



Top TIER

THE NEW R-3 100 PROGRAM IDENTIFIES RISING IN-HOUSE TALENT.

InsideCounsel has long been committed to diversity within the legal profession, especially to promoting gender equality in the highest levels of corporate legal departments. And so, we are proud to introduce the R-3 100 program—a list of 100 women who will likely be ready in three years to become general counsel. Hence, R-3 100—“ready” in “three” years.

The R-3 100 program has grown out of our other women-focused initiatives—the Transformative Leadership Awards, which honor those committed to advancing women and minorities in the legal profession, and Project 5/165, which aims to promote placement of women as Fortune 500 GCs, with the goal of raising the percentage of women in the GC role to 30 percent. But in order for that to happen, it’s helpful to know the women out there who will soon be ready to step up and fill the shoes of a general counsel.

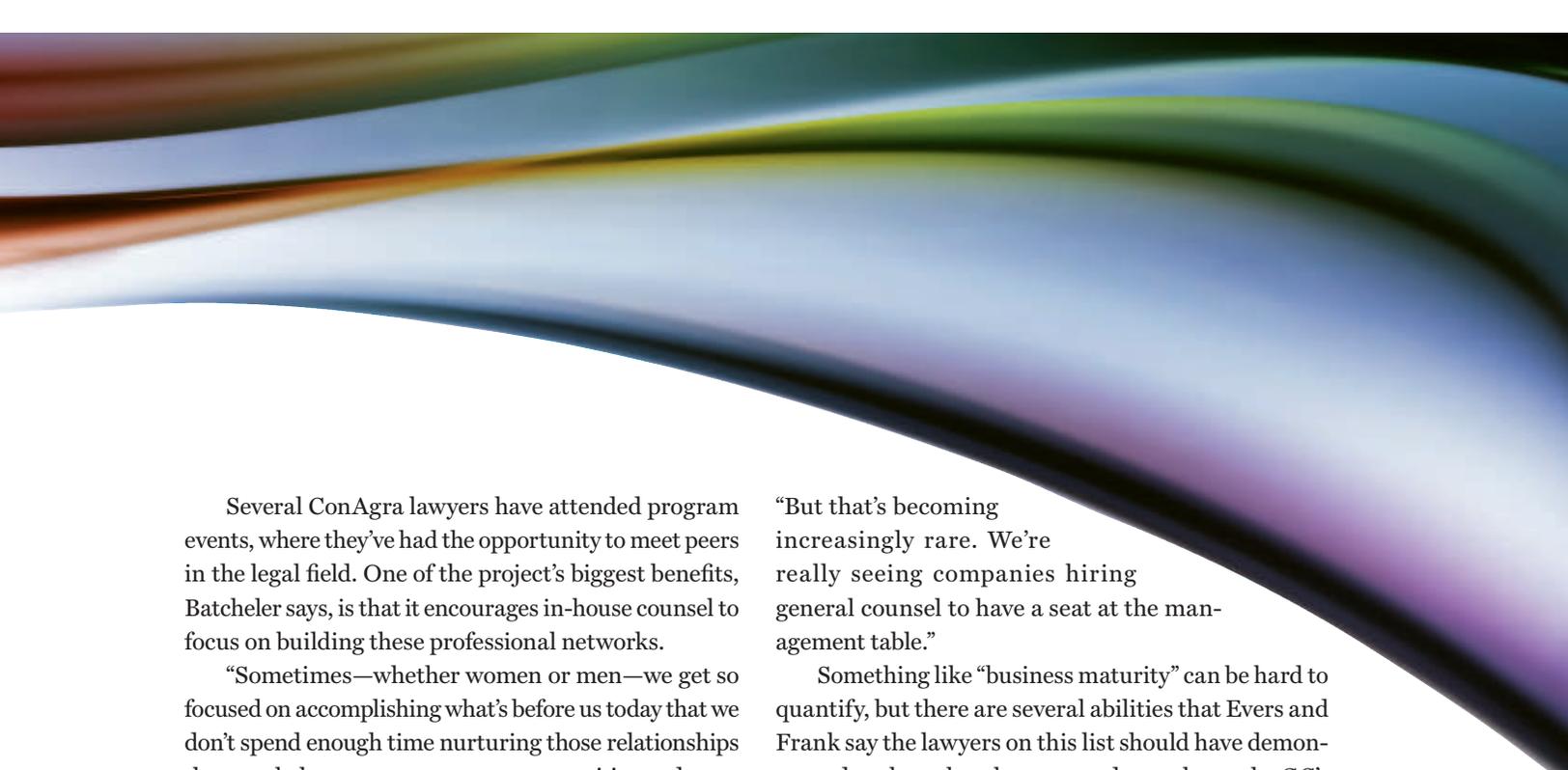
With the help of professional services firm Deloitte and several executive search professionals and general counsel, we have compiled this list, divided into five practice areas that have a high presence in today’s legal department: governance and securities, litigation, intellectual property, compliance and M&A/transactions. We hope the R-3 100 list will raise awareness of the talent pool, so that in-house women can recognize their peers, and GCs and recruiters have a reference to aid their searches for new general counsel.

Some general counsel have already begun to encourage their attorneys to participate in Project 5/165 and R-3 100 events. Colleen Batcheler, executive vice president, general counsel and corporate secretary of ConAgra Foods, is one law department leader who has made the initiatives part of the corporate culture.

ConAgra already places a premium on professional and personal development, creating individual development plans for employees and providing opportunities for networking, mentoring, studying and more. Project 5/165 was one more tool the company could use to further these efforts, Batcheler says.

“It sounded like a wonderful opportunity to enable some of my team members to meet with peers, expand their external networks, and learn a bit more about themselves and the possibilities for their own careers going forward.”

BY JULIE BECK AND ALANNA BYRNE



Several ConAgra lawyers have attended program events, where they've had the opportunity to meet peers in the legal field. One of the project's biggest benefits, Batcheler says, is that it encourages in-house counsel to focus on building these professional networks.

"Sometimes—whether women or men—we get so focused on accomplishing what's before us today that we don't spend enough time nurturing those relationships that can help open our eyes to opportunities and ways that we can grow," she says. "Putting it on the to-do list by having a structured program ... really helps focus people on that important part of their career development."

Qualifying Candidates

The women of the R-3 100 are all direct reports to their general counsel, and manage at least three to four lawyers. But that's just a starting point for what qualifies them to be on this list.

Being ready to step up into a general counsel role means having a "certain level of maturity," according to Mike Evers, president of recruiting company Evers Legal Search Inc. Resumé maturity, sure—it's important to have experience—but also what Evers calls "business maturity." That means having some kind of presence at the executive level, whether it be presenting to the board of directors, interacting with the CEO, or getting face time with other executives.

The best candidates, Evers says, are those who "envision themselves in a business leadership role, understanding that the role of a general counsel in 2013 goes beyond assessing legal risk ... [it's] someone who can successfully become part of the strategic leadership of the company." And that goes for both women and men.

Miriam Frank, vice president of the in-house practice group at legal recruiting firm Major, Lindsey & Africa, also emphasizes the importance of the business side of the general counsel role.

"Some companies will really want you to just be the lawyer and just advise on legal issues," she says.

"But that's becoming increasingly rare. We're really seeing companies hiring general counsel to have a seat at the management table."

Something like "business maturity" can be hard to quantify, but there are several abilities that Evers and Frank say the lawyers on this list should have demonstrated to show that they are ready to take on the GC's dual role of business and legal leadership.

They speak the language of business. They can read a 10-K annual report, and understand the meaning of terms like "value add." They have "the ability to communicate clearly, without using legalese," Frank says.

They have proven leadership skills. By heading up teams, they've created something that is more than the sum of its parts by getting people to work together. They're interested in what can be accomplished as a group, not just their own personal contributions.

They know how to evaluate risk. Companies don't just want a yes or no answer from their general counsel, Frank says. "What they want to hear instead is: 'Here are the risks if you decide to do it, and let's look at different ways to get to that result.'" R-3 100-level lawyers can weigh options and provide ways to mitigate risk.

For women who are earlier in their in-house careers, and might like to one day see themselves on an R-3 100 list or something like it, these are helpful benchmarks to work toward. In-house lawyers who hope to be general counsel someday shouldn't pigeonhole themselves; instead, they should look for opportunities to learn.

"Seek out opportunities to interact with boards," Frank says. "Seek out opportunities to lead teams ... Take a course in business, finance and accounting if you feel you're weak in that area."

And for a lawyer who works in a practice area that doesn't typically feed into the GC seat—say, intellectual property—it's important to broaden your reach, both in terms of the kind of work you do and the type of clients you see, Evers says. What's more, building relationships within your company can lead to someone "hiring you for you, and not for your resumé," he says.

Whatever your gender, level of experience or practice area, if your goal is to become a general counsel, "it's about having your eye on that goal, thinking about what boxes you need to check off to both feel confident and inspire confidence that you're ready for it," Frank says.

LITIGATION: Megan Belcher, vice president and chief employment counsel at ConAgra Foods



As vice president and chief employment counsel at ConAgra Foods, Megan Belcher has a good grasp on what it takes to be a general counsel.

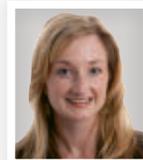
"They need to be very big-picture thinkers," she says. "They need to think about the total business, not just the legal issues ... They need to be calm, patient, very fastidious, detail-oriented and have the qualities that will instill trust." She points out that general counsel often have to ask other members of the leadership team to trust them. This focus on building relationships isn't surprising, considering the path that led her to her current position.

In 2001, after graduating from law school at Boston College, Belcher returned to the law firm currently known as Husch Blackwell, where she had previously been a summer associate. There she met Niki Theophilus, who left to become ConAgra's first chief employment counsel in 2006. Shortly thereafter, Theophilus brought Belcher on as senior counsel, and when Theophilus was promoted to executive vice president of human resources, Belcher took over as chief employment counsel.

Belcher says she loves her practice area, especially the litigation aspect, and wants to one day be a general counsel at a company with a heavy litigation docket.

"We're in an era where the talk of 'Lean In' is everywhere and I think a big message of that is being really declarative about what you want," she says of the R-3 100 program. "[It's important to give] –women an opportunity to be really declarative about their desire to be general counsel."

GOVERNANCE & SECURITIES: Lea Ann King, assistant general counsel at Hill-Rom Holdings Inc.



Lea Ann King may have started her career at a law firm, but she's always been an in-house lawyer at heart.

"I always knew at law school that I would end up in a company setting, just because I never liked to be a person who didn't know how things ended," she says. "I like to see things through and be a part of something bigger."

It was that impulse which in 2007 brought her to Hill-Rom Holdings, an Indiana-based medical technology company, where she started as a staff litigation counsel before broadening her duties to include overseeing the company's records and information-management program and assisting with its securities filings and corporate governance obligations.

It's a full slate of responsibilities, but the variety is one of King's favorite things about her current position as assistant general counsel. "As my boss says frequently, [as an in-house counsel] you're the last true legal generalist," she says. "Unlike law firms, where the model really values becoming more and more specialized, where you bring the most value in-house is knowing a little bit about a lot of different subjects."

King is always seeking to broaden her legal and business knowledge in the hopes of becoming a GC one day, and she sees the R-3 100 program as one more means to that end.

"Sometimes women, especially, aren't the best at publicly letting other people know what our aspirations are," she says. "But when somebody else puts their name behind you ... it kind of makes you say 'OK, I can do this, and I need to set the bar higher for myself.'"

M&A/TRANSACTIONS/GENERAL: Nadia Dombrowski, SVP, global payments, network executive at Bank of America Corp.



Being an in-house counsel obviously requires legal acumen, but business smarts are just as important. Nadia Dombrowski, who spent more than a decade as a corporate attorney before recently moving to the business side of her company, has fully embraced both of those roles.

After graduating from Columbia University School of Law, Dombrowski landed a job as an associate at what is now Clifford Chance, where she focused on mergers and

acquisitions and telecommunications. She moved in-house to GE Capital and later, after leaving corporate America for three years to raise her children, returned to practice law at companies including MasterCard and, most recently, Bank of America (BoFA).

Then, several months ago, a new opportunity arose when Dombrowski was offered the chance to take on a business role overseeing BoFA's network relationships.

Although she's no longer a lawyer in title, Dombrowski brings her existing skill set to bear on her new job. "It's not like you check your legal mind at the door," she says. "You have all of that analytical and legal perspective ... and you see where the land mines are and how to negotiate around those."

Instead, she sees the position as a chance to strengthen client relationships and develop new abilities that will advance her career, whether she stays focused on the business side or pursues a GC spot. "It provides a different perspective, and it enhances different and additional skill sets," she says. "It's a great opportunity to be more embedded with the inner workings of the business and the clients that you previously supported from the legal perspective."

ETHICS & COMPLIANCE: Kim Yapchai, assistant general counsel and director of group legal affairs and corporate ethics, Masco Corp.



Kim Yapchai wasted no time launching her in-house career—immediately after law school she joined the staff of Ford Motor Credit Co., where she had clerked as a law student.

After seven years at Ford, Yapchai came to Masco Corp., where she has focused on becoming an integral part of the business. "The company can go anywhere to get legal advice," she says, "but the value and the differentiation you provide being in-house is by being that contributor, either by helping them to spot potholes ... or helping to make the business go faster or achieve better results."

Yapchai has passed this and other advice on to younger aspiring lawyers through a panel that she started at her alma mater for women in law. "I really didn't have a mentor in my family or a friend who was in law or anybody to guide me through my career," she says. "And I thought, 'What would happen if I knew then what I know now?'"

In the past year, Yapchai has gotten a taste of being a mentee herself at Project 5/165 events, where she has been able to network with top general counsel who have

shared their insights on professional development and career advancement.

Looking ahead, Yapchai has thought about putting her ethics and compliance expertise to use as either a general counsel or a chief ethics officer, although she also isn't counting out the possibility of a jump to the business side. "Fortunately, there are a number of logical next steps in a corporation like Masco, so it just comes down to finding the right opportunity at the right time," she says.

INTELLECTUAL PROPERTY: Wanji Walcott, managing counsel, American Express Co.



Wanji Walcott can pinpoint the exact moment she decided to become a corporate attorney. "I read an article in college about an in-house lawyer, ironically enough, at American Express," she says. "I didn't know any in-house lawyers, I had never met one, but I read that article and I thought, 'That's what I want to do.'"

And that's exactly what she did. Bypassing the common law firm-to-in-house route, Walcott was hired straight out of law school at a subsidiary of Lockheed Martin, where she helped state and local governments implement more efficient systems, including the E-ZPass tolling technology.

"The willingness of my general counsel to throw things at all the lawyers gave me an opportunity to figure out what I liked and what I didn't like," she says. One of the areas that drew her interest was working with technology transactions, a skill set that she honed while subsequently working at a start-up and at Pillsbury Winthrop Shaw Pittman.

Walcott finally landed at American Express, and has steadily increased her responsibilities to encompass online and mobile payment initiatives, mergers and acquisitions, digital commerce projects and more. "Initially I thought, 'Does anyone really care about these technology transactions?—this is not going to be a platform for me to do anything bigger,'" she says. "And then it quickly became obvious that technology is going to underpin everything we do going forward."

Walcott's ultimate aim is to leverage this experience into a general counsel spot. She advises other in-house lawyers to understand their business's numbers, establish themselves as go-to advisers for company executives, and above all to "do your core job, do it well, and go above and beyond." ■

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