



5 Ways In-house Counsel Can Influence the Right Tone at the Top

Compliance and Ethics



The stewardship, clear thinking, and insight that the general counsel brings to the CEO has never been more critical. We need to react quickly — without reacting thoughtlessly. In a crisis, organizations tend to fall into fear-based decision-making and message a push for profit at all costs that can lead to brand damage, legal risk, key talent departures, and regulatory enforcement when business goes bad.

Below are five things you can do right now to equip you in fulfilling your trusted advisor role, on good days and bad.

1. Exert your influence in the C-suite

To ensure legal counsel is a priority for your leadership team, you need mindshare. Do they listen to you? Are you asked to advise on relevant key decisions? The executive team needs to view you as an equal business partner critical to the organization's success.

To exert influence, you must have a solid relationship with your key stakeholders. Your boss, peers, team, and core internal customers are critical to your ability to influence actions, investments, and messaging across your organization. Based on behavioral research, [you must first connect and listen to other people](#) — *before* they will listen to you. People won't be influenced by you if they don't feel you are a partner.

Conduct a quick self-audit of your relationships to assess whether you have a strong influence network and evaluate how much influence you currently have in your role:

- Write down the top 10 people who help you get your job done. For each person, grade them from 1 to 5 on how much you depend on them. If someone is critical to you getting your job done, give them a high score. Think broadly — include factors such as mentoring, daily work support, moral support, and organizational power/authority.
- Then, for each person, grade them on a scale of 1 to 5: How they would rate you on the same factors? How much do they depend on you (give it your best guess)?
- Audit your results. Are there any red flags? For example, **are you taking more value than you're giving to your key network (i.e., you rate them more highly than they rate you)?** Is your list diversified, or is it overly concentrated in one department, geographic location, or team?

Based on your results, consider whether you need to improve your influence scores. Where you're out of balance, consider meeting more frequently 1:1 to learn about and help them reach their goals.

2. Focus on the key priorities

Very few businesses have been untouched during the global crises of the past several months. If you haven't already, update your legal department's strategic plan to ensure that you are matching resources to your business' activities and risk profile — which shift and can spike in crisis.

For example, an increase in the need for remote work will increase privacy and security concerns, disrupted supply chains may heighten corruption concerns, and there is increased risk of fraud and pressure to cut corners to make numbers and keep companies profitable.

You may be thinking, at the same time you have risks increasing, your resources tend to be reduced — leading to a perfect storm. So, what are in-house counsel to do?

I strongly recommend taking a long view. We've never had the resources we've needed to prevent all legal risks. And while a few industries may experience a windfall of growth (and those should continue to grow their investment in proactive risk mitigation), most companies suffer in crisis by definition. If your C-suite colleagues are making cuts, legal will be expected to do its share.

Verify your priorities and pick your top three areas of focus. It's always important to do, but especially when everyone is cutting back, you run the risk of making everything seem urgent if you have too many priorities.

Eventually, your requests will become background noise. As one Fortune 500 CEO put it to me recently, "I know legal is important, but it's only 20 percent of what I need to worry about."

It's a common perspective I hear from the executive team. Attorneys sometimes make everything seem urgent, which may, in a CEO's view, reflect an inability to prioritize.

To avoid being viewed as out of touch or not a team player, keep it simple. Consider where you could potentially cut back without sacrificing essential functions and be ready with your "crisis plan" (e.g., temporary cutback) proposal.

For example, one of my clients recently negotiated with his executive team to delay a major regulatory compliance implementation by six months in exchange for an airtight promise that it would be in next year's budget. Have like this plan in your back pocket so if cost reductions are necessary, you can be proactive and ensure you have a voice in the decision.

3. Make a clear business case

Once you've established your influence and priorities, it's time to advocate for them. Engage your key stakeholders in a discussion of your core strategy and [incorporate their feedback and concerns](#), with the ultimate goal of gaining their sponsorship (especially the CFO — keeper of the corporate purse, and HR — critical steward of corporate culture).

Place the organization's legal and compliance priorities in the context of the overall business strategy. Stay abreast of industry news, emerging risk, and how your compliance priorities will enable your business to focus on execution without the negative disruption from costly litigation, regulatory, and reputation risk actions.

To substantiate your business case, where helpful, leverage some of the new US regulatory standards issued last year, that focus scrutiny on workplace culture, middle management, root cause analysis, and dedicated resources.

When presenting and communicating your plan, make sure you speak and write concisely and in words that your stakeholders value. Mirror the language your executive team uses and avoid legal jargon.

Companies that have not had a crucible legal and compliance moment (e.g., major litigation or major regulatory enforcement action) often lack the depth of experience to simply heed your warning at face value and provide support. They need convincing.

One client I coached had a rough start with her executive team. A global expert on mergers and acquisition strategy, she was brought in to transform the company's due diligence approach. By the end of her second year on the executive team, her business results were phenomenal by any standards — but her relationships were scorched and colleagues resisted working with her.

I was brought in as her coach, and through interviews, discovered she had not taken the time to build relationships with her stakeholders (mostly engineers who had been with the organization for more

than 20 years). Together we created a communication and engagement strategy to educate all relevant people in the organization on her due diligence method and how these changes would benefit the organization.

Her efforts paid off: Employees felt respected like partners, more readily gave her the information she needed to vet the deal, and anxiety was significantly reduced on both sides.

Sharing the business case is critical to efficient execution — to enlist support, you need to explain why it's important, how it will help, and understand how you are viewed. Give colleagues the big picture.

4. Attract followers to your message

In a crisis, it's exceptionally valuable to be the inspirational leader who everyone wants to follow. In our legal roles, it's critical because we know that to have an ethical culture, the message needs to be carried forward and implemented by frontline management. Frontline employees are most impacted by how their [direct manager assigns tasks](#) and evaluates performance.

To inspire others, do two things. First, share a clear, concise message that ties to your purpose as an organization using your key priorities and business case. Then, ask yourself: What problems do customers pay you to solve, and how is ethics a part of your brand promise? Employees need to connect with meaning in their work.

An important element of attraction is maintaining gravitas. [Be aware of your presence](#), its impact on others ([emotions are contagious!](#)), and stay centered in the storm. You want to be the calm presence everyone gravitates toward.

Gravitas can be cultivated and nurtured. While we all experience stress in difficult situations at one time or another, recognize that you can't control what happens — only your reaction to it. Choose to be the clearheaded, calming voice of reason. And in times of extended crisis, publicly maintaining gravitas for long periods requires a foundation of mental fortitude and resilience.

Commit to a personal strategy for refreshing your energy reserve through a [deliberate practice of self-care](#). Get up and move between meetings, take a lunch break with your partner or kids, cuddle with your cat, listen to favorite music. Set healthy limits for you and your team — don't allow your flow to get sapped from too many meetings.

5. Lead with gratitude

Find the heroes — the employees doing the right thing when no one is watching — and show appreciation. Really look. Too frequently with my clients, I run into executives who genuinely find attorneys difficult to relate to.

We are trained to find everything that is wrong in a situation. We are sometimes blind to the fact that the impact this approach can have on others who do not share this professional mandate.

When you [lead with gratitude](#) and focus on positive intent, it demonstrates an intent to be helpful — and this helps others align with your leadership.

Conclusion

These are times when our leadership is needed — and will likely be tested. Having influential partnerships, maintaining focus on a few key priorities, negotiating tradeoffs when necessary, inspiring employees, and staying positive are the keys to success.

Takeaways

- In times of crisis, it's critical for organizations to make sure that law and ethics are an integrated part of the business sustainability strategy.
- Legal counsel need to work in partnership with colleagues to be effective, and influence starts with investing in key relationships.
- In times of operational cutbacks, the law department may need to establish a few key priorities and align those with a solid business case.
- It's critical to have a purposeful message that is carried through the organization, one that attracts, inspires, and expresses gratitude for what is being done right.
- By working on these five key areas, in-house counsel can work to ensure that their organization moves forward lawfully and ethically.

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An attorney and former Fortune 500 executive, Amii Barnard-Bahn is an executive coach and consultant who specializes in accelerating the success of Fortune 500 corporate legal executives and their teams at companies such as Adobe, FedEx, AbbVie, and The Gap. Ranked the #1 Global Thought Leader for Careers and in Law by Thinkers360 and a LinkedIn Top Executive Coaching Voice, *Forbes* calls her “one of the top coaches for legal and compliance executives.”

Prior to establishing her coaching consultancy, Barnard-Bahn served as Chief Compliance and Ethics Officer at McKesson US Pharmaceutical, Chief Administrative Officer of the California Dental Association, and Chief Human Resources Officer at River City Bank.

A contributor to *Harvard Business Review*, *ACC Docket* and *Compliance Week*, Barnard-Bahn guest lectures at UC Berkeley, is a Fellow at the Harvard Institute of Coaching, and is a frequent international speaker and media resource for workplace culture, business ethics, and effective leadership. She earned her JD cum laude at Georgetown, is a member of the California State Bar, and holds a Professional Certified Coach (PCC) certification. She is a member of Marshall Goldsmith’s 100 Coaches, and the creator of the Promotability Index® career toolkit.

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