# The General (Communications) Counsel

**Law Department Management**

**Career Development**

## Cheat Sheet

- **Communication is key.** It is an essential part of any in-house counsel job, particularly for those in executive leadership positions.
- **No shortcuts.** Communication by in-house counsel needs to be relevant, accurate, and short — but complete.
- **Attention to detail.** The message needs to be comprehensible, answer all pertinent questions, and in the appropriate form.
- **Be responsible and timely.** In-house counsel need to take responsibility for what they write and time their communications to go out at just the right moment.

It must have been the summer of 2011. I was hopping around Europe with a group of senior executives that had flown in from our US headquarters for one of those typical 10-cities-in-five-days field trips. I had just had a big promotion and was sitting on a cloud. I was proud to finally be around the big kids without adult supervision.

We were in one of those windowless conference rooms at an airport chain hotel, sipping coffee, once again reminding ourselves where we were and what day it was. We discussed the state of the business in the country of the day, until suddenly, the most senior person in the travel party turned around, looked at me, and asked: “How do *you* think we should handle the situation in Russia.” I was glued to my chair. I had no clue what “the situation in Russia” was, let alone how we should handle it. I had just been made responsible for the country (and a few hundred others) a few days prior and

had been more focused on updating my email signature line than learning about the “situation in Russia.”

As a well-trained lawyer I, however, quickly fell on my feet (we are conditioned to always have an answer to everything). I started – what I thought was expected from me – explaining how we should deal with the “situation in Russia.” As one could predict, my answer was completely off topic and nonsensical. But I expressed my ideas so succinctly and with such assurance that anyone in the room who did not know about the “situation in Russia” probably thought I was a genius. Problem was, everybody in the room did know, so I had just left a pretty poor impression on the senior leaders of my company.

I broke the first of my own eight golden rules of effective communication: Do not speak unless you have something to say.

## Bread and butter

As lawyers, verbal and written communication is our bread and butter. Communication skills become even more important when you move up the corporate legal ladder. As a general counsel or senior legal leader, you cover such a broad field that you cannot be a specialist of everything.

In fact, you become a specialist of nothing, except being a legal leader. You rely on your team to be the specialists and to have the knowledge.

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If you are responsible for the legal affairs of a company with operations in 220 countries and head a team of 200 lawyers (or even a fraction of that), I can assure you there are a lot of things that you do not know. Therefore, an important element of your job becomes passing on information, also referred to as “communication.” You explain legal issues, risks, solutions, and opportunities to your peers and business leaders and you explain business priorities, strategies, and objectives to your legal team members. I spend a large part of my day digesting and repackaging information that others provide to me.

And so, by practicing the art of communication over the past two decades, making many mistakes, hitting a few brick walls, and mostly looking at how others communicate effectively, I developed a set of golden rules that I apply every working day. Some may appear novel, but most are outright common sense.

## 1. Do not speak now and hold your breath for later

If you oversee a sophisticated and large legal department, there is no expectation that you know everything. In fact, when you are in a leadership position, people expect that you don't know everything. Rather, they expect that you've surrounded yourself with people who know everything.

Often, in meetings or vivid email exchanges, I see people contribute to a conversation without having a clue. They mistakenly assume they are expected to contribute or feel they will look stupid if they don't. If you are in a senior position with a wide set of responsibilities, it's perfectly fine to say you don't know and that you have to talk to your team. Your boss and peers will understand — they have all been there multiple times themselves. Obviously, if the question was fairly predictable or comes up a second time, not knowing is not an option.

## 2. Five lines, one minute

Be brief. As a general counsel or senior legal leader, the people you interact with have no time to listen for hours or read a lengthy exposé on a specific topic. Or, to be honest, they have no interest. Time is generally a matter of priorities. They'd rather spend it on something else than you (no offense).

So it is critical that you learn to be brief, both when you write and when you speak. You will make yourself very popular by being brief. I like to apply the "five lines, one minute" rule. Anything can be shared in one paragraph or a one-minute verbal explanation.

Being brief does not mean that you should not be accurate or complete. On the contrary, everything you say or write needs to be true and factual and you cannot omit critical information. How you marry these apparent contradictory objectives is *the* question.

I like to see it as an art that comes with experience and training. Here's what I do: I write the entire thing down and then start removing words  without taking out substance. The message you want to deliver is that "the total claimed amount is US$15 million," not that "we have a claim for direct damages of US$10,062,021 and a separate one for US$4,054,999.02 in consequential damages." You have just reduced the number of words by half by going to the essence of the message.

I love mulling over a text and reworking it until I have it down to a five-line paragraph. Another good technique is working the other way round and starting by listing the key elements that are important, relevant, and need to be shared and then building those into a few short coherent sentences.

## 3. Keep it super simple

"Explain it to me like I am a five-year-old," is a cliché. But it's so true. I assume that most of you do not explain legal issues to five-year-olds often, but the point is that you have to put yourself in the position of your audience. If you are talking to your CEO, then you can use terms that are common for your business, but you will not use legal terms that are not commonly used between non-lawyers.

If your audience is a US-based board member and you speak about the legal system in Indonesia, you use equivalents that an American listener can relate to. A good example is the use of currency. Everyone will grasp the magnitude of an issue if the numbers are expressed in US dollars, UK pounds, or EU euros. The same will not be the case if you use Brazilian Reals, so don't mention Reals even if you are talking about Brazil.

I sometimes hear people say, this is complex, and I can't make it simple. I am convinced this is never the case. Everything can be made simple if you condense it to its essence. I have learned over the years that people who can't explain something usually do not understand it themselves. Let me rephrase that: I have learned that if I don't understand it myself, I can almost certainly not explain it to someone else.

I sometimes spend hours with my team trying to fully grasp an issue, to then turn around and explain it to someone in under one minute, without taking any essential information away, or compromising on the accuracy of my message. So, it all starts with understanding your topic and using terms that your audience can relate to.

## 4. Don't write a contract

Your update to the CEO or CFO is not a contract or a legally binding text. When you refer to your business in a specific country, you don't need to use the line-long legal entity name. You can simply refer to your business in that country because pointing out the exact legal entity is irrelevant to the message you are trying to convey. You simply want to geographically situate the issue you are reporting on. There's also no need to define terms as you would do in an academic paper or a contract. If you write the *Commission for Conciliation, Mediation, and Arbitration* in your opening sentence, everyone will understand what you mean if two lines down you simply write that "the Commission will be deciding shortly."

## 5. No pregnant sentences

My first manager at my current company used to refer to a sentence that begs more questions than it answers as a "pregnant sentence." Do not write something that only causes the reader to have more questions, or even worse, be alarmed unnecessarily. If you write that your company has exposure, the reader will want to know whether it is big or small, real, or remote, or – at least – that you don't know yet. If you write that a warehouse collapsed, the reader will want to know whether anyone in the building was hurt.

## 6. Own your position

When you express an opinion as an in-house lawyer, at any level, you need to own it. You should never hide behind outside counsel. I will generally not accept that one of my team says to someone outside the legal department that "outside counsel" has opined that a risk is remote. I want them to write that they (or the legal department) believe the risk is remote. Either we trust our chosen outside counsel with providing an accurate assessment or we need to replace them.

Obviously, this is different when communicating between lawyers. When I get a briefing from my team, I will want to understand what the basis is for them taking a certain position. But even then, I want them to stand behind the position and own it.

## 7. Substance does go with form

Grammar, spelling, and punctuation matter. This is an important point for me, not because I am pedantic about a missing comma, or one instead of two spaces behind a period at the end of a sentence (!). Grammar, spelling, and punctuation are important because the credibility of your message can stand or fall with the way you present it. It's not different from you being more

comfortable with a doctor giving advice in a neat white gown, than one wearing a “been there, done that” T-shirt from their last holiday.

You want your audience to take you seriously. Form does not go over substance, but substance cannot go without form. If what you write is very important, ask someone to proofread it. If you’ve worked on your five lines for two hours, chances are you know every word by heart, but you are probably also overlooking an embarrassing typo. And oh yes, “u” is a letter in the alphabet and not a reference to the person you are addressing.

## 8. Load, aim, shoot — or hold

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The timing of communication is probably the hardest of the golden rules to apply in practice. I could write a whole separate piece about the politics of communication. Information is power and all of you who operate in complex organizational structures will understand how difficult (or impossible) it can be to communicate critical information and keep everyone happy at the same time. But that’s not the topic of this article.

Instead, I want to address how the timing of communication can be a real headache. If you communicate too early, you may not have all the information and risk raising issues unnecessarily or inciting a ton of needless questions. If you communicate too late, you risk being overtaken by other sources, and the people that rely on you for information are taken by surprise, or worse, are misinformed.

The issue of timing has become more pronounced with social media, Microsoft Teams, and other internal messaging systems and just generally the speed at which news is reported. For a company like the one I work for, it has become a nearly impossible task to get information about a catastrophic event to your CEO before he or she picks it up in the media. When I started in this profession 24 years ago, there was time to gather and analyze facts, consult the people who have the information, write things up in a memo, and fax it to the head office the next day.

Today, information travels around the globe faster than you can type it, even with the speed-of-light-iPhone-typing skills of my teenage children. This new reality requires that we communicate more, quicker, and briefer. We often end or begin our communications with “this is an evolving situation,” “we are still reviewing,” “we will update you as we learn more,” and that’s OK. This rule probably embodies all of the other rules: informed, short, simple, but accurate and quick communication.

## "I don't know, but I can find out"

Being a quick learner, I became a specialist on the “situation in Russia” in the days following that meeting in the summer of 2011. Unfortunately, I was never asked about it again. I did share my Russia story many times over the past years when coaching members in my team as they rose up the corporate ladder. I must also admit that when interviewing candidates for a job in the company or an internal promotion, I sometimes ask a question that I know they can’t answer, just to see how they react. Needless to say, the people I’ve hired or promoted in the past 10 years all answered that they did not know about the “situation in Russia,” but that they could find out for me.

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