



Journey to Best in Class: A Roadmap to Improving the Law Department's Effectiveness

GC AdvantageSM Webinar

January 2020



GC AdvantageSM

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 - **Do I Want to Become a Public Company GC?**
February 13, 2020, 1-2pm ET
 - **How to Land a Board Seat**
March 25, 2020, 1-2pm ET
 - **What CEOs Want in a General Counsel**
April 16, 2020, 1-2pm ET

Questions & Answers



Submit questions to panelists at any time throughout the presentation via the **Q&A feature**. Questions will be answered at the end of the webinar.



You may use the **chat feature** to communicate with support staff regarding technical issues.

Featured Speakers



Gjon Nivica

Senior Advisor – **BarkerGilmore**

Former SVP & GC – **Celanese Corporation**

Former VP & GC, Transportation Systems – **Honeywell International**



Marla Persky

Senior Advisor – **BarkerGilmore**

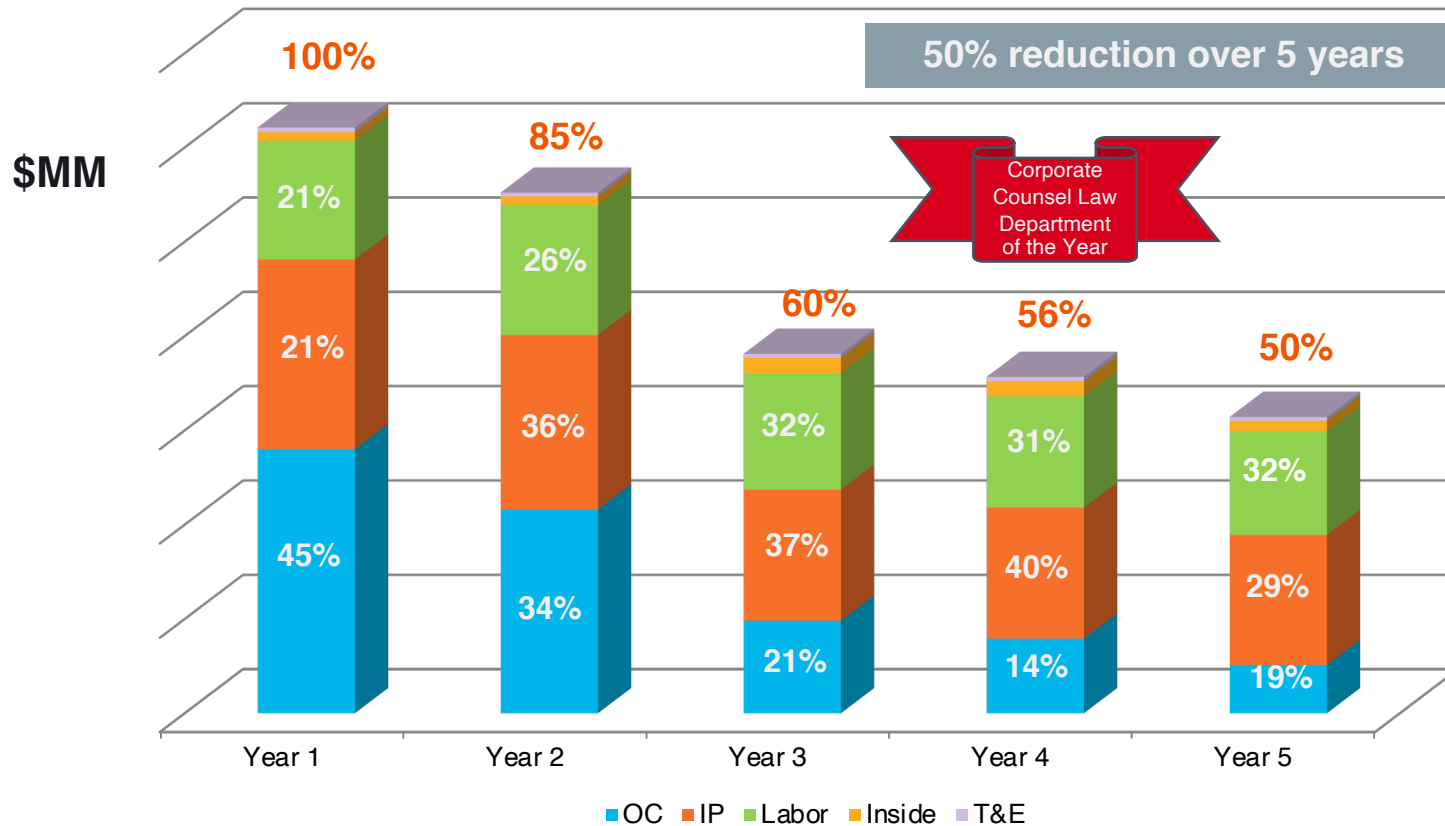
Former SVP, GC, & Corp Sec'y – **Boehringer Ingelheim**

Former Acting GC & Corp Sec'y – **Baxter International Inc.**

Overview

- **Defining the Vision**
 - Vision/Mission into Strategy
 - Strategy into Goals
- **Implementing Goals and Initiatives**
 - Actionable Goals
 - Tracking Progress
 - Management Scorecards
 - Working Sessions/Staff Meetings
- **Practice Tips: Examples of Key Initiatives**
- **Continuous Improvement**
 - In search of what's next
- **Appendix**

Why Bother with the Next Level of Performance?



It's about continuously improving cost and quality

Voice of Customer Can Be Formal or Informal ... but Must Be Used to Shape Vision and Strategy



| VOC Contact List for 2009 Goals | | | |
|---|-----|--|---|
| Business Unit | VOC | | Title |
| General Counsel | 1 | | Chairman & CEO |
| | 2 | | Senior VP & CFO |
| | 3 | | Corporate Executive VP |
| | 4 | | Corporate Executive VP |
| Chief IP Counsel - For Intellectual Property | 5 | | Senior VP, Operations & Technical |
| | 6 | | General Manager |
| | 7 | | Corporate Executive VP |
| | 8 | | General Manager |
| | 9 | | Corporate Executive VP |
| Chief HR Counsel - For HR And Employment Law | 10 | | Global HR Director, Strategy, Planning and Services |
| | 11 | | Global HR Director |
| | 12 | | Senior VP, Human Resources |
| | 13 | | Director Global Human Resources |
| | 14 | | VP, Operations & Technical |
| South America GC | 15 | | Site Director |
| | 16 | | Director Information Technology |
| | 17 | | Regional Sales Manager |
| | 18 | | HR & Communications Manager |
| EMEA GC | 19 | | European Marketing Manager |
| | 20 | | Marketing Manager |
| | 21 | | Director Europe, Africa Supply Management |
| | 22 | | Director Sales & Marketing Europe |

Strategic Pillars (What?)

- ▶ Leadership Surveyed
- ▶ Strategic Themes Identified
- ▶ Incorporate into Goals

Functional Excellence (How?)

- ▶ Benchmarked Best in Class
- ▶ Defined Standard and Elements of Premier
- ▶ Incorporated into Functional Excellence
- ▶ Upgraded Talent, New Ideas

VOC Shapes Strategic Pillars ... Benchmarking Hones Functional Excellence

Create a Compelling Vision

- Establish your overarching vision for the department
- Answers the question “Why?”
- Properly used to connect current goals with a long-term ambition to connect
- Construct based on External and Internal Insights
 - Voice of customer data
 - Benchmarking best in class
 - In-house lawyers’ insights and innovations
- Search for universal themes and first principles
 - Cost, Quality, Delivery
 - Risk Mitigation
 - Compliance
 - Talent and Organization
 - Continuous Improvement

Vision yields Direction and Ambition

Vision/Mission Statement

- Trusted, Timely, Proactive, Global, Collaborative:
 - Maintain compliance with applicable laws and policies
 - Prevent unnecessary or unreasonable risks
 - Aggressively drive productivity and business results



World Class Talent

- Trusted partner
- Highest quality
- Timely

Continuously Improving

- Ensure compliance
- Mitigate risk

Sustainability

- Innovation
- Drive future productivity

Identify Key Elements of your Department Strategy

| Efficient Processes | Cost |
|--|--|
| <ul style="list-style-type: none"> • Comprehensive IP Protection/ Excellence • Contracts/M&A/HR Excellence • Standardized global processes/terms/knowledgebase • Preventive Lawyering/Training to reduce litigation & compliance risk: innovated delivery • Contemporary Code of Conduct • By Matter budgeting/oversight | <ul style="list-style-type: none"> • Right Mix: Inside/Outside • Top quartile • Close scrutiny of outside fees • Successful resolution of current litigation • Prevent future disputes |
| Automation | People and Organization |
| <ul style="list-style-type: none"> • Comprehensive Legal Website • Digitize terms/processes • On-line Knowledgebase • Contracts Repository • Document Tracking • E-billing system to reduce costs | <ul style="list-style-type: none"> • Aligned with businesses • Talent development <ul style="list-style-type: none"> • Stretch goals • Skills Training • Mentoring Program • Scorecard and Metrics • Premier Outside Legal Counsel |

Develop your Strategy

- Align your Department strategy to that of the Business
- Must be able to answer the question: “what service/product to which customers?”
- Utilize Functional Excellence tools to drive improved cost, quality and speed
- Implement sustainable models for reducing risk: this is a great place for processes and innovation
- Superior results always demands superior talent: look for leaders, not mere lawyers
- Strategy drives prioritization

Mitigate the Past, Protect the Present, Ensure the Future

Key Elements Translated into Goals ...

| Goals Scorecard | PPR | On Track | On Track w/ Issues | Off Track | Comments |
|---|---|----------|--------------------|-----------|--|
| Indicates a Key Element Goal with its own Individual Scorecard | | | | | |
| Capital Structure and Controlling Costs | | | | | |
| | Meet Law Department fiscal plan - Key Spend Matrix - Inside Spend Reduction Initiative | | | | |
| | Negotiation support on improvements to capital structure of company and strategic affiliates | | | | |
| Manufacturing Excellence | | | | | |
| | Stewardship and Outreach | | | | |
| | Manufacturing and Supply Chain Capability | | | | |
| Sales Excellence | | | | | |
| | Support growth of sales and profit | | | | |
| | - Drive execution of good contracting practices: standardized terms and knowledgebase | | | | Monitor progress on top 10 Sales & Procurement Contracts |
| | - Support channel partner optimization | | | | Align with ERM |
| People and Talent | | | | | |
| | Develop employees to reach their fullest potential in current and future roles: stretch assignments/mentor program | | | | |
| Technology & Innovation Excellence | | | | | |
| | Support R&D and Business innovation by appropriately balancing protection of technology with spend, while minimizing risk and capturing value | | | | |
| Strategic Excellence | | | | | |
| | Acquisition: timely counsel, evaluation, negotiation and documentation of significant M&A and commercial transactions | | | | |
| | Support pursuit of new products and markets | | | | |
| | Support efforts to develop and execute on strategic alternatives | | | | |
| Preventative Law & Governance | | | | | |
| | Favorable resolution of disputes | | | | |
| | Innovative and Proactive preventive law training to mitigate key areas of risk | | | | |

Each goal has actionable sub-goals with specific owners to drive results

Goal owners and project team members reflect initiatives in their individual goals

Teams encouraged to provide critical evaluation of projects — everything is not “green”

... with Scorecards to Maintain Focus and Accountability

Utilize Regular Working Sessions and Staff Meetings to Push Initiatives Forward

Staff Meetings

- Provides venue for regular report outs/ scorecard review to leadership team
- Provides forum to discuss and secure help with roadblocks from leadership

Working Sessions

- Provides project teams access to insights of broader organization
- Provides opportunity for in-depth focus on specific initiatives
- Provides forum to float new ideas

Chart your course, then be relentless in driving key initiatives and continuously improving



PRACTICE TIPS

FROM THEORY AND
MINDSET INTO
APPLICATION

Goal: Sustainable Reduction of Cost



- External costs are often most significant portion of a Law Department's Budget
 - Typically driven by litigation and commercial disputes
- Favorably resolve existing matters
 - Preferred Counsel fit for the work, and appropriate for the degree/magnitude of risk
- Preventive Law to forestall new matters
- Early Case Assessment to mitigate potentially large expenses and exposure

Preventive Strategy to Reduce Cost and Risk



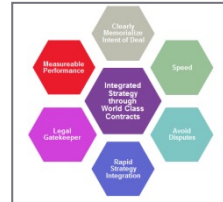
Practice Tip

| Preferred Counsel Selection Process | | | | | | | | | | | |
|-------------------------------------|-----------|-----------|-------------|------------|-----------|-----------------|--------------|---------------|---------------|---------------|-------------|
| Case No. | Case Name | Case Type | Case Status | Case Value | Case Risk | Case Complexity | Case Urgency | Case Location | Case Language | Case Industry | Case Sector |
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Preferred Counsel Selection Process

KEYS TO CONTRACTING
 BETTER TOOLS. BETTER CONTRACTS. GREAT RESULTS.

One-stop shop for forms and knowledgebase



Contracts Managers to support good contracting

Training to drive clear and factual communications

Rigorous Selection Process & Management of Outside Counsel

Preventive Law Training

Clear Communication: It doesn't happen by chance



Robust Early Case Assessment



Targeted push training on key topics

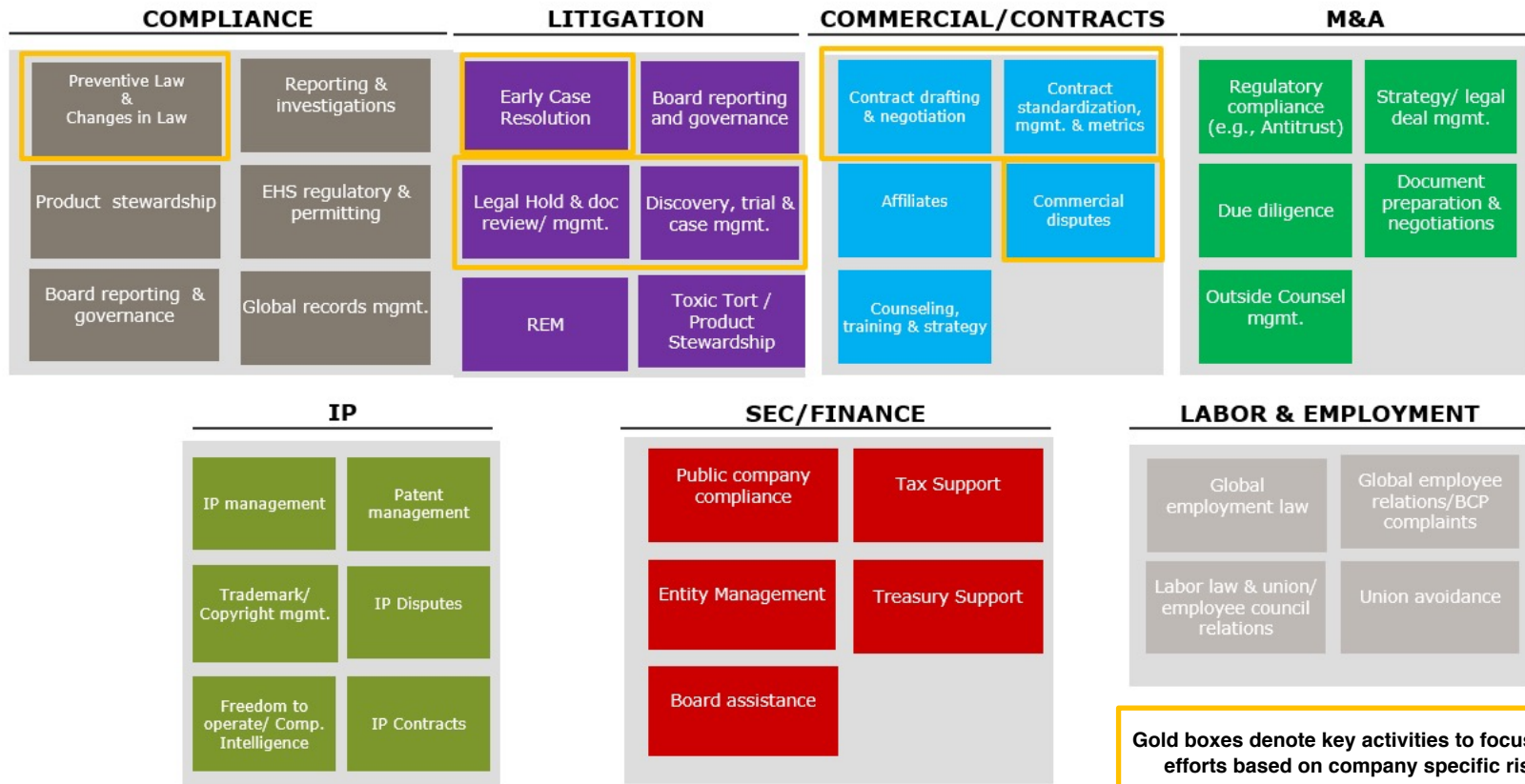
Best in Class Digital Code of Conduct



| Early Case Assessment Flow Chart | |
|---|---|
| Case/Matter Identification & Alert to In-House Counsel | Description/Stage of Development/Counsel & Team Identified |
| In-House Counsel Assigns Duties and Time Frame to Complete ECA Process | |
| Informal Fact Development: Internal Interviews, Internal Documents, Witnesses, Unknowns, Our Views | |
| Business Concern Analysis: Meet with business to determine Company Concerns & Priorities, Opponent's Likely Concerns/Priorities [Complete tab 'A'] | |
| Legal Analysis: Claims & Defenses, Potential Damages, Forum, Opposing Counsel and Parties [Complete tab 'B'] | |
| Cost/Benefit & Resolution Path Analysis: Define Business Goals/Success, Assess Strategies & Costs (including Total Matter Budget), Recommended Strategy & Settlement Value [Complete tab 'C'] | |
| Going Forward Strategy: Determine Settlement or Litigation Strategy, Secure Resolution Authority [Complete tab 'D'] | |
| Significant or Unanticipated Events: Do developments warrant review of appropriate analysis factors or strategy? | |
| ***** | |
| Post-Resolution Loop-Back Process (Prevention) | Assemble team to analyze root cause and determine lessons learned in order to consider changes to policies/processes to prevent recurrence. |



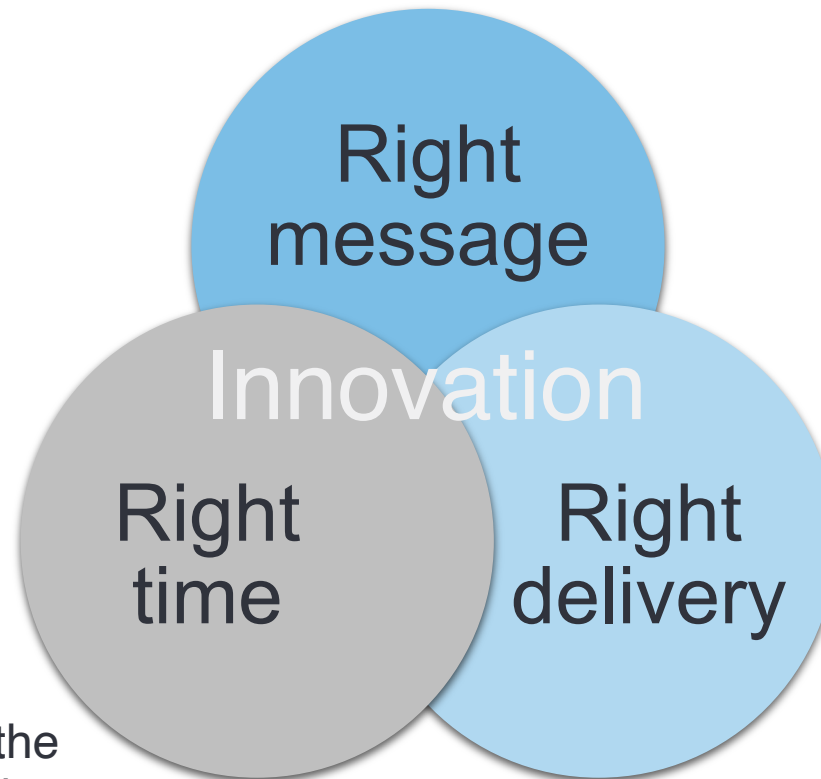
Strategic Review of Company Activities Creating the Greatest Risk or Legal Cost ...



... to identify key preventive law training initiatives

Preventive Law Training Tactics

Delivered in a clear, concise
and relevant style



Delivered when the
audience needs to know

Delivered in a way that is
understandable AND
memorable

“Push” Training for the Most Significant Topics



Making it fun, relevant and timely makes it memorable

Preventive Law Training Must Be Tracked

| Preventive Law Training | Method | Audience | Frequency | Status |
|---|-----------|---|---|--------------|
| Core Training and Certification | | | | |
| New Hire Orientation | In person | All new employees | Varies | Ongoing |
| Business Conduct Policy | On-line | All employees and Board members | Annually | Q3 |
| Anti-Corruption Policy | On-line | All leaders, sales team, procurement and others based on role | Annually | Q2 |
| Competition Law | On-line | All leaders, sales team, procurement and others based on role | Annually | Q2 |
| Additional Preventive Law Training | | | | |
| Competition Law | In person | Sales | Annually at sales mtgs. and prior to trade mtgs. | Ongoing |
| Contracts | In person | Sales | Annually at sales mtgs. and prior to trade mtgs. | Ongoing |
| Records Management | On-line | Record champions and record owners | Annually | Q2 |
| Competitive Intelligence | On-line | All leaders, sales team, procurement and others based on role | Every two years | Q3 |
| Careful Communication | On-line | All leaders, sales team, procurement and others based on role | Every two years and as part of Competition Law training | Q4 |
| Dawn Raid Training | In person | All site leadership team | Every other year | Odd year end |
| Push Training | | | | |
| Good Contracting | Video | Sales/Procurement | Sales & Procurement Team Meetings | Ongoing |
| Talking with Competitors | Video | Sales | Prior to trade mtgs. | Ongoing |
| Competition Law Reminder | Email | All leaders, sales team, procurement and others based on role | As needed | Ongoing |
| Judge Competition Law Reminder | Email | All leaders, sales team, procurement and others based on role | As needed | Ongoing |

Goal: Improve Quality and Speed of Contracting

- Most fertile ground for speed and quality is in the contracting activity of the business
- Get it wrong, and you create future disputes in proportion to growing growing the business (sales and suppliers)
- Get it right, and you have quality terms that will serve you on multiple key dimensions
 - Faster delivery of higher quality contracts
 - Fewer commercial disputes
 - Ultimately less costly and time-consuming litigation
 - Continuously improving knowledgebase through “lessons learned” incorporated into standard terms

Contracts Excellence



Law Department Website

- ❑ **Who's My Attorney**
- ❑ **Convenient links to key resources**

Click Below for Quick Resource Information

| | | | | | |
|-----------------------------------|---|--|---|--|--|
| | | | | | |
| Business Conduct Policy | Anti-Corruption Guide | Competition Law Guide | Keys to Contracting | Who's My Attorney | Preventive Law Push Training |
| <i>How we do business matters</i> | <i>Guidance on bribery, corruption, gift giving and doing business with third parties</i> | <i>Guidance on playing by the rules in the marketplace</i> | <i>Tools, templates and training for good contracting</i> | <i>Quick guide for who to contact when you need help</i> | <i>Our library of short reminder training bulletins and videos</i> |

Keys to Contracting Website

- ❑ **Organized by Sales and Procurement**
- ❑ **THE place to get latest Contract Templates**
- ❑ **Negotiation tips & fallback positions**
- ❑ **Easy access to approval requirements and approval modeling tool**
- ❑ **Access to NDA request process/form**

Contract Manager Model

- ❑ **Regional Contract Managers partner with sales and procurement contract originators throughout contract creation, negotiation and approval process**



Goal: Mitigating Future Risks

- Law Department regularly challenged to “look around corners”
- Future Risks inherently difficult to identify
- Identify where Law Department plays natural role
- Link to ERM process to leverage broad perspectives and insights across organization
- Creating a thoughtful process is required for sustainable Knowledge Creation and Predictive Insights

Changes in Laws Process

Practice
Tip

Radar Screen: Common Sources of Information

- Trade Associations or Industry Groups
- Industry/Publications
- Governmental Agency materials and/or Lobbyists
- Law Firms and Accountants
- External Consultants
- External Update Services (e.g., CEB Updates, Yahoo)

Knowledge Creation

- Center of Excellence as clearinghouse for potential issues
- Oversight and translation role for functional excellence
 - Applicability
 - Progress tracking
 - Sustainability

Business Validator

- Performs additional due diligence as needed
- Assesses impact: magnitude, likelihood, immediacy
- Presents issues to appropriate businesses' Leadership Team for review

SR. Leadership Review

- Confirms assessment
- Determines next steps for development of response strategy including:
 - Resources needed (internal and external)
 - Budget
 - Timeline
- May involve advocacy and/or legal

Goal to move relevant information from the “informed” to the empowered in timely manner

Change in Laws Knowledge Team



| Law/Risk Topic | Law Department Owner | | | Business Owner | | | Outside Organization/Source | |
|-------------------------------|----------------------|------|----------|----------------|------|----------|-----------------------------|------------------------|
| | Asia | EMEA | Americas | Asia | EMEA | Americas | Law Firm/Consultant | Association Membership |
| Accounting | | | | | | | | |
| Anti-Corruption Laws | | | | | | | | |
| Competition Laws | | | | | | | | |
| Commercial | | | | | | | | |
| Data Privacy | | | | | | | | |
| Employment Laws | | | | | | | | |
| Environment Health and Safety | | | | | | | | |
| Intellectual Property | | | | | | | | |
| Legislative | | | | | | | | |
| Product Stewardship | | | | | | | | |
| SEC/Governance | | | | | | | | |
| Tax | | | | | | | | |
| Trade Compliance | | | | | | | | |
| Whistleblower Laws | | | | | | | | |
| | | | | | | | | |
| Business/Product Line | | | | | | | | |
| Geographic | | | | | | | | |

Continuous Improvement

- Take the initiative to improve the department in the spirit of an “owner”
- Innovation is about being curious and unsatisfied with the status quo
- Benchmark where it makes sense – inside and outside your industry
- Innovation by analogy can help
- Raw creative thought and collaboration for the rest
- Creating what’s next is up to you
- Continuously look for ways to improve self and team



Q&A Session

Thank you for attending.



Please let us know how BarkerGilmore can help
you succeed.

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