



Mid-Atlantic

For and about General Counsel

An **ALM** Publication

DECEMBER 2010

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From Putting Them in Their Place to Helping Them Find Their Place

Flowers' Career Spans Nonprofits, the EEOC, Corporations and now Human Resources

BY JENNIFER GILL KISSEL

As a student employee at UCLA's law library, Wanda Flowers filed books in the stacks, riffling pages to scan for loose papers, rips and pencil marks. The young woman from Jacksonville, Fla., who as a child would race to her community bookmobile to return her well-thumbed but lovingly cared-for borrowed volumes, was horrified to find that students were slicing pages out of the law books.

Now 61, with three decades of experience as an attorney and legal counsel for nonprofits and corporations, Flowers is glad she looked past such ignominies to focus on her purpose of studying law to help others. Her self-assurance and values ingrained by parents who above all stressed honesty ("My mother would say a liar will cheat and steal and kill,") have buoyed her in a profession that has given her immeasurable satisfaction.

But to the young, idealistic woman dreaming of changing the world, those book-defiling acts exempli-

fied her growing concern over a decision to leave behind four years of teaching English at Florida Community College to pursue a legal career. Her credentials were there: high school National Merit semifinalist; number one in her Bethune-Cookman College class in English; fellowship for her masters in English at Florida State University; applied to and accepted at five law schools (she saw UCLA play in the Rose Bowl and thought it looked like a nice place);

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articles editor for UCLA's *Black Law Journal*.

Her concern was in compromising her values.

"I thought from the very beginning, 'What have you gotten yourself into?'" Flowers recalled. "I thought law school was a place where when you get out, you help people." Instead, she said, too many young lawyers graduate "feeling damned" in their profession.

"My philosophy is that in this profession, the only things that matter are your reputation and integrity," Flowers said. "Humans need to feel respected; I try to bring that to every position. I decided a long time ago that if I couldn't, it would mean job dissatisfaction."

The same conscience that whispered in Flowers' ear in the library's musty stacks counseled her through a long and gratifying career. It accompanied her on her journey back to Jacksonville, armed with a law degree and a determination to make a difference.

In Jacksonville in 1979, she said, "Everyone needed money. I was only making \$15,000 a year as a legal aide. People had problems I couldn't stop. I was poor, they were poor — it all seemed hopeless."



Photo by Nanette Kardaszski

JENNIFER GILL KISSEL is a freelance writer and editor in Pittsburgh. She is also assistant editor of *Western Pennsylvania History* magazine.

At one point, Flowers went to trial to defend clients who were being evicted. "No one thought I would win," she said. "But I believed in myself, and I won."

That belief in her abilities and her refus-

al to compromise her integrity guided Flowers through the next 20 years while working at nonprofits. From 1981 to 1983, she advocated for working women as a counsel to 9to5 National Association of

Working Women in Philadelphia, then for 17 years she litigated (and supervised other lawyers litigating) employment discrimination cases as an attorney with the Equal

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comings & goings

NEW ADDITIONS

For the first time in its 140-year history, **Stevens Institute of Technology** will have a general counsel. **Kathy Schulz**, formerly the associate general counsel at **Yale University**, has been named the Hoboken, N.J., school's vice president, general counsel and secretary.

Schulz will report to the president and board of trustees for a school that boasts nearly 6,000 combined undergraduate and graduate students. Prior to her post at Yale, Schulz served as associate general counsel at New York University for 14 years. She also spent time as a corporate lawyer with Debevoise & Plimpton.

The school's new top in-house lawyer has experience with providing counsel on transactions, technology transfer, and intellectual property issues. She also has advised on formulation and interpretation of university policies; compliance; tax and community relations issues; gift and grant transactions; and insurance and risk management.

Higher education institutions face a variety of legal issues, Schulz told CorpCounsel.com, a *GC Mid-Atlantic* affiliate, adding that the "complexity and range of these issues has dramatically expanded during my sixteen years of practice in higher education."

Schulz, who graduated from Yeshiva University, Benjamin N. Cardozo School of Law in 1987, was hired after a nationwide search led by the Princeton Legal Search Group's president, David S. Garber.

Michael Marino has joined Conshohocken-based pharmaceutical company **NuPathe Inc.** as vice president, general counsel and corporate secretary. Prior to joining NuPathe, he was a senior associate in the corporate law department at **Morgan Lewis & Bockius** in Philadelphia. While there, he advised both public and private companies in connection with securities offerings, financings, mergers and acquisitions, strategic partnerships, SEC compliance, corporate governance, and other corporate matters. Previously, Marino was an associate in the corporate law department at WilmerHale in Boston and an auditor at Arthur Andersen LLP. He earned a B.S. in accountancy from Villanova University and his J.D. from Boston College Law School.

NuPathe Inc. is a specialty pharmaceutical company focused on the development and commercialization of branded therapeutics for diseases of the central nervous system, including neurological and psychiatric disorders. NuPathe's most advanced product candidate, Zelrix(TM), is a transdermal patch for the treatment of migraine.

HONORED

For the second time in three years, the **Delaware Valley Chapter of the Association of Corporate Counsel**

(**DELVACCA**) was selected by the **Association of Corporate Counsel (ACC)** to receive its Large Chapter of the Year award.

The national award recognizes the ACC chapter that exhibits overall excellence in meeting member needs, providing quality educational and social events, and demonstrating leadership.

DELVACCA's breadth of continuing legal education (CLE) programming, its innovative social events, pro bono and community service activities and strong board and committee leadership were highlighted as reasons behind the award for excellence.

In 2007 the chapter received the prestigious award for Excellence in Programming, followed by its first Chapter of the Year award in 2008.

The official presentation of the award was made by Fred Krebs, president of the ACC on Oct. 24 at the ACC's annual meeting in San Antonio. Krebs will present the award locally to DELVACCA at its new Officer/Board Member Installation luncheon on Dec. 14 at The Union League of Philadelphia.

EVENTS

Domenick C. DiCicco, executive vice president and general counsel of **Esquire Solutions** and assemblyman for the state of New Jersey, has been selected to speak at the 2010 National Thought Leader Summit, sponsored by the **Foundation for Fair Civil Justice (FFCJ)**. DiCicco, along with other speakers, were scheduled to discuss recommendations to reshape public policy in order to stimulate heightened entrepreneurialism and innovation, while protecting public interest.

The summit, held Nov. 30 through Dec. 2 in Atlanta, addressed both state and federal liability laws and regulations, which impose increased costs and risks to entrepreneurs due to fear of lawsuits. Organizers hope the summit will provide seven to 10 broad strategies state government can adopt to improve America's economic climate.

Mark your calendar to attend the last of **DELVACCA's** quarterly **Women Lawyer Breakfasts** for 2010. The topic of this one will be "Overcoming Challenges, Achieving Success." The breakfast will be held from 8 to 9:30 a.m. at the offices of **InterDigital Communications**, 781 Third Avenue, King of Prussia, PA 19406.

The cost to attend is free for DELVACCA members and \$25 for non-member women in-house lawyers. To register, go to <http://delvacca.acc.com> and click on the red "Register Now" button. For more information, contact Chris Stewart by phone at 215-295-0729 (for questions only) or via e-mail at delvacca@acc.com (for questions and cancellations only). Cancellations are required to give 48 hours' notice. •

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Study Finds In-House Salary Increases Decreasing, But Does It Matter?

BY ZACK NEEDLES
Of the Legal Staff

The past few years have seen dramatic shake-ups in private practice, including mass layoffs and significant salary cuts. The recession has made a rough go of it for many attorneys practicing in law firms, but has it been any easier on in-house counsel? Certainly, the economic downturn has forced in-house lawyers to stretch progressively thinner legal budgets while still retaining quality outside counsel.

In addition, a recent study by Hildebrandt Baker Robbins found that the rate of base salary increases for in-house legal counsel continues to decrease.

Between 2004 and 2008, the survey found, the average annual base salary of in-house lawyers rose 5 to 6 percent, but 2009 saw only a 3.4 percent increase and the 2010 increase was only 2.6 percent.

On the other hand, popular belief in the legal community in recent years has been that in-house jobs are much more stable than law firm jobs.

And, according to several recruiters, demand for those positions is high.

“Our experience is that the vast majority of attorneys want to segue to an in-house role at some point in their careers,” said Deborah Z. Thompson, managing director in the in-house practice group of

Major Lindsey & Africa’s Philadelphia office.

So is in-house the place to be right now?

THE PROS

Robert Nourian, managing principal of recruiting firm Coleman Nourian, said it’s true that in-house base salaries have not been increasing with the speed they had been pre-recession.

“But that’s just business in general,” he said. “Law firms haven’t been bumping salaries either.”

In fact, he said, cash compensation levels are comparable among high-level in-house lawyers and high-level law firm partners.

And while the base pay for in-house lawyers tends to fall short of the salaries of outside counsel with similar experience, there are additional forms of compensation that often make up the difference.

“Companies often have a restricted stock component that they give annually to mid- and senior-level in-house lawyers,” he said. “That’s pure value right there. As long as the company’s stock stays above zero, there’s value.”

According to Nourian, those equity grants “can really add up” over time.

Recruiter Louise Hamburg of Edge Consulting, which focuses exclusively on placing lawyers in-house at pharmaceutical, biotechnology, medical device and

chemical companies, had a similar take.

“At a law firm, you’re lucky to get over \$10,000 in bonuses, even if you’re making your hours,” she said.

But in-house attorneys often receive bonuses of up to 25 percent of their salaries, Hamburg said.

There are upsides beyond compensation as well.

Nourian said in-house work is a “natural fit” for attorneys who aren’t necessarily interested in or adept at being salespeople.

“At the highest level of success [in private practice], you also have to be a business generator,” he said.

“Not everybody who went to law school has that natural ability and many aren’t comfortable with it.”

Nourian said he’s also heard from many in-house lawyers that they’re more engaged in the work they do since their clients are also their employers.

“What we hear consistently is that people say they feel much more a part of the beginning, middle and end of long-term projects for their employers,” he said, adding that in-house counsel are often considered business partners

and are “much more integral in terms of identification of goals and strategies for how to get there” than outside counsel.



Salary continues on GC10

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Cost Becoming Less of a Concern for In-House Counsel

Change Could be Result of Rate Discounts and Alternative Fee Arrangements

BY GINA PASSARELLA

Of the Legal Staff

High costs are still far and away the biggest bone of contention in-house counsel have with their outside lawyers, but there are a number of factors that show rates are becoming less of a concern than in the past.

In *GC Mid-Atlantic's* latest annual GC Satisfaction Survey, 58.5 percent of chief legal officers from across the region tagged high costs as their biggest complaint about outside counsel. That is, however, significantly less than the 72.7 percent of respondents who felt the same way in 2009.

The change could reflect growing satisfaction with law firms' willingness to offer either reduced rates or alternative fee arrangements.

While none of the respondents in 2009 felt their outside lawyers demonstrated a lack of responsiveness, 9.4 percent did this year. And those complaining their attorneys were reactive rather than proactive rose from 7.3 percent in 2009 to 11.3 percent in 2010.

When choosing their outside lawyers, 75 percent of general counsel ranked expertise as most important. Responsiveness was also selected by 51.1 percent of respondents as being a top priority for selecting lawyers. The bulk of respondents, or 46.8 percent, ranked rates as the second most important factor. Only 21.3 percent ranked rates as most important, down from the 40.4 percent who felt that way last year.

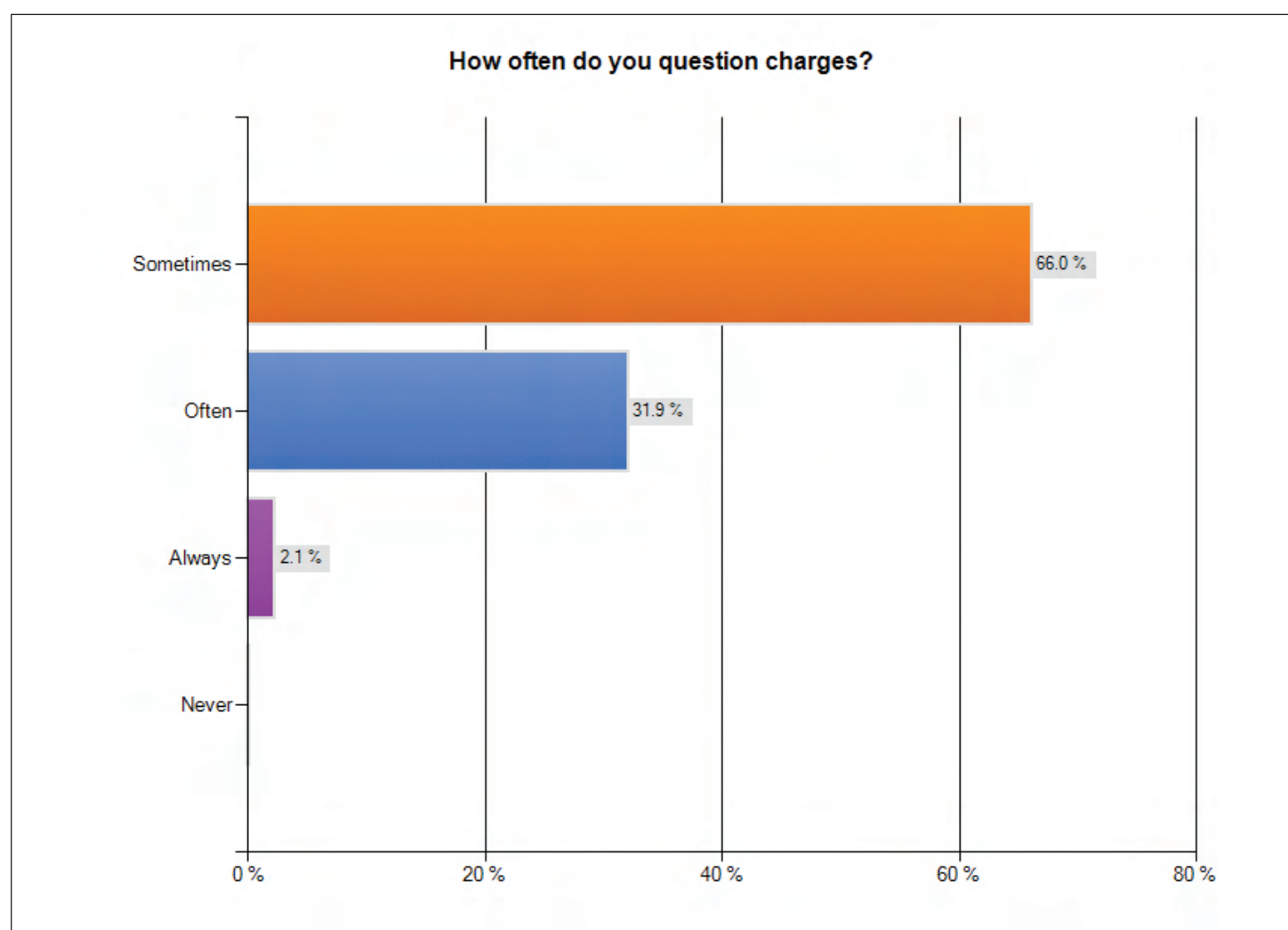
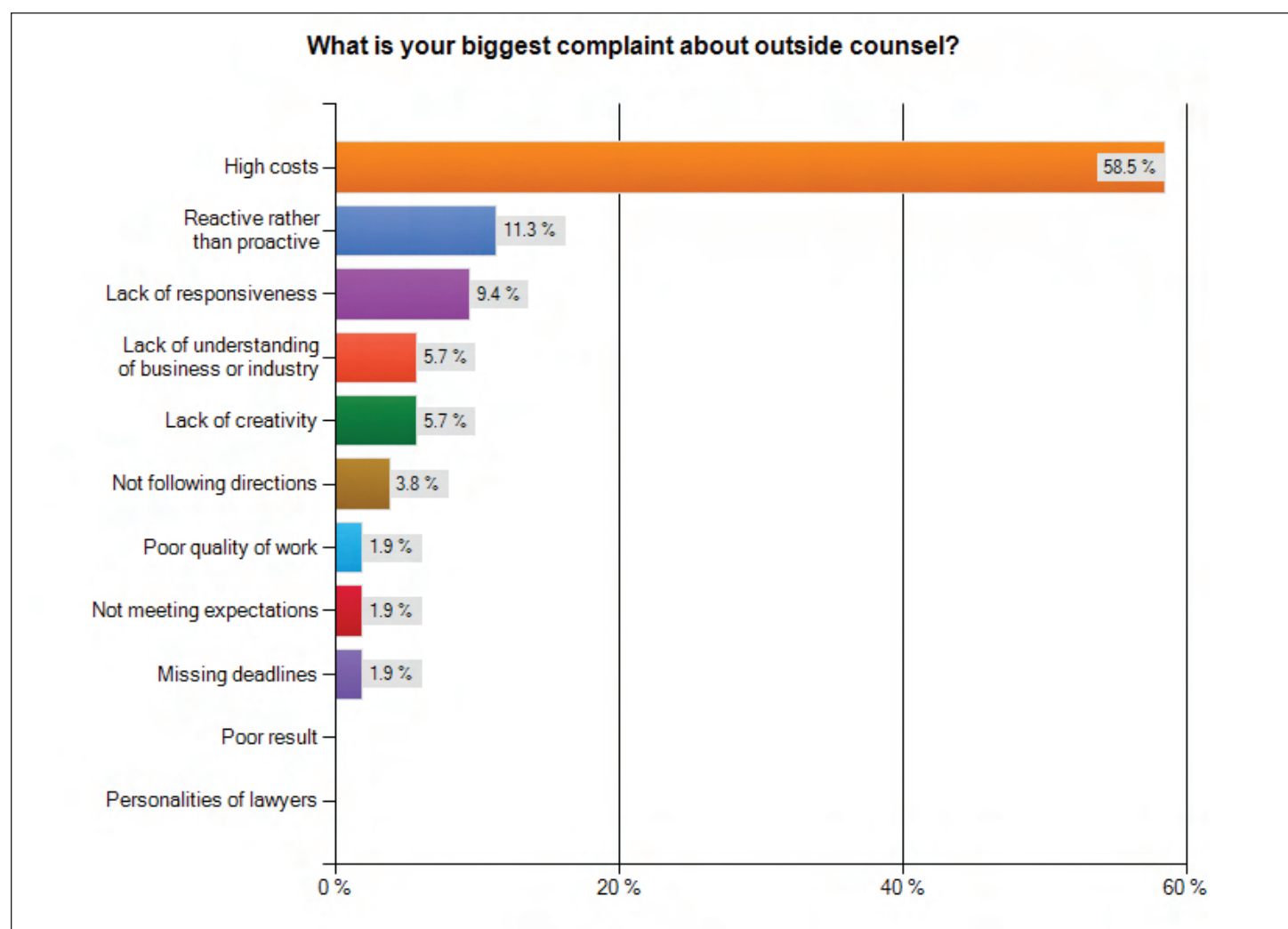
In another example of the decline in the importance of rates, 54.5 percent of respondents said high rates were the most annoying thing about billing, but that is down from 72.9 percent who responded the same way in 2009.

General counsel don't seem to be worried about billing cycles or even a lack of alternative billing methods. They did, however, show annoyance with overhead allocation, charges for bill review, inefficiencies and overstaffing.

There was an increase year over year from 60.8 percent to 66 percent of respondents who said they sometimes question charges. About the same number — nearly 32 percent — said they often question charges, only 2.1 percent said they always do and none of the

GC Satisfaction continues on GC7

GINA PASSARELLA is a senior reporter for *The Legal Intelligencer*, a publication affiliated with *GC Mid-Atlantic*. She can be reached at GPassarella@alm.com.



GC Satisfaction

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respondents said they never question charges.

Slightly fewer respondents than last year, or 60.9 percent, said they think the rates they are charged by outside counsel are about the same as the rates of other firms. Thirteen percent said they thought their rates were more expensive, a rise from just 2 percent last year who felt the same. More than 28 percent thought they were being charged more economical rates, down from 38.8 percent who said the same last year.

General counsel don't sit around thinking all bad thoughts about their outside counsel. They had lots to say when asked what areas they were most satisfied with.

Some of the praiseworthy qualities mentioned about their successful outside counsel were: responsiveness, business acumen, providing analysis, keeping in-house counsel apprised of developments, collaboration, creative thinking on litigation strategy, cost-effectiveness and the ability to listen and execute a specific strategy.

MANAGING THE MATTER

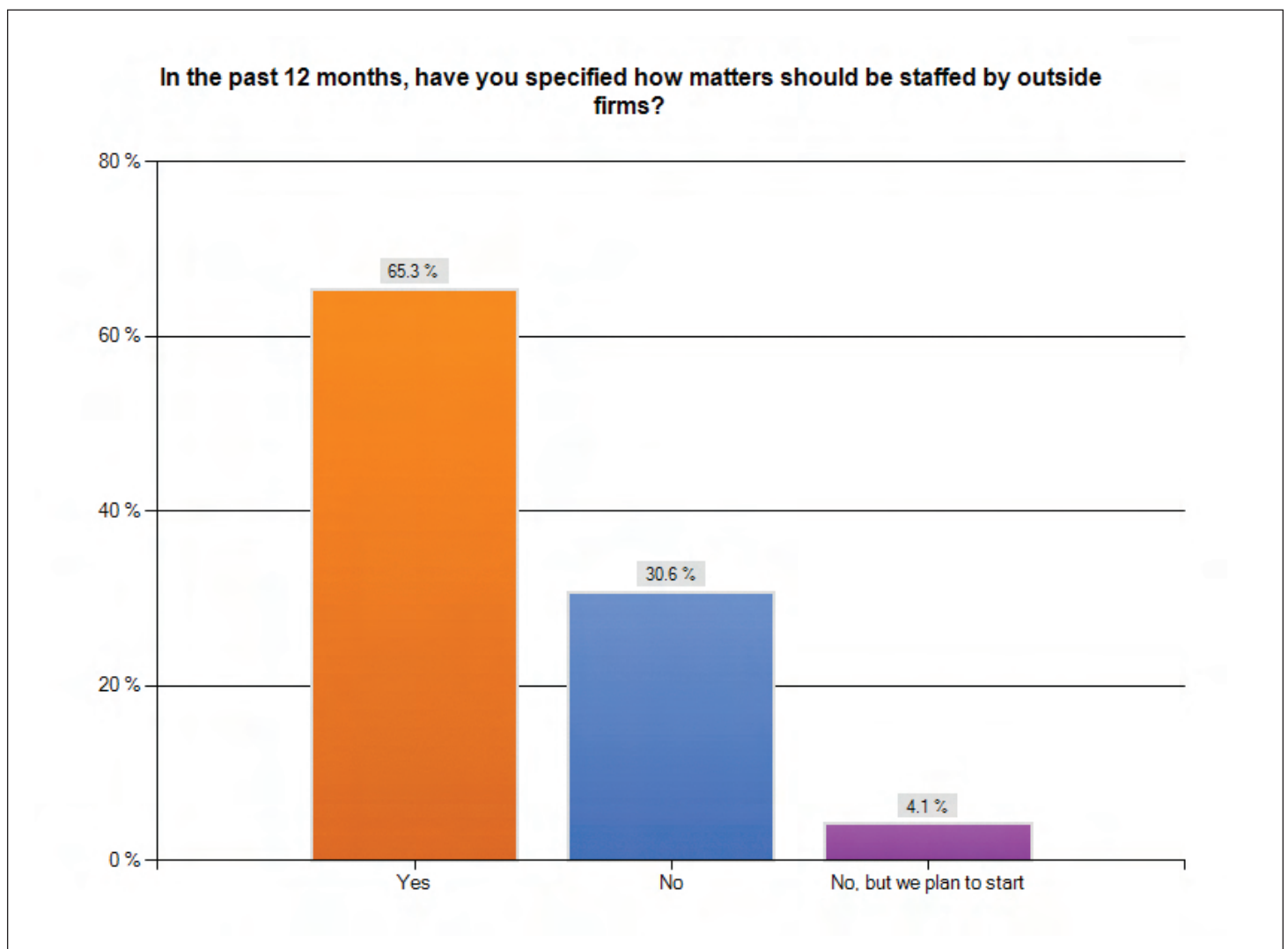
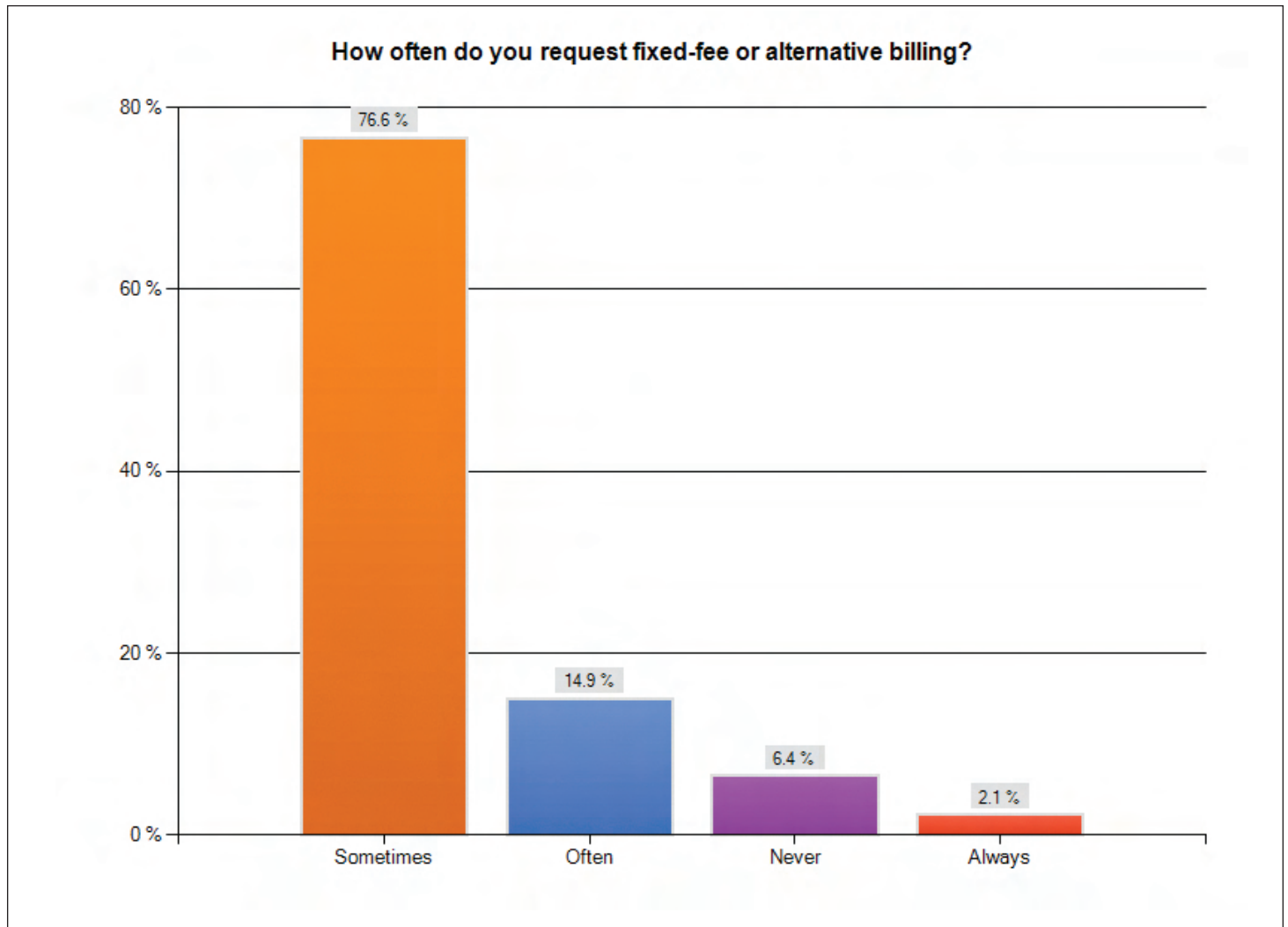
For the first time, *GC Mid-Atlantic* asked whether general counsel had specified in the past 12 months how matters should be staffed by outside firms, and 65.3 percent of respondents said they had. Another 4.1 percent said they hadn't, but planned to start.

For those who do, or plan to, dictate how matters are staffed, 75.8 percent selected the impact on cost as a reason for doing so. Forty-five point five percent also chose the impact on outcome as their main reason, and 33.3 percent will do so because of the impact on experience. One respondent said he or she would dictate staffing because of its impact on diversity.

It would seem that more general counsel are at least sometimes asking for alternative fee arrangements than they had in the past. Of the respondents, 76.6 percent said they sometimes ask for fixed-fee or other alternative billing mechanisms, which is up from 62 percent in 2009. Last year, 16 percent said they never asked for such arrangements. That number dropped to 6.4 percent in 2010.

Fewer respondents, however, are always or often asking for alternative billing methods. Just 2.1 percent always ask, which is down from 4 percent, and

GC Satisfaction continues on GC8



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GC Satisfaction

continued from GC7

14.9 percent often request such arrangements, down from 18 percent last year. But when it comes to five years ago, 73.3 percent of respondents said they were requesting alternative fee arrangements more frequently now than they did then. And 68.1 percent said firms are offering those arrangements more now than they did five years ago.

INTERNAL OPERATIONS

The trend of bringing more work in-house continues, as 70.4 percent of respondents said they have chosen to do so over the past five years. That is up from 64.8 percent who said the same in 2009 and 44 percent in 2008.

Economic conditions are by far — at 76.3 percent — the biggest reason for bringing more work in house, whereas unhappiness with outside counsel was selected by just 15.8 percent of respondents.

GC Mid-Atlantic began this year to inquire about contract attorneys brought in to work on certain projects, and 64.8 percent of respondents said they did not bring in any in the past 12 months. It also seems like there wasn't much hiring or firing going on at the bulk of legal departments across the region in the last year.

Sixty-six percent of chief legal officers said they neither hired nor laid off attorneys in the last 12 months. Just under 6 percent said they both hired and fired lawyers. Nearly 19 percent of respondents hired attorneys and 9.4 percent fired them.

DIVERSITY AND HIRING DECISIONS

This year's survey results show more emphasis being placed on diversity by chief legal officers.

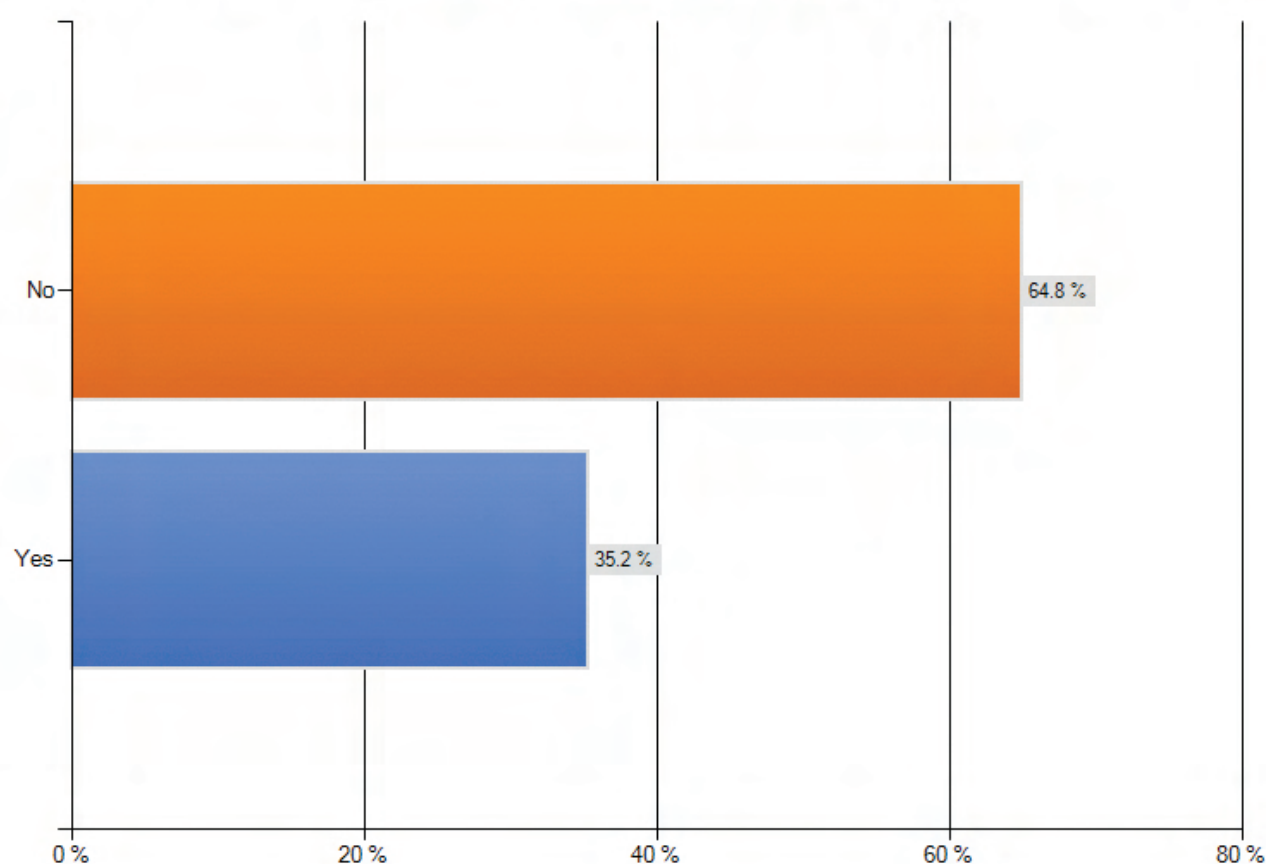
When asked how much gender and ethnic diversity of outside law firms matter to them, 46.2 percent said it is somewhat important, which is up from 28.3 percent last year. And those who view diversity as very important grew from 5.7 percent to 17.3 percent. Those who felt it wasn't important, 38.5 percent, was down considerably from the 66 percent who said the same in 2009.

But when it comes to making hiring decisions based on diversity, those numbers haven't changed much. Of the respondents, 83 percent said they have never hired a firm because of its gender or ethnic diversity. That is down slightly from the 86.8 percent who said so last year. Just 3.2 percent of respondents said they had ever fired a firm for a lack of gender or ethnic diversity.

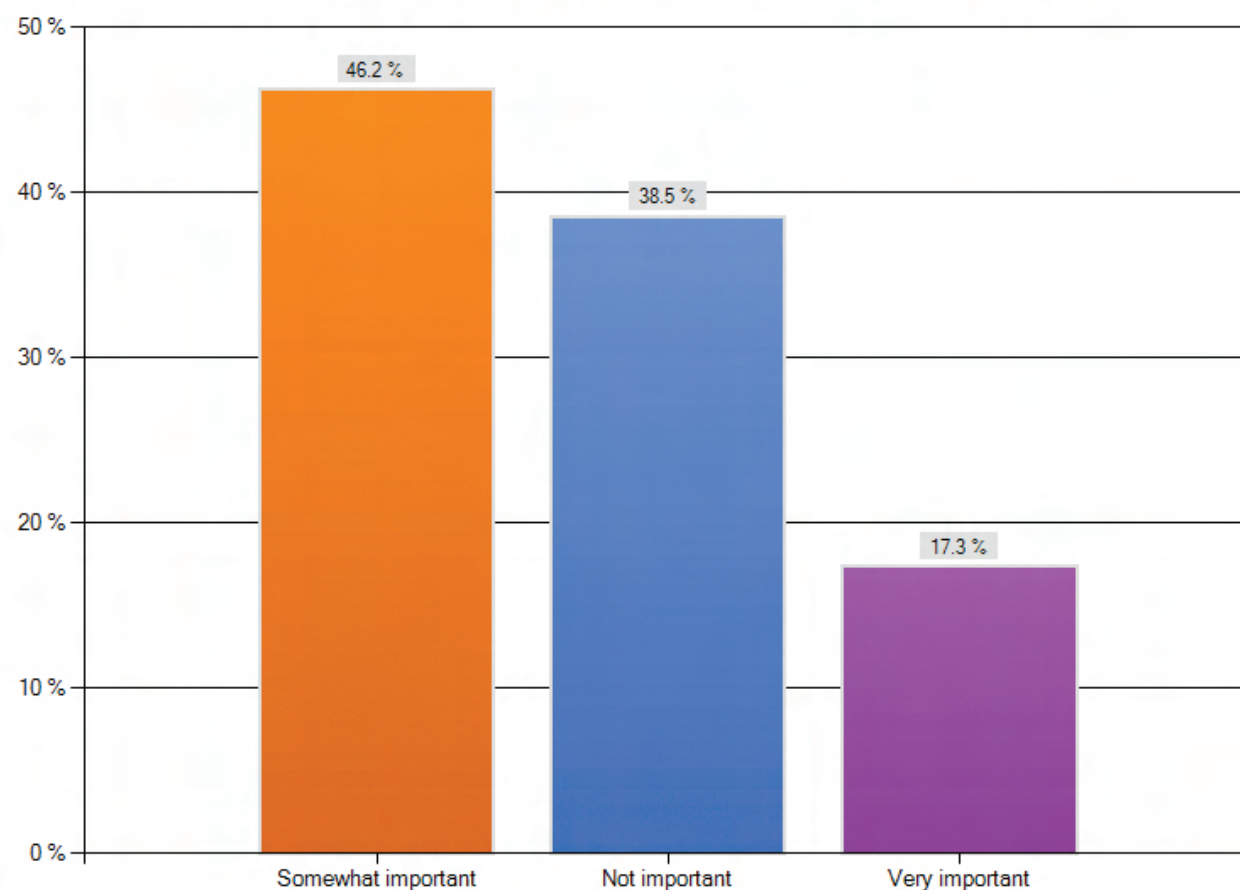
When it comes to assigning matters to outside counsel, 68 percent do so on a case-by-case basis, 22 percent assign by practice area, 12 percent give work to an approved list of providers and 2 percent give all matters to the same firm.

Eighty-four percent of respondents give work to more than one firm in the same practice area, which is a dip from the 90.4 percent who said they did so in 2009.

In the past 12 months, have you hired contract attorneys (defined here as part-time attorneys brought in to work on specific projects)?



How much does the gender or ethnic diversity of the firm matter to you?



Despite a predicted shake up in the legal profession when it comes to who is getting the work, the bulk of respondents — 64 percent — still say they rarely change outside counsel. But a growing number said they change outside lawyers for each matter. In 2009, 17 percent of respondents said they changed outside counsel for each matter, whereas 32 percent said the same this year.

ABOUT THE RESPONDENTS

The bulk of the 60 respondents were with

companies headquartered in Philadelphia or its suburbs. A number of the companies were based throughout New Jersey, some were in New York City and a few were in Pittsburgh and its surrounding suburbs.

Revenue sizes ranged dramatically, from less than \$10 million to \$20 billion annually, with more than half having over \$1 billion in revenue.

The legal departments ranged in size of attorneys and staff. Nearly 34 percent of respondents had between two and five people in their legal departments. More

than 30 percent had between 10 and 25 people in the department. Nearly 9 percent had more than 100 staff and lawyers across their legal departments. Nearly 68 percent said their legal departments were centralized geographically.

In terms of the reach of their companies, 38.6 percent said their companies were international, 19.3 percent were national, 33.3 percent were regional and 12.3 percent were local. Slightly more than half, or 51.8 percent of respondents, were with privately owned companies. •

May You Live in Less Interesting Times:

The Value of a Regulatory and Policy 'Audit'

BY MICHAEL SIGNER

Corporate Counsel

There's an old curse that goes, "May you live in interesting times." Today, many clients certainly wish they lived in less interesting times.

Volatility in the regulatory and policy environment — whether for institutional investors, energy companies, health care providers, and entities involved in homeland and national security, to take just a few — threaten business opportunities, profit margins, and strategy itself.

The recent congressional elections, with the switch of the House to a Republican majority and the Senate remaining under narrower Democratic control, augur an even more divided federal government. We will surely see increased turmoil surrounding regulatory decisions and clashes between different branches of government, including through investigations.

Today's volatile environment naturally makes many clients feel uncertain and nervous. Many leaders of both for-profit and nonprofit organizations naturally have classic type-A personalities. They may even — keep this between us — be control freaks. This means these clients will try to get as much control over changing situations as they can.

This is why more clients should consider a new process to give them more strategic control over their regulatory and policy activities and expenses: an "audit" to evaluate their current activities and counsel them on strategy going forward.

Today's regulatory and policy jungle is prowled by exotic, enticing creatures. Left to wander by themselves, clients are vulnerable to a wide variety of what might be called "policy predators." Oftentimes, these predators look innocent. They may even have good intentions. But they can be dangerous, whether measured in sweat or treasure.

They include the interest group looking for a sponsor for a conference; the industry or association group looking for an annual membership; the think tank looking for an exhausting and research-intensive paper; the trade mission looking for sponsors; the lobbyist looking to increase his or her monthly retainer; and the large law firm ominously warning of regulatory threats that demand expensive hourly guidance.

These activities can be hugely expensive. Lobbying alone can run to millions of dollars a year for a large organization. Regulatory counsel can be hundreds of

thousands of dollars. An annual sponsorship can easily be the expense of a full-time employee.

And these endeavors can also cross lanes (and budgets) inside an organization, meaning that the differing strategic objectives of different departments can conflict. Sponsoring a conference might be business development as well as government affairs. A paper might be R&D as well as government affairs.

Even more significant is confusion within the overarching aims of the entity itself. For too many clients, regulatory and policy activities end up becoming the tail wagging the dog. The demands (whether financial or operational) of a particular activity end up becoming the goal. In other words, rather than being focused on strategy, clients end up stuck on tactics. And the tactics end up warping the strategy.

This is why these undertakings often feel reactive rather than proactive. Discussing the wide variety of "clean economy" nonprofit activities his firm was constantly drawn into, the CEO of a large energy firm recently told me, "I don't feel like I have any strategy. We're paying all this money for all these panels and conferences and I don't know what it's for."

This was confirmed by the VP for government relations of a large international company, who described her company's interaction with think tanks and affiliation groups.

"We're always putting out fires," she said to me. "So many of our activities feel reactive, just when we need to be proactive."

The question is how to shift regulatory and policy activities back to the strategic space — how to ensure that every dollar spent, every calorie burned, goes toward an overarching strategic objective embraced by leadership.

One option more entities should consider is a "regulatory and policy audit." In this process, a client subjects all of its government affairs, regulatory and policy-related activities and expenses to an

internal strategic review.

This "audit" can enable a client to become more proactive

enable

the regulatory and policy ecosystem, meaning that these friendly predators can multiply.

An independent boutique law

or consulting firm with substantial experience in policy and regulatory issues therefore can make the most sense for undertaking this process. Their "audit" should begin with in-depth interviews with principals and other stakeholders at the client about the strategic aims of regulatory and policy activities. The interviews should also aim to assess concerns, misgivings and other subjective considerations. The "auditor" should have confidential, substantial, and unimpeded access to objective data, including records related to ongoing regulatory and policy activities and their effectiveness.

and less reactive, more strategic and less tactical, in their attempts to understand and manage regulatory threats and opportunities. Unlike an audit, the process

oppor- Moreover, accounting can be entirely bespoke — designed and adjusted for the principals charged with making strategic decisions.

An important question for the client is who to trust with the evaluation of regulatory and policy activities. Too often, lobbying firms and law firms have a perverse incentive to increase expenditures in these areas, rather than subject them to searching critical review and savings. These firms often directly benefit from these activities. They also often

In the end, the "audit" should produce a strategic briefing, with an accompanying report, that assays the strategic aims of the client regarding regulation and policy; critically reviews existing activities and expenses; and counsels particular tactics, both negative (reducing or removing existing efforts) and positive (taking new steps forward).

While lawyers can't do much to make the times less interesting, we can better give clients a clearer path through the jungle. A regulatory and policy "audit" won't provide clients with perfect peace of mind, but it will provide them with more strategic control when faced with even the most well-meaning predator.

This article originally appeared on *CorporateCounsel.com*, a website affiliated with the Legal

MICHAEL SIGNER is managing principal of Madison Law & Strategy Group in Arlington, Va. Signer served as a counselor to then-Gov. Mark Warner in Richmond and was a member of WilmerHale's Public Policy and Strategy Group in Washington, D.C. His practice concentrates on financial regulation, energy, national security, and governance. He can be reached at msigner@madisonpllc.com.

The question is how to shift regulatory and policy activities back to the strategic space — how to ensure that every dollar spent, every calorie burned, goes toward an overarching strategic objective embraced by leadership.

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continued from **GC3**

Employment Opportunity Commission's Philadelphia office. She educated Congress members on issues faced by working women, and as the EEOC's regional attorney she managed the office's litigation program responsible for enforcing federal anti-discrimination laws. She gained a reputation in the Philadelphia area for her work on alternative dispute resolution processes.

"I was good at troubleshooting and strategizing," Flowers said. "As a regional attorney in a policy-making position, I would strategize about what to do at the nationwide level."

In 2000, after 17 years with the EEOC, Flowers faced a move to Washington, D.C., for a promotion. But her family and life were established in Philadelphia and New Jersey. Around that time, Flowers was contacted by acquaintance Teresa Gavigan, now vice president of human resources and administration for Sunoco Logistics in Philadelphia, inviting her to interview for the chief employment counsel position.

"Well, I was prosecuting corporations, and I thought, 'They are evil, and they mistreat people,'" Flowers recalled. Gavigan convinced her otherwise, knowing that Flowers would apply her integrity to the corporate setting.

"Wanda has a passion for social justice," said Gavigan. "She's a practicing Buddhist and that whole idea of understanding and valuing people comes through. I never saw her get riled or upset, but she can be a warrior, and fierce in litigation. If someone had been wronged, she would go to the mat for them."

"When I took the job at Sunoco," Flowers said, "I thought about how to incorporate my values and my integrity. I used preventative measures, and made sure there was clarity about how the law said you should treat employees and that Sunoco was in compliance. I never compromised my values, and continued to speak in my own voice."

Flowers' philosophy did not fail her.

"She's very trusted by the managers and employees," Gavigan said, citing Sunoco's "open door" alternative dispute resolution process that Flowers instituted.

"Some managers and employees would come back and say they could now see things from the others' side," Flowers agreed, noting

that after Sunoco instituted its ADR program, very few cases went to litigation, and most were resolved pre-arbitration. At most, three cases a year would be filed, and were usually non-meritorious.

Flowers says her gifts as a strategizer, her knack for understanding, and her respect for all people contribute to her success.

"I get people to a place where they are comfortable to come together and resolve issues. You won't get 100 percent if someone feels you don't view them as a person. They have to know that they bring great value."

Just as the glow of retirement began to appear on Flowers' horizon, new opportunities presented. In July, she became executive vice president of her daughter's three-year-old business, Biz Virtuoso, a boutique business development agency that offers expert solutions in human resources, sales and strategic innovation for small to mid-sized companies and nonprofits. Flowers provides human resources, employment and labor expertise. At the same time, Sunoco generously afforded her the opportunity to support the nonprofit Urban Affairs Coalition as a full-time consultant.

"Sunoco has always had a representative on our board and has been a major contributor," said Sharmain Matlock-Turner, president and CEO of the UAC. "When they said Wanda was in transition and there was an opportunity to work with her, I started asking people about her. And they said, 'Oh, my goodness! You have an opportunity to work with Wanda? You'd better take full advantage.'"

After six months of benefiting from Flowers' HR expertise, Matlock-Turner said, "I only wonder how the heck we survived without her!"

Like any nonprofit in the economic downturn, Matlock-Turner said, "They want you to still deliver the meals and deal with young people who are struggling. But just like your house, you have to keep the lights on and make sure the people doing those jobs are doing them well."

In a "roll-up-your-sleeves-and-get-it-done-yourself" environment, Flowers is

always at least elbow-deep.

"She does not stand on ceremony. She focuses on very important efforts," Matlock-Turner explained, noting that Flowers updated and completed in about four months an important employee handbook that had been stalled for a couple of years. "She's a sea of calm."

Flowers also lent her expertise to the UAC's two-year, \$11.8 million project to help low-income Philadelphia families gain Internet access to take classes and apply for jobs. The UAC won a grant for the project, and Flowers navigated the organization through a maze of requirements, even finding a pro bono legal counsel for the project.

Flowers could easily breeze into retirement, resting on her laurels, but breezing and resting have never been her style. An involved mother of four grown children (two sons, two daughters) and grandmother of six, Flowers nurtures her passions by serving on several nonprofit boards, including Living Beyond Breast

Cancer (which provides support for survivors), the Interfaith Center of Greater Philadelphia (she was raised Baptist but now belongs to the Soka Gakkai International (SGI) USA Buddhist organization), the Homeless Advocacy Project, and the Center for Literacy. She loves to read, write, travel and do yoga, and recently rode a motorcycle for the first time.

"The feeling of being free is amazing. I can't wait for my next ride," Flowers said. "There is always something new to learn in life."

Biz Virtuoso allows Flowers to fulfill a long-time dream of having a family business. Her daughters Cynthia and Ingrid, niece Najwa, and sister Brenda are all integral players, and their philosophy is that any family member who has an idea or a dream can be part of Flowers Peacock LLC.

"It's great to have the experience of the older people with the fresh perspective of the young," she said. "They're the future."

The business, she says, is not about making money; it's about helping people believe

With 32 years of legal success behind her, Flowers could wax melancholy, but chooses to concentrate on years of entrepreneurial opportunities ahead.

in themselves, much as she believes in herself.

"My mother died at age 40. She had five daughters, but couldn't work because she was too ill. I was driven to anything to support myself," Flowers said.

Her father was illiterate, and her mother didn't graduate from high school, but they expected their daughters to do well academically. Her grandmother, however, who grew up under harsh conditions in the racially segregated Deep South of the early 1900s, "was always trying to protect us." She advised the girls to skip college and make money, and when Flowers got her fellowship to Florida State, "she told me I'd better not go to school anymore, or my brain would explode!"

Young law school graduates today, Flowers mused, often think that to be satisfied they need power, prestige and money, "which they're not necessarily going to get in today's environment." Flowers' generation, she pointed out, "was just coming off Vietnam and we were into the women's movement. We all felt we had a mission, and a lot of times we were 'first' to do something."

On the contrary, this generation wants balance, said Flowers. "They have so many competing issues. For example, men would like to go to the soccer game, spend more time with their family. It's changing, and people have all these parts of their lives that need to be balanced."

With 32 years of legal success (and uncompromised values) behind her, Flowers could wax melancholy, but chooses to concentrate on years of entrepreneurial opportunities ahead. Her daughter, Cynthia, would like to see Biz Virtuoso become a billion-dollar business, and the women hope to use the business to create health clinics for women in Africa.

"Several of my female in-laws died because they did not have access to adequate health care," Flowers explained, noting that Biz Virtuoso will likely expand the goal to opening health clinics for all people in Sierra Leone.

Lofty ambitions perhaps, but ambitions keep Flowers motivated and satisfied.

"I enjoy learning new things. That's what keeps you going — not to dwell on past accomplishments but to keep moving forward," Flowers said. "I don't want to live a bitter life. I want to live a life of fulfillment." •

Salary

continued from **GC5**

Thompson said in-house work also offers "significant" opportunity for career growth.

"I will tell you that an overwhelming majority of folks who end up joining law departments don't have much interest in going back to law firms," said Nourian.

THE CONS

Both Hamburg and Nourian said the notion that job security has been significantly higher in-house than in private practice during the recession is not entirely accurate.

In fact, Nourian said, in-house positions are in some ways on thinner ice

than law firm jobs regardless of outside economic factors.

"You only have one client, and that's your employer," he said. "If something happens to that employer, you could be out of a position quickly."

If a company merges or goes out of business, for example, in-house lawyers can quickly lose their jobs, Nourian added.

Likewise, if a new GC or high-level executive comes on board with the company, it could lead to potential shakeups in the law department, he said.

Hamburg had a similar outlook.

"It is probably a little bit more stable than law firms right now, but not terribly more stable," she said. "In the law firm market, you see firms going completely belly-up or severely shrinking. In the

company arena, you see a lot of consolidation. When Pfizer bought Wyeth, there were a lot of duplicative positions that needed to be dealt with."

And, according to Nourian, it can often be more challenging for an in-house lawyer to find a new job than for a law firm partner with a book of business.

"You have more eggs in one basket if something does happen to you, and you don't have a portable practice," he said.

And there's certainly no shortage of competition for those positions.

"Everybody wants an in-house job now. I've never been so deluged by people who want in-house jobs," Hamburg said.

But even being considered for an in-house role usually requires more than just impressive credentials, she added.

"It's all about who you know, unfortunately," she said.

THE VERDICT

In-house lawyering is nice work if you can get it, offering ample opportunity to handle compelling matters and be generously compensated.

That said, law departments are not necessarily the job-secure utopias some make them out to be.

In the end, the allure of in-house work seems to depend largely on the individual lawyer's personality: those who are passionate about law but adverse to the notion of having to drum up business may find in-house work particularly rewarding.

Meanwhile, those lawyers with an innate sales sense may find more success in private practice. •

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