

# Going In-House: Words of Advice from Three Who Made the Move

BY JONATHAN H. ANSHELL, ROBERT D. LYSTAD, AND KURT WIMMER

The readership of *Communications Lawyer* includes both private practitioners and lawyers who have made the move in-house to work for media organizations. *Communications Lawyer* asked three media lawyers who recently crossed that great divide—Jonathan H. Anshell, Executive Vice President and General Counsel of CBS Broadcasting Inc., Robert D. Lystad, Vice President—Claims for Media/Professional Insurance; and, Kurt Wimmer, Senior Vice President and General Counsel of Gannett Co.—to share a few words of advice for those contemplating a similar move.

## JONATHAN H. ANSHELL

### 1. Client development doesn't stop when you go in-house.

It might seem counterintuitive because your clients are stuck with you when you're an in-house lawyer, but embarking on a client development campaign is as important as on the inside as it is in private practice. This was one of the best pieces of advice I got when I was preparing to join CBS. Many of your in-house clients may not have had any involvement in recruiting or hiring you, which is why taking the time to build relationships with those stakeholders is so important.

Media organizations can be complicated animals, made up of strong personalities and distinct constituencies.

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Taking the time to meet with them on their turf, learn about their business, and hear their thoughts about the legal issues they face will make your life easier when it comes time to seek settlement authority, break bad news, or explain legal constraints. In the process, you'll have the chance to meet an array of interesting people who are passionate about their work and the cause it serves—one of the greatest benefits of working inside a media company.

### 2. Sometimes "no" isn't an answer.

Media lawyers in private practice often enjoy the opportunity to research and analyze legal issues in the abstract. A client may call requesting a memo on the state of the law on a cutting edge issue, without expressing a commitment to a particular course of action.

That intellectual luxury can be harder to come by when you're working inside a media company. Often, journalistic or creative objectives may compel a course of action that you, as an in-house lawyer, would just as soon counsel against. But sometimes, because of that journalistic or creative vision, you might be stuck with that course anyway.

This does not mean that you are required to set your judgment as a lawyer aside and sit idly by while your client proceeds headlong into unreasonable risk. To be sure, there will be situations in which your best course is to express, in the strongest possible terms, the legal reasons weighing against a choice that your client favors on business, creative, or journalistic grounds. But those absolutes will be few and far between. More often, a course of action you are asked to evaluate may present some degree of risk but your research will suggest ways that risk can be mitigated. Your most valuable contribution in those situations is not a simple "yes" or "no," it is to explain the risks to the clients who make the ultimate risk toler-

ance decisions for your company, while offering ways for your clients to realize their objectives while minimizing that risk to the extent possible.

### 3. Your best resource is the lawyer sitting next to you.

For a lawyer moving in-house from private practice, it can be hard to turn off the inclination to research every question anew and to start from scratch when facing a problem. More than likely, some variation of the question you're facing has come up before, and any drama you might be living through probably has played itself out previously in other forms.

In those situations, there is no substitute for institutional memory, and that's where your colleagues can be a tremendous help. During my short time at CBS, the lawyers I work with—some of whom have been with the company for two decades or more—have steered me around trouble more times than I can count. While your own knowledge, ingenuity, and analytical skills will be indispensable in an in-house setting, oftentimes your best resource is the lawyer sitting in the office next door.

## ROBERT D. LYSTAD

### 1. Love thy new legal treatises.

In-house media/IP opportunities are varied and varying. I joined a major media insurance company so I'm learning about insurance issues that I rarely had to confront in private practice. Many of my friends and former colleagues joined big media companies, mostly in New York and Los Angeles, although there are prospects across the nation. A common refrain amongst my friends: "Boy, I never thought I'd have to research *that* subject."

Sure, a media lawyer going in-house is likely to face an abundance of media/IP-related issues. But you're also likely to be asked to provide quick and

sage advice about labor and employment issues, advertising law, contract matters, antitrust law, criminal procedure, and myriad other issues. One of my former colleagues actually had to research whether a covenant in a real estate contract prohibited filming on the property in question; she hadn't a clue where to begin. You may be just as lucky if you move in house. So get ready to expand your horizons. (Oh, and don't be surprised if your new nonlawyer friends in the company ask you fix their speeding tickets because, after all, you're a lawyer and you know how to fix anything.)

## **2. Honor thy new constituencies.**

Once upon a time you only had to report to a partner and maybe the client's in-house lawyer. And now? How's this for a chain of command in a typical company: the CEO, the CFO, the General Counsel, and the Deputy General Counsel, plus a dotted line to the HR Director. In the case of an insurance company lawyer like me, I have many wholly different constituencies. I report directly to the CEO, but I also have to accommodate our insureds, our parent company, our insurance carriers, our insurance brokers, and our beloved outside counsel. Each requires unique attention.

Some media companies have a strict hierarchy ("thou shall not speak to anyone higher up the corporate ladder other than thy direct superior"). Others, like my company of just 100 employees, follow a completely open-door approach. Regardless, compared to a law firm, it is different. Prepare for it.

## **3. Cherish thy new found freedom.**

In three words: "no more timesheets." I don't mean to say that I felt burdened by timesheets—and billable hours—during my years in private practice. But . . . I did. Let's be honest, having timesheets and billable hours looming over you can be cause for discomfort. I cherish my former clients. I do not cherish having to keep detailed diaries of my hours spent on their behalf (although they rightfully expect this).

By no means does being "in-house" necessarily mean that the work is not as rigorous or demanding, but typically in-

house life means more flexibility over your time and your family's time. So, for instance, when you conjure up a novel legal theory at 4 P.M. on a Friday, you can have your outside counsel do the research and give you an answer on Monday morning while you spend the weekend whacking a little white ball across a lush green expanse and sipping fruity concoctions poolside. Of course, on Monday when your idea pans out, you may be toiling over the brief into the evening just as you always did. But at least you'll have known in advance it was coming and planned accordingly.

## **KURT WIMMER**

### **1. Understand your role—and your client.**

You're going to a new world when you start to work within a company. Don't underestimate how different it is from your past experiences. As with any new role, your success will depend on how well you understand your place in this new world. But you're not alone—you have friends and former colleagues who have made the transition, too. Call them. You'll be surprised at how generous they will be with their time and advice because they, too, have been where you are today.

Someone will point you to *GC Rules: 350 Things I Wish I'd Known in my First Year as General Counsel*, in the Association of Corporate Counsel Docket. It's good reading, and there's one thread of advice in it that is essential: "No surprises." (Your executives and board won't want surprises, and you won't want surprises from your colleagues.)

But the most important understanding you must gain as you move into a company is a robust understanding of your client. Many lawyers in private practice pride themselves on understanding their clients' businesses—I know that I did. But when you go in-house, be prepared to learn your client's business in a broader and deeper way than you would have thought possible when you were in private practice. And you'll need to learn not only the legal aspects of your client's operations, but all of its business—your client's strategies for the future; its history; its officers, directors, and managers;

its financial and business plans; its risk tolerances; its dealmaking style—in short, its personality. You'll need to know all of this because you're about to become a part of a team in which your role will, most likely, be broader than the role you had in most matters as outside counsel.

You will still be a lawyer, of course, and you'll need to keep your legal skills as sharp as ever. But your business instincts will matter tremendously in your new role because you will be seen as a trusted advisor. You'll need to think about the practical results of your legal advice and how it fits into your client's business strategies. And that's where your deep understanding of your company will be essential. You learned in private practice that no client is interested in a cold and clinical discussion of the legal issues that doesn't take its business needs into account. You're now about to take that concept to the next level. So take a deep dive—ask lots of questions, read everything you can find, take business people to lunch, look for meetings you otherwise wouldn't attend as a lawyer but that will teach you about the company as a business person. You'll learn a lot, and you'll have a great time doing it.

### **2. Watch your schedule.**

So you're in private practice, juggling a dozen or more interesting client matters, writing articles, speaking at conferences, building your firm's practice, and working on firm committees. You're having fun, and the adrenaline rush from all of these responsibilities is addictive and exhilarating. You might think that this will change when you go in-house to that more relaxed schedule that some of us hear about.

Not exactly. Your schedule will change, to be sure, but the demands on your time will continue to be just as challenging and exhilarating. Just as most companies value outside lawyers who staff matters leanly, most companies are equally committed to lean staffing in their internal legal departments. That means that you're being hired for a particular role, and that your advice will be central to issues that arise in your area. When meetings, negotia-

tions and presentations concern your area, you simply must be there—it's less likely that you can hand off to a partner or colleague than is the case in private practice. You also will find that you're working very hard to be prepared for those opportunities. This structure has enormous benefits, of course, because you can be "in" on the ground floor when essential decisions are made, and you will have the opportunity for your views to be heard at the very outset of a strategy. But this structure puts a premium on your ability to manage your time so that you can do all of the other things that may be required of you—managing other lawyers and personnel, managing and budgeting for outside counsel, monitoring legal and business developments that matter to your client—in addition to being available when you're needed for your client.

Moreover, many of the financial disincentives for including outside counsel now have been removed from your economic structure. In other words, you will be invited to more meetings than you had been in private practice. You'll read elsewhere about the freedom of no longer writing down your time. Sure, it's

great not to keep track of your hours—but the biggest effect of no longer billing by the hour is the change you'll see in your schedule. Hourly billing imposes discipline on client invitations for meetings. Now that you're on an "all you can eat" plan, prepare to spend more time in meetings. But the good news, and it is *very* good news, is that your new, more meeting-driven culture will mean a greater strategic involvement than you would have thought possible.

An easier schedule? Unlikely. But you'll be having so much fun that you won't notice.

### **3. The rest of the world isn't flat.**

If you've spent most of your career in private practice, you've become accustomed to a relatively flat organizational structure. Sure, law firms differentiate among partners, counsel, associates and legal assistants, and there is a management committee and chairs of firm committees. But, by and large, law firms are fairly flat in their organizational structure. It may not seem inappropriate for any partner to snag any associate for a project in many firm structures, for example, even if that associate isn't

among the usual lawyers working for that partner.

It's not quite the same in corporate America. Lines of authority and responsibility are there for a reason, and they actually matter. Remember to respect them. For example, if you need some help from a particular business person, make sure that her or his supervisor is on board with your request—you can't know that person's overall responsibilities and workload, and you will need to be sensitive to those issues. Of course, organization structures can't be a strait-jacket, and you'll find your way through to the informal peer relationships that we've all valued so much in the law firm world. But on your way there, be sure to remember that you're in a different world.

And as you do, you'll find that living in that world has opened up new understanding for you about how your clients work—how legal advice truly matters within companies; how lawyers, both internal and external, can make a real difference; and how important the law really is. You'll get to see the impact of your work in a new and direct way. And you'll have a great time doing it. 