

So You Want to Be a General Counsel? How to Maximize Your Chances



Many attorneys, after spending their formative years in law firms, governmental posts or in-house positions, begin to look toward taking on different challenges and responsibilities — and in particular leading an entire in-house legal organization as general counsel. Unfortunately for many, despite their years of experience, they have neither acquired the skills and attributes nor developed an understanding of the process that maximizes their chances of reaching the position.

A general counsel is not merely the corporate head of the legal function, but also a top business leader with a broad and varied array of responsibilities. The successful general counsel is one who couples that legal expertise with a deep understanding of the enterprise's needs, serving as a trusted adviser to both internal and external stakeholders. Market conditions and changing company needs mean that boards may look to external candidates (especially those with prior general counsel experience) or alternately to choose a different internal candidate than expected. Indeed, Spencer Stuart data for 2022 found that 53% of Fortune 1000 general counsel were external hires.

Whatever the case, becoming a general counsel, either by rising through the ranks internally or shifting over from a law firm or a different company's in-house position, is hardly a given. The steps you take throughout your career to amass legal expertise, leadership abilities and business acumen play a big role in your candidacy for a position.

Furthermore, understanding how companies hire general counsel — including working with an executive search firm — is invaluable for navigating the process and ensuring that you are in the best position to capture one of these roles.

In this piece, we take a close look at how companies select general counsel and what steps attorneys can take to prepare themselves for the position.



The successful general counsel: Lawyer and leader

People often argue that leadership and judgment are innate. However, qualities considered innate can often be developed with practice, and a good general counsel — indeed any good executive — is able to combine the instinctive with the learned. When it comes to filling the general counsel position, most enterprises seek a driven leader who “reaches for the stars” — in other words, someone who strives to do things better, understand the business and attain something higher.

It’s through this lens of both instinctive and acquired skills that we look at the attributes for a successful general counsel.

Judgment, judgment, judgment

The number one attribute corporations want in their general counsel? Strong and tested judgment. That means someone who makes effective, productive decisions aligned with business objectives while taking into consideration multiple inputs and potential impacts, not to mention legal and ethical ramifications.

Compared to a private practice, where private attorneys are paid by the hour — thus putting a premium on precision and efficiency — the general counsel’s world is much “messier.” Sophisticated judgment is required to accurately discern how much information, effort and precision should be devoted to any given issue. Risks are often balanced against business opportunities.

“Good judgment” is not the same as “good brains”; you don’t need to be a great legal expert to be a great general counsel. A good general counsel has both experience in and the constitution for dealing hands-on with complicated matters such as compliance, litigation and business processes, and in leading cross-functional teams to tackle them.

Of course, judgment is hard to teach. But, as the adage goes, “Good judgment comes from experience, and a lot of experience comes from bad judgment.” Time and again in our years working with top leaders, including general counsel, we’ve seen how experience and training can drive better decision-making over the long term.

Good judgment is hard to determine. But as you interview for a general counsel position, interviewers will quiz you on the difficult, messy, complex issues you have handled, how you addressed them, and the results you achieved.

Communication, communication, communication

The best general counsel are first-class communicators who are particularly adept at knowing how to connect with different audiences. The general counsel must be able to simplify complex legal matters for business colleagues with varying levels of legal, compliance and regulatory knowledge. Conversely, the general counsel has to be able to translate business objectives for other legal experts.

Regularly interacting with these diverse constituencies, the best general counsel demonstrate gravitas and executive presence before groups big and small, and stakeholders ranging from the shareholders and CEO to legal staff and other employees. Before the board and CEO, the general counsel must engender confidence through a thoughtful and substantive disposition that suggests confidence and an ability to both lead and follow. While CEOs and search firms often find this skill hard to define, they know it when they see it.

Again, while these kinds of skills may be innate, interpersonal savvy, listening skills and the flexibility to adjust your approach to different parties is something that can be honed through experience.

Forward-thinking collaborators

CEOs and executive teams don't want their general counsel calling balls and strikes — they need help winning the game. To borrow from Colin Powell, strategic general counsel can “see around corners”; they are long-term thinkers who can look beyond the short-term environment to anticipate long-term issues regarding the company's safety, security, reputation, regulatory, business and legal risks. They are creative and proactive in identifying solutions to these risks and advance the business. Indeed, a general counsel is more than merely a lawyer, but a true corporate leader trusted with ensuring the success of the company and its leaders.

Strong, enduring relationships set apart the best general counsel, whether they entered the position from a law firm or rise internally. Strong associations of confidence, trust and respect with colleagues, the CEO and the board of directors as well as the ability to succeed under fire can make or break a general counsel's tenure.

Any aspiring general counsel should expect interviewers to dig into your collaborative expertise. This kind of experience can be hard to acquire in private practice, but some steps can help. Experience advising leaders at a company without an internal legal department offers an indication that you understand the specific demands and dynamics of in-house work. Counseling a client on all the legal issues they face, no matter how routine, as opposed to merely parachuting in to handle major transactions, demonstrates you are well-situated to transition out of private practice.



Thought leadership

The best general counsel are leaders and visionaries, seen as trusted legal experts both inside and outside their organizations. They demonstrate curiosity about the world, technology, business trends, and their industry and business. They are trusted teachers, authors and speakers, and are often involved in industry organizations and/or serving on community or industry boards.

As you pursue a general counsel position, these experiences will boost your esteem among peers and hiring organizations. As you interview for a role, we advise sharing articles you have written as well as other examples of your thought leadership with potential employers — this will carry more weight than merely saying it in interviews.

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Strong people leaders

General counsel manage a team of lawyers and other colleagues, and companies want passionate, sincere team leaders who inspire strong, high-performing, ethical teams. The ability to attract, select, develop, direct, motivate and drive performance from highly diverse staff is critical — regardless of whether you're the only lawyer at the company or leading a team of hundreds. Effective mentoring, internal talent grooming, legal function structure and succession development and planning are some of the most important skills of a general counsel. What is the correct mix of staff, paralegals and attorneys in-house? What is the ideal mix of seniority and types of expertise? How should they be

organized, and where should they be located? How should they be trained and developed? Over time, the strength of your résumé will reflect the strength of your team.

“Command-and-control” style rarely works in the long term, nor does it inspire strong and consistent team performance. The best legal teams are empowered to make informed and effective decisions. For prospective general counsel who are currently in private practice, investing time in developing and mentoring junior associates at your firm can counter the common perception that many partners lack true leadership experience.

General counsel also manage critical relationships with external resources, including outside experts and external counsel, making key decisions about how to augment their internal teams and on what fee basis. There are no vendor or partner management courses in law school, yet some general counsel oversee millions in external billings. While in-house experience will help develop these skills over time, many groups, such as the General Counsel Roundtable, offer programs to teach leadership and best practices for in-house management.

Business acumen

CEOs and boards expect the general counsel to contribute to non-legal business matters with other leaders and investment bankers. Corporate general counsel require deep understanding of key business concepts (such as finance, accounting, statistics and marketing) as well as the company's own strategies and business activities. Some general counsel pursue MBAs; others simply work hard for on-the-job experience, have an undergraduate business degree, or take post-graduate courses to sharpen their financial skills.

The general counsel, as a department head, must understand resource allocation and cost management. Keen awareness of concepts such as return on investment and break-even analysis help convey the value and necessity of the firm's legal investments.

Ethics and integrity

As the top legal expert in the enterprise, the general counsel must be the ultimate demonstrator of unimpeachable ethics and integrity. Situations will arise where right and wrong are not always clear, and organizations look to their general counsel to ensure the company is on the right side of the law and ethics. They will also be key advisers in situations where there is a gray area between the right legal answer and the right ethical answer. Summed up, the general counsel plays a critical role in ensuring the organization's ethics and reputation are preserved.

The technical legal expertise you need to be a successful general counsel

Of course, a general counsel is the primary legal subject-matter expert at the firm, and technical expertise in many legal areas is a central qualification for every general counsel position. It's critical to have experience in many of these areas, but there is a reason it's called a "general" counsel. Key areas of valuable expertise include:

- » Corporate and securities
- » Corporate governance
- » Corporate and/or commercial transactions
- » Executive compensation
- » Litigation (especially class-actions and investigations) and dispute management
- » Risk management
- » Compliance
- » Labor and employment



If you are in a firm, rotating through these areas is valuable. And a good general counsel trying to build a strong team should be offering multiple growth opportunities for top legal staff. But ultimately, you are responsible for your career and should seek out such opportunities even if not overtly offered to you.

In some cases, the CEO may want a legal leader with industry-specific regulatory or legislative expertise. Understanding compliance and effectively working your way through government inquiries and investigations are increasingly important — and often are explicit responsibilities of the general counsel. In heavily regulated industries, experience interacting with government officials, such as attorneys general, regulators and legislators, is crucial. In addition, management may seek to lobby for beneficial or against unfavorable legal and regulatory changes, so government affairs experience can help.

For public-company general counsel, SEC reporting and disclosure is a central part of the job. In the absence of past experience, you will need internal or external resources to support you. In addition, investor management (including activists) and knowledge of public company governance and compensation rules are critical skills.

Finally, depending on the company and business, experience with mergers and acquisitions, intellectual property management and/or privacy may be desired.

Making the shift from firm to in-house

Becoming a general counsel is not an opportunity to move into semi-retirement. General counsel may (at times) have more control over their schedules than their law-firm counterparts, yet most work as long and hard as their peers at the most rigorous law firms. A general counsel needs to be able to sustain long hours under high pressure on a broad range of matters, and to act decisively with limited facts. And count on your first year being incredibly busy; there is just so much to learn and so many relationships to develop.

Many general counsel openings today require in-house experience, because, as we have noted, legal acumen is only a small part of the remit of in-house counsel. The general counsel has to be adept at managing legal issues, complex relationships and business matters within a matrixed corporate environment.

That being said, we have seen many senior associates and law-firm partners successfully transition in-house. Key to this is managing your own expectations. First of all, for a variety of reasons, the move in-house may at first bring “sticker shock” — either in the form of a pay cut or a compensation structure that substitutes cash compensation for equity. Secondly, absent a specific situation where specialized subject-matter knowledge is needed, many companies are more comfortable considering law-firm placements for deputy roles first. Most CEOs prefer a general counsel with relevant industry experience, especially in highly regulated fields like financial services and life sciences.

That said, CEOs and boards take your leadership and department management skills very seriously — they see them as the primary indicator that you can help advance the business. Ultimately, if you can demonstrate this while also finding an industry that resonates with your interests and where you enjoy continuing to learn, you have the ingredients for success.

Get yourself known by search firms

To be a candidate for general counsel opportunities, you should take measures to become known by the major global executive search firms as well as national, regional and industry legal boutique firms.

If an executive search firm has not previously contacted you, the best way to initiate and develop a relationship starts with a warm, courteous and respectful introduction. Ideally this is connecting with a search consultant through a mutual acquaintance. If that is not available, then email a résumé and a brief message with your goals, industry interests and experience, and details about what you're looking for in a new role (such as geographical or timing considerations). That said, be aware of many common tactics that can backfire when they indicate lack of sincerity, judgment or self-awareness:

- » Sending long, name-dropping introductory emails
- » Flooding every person in a firm's legal practice looking for a conversation
- » Leaving a voicemail unconnected to any specific opportunity
- » Repeatedly pestering the search firm with calls, emails or requests for meetings

There is always a shortage of well-qualified candidates. If a search firm has something that might be a fit, rest assured someone from the search firm will reach out to you.

How do you respond when a search consultant reaches out to you first?

Return the call. Even if you're happy in your current role, it's wise to always return calls from search firms. You never know what opportunities may be out there today or in the future, or if your company becomes the next M&A target. At the same time, making worthwhile candidate referrals can help you become a trusted and appreciated source. (The firm can keep your recommendations confidential, at your request.)

Communicate smartly on your compensation wishes. It is wise to share your compensation expectations with the search firm when requested, but at the same time avoid making a firm line in the sand early in the process and prematurely closing a door that may in fact offer an interesting opportunity. Communicate that you are seeking "fair" compensation based on the industry, company size and other executives, but also recognize that defining "fair" may be a topic for later conversation. Based on recent equal-pay legislation in many states, you should not be asked by the search firm about your current compensation. However, if your compensation is publicly disclosed in a proxy, feel free to share that fact.

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The consultant may also ask you about your potential “leave-behind” or “walkaway,” meaning what equity or bonus pay you may be forgoing to go to another company. Take the time and diligence to express this accurately; receiving an offer and then subsequently changing how much you stand to leave behind can send the offer process off the rails or suggest a lack of attention to detail. Outline an estimate of your expected annual bonus and its estimated date. Be prepared to outline unvested equity and when it vests. Companies often compensate for near-term vestings, with stock grants or options, but it’s unlikely that a new employer would cover amounts years into the future. Finally, if you have a vested or unvested pension, raise that with the search consultant as well, as those can create challenging offer situations.

Be transparent about other searches you’re involved in. The firm does not need to know the specific opportunity, but it can be harmful in many respects — for the hiring company, the search consultant and your own reputation — if you surprise the search team with this after you’ve been invited back for a second round or are about to receive an offer.

Concentrate on doing your current job well. Here is the bottom line: While you wait for that call on a new opportunity, continue to do great and innovative things in your current role. Display that you know how to get things done. Bolster your résumé with clear and significant accomplishments and responsibilities, ideally across a broad range of individual competencies and with a clear demonstration of leadership. If you produce results, search firms will find you.

LinkedIn is a critical arrow in the quiver in both filling positions and searching for jobs.

Leverage your online presence

LinkedIn is a critical resource for both filling positions and searching for jobs. For hiring companies, it is now a standard first step for scanning the potential talent pool as well as a source for identifying and connecting with previously unknown talent.

As a candidate, neglecting your LinkedIn profile makes it immeasurably more difficult to find you and may materially limit the opportunities that come your way. Consequently, we advise everyone planning to begin a job search to build out, optimize and update their LinkedIn profiles.

Make sure your past and present position titles are accurate on LinkedIn and effectively illuminate your skills and experience. Hiring managers and search consultants appreciate being able to discern at a glance that you have served as “Deputy General Counsel, M&A” or “Deputy General Counsel, Litigation,” as opposed to just seeing “Deputy General Counsel” and having to guess at your expertise. Beyond that, supplement accurate titles with concise, substantive descriptions of your responsibilities and any material accomplishments. A professional headshot, references and a built-out educational experience section will also boost your profile. If you aren’t open to relocation, consider specifying your current city; this will also help reduce misdirected outreach.

LinkedIn has increasingly become a place for sharing personal experiences. Remain cognizant that it is possible to overshare; “less is more” is often an advisable strategy. Succinct, substantive career experience information is important, but bedazzling your page with extraneous content, immaterial status updates, undue self-promotion or overstated achievements can be penalizing in the eyes of companies seeking general counsel. Furthermore, corporate HR departments typically run comprehensive social media background checks during search processes, so be sure that your various personal profiles, including Instagram, TikTok, Facebook and others, do not contain content that may negatively impact your candidacy. The key thing to remember is that what you share on social media may be seen by many people outside your immediate circle.

Build your network

“Who you know” still matters immensely today, well beyond the connections on your social media profiles. Current in-house legal leaders are often asked for candidate recommendations, so develop relationships with as many as you can. At events, take time to meet them in-person, and look for opportunities to speak on legal industry panels. If you are focusing on a particular industry, tailor your networking efforts accordingly, and bear in mind that many of the best contacts may not be on the “panel circuit.”

Develop a network of people who know you, your abilities, your creativity and your achievements, and who are willing to advocate for you. Evaluate your important relationships and those you need to develop and strengthen, and what you need to do to manage and build these relationships. Sharing thoughts or articles of interest is beneficial. The key is avoiding being intrusive or overly political, while staying on influential radar screens for the next opportunity.

Marquee law firm partners, in their work with boards and executive management teams, often become aware of general counsel openings in the early stages; in some cases, they may advise the board that a new general counsel or improved legal function is needed. Knowing these people is often as important as the in-house sources. Find a way to get to know them and communicate your expertise, your abilities and your goals in your next opportunity. They generally do not accept “cold calls” from junior lawyers they do not already know. If you are at a firm, try to work with them on projects, matters or events so they can get to know you; otherwise, connect at conferences or on panels. Obviously, it is in their best interests for the general counsel to be someone already connected to their firm — otherwise, they risk a change in the external counsel relationship (and a corresponding multimillion-dollar impact on their practice). If these partners learn of an opening, ask about how best to get your name in the mix. A call from them to the board or the CEO may be valuable, even if you are then referred to the search firm. The law firm will also be a great resource for learning about the company, its needs and its people, and for navigating the search process.



The candidate identification process

Approximately half of general counsel vacancies are filled by external candidates. How openings are communicated externally varies. The most significant executive and general counsel vacancies are filled by retained executive search firms, although some firms also rely on in-house teams. Most senior-level vacancies are not posted on corporate websites, LinkedIn and other public job boards.

It is important for prospective candidates to understand the retained search process, considering how many enterprises use search firms to identify and vet candidates. The first thing to understand is that the search firm's client is the hiring company, not the candidates. That said, the firm will advocate for your candidacy and will likely be interested in building a long-term relationship with you. Search firms are rewarded for fruitful placements, and are dedicated to their candidates' success.

A typical search process takes four to six months, from the first meeting until an accepted offer. As a first step, search firm representatives meet with the hiring organization to better understand the company, its challenges and opportunities, and the specific requirements and responsibilities for the open position, with an end goal of developing a sketch of the ideal general counsel candidate. The search firm will then develop a position specification for the role and refine it with the client. Once ready, they immediately begin identifying candidates. By the time candidates are contacted, the firm is likely several weeks into its search.

The search firm representative — potentially the lead recruiter, but often an associate at the firm — may ask if you know anyone who might be interested in, or qualified for, a given position. In many cases, they are discretely measuring your interest in the position. If you are interested, the representative may request your current résumé and offer to discuss the position in more detail. Some searches are confidential (the incumbent may not know of an impending change), and you will have to answer more abstract questions while the search firm refines its candidate list. If you appear to be a fit, you may be asked to sign a non-disclosure agreement, which subsequently enables you to see a job description and its specifications.

In your first contact with the search firm, be candid and direct from the outset about whether you are willing to relocate for the job. Understand that if you are unwilling to relocate, your opportunities may be extremely limited. The truth is, in today's post-COVID-19 executive job market, there is actually more reason to be flexible with location, since so many companies have remote and hybrid work arrangements that enable more flexibility on in-person time.

Following your initial conversation, the lead recruiter may more extensively interview you, in-person or virtually. The only exceptions are if the search firm already knows you well, perhaps from a recent search the firm was handling. The search firm synthesizes the results of its first conversations, interviews and preliminary reference calls, and shares these with the client to determine which candidates will be invited to interview. Almost all companies require a diverse slate of candidates covering a wide range of personal backgrounds and competencies.





If you are selected to meet with the client, expect at least two or three further interview rounds, often in-person. If the process is slow, don't read too much into it; there are many moving parts and numerous schedules to juggle. A lengthy delay may simply be because the hiring manager is traveling for work. Don't press the search firm or appear desperate — stay cool and remember that many factors are beyond your control. If you are the right candidate, it will work out.

As soon as possible, mention any contacts you have within the company. This may aid in establishing an initial level of comfort and trust that can help you get hired and then hit the ground running.

Once you know you are in the mix, don't circumvent the process by contacting board members or others outside of the search process. While perfectly acceptable before you get the call from the search firm, it is irritating to both the firm and the hiring company mid-search. Indeed, one primary reason companies retain search firms is to streamline the process and provide a buffer against unproductive outreach. If you feel a need or desire to talk to someone you know at the company, ask the search consultants for their advice. They may have useful context or information to provide. Remember, your actions reflect your judgment.

“Ace” the interview

In your initial interview, likely with the search firm and commonly virtual, be ready to discuss the competencies and skills of a general counsel. In addition to being ready to discuss your résumé (including jobs, gaps and responsibilities), come armed with clear, concise examples of how your skills and leadership drove positive change. Eye contact, a fluid two-way conversation, self-awareness and an upbeat attitude are all expected, as are good questions from you about the client's business.

On your end, be ready to proactively demonstrate the position's appeal for you. Ask about why the job is open and seek details about the company culture, the CEO's view of the general counsel role, and any near-term mandates for the legal function. Ideally your questions will show an interviewer that you are serious and thoughtful about the job and the value you could bring to it.

The second set of interviews will be with a representative of the hiring company and likely in person. Research the company, including its website, its public filings and earnings statements, the bios of executives you will meet, and industry blogs and articles. Be ready to demonstrate your understanding of the company and its circumstances, but also prepare to adjust your conversation as needed and think on your feet. Be respectful and demonstrate interest and energy, but avoid appearing obsequious.

In interviews with potential executive peers, seek to learn more about what they expect from you and the legal department, what has or hasn't worked in the past, what they do or don't want from the general counsel. Potential subordinates may want to learn more about your legal expertise and the kind of person and leader you are.

An interview with the CEO is different. This person is looking for a good listener and thought partner who can demonstrate impeccable judgment. Expect the interview to be more like a “fireside chat” — you don’t want to be stiff and formal, as the CEO may simply be seeking to find out what it is like to work and interact with you. As we’ve noted above, the CEO is often looking for a general counsel who is much more than a legal leader, but also a trusted adviser and business partner.

Finalists may meet with one or more board members who will want to understand your knowledge of and experience with governance and learn more about your own business judgment, particularly in how the board works with the executive team. They will want to know about your past experiences before boards and your ability to deal with challenging ethical issues and raise concerns and risks.

It’s important to remember, however, that the interviews are two-way streets — candidates need to also consider their fit with the organization. Does the CEO value the general counsel role? Is this a team and culture you want to join? Do you believe the general counsel can make a meaningful impact?

It’s worth reiterating that your own thoughtful questions about the job and company are as important to this process as the questions you will be answering. The leaders want a thoughtful, driven leader who believes in the job’s opportunity and its value. Tailor your questions to the person you’re interviewing with. “What do you think are the attributes of a good general counsel?” “You would be pleased if I accomplished what in my first year?” “Are you looking for a general counsel who provides tactical legal/risk analysis only, or a ‘lawyer-guardian’ type?”

We advise candidates to avoid taking notes during the interview, as it can be distracting. But you may want to bring prepared notes on the questions you want to ask. After the interview is over, be sure to write down everything you recall while it’s fresh in your mind, particularly when it comes to future executive peers. Their comments or concerns could guide early steps that you take in the general counsel role (and, after you start, would help you avoid repeating the same questions you already asked).

We advise against asking about a few things during this stage. For example, you can learn about the typical work week, the vacation policy, the 401k plan or travel commitments through other avenues. Similarly, do not discuss compensation at this stage; wait until you know the company wants you before getting into specifics.

There are also questions that you shouldn’t ask company representatives, but that the search firm may be able to help with. For example, knowing if there are internal candidates can be valuable. Further, to ensure your longevity in the new job, you may want to do your own research about the CEO’s tenure, experience and current standing with shareholders and the board. And you will want to attempt to gauge if there are any concerns about the ethics of the CEO or the CFO.

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After the interviews, share your candid feedback with the search firm (e.g., “I clicked with the CEO, but I felt a ‘competitive tinge’ in the air with the CFO.”) and ask for theirs (“How did I do?” “What questions did they have?”). Don’t accept fluff. You took the time to travel and meet with the company and deserve to know how you did. Feedback enables you to address things that you may have missed or areas where you felt misunderstood — helping you in future searches even if this one does not work out.

It is also important post-interview to be forthright about your interest level. If you feel tentative, say so at the outset. Honesty here will not make or break a candidacy; many great placements were not initially interested in the position. However, in meetings with the company, there is no real benefit in being tentative, and if it means you aren’t invited back, remain professional and understand that it simply wasn’t the right opportunity. Trust your gut, and if you don’t sense a good chemistry with the hiring company, tell the search consultant. Your candor and sophistication are valued; it helps the search firm and its client recalibrate their efforts to better engage with candidates.

Lastly, a thank-you message to everyone you interviewed with remains a small but important gesture that we recommend for all candidates. Tailor your message for the person and demonstrate that you were paying attention and took the conversation seriously. And make sure it is short, cogent and grammatically perfect.

Enhancing the chances of an offer

So you enjoyed the interviews and really want the position. What can you do now? Not much. Back-channel communications with the board or other management, as we already stated, may backfire. Your references are likely your best opportunity to shine. Try to choose and tailor references to the particular position, and if possible find CEO and board references who can help the decision makers learn more about your work with top executives. Your references should have your résumé, know the key points you want them to stress and be ready to share specific examples (rather than vague platitudes) about your performance.

In recent years, many companies have engaged third-party consultants to conduct executive assessments on finalist candidates. While most search firms have this capability and service offering as well, hiring companies often want a viewpoint from an unrelated firm. If this happens when you’re a candidate, just embrace the process. It can range from a series of online personality and cognitive tests to a full-blown, in-person, multi-hour industrial psychologist interview along with a behavioral workplace exercise (such as, how you manage your inbox). Many of these assessments are not specifically geared toward a legal role, so don’t fret if the subjects have little relation to the role you will actually perform.

A background check is almost always a requirement, and some companies ask for a drug test before making an offer. Make sure the qualifications and honors in your résumé are accurate. You may also need to become a member of the bar in a new jurisdiction (most states allow for an in-house counsel admission for corporate practice), so make sure you know ahead of time what steps you need to take for that.

You got the offer! Now what?

Congratulations! The company has made an offer for you to become their new general counsel. What are your next steps?

First, read the proxy to get a sense of the executive compensation programs and plans. Figure out the title structure and make sure you clearly understand where the position fits and to whom it reports. Recognize that your compensation may be different from the previous leader, especially if you are a first-time general counsel. Each situation is unique.

The next step is to understand whether you are being offered a contract. Generally, a contract is in your best interest, but it is increasingly rare. If other executives don't have contracts, you won't have one either. More likely these days is a detailed offer letter covering the title, reporting structure, responsibilities, compensation and location. Lacking a contract, company provisions typically address significant issues such as severance or changes in control. Discuss these areas with your key contacts and gain comfort with your protections. You will also want to comprehend the indemnification provisions and D&O coverage. Learn how any vested or unvested equity is handled with respect to a change in control or termination. Lastly, understand the provisions relating mandatory retirement and eligibility for retirement and pension plans. For example, if you are 57 years old and your retirement doesn't vest for 10 years, you will need to give the opportunity some careful thought.

Seeking advice from a third-party compensation consultant or attorney can help you in the process and they can provide input on the offer. They can advocate on your behalf and ask the company's human resources team any tough questions regarding plans or compensation. The consultant can help keep the negotiations from feeling personal while ensuring you get the specifics and, if needed, negotiate a deal.

Finally, if you think you will accept a counteroffer from your employer, tell the search firm early, so they and their client can immediately pivot to alternate plans. If you do accept a counter from your company, recognize that the search firm likely will not call you again. Know your position on this early in the process and before you get to the offer stage.

General counsel: Best job in the corporate world

Our own work in the legal field and advising many of the world's top legal leaders has shown how general counsel may be one of the best jobs in the corporate world. It is not without risk and can be complex and challenging, but properly performed it is a job that offers the holder of it the opportunity for significant leadership, influence and impact on a business.

When these positions arise, they typically attract the "best and brightest." It's a big opportunity — but only if you understand the skills and competencies you need to develop during your career, and if you understand and effectively work through the recruitment, selection and hiring processes.



The Key Attributes and Skills of a General Counsel

- » Strong judgment
- » Ability to deal with complex matters that cut across legal and related areas
- » Leadership skills
- » Strategic use of legal
- » Ability to anticipate legal issues and risks
- » Visionary mind
- » Curiosity
- » Ability to inspire others
- » Hard working
- » Decisiveness
- » Impeccable ethics and integrity
- » Gravitas
- » Ambition

Legal and Technical Expertise

- » Overall broad legal knowledge
- » Ability to develop legal strategy and objectives
- » Corporate and securities law
- » Corporate governance
- » Executive compensation
- » Litigation (especially class actions and investigations)
- » Risk and dispute management
- » Labor and employment
- » Government investigations
- » SEC disclosure and reporting (if publicly traded)
- » Industry-dependent legal expertise (intellectual property, M&A, etc.)
- » Regulatory expertise
- » Legislative experience
- » Compliance knowledge

Non-Legal Business Expertise

- » Industry expertise
- » Business acumen
- » Accomplishments that advance the business
- » Ability to develop relationships
- » Political savvy and tact
- » Ability to assemble and lead diverse teams that perform
- » Ability to select and develop talent and manage performance
- » Succession planning skills
- » Ability to retain and manage external resources
- » Legal budgeting, forecasting and controlling costs
- » Business and financial acumen



About Spencer Stuart

At Spencer Stuart, we know that leadership has never mattered more. 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, on their stakeholders and the world around them. 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, particularly in the context of the changing stakeholder expectations of business today. For more information on Spencer Stuart, please visit www.spencerstuart.com.

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