shows how EQ can be applied successfully to important workplace situations such as negotiation, dealing with difficult co-workers, improving morale and motivation, and adapting to change.

Leadership Without Easy Answers, Ronald A. Heifetz

Presents clear, concrete strategies for anyone who needs to take charge—no matter what the organizational conditions. Drawing on a dozen years of research among business leaders and politicians, Heifetz demonstrates what one must do—and avoid doing—to be a leader in an age without easy answers.

Influence without Authority, David L. Bradford and Allen R. Cohen

The authors discuss how people without official authority can command the resources, information, and support needed to get work done. They stress thinking of the interests of coworkers in order to gain collaboration, assignment to challenging tasks, and opportunities for responsibility from above, laterally, and below.

The Psychology of Persuasion: How to Persuade Others to Your Way of Thinking, Kevin Hogan

The author teaches skills of persuasion. The book is packed with the expertise of successful salespeople, and shares the tools used by political candidates, television personalities, and corporate leaders to change the way others think.

Getting to Yes, Roger Fisher

Two negotiation experts from Harvard offer a universally applicable method for negotiating personal and professional disputes without getting taken—and without getting nasty. Concise, step-by-step, proven strategies aid the reader in coming to mutually acceptable agreements in any type of conflict.

Winning 'Em Over; A New Model for Managing in the Age of Persuasion, Jay Alden Longer

Illustrates how three important forces—new generations of managers and executives, cross-functional teams, and unprecedented access to information that was once the privilege of the most senior levels of management—are undermining the old Age of Command and ushering in the new Age of Persuasion. The author exposes the most commonly held myths about the art of persuasion and shows how to influence others productively, without manipulation. Most importantly, he outlines the four crucial components of effective managing by persuasion: building one's credibility, finding common ground so that others have a stake in one's ideas, finding compelling positions and evidence and emotionally connecting with coworkers so that solutions resonate with them on a personal level. He explains how to implement a management style that will succeed in what is becoming a fundamentally and radically different business environment; and he provides readers with all of the new tools they will need to become effective, constructive persuaders.

Step-by- Step Problem Solving: A Practical Guide to Ensure Problems Get (and Stay) Solved, Richard Chang and Keith Kelly

This book helps the reader to define problems, analyze causes, identify solutions, develop action plans, implement solutions, and evaluate progress. It takes a common-sense approach to problem solving and provides a wealth of practical examples.

Problem Solving for Results, Victor Newman

This book offers a framework for solving problems. It identifies eight stages of problem solving and how to recognize which technique is appropriate to each stage. Obstacles to developing a problem-solving style and managing stress are also discussed.

Seven Habits of Highly Effective People, Stephen Covey

A groundbreaking book published in 1990 continues to be a business best seller. The author relates how true success encompasses a balance of personal and professional effectiveness. It is a manual for performing better in both arenas. Covey takes you through the necessary changes to adopt the *seven* habits, which encompasses such things as productivity, time management, attitude, and becoming proactive.

First Things First, Stephen Covey

Shows you how to look at your use of time totally differently. This book will help you create a balance between your personal and professional responsibilities by putting first things first and acting on them. Covey teaches an organizing process that helps you categorize tasks so you focus on what is important, not merely what is urgent. This allows you to balance your time to achieve a meaningful life, not just get things done.

People Styles at Work – Robert Bolton

It is possible to overcome personality conflicts by understanding other people's differences instead of merely reacting to them emotionally. This book presents a comprehensive behavioral science model for understanding four different "people styles" –driver, analytical, amiable, and expressive.

Don't Sweat the Small Stuff at Work: Simple Ways to Minimize Stress and Conflict while Bringing out the Best in Yourself and Others, Richard Carlson

How to interact effectively with colleagues, clients, and managers. The author reveals tips to minimize stress and bring out the best in yourself and others.

Learned Optimism, Martin Seligman

A thorough psychological discussion on optimism, pessimism, and the behaviors they engender. The book compiles scientific evidence that optimism is vital to overcoming defeat.

People Skills, Robert Bolton

The author describes the twelve most common communication barriers and how to overcome them. It gives practical suggestion for effective listening, assertiveness, and conflict resolution that can be incorporated into everyday interactions.

IN-HOUSE & OUTSIDE COUNSEL

The Trust Factor

BY TERESA T. KENNEDY

"Trust is the glue that holds relationships together. It is the sense that you can count on them and they can count on you."

—Robert Staub[1]

Just for a moment, sit back and daydream. Image that you are continually supported in your fast-paced, high-stress practice by the perfect outside counsel. Chances are that your mental image would be of someone who thoroughly understands your role as in-house counsel and the role of outside counsel, your budget, and your company's culture. This person can quickly step in when your office is in crisis mode and interact effectively with your team and your business people. Your perfect outside counsel consistently gives legal advice that is not only sound but also truly wise: taking into account your departmental and corporate business interests and pressures, focusing on the big picture, and achieving the best overall result for both the short term and the long term.

You don't have to worry about this person putting excess time into a project, staffing your legal work improperly, or making you look bad in front of your client. You and your counsel communicate clearly, collaborate frequently, and continually improve on your relationship. In essence, you think of your outside attorney as your partner and know in your heart that this person is someone that you can trust.

Are you dreaming the impossible dream? As in-house attorneys, we have embraced vastly different approaches to selecting and working with our outside counsel in an effort to arrive at the perfect relationship. Moving from the concept of a single, incumbent firm to giving our business to a number of different firms to maximize economic benefits, we have experimented with ways to manage this complex relationship. Driving our efforts are pressures imposed on in-house counsel: the need to apply business

Teresa T. Kennedy, "In-house and Outside Counsel: The Trust Factor" *ACC Docket* 22, no. 1 (January 2004): 24–42.

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principles to the department, focus on costs and efficiencies, and demonstrate value.

Taking a lead from our business clients, many in-house counsel have determined that the ideal relationship with outside counsel is a long-lasting commitment to partnership and collaboration, to understanding each other's interests and goals, to open communication, and to pursuit of new opportunities and strategies. Above all, the relationship is based on trust.

A COLLABORATIVE PARTNERSHIP BETWEEN IN-HOUSE AND OUTSIDE COUNSEL IS BY NATURE AN UNEQUAL PARTNERSHIP. AS IN-HOUSE COUNSEL, WE HAVE FINAL DISCRETION AND RESPONSIBILITY FOR SELECTING OUTSIDE COUNSEL AND SETTING THE PARAMETERS OF THE RELATIONSHIP.

Trust, in turn, is based on communication, shared goals, and innovation—what one expert has called authentic trust[2]—and is the key to achieving the ideal relationship between in-house and outside counsel. If we can build and maintain authentic trust, we set a solid foundation for an effective and long-lasting partnership. At that point, we can stop dreaming because the perfect outside counsel has become part of our reality.

Before 1970, many corporations used a single law firm for nearly all outside work. The decision about which outside firm to use was usually based on the personal relationships between in-house and outside counsel and word-of-mouth recommendations from other in-house counsel.[3]

Outside and in-house counsel's relationship was based on simple trust. In-house counsel were often considered largely unsophisticated clients, granting outside attorneys full and independent authority to represent the company in the way that they thought best. Outside firms were given free rein to take whatever measures necessary, including "leaving no stone unturned" and incurring significant costs. In-house counsel's role was reduced to a somewhat passive cooperation with the outside firm that involved providing relevant information as needed and deferring to the outside firm's judgment.[4]

During the 1970s, this relationship changed. Corporations started moving away from using a single law firm for all legal services and began to engage multiple law firms and encourage competition for legal business. This shift coincided with an increased role for in-house counsel and an incentive to obtain cost-effective and efficient legal services.

Both of these approaches have pro's and con's. Using one primary outside counsel allowed the law firm to have substantial in-depth knowledge of the client's business needs. The downside was in-house counsel's loss of control over costs. Alternatively, encouraging competition saved a corporation money but cost the corporation the comprehensive understanding that came from having one outside firm take care of all of the corporation's legal work.

To have the best of both worlds—that is, reduce legal costs and have outside counsel provide significant business value—we should explore innovative ways to redefine the relationship so that both sides see it as valuable, based on trust and common interest and directed toward a common goal.

This collaborative approach is already in use in business. Businesses enter into alliances with customers (and sometimes competitors—subject to appropriate antitrust and competition law restrictions, of course) to deliver products and services. Their goal is to improve the bottom line for both parties. This model offers guidance for in-house and outside counsel, as well. The Law Partnering Institute suggests, for example:

> Partnering is a collaborative effort to achieve a common vision that results in mutual economic benefit. Success is based upon *trusting*, long-term committed relationships established at

multiple levels of the partnering organization. Instead of "business as usual," partnering involves a continual reinvention of ways to deliver legal services that also strengthen relationships, achieve market focus, seek new solutions, create business opportunities, and add value for both the company client and its member law firms.[5]

This article explores the importance of authentic trust in establishing and maintaining a partnership between in-house and outside counsel with the following caveats:

- A collaborative partnership between in-house and outside counsel is by nature an unequal partnership. As in-house counsel, we have final discretion and responsibility for selecting outside counsel and setting the parameters of the relationship.
- The four-step model for building authentic trust is a flexible tool that can be applied formally or informally and rapidly or over a long period of time. Before selecting long-term outside counsel to handle a significant amount of legal business, consider investing time and effort into a thorough trust-building process. For isolated engagements, keep this model and the concept of authentic trust in the back of your mind as you select and work with outside counsel.
- Authentic trust can be built one-on-one between in-house counsel and individual attorneys in a firm. Alternatively, authentic trust can—and probably should—be used as the model for building a relationship between a corporation and an entire law firm.

UNDERSTANDING SIMPLE TRUST AND AUTHENTIC TRUST: FIRST STAGE OF BUILDING A PARTNERSHIP

Simple Trust

Simple trust is a "reliance on and confidence in the truth, worth, reliability of a person or thing," according to the *Collins English Dictionary*. Simple trust was the trust that we relied on in our pre-1970 relationship with outside counsel. Simple trust is that trust that is undemanding, unthinking, and unreflective. Simple trust is the absence of suspicion and demands no recognition, no conscious choice, and no scrutiny or justification.[6] Generally, simple trust exists because it has never been tested or challenged. It is more an assumption than a conscious decision.[7] Simple trust is out of place when building a long-term partnership with primary outside counsel.

Authentic Trust

What Is Authentic Trust?

Some commentators suggest that "trust" involves unique components when professional services are involved. The kind of trust espoused in this article, authentic trust, is based on in-house counsel's confidence in a number of factors[8] in the relationship with outside counsel:

- **Communication.** "I can trust that my partner understands my values, drivers, and objectives."
- **Credibility.** "I can trust what my outside counsel says."
- **Reliability**. "I can trust that the firm will follow through by delivering the right product at the right time in the right way."
- **Commitment.** "I can trust that outside counsel is focused on my best interests and goals and will continually work with me to create innovative ways to deliver legal services more efficiently."

Authentic trust is an ongoing, dynamic relationship between in-house and outside counsel. This more complex type of trust is an informed decision based on open communication and shared interests, agreement on commitments, and, more importantly, following through on those commitments.[9]

Authentic trust includes the following elements and characteristics:

- Continuing process.
- Dynamic growth.
- Means by which organizations maintain their business relationships.
- Existing only when both parties believe in the concept and actively participate.
- Mutual commitment.
- Continually adapting to changing goals and challenges.
- Making and keeping commitments.
- Ethical approach to a business relationship.

Authentic trust recognizes first and foremost that in-house and outside counsel are in this relationship together. Authentic trust includes, but goes well beyond, reliability and competence. Reliability is obviously necessary for authentic trust to occur, but reliability alone is not enough.[10]

In today's dynamic business world, in-house counsel are looking for a reciprocal relationship in which the best method for delivering high-quality legal services constantly evolves. One of the first requirements of authentic trust is competence. Unless outside counsel is competent to handle a corporation's legal work, the relationship falls apart. Authentic trust, however, is not established just because outside counsel is competent. Authentic trust involves knowing that outside counsel is acting as a good partner and taking into account the needs and concerns of in-house counsel. Authentic trust isn't established just by creating structure, practices, and procedures between in-house and outside counsel. This trust is built on mutual understanding and personal commitments.[11]

"TRUST IS CRITICAL. FOR EACH MAJOR CLIENT WE APPOINT A RELATIONSHIP PARTNER—SOMEONE WHO IS INTIMATELY CONNECTED WITH THE LEGAL WORK BEING DONE THERE. HIS OR HER JOB IS TO BE THE TRUSTED GO-BETWEEN WHO CAN DEAL SENSITIVELY WITH PERSONNEL ISSUES WITH MINIMUM DISRUPTION."

Why Is Authentic Trust So Important?

For relationships to thrive, each partner must have the other's best interests at heart. Studies have shown that authentic trust is "essential for building strong relationships."[12]

Herbert Zarov of Mayer, Brown & Platt has summarized the effects of authentic trust in successful, long-term partnerships between in-house and outside counsel: "Trust is critical. For each major client we appoint a relationship partner—someone who is intimately connected with the legal work being done there. His or her job is to be the trusted go-between who can deal sensitively with personnel issues with minimum disruption."[13]

Building authentic trust makes for a long and successful relationship with economic benefits for both in-house and outside counsel.

HOW DO WE BUILD AUTHENTIC TRUST?

Building authentic trust requires four steps:

- Communicate.
- Focus.
- Envision.
- Commit.

These steps can be worked on over time or simply serve as a framework for your relationship with outside counsel. Many in-house counsel who have already found the "perfect" outside counsel will find on reflection that each of these elements already exists in the relationship.

STEP 1: COMMUNICATE

The first step in building authentic trust is to communicate essential information and expectations and to recognize each other's values, drivers, and objectives. Communicating to build authentic trust requires openness and hearing.

The goal of the communicate step is to have a true dialogue about what is important and real to each of us. The foundation of authentic trust is the sharing of information.

Start with who you really are. Values, a shared vision, and a mission statement, whether written or oral, are integral to every successful organization. By understanding these core values, we learn what makes a group and its members work together successfully.

Set aside time with outside counsel to share your values and mission. Invite your law firm colleagues to do the same. If you have written mission statements, exchange them. If certain values are inherent to company culture, such as diversity, say so. Encourage your outside colleagues to do the same.

For lawyers, discussing core values and commitments is often difficult because the conversation requires open and honest talk around emotional issues. Without this first step, however, the necessary foundation of trust is missing, and a lasting partnership cannot be built.

Explore where you are going and why. In-house counsel is a business group inside the organization. We have budget expectations, head count limitations, and staffing issues. We feel the pressures imposed on the company by competition, a poor economy, and rapid changes in the law, technology, and society.

Outside law firm colleagues have their own issues. Salary expectations of associates and competition for business imposed by mergers and consolidation are two major issues. Uncertainty about the level of anticipated business from in-house counsel is clearly another issue. During these exchanges, it is important for both in-house and outside counsel to distinguish between interests and positions. Interests are the motivators, the reasons that each side in a negotiation takes a selected position. In contrast, a position is the stance decided upon. If you think that you may have trouble communicating in these exchanges, try these tips:

- Meet face to face and look each other in the eye as you talk.
- Strive to understand both the spoken and the unspoken meaning.
- Stick it out. Don't back away when the discussion becomes difficult.
- Lawyers are a competitive group. Remember that the goal in these conversations is not winning, but understanding.
- Don't react negatively. Encourage more open communication.

Exchange business information. As one business to another, share details about how your legal department and the law firm operate. Ask for details, such as how the firm is organized, what the reporting structure is, and how working groups are set up and why. Obvious as it may seem, we should openly discuss the expertise of attorneys in the firm, such as who the most experienced brief writer is, which associate has applicable experience in drafting software license agreements, and who can best talk "business speak" with your high-energy and fast paced marketing group.

In turn, open up to your outside colleagues about how your company really operates. Explain the chain of command, areas of crossover and shared turf, and insights into the politics and culture of the company.

Why be so forthcoming? Helping each partner understand the other's world is a critical step towards building authentic trust and setting the stage to envision the ideal partnership. This sharing also helps both sides look beyond narrow positions to find common benefits and solutions.

Practical learning can offer important insights into each other's business. You may want to plan one or more of these activities to encourage more open communication:

- Organize a field trip. Invite outside counsel to spend time on site with you and your clients to see how the business really works.
- Try an exchange program. Trade an attorney or a paralegal from your group for someone from the firm for an agreed time period. These "exchange students" continue to perform their regular work but in an entirely different environment.
- Share professional education. Present CLE programs that bring in-house and outside counsel together.
- Open up company or industry training programs. Many of our companies offer education about our industry and organization. Invite outside counsel to join in.
- Spend quality time together. Social activities and teambuilding are important aspects to building a sense of ease and camaraderie. Plan a joint retreat, sports event, or community service project.

Search for common interests. Clearly, in-house and outside counsel have some interests in common and others that differ. After we have communicated to understand each other's core values, business issues, shared values, and goals, we will be better able to identify the heart of a successful partnership. The firm can advance the interests of in-house counsel, and in turn, we can help our partners reach their objectives. The book *Getting to Yes* describes the process as identifying both shared interests and different, but complementary, interests and explains that looking at each other's interests (not positions) opens up possibilities for developing solutions.[14]

STEP 2: FOCUS

The second step in building authentic trust requires a focus on basic concerns, issues, and problems. This step "requires radical truth-telling in socially acceptable terms"[15]—that is, putting your cards on the table and explaining why you think that you have a winning hand. After you have identified both partners' expectations through the communication phase, focusing leads to an understanding of each other's expectations.

From this point on . . .
Explore information related to this topic.

ONLINE:

- ACC's committees, such as the Law Department Management Committee and the Small Law Departments Committee, are excellent knowledge networks and have listservs to join and other benefits. Contact information for ACC committee chairs appears in each issue of the *ACC Docket*, or you can contact Staff Attorney and Committees Manager Jacqueline Windley at 202.293.4103, ext. 314, or windley@acca.com or visit ACCA Online℠ at www.acca.com/networks/ecommerce.php.

- ACC/Serengeti 2003 "Managing Outside Counsel" Report, available on ACCA Online℠ at www.acca.com/surveys/partner03 or at www.SerengetiLaw.com.

- ACCA's Greater New York Chapter, *Report on Selection of Outside Counsel by Corporations*, July 15, 1997, at 5, at www.acca.com/chapters/reportext.html.

- Richard K. Allen, *The Legal Business: Developing a Creative Fee Strategy*, MASS. BAR ASS'N LAW. J. (Dec. 1995), at www.ghlaw.com/html/05publications/1articles/feestrategy.html.

- Timothy R. Brown, *Outside Counsel and General Counsel: Developing the Relationship*, at www.tklaw.com/website.nsf/WEBnewx/64485D35C58D8F4886256C370071841C?OpenDocument&Highlight=2,outside,counsel,and,general,counsel.

- Julie S. Congdon and Patricia M. Hamill, "Managing Outside Counsel in Litigation: A Primer," *ACCA Docket* 21, no. 4 (April 2003): 40–57, available on ACCA Online℠ at www.acca.com/protected/pubs/docket/am03/primer1.php.

- *GLOBAL COUNSEL Best Practice Series: Outsourcing to External Counsel,* at www.practicallaw.com/A32104.

- Charles H. Green, *Do Clients Buy the Law Firm or the Lawyer?* Aug. 30, 2003, at www.trustedadvisor.com/firmvslawyer.html.

- Deborah A. Keller, David S. Machlowitz, Robert A. Gunther, Joseph V. Ippolito, Marc E. Manly, and Pamela S. Poff, "The Criteria In-house Counsel Use to Hire and Fire Outside Counsel," *ACCA Docket* 15, no. 5 (September/October 1997): 68–85, available on ACCA Online℠ at www.acca.com/protected/pubs/docket/so97/counsel.html.

- DAVID H. MAISTER, CHARLES H. GREEN, & ROBERT M. GALFORD, *Selling Professional Services, in* THE TRUSTED ADVISOR (Free Press 2000), at www.trusted advisor.com/sps.html.

- *Outside Counsel Management,* an ACC InfoPAK available on ACCA Online℠ at www.acca.com/infopaks/ocm.html.

- Ronald F. Pol, "Get More Value from Outside Counsel: Show Them the Flipside," *ACCA Docket* 21, no. 4 (April 2003): 22–39, available on ACCA Online℠ at www.acca.com/protected/pubs/docket/am03/flipside1.php.

- Thomas L. Sager and Gerard G. Boccuti, "Achieving the Common Goal: DuPont's Performance Metrics," *ACCA Docket* 15, no. 5 (September/October 1997): 12–26, available on ACCA Online℠ at www.acca.com/protected/pubs/docket/so97/dupont.html.

- Robert Staub, *Business Leaders Need to Build Trust in Relationships*, THE BUS. J., July 8, 2002, at www.bizjournals.com/triad/stories/2002/07/08/smallb3.html.

- ANN SVENDSEN, *Building Collaborative Stakeholder Relationships*, *in* PERSPECTIVES ON BUSINESS AND GLOBAL CHANGE (1999), at www.cim.sfu.ca/pages/resources_collaborative.htm.

ON PAPER:

- KEN BLANCHARD, JOHN P. CARLOS, & ALAN RANDOLPH, EMPOWERMENT TAKES MORE THAN A MINUTE 29 (Berrett Koehler Publishers 1996).

- F. Thomas Dunlap Jr., Peter N. Detkin, George M. Newcombe, & Elisa Alcabes, § 11:19 1, *Budgeting and Controlling Costs, in* SUCCESSFUL PARTNERING BETWEEN INSIDE AND OUTSIDE COUNSEL (Robert L. Haig, ed., ACCA and West, June 2003 rev. ed.).
- ROGER FISHER & WILLIAM URY, GETTING TO YES: NEGOTIATING AN AGREEMENT WITHOUT GIVING IN 40–55 (Penguin Books USA 1991).
- ROBERT C. SOLOMON & FERNANDO FLORES, BUILDING TRUST IN BUSINESS, POLITICS, AND RELATIONSHIPS xii (Life Oxford University Press 2001).
- DOUGLAS STONE, BRUCE PATTON, & SHEILA HEEN, DIFFICULT CONVERSATIONS: HOW TO DISCUSS WHAT MATTERS MOST 233–34 (Penguin Books USA 2000).

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The focus stage can make or break the trust-building process. Requiring each partner to openly focus on problems with the relationship—without the language of blame—is a painful but highly profitable process. In our relationship with outside counsel, areas of focus may include the following:

- Does outside counsel understand its role? Both in-house and outside counsel offer unique perspectives and bring value in different ways.
- Have we set clear expectations of outside counsel as to what their role should be?
- Does outside counsel understand and accept that in-house counsel is responsible for managing legal services and is, therefore, the final arbiter of any disagreements?
- Do we view outside counsel as too often leaving "no stone unturned"?
- Do in-house counsel understand the scope and budget for the project, or do we find ourselves disappointed with a product and an invoice greatly exceeding our expectations?
- Is staffing often a sore point between us? It is never safe to assume that all lawyers within a particular firm have equal ability. Even with highly regarded law firms, corporations may have concerns about specific lawyers assigned to the client. Similarly, the level of involvement by associates, paralegals, and partners varies considerably from project to project. In-house counsel often prefer to share the load, using internal resources for parts of a project.[16]
- Are fees a bone of contention? Perhaps the most challenging of all issues to focus on is money. The concept of hourly billing works against a collaborative partnership and authentic trust. It is in the firm's best economic interests to be inefficient, to bill the maximum amount of time that a matter will support. In turn, we question (and often distrust) the concept of hourly billing as inherently working against the best interests and objectives of in-house counsel.

THE FOCUS STAGE CAN MAKE OR BREAK THE TRUST-BUILDING PROCESS. REQUIRING EACH PARTNER TO OPENLY FOCUS ON PROBLEMS WITH THE RELATIONSHIP—WITHOUT THE LANGUAGE OF BLAME—IS A PAINFUL BUT HIGHLY PROFITABLE PROCESS.

During the focus stage, holding back from engaging in blunt, honest dialogue is a critical mistake. Go forward—but gracefully—into this emotionally charged issue. As mentioned earlier, one expert suggests radical truth—that is, telling the truth in socially acceptable terms.[17] The formula for radical truth telling is to list as many caveats as necessary, to slightly overcompensate for the statement, and then to make the statement in completely blame-free terms.

In case that you think that you may have trouble with such discussions, the book *Difficult Conversations* offers guidance for successfully completing the focus state:[18]

- Prepare for the conversation.
  - Determine what happened.
  - Understand the emotions involved.
  - Identify in-house counsel's stake in the matter.
- Check your purposes to determine whether to raise this issue.
  - What will this conversation accomplish?
  - Is this the best way to address the problem?
- Start to resolve.
  - Describe the problem as the difference between both parties' understanding of the issue.
  - Share the purpose.
  - Invite outside counsel to join with you to sort out the situation.
- Explore the situation.
  - Listen to and try to understand outside counsel's position.
  - Share your opinion.
  - Reframe each issue to keep going.
- Solve the problem.
  - Identify options that work for both sides.
  - Establish standards for what should happen.
  - Decide how to keep open communication going.

STEP 3: ENVISION

The third step in building authentic trust requires in-house and outside counsel to examine the gaps between each other's expectations and to figure out how to close these gaps. The key here is to envision win-win solutions and to identify the benefits to both sides. As in any true partnering relationship, if either in-house or outside counsel lacks the ability to close a particular gap, this issue must be dealt with and resolved. Authentic trust isn't automatic. With some outside counsel, building authentic trust is a natural and easy process, but with others, the process may stall at any time. Accordingly, the process of building authentic trust includes the need to recognize when a situation can't be remedied and that the connection between in-house and outside counsel must be terminated.

The envision stage looks at an ideal partnership between in-house and outside counsel and at specific steps to resolve the problems identified. Let's envision solutions to potential problem areas between in-house and outside counsel identified through focusing:

- Agree on respective roles. Each project involves teamwork and the participation of both in-house and outside counsel. Depending on the expertise of the attorneys and the particular project, in-house counsel will determine who should have the leading role. This involves flexibility and an understanding that roles change depending on the project and expertise. One key point is to clearly identify roles before a project is started.[19] Make sure that outside counsel understands inside counsel's role. In some companies, in-house counsel are highly specialized in particular areas, and in others, in-house counsel are generalists whose role is to manage outside counsel. Understanding the role of in-house counsel helps outside counsel better tailor their services to meet our needs and expectations.[20]
- Establish ground rules for deciding how many stones to overturn. Before involving outside counsel on a significant matter, establish parameters and overall business goals. Consider whether the project is truly beneficial from a business perspective. If not, explore other options, such as settlement or mediation. Also, identify the priority of the project. Outside counsel should not expect to be compensated as highly for low-priority projects as for urgent projects on a short time frame. In-house counsel often use budgeting as a way to set parameters. Before starting a significant project, discuss a budget based on the reasonable expectations of both in-house and outside counsel. Budgets should cover both estimated hourly charges and expenses, such as travel and outside consultants. Budgeting helps uncover assumptions by both in-house and outside counsel about the project and desired goals.[21] Budgeting also encourages both parties to be more cost-conscious. If outside counsel usually spends whatever is needed to win a lawsuit or to complete a transaction,

budgeting will force the firm to pay attention to costs. Budgeting may also help to identify aspects of the project that could be handled more cost-effectively by in-house counsel.[22] For major projects, a work plan identifying action steps, estimated hours, and hourly rates can further clarify the project's scope and eliminate misunderstandings (the infamous "scope creep"). A work plan helps in-house and outside counsel understand their roles and agree on a realistic and equitable fee. In many relationships, this step is a major change that forces outside counsel to co-own the project.

A WORK PLAN HELPS IN-HOUSE AND OUTSIDE COUNSEL UNDERSTAND THEIR ROLES AND AGREE ON A REALISTIC AND EQUITABLE FEE. IN MANY RELATIONSHIPS, THIS STEP IS A MAJOR CHANGE THAT FORCES OUTSIDE COUNSEL TO CO-OWN THE PROJECT.

- Explore staffing options. Through partnering, legal work can be allocated between in-house and outside counsel to achieve cost efficiencies.[23] A "cafeteria" approach, for example, that would offer multiple options among paralegals and junior and senior attorneys in both groups could allow in-house counsel to design staffing models to fit each matter. Both partners should continually assess whether certain steps should be performed internally. Outside counsel benefit by reducing time on inefficient elements of the project and focusing on areas where they can provide the greatest value, and in-house counsel save money.[24] For example, in-house counsel can save significant fees by using internal personnel in due diligence reviews, discovery requests, regulatory filings, and settlement negotiations.[25] In designing a work plan for these sorts of projects, in-house counsel may select different items from the cafeteria and combine the efforts of internal paralegals with junior attorneys from the firm. We often complain that outside counsel use major projects as "training" for junior staff, increasing overall fees. Consider identifying the particular attorneys who will staff an engagement and require the firm to use only these attorneys.[26] The budgeting process discussed earlier also facilitates optimal staffing, identifying an amount of time allocated to each attorney. This allocation ensures the proper mix of partner, associate, and paralegal time for a project. For example, complex projects may require significant partner time, and large litigation projects or standard agreements may be more efficiently handled by associates with only minimal partner supervision.[27] This approach also benefits in-house counsel by ensuring continuity on the team and minimizing outside counsel's associate training time. Finally, in-house and outside counsel should identify outside counsel's lead attorney who will have primary responsibility for each project.[28]
- Discuss alternative billing arrangements. As mentioned earlier, hourly billing arrangements by their very nature discourage true partnering. Although neither party looks forward to discussing fees, honest and open discussions about money should be welcomed as a way to build authentic trust. If both parties are willing to look at the process with an open mind, in-house and outside counsel can create fee arrangements to benefit the interests of both parties. Both parties should examine the project and select the most appropriate billing arrangement. In addition to traditional hourly billing, in-house and outside counsel may consider one or more of the following creative arrangements:
  - Fixed retainer/flat fee arrangements. This arrangement is appropriate for repetitive, form-oriented work that is not perceived as value-added. In-house and outside counsel can together develop a standard form, including identified clauses or areas that you consider negotiable or nonnegotiable, that is appropriate for all transactions in a particular area. Discuss and agree upon a flat fee or retainer for the firm to handle all such transactions. Empower the firm to communicate directly with business people in handling these matters, freeing in-house counsel to participate only when a policy discussion is required.

- Value-added arrangements. In some matters, the insights of a seasoned expert are needed to provide in-depth advice and minimize risk. In-house counsel and outside counsel can in tandem assess the true value of outside counsel in those situations. In-house counsel should be sensitive to the law firm's need to reap the economic rewards of investing in a subject matter and should be willing to compensate outside counsel based on the value added to our client's business objective. An important place to start discussing value-added billing arrangements is in the budgeting process. Through budgeting, we can realistically establish estimated costs and compare these costs to potential rewards and benefits from the project.[29] Assuming, for example, that a cost/benefit analysis indicates that all or part of a project should be referred to outside counsel, compensation should reflect the risk compared to potential benefits. The greater the risk, the greater the rewards to be shared with outside counsel. Risk can be shared with outside counsel in different ways. In traditional contingent fee arrangements, fees can be variable based on risk, a higher fee for riskier projects. In innovative bonus arrangements, a bonus may be based on a percentage of the value added to the corporation's overall objective by outside counsel.

Clearly, partnering involves open dialog and significant give and take in this area. The identification of common interests in the communicate phase and further exploration of them during the focus phase are opportunities to create satisfactory fee arrangements. Then, in-house and outside counsel together can use these opportunities to envision and implement practical solutions.

THE COMMIT PHASE INVOLVES IDENTIFYING ACTION STEPS, PARTICIPATING IN CONSTANT INNOVATION, AND ENGAGING IN CONTINUING COMMUNICATION. THIS PHASE PROVIDES AN EXCELLENT "CHECK" ON WHETHER THE TRUST RELATIONSHIP REMAINS STRONG AND HEALTHY.

STEP 4: COMMIT

The fourth and final step in building authentic trust is to move forward together with commitment. The commit phase involves identifying action steps, participating in constant innovation, and engaging in continuing communication. This phase provides an excellent "check" on whether the trust relationship remains strong and healthy. The obligation is on both partners to find new ways to deliver legal services, so we should commit to measures that ensure continued partnerships that advance our common goals.

Part of this commitment involves routine checks to make sure that both sides are still committed to building authentic trust. To perform this routine maintenance step, periodically ask whether you and your outside counsel can answer "Yes" to these questions:

- Is our relationship fluid enough to adapt to differing circumstances?
- Do we treat each other as business partners and keep each other informed about business issues that affect our organizations as opposed to just the legal issues?
- Do we see this relationship as a win-win for both of us?

A critical mistake in the commit phase is to assume that the pie is a fixed size. This assumption limits the creation of innovative solutions. Both sides of the partnership have an obligation to continually improve the partnership, to achieve business objectives, and to add greater value. As new approaches are offered and explored, trust continues to build. Our outside partners demonstrate by their actions a commitment to our best interests.

An example of innovative solutions is the creation of a shared extranet site. This technology improves efficient exchange of information and enables us to access current information without the need to inundate each other's in-boxes with phone messages, emails, faxes, and overnight courier and messenger packages. An extranet site that promotes efficient legal services might include the following elements:

- Standard form transaction documents and selected policies and procedures.
- SEC filings.
- Press releases.
- Contact information.

- In-house and outside counsel training calendars.
- Legal updates and web links.

CONCLUSION

A true partnering relationship between in-house and outside counsel benefits both parties in tangible and intangible ways. For in-house and outside counsel to establish this relationship, building authentic trust is critical.

Building authentic trust can be a formal or informal process. The foundation can be built with individual attorneys in the firm or with the firm itself. You can undertake to build trust slowly over a period of time or use this model from time to time as a checklist when working with outside counsel.

By establishing an atmosphere of authentic trust, both groups can achieve optimal service and benefits. This relationship provides greater economic security and overall satisfaction to all parties. The trust-building process also results in a greater appreciation of the roles and expertise that each partner has to offer. As a result, the partnership allows both parties to work together in ways that neither partner would be able to undertake independently.

Authentic trust allows both partners to freely offer new ideas when presented with a complex issue or changing business needs. Authentic trust empowers in-house and outside counsel to work together in developing innovative solutions.

Authentic trust provides freedom for in-house counsel. We are able to maximize the efficient use of outside counsel, freeing our time and energy to concentrate on areas within our expertise. By focusing on these areas, we achieve greater work quality and fulfillment from our practice.

NOTES

1. Robert Staub, *Business Leaders Need to Build Trust in Relationships*, THE BUS. J., July 8, 2002, at www.bizjournals.com/triad/stories/2002/07/08/smallb3.html.
2. ROBERT C. SOLOMON & FERNANDO FLORES, BUILDING TRUST IN BUSINESS, POLITICS, AND RELATIONSHIPS xii (Life Oxford University Press 2001).
3. ACCA's Greater New York Chapter, *Report on Selection of Outside Counsel by Corporations*, July 15, 1997, at 5, at www.acca.com/chapters/reportext.html.
4. Richard K. Allen, *The Legal Business: Developing a Creative Fee Strategy*, MASS. BAR ASS'N LAW. J. (Dec. 1995), at www.ghlaw.com/html/05publications/1articles/feestrategy.html.
5. *A Win-Win Strategy for Corporate and Outside Counsel: Collaboration and Business Discipline in Providing Legal Services* (Aug. 2003), at www.fasken.com.
6. SOLOMON & FLORES, *supra* note 2, at 59–64.
7. KEN BLANCHARD, JOHN P. CARLOS, & ALAN RANDOLPH, EMPOWERMENT TAKES MORE THAN A MINUTE 29 (Berrett Koehler Publishers 1996).
8. DAVID H. MAISTER, CHARLES H. GREEN, & ROBERT M. GALFORD, *Selling Professional Services, in* THE TRUSTED ADVISOR (Free Press 2000), at www.trustedadvisor.com/sps.html.
9. *See* SOLOMON & FLORES, *supra* note 2.
10. *Id.*
11. *Id.* at 43–46.
12. *Id.* at 69–70.
13. Global Counsel, "Managing a Three-way Relationship," May 2001, at 15, at www.lawdepartment.net/global.
14. ROGER FISHER & WILLIAM URY, GETTING TO YES: NEGOTIATING AN AGREEMENT WITHOUT GIVING IN 40–55 (Penguin Books USA 1991).
15. MAISTER, GREEN, & GALFORD, *supra* note 8, at 8.
16. Timothy R. Brown, *Outside Counsel and General Counsel: Developing the Relationship,* at www.tklaw.com/website/nsf.
17. MAISTER, GREEN, & GALFORD, *supra* note 8.
18. DOUGLAS STONE, BRUCE PATTON, & SHEILA HEEN, DIFFICULT CONVERSATIONS: HOW TO DISCUSS WHAT MATTERS MOST 233–34 (Penguin Books USA 2000).
19. ACCA's Greater New York Chapter, *supra* note 3, at 16.
20. *See* Brown, *supra* note 16.
21. ACCA's Greater New York Chapter, *supra* note 3, at 8.
22. *See* Brown, *supra* note 16.
23. ACCA's Greater New York Chapter, *supra* note 3, at 7.
24. F. Thomas Dunlap Jr., Peter N. Detkin, George M. Newcombe, & Elisa Alcabes, § 11:19 1, *Budgeting and Controlling Costs, in* SUCCESSFUL PARTNERING BETWEEN INSIDE AND OUTSIDE COUNSEL (Robert L. Haig, ed., ACCA and West, June 2003 rev. ed.).
25. *Id.*
26. *Id.* at 97–116.
27. *Id.*
28. *Id.*
29. ACCA's Greater New York Chapter, *supra* note 3, at 7.