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# DOCKET

*INFORMED. INDISPENSABLE. IN-HOUSE.*

## **Small Law: Be That Kind of Sidekick**

**Law Department Management**



One of the biggest challenges we all face as in-house counsel is getting out of the way. As we accumulate knowledge and expertise, we also unknowingly accumulate mental baggage. This baggage affects how we think and approach problems.

Law school trains us in the fine art of issue spotting — looking for all the risks and potential legal pitfalls in a given scenario. Recognizing the hazards and dangers that may lie in the road for our clients is a necessary and valuable skill. But an equally — and perhaps more valuable skill — is finding a way for our clients to stay on the road and reach their desired destination.

A company executive reminded me of this after a conference call with outside counsel. After we hung up the phone, he turned to me in frustration and said: "Is this what law school trains *all* attorneys to do: tell me what I can't do instead of what I can do?"

## **Preventative law**

I can sympathize. Working in-house, I attempt to practice preventative law: establishing policies and procedures that reduce the potential for legal liability.

Unfortunately, it can become too easy, even habitual, to let policies become a rule instead of a guide.

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Preventive measures can end in stifling business creativity, innovation, and even progress.

Unfortunately, it can become too easy, even habitual, to let policies become a rule instead of a guide.

Clients need us to be part of the problem-solving and find a way to keep them moving forward. Sales, engineering, and product development departments may be commonly characterized as innovative, but nothing should stop legal from engaging in creative solutions as well. It is not only beneficial but necessary for attorneys to exercise creativity in advising our clients.

When presented with a business landscape fraught with rough terrain, instead of counseling our client to turn back, perhaps we pull a page from the entrepreneur's playbook and figure out a way to navigate that road — knowing that we will most likely have to make some repairs along the way.

## **Having skin in the game**

The number one thing that a CEO needs from in-house counsel is for that counsel to have the CEO's back. As attorneys, we are qualified to not merely spot the dangers but to navigate ways around them. No one else in an organization has our training or skillset to serve leadership the same way.

You can be a hand-wringing naysayer listing all the reasons why something shouldn't or can't be done, keeping your skin out of the game. Or you can stand shoulder-to-shoulder with the C-Suite, realizing that you had skin in the game the minute you accepted the job.

Two examples come to mind.

In the 2005 movie [Sahara](#), Al Giordino (portrayed by Steve Zahn) has the following exchange with Dirk Pitt (Matthew McConaughey):

*Dirk Pitt: We need to find that bomb.*

*Al Giordino: No. I'll find the bomb. You get the girl.*

*Dirk Pitt: ...Deal.*

And, in J.R. Tolkien's [Lord of the Rings](#), Samwise Gamgee trudges beside his friend Frodo as they persevere in their mission.

Having survived numerous battles and attacks, Sam turns to Frodo sympathetic to the burden Frodo

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bears and says:

*"I can't carry it for you, but I can carry you."*



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Some people think Sam is the real hero of Lord of the Rings.

Hazards are unavoidable and no endeavor is risk-free. Even if we work diligently to keep our policies up to date, review contracts with a fine-tooth comb, and stay current on legal developments, we could still hit a bump in the road. We may even end up with a proverbial flat tire or worse — a breakdown.

Unforeseen events occur and at that point, what our clients need are confident, loyal partners. They need people with the training, skills, ability, and commitment to "fix the tire" and make the deal happen, launch the product, or even in the spirit of a great sidekick – find the bomb, diffuse it, and complete the mission.

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