



Practicing In-House

The General Counsel Perspective

BY DICK GAST

As someone who has spent 36 years in private practice billing clients either by the hour or through project fees, I've occasionally wondered what it would be like to throw timekeeping and billing to the wind and practice in-house as general counsel for a dynamic corporate enterprise. With a growing number of those enterprises in our state, it's no surprise that a sizable number of Colorado lawyers practice in-house. As is the case with the public sector and rural practices featured in two earlier messages, in-house practice is a vital thread in the fabric of Colorado lawyering.

This month I'm privileged to highlight several Colorado in-house practitioners and share their observations on what it means to practice in-house.

Sam Walker—Molson Coors Brewing Company



Sam is the global chief legal and corporate affairs officer at Molson Coors. Law and beer—what a great combination. Sam has had what he describes as a “barbell” legal career. He began as a generalist working as a civil trial lawyer, moved on to develop a specialty running the U.S. Department of Labor's Wage and Hour Division, and then became a generalist, again serving as general counsel of Molson Coors now for over a decade. Here is Sam's insight on life as corporate counsel:

The Work

It's a fun and challenging job! In a typical day, we deal with many different problems and

areas of law. In business, like law, we solve problems. Business problems typically have many dimensions, because we have many stakeholders—consumers, customers, communities, investors, governments, and others. One reason I enjoyed trial work was the excitement of learning new things all the time. A general counsel needs to enjoy lifelong learning. I do.

The Rewards

I enjoy serving, leading people, and building teams. It's rewarding to build a team so good I couldn't possibly qualify as a new hire. It's also rewarding to build diverse teams, and then to experience the power of diversity in driving better business conversations and decisions. It's fun to unite behind clear and compelling goals—for example, our ambition at Molson Coors is to be First Choice for Consumers and Customers. Finally, it's gratifying and important to be part of a company committed to winning the right way, rather than winning at all costs.

No matter the title, the job is *general* counsel, with an emphasis on general. I aspire not just to handle the corporation's legal needs, but hopefully to be a trusted, general counsellor about what is right and wise. That's a real privilege.

Any Challenges?

I've had several challenges, all of them shaped by our operating context. First, I needed to learn a new language. The language of law is words; the language of business is numbers. So, I've become numerate. Also, I needed to develop as a deal lawyer, and then as a leader of deal teams, because a lot of our growth and value creation has been deal-driven. Deal work is a very different discipline than trial work. A deal lawyer needs to be able to raise and resolve complex conflicts without a judge in the room.

Mashenka Lundberg—CoBank



Mashenka is the chief legal officer and general counsel for CoBank. Previously, she was in private practice for almost 20 years, including about four years as general counsel of Holme Roberts & Owen before it combined with Bryan Cave (that's right, even large law firms need a general counsel). She

has also served on the Colorado Economic Development Commission. Mashenka gives the following glimpse into life as CoBank's general counsel:

The Work

The legal department at CoBank currently has 19 full-time lawyers in two divisions who handle the bank's corporate legal work and document the bank's loan and lease transactions. We also participate in the DU/CU Legal Residency program and the 1L Pledge to Diversity to bring in a legal resident and a legal summer intern each year to work with us. I am very proud to have brought these programs to CoBank and really enjoy the opportunity to work with these new lawyers. They bring valuable energy and perspective to our group.

The Rewards

I was very interested and drawn to the strategic aspects of a general counsel role—working hand in hand with the business. First and foremost, in-house counsel need to understand the business goals of their company and seek to advance those goals while balancing the need to protect the company from legal risks. But you will not have the opportunity to do so unless you develop strong relationships with those throughout the company so that they call you early and often. I find those relationships and working across all areas of the bank really interesting and rewarding.

Also, a major part of my role at CoBank involves working with our board of directors on a variety of different issues. Getting to know our directors and understanding the challenges that their outside businesses face and how CoBank contributes to the success of those businesses provides valuable insight to me and is very rewarding as well.

Any Challenges?

In terms of challenges we face as in-house counsel, technology is changing the way we all work at a very rapid pace and it is affecting lawyers in the financial services industry significantly. I work with my team to find ways to embrace change and use technology to try to find ways to work smarter, not harder.

Mark Fogg—COPIC



Mark is general counsel for COPIC, a professional liability insurance provider to those in the medical profession. Mark's background is varied, ranging from serving as a Denver deputy district attorney to many years of practice as a civil trial attorney before joining COPIC in 2011. Mark is also a former president of both the Colorado and Denver Bar Associations. Mark offers the following comments on serving as corporate counsel and how it compares with private practice:

The Work

Even though we speak with lay people (clients and jurors) regularly in private practice, we see the world through a legal lens based on our training and the legal world that we are

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enmeshed in. In private practice, I had 40 lawyers around me every day. The president of our company, with whom I work the most, helped me understand that although we may think that the "legal piece" is the most important on any given matter, usually it is only one of many pieces. When I give a presentation to my board or other non-lawyers, I rework it several times to put the legal piece in perspective with all the other parts of the issue. I think this has made me a better lawyer in explaining to non-lawyers how the law works and what is important.

The Rewards

My hours remain almost the same as when I was in private practice. I work most weeknights and Sunday afternoons and evenings. However, my stress level is about 10% to 20% of what it was in private practice. I regularly check emails when

I travel, even overseas. In private practice, one in 20 emails elevated my blood pressure; now it's maybe one in 500. My multitude of projects is collaborative, rather than adversarial.

Being in-house, it is clearly harder to stay in contact with the legal community. Many in-house counsel are the only lawyer in their companies. They really struggle with the isolation, juggling of a hundred issues, and find very little time to develop relationships in the legal community. I am lucky that I have some very experienced attorney and paralegal colleagues working with me whom I speak with 10 to 15 times a day. Being a bit more isolated in-house has confirmed for me how much I enjoy lawyers and how lucky we are to be able to do what we do as advocates, counselors, mediators, and judges. However, not being enmeshed in the legal community as I once was has also given me a freedom and perspective to be able to choose how I get involved and how I can use my acquired skill sets to best serve the legal community and the residents of Colorado.

Any Challenges?

The thing I miss the most in my role as general counsel is the mentoring relationships I had in private practice. I mentored an average of two to three associates assigned to me full time each year in private practice. Over 30 years, I probably mentored 75 lawyers directly. It is a sacred and enjoyable relationship in our profession. We always make a point to hire a summer health law intern from one of the law schools. I also stay active with new lawyers in various bar association and legal community projects. However, that day-to-day experience of helping someone become a better lawyer and watching them do their first cross-examination is something I have not recaptured.

Annita Menogan—The Simply Good Foods Company



Annita is the vice president, general counsel, and secretary for The Simply Good Foods Company. Her 35 years of practicing law are almost evenly divided between private practice and in-house practice. Her experiences run the gamut from a solo practice

and two-person firm to a large national firm, and then in-house with both public and privately held companies. Annita provides the following perspective on practicing in-house as well as working with outside counsel:

The Work

When I went in-house, I quickly discovered that I needed to actually learn and understand my client's (and employer's) business as a business person with a specialty in law (akin to a CFO or an operations VP who each have specialties but who are business persons first), not as a lawyer who only sees legal issues. Clients want to know what they *can* do, not what they *cannot* do. I can't help unless I fully understand the nuances of the business. While this seems obvious, this is not always what I receive from outside counsel.

Another big surprise was being told by my first general counsel in-house that I was no longer the "expert" in my area of law. I chafed at this at the beginning ("Yes I am! I've been advising people for 16 years!"). But her point was that my new role was going to involve much more than dispensing legal advice. I would also act as a manager and strategist for my business unit clients, which would overtake my ability to just keep up and advise on the "law," and I would have to rely on outside legal experts more to keep me advised of the latest changes in the relevant law.

Examples of my manager and strategist role include overseeing management's interactions with the board of directors; strategizing how the legal department is structured to better serve clients; working on business needs such as supply chain contracts that require, for example, managing the practical aspects of scrambling for another supplier when one is at full capacity, without looking for penalties or breaches of contract, but solutions that work for both the suppliers and the company; and acting as a "gatekeeper" to spot that two different departments were working on the same initiative, unknowingly, and granting different terms.

The Rewards

Being in-house, I have a real feeling of being part of a team that is running the business,


not just advising the business. As others have mentioned, it's a privilege to build an integral piece of the business that is foundational and absolutely necessary, although not always (and better off not being) the "showpiece." It is also rewarding to help non-lawyers see the value of legal services, as a function that facilitates the company's business, looks out for risks and potholes, and helps to avoid those problems that would otherwise limit the company's potential for success. And it is just plain fun to work closely with people who do cool stuff (developing new ideas, marketing and advertising, creating products, etc.) and getting to try those products out first (beer, burgers, snacks, hey—great perks).

Any Challenges?

One of my biggest challenges with outside counsel is to help them understand that money is

not unlimited. I have to answer to my budget and my CFO for my legal spending, and firms need to understand their responsibility to manage their costs to me. The best outside counsel in my book are those who have worked in-house. They get it. They bring that experience back outside and I find those are the lawyers with whom I prefer to partner.

Conclusion

Colorado's corporate enterprises create a business environment that can best be described as robust. The in-house counsel for those enterprises play key roles that contribute to their success. Although practicing in-house has its challenges, as noted by the four lawyers featured in this month's President's Message, the practice is also gratifying. My thanks to Sam, Mashenka, Mark, and Annita for sharing their insights. 

COLORADO NUGGETS

Colorado has a colorful cast of pioneers who helped shape out great state. No Colorado lawyer exemplifies the pioneering spirit more than Mary Frances Lathrop. Born in 1865, Lathrop enjoyed two successful careers, first as a newspaper and magazine reporter in Philadelphia, then as a lawyer in Colorado. Her whirlwind journalism career took a toll on her health, leading her to move to Colorado in the 1890s. She decided law would be a less hectic career, enrolled in the University of Denver Law School, and graduated first in her class in 1896.

"First" characterized Lathrop's accomplishments throughout her legal career. She was the first woman to:

- open a law practice in Colorado, practicing as a probate attorney;
- argue a case before the Colorado Supreme Court;
- gain admission to practice before the U.S. District Court in Colorado; and
- become a member of the Colorado and Denver Bar Associations in 1913.

Lathrop also was one of the first two women to join the American Bar Association, where she later became a vice president.

In recognition of her legacy, the Colorado Women's Bar Association named an award in her honor. Since 1991, the CWBA has annually presented the Mary Lathrop Award to an outstanding female attorney who has enriched the community through her legal and civic activities.

Mary Lathrop was truly a pioneer we can all be proud of!



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