

Courageous Counsel:

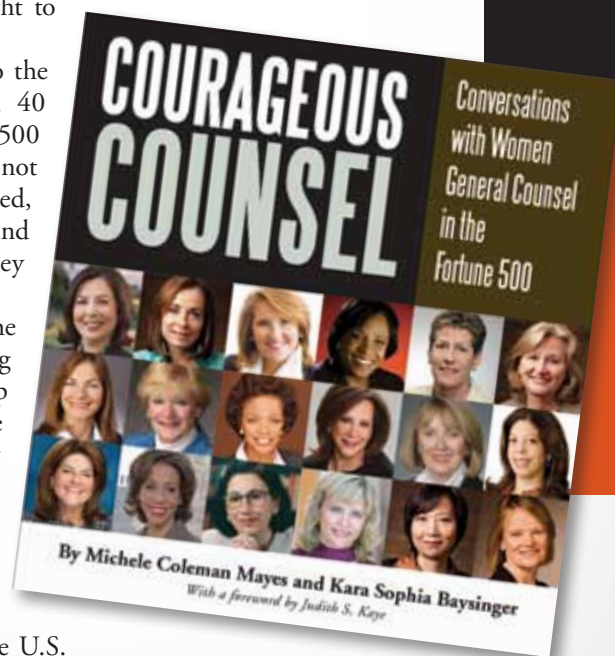
Conversations with Women General Counsel in the FORTUNE 500

In 1979, Mary Ann Hynes became the first-ever female general counsel of a Fortune 500 corporation. By 2010, per MCCA, the number of women chief legal officers in America's top public companies reached an all-time high of 94. How were women able to rise and then flourish in a role that has evolved from corporate gatekeeper to corporate leader, with a critical voice in the executive suite and boardroom? It's a question that Michele Coleman Mayes, general counsel of Allstate Insurance Company, and Kara Sophia Baysinger, a business and insurance partner at international law firm SNR Denton—two women lawyers and friends passionate about inspiring career women everywhere to reach their fullest potential—sought to answer in writing this book.

Mayes and Baysinger went right to the source: they interviewed more than 40 past, present, and future Fortune 500 women general counsel, who did not merely chronicle their careers, but shared, in unexpected depth, the dreams and aspirations, successes, and setbacks they experienced as they rose to the top.

Coming of age as legal leaders at the same time that women were emerging in American life, this special group of women marked a critical juncture in the quest for change and equality advanced by generations of pioneering sisters in law before them. They may have followed trails already blazed—but each woman became a leader in her own courageous way. Set in the context of women's historic rise in the U.S.

legal system and featuring expert insight on what determines success for women in law today, this is their book—the stories of courageous counsel. The following is an excerpt from Mayes' and Baysinger's book, which will be published in September. For information about the book or to order copies, write courageous.counsel@snrdenton.com.



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— LORI GARRETT



Kara Baysinger,
Teri Plummer McClure,
Louise Parent,
Michele Coleman Mayes
(clockwise from upper
left corner)

BOOK EXCERPT

Risk-Taking: Plot Lines

“Real courage” is a key success denominator, one shared by so many women because they have been willing to go outside their comfort zones, to be risk takers.

By Michele Coleman Mayes and Kara Sophia Baysinger

For today’s general counsel, there are few dividing lines between success and failure more acute than risk. At any given moment, risk can literally make or break a career. On the way up, young lawyers who play it safe can stall or fall short of the mark. As we’ve learned from the women of this book, the greatest risk to advancement can be in not taking risks at all.

There was a time when being general counsel was relatively uncomplicated. Before Sarbanes-Oxley, risk for a general counsel perhaps amounted to retaining the wrong law firm. That’s an oversimplification, of course, but if the risks of yesteryear can be likened to shallow waters, then risk in the post-SOX era is oceanic, capable of sinking the corporate ship. Not only does today’s general counsel have a strong hand in steering that ship, but the role includes establishing and maintaining trust with shareholders, investors, regulators, and the marketplace, setting and personi-

fying the corporation’s moral compass, and performing triage—all activities invested with degrees of risk.

When discussing the risks confronted by women on the road to general counsel, the women interviewed for this book said their journeys had forced them to confront three primary types of risk: reputational and professional risks, most often associated with job choices; relationship risks, in terms of how they manage and navigate the ladder when spouses, children, and family are involved. And there were more inward-facing risks, in terms of self-identity—as a lawyer—as career goals and visions were realized. For some women, the path involved detours from the law itself, causing them to question, at least for a while, their sense of who they are and what they do.

Dealing with any one of these risks is challenging enough, but for many of our interviewees, as for many women entering the legal profession today, it was a matter of taking on all three. No matter the risk, this conclusion emerged: If you want to be a leader in the corporate legal environment, you can’t be risk-averse. Or, more emphatically stated, it takes real courage for women to become top corporate counsel.

In this chapter’s collection of stories, a key lesson lies in considering what might have come of these women’s careers had they not taken risks. While each story differs, there is something uniform in how each used risk-taking to unlock doors or resolve pivotal career “inflection points.”

Platinum Cards

On three separate occasions, Louise Parent confronted career junctures where she had to choose between relative safety and risk. By choosing the riskier route each time, she earned her way to the general counsel role at American Express, which she has held since 1993.

Parent’s first move came in 1977, when she left a law firm associate job to join the general counsel’s office of American Express. She quickly began capitalizing on the moment. “The company focused on providing its employees with opportunities for growth, learning, development, and coaching,” she recalls. “I knew that if I positioned myself to do the job to the best of my abilities, opportunities would naturally come.”

Having assumed a central role in an acquisition spree, Parent gained the attention of the company’s executive team, while cultivating a strong sense of self as a highly sophisticated M&A and corporate finance lawyer. Then came an inflection point that at first looked like a bump on an otherwise smooth road.

“[Top executive] Lou Gerstner and then-general counsel Gary Beller pulled me aside and asked me what I wanted to do with my life,” she says. “I told them I wanted to continue doing sophisticated work and wanted more responsibility.

They said I needed to change jobs.” They offered her the general counsel role at First Data, the company’s information services subsidiary in Denver and Omaha, Nebraska. Parent hesitated, thinking this looked like a risky lateral move to a non-core business. But Gerstner countered: “Now you’re an expert. You need to broaden your horizons.” Parent believes that had she not taken the First Data job, she would not be general counsel of American Express today.

Those three years at First Data would also give Parent more confidence to take on tough, risky assignments and provided her with another risk inflection point. While she could have stayed at First Data after it went public in 1992, she instead accepted American Express’s offer to move back to headquarters as deputy general counsel—just as the company was dealing with a soured Shearson investment in the bankrupt insurer First Capital. “It was a hot-potato project

that nobody wanted to touch,” she recounts. “It was one of those deals that could have dragged down my personal fortunes with it—but it had to be done, and so I took it on.” Parent’s already shining image went brilliant. Praising her “pluck” for stepping up and managing such a tough assignment, CEO Harvey Golub asked her to be general counsel.

Early-Mover Advantages

Christine Edwards used risk as an advancement strategy—not only to resolve career inflection points, but also to create career inflection points.

Edwards gave her career early traction with some calculated—but still risky—opening gambits. While pursuing an English degree at the University of Maryland, she worked part time at Sears, Roebuck and Co. in Washington, D.C. After she graduated in 1974, she joined the company’s credit

GC Succession at Pitney Bowes: Postmaster Generals

PERHAPS SURPRISINGLY, FORTUNE 500 WOMEN GCS INFREQUENTLY CROSS CORPORATE PATHS. In two exceptional cases, though, a trio of women served as successive general counsel—at Gap Inc. (see page 38), and at global mailstream technology company Pitney Bowes.

Invited by a recruiter, Sara Moss visited Pitney Bowes in 1996 thinking it would be good business development for her law firm. Instead, she became general counsel, successfully defending two multimillion dollar cases right out of the gate. It was a “fabulous” experience—until 9/11. As she remembers it, “I was in Connecticut; the awful separation from my kids that day crystallized my need to be back in New York.”

Moss knew exactly who would replace her—Michele Coleman Mayes. “I first met Sara when, as a law firm partner, she pitched business to us at Colgate-Palmolive,” recalls Mayes. “Several years passed before we saw each other again, mainly at networking events, and while we never worked together, we had real chemistry. It was a bond based on similar values and life experiences.” Moss was so sure, in fact, that she told then Pitney Bowes CEO Mike Critelli not to put the GC position out for search. “I put Michele’s name on top of that list,” says Moss.

Then chasing the general counsel spot at Colgate-Palmolive, Mayes realized that the odds of the job opening up were pretty slim—so she interviewed with Pitney Bowes, won the job, and left, with Moss providing transitional support.

“Sara left a great legacy, but I wanted to create my own path,” says Mayes, who did that over the next four years, establishing above all else strong working trust and relationships with her team. Then came the executive recruiter call beckoning her to Allstate Insurance, where she now holds the GC post.

Replacing her was former Army Captain Vicki O’Meara, a public service-driven legal leader whose early career experiences included working on the Superfund legislation while in the Pentagon and involvement with the Iran-Contra hearings while in the White House Counsel’s Office. Following subsequent postings as deputy GC for the EPA and assistant AG for the DoJ, O’Meara led the global environmental practice group at Jones Day before first becoming GC, and then president of U.S. supply chain solutions for Ryder Systems Inc.

Recruited by Pitney Bowes for her business and regulatory acumen, O’Meara took over as general counsel in 2008, and has since been promoted to executive vice president and president of the company’s management services and government and postal affairs. “I did not follow a linear course towards becoming general counsel,” says O’Meara, reflecting on her global regulatory work and other successes at Pitney Bowes, “but I consider it among the best jobs going. You have the opportunity to practice at the highest level, there’s the excitement of building and changing things, and you are afforded a significant role in the company’s strategy and success.”

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card division. Driving from Washington to Baltimore four nights a week, she attended the evening division of the University of Maryland School of Law. If that were not tasking enough, she had to do this under Sears' radar, since the company generally frowned on people improving their careers outside of prescribed channels. Only her immediate boss knew—and helped; since Edwards also had to work one night a week, he arranged for her to work on Fridays, her one night off from law school.

She threw her chips on the table in 1981 when an opening was created in the Sears Washington, D.C., office of governmental affairs. The new vice president had just been promoted to head the office and needed someone to replace himself. "It was totally off my career path and in violation

of all the hierarchical standards at the company," she says, "but I told him I wanted the position he had just vacated. After all, nothing ventured, nothing gained."

Her investment in risk would pay off. Two years later she was promoted to director of government affairs for Sears' subsidiary Dean Witter Financial Services Group Inc., and gained tremendous visibility within the senior ranks of the company and among politicians and agency heads. In the process, she says, "I found that I could be calm and measured in a crisis, with a capacity for synthesizing ideas." In 1988, she was invited to become general counsel of the business unit of Discover Card.

"Taking the job was risky because it meant moving to Chicago, where I knew nobody—and we had two infants,"

The Necessary Steps: Bridging the Gap

CURRENTLY IN THE SPOTLIGHT AS THE INFLUENTIAL WIFE OF NEW CALIFORNIA GOVERNOR JERRY BROWN, Anne Gust, now Anne Gust Brown, was an executive at global retailer Gap Inc. from 1991 to 2005, including four years as general counsel. As recounted by Lauri Shanahan, who succeeded Gust as GC in 1998 and then later as chief administrative officer, Gust made a persuasive first impression.

"A friend had told me of a potential opportunity at Gap," relates Shanahan. "Anne was the first person I talked to there, and I was immediately struck by her business savvy, openness, and sense of humor. She did not seem lawyerly at all." In a subsequent interview with Gap founder, the late Don Fisher, Shanahan told him she much preferred the business side and that her interest in being a lawyer was waning. "I told Anne that I really thought I had blown it with Don," says Shanahan, "but she just laughed, and I accepted the job offer that followed."

That was in 1992, and in what would evolve into a very close friendship, Gust guided Shanahan into the job. "The culture at Gap was uniquely stable and refreshing, with a strong focus on taking risks and relying on your gut," says Shanahan. "Anne developed people in the moment and believed in letting people shine. She didn't hesitate to push you out of your comfort zone."

Gust saw Shanahan's managerial potential even when Shanahan herself did not, and helped drive her toward success. "There were no hidden agendas with Anne," continues Shanahan. "Anne was all about authenticity and integrity and open debate on how to

solve problems and keep the business aligned and moving forward. She taught me how to handle the tough issues and conversations, and ultimately, to believe in myself as a leader."

Invested with the spirit of Gust's leadership, Shanahan would in turn help develop her successor, Michelle Banks, in a near replay of her own story with Anne. "At first, Michelle saw herself as an individual contributor and not the team leader," says Shanahan. "Seeing her great integrity and terrific legal mind, I knew she could be more—my challenge was to set her up to want that bigger role." To help Banks realize this vision on her own, Shanahan pushed Banks into unfamiliar work and responsibilities. "It was a journey we took together, and as she expanded her perspective, as I had with Anne, she began having fun and seeing new possibilities," says Shanahan, who left Gap in 2008 to serve on corporate boards and establish her own investment consultancy.

"When I first joined Gap in 1999, becoming general counsel never crossed my mind, in part because I had figured that Lauri would be there for the long term," recounts Banks, who took over the general counsel role from Shanahan in 2006. "Lauri was in my court all the way, though. Once she had decided that she wanted me to be her successor, she took all the necessary steps to ensure that I got the exposure, the credibility, the credit, and all the things I needed to be a viable candidate. Even after I got the job, she took the time to guide the transition of responsibilities to me. She was my first female mentor, and the quintessential guide."

recounts Edwards. “But it was such a great opportunity that I was not going to pass it up.” Her instincts proved correct. Not only did the appointment ultimately lead to the position that made Edwards the first woman general counsel on Wall Street, but it also led to successive general counsel roles, assuring her status in the pantheon of financial chief legal officers.

Front-line Decisions

Teri Plummer McClure spent eight years after law school in three different law firms, becoming a skilled labor and employment practitioner along the way. Back from maternity leave, Plummer McClure found herself at an impasse. “I realized that billing hours for the rest of my life was not what I wanted to do,” she says. “Then a partner from one of my prior firms called to let me know that UPS was hiring in-house, and off I went.”

While the risk may have appeared minimal from the outside, little could have prepared her for what she found when she arrived at UPS. “There was one employment attorney and me,” says Plummer McClure, “for a company with 280,000 employees, at a time when legislative and legal forces were lighting up the employment litigation docket.”

Springing into action, Plummer McClure presented a proposal for forming a labor and employment group, along with several structural and organizational changes for the law department. While taking this initiative would earn her leadership of the group, gaining acceptance within the company’s homegrown culture was a different matter. Realizing she was being seen and treated as an outsider, Plummer McClure relied on a mentor-navigator to help her learn the distinct language and political and cultural nuances of the company, which helped her rise in the law department.

Then, she confronted a risk-inflection moment that changed everything. “My boss told me I needed hands-on experience if I wanted to grow within the company,” she relates, “and asked if I was willing to shift to the operations side as a district manager.”

Unlike many UPS employees, Plummer McClure had not started out loading packages on a truck, but here was a chance to at least partially close the cultural gap by assuming responsibility for some 4,000 employees involved in pickup and delivery operations. “It was a huge risk,” she says. “I would be losing my position; there was no guarantee of promotion; and I had to move my family to central Florida. It took a lot of gut-wrenching discussions with my family before we made our decision.”

When the soul-searching was over, the family headed off to Florida. “Let’s see,” muses Plummer McClure. “I was a company outsider, a lawyer, a black woman, and I had no operations experience. Walking into that warehouse the first day with all the truck drivers and tractor trailers—that was

“Let’s see, I was a company outsider, a lawyer, a black woman, and I had no operations experience...”

—Terri Plummer McClure

interesting, to say the least.”

In a word, her experience as district manager was “phenomenal.” “Had I not taken on that role, I would not even have been considered for general counsel,” she says. “The skills I learned in central Florida, in terms of learning the business from the ground up and understanding how decisions are made on the front lines, are absolutely invaluable to me now.”

True Aims

Just what is the “right” kind of risk? “Battlefield conditions” aptly describes the risks that Anastasia Kelly took in successive moves to troubled companies, starting with Sears, Roebuck and Co., then struggling in the wake of a bankruptcy scandal, its law department decimated. Here once more is the story of a woman encountering risk on three fronts: professional, personal, and in accommodating her relationship with her family.

“The job meant we had to move to Chicago, and the kids did not want to go,” explains Kelly. “My husband, Tom told them to support what he called ‘Mom’s Excellent Adventure.’” Kelly’s tenure as general counsel at Sears had a less-than-excellent ending: despite helping to turn the company around, she was eventually replaced by a new executive team—before she assumed an even riskier post as general counsel of bankrupted, scandalized MCI WorldCom.

Knowing little about the telecom industry, Kelly saw opportunity, not risk. “You can always learn what you need to know about an industry at the upper level,” she says, “and I’ve never turned something down just because it might not work out.” As it turned out, things worked out just fine. “The company came out of bankruptcy, and more than 60,000 people kept their jobs,” says Kelly.

Risk taking is not for everyone, Kelly says. “You have to have the adventurous, change-oriented personality for it. “Risk is uncomfortable for people who prefer predictability.”

Fair enough, but generally speaking, it’s those courageous trips into the unknown that produce great career results. When you take risks, you create, enhance, and optimize your options. **D&B**