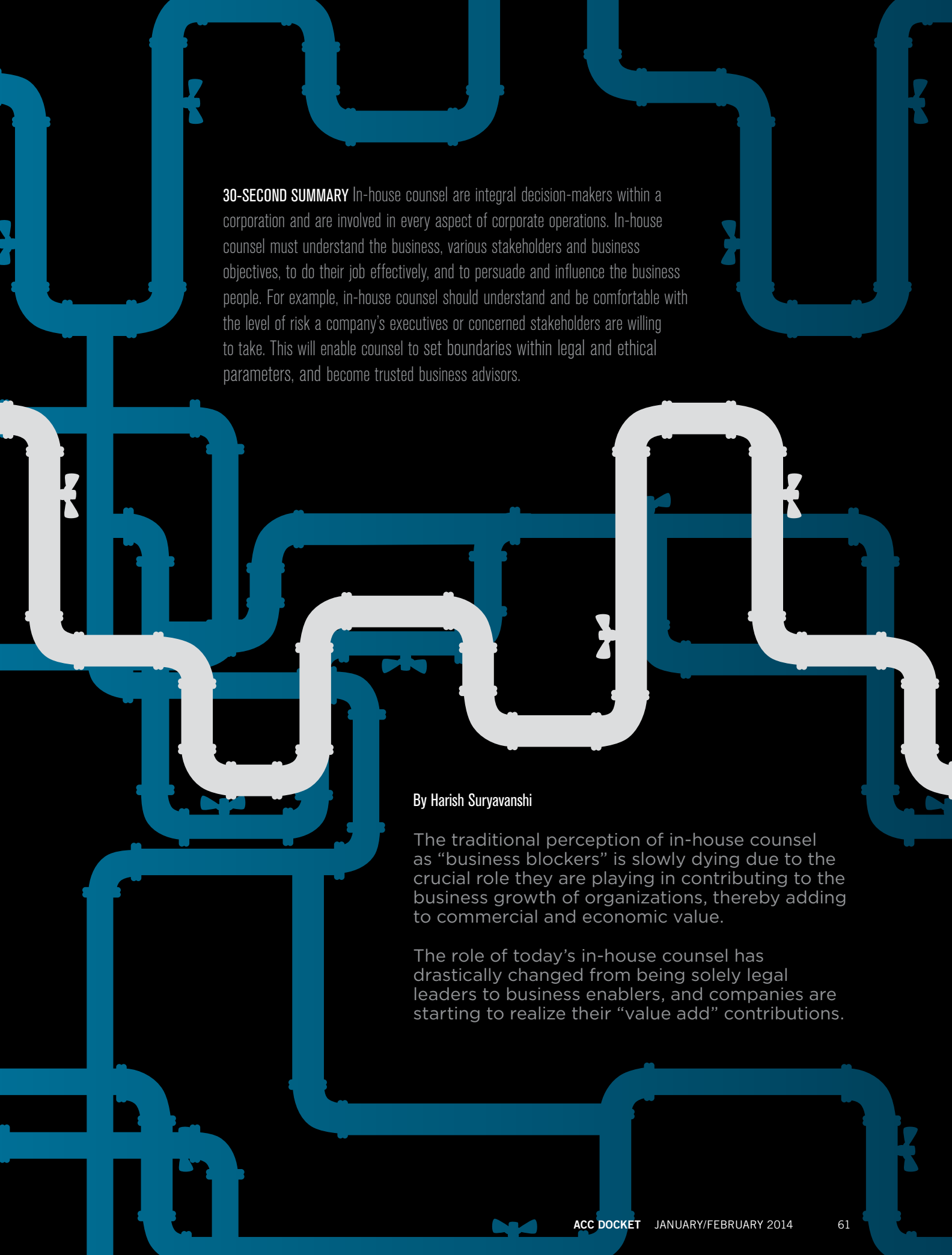


A stylized illustration of a plumbing system. The background is black. There are several pipes: a network of blue pipes at the top and right, and a network of white pipes at the bottom and center. A red plunger with a black handle is positioned at the top of a white pipe that curves downwards and then horizontally to the right. The text is overlaid on the white pipe section.

**TODAY'S IN-HOUSE COUNSEL:
EVOLVING ROLES
AS BUSINESS
ENABLERS**



30-SECOND SUMMARY In-house counsel are integral decision-makers within a corporation and are involved in every aspect of corporate operations. In-house counsel must understand the business, various stakeholders and business objectives, to do their job effectively, and to persuade and influence the business people. For example, in-house counsel should understand and be comfortable with the level of risk a company's executives or concerned stakeholders are willing to take. This will enable counsel to set boundaries within legal and ethical parameters, and become trusted business advisors.

By Harish Suryavanshi

The traditional perception of in-house counsel as “business blockers” is slowly dying due to the crucial role they are playing in contributing to the business growth of organizations, thereby adding to commercial and economic value.

The role of today's in-house counsel has drastically changed from being solely legal leaders to business enablers, and companies are starting to realize their “value add” contributions.

Countering perceptions: Business enabler, not just gatekeepers or business blockers

One of the major challenges in the evolution of the in-house counsel role is eliminating long-held perceptions that legal is just a support, cost function rather than a contribution to the business.

It is essential to lift that perception, demonstrating that you can add value and will work as part of a team to find the right solution.

It is pertinent that you demonstrate to concerned internal stakeholders and management legal's contribution to the business, through terms derived from the business itself.

Expanding responsibilities and influence

We have greatly expanded responsibilities and influence. We are integral decision-makers within a corporation and are involved in every aspect of corporate operations — helping determine a company's strategic growth plans, analyzing risk factors, and even framing the business's public image and becoming a profit center.

In-house counsel are enablers of business outcomes, working with senior management and business unit leadership to use legal talents in contributing to the bottom-line. Hence, you must have the ability to see legal considerations in the context of business outcomes in addition to legal consequences.

For instance, in the IT services industry, which is getting more competitive every day and becoming more market-driven, in-house counsel play a crucial and proactive role in successfully closing commercial deals in coordination with the internal and external stakeholders, counsel and management as required, based on business urgency and critical nature of the deal.

In addition to working on commercial contracting and helping to close all the loops for end-to-end contracts,

in-house counsel provide legal advice and opinions on contractual legal issues, disputes related to operational issues, outstanding payments, settlements, etc.

When selecting external lawyers, in-house counsel look for experts or reputed law firms, while also focusing on minimizing spend and taking the necessary steps to support closing certain matters or deals with due diligence. Further, in-house counsel must have an understanding of local statutory/regulatory requirements on a case-by-case basis.

In-house counsel must successfully manage the internal legal issues of various department and stakeholders through an advisory role, and handle litigation with the help of outside counsel to settle disputes for or against the company.

To be effective business enablers, in-house counsel need to:

Understand the business. In-house counsel must understand the business, various stakeholders and business objectives to do their job effectively, and to persuade and influence the business people. We need to have detailed knowledge about the businesses we are dealing with. You will do a better job if you understand how the business works, what business issues keep executives awake at night, and how to approach those issues given the business's current circumstances. You must also comprehend the deals and their legal and commercial intricacies.

Understand the company's risk profile. There's a lot about running a business that requires interpretation, and running a business involves taking risks. We need to understand, and be

comfortable with, the level of risk that a company's executives or concerned stakeholders are willing to take within certain set boundaries.

Know about the work process and practices. Once the in-house counsel gets well acquainted with the business, it is essential to establish processes and standards to deal with legal issues and risks, to protect business interests. While operating within your legal framework and not deviating from the risks stakeholders are willing to take, it is also important to understand business priorities and varying degrees of urgency.

Following calculated processes can help to enhance your image, capabilities and reliability, while also boosting the confidence of your team. In-house counsel cannot afford to work in a haphazard manner, and at all times need to be careful to communicate effectively.

Become a trusted business advisor in strategic decision-making. Today's in-house counsel should support business expectations by becoming advisors in strategic decision-making. Once in-house counsel comprehend the corporate philosophy, they are frequently involved in the decision-making process and strategy development, adding value to the business by balancing legal risk with business interests.

Adopt smart practices for partnering with the business. Develop foresight and emphasize your commitment to business counterparts to achieve corporate objectives.

If you, as in-house counsel, want to perform exceptionally well, then you need to hone your soft skills. In addition to developing effective communication, negotiation and persuasion skills, you will also need to:



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- be trained to have the right approach from the outset to add value to the business;
 - understand how to get things done and how to best manage both internal and external customers;
 - deliver an articulate opinion with impact;
 - have superb listening skills, attention to detail and the ability to grasp issues quickly;
 - be focused on strategic business issues and building strong relationships with key constituents;
 - demonstrate leadership abilities and sound business judgment that can lead to corporate growth and competitive advantage;
 - focus on opportunities to resolve problems and provide practical solutions; and
- understand what is right for the business, while at the same time, making the best effort to safeguard its critical interests and risks.

Practical tips to enhance your image as a valuable “business enabler”

Align with the business needs

The most effective in-house counsel make a concentrated effort to understand the goals, drivers and realities of the businesses they advise. They spot pressure points and identify where legal input can enhance the business proposition, while at the same time help to close the deal. This has really helped to raise the work profile of in-house counsel and the perception of their value.

At our organization, with the recent amalgamation of Satyam Computer Services Ltd with Tech Mahindra Limited, business dynamics have

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drastically changed. The CEO has set a goal to achieve a target of USD 5 billion in revenue from various service verticals in 2015.

Today, the organization and senior management have fully recognized the potential and the crucial role in-house counsel play in dealing with critical contractual issues. Changes in the structure of the legal department, with our CLO directly reporting to the managing director, has helped change the perception of business folks. It has elevated the importance of the legal



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function, and as a result, legal advice is taken more seriously and is more valued than what was perceived earlier.

1. Define strategic objectives by:

- *Building a client-focused approach.* Develop a commercial mindset and better understanding of potential opportunity, the right skills, sound leadership and good communication strategies.
- *Improving the way we work.* Develop good rapport with internal and external clients; be proactive when advising on certain issues/risks; persuade the business to stick to certain positions/standards on very critical and onerous issues; have alternative resolutions to issues; communicate effectively with stakeholders; and prioritize to meet critical deadlines.
- *Establishing credibility.* In the workspace, credibility grows out of two sources: expertise and relationships. People are considered to have high levels of expertise if they have a history of sound judgment or have proven themselves knowledgeable and well-informed about their proposals. On the relationship side, people with high credibility have demonstrated —

again, usually over time — that they can be trusted to listen and to work in the best interests of others.

- *Speaking persuasively.* Get directly to the point but be as thorough as possible. The key to effective in-house counsel advising is thorough preparation. You must be able to anticipate questions and have ready arguments to respond with, if and when they arise.

2. Be approachable, learn and serve

Absorb the intricacies of your client's business. Develop business empathy — be curious and become an active listener to understand your client's goals and needs.

Walk around to meet different stakeholders and see other functions. Meet your colleagues, collect information about their responsibilities and learn what is expected from specific positions in order to understand how to best support business challenges.

3. Educate business folks

Don't let your role be misunderstood. Trust comes from understanding.

Organize trainings or launch periodic internal newsletters or workshops on the legal implications and risk each stakeholder has to be aware of or deal with.

4. Communicate practical advice concisely and logically

In-house counsel must realize that effectively communicating about the services and contributions of the legal function is almost as important as actually providing high-quality services. Today's in-house counsel should be sensitive to the need to convey the value of their work, communicate tangible results, and attempt to measure results in quantitative terms. It is expected that in-house counsel will continue to develop performance measures, especially those that are results-oriented.

In general, find a solution that complies with the set standards while achieving the required business purpose. Make sure your legal advice is understandable and formulate it in a meaningful way for a non-legal audience.

Communicate in open and collaborative ways to get work done in a logical, practical manner.

From the format perspective, communicate by sending short(er) emails to those concerned, summarizing attachments and using bullet-points.

5. Improve your time management

You will always have to deal with pressures from ever-demanding business people and other concerned units for meeting stringent deadlines. Manage your time strategically.

Prioritize the issues you have on your plate as you will not be able to deal with them all at once. Respond cautiously and buy more time where required. This will help your internal customer understand what is most important for the business.

Be prepared to shift priorities based on business needs and deadlines.

6. Be supportive, drive initiatives

Support superior execution of deals and transactions. Don't hinder a deal with unnecessary legal input or revisions. Weigh legal risk probabilities against business perspectives to reach

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Research study

Skills for the 21st Century General Counsel® (Dec. 2013). www.acc.com/clo21

Top Tens

Top Ten Roles of the Law Department Business Operations Director (Sep. 2012). www.acc.com/topten/bo-dir_sep12

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In-house counsel are enablers of business outcomes, working with senior management and business unit leadership to use legal talents in contributing to the bottom-line.

a practical, commercial outcome. The ability to make a judgment call is one of the most valuable traits in-house counsel can offer.

7. Offer strategic and proactive advice

It is inevitable for today's in-house counsel to play a more strategic and proactive role, making their added value to the business more clear.

The greatest challenge facing in-house counsel is anticipating developments within their businesses and industries, to ensure that they evolve and develop successfully and effectively. Above all, remain proactive and relevant, thereby securing your position as a trusted business advisor.

As in-house counsel, you have to figure out what the law is and how to apply it to the business. It is all about working out the steps that the business needs to take to solve the issues it is facing.

Prepare for the future

In the changing business milieu, you will have the increased responsibility of providing clear, practical and workable business solutions in an authoritative, articulate and timely manner.

You should always have a can-do attitude and should provide all advice in

context, which is critical to achieving buy-in from the commercial side.

It is likely that the definition of best practices and critical success factors will continue to evolve in the coming months and years, and companies as well as in-house counsel will need to adapt to the new business environment. Essentially, stocking up on your legal skills and keeping these in-sync with what the business needs is critical. **ACC**

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