Thinking Like A Client: What Every Law Firm Lawyer Should Know

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Today’s Topic: Thinking Like a Client

- What does it mean to “think like a client?”

- Law schools and most law firm training programs are devoted to teaching you the analytical skills and substantive legal knowledge so you can think like a lawyer.

- Thinking like a client involves training you to look at legal problems, and the services you, as an outside lawyer, provide, from the client’s perspective so you can be a better partner to your client in resolving those problems.

Today's Topic: Thinking Like a Client

- Key skills involved in "thinking like a client" are:
  - Communicating in a timely, efficient and effective manner with your client;
  - Counseling your client appropriately to give good advice and to avoid giving bad advice;
  - Managing well the work you do for this client as well as your overall legal workload; and
  - Avoiding unhappy clients, which can lead to lost client relationships, including litigation and malpractice claims.

Understanding Client Expectations

- Clients reach out to outside counsel for help, so be helpful

- Communicating the wrong factual or legal information to a client is the opposite of helpful because in-house lawyers will rely on your advice and often communicate it to others in their organization who will rely on it, too

- Like doctors, the first rule for lawyers is “Do no harm”

- Making mistakes with clients is also not helpful, and can cause substantial harm if not corrected quickly

- It’s much better to say “I don’t know” or “Let me check and get back to you” than to give a wrong answer quickly

Understanding Client Expectations

• What does it mean to "answer around the question?"

• Don't be the "fetch and retrieve" lawyer who only answers the specific question he or she was asked

• Do be the thoughtful lawyer who answers the specific questions, but who also explains his or her thought process and presents the client with alternatives that the client might prefer to what the client originally requested

• Clients always want to work with the lawyer who put the most thought and effort into responding to the client's requests because those lawyers are the most helpful to them

Understanding Client Expectations

- The highest level of client service is analyzing the client’s request and situation, and providing alternative courses of actions, including the pro’s and con’s of those options

- This is the most helpful to clients, and it is what you should strive for in your interactions with your clients

- This is difficult for junior lawyers to do out of the gate, but it is a skill you can and should be able to develop over time as your knowledge and experience grows -- the transition from “being fungible to being critical”

- The best and most effective partners interact with their clients in this way so watch and learn from them

Understanding Client Expectations

- What does it mean to “take ownership of your matters?”

- Become the “intellectual engine” on your matters, generating ideas, thinking strategically, and driving the matter forward instead of waiting around for others to tell you what needs to be done next

- Understand the business context of your matter because in real world, the resolution of a legal problem rarely turns solely on who has the best legal position, unlike what you may have thought when you were in law school

- Your clients are part of a business ecosystem where relationships often determine how matters are resolved

Understanding Client Expectations

- Always treat your client's matter like it is your most important matter
- But don't make the mistake of thinking that your matter is the most important matter to your client
- Give your client a lot of lead time to review drafts, make decisions, etc.
- Your client may have many competing priorities on any given day
- Following up is always a good idea, and your client can give you direction on what his or her priorities are
- It's OK to chase your clients, but it's not OK for your clients to chase you

Common Outside Counsel Mistakes

- Assuming that things that should be simple in fact are as simple as they seem (e.g. getting a declaration from a company witness) where strategic and internal political considerations might make the choice difficult

- Not paying attention to how much time and expense will be needed to accomplish a requested task

- Not thinking about the precedential implications of positions you are advocating your client to take, which could result in your client winning the battle but losing the war

Outside Counsel Best Practices

• Creating agendas, outlines, to-do lists, being organized and taking notes in meetings

• Handling a matter independently, while keeping the client updated and soliciting his or her input when needed

• Doing all the small things -- and the bigger things -- that convey the message to the client that “I got this”

• Often, these are all things you should be doing anyway, it’s just about communicating them to the client to make sure he or she is aware of them and knows they are going on

Outside Counsel Best Practices

- Don't forget that "the client" is not a single, monolith, and your primary contact is usually not the ultimate decisionmaker on important matters

- In-house lawyers don't like surprises, so communicate all important information -- good news or bad -- to the in-house lawyer right away so they can communicate it to others in the company first

- Don't feel slighted if an in-house lawyer doesn't read something you send, use it as an opportunity to brief him or her on the key points orally, showing your mastery of the subject and saving him or her valuable time

Outside Counsel Best Practices

• Know your client, and what level of detail he or she needs and wants to receive from you

• Some in-house lawyers will review every word of every letter or filing in a litigation matter, while others will only want to be kept informed, and you need to know the difference

• Some companies have policies about how they litigate cases, to ensure consistency and fulfill those policies

• Think about why your client chose to send this matter to outisde counsel -- is it for expertise or due to resource constraints? -- and then have a conversation with the client to confirm your assumptions

Outside Counsel "Pet Peeves"

• When you are a more senior lawyer, don't simply be a "yes" man or woman -- don't be afraid to appropriately question and challenge your in-house clients

• Don't simply adopt client changes on written work product because they came from the client because the goal is always to improve the product, not to slavishly incorporate client comments

• Don't fail to respond to client e-mails, calls, etc., in-house lawyers expect immediate responses to their e-mails and calls, while in-house lawyers don't feel obliged to response promptly to your e-mails and calls

Outside Counsel "Pet Peeves"

- There is built in "unfairness" in the in-house/outside counsel relationship -- but the customer is always right

- Doing a great job and having a great attitude toward the work and relationship builds up your store of goodwill that you can draw upon when mistakes do happen

- Always be sure to incorporate all feedback and information received from in-house counsel, so that in-house lawyers don't believe their input was missed and needs to be repeated

- Always give in-house lawyers as much lead time as possible -- don't force their priorities due to your lack of planning

Developing the Client Relationship

- Know your audience, some in-house lawyers like to be taken out for drinks, lunch or events, while others don’t enjoy it or have the time

- Expertise always trumps relationship when in-house lawyers decide who to hire for a new matter

- Staying top of mind when a new matter comes in is the best way to get hired, and you can do that with e-mail check ins as well as you can do that through drinks and lunches

- When you get a new client, do some research on the company and their industry

Key Takeaways

- Avoid mistakes! Know when you don’t know something

- Anticipate needs and think broadly about the client’s business and legal position

- Plenty of lead time and no surprises

- Convey mastery and do the little things

- Know your audience

- Listen, respond, absorb and challenge

The End

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Thinking Like A Client: What Every Law Firm Lawyer Should Know

By Zachary S. McGee

January 27, 2024

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Welcome today's program: “Thinking Like A Client: What Law Firm Lawyer Should Know.” My name is Zach McGee. I'm a Senior Vice President, Business Affairs, for Sony Pictures Entertainment. Prior to joining Sony Pictures, I was an in-house lawyer at NBCUniversal and before that, I was a lawyer at DavisPolk. I’ve been writing and speaking on legal education topics for the past twenty years, including having taught a course on legal ethics at Pepperdine Law School. As you might expect, I am speaking today solely on behalf of myself and my views don’t reflect those of my current or any former employers or institutions with which I’ve been affiliated.

Our program today is focused on bringing the in-house lawyer and client perspective to lawyers who practice at law firms. As you might have guessed from the brief description of my background, I have more than twenty-five years of collective experience on all three sides of this topic – I was an outside lawyer at DavisPolk, after that I was an in-house lawyer at NBCUniversal and now I am a client at Sony Pictures – that I am excited to share with you in this program. Over that time, I believe I’ve learned some valuable lessons that outside lawyers can use to provide even better service to their clients. I’d like to think that at least some of these lessons will be useful for outside lawyers of my vintage and perhaps even older . . . but I am certain they will be helpful for a wide range of more junior lawyers from those who are still learning the ropes to those who experienced but still perfecting their craft as law firm lawyers.

As an in-house lawyer and now as a client, I’ve had the opportunity to hire all manner of outside lawyers from some of the largest law firms in the world to smaller, regional players to even a few two-person shops. I’ve worked with the most junior associates to the most senior partners, and also having been on the other side of that at DavisPolk where I progressed from a new lawyer fresh out of my clerkship to a senior associate so I know that world pretty well, too. Today, I plan to focus on helping you to “think like a client” because much of what you learned in law school and in your law firm training and in most CLE programs has been training you how to think like a lawyer. Thinking like a client is not all that difficult once you understand what clients expect of you but it’s critical to keep these lessons in mind because your clients are the ones who pay the bills, your clients are the ones who are going to make recommendations to the relationship partners at your law firm about which partners and which associates they want on their matters and your career progression at your law firm likely will turn in large part on how your clients view your work. For those of you who are potentially interested in going in-house one day, it's the view of the in-house lawyers that makes it a big difference in terms of whether they offer you a job. For all of these reasons, "thinking like a client" and what your clients think of you is something that you want to have top of mind.

When I was conceptualizing this program, I looked around and I saw there's been a lot of writing and programs aimed at teaching lawyers the actual nuts and bolts of how to be a lawyer and trying to address what people see as a gap between traditional law school education and readiness for practice. Most of these programs are devoted to teaching lawyers problem solving skills, case management skills and communication skills -- all of which are very important. What wasn't covered very much is this notion of building good client relations and how to handle clients so I thought that's a significant failing that this program is meant to address. Over the course of the next hour, I will identify the things that you should be doing and the things that you shouldn't be doing to make sure that your clients love you, that they want to work with you and of course that they hire you again and again.

Let's start at the beginning which is the moment you and your law firm are hired by a client to represent them in a new matter. As an in-house lawyer or client representative, what are my expectation of you as the outside lawyer? What are the sorts of things you can do as the outside lawyer that the in-house lawyer or client will perceive as adding significant value? I'm going to start by saying something obvious which is when in-house lawyers look to hire outside lawyers the thing they want is help. The big guideline is "be helpful." What does it mean to be helpful? You can think of helpfulness as having three levels. At the first and most basic level, don't be wrong, don't make mistakes and don't provide misinformation. If you stop to think about it, if you get any information from your outside lawyer, you're going to rely on it in some way whether that's legal information or factual information. If that information is wrong at the outset, you start heading off in the wrong direction. If you're lucky, you discover the mistake perhaps rather quickly but if you're unlucky, you don't and the mistake ends up costing you significant time and money. Perhaps you end up making a decision or going down a course that might be bad for your business based on that bad information. In many cases, as an in-house lawyer you're communicating advice and information you receive from outside counsel to your internal business clients. There's nothing worse than then you become part of the mistake and that's a bad and very uncomfortable situation for an in-house lawyer to be in. So my advice here is that it's far better as an outside lawyer to say "I don't know" – and I understand that lawyers are smart people who know a lot of things and that we don't like to say "I don't know" as a general rule – than to give advice or information that turns out not to be correct. Probably a better response than "I don't know" is "I don't know but I'll find out the answer and get right back to you" or even "I'm about 80% sure about this but let me confirm and get right back to you." All of these are far better than being less than 100% sure and allowing your client to proceed based on what turns out to be incorrect information. To recap, the first level of helpfulness is quite simple: don't make mistakes.

The second level is to think about what the question is that your in-house client is asking you and to "answer around the question." You might think this means avoid the question but I mean something very different. What I mean by "answer around the question" is a way to distinguish how an outside lawyer should behave from what I have referred to as a "fetch and retrieve" outside lawyer. If you’re simply a “fetch and retrieve” outside lawyer, I ask the question and it’s like I'm going to throw the stick, and you're going to grab the stick and come back right with the stick, which is simply the answer to my question. The way to avoid being a “fetch and retriever” is to “answer around the question” by which I mean, you should be the kind of outside lawyer who's going to communicate what they learned in the course of answering the question and you provide that added value back to the client right. A colleague likes to tell a story about the senior partner who sends the junior associate out to get a bottle of wine. The senior partner says “I need a 1996 bottle of Cabernet from Napa Valley” so the associate goes down to the wine store talks to the clerk comes back and tells the senior partner “Sorry, they didn't have any 1996 Cabernets from Napa Valley.” So, the senior partner goes to the second associate and makes the same request and the second associate goes to the same wine shop and he takes a bit longer but when he comes back, he tells the senior partner the following: “They don't have any 1996 Cabernets from Napa Valley but here's what I learned: there's a comparable Cabernet from Sonoma County and although it’s a 1997 and not a 1996, 1997 was a much better vintage for Cabernet, and what’s more, the 1997 bottles of Cabernet are around the same price point as what the 1996 would have cost and so here is a list of alternative 1997 Cabernets from Sonoma County for you to consider.” Now, which associate would you rather work with? Is it the one who just narrowly answers the question – our “fetch and retriever” -- or the one who takes the time to think about the question, to learn what the question is really driving at and then “answers around the question” which in this case means giving some feedback and offering up alternatives? The answer is obvious – don’t be the “fetch and retriever” because even if you’re a Golden “fetch and retriever” – sorry, couldn’t resist a little dog humor there -- you’re not being “second level” helpful to your in-house client. For litigators who are watching this program, this is not a deposition where you're answering only the question that is being asked as narrowly as possible. On the contrary, this is your client asking the question and so you want to be as helpful as possible. It’s clear which of these associates is being more helpful so be that kind of outside lawyer.

The third level of helpfulness -- and you can see that these are cumulative skills in that first, you have to be right, and second you have to think broadly about and around the question – is where outside lawyers, in the course of thinking about the question, analyze the question and come up with different alternative courses of action that you might choose based on where you are in the case or the transaction and be able to give highly valuable advice. That advice will include the pro’s and con’s, the risks and the benefits of the various courses of action and your lawyer will serve all of that up to you for you to consider and ultimately, to make your decision. That's the highest level of outside lawyer performance that you could expect and it's the most helpful. The reason it’s the most helpful is it gives me all of the information and advice that I need to make the decisions that I need to make. If I don’t get any part of that from my outside lawyer, I need to fill it in myself or get it from other sources – maybe another outside lawyer or law firm. If you give that to me, then all I need to do is examine the alternative courses of action, weigh the pro’s and con’s and make my decision. That makes my life easier and that one of your goals as an outside lawyer should be to make my life as an in-house client easier. Of course, exactly how helpful outside lawyers can be depends to some extent on where someone is in their career – a brand new lawyer won't be able to bring as much helpfulness particularly at this third level as a very senior partner – but this shows what all outside lawyers should aspire to in terms of helpfulness.

Before we leave this topic, the very best outside lawyers – just like the very best in-house lawyers -- will take it even a step further. At various points in my career, a client has asked me a legal question and after pausing for a moment, I said something like the following: "There is a legal answer to that question but are we asking the right question? Is that even the right approach?" Sometimes, the best way forward in the context of making a business decision is not only developing alternatives to the question you're being asked and thinking through those alternatives but to change the question entirely. In some cases, going down a very narrow legal path is not in the best interest of the company because there's more to the story in terms of the overall context of the dispute or the business relationship. Perhaps your company is in a payment dispute with a supplier but because you have an ongoing business relationship and because both parties are solvent, filing a lawsuit would be poor choice because of all of the expense, distraction and other negatives that would bring. In that case, if you're being asked as the outside lawyer what claims you might bring or what the statute of limitations is on those claims, you might want to change the question to focus on identifying potential alternative solutions that involve a negotiated resolution of the dispute. Of course, you need to use your judgment here – if the client wants to sue, you need to be responsive to questions about how a lawsuit would be brought – but my point is that even though you are a lawyer, you should not feel that your only role is to give legal advice. Experienced lawyers have a lot to offer their clients in terms of business advice and general common sense. Plus, no client is ever going to be upset if you put forward a great idea that ends up solving a client's problem at a fraction of what it would have cost in terms of time and money if you hadn't shared your key insight.

Our next topic under the rubric of understanding client expectations is how outside lawyers transition from what I call "being fungible" to "being critical." As the risk of insulting every junior associate at every law firm – and please don't be offended by this because it equally would have applied to me when I was a first-year litigator at DavisPolk at age 24 – junior associates are fungible. As good as you think you are, and as bad as you may think some of the other lawyers in your law firm class are, at your first or second year at a law firm, you are fungible. That's why you have litigators cross-training as corporate lawyers and vice versa. You're clearly smart, you did well enough in law school to land the job you have, you're careful, you're a good writer, you're a good reader -- those are the skills you have and your law firm can deploy you and your skills on whatever task or matter needs a warm body at that particular time. Grabbing one very junior associate versus another to go read a bunch of documents is a task that anybody can do even if you might do it slightly better than your officemate. That's what it means to be "fungible" and each and every one of us started out that way when we showed up at our first law firm right out of law school or from a clerkship.

As you move up in your career, you become more senior but more importantly, you become "critical" as opposed to "fungible" and this is what you want to strive for and to make that transition as early in your career as you can. Becoming critical means gaining expertise, learning the substantive law, acquiring deep industry knowledge and learning how the world of business works. For example, you do a couple matters for entertainment companies and you come to learn what are the key issues are in that business. When your client comes to you with copyright issues, you learn to think about "fair use" and do that analysis. When your client asks you to negotiation a license agreement for a feature film, you find out what exclusivity is and what holdbacks are and how royalties get calculated and paid. As you acquire this knowledge and this experience, you become highly valuable to your client. Indeed, you move to that level where you, as the senior associate, are as important as the partner if not actually more important. When I was an in-house lawyer, most of the time my first call or e-mail was to the senior associate and not to the partner not only because it was easier for me to get the senior associate or because the senior associate is a little cheaper than the partner but because they're the person who is the most "boots on the ground" with my case and he or she will know right away or will get me right away the answer that I need and as we discussed earlier, it will be the right answer and I can rely on it.

My advice to junior associates here is to think of yourself as going from just a replaceable member of the team to a critical team member. How this plays out is you will find that when there's an important call, you will be the one who needs to be on that call even more so than the partner. That's when you know you've made the transition from "fungible" to "critical." But how do you get there? The path starts with you taking ownership of your matters. Your role as a more junior lawyer is to be a member of the team. Often in that role, you're doing a lot of the work and when more senior folks are unavailable, you're asked to stand in for them. When you're asked a question by a client and you're there on your own, a lot of the time you'll be saying "Okay let me check into that and I'll get back to you right away" and that's fine because as I said before, you want to avoid mistakes. This is fine as a junior lawyer but at some point, you need to start to take ownership of your matters – becoming the captain and not just a member of the crew. A mentor of mine at DavisPolk described this as becoming "the intellectual engine" of the matter that you're working on. What this means is that you're the one who then becomes the person who's watching the deadlines, the one who is thinking strategically about the case. For example, this disclosure issue has come up so we need to make a motion for a protective order, or now I need to send discovery out to this new third party or there's now this other thing I need to prove up at trial so we need to send out some more interrogatories. I'm using all litigation examples here but I trust you take the point: taking ownership of your matters means that you begin to treat the matter you are handling for your client as "your matter" and you are the one who identifies what needs to be done next, and you launch that next step, engaging other team members, your client and third parties as needed to make that happen. For once, you become the person at your law firm making the call or sending the e-mail asking more junior lawyers "How's your time?" as opposed to the one who is sitting there waiting to receive that call. It also means, unfortunately, that is one of those more junior lawyers messes something up, or turns in a lousy draft of a brief, you are going to be the one who has to fix it. This is both the benefit and the curse of becoming a more senior lawyer who takes ownership of your matters, but it's a necessary transition if you want to progress in your career either at a law firm or as an in-house lawyer. The best law firm and in-house lawyers think strategically about their matters, and they come up with new courses of action that are going to help bring about a successful end to it, however the client defines success.

The next topic is acquiring an understanding of the business context. You can take ownership of your matters but unless you are able to acquire some deep knowledge of your client and its business, you won't be able to deliver as much value as your client expect. I struggle to come up with any example of a transactional matter or even a litigation matter where the decision ultimately how to close the transaction or to resolve the litigation turned entirely on who had the stronger legal position. You think in law school it's all about trying to figure out whether your argument is a winner under the applicable case law or it isn't. In the real world, it's almost always resolved in context of the overall business context in which the parties are doing business. Even in those rare cases where you may have the leverage to crush the other side in a negotiation or in a litigation, if you're going to do repeat business with the other party, rarely will you choose to crush them. That's true for a couple reasons. In the litigation context, litigation is so wasteful and costly that it almost always makes sense to settle out than pursue your claims through a final judgment, even if you know you would win and win big. In a transactional context, as long as both parties are still solvent and still doing business together, there is almost always a new business deal to be made that is a better alternative than commencing that lawsuit, which as I just noted, is a road that leads to costs, hassles, distractions even if you have a strong legal case. In-house lawyers, because they are closer to the business, tend to understand the business context better than outside lawyers and so as an outside lawyer, that's a skill you need to focus on trying to develop while you are at a law firm, if you can.

As we are rounding out our section on understanding client expectations, I want to touch upon a few things that perhaps could be described as procedural tips as opposed to substantive ones that we've been discussing up to this point. Another way to think about my advice in this section is how would a client answer the following question: What should law firm lawyers be sensitive to when working with your company? There are a number of things but one of the things that I think is most important to keep in mind is that you always need to treat your client's matter as the most important thing on your plate, which is to say your client should never know that the matter you're working on for them is not the most important thing on your plate. The challenge here, of course, is that you are likely to be staffed on many different matters at your law firm, particularly as you get more senior, so giving each of them your primary focus might be hard. In practice though, even if you have several matters, you'll likely be the "intellectual engine" on only one or at most two of those matters, and so for those, those matters will be your primary focus and so it will be easy for you to convey that level of attention to your clients. On the other matters you are doing work on, other lawyers will be the leads on those and so you won't have the same level of responsibility or expectation, although that never means you can fail to be responsive to any client even if you are not the primary lawyer on that case.

While you must never let the client think that their matter isn't the most important thing on your plate, the corollary is not true, which is to say the thing that you're working on may not be the most important thing on your client's plate. A few things follow from this reality. First and foremost, you need to give your client a lot of lead time because you don't know what other things they are dealing with at the same time or that may come up for them in the time between now and when you need them to make a decision or take an action on your matter. When there's a critical decision coming ahead or when there's a motion that needs to be filed or another document that needs to go out, you have to give the client plenty of lead time so they can integrate that piece of work in the context of their larger priorities. Even if the matter you're working on for them is the most important thing for you, and maybe even if it is objectively really important such as a key decision point in a bet-the-company litigation or an IPO or something like that, it may not be the first or even the fifth or the tenth most important thing that's on your client's plate at that moment. Almost inevitably, in the course of any given day for in-house lawyers there are going to be a handful of things that come up that may or may not be as important as the thing you're working on but are likely to be much more urgent for them and something they must deal with immediately. If you enable your client to prioritize his or her own time, that's going to work a lot better for you and it's going to work a lot better for the client, you're going to end up with a better outcome and a better relationship.

As someone who used to be an in-house lawyer, I can tell you from experience that we start our days thinking it's going to be one thing -- you're going to read this draft brief and give comments and you're going to do revise this internal HR policy – and I would say that only 20% of the days actually go the way you plan. Now, I was a law firm lawyer, too, and I recognize that you often have the same experience, but the key difference is that in the law firm context, let's say two of your matters are blowing up at the same time, both matters are being handled by the same firm, so the relevant partners can move things around among the lawyers in the firm and they can readjust priorities. When you are in-house, you don't have the same ability to move matters around or to add or change staffing on the fly. When I was an in-house lawyer, if my head of sales needed me right now to deal with issue X and my head of production needed me right now to deal with issue Y, I couldn't pass off the head of production to another in-house lawyer. I literally had to be in two places at once and that's a big challenge for in-house lawyers. When that happens to your clients, that draft brief you sent them and on which you need their feedback doesn't get read and that can be frustrating for you because maybe you pulled an all-nighter to get that brief to the client by the deadline they set to receive it. Because of these other priorities, or maybe your client decided to go on vacation as is there prerogative, he or she may not read it for 3 days and that's just something you have to realize is going to happen. That is one of the benefits of being the client that one day you may get to enjoy when you go in-house so don't take it so hard now.

The take-home message here is no matter what ultimately happens to that brief, it's important for you to still get it to us on those deadlines so that I can work with my own schedule. One of the things that is a helpful pointer here is that if you're not getting the response you want or need from your client in a timely way, it's perfectly okay to follow up and just to remind people that whatever it is that you need is pending because the likelihood is they're not ignoring you – it's just that they have other priorities that you can't see. In my experience, clients would much rather be reminded that a certain deadline is coming up or that I need to accomplish this task by X date or else this bad thing is going to happen then for you to have sent one e-mail or made the one phone call and let it sit there. You might think once you've done that that "OK, it's off my plate and now it's on their plate and it's not my fault if it doesn't get done" but that would be a mistake because at the end of the day, you are equally responsible for making sure that your matter is handled properly and will be the one who gets blamed if it isn't no matter how that came about. Relatedly, I should never be chasing you but you very often may be chasing me and that yet another one of the things that isn't equal in the relationship and so you need to get used to it. The client is the one who is paying the bills and so I get to have a little bit of a privileged situation there. So, you need to be responsive to me, you need to return my calls and my emails right away even if you don't have the answer. In that case, you get back to me to say "I'm working on it I'll get back to you as soon as I can," which is fine. As the client, I never want to be in a position where I'm chasing even the partners much less the associates in a law firm that I've hired to work on my matter. The flip side is that you may need to follow up with me multiple times just because I have other priorities. I'll get back to you as soon as I can and I do appreciate the follow-up. You might think that I find it annoying but don't think of this way. As I mentioned earlier, every day I go to the office trying to figure out what I'm going to handle that day and it's nice to have the reminder from you right there in my inbox. It's welcome and not annoying.

Let's transition now to some advice that I've grouped together under the general heading "Common Outside Counsel Mistakes." Some of these may be obvious to you – particularly if you've been practicing a while – but I bet at least a couple will be news to even the most experienced law firm lawyers. In addition to recognizing that the priorities inside my company may not look the same as they look from the outside, law firm lawyers often make the mistake of thinking that things that may seem simple from where you sit on the outside may not be so simple on the inside. Let me give you an example. Very often in a litigation, you need to get a declaration from someone in the company to establish some key facts. That may seem very simple from the perspective of outside counsel – we've drafted up the declaration and everyone has reviewed it and all we need is for So-and-So to sign it and then we can file it. But it may be impossible to know the logistical or frankly political complexities of getting that done within a company. I never understood this as an outside lawyer and so this may seem strange to you, too. I never could understand why a simple custodian of records declaration or something couldn't be obtained in an hour once the declaration was draft. Now, having been an in-house lawyer, I know why that can present significant issues. For one, if two employees share responsibility for the records, there is a decision to made about who should the declaration, and in making that call, you have to think about picking the person at the right level. You don't want somebody who is too senior because assuming there's going to be a deposition related to this, it opens up a broader area of possible questioning. At the same time, you don't want someone who is too junior and also inexperienced person who would have to handle that deposition. Apart from strategic considerations, there might be internal political considerations at play as well. Does one of the employees report up to a senior executive who hasn't been very helpful in dealing with the issues in the lawsuit? Is one of the employees about to get terminated as the result of an internal investigation into a certain business practice? As an outside lawyer, you would have no knowledge of any of this . . . and so you should just recognize that there are myriad reasons why a simple choice like picking a customer of records declarant might not be so simple. As a result, you want to give your clients as much time as possible and more time than you might think they need to make decisions and accomplish tasks in connection with your matters because you don't know what you don't know. Another helpful thing you can do is come up with possible alternatives if plan A isn't available or easy. Your client will love you if your plan includes potential fallback positions that the client can choose if necessary as opposed to putting all your eggs in one basket because you didn't anticipate that what you had in mind could possibly present a problem.

Another common outside counsel mistake – and this again is something that changes radically from the most junior associates to your more senior associates and partners – is failing to pay attention to how much time and expense is being incurred on the tasks you are performing on the matter. When you're a junior lawyer, you don't think much about billing in terms of the bills that they get to the client. You get an assignment, you do your work, you bill however many hours it took you to complete the assignment and you wait for the next assignment. It's generally someone else on the team -- either a senior associate or partner – who prepares and/or reviews the bills before they go to the client and decides if any of that time is going to be written off or whether it's all going to be billed through. That process typically involves considering not only the size and scope of the client and the matter but also whether the client is sensitive to billing by junior lawyers. Some clients don't think they should pay 100% of the time junior lawyers incur "getting up to speed" on the matter or the law in order to be able to do their work or for "training" junior lawyers more generally, although how do they expect more junior lawyers become more senior lawyers if not learning by doing? In any case, these more senior lawyers will look at what more junior lawyers did versus how much time they billed and they will decide how much of it to bill through. As you get more senior, it's less and less likely that your time is going to be written off because you're adding value in most everything you do, and it's not the case that much of your time is being spent training you up versus more junior lawyers. As a result, you need to be mindful of how much time you and others on the team are spending on particular projects because unless something unusual happens, that time isn't going to written off and it will show up on the bill the client receives. That can lead to some unpleasant conversations so try to avoid excessive time billed through on tasks whenever you can, and the first step is to pay attention to it.

Our last topic under "common outside counsel mistakes" is focusing only on tactics instead of strategy. Among the many reasons why it's good to learn about your client's business is that there may be circumstance where you could try to win the battle but at the risk of losing the war. Put another way, while your tactics might be sound in a general case or matter, given your client's particularly business and position in the industry, those tactics might be unwise. If your client is in the entertainment industry where it's lifeblood is the intellectual property it has developed protected by copyright – such as movies and television series – you probably wouldn't want to make an expansive argument based on the doctrine of "fair use" – which is an affirmative defense to copyright infringement – lest it set a bad precedent for your client when it is on the other side of those matters, which it is most of the time as a content owner. What you might advise your client is something like "Look I have this great argument as to why the other side's copyrights are invalid and I recognize that if I establish that precedent it might be bad for you. Here's a narrow way I can make the argument that might not have those implications." That's the kind of advice that shows not just that you're thinking about the narrow case but that you understand the overall context in which the case arises and the client's more important strategic imperatives. It's more nuanced that just making sure you and your law firm don't have a conflict of interest representing your client – generally, nothing would prevent you from representing content owners and content licensees – it's about really understanding your client's business, how they make their money, what the threats to that business are and how to make sure you are not doing any harm to the client in the arguments and positions you choose to make in a litigation matter, for example. That's the difference between playing checkers and chess, and your clients will come to expect that some you as you become more senior at your law firm and have represented the client in a few matters so that's a skill you want to acquire.

Let's shift gears now to talk about some things that law firm lawyers have done in matters they have handled for me that were really extraordinary. Lest you think I'm being too negative about outside counsel, I've been privileged to work with some of the best law firm lawyers over the years who really have made me look good, made my life easier and who deserve some recognition for that. I won't mention any names here but I will share some of the things that they did in the hope that it will provide examples for you to follow and to cause your clients to send some love your way. I will mention briefly being organized, sending around agendas, taking notes in meetings, because not every outside lawyer does those things but every outside lawyer should. In-house lawyers and clients view this kind of behavior by their outside counsel as "table stakes" – why am I paying you what I am paying you if you seem uninterested, unprepared or disorganized? You are the best and the brightest that our profession has to offer so act like it, particularly when you are the most junior folks on the team. This is also one of the way you can assume that leadership role even at a relatively young age. I had one matter when I was a second or third year lawyer where I started preparing agendas for our internal and external calls. I spent a lot of my time on that matter and so it wasn't hard for me to prepare agendas and to do lists, but it quickly helped to establish me as one of the leaders on the team – both internally and with the client – because I always knew what was going on and what needed to be done. If you act like a leader by being prepared, organized, setting the agenda, before too long, you'll become the leader you started out merely aspiring to be. Try it and you'll see what I mean.

The next thing really is an outside counsel "best practice" in every sense of the word: taking full responsibility for and handling of an important or complicated task with little or no need for client involvement or oversight. Essentially, you take something important and complicated completely off my plate and you take care of it with little or no oversight from me. As you can imagine, this is a huge benefit for in-house counsel so you should look for those opportunities. My example here is that I once outsourced the entire process of licensing catalog films in non-theatrical venues – think airlines, hotels, military bases even prisons – globally to an outside law firm who took care of putting those license agreements into place for me. This involved negotiating agreements with non-theatrical distributors in various territories throughout the world and making sure that none of those license agreements overlapped in terms of territories or rights. While the terms of each agreement was pretty standard, it was a huge benefit for me to be able to outsource this entire project to a law firm with the confidence that it was going to be done right. At the end of the project, I got back 10 or so signed license agreements and that meant this licensing was good for the next 5 years with very little involvement from me and a very reasonable bill from outside counsel. You should be on the look out for opportunities like that where you can help your client offload a project to you because those can be win-win situations when done right.

Another thing that I would describe as a best practice or alternatively, as something that distinguishes the outside lawyers who stand out from the ones who don't is their ability to inspire confidence that they've got this. Now, there's no one way that you do that but it's a collection of things and you may already been doing a lot of them without thinking about it. There are lots of small tasks that you can perform along the way that communicates to your client your mastery of the matter you're working on. I already mentioned taking the time to draft agendas for meetings that we're going to have – sending over a list of topic with a note "Here are the things I want to cover is there anything else you'd like to add?" – and taking careful notes in those meetings. Creating to do lists is another one -- here are the next things that need to be accomplished and here are the long-term things that we're aware of that we need to address but that maybe aren't ripe to be addressed now. These are just a few examples of things that say "I know about all of the trains that have left the station and I know about the ones that are coming in and the ones that are about to leave and everything's under control." Having outside lawyers like that who inspire confidence that they've "got this" allows an in-house lawyer to turn his or her attention and frankly anxiety in a different direction and you always want to be the person who is communicating and inspiring confidence and mastery of the matter that you're handling. It's funny because it's not about your personality -- you're not going to change your personality anyway -- it's about conveying to me through your various actions "Don't worry I got this" and I'm going to trust you because I've worked with you and you've built up that level of trust through your deeds and your actions. You also should recognize that you may be doing a lot of these things but not communicating or showing that fact to the client so he or she may not be aware of them or know that they are going on. Use your judgment here – sharing every detail of everything is being done on the client's behalf might lead to concerns about the bill – but the idea is to provide enough transparency so that the client feels confident that you and your law firm are on top of his or her matter so that he or she can focus on other matters or issues where their attention is needed.

Now, as I mentioned earlier, one of your goals as an outside lawyer is to make your contact at the client look good, and probably the best way to make your contact look good is to make sure he or she is not surprised. Most people hate surprises – even on their birthday – and in-house lawyers particularly hate being surprised by bad news, and the only thing worse than bad news is being the last one to hear the bad news. Let's say you're a litigator and you're defending a deposition of one of my key business folks and I don't happen to be in the deposition because maybe you had to travel for it. If something bad happens in that deposition, or something bad comes out in terms of testimony, I need to be the first call you make during a break or as soon as the deposition ends. I don't want to hear about it through one of my colleagues. This is true whether it's good news or bad news frankly because either way, I need to figure out a plan to react to it. Often my boss is going to hear the news and I'd rather be the one telling my boss so I can frame it up properly and if we need to react to the news, offer my suggestions for how we might do that. Your job as outside counsel is to give me the news first so I can do what I need to do in real time.

My next piece of advice is don't feel slighted if your client hasn't read something that you sent. Instead, use it as an opportunity to brief him or her on the key points orally and show your mastery of the subject. There's a perception among law firm lawyers – and I'll admit to having had this bias when I was a law firm lawyer – that in-house lawyers are not as good or as smart as law firm lawyers. You might be tempted to think that the reason we left our law firms is because we couldn't cut it there or maybe for lifestyle reasons, and now we're working in-house at a company where it's not as intellectually challenging or as interesting as it is at a law firm and that we don't work as hard. Perhaps you perceive it this way because you've spent all this time drafting a brief and sending it to me by the deadline I set and I don't get back to you on it or I have you send me a legal memo and I haven't had time to read the memo before the call we have to discuss it so it like looks like I'm unprepared or lazy. Of course, there are some bad in-house lawyers out there and there are some who aren't as smart as others and there are some that are lazy all those things are true. But in general, in-house lawyers are often very good at our jobs and the challenge for us is not that we're lazy or that we're not as smart as you, it's the time constraints and other unique issues that we face. It's likely that I came to work today thinking I'm going to read your wonderful memo and be completely prepared for the call but my boss grabs me or my head of sales because there is some crisis and I have to deal with it. The lesson here is don't assume that because I haven't read everything you sent that I'm lazy. Instead, think of it as an opportunity. You've sent me all this wonderful stuff but I haven't read it but now we're on the call and I have to make a decision and so it's your time to shine. You've got two minutes to distill for me orally everything that's important about what you sent and frame up the issue and then I'm going to say "Wow, she's on it. In 2 minutes, she told me everything I need to know and now we're going to make a decision" and it will be great. Like most things in life, it's all a matter of perspective and don't forget that you're getting paid the same whether I read your memo or I don't.

Moving on, another key takeaway is know your audience when it comes to your in-house clients. There are two separate aspects to this. The first is know who you're dealing with. If you're dealing with someone who's primarily a transactional lawyer and hasn't dealt with a lot of litigation, then you may need to give that person more context. Even things as basic as I have to file an answer within X days of the complaint being filed or else we'll be in default will need to be explained to someone like that. On the other hand, if you're dealing with someone who practiced at a law firm as a litigator and whose job at the company is litigation, you're not going to need to explain the basics of civil procedure. But let's say that litigator is dealing with copyright law for the first time, you're not going to need to start with a primer on copyright law, for example, what the exclusive rights under copyright are, what damages can you get for copyright infringement, etc. The point is that it's important to calibrate your advice and your communication to match your client in terms of what they know, what they're likely not to know and what blind spots they might have. The second aspect of knowing your audience is establishing what your client's expectations are for the extent and form and timing of communications with respect to the matter you are handling. To use the example before about the non-theatrical distribution contracts, I didn't have time to get into the details of those agreements and it would have been much less effective if the outside lawyer who was handling it was coming back to me every day or twice a day with questions. On the other hand, if you're talking about a bigger deal where I'm working with outside counsel, I very likely would want to review every line of every draft of every contract that goes out. I think best way to know what level of communication your client expects on your matter is to ask: how often do you want to be updated on this? What kind of communication are you looking for? You may be surprised by the answer in either direction. For example, in some litigation matters, I surprised my outside counsel by wanting to review every document request that went out. If we have a conversation at the outset, I can tell you that it's important to me that I send things out that are consistent with the way I litigate cases not just to get the information that I want but to make sure that the whole thing is moving the right direction and if and when this ends up in front of the judge, that we're not being perceived as overly-aggressive or whatever the bad impression that could result if it's not done correctly to my mind is. Many companies also have policies or standards that they follow when they litigate, and if you don't know whether your client has any such policies or standards, you need to ask.

The last topic under "best practices" is to think about why your client hired you for this matter and to view that engagement in light of those reasons. There are a lot of companies that handle a lot of litigation matters themselves in house – NBCUniversal where I worked as an in-house litigator was one such company -- and they pride themselves on being great in-house litigators and doing a lot of matters themselves. For companies like that, when they're choosing to send something out, it can be because there's an expertise issue – this is a different type of a matter than they are used to handling in-house -- or it's a particularly complex or high dollar case or maybe there will be a lot of discovery and that's why they're sending it out. The reason to think about this is so that you can work with your in-house client to make sure you're doing your job in a way that's consistent with how they like to practice and to make sure you are delivering the benefits they had in mind when they decided to bring you in. The easy way to do that – again, just stating the obvious -- is have the conversation at the outset where you're learning about the matter in those initial conversations. Asking your client questions like "how important is this case to you? Are there important strategic imperatives that are involved in this case? How involved do you want to be? Do you want to see every piece of correspondence, every email or are there pieces of this that are going to be left to our discretion?" The client may have a clear answers to these questions or he or she may not but in asking these questions, you demonstrate to the client that you understand how important it is for the matter to be handled in a way that meets his or her expectations and reasons for bringing the case to you, all of which helps to start the relationship off on the right foot.

Let's shift now to talk about "Outside Counsel Pet Peeves" by which I mean things that outside counsel do that are pet peeves for in-house lawyers and clients. The first pet peeve for me as you become a more senior law firm lawyer, is what I referred to earlier as "the fetch and retrieve lawyer" – that's a pet peeve if you're a partner or even a mid-level associate and all you giving me are "fetch and retrieve lawyer" vibes. A related, although slightly different, point is being a "yes man" or "yes woman" in that whatever I say you agree with me and whatever I ask you to do you just do it. When you're a very junior lawyer, that's frankly what I expect – "Hey I need this information so please go get it" -- but you quickly should evolve beyond that. If I ask you to do something or I make a statement about something, don't be afraid to challenge me. Now, of course you're going to have to use your judgment about how you do that and as you get more senior, there's a good respectful, and positive way to challenge or to question a client and usually, you can develop that by watching your colleagues who are likely pretty good at that. I recognize that I don't always have all the right answers – maybe I've been practicing longer than you and I probably know my company and our business better than you -- but I don't have all the all the answers, particularly in areas of the law or procedure where I'm less familiar. So, if I start going down the wrong path or I say something that may not always be right, I respect people that say "Okay, I get what you are thinking but here's another possible thing that could happen" or "Actually, there's a new California Supreme Court case that just came down that might impact that." You're probably more up to date than I am on that stuff because as an in-house lawyer, and unless I am an in-house litigator, I spend much more of my time on transactional matters and so I'm not reading the case digests, I'm not reading the bar journals – now I'm reading Variety and The Hollywood Reporter for heaven's sake -- so if there is a new development in the law, I may not be the first one to hear about it. These are the sorts of things can be valuable to me and I expect more of that from you as you get more senior.

One concrete way this advice manifests itself is that you may send a brief or a letter to your client and they may have comments back and most of the time, the comments make the brief or letter better or more accurate, and sometimes both. But in the vein of not being a "yes person," and I will caveat this with generally, the client is not looking to have his or her changes adopted just to gratify their ego. They share the same goal that you do, which is to make the final product better. If one or even all of their changes in your view does not make the product, you're your job to tell them that. Again, you need to tactful and explain your thinking when you suggest not making the changes but it's fundamental that you shouldn't accept client changes uncritically just because they came from the client. I'm sure senior associates and junior partner already have some experience tactfully rejecting comments from more senior lawyers when they don't help make the work product better . . . so just apply those same instincts and skills to your client's comments. At the end of the day, your client is still relying on you to ensure that the work product is the best it possibly can be to reach the desire outcome. If you lose the motion because your client's comment made the brief misleading or otherwise unpersuasive, that's as much on you as it is on the client.

My next pet peeve – and it's an easy one for outside lawyers to avoid – is non-responsiveness. If I send you an email or I lob in a call, I am expecting you to return that promptly. If you don't know the answer to my question, it's fine to respond and say "I got your message, I'm checking on that I'll get back to you ASAP." What's not OK is for me in any sense to be chasing you. The flip side of that is not true -- you can and should chase me when need, and I'll try to be as polite as I can and try to acknowledge that you've sent me an email and I'm working on it or I haven't had a chance to look into what you're asking or I'll return the call when I can. But you should recognize and don't feel slighted by the fact that this the way the outside counsel and in-house counsel or client game is played. Simply put, I have the ability to not respond to you if I don't have time or I don't feel like it or I've got other things on my mind so don't take it personally and do continue to follow up with us because if it's something important, I'll appreciate your persistence. For example, if we've got to close this transaction by the end of the month because I need to send out an invoice to the customer so that my company can get paid before the end of our fiscal year, and in order to do that, we need to get this contract back to the other side this week, and you've sent me your markup and you need me to weigh in, and I'm not getting back to you right away, you should be pinging me and with increasing frequency as we get close to that deadline. The opposite is the outside lawyer who has sent it to me weeks before the deadline and then sent it to me again a week ago but then doesn't ever follow up with me thinking "Well, it's off my plate and I've done everything I need to do." If I don't get to this thing before it's two days before the real deadline, we are both going to have a major fire drill and it won't make it any better that you sent me an e-mail two weeks ago with the draft and a mention of the deadline. Again, it's a bit inequitable but I'm paying your bills, at the end of the day, we're on the same team and we both are responsible for the outcome.

To put a fine point on this, there is quite a bit of "unfairness" in the outside counsel and in-house counsel/client relationship. You have to responsive to me, you have to get back to me quickly you and you have to follow up with me even when I ignore you. Look, to quote Mel Brooks, "It's good to be the king" and the reality of the situation is that there are a lot of law firms who want the work, and there are a lot of people at those other law firms who would love to do the work so much so that they are constantly inviting me to lunch, to sporting events, etc., to have the opportunity to tell me how much they'd like to have the opportunity to be ignored by me on a new matter. I joke a bit but it's just so keep this light and so that you don't take any of this personally – it's just the nature of the relationship and the dynamic. If you do a great job for me and make me look good, you'll be my go-to lawyer for as long as you are at your firm and you might even persuade me to leave with you if you even decide to pick up stakes and move to another law firm. You also might go in-house on day and then you'll enjoy all the benefits of that. So, when clients who don't return your calls gets you down, keep your eye on the big picture and think about how this might benefit you in the long run.

My next point is that while you always should strive for perfection, everyone knows that mistakes will be made. I can be very forgiving of mistakes if you've done a great job overall in our work together. If this the one mistake you've made in the entire matter -- you did everything you could do but it just turned out that something was missed – you'll get a pass from me. But if that happens all the time, I look at it very differently. Nobody is perfect and everybody understands that – including in-house lawyers and clients -- but you need to strive for it and as close as you can come to it, that will be seen and appreciated by your clients. I've been fortunate to work with some of the best law firms in the world and the best lawyers in those firms and I look at those lawyers and I've been amazed at how good a job they do and that's what you want us to be thinking about you and your law firm.

Both my penultimate pet peeve – that's fun to say "penultimate pet peeve" – as well as my final pet peeve – although I am sure there are others but that last one that made it on the page – have to do with the scarcity of time as an in-house lawyer or client. I touched on this before but as in-house lawyers, our jobs typically are spread across many, many matters and I may or may not have a lot of time for any matter individually. So, when I do invest my time in something – for example, when I get information or provide feedback on something or provide you with comments -- it's extremely frustrated to get back from you something that doesn't reflect the information or the feedback that I've taken the time to give you. I already talked about what you should do when the information I supply is not on point or the feedback is wrong but now I'm talking about information or feedback I give that is missed or ignored. Sometimes this happens when there is a time lag between when I provided the information or feedback and when it comes back in some fashion. Let's say it's something I dealt with something a month ago and now it's back because it relates to some brief or declaration. Because of the passage of time or because I'm busy with other matters, I don't remember all the details of what happened a month ago so it's important for me when this new issue comes up that you do remember what happened. If you can remind me "You already looked for those records and you confirmed with so and so that they don't exist" or "I reached out to that person myself and I got this information," you are doing a great job.

The final pet peeve is forcing me to make room in my schedule today or even this week for whatever it is that you need from me. Another way to think about this is that as outside counsel, don't force my priorities as in-house counsel. One of the reasons to give in-house counsel and clients plenty of lead time is so I can look at the total mix of what's on my desk and figure out how I'm going to account for those things consistent with both my own time management but also the complexities of my company. If there's a surprise or if there is insufficient lead time given to deal with an issue, what that's going to do is take my carefully constructed to-do list and toss it right in the garbage. It's very difficult for an in-house lawyer to deal with that because there is only one me, and I usually can't move things around to someone else versus what might be possible in a law firm. Another reason to give lead time is that in-house lawyers may have other, non-work responsibilities and commitments such as child care, volunteer work, social engagements and dare I say, vacations and you don't want to be the person who gave the brief to the in-house lawyer or client two days before it's due when he or she is vacation and then you're forcing that person to give up something that may be important to them personally. We do that to you – do law firm lawyers ever go on vacation? – but you shouldn't do that to us.

Let's shift now to the fun stuff – developing your client relationships. I won't spend too much time here because this is probably something your law firm spends a lot of time teaching you how to do and encouraging you to do it. I'll just give you in-house perspective on it so you can avoid making some common mistakes we see in our outside lawyers in this regards. What do in-house lawyers think about socializing with outside lawyers? The advice I gave earlier about "knowing your audience" should guide you here. Some in-house lawyers and clients love to be taken out for drinks or lunch or breakfast or to the baseball game or the concert and then there are in-house lawyers and clients at the other end of the spectrum who don't want to go with outside counsel to these sorts of things – unless of course, the tickets are really, really good! So, tailor your invites to what your particular in-house client prefers. It should go without saying that in deciding to hire outside counsel for a matter, the main thing I am looking for is help. Every time and twice on Sunday, I would choose the person who I don't particularly like but is effective over the person who I like a lot but who keeps dropping the ball. Socializing is important to a point -- you want to be liked by your client -- but it's not a substitute for doing the job right or for being prepared.

Another seemingly obvious thing – although I've seen a lot of law firm lawyers fail to do this – when you do get a new client is to do some research on the company and the industry before your first meeting. You never have a second chance to make a first impression, right? Once a new matter comes in and you have been assigned to work on it, do some research on your own time -- not necessarily case specific work or time that you should be billing to the client – to learn about the client's business and to learn generally about the industry in which they operate. If it's the entertainment industry and you're working for a movie studio, find out what movie studio actually is and does because most people don't know. If your client is public company, pull the latest 10K, pull the last 10Q, look at their recent press releases, etc., so that you know at least a little bit about them before you meet your in-house lawyer client for the first time. Find out how their senior executives are. It can be pretty embarrassing when you client calls you up and tells you that "So and So said this" and you're sitting there not knowing who "So and So" is and it turns out that "So and So" is the C.E.O. Doing a little bit of homework can help you avoid making potentially embarrassing mistakes that can get you off on the wrong foot with a client who otherwise might be very impressed by you and your work. I'll also mention briefly here that if you ever have the opportunity to be seconded to a client, you should do it. It's a great opportunity to learn about the client – you become a quasi-in-house lawyer for a while – and it also looks great on your resume if and when you are looking to move in-house permanently.

Another weird fiction that exists in the relationship between outside counsel and clients is the veneer of expertise and infallibility. When I go to an outside law firm , I'm hiring you because you have this expertise and you don't make mistakes. Now, of course I know that not everyone at your firm knows everything -- there's the people who know the most and there's you -- and if you're a junior lawyer, you probably don't know very much at all, and of course, everyone makes mistakes. But you don't want to remove that veneer that you're on the team of people who know everything and who get everything right and so you don't want to be the one who's asking very basic and inappropriate questions. You also don't want to speak out of school saying things like "Okay, this is what you should do then" when you're not sure – this goes back to not making mistakes. Of course, there's a fine line here but the point I am trying to make is know your audience, and be mindful that you are on a team of experts. Maybe you're not the expert on this particular issue but you don't want to be the one who's asking stupid questions in a context where it will reflect poorly on you and your firm. The way I think about a "stupid question" is that you should never ask a question that you could have had the answer to if you'd prepared adequately for the situation, which is to say the kinds of things that I mentioned before when the junior associate was asking "What's a secured party?" or "What is an indenture?" If he had done any research on secured transactions or even had a conversation with the partner before the meeting, he wouldn't have needed to ask those questions. Another way to think about it from the perspective of the client is that when you have the big meeting, you're supposed to have done all the work that makes you ready to be there and if you're asking the basic questions, what that signals to the client is not just that you don't know the thing that you probably should know but you haven't taken the time to prepare for the meeting and that's much worse than not knowing something substantive.

We're very close now to the end of today's presentation so let's focus on a few of the key takeaways. The first and most basic thing is to avoid mistakes, and when you don't know something, don't get out over your skis with your client. Next, you should anticipate client needs and think broadly about the question. Don't just narrowly answer the question but think around the problem in the overall context in which it arises and try to add value by answering questions around the specific question that was posed. Always give everything plenty of lead time because you don't know what constraints your client in terms of time or otherwise. This next one I'll just repeat three times for emphasis: no surprises, no surprises, no surprises. By conveying mastery – I got this -- and doing the little things, you will allow your client to feel confident that the matter is being handled appropriately and that no detail will be left unaddressed. Know your audience and know the level at which you need to communicate information, the best way to communicate the information and how important the matter is to that individual client. Finally, listen absorb, respond and where appropriate or necessary challenge your in-house lawyer client. The best law firm lawyers do many, if not most of these, things and if you strive to take my advice to heart, your clients will love you for it. I hope you enjoyed today's program and thanks for joining me.