

What I've Learned as In-house Counsel

By Stephen E. Seckler, Esq.*

Associates ask me almost daily to let them know if I hear of any in-house opportunities. Given the fact that corporate law jobs remain in high demand, I thought it would be useful to put together some of the pros and cons of going in-house. Rather than giving my own two cents on what it takes to be successful on the inside, I wanted to share the voices of lawyers who are actually in the trenches. So, I wrote to about 150 in-house lawyers to ask them the question “What have you learned as in-house counsel?”

I received a lot of thoughtful responses and many were very nuanced. While career satisfaction remains high amongst the in-house counsel I surveyed (at least the ones who responded!) there are definitely some trade-offs from private practice.

Several themes emerged from the survey including the fact that in-house is not for everyone. In-house lawyers have to make a lot more decisions than lawyers in private practice and in order to be successful in an in-house role, you have to really understand your company's business and industry. Not every lawyer is comfortable being put into the role of decision maker rather than advisor.

As in-house counsel, you are no longer on the revenue side of the ledger and sometimes, that can mean a loss in status. There is less opportunity to do a deep dive into many legal issues and being in-house probably means that you will need to act as more of a generalist.

On the other hand, lawyers who work on the inside underscore how much more opportunity they have to participate in making business decisions. They enjoy being part of the business team.

To be successful in an in-house role, lawyers need to be a lot more proactive about giving advice. As outside counsel, the clients often come to you with the fact pattern. I could go on, but instead, here are the highlights in the words of in-house counsel from a number of industries.

How Can Lawyers in Private Practice Best Position Themselves for an In-house Legal Job?

“Your most likely source for an in-house position is a current client. Even if you are not hired by a current client, knowing them well enough and doing strong enough work for them that you can use them as a reference now or later will be an advantage to you throughout your career...

You should consider working especially hard for clients with whom you “click.” If you are interested in what a client does and you get along well with them on an interpersonal level that's a sign that you may like working with them in an in-house role.

... If your work and advice play a material role in their success they will obviously think positively of you...Cultivating this type of perspective will also help you spot positions where you might add particular value, even if they are not with current clients. Being able to spot a role in which you would add value to an organization and being able to articulate the value you think you might add will give you a strong edge during the interview process.

Finally, do right by the partners and senior associates you work for. Part of the unwritten bargain of being at a law firm is that if you work hard they will teach you what they know about being a good lawyer. ... While it is unlikely they will be the source of your first in-house position, they may be the source of future opportunities and they will almost certainly be called upon informally by those who consider you for future roles. *Assistant General Counsel for a Large Financial Services Company*

In Looking for an in-house job, focus on what industry is a good fit for you culturally. In a law firm, you may work across many industries. Being industry specific will help in you focus your outreach to people who may hear of good jobs. *AGC to Corporate Development Team of a Multinational Corporation.*

Are you Ready to Give Up the Status You Have as a Fee Generator?

When you work in-house, you are not the center of the universe. You have less support, less resources and you are viewed as a cost center, not as a profit center. This loss of status can be hard for some attorneys who are accustomed to being the most important professionals at their firm (i.e. now you are just one of the many advisors inside the company—along with finance, marketing, etc.). *General Counsel to a Large Retail Chain*

In-house Counsel are Problem Solvers Who Must Make Decisions in an Environment of Uncertainty

The expectations in-house are that you are there to solve problems. As outside counsel, you are much more detached from the day to day business. When you are in-house you are much closer to your clients. Your responsibility to solve their problems is much broader and much deeper than it is when you are an outside advisor. *General Counsel to a Large Retail Chain*

You will often have to provide advice without all (or even most) of the facts that you would like. You need to be comfortable giving advice in an uncertain environment.

You will need to provide estimates that you don't need to provide as outside counsel. You will be asked your best estimate of the odds of certain things occurring. Is it 50-50? 75-25? *Five Time General Counsel to Technology Companies.*

There is a big difference between being an advisor and being a principal. When you work for a company, you are a principal and you need to be more practical. You need to be more strategic. *General Counsel to Telecommunications Company.*

“[It] is important to know is that if you want to be an effective in-house counsel, you need to be comfortable making recommendations in grey areas. It is not enough to just identify the legal risks of a proposed course of action. You must be a true member of the business team, be able to identify the risks in the context of the business objectives and make affirmative recommendations and/or come up with creative solutions in light of both.” *Legal Counsel to a Large Restaurant Chain.*

You've got to have your own very strong sense of right and wrong, and a very strong sense of risk/reward. You're on an island, with the need to be seen by management as a business partner and a catalyst for the business, but also subject to criticism for anything that turns out badly. *GC to Multiple Technology Companies.*

In-House Counsel are Proactive Generalists

When you are in-house, you are an issue spotter; you can't wait for issues to come to you. At a law firm, issues are brought to you by the client. They give you the fact patterns and then you give your advice.

In a law firm, you are going to specialize; in an in-house environment, you are presented with a much broader set of issues and problems and that can be terrifying. You need to know a little bit about everything because you never know what is going to come across your desk. In this sense, being in-house is much more chaotic. *General Counsel to a Medical Device Manufacturer.*

Working in a corporate law department, you need to develop a comfort level in making decisions that are outside of your normal area of expertise. *AGC to Corporate Development Team of a Multinational Corporation.*

In private practice, you may focus on 2-10 matters in each day. That number will likely increase by a factor of at least three.

You will be interrupted much more often during your day when you are in-house, because in a pinch, your clients can come find you and knock on your door. *Five Time General Counsel to Technology Companies.*

"I was struck the by the wide variety of issues that in-house lawyers are asked to weigh in on. During your time at a firm, there is a tendency to become a specialized expert in certain types of transactions or topics. While that remains true once you are in-house, there is also the opportunity and expectation for you to bring critical thinking skills and apply them in new ways to a multitude of topics (including, often, non-legal topics). It is one of the most interesting parts about being in-house." *Legal Counsel to Large Restaurant Chain.*

"Narrow subject matter expertise has much less value in most in-house roles. Proof that you can hit the ground running is key to being attractive to an in-house leader. Most in-house legal departments have few if any resources available to train people." *GC to a Life Sciences Company*

Learn as Much as You Can About the Company and the Company's Industry

Know your business cold; then you will be able to speak the same language as the business people; you will understand the risks they need to mitigate.

If you know your company and your industry, you can then look at the probability and magnitude of various risks when you are giving advice. If something is very unlikely to happen, then maybe it's not as important to avoid that risk. *General Counsel to Telecommunications Company.*

“The first lesson I learned while adjusting to in-house practice is that, while you may feel a burning need to immediately demonstrate that you can add great value, you first need to absorb your surroundings and understand the context of your role and how you fit into the organization... You should try to learn about how the organization makes decisions and who the constituencies are for major decisions. Listen more than you talk; which may require some self-discipline.

While focusing on understanding the context of your role, you should also take every opportunity to learn about the organization you advise. Read its promotional literature along with its legal constitutional documents. Ask internal clients if you can listen in on pitches. Find ways to learn how the firm creates value in the world. Find the longest tenured employee who is willing to talk to you and ask them about the history of the organization and how it has evolved since they started.

One of the ways that in-house counsel (along with long-standing outside counsel) add enhanced value is they are able to answer questions and give advice that are shaped by an intimate knowledge of what an enterprise does, by its preferences and by its culture - all without the time and expense of having someone explain this context to them. The faster you can absorb this context the more value you will add.” *Assistant General Counsel for a Large Financial Services Company.*

“[Going in-house] you're moving from selling Legal Services to Customers to providing Legal Support for a Business. This has a number of implications, and frankly the best law firm lawyers already incorporate this into their service offerings. Key implications are: know the business thoroughly, give practical advice that reflects the Company's risk tolerance, and be prepared to stretch out of your comfort zone.” *AGC to a Biotech Company.*

You've got to have a business sense, and be able to translate your concerns and advice into terms that a technologist or a sales person can understand. *GC to Multiple Technology Companies*

Evolve with the Client

As in-house counsel, you should try to stay abreast of the evolution of your client so that you can develop the knowledge needed to continue to deliver relevant advice and services. You don't want to become irrelevant and for them to get a new lawyer. Ideally, some small portion of your portfolio of work should always be a new area that you think will be increasingly relevant to your client as time goes on. Thinking about the future needs of your client consciously dramatically increases the chance that you will be with them long term. *Assistant General Counsel for a Large Financial Services Company.*

Outside Counsel Have a Lot More Incentive to Be Thorough

The quality of legal work from a law firm may be higher than it is in a corporation. That is because as the client, you understand that you don't need the Maserati for every legal question. Sometimes, the Honda Accord is good enough. When you are in-house, you'll follow the rule: *80% and go* while at a law firm, you don't want to leave anything out when advising your clients. *General Counsel to a Large Retail Chain.*

Be a Good “Sourcing Manager” for Legal Services

At a large law firm, you are expected to get all the answers from other partners and associates at the firm. In a corporation, you get to choose what resources make the most sense (other in-house counsel, big law firms, small law firm, other). *AGC to Corporate Development Team of a Multinational Corporation.*

An In-house Job May be Less Secure

When you work in-house you are stuck with that company (i.e. you are betting your career on one client). If the company falters, you may be in the job market. And it may not be so easy to find the next in-house job if you need to leave. *General Counsel to a Medical Device Manufacturer.*

“Industry can be a volatile place - more volatile than a law firm - the average life expectancies for my in-house jobs have been three years, and as you rise up the food chain this volatility will increase, which translates into potential income volatility. I've made a lot more money in-house than I ever would have in a law firm, but I've also had some extended time off multiple times looking for my next gig.” *GC to Multiple Technology Companies.*

You Still Have the Stress of Multiple Clients

When you contemplate going from a law firm in house, you may think you are moving from an environment with multiple clients competing for your time and causing you stress to a laid back environment with only one client. But in reality, you are moving from an environment with multiple clients competing for your time and causing you stress to an environment with multiple clients competing for your time and causing you stress because most every one of them can walk in your office at any time with any kind of problem.... You need to be prepared for this using your best diplomacy skills. *General Counsel to a Software Company.*

Be a Team Player and Align with the General Counsel

“Providing in-house legal support is much more of a team sport, where you work closely with non-lawyers. You need to be mindful to lose the legal jargon, work hard to explain complicated legal matters simply, and spend a lot of time understanding what the rest of the team does, and how your support can help.

As in any corporate job, you need to build a solid relationship with your new boss, and be sure you're doing more of the right things than the wrong things. Straight forward communication, face-to-face if possible, helps to establish this understanding”. *AGC to a Biotech Company*

Team chemistry is hugely important - not just because your life can be miserable or awesome depending on the people that you work with, but also because you've got to be able to find a common sense of ethics and good/bad business with the company leadership. There's often no place to hide, and no other partner that you can align with. *GC to a Biopharma Company.*

Business Development is Still Part of Your Job

“One common driver for folks to leave private practice is the notion one no longer has to do business development. That could not be farther from the truth. When a client seeks advice from a firm, the client has already realized they need legal help and they are inviting you in to help them solve their problem. At a company, the highest value is delivered when one gets legal integrated into operations and planning in advance so that major legal errors can be avoided. You want to be involved early so you can offer course corrections and not just serve as a firefighter or naysayer. Achieving that requires “business development” and education of clients to understand how legal advice is much more useful when provided early and is integral part of the business. For many in house counsel this is a very hard sell.” *GC to a Biopharma Company.*

Understanding the Context of the Question is Very Important In-house

“When I first went in house, at an early stage in my career, I did not have a good perception of how impactful my advice might be to a client. It’s really important to understand not only the legal issue they are grappling with but also the impact that the choice or advice might have on them in their day to day activity. A very minor legal request, that seems routine to us, may be extremely impactful on them. It’s really important to understand the context of every question so that you can frame your response in a way that is respectful, timely and useful to them.” *GC to a Biopharma Company.*

Conclusion

In-house careers offer an attractive alternative to many lawyers; but any attorney who is contemplating a move should be aware of the many pros and cons. Depending on your personality, the right decision may be to stay in private practice. For other associates, moving into a corporate law department will greatly enhance your career satisfaction.

I want to thank the many in-house lawyers who have generously contributed their time to preparing this article. Many have asked to remain anonymous, so I have chosen to keep all of the quotes and comments anonymous.

If you have any comments or questions about your own career, I invite you to contact me by email (steve@marczlegal.com or legal@seckler.com). I always welcome the chance to discuss career issues with attorneys.

**Stephen Seckler is Director of Attorney Recruitment and Career Advancement for Marc Z Legal Staffing in Boston, MA and President of Seckler Legal Consulting and Coaching in Newton, MA. For over 20 years he has been helping lawyers who want to advance their careers. He recruits top legal talent for law firm, life sciences, technology and financial services companies. He coaches a broad mix of attorneys on how to advance their careers and how to market themselves with greater effectiveness.*