

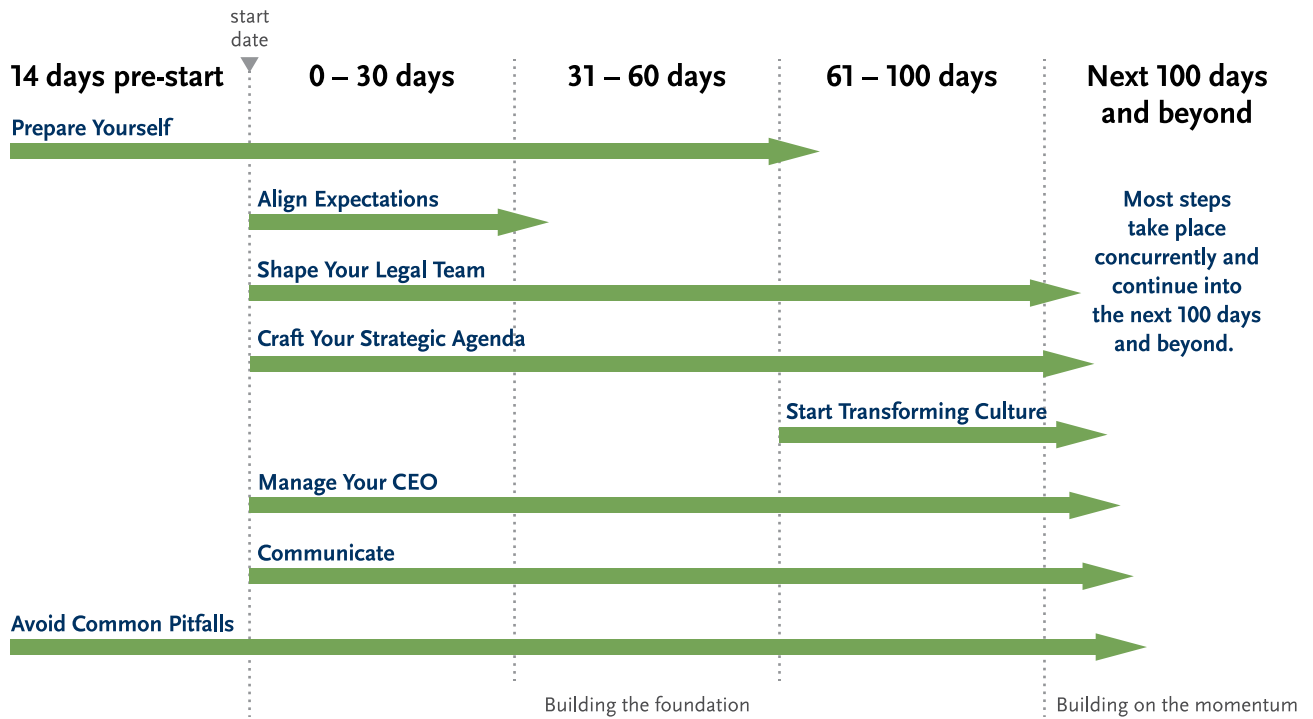
# The General Counsel Playbook: Getting Off to a Strong Start as a Recently Appointed General Counsel

**Congratulations** on your new General Counsel / Chief Legal Officer role! Spencer Stuart has studied thousands of executive transitions, and one of our key takeaways is that regardless of whether you are a freshly minted Chief Executive Officer or a new General Counsel, many of the same lessons apply regarding how to get off to a strong start in your new position. Based on our research and experience we have developed The General Counsel Playbook, a compilation of our best onboarding and acceleration advice and a list of common pitfalls to avoid. This guidance will support you in getting off to a strong start, which includes preparing before Day One; this will contribute to an impactful transition with early momentum that sets you up for long-term success and the confidence of your leader and organization. Importantly, these early steps can set in motion the building blocks for long-term performance and trusted relationships.

We have seen many successful General Counsel follow this tested eight-point plan:

1. Prepare yourself
2. Align expectations
3. Get to know the Board of Directors
4. Assess the legal department
5. Craft and refine your strategic agenda
6. Understand and/or transform culture
7. Communicate
8. Best practices and lessons learned

### ROUGH TIMELINE FOR THE 8-POINT PLAN



## Point 1 — Prepare yourself

### Take time to focus on your physical and mental health

A rested mind and body will allow you to rise above the busyness that comes with starting any new job and help you maintain the perspective and mental space needed to ascertain which tasks are truly most important, as opposed to those which might just seem urgent.

### Conduct a “listening tour”

Before your specified start date, reach out to your CEO, members of the leadership team, members of the legal department, members of the board of directors, and any other important stakeholders to start building relationships and to get their thoughts on the following key questions:

#### What does success in the General Counsel role look like?

It can be helpful to conceptualize this question as an exercise in understanding why you were hired. Although you will have acquired a good sense from the job specification and the interview process, it will be important to dig deeper. Were you hired to fill a vacancy, to replace someone or are you the first person in the position? Why did the person move on, or was your predecessor asked to leave? Were you hired to generally overhaul the functioning of the legal department? Alternatively, were you hired to drive a specific project or to reach a particular objective? Were you hired to help grow the company, or to replicate success you had in a previous role? All the above? The answers you get to these questions will help you clearly identify what success looks like in your new General Counsel position.

#### How will your success be measured?

Clarity regarding how success will be measured can be just as important as clarity about your objectives. Use your listening tour to understand what metrics the company employs to quantify success. Is the company data-focused or not? Is success assessed from a purely financial perspective, or are there other factors to consider? Answers to these questions will help you understand how to best document and present your success to your CEO and other internal leaders.

#### What should you prioritize on day one?

Identify your immediate objectives. Be realistic and recognize that you will not be able to implement all of your ideas immediately, so identify achievable priorities and consider focusing on them first. Recording a few early wins will begin to quickly build your credibility as General Counsel.

#### How is your in-house legal department currently perceived?

Try to identify what the business leaders respect about the legal department, and what they dislike. Ascertain what worked well for the previous General Counsel, and what you should work to change going forward.

## How can the legal department become a more valuable business partner?

Ask the company leadership team and business leaders what you and the legal department can do to become more effective strategic advisers. Remember that you have a dual role: legal counselor and business partner. Keeping this in mind from day one will help you tailor your advice to the needs of business units and will make you a more effective adviser.

Remember that this preparatory “listening tour” should not end on the first week or first month on the job, or after one round of conversations with stakeholders. Instead, you should use it as a launchpad for continuous and regular dialogue that is required to truly develop a deep understanding of what success in your new role looks like, and how to achieve it.

## “Polish” your skills

Recognize what skill areas may need “polishing” and consider engaging a coach for any specialized training that could help close these gaps. Several of our past General Counsel placements have participated in General Counsel “boot camps” in order to prepare themselves for new roles and fill potential gaps. Note that it is also important to recognize that your own self-assessment may not accurately reflect what the rest of the world sees, so getting an external perspective is useful, including asking for feedback from your interview process. There is a reason that the world’s best athletes leverage personal coaches. You too may benefit from one.

## Come up with a 100-day plan

Draft your 100-day plan with specific tasks and rough timing in mind so that you have a foundation from which to iterate when you start. Maintain a diary and make notes of everything you learn. Make sure your plan explicitly addresses how to cultivate relationships with your executive leadership team. Think about how best to get to know them, building bridges for the future. Spend quality time with other leaders. Ask questions, be vulnerable, and solicit their advice.

## Understand your company’s culture and strategic vision

Having a working understanding of your company’s industry, business model and strategic objectives is an easy way to build credibility with business leaders and the executive management team. Do your best to acquire such an understanding before you start, so you can hit the ground running. To this end, ask for and review any recent communications, internal documents, recent earnings and/or investor relations information, board minutes and public company filings that can be shared about the company’s strategic vision and priorities as well as its culture and history. Make an effort to learn the language in which your peers express themselves — quickly adopting the company vernacular will help you minimize inefficient disruption and frame ideas in terms your leadership values and understands.



## Point 2 — Align expectations

As discussed in Point 1, your listening tour should not be the end of your engagement with key stakeholders — instead, it should be just the beginning. Use your early meetings with people and teams to set the tone for the future and engage with your non-legal colleagues on a regular, systematic basis. Your overarching short- and long-term goal should be to ensure that your plans align with and complement your CEO's expectations and the company's strategic vision.

### Communicate with your CEO and other key stakeholders

Regularly check in with the CEO and other key stakeholders, including business leaders and other C-suite executives, so that you can keep track of their specific expectations for your role; these may shift and change as you become more established as General Counsel, making routine, ongoing dialogue crucial to maintaining high performance. Make sure you know how the success of your legal department will be measured so that you can effectively cascade that to your team. Find common ground about these expectations and put them in writing. Open, regular communication can help you avoid the common pitfall of leading a legal team that the organization view as an obstacle or an opponent, rather than a proactive partner and adviser. Ask for feedback frequently.

### Communicate with your team

Think about how to introduce yourself to your team. Be candid about who you are, what motivates and excites you about this opportunity, what they can expect from you, and what you hope the team can accomplish together. We can offer valuable assistance in crafting a well-structured, facilitated team session as a great way to jump start your tenure as General Counsel.

Share your leadership philosophy with the legal team to set the tone for your change agenda and to align with the team on important norms and behaviors.

Engage in one-on-one meetings and pose key questions to ensure your ultimate strategic agenda reflects the institutional knowledge, insights and perspectives of your team. In addition to getting to know them all on a more personal level, ask questions like:

1. What are the top five most important things to preserve about the team and why?
2. What should we change in the legal department and why? What about in your specific area?
3. What do you most hope I do? If I could change one thing for you, what would be most important?
4. What are you most concerned I might do?
5. What advice do you have for me?
6. How can I help you be more successful?

## Find allies

Proactively develop relationships with colleagues who can serve as unofficial mentors, partners or sounding boards. Use these relationships to learn and leverage institutional knowledge. Do not reinvent the wheel — many of your questions will have been addressed by your more senior colleagues. Nurturing relationships of this kind will help you establish trust with key stakeholders throughout your new company. By asking for advice, you will be demonstrating the kind of honest vulnerability on which trust is built. This trust can in turn function as the foundation for genuine, mutually beneficial relationships.

## Point 3 — Get to know the board of directors

### Build a relationship with the board

Beyond the initial conversations with board members during your listening tour, there should be additional opportunities to get to know the board prior to your first official board meeting as General Counsel. In addition to understanding the board's concerns and priorities, you should consider getting to know board members individually in casual settings where possible (such as joining them for a meal). Building a strong relationship with directors, and in particular the chair and committee chairs, is critical for the General Counsel.

### Build credibility with the board

Make sure the board has a clear understanding of your objectives, approach and the underlying rationale for your recommendations. Make sure you have a clear understanding of their expectations. Become an expert on board imperatives and governance and regulatory trends and initiatives.

## Point 4 — Assess the legal department

### Develop a plan

Devise an overarching plan for your legal department, considering what you want it to look like in both the short and long term. This will involve thinking critically about what its responsibilities should be, what resources it requires (including both personnel and infrastructure) and what it should prioritize.

### Assess talent

Ascertain the areas of strength and weakness within your legal department. Determine what motivates each individual on your team and uncover whether they are spending their time in the highest and best use of their abilities. Look for ways to optimize the deployment of their talents — aligning your team members with roles capitalizing on their individual specialties and skill sets will produce a more efficient, happier team. If your team includes individuals who were passed over for the General Counsel role you now occupy, consider spending additional time with them to either achieve buy-in or to ascertain whether they should be let go. If there are areas of significant weakness on your team that cannot be addressed internally, consider whether they have the capacity to remain a constructive member of the legal team.

## Assess infrastructure

Consider the workflow and operational needs of your legal department to identify any technology-related issues that might be slowing you down or wasting your team's time and energy. Look for opportunities to save money and create efficiencies, ideally in a measurable way (so you can easily point to the savings you have achieved). Consider whether the implementation of new infrastructure or the standardization of operational processes might make your department more efficient — sometimes additional time spent building smart systems at the outset can lead to profound long-term savings of time and money.

## Assess outside counsel

Many General Counsel interface regularly with outside counsel. Use your arrival as an opportunity to reassess and, if necessary, reimagine outside counsel relationships. Ask whether your team members and/or company leadership are satisfied with the company's existing outside counsel — are they sufficiently responsive, effective and affordable? If not, consider whether the relationships can be reset and rehabilitated, or whether the time is right to look elsewhere for outside legal advice. If your company does not currently use outside counsel, consider whether any efficiencies can be created by doing so.

## Be intentional about diversity, equity and inclusion

Strive for a team that is diverse in background and thought, and that matches the company's strategy and risks. Remember that diverse teams yield better results. Ensure the team organization and processes reflect an inclusive culture of trust, belonging and respect for all perspectives by creating an environment in which all team members are encouraged to participate and suggest ideas.

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## Be constructive

It is ideal to refrain from criticism of your predecessor; after all, your legal team worked closely with them, and you will not necessarily know how they feel. It is great to identify opportunities for positive change, but you should frame them as forward-thinking and constructive, rather than retrospective and negative. In other words, suggest trying new things rather than expressing surprise or disappointment that they are not already standard practice.

## Be patient

Make changes at a gradual pace. Do not ask your team to change too much, too quickly — it is important to ensure your team stays comfortable and to implement changes at a pace that does not undermine the day-to-day operations of your department.



## Assess communications

Think about how to shape the interactions with your team. What is the right cadence of meetings? Are there sub-teams that you should meet? How often should you have one-on-one meetings and what should they cover? How can you most effectively align with each team member on clear expectations and objectives? Whatever you do, do not merely adopt the previous General Counsel's approach without critically thinking it through first.

## Point 5 — Craft and refine your strategic agenda

### Remember that your strategic agenda is a work in progress

Build your strategic plan as a team and ensure it aligns to the broader company agenda. Balance the compelling picture of where you want to lead the group with flexibility to adapt as you go. Expect some level of pushback on your agenda; rather than resist, incorporate that input in a positive way to maximize buy-in. Remember that your strategic agenda is, by definition, a work in progress and should be refined and adjusted as needed.

### Secure early wins

Apply the learnings from your listening tour to identify opportunities for your legal department to make immediate, appreciable improvements. Use this exercise to build your short-term strategic agenda, making sure to under-promise and over-deliver. Execute on the short-term agenda to record some early wins. Look for flaws in the organization and fix them quickly to establish your credibility as a leader and change agent.

### Maintain open dialogue

Remember that you will need the ongoing support of your CEO, your peers and your team to be successful. Maintain open channels of communication with your team members, business unit leaders and other colleagues and stakeholders. Solicit real-time feedback from all parties with whom you routinely interact to ensure that your efforts are fine-tuned and responsive to the evolving needs of your colleagues and the business as a whole. Foster an environment in which the sharing of constructive feedback is the norm, and make sure that you act on suggestions to demonstrate that your colleagues' voices are heard and carry weight.





## Point 6 — Understanding and/or transforming culture

### Deepen your understanding

Build on the learnings of your listening tour to acquire a thorough understanding of the culture of the organization, identifying “how things work around here.” Search for the knowledge networks, key influencers, decision-making protocols, and the unwritten and unspoken conventions that are the nervous system of any organization. Look for clues about how things get done at the company, then listen and learn; within most appearances and generalizations there lies an inner core of truth. Solicit views on the culture from a wide of range of people.

### Effect cultural change

Assess whether the existing culture of your legal department meshes well with the culture of the business and diagnose whether significant change is required. If it is, create the conditions within your team for cultural transformation: adapt measures of success, new expectations, new operating processes, empower change leaders and lead by example. Make your first moves count when people are the most receptive to change. If you determine that structural or personnel changes are required, do not initiate them without the express support of your CEO and the company’s leadership team.

### Pace yourself

Continually assess the tolerance for change of your team members and the broader organization, soliciting feedback and adapting along the way. Make sure that your CEO is fully aware and aligned with your plan.

### Practice what you preach

Lead the change effort on a personal level. Put your thinking into action and make it a priority to always model and reinforce what good looks like. In other words, be the change you want to effect.

### Be conscious of the need to adapt

An effective cultural transformation will likely need to run both ways. Just as the legal department might need to adapt to meet your expectations, so too might you need to adapt to become an effective General Counsel. For example, if this is your first in-house role, you may need to unlearn certain cultural hallmarks of private practice. Where law firms foster a culture of perfectionism, wherein even minor mistakes are unacceptable, an in-house legal team is often focused on speed and efficiency. You may no longer have the time or the resources to focus on the perfect, and you may need to develop the skill of identifying when “good enough” is actually good enough. As a new General Counsel, your priorities will have changed, and you should recognize that the workplace culture you will be operating in will have changed with them.

## Point 7 — Communicate

### Maintain close contact with your CEO

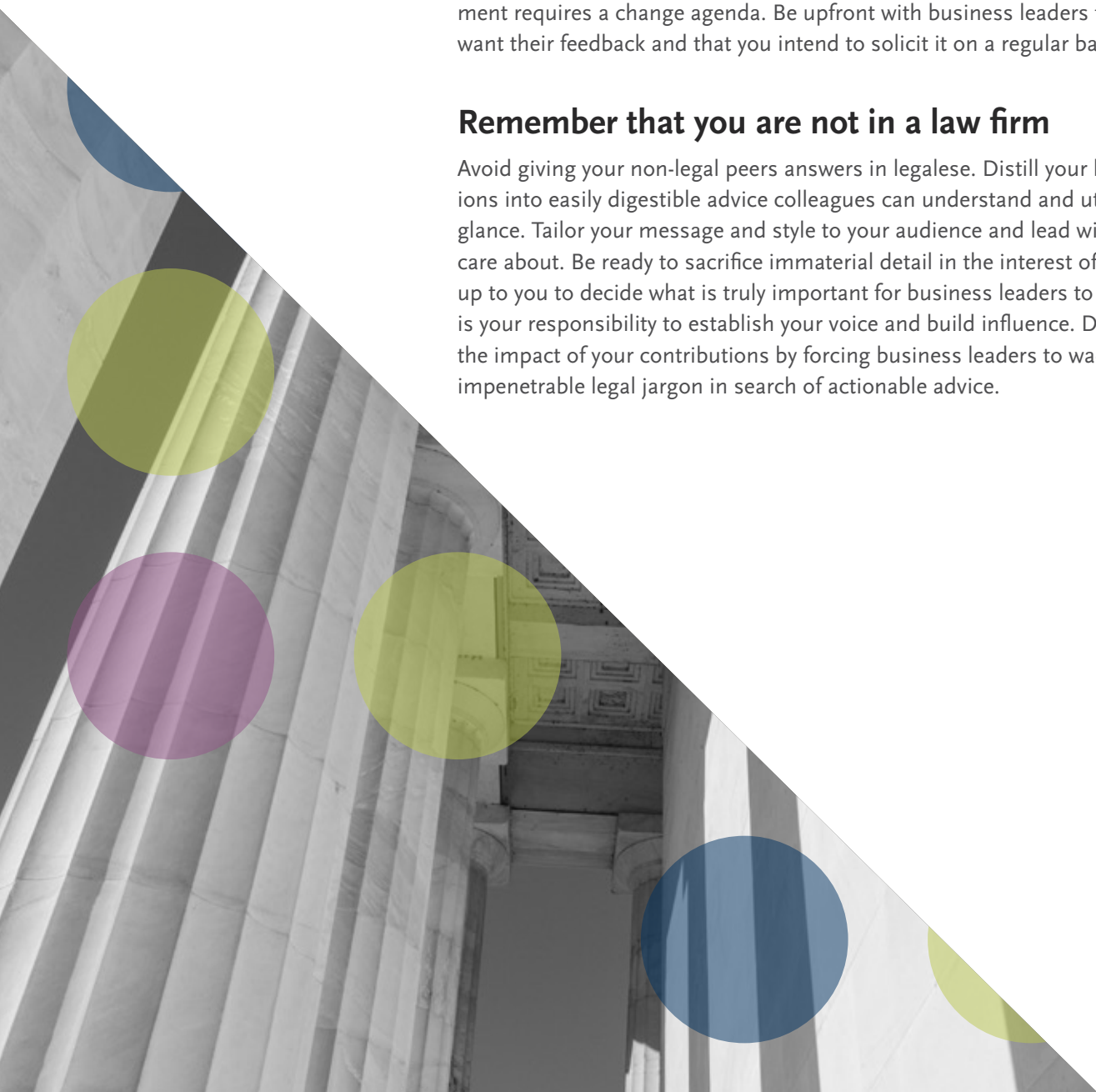
Keep your CEO aware of each phase of your initial plan. Many skilled General Counsel have mis-stepped early on by not keeping their leader involved during each phase of their initial plan. Establish your credibility by having a sound strategic agenda, be on top of the details of the business and implement an effective communications protocol. Listen and learn from your CEO and establish the habit of collecting regular feedback.

### Maintain close contact with business leaders

Remember that your CEO wants and expects you to have healthy relationships with business leaders — particularly if your strategic plan for the legal department requires a change agenda. Be upfront with business leaders that you want their feedback and that you intend to solicit it on a regular basis.

### Remember that you are not in a law firm

Avoid giving your non-legal peers answers in legalese. Distill your legal opinions into easily digestible advice colleagues can understand and utilize at a glance. Tailor your message and style to your audience and lead with what they care about. Be ready to sacrifice immaterial detail in the interest of brevity; it is up to you to decide what is truly important for business leaders to know, and it is your responsibility to establish your voice and build influence. Do not dilute the impact of your contributions by forcing business leaders to wade through impenetrable legal jargon in search of actionable advice.





## Find creative solutions instead of simply saying “no” where possible

Try to minimize the number of occasions when you just say “no.” Instead of flatly rejecting ideas as legally ill-advised or problematic, try instead to remain constructive and creative in coming up with solutions. Whenever possible, present potential alternatives that might mitigate legal risks while still providing business units with a path forward. Although this approach may not always be feasible in practice, maintaining this philosophy should help you foster a reputation as a partner in developing the business, rather than a hindrance to its progress.

## Establish communications with the front lines

Although it is important to develop strong relationships and open communication with business executives, remember that it is equally important to get to know the people supporting them. Executive assistants and other team members are the daily drivers of progress and workflow in most business units and building productive relationships with them often proves invaluable.

## Remember Human Resources

Do not forget internal employee matters. If you will be responsible for the company’s employment portfolio, it is important to establish a good working relationship with the company’s HR department. Proactively review HR policies and procedures with a view to identifying and resolving any potential holes and issues before they become truly problematic. Emphasize that you are a resource they should feel free to call upon. Your initial efforts at fostering open communication with the HR department may save you, and the company, headaches in the future.

## The importance of optics

Be conscious of the signals you are sending in the first 100 days. Every move you make is being closely watched — both explicit messages and implicit signals will have an impact. Know the communications settings that you are most comfortable in and play to your natural strengths. Use modern approaches in your communication, intimately intertwined with corporate culture.

## The checklist: 10 tips for building a strong team in a virtual and hybrid environment

- 1.** Increase the frequency of your communication and messaging through all available channels.
- 2.** Share with your team why you do what you do and ask your team members what motivates them about their work.
- 3.** Remember, your words are powerful. Ensure communication is deliberate, consistent and unambiguous.
- 4.** Create rapport in team meetings by starting with a personal check-in and sharing your experiences; be authentic.
- 5.** Identify opportunities for the team to collaborate and engage with each other. When hosting weekly town halls, provide the opportunity for questions so that employees feel heard.
- 6.** Overcome the “out of sight, out of mind” challenge. Balance organic relationship building with structured processes to ensure you are checking in, coaching and developing your leaders equitably. Schedule re-occurring check-ins and proactively evaluate your team engagement and performance metrics to understand if any specific cohorts of leaders are experiencing challenges.
- 7.** Encourage informal virtual interactions (coffee, lunch, happy hours, etc.) and join as a guest where appropriate.
- 8.** Alleviate anxiety around new work practices; ensure clear expectations around performance and what needs to be achieved.
- 9.** Get the most out of your meetings. Use the right forum for the right meetings. Staff updates and information sharing are better virtually, and interdependent work like decision-making and brainstorming can be more effective in person. Having a meeting agenda will help everyone involved prepare for the topics of discussion, stick to relevant matters and keep everyone focused. Do not treat all meetings as the same and do not hesitate to ask yourself do I need this meeting, or can it be accomplished in another way?
- 10.** Drive outcomes. Make sure your team metrics and incentives reinforce delivery of outcomes to ensure teammates do not over-value time spent working, which is sometimes more easily visible and quantifiable in a virtual setting.

## Point 8 — Best practices and lessons learned

### Be yourself

Letting your personality shine is an important component of building authentic, meaningful relationships. As legal departments are in some cases not closely embedded with business units, the social dimension of relationships can be instrumental in maintaining regular contact and building goodwill. Do not be afraid of expressing yourself and taking a genuine interest in the hobbies, passions and lives of your new colleagues. Share personal stories about your life and your experiences to demonstrate your openness and authenticity. Allow colleagues to relate to you on a human level, rather than solely a professional one.

### Set realistic and sustainable expectations

You will ultimately be judged by your results. You will need to capitalize upon efficiencies, achieve strategic objectives and drive complex legal processes, but do not oversell in what you can deliver right away. Change takes time. Where possible, under-promise and over-deliver.

### Know when it is time to act

Overly cautious behavior eats up time and models risk-averse behavior to your team. In other words, avoid “analysis paralysis.” Be decisive.

### Use resources

Remember that you are not alone. Spencer Stuart offers a range of leadership advisory services that can help smooth the path of a new General Counsel, kickstarting your time in the role. For example, Spencer Stuart’s proprietary cultural diagnostic and team effectiveness assessments facilitate the development of cohesive leadership teams and enhance leaders’ understanding of the corporate and legal team cultures. Further, Spencer Stuart’s leadership advisory specialists are experts in coaching General Counsel and senior leaders. We can help you design a program to navigate the complex issues you will face in your first year in any new General Counsel role, and at other inflection points on the road ahead.



Today’s General Counsel take on significant, complex roles, and we rarely see even the best leaders and thinkers ready to tackle them solo. Rely on Spencer Stuart, peer groups, coaches and, most importantly, your team. The leaders with the greatest impact and legacy are those who are able to work through and empower others.

Remember the African proverb:

*If you want to go fast, go alone. If you want to go far, go together.*



## About Spencer Stuart

At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to non-profit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning more than 70 offices, over 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment, employee engagement and many other facets of culture and organizational effectiveness. For more information on Spencer Stuart, please visit [www.spencerstuart.com](http://www.spencerstuart.com).

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