Building the GC Role. Part 2. ...er to Strategic Partner. Audio

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**SPEAKERS**

Brett Pletcher

**Brett Pletcher** 00:00

**Brett Pletcher** 03:57

Alright, well, good morning, good afternoon, good evening, wherever you are today. Welcome to the second webinar through our building the GC roll. My name is Brett Pletcher, and I'll be the speaker again today. Let's go ahead and get started. I see folks are still joining. But I'll start with a couple of preliminaries. First is we are recording this session. For folks who aren't able to attend during this time slot, we'll be posting it on our website and posting it to LinkedIn. And you'll also be receiving an email from us after this, which will have a link to the recording and also a copy of the slides that I'll be presenting today. We also have MCLE that is available for California and New York. And in order to redeem that MCLE you'll need to provide the two codes that I'll be reading out during this session. And then finally, we don't have the ability to do a live Q&A. But we do have a Q&A button there. So if anybody has questions during the session and wants to add it there, I will leave time at the end to discuss whatever questions may be there. And to the extent I don't get to your question or to question that is too hard to address in this particular setting, I'd be more than happy to set up another zoom or a call to go through that with you individually, so just let me know.

**Brett Pletcher** 05:22

So for those who weren't here the last time let me just make a couple of introductions to the firm and to myself. So, Gunderson Dettmer is the premier firm in the innovation economy. And what we mean by that is that we are a firm that is solely focused on representing companies that are startups that are seeking or have venture capital as their investors. And we are also counsel to most of the major venture capital funds out there in terms of helping them set up their businesses set up their funds, and helping them invest that money in the company. So there's over 500 venture capital firms that we work with, there's over 4500 companies that are venture backed or hope to be venture backed that we work with. And for the last 10 years running, we've been the number one firm in terms of the number of venture capital financings that we've done at each year, for example, in 2022, we did over 1800 of those raising over $29 billion. We also do a lot of M&A of 300 plus since 2022. And when companies or companies go public, we do represent them when they go public and represent them as public companies. And you know, this sole focus on these types of companies that really allows us to give advice that's very tailored to to companies that are venture backed or in or in that innovation economy.

**Brett Pletcher** 06:42

In terms of who I am and why it is that I have some background and ability to speak to these issues. I joined Price Waterhouse, now Price Waterhouse Coopers, right out of college and was a consultant to law firms and law departments for a few years, left there to become a law student. And then after I graduated, I went to Gunderson Dettmer, where I was an associate partner for almost 10 years. And when I was there, I represented a venture capital firms who were investing in startups that represented the startups from the time they incorporated through all their venture capital financings to doing IPO, or m&a and then representing those companies that went public while they were public companies on all their governance and disclosure and other types of public company issues. I then left Gunderson and went to Gilead Sciences in 2005. If you don't know what Gilead Sciences is, it's a Fortune 100-ish pharmaceutical company. It was not that one I got there was a much smaller company when I got there. I was in house there for 17 years, the last 13, of which I was General Counsel. I went in to establish the company's transactions practice to do mergers and acquisitions and financings and joint ventures and license agreements and those kinds of things became General Counsel in 2009. While I was at Gilead grew the legal department from somewhere between 10 and 15 people to over 350 people around the world, I worked with three different CEOs managed through periods of massive financial and geographic growth and also periods of stagnation in revenues and in stock price. I handled many bet the company litigation and government investigation matters into the company. And, importantly, I did not report to the CEO when I was first appointed to general counsel. And that's something I had to earn my way to over time. And so that's where the source of some of the advice that I have been giving in the prior session and in this particular session.

**Brett Pletcher** 08:38

So my current practice, I left Gilead about this time in 2022, and then joined Gunderson rejoined Gunderson, as of counsel and middle of 2023. And my current practice is focused on providing an in house perspective on approaching legal and governance challenges for any type of company, advising life sciences companies and public companies on issues specific to them, because there's very few issues that those companies are going to run to that I haven't addressed at least once but probably multiple times. And then have a practice which I started called GC in residence, which helps, which is where I helped GCs think, through their operational, legal and governance issues, have been mentoring GCs on their own personal development and the development of their legal teams. I've been working with CEOs on establishing legal departments or evaluating their current departments and what needs to be done to grow those departments that to make them effective as they would like them to be. Also spend time evaluating legal departments and structures and the talent levels in those departments. And then providing a phone-a-friend service where people there's lots of things that come up when you're in the chair of GC or head of legal that you've never dealt with before and always helpful to be able to call someone and say, let's just talk through how to address this.

**Brett Pletcher** 09:50

So that's who I am and that my current practice and just quickly in the last session, if you weren't able to attend, you can find the link into the session on LinkedIn or on our website. In that session, we talked about the issue of, you know, a lot of times people feel like they're not as plugged in, or is not as strategically connected to the company as they would like to. And we talked about why is that the case for some people talked about how you might be able to change that talked about the important relationship with the CEO, what that needs to look like, and how to develop that relationship.

**Brett Pletcher** 10:29

And so today, I've changed this around a little bit from the agenda I had last week based on some feedback and some thinking about the structure the program, we're going to talk about, you know, from going from back office, fixer to the C suite partner, I'm going to talk about how to develop a vision and strategy for legal how to develop a vision and strategy for you, and then how to pull all of that together. And then in September, we're going to take August off knowing that people are likely to be traveling and not focused on coming to MCLE programs. So in September, we'll do another session, where we'll talk about going to what a portfolio forum GC role looks like, with the idea of, you know, kind of once you have a good sense of what the whole thing might look like, overtime, what elements of that might you start building now and what might you might be waiting to develop later. And then we'll go into some issues with the board. What's the GCS relationship to the board? How do you get exposure to the board coexisting with outside counsel at the board level, a lot of companies in the innovation economy have outside counsel attending their board meetings. And so an aside, counsel has to coexist with that. And then to the extent we have time in those sessions, I'll go over give you a sense of some of the conversations I've been having with the GCS I've been working with. And also with some of the CEOs who have been calling me looking for discussions about their legal department in search and some of the other things that might be going on in their company.

**Brett Pletcher** 11:53

Okay, so in terms of the topic of going from back office, fixer to C suite partner, I just wanted to lay out initially, some context or some cautions as you start the process of moving from back office fixer, so to speak to C suite partner, give some advice on kind of up and high level advice on things that I think you should focus on some of what you've probably heard in the first session. And then I'm going to go into kind of a how to a detailed level of developing a vision and a strategy for developing the legal team and legal function, for developing yourselves, as general counsel or as heads of legal. And you may find that some of the kind of detailed things that I talked about, maybe they sound obvious to you, and maybe they sound a little bit pedantic, it's not meant to be that. I can tell you, I've worked with hundreds of in house counsel in my role at Gilead. And before I was a Gilead, I had lots of folks who were in different kind of 40 or so different countries around the world. And each of those countries had a CEO like person called the General Manager. Each of those general managers had a leadership team, and legal folks that were lawyers in those countries, I had all the same challenges we've been talking about here in terms of getting the level of strategic input into the operations in that country that you would see at the at the enterprise level. And so I've spent a lot of time working with folks on a lot of these issues, which you're hearing me when I go through those lists, are there issues that I've given feedback on to people before and worked through with people before, but probably not in his organized ways I have organized now.

**Brett Pletcher** 13:36

Alright, so before I start just some cautions. One is just to realize that how quick this transition goes, or how quickly you're able to build the legal function into the function that you envision is going to depend on the experience. And in the background, that you have. If the people who have been a general counsel before, they will come into the role, having discussed what the role is with the CEO, what they want from the role what the CEO wants from the role, and they will make their decisions as to whether they're going to take the role in the first place as to whether they feel a fit with the CEO base, both from a professional perspective and how that seal used to function. That doesn't mean it always perfect one that CEO lands at the company. But it gives those experienced GCS a bit more of an ability to shape their role or know their role before they get into the organization. And I would say that the more junior you are as an attorney, when you take on a role of head of legal or general counsel, generally, the longer it's going to take to make this transition, largely because it's just a matter of experience. The more time you have as a lawyer, the more shots on goal you've had, the more ways you've had to stretch your brain the more wisdom you've developed, the better you become at communicating. And it's just sort of the way it is so the more junior you are when you come into that role is to expect this is going to take longer, there's nothing wrong with that. It's just you have to realize and have more patience than you might if you had a little more experience when you went in there. And I'd say it's particularly true in terms of having the time it takes to go from, you know that back office or crank turner to the strategic partner level, if you're going into a company, and you are the first lawyer in and you've been in a law firm, and you don't have a role model, and this to, to look to, to understand how to operate in the in house environment, it's such a different environment than you would have had in the law firm.

**Brett Pletcher** 15:33

And then at the end of the day, the success in this role is going to be about understanding the role, and then be able to perform in that role. So I've seen a lot of people who understand the role, what needs to get done, how to get it done, but they struggled to perform it in some way in terms of a lot of times it comes down to communication, in terms of being able to bring people along, convince them that their advice, or maybe they have a hard time with cross functional coordination, or maybe they have a hard time with making the advice that they're giving practical. So, again, it's all a learning experience. Then the transition from outside counsel to inside counsel is not something to be underestimated. It is difficult, it was difficult for me when I made that transition. And a number of reasons for that is understanding the internal politics of a company's they're far different than a law firm. A law firm is set up to make lawyers efficient, so that they can focus their time on representing clients, which allows them to focus their time on generating revenue, when you're in a company are one department among many, that is all has to work together to achieve a particular result. And it's just a different way of getting things done and figuring out who can make certain types of decisions. There's also the cross functional coordination piece that you don't really do in a law firm. There's a great distance between explaining a law to someone or to a department, and actually having achieved compliance. So for example, you can explain what the rules are around privacy. But unless you work with HR, or it or no trial group, or the customer, the customer acquisition group, or whoever, to work with him on getting the right procedures and policies and practices in place, you are able to translate the law into the organization being able to comply with it, and that requires working with a bunch of different departments at the same time, getting everybody on board, everybody agreeing with what you're proposing, and everybody agreeing to work to get to a point where you're in compliance. It takes a while wondering there to understand the corporate decision making processes. Who makes the decision, who knows the CEO, where are the relationships you don't expect to be, who's whispering, and who's a year, it just takes a while to figure out how companies make decisions. And then being able to give practical actionable advice and driving instances is a difficult thing for someone coming from an outside law firm because it just when you're you will never really have the full picture of what's going on inside your client from the outside, you're, when you're inside, you always feel like when you're getting advice from the outside folks, it's a little bit off because they don't have all the details. So you have to kind of bring it to where it fits your company. And so once you when you're the person coming in from the law firm, sometimes it takes you a while to be able to make that practical, actionable advice. And one thing I've explained to people at times a day, like when I was in the firm, I would tell client, the client, I had option A, B, and C, they could take care of the rear the pros and cons of each one, which one you want to do client. And when you get in house, the client will say, Okay, thanks for explaining those to me, but you’re the lawyer tell me which one we're doing. And that sometimes is something that people coming from the outside, they're very uncomfortable doing for some period of time.

**Brett Pletcher** 18:41

But the other piece says the role is very broad, it's going to take time to master it. I have seen people who have been number two in the legal department, or senior legal department, get into the role and say, Wow, I didn't realize how much goes on in this general counsel role. And I've even heard people say like any general counsel role you get into, it's going to take you a year or two, if you haven't been a general counsel before, to really be able to get in there and operate at the level that you need to be operating. As I mentioned that that timeframe is going to be different depending on how much experience you had coming into the role to begin with from a legal practice perspective. So with all that said, I would say just be patient with yours and the company's development as you go through this particular process.

**Brett Pletcher** 19:22

Alright, so it's some some high level advice. Before we get into the details of thinking through your vision and strategy. The first thing, the most important thing, I would say, get in there and learn the business and the operations of the business at a very deep level. GCs are going to be the most valuable when their advice is really deeply rooted in understanding of the business. You understand that this is how a particular department works, and that in order to get that department to be able to comply with something that's legal related, you're going to have to get very creative with what procedures and policies they put in place so that they can get into compliance and you can't do that if you don't understand the business. So I've seen people come in and say here's what you have to do business, go do it and businesses. So I don't even know where to start with that I need someone who can kind of help me based on an understanding of my business get to the right place. And so I would just say that's a prerequisite to giving practical actionable advice that's going to resonate with the clients is to be able to give that advice from the perspective of really knowing the business. So how do you get to the point where you really know the business that would be, you need to develop a broad and active network, across the company. So at all different levels. So go out there and get to know people in the organization. If you're a manufacturing organization, figure out who's running the manufacturing, and go talk to them, Figure out who's doing the quality assurance in that organization, figure out who's doing the if there's a regulatory element, go figure that out. So in each department, go in there and figure out who's running important parts of the organization, get to know them, get to know their businesses. And over time, you'll find that those groups will feed you information. You'll be asking questions, you say, hey, one of these, I'm asking you this question is, there's this issue related to maybe AI or privacy or something? And they'll say, well, we're not seeing that right now. But I'll let you know, at some point, if we get into that area. And they'll call you and say, Hey, we talked about a while ago about x&y issue, that's now coming up, can you help us address that, that's a good way to start getting intelligence through the organization, on when you really need to be stepping in. And when you're starting to run into issues that need to be addressed. So learn what people do, what their challenges are, how you can help them how they can help you ask them who else you should be talking to, to get an understanding of the business. But having that very broad and active network is very important. And in addition to helping you understand their business, it also helps you have people get to know you and be more willing to call you when they need help.

**Brett Pletcher** 21:52

So one level deeper on that is get to know the board members get to know your executive colleagues and your CEO, familiarity on a personal level breeds trust breeds respect and an understanding of the capabilities and personalities of everybody. So people are going to know how you react, how you give advice, if you have to give bad advice to you, or bad news to your CEO, you're going to know how that person reacts. So that kind of familiar, familiarity just makes it easier to work with people. And you know, those casual conversations with colleagues at that proverbial water cooler, or a lunch, or a dinner, you come up with during your kind of business talk. During one of those conversations, you'll identify areas where you're working on the same thing or overlapping, or they're running into challenges. And you'll find places where you can work together and assist on problem solving. And then, you know, also have very direct conversations with all those folks about what your role is what they need from the role, and how you're planning to evolve the role to be able to address the needs that they're talking to you about.

**Brett Pletcher** 22:54

Next, I would say practice self-awareness. We talked a bit about this in the last session, ask yourself if you were the CEO, would you put yourself in front of the board? Would you assign you a high profile project that either is going to be high profile to the board or to customers or the public? And if you if you don't answer that question in the affirmative, or you're a little unsure about it, and what are the things you need to work on, to develop. And when I got to Gilead, it's a medical company, I had no background, they took no science in college. And so I needed to take a class on this medical terminology, or I needed to take get some education on added clinical trials work and what do the results mean? Those kinds of things are areas where you can start to educate yourself where you can be able to then put things in context that you're hearing around the organization.

**Brett Pletcher** 23:41

The next one would be speak to the CEO about what it's going to take for you to earn that CEO suite. We talked a little bit about that. It's I'm surprised by how many GCS don't have this conversation, either because they don't have a direct line to the CEO, or they don't have that well developed relationship yet? Well, they're just not comfortable having a conversation. And what I would say is, if you're at a point where you're not comfortable having a conversation with the CEO about your development and organizations development, you're not ready to take on this C suite role. And because as I mentioned, the last time, one of the prerequisites to having a good CEO relationship is being able to have a direct, open, honest, objective conversation with the CEO. And if you're not comfortable having this one, this conversation, you're not ready for that C-suite partner piece yet. And then when you have that conversation, don't be surprised if the CEO doesn't have a clear sense of this. They're not focused on the legal department, they really don't know how to develop a legal department, they care about your development, but they're not thinking about it every day. So it's an education project, and it kind of a joint conversation over time. And then the last thing I would say is, you know, find a mentor, peers or others that can help you with professional development, and others you can call and talk to about, hey, I have this novel business legal or political or other issue of this need to no need to talk to someone. Don't be afraid to do that. It's very easy for us early lawyers into a company to feel like we're on an island and to stay on the island versus reaching off and asking for some help or some advice.

**Brett Pletcher** 25:04

Alright. So that brings us to our first MCLE, code 7817, 7817. Alright, so here's where I'm going to dive in and kind of give some structure to so a ways to think about building a vision and a strategy. And we're going to talk about both developing that vision and strategy for legal as a function, and developing the vision and strategy for you, as a general counsel, as head of legal from a personal development perspective. And so I would encourage you to write this is all these questions are kind of diligence questions for you, we'll get to the end and kind of talk about writing down the vision and the strategy that helps you get focused, I find that writing things down, creates some clarity, it gives you a dashboard on things that you want to work on, helps you keep track of those. And it's also gonna help you structure your conversations with the CEO and others, about you know, how you're going to develop this organism, organization, how you're going develop yourself, and kind of when and at what level? Are we going to start to develop and address different types of legal issues?

**Brett Pletcher** 26:13

So the first question is, what legal issues are we are implicated by the company strategy? Of those issues? What are we started to address all of it? And what's the status of that? Where are we? And are the CEO, the executive board members, are they aware of the issues that they need to be aware of, and how we can approach some of those leaving isn't on their radar, you know, those ones that rise to the level that need to be known by the CEO or the board or others? So I think that's the first thing is take inventory, at least from where you're sitting today, where you think you're going to have implications. And then ask yourself, what areas am I involved in today? And what areas am I not involved in? And then of those areas that I'm not involved in? Which ones should I be involved in right now? And why? Why do you need to be involved in those? And how, if you're not involved, do you get involved in those things? And then that probably goes back to having your network of, you know, being able to know the head of manufacturing, for example, and be able to go to them and say, hey, you know, we've got this serialization requirement where we have to be able to track a bottle of pills all the way through the supply chain, how are we going to make that happen? And if so, how do you start to get involved in those issues into your diligence as to where they are? And who's going to be involved? And then what areas need more legal or compliance involvement, then you're giving it now. So you're involved that maybe need more involvement? And they may there might be areas where you need less involvement, if you really sit back and think. So what does that have that additional involvement look like? Well, what if you think you need more? Why you need more? What's that going to look like? What's the desired outcome from it? Is there some deadline coming up? Or there's some new area that needs to be covered in a better way that we've covered it to date? Why are you not there? Now? Is there some institutional impediment that you're not there? Now? Is that a resource issue? Why not there? What obstacles might you run into, that's conduct might prevent you from being able to be as involved as you need to be to have the effect that you'd like to have in that area? And that's going to help you a game plan, how you're going to approach getting involved in that area? How do you overcome those obstacles? And then, you know, what's your vision for tackling all of these things, just initially, as you as you get to this particular point.

**Brett Pletcher** 28:30

And then the next thing I would ask is, you know, how does my CEO see the legal function? How do others see the legal function? What's their vision for it? But also, how is it performing? How do people see the team? How do people see you operating your CEO and the management team, and that's important feedback for you. But what you'll find is that there's a number of perceptions about the legal department out there, I can tell you the negative some of the negative ones, they're slow, they're over lawyering, it they don't respond very quickly. Or the positive ones, hey, you know, this person comes to me with, you know, very practical advice. And they review a contract, they're only focusing on the most material things I can get my contracts through relatively quickly. Now, one of the perceptions that you're hearing about the legal department, and what you'll find is that you'll appreciate some of that perception and some of that, you'll say, that's really not true. But you have to step back and say, hey, perception is nine tenths of reality. So I have to do something to change these perceptions about the legal function or how people are viewing me, and what do I need to do to do that? And in some cases, what you'll find is that you have to ask yourself, are there people are the people in the legal department, if there are more than just you? Are they competently and constructively representing the legal department? Because your reputation is going to be affected by how others on the team are operating? So you know, If somebody's rude, or somebody takes, you know, a month to get a simple contract through, or is just not really all that intelligible when it comes to under being able to provide advice to people, that's going to be a reflection on you as the leader, and that's on the legal department as to how valuable it is to go work with the legal team and how good the leadership is in that area. So don't forget to focus on how the people in the organization are operating, because that really does affect how people are going to view the contributions that are coming from you.

**Brett Pletcher** 30:34

The other thing that you'll see a lot in these innovation economy companies, and it's there's nothing at all wrong with it, is that outside counsel is doing a lot for the company. Sometimes that's because the company doesn't have a lot of internal resource, or has really some resource, but it doesn't have all the expertise that it needs to address the things that outside counsel is addressing. So very, what I would ask him to be asking you about is, you know, and the internal team, do those things that the outside counsel team? Or if they can't do all of it, what could it do? And if it was to do those things, what does it need to learn? And what resources might it need? Oftentimes, the outside counsel team just gets calls directly from the CEO or the CFO, and may not think to let you know that they're having that conversation. So you know, conversation with the outside counsel around, hey, when you're getting calls from the execs on team, can you please let me know about that, so that I understand what kind of advice is being asked for and what's been given. And I can pick and learn that. And also be able to contribute from a legal perspective from the inside, how you, as outside counsel might be wanting to think about those things. So starting to look at what the outside counsel is doing. And what maybe you or the team can start being involved in, is another part of being able to develop the strategy.

**Brett Pletcher** 31:51

So now I'm going to switch over to developing that vision and strategy for you and some of the questions and due diligence to be thinking through for that. As I talked about the first question, do I deeply understand the business? And if I don't, how do I get better educated. And what I'll tell you is that the business is changing every single day. So you may think you understand it today. But tomorrow, you won't. So it's very important to stay in touch with that network, and continue to pay attention to how the business is changing over time. But that's the first question I had, how deeply do I understand because that's going to affect how, how well your advice is likely to resonate when you're giving it. Ask yourself, how broad is my internal network? Look at the org chart. How many of those people do you know, and what organizations are they in? And how important are those organizations? What do I need to do to broaden that network? You know, get out there, have some lunches, have some coffees to have some short interaction somewhere, figuring out kind of who you're going to go talk to when you're going to go talk to them? And then how can you make better use of that network, in order to make the legal function more effective. As I mentioned, if you, you will feel you will find people out there in the organization who know a lot who are very capable of getting things done and know how to get things done, then you may be someone you can call and say, Hey, I've got x and y, I need to try to address how would you recommend that we pay to get into compliance or to address some of the issues that are coming up illegally around these and you'll get some good advice from those folks? Or if they don't know the answer, they'll send you to somebody. So making use of that network is an important that is as important as building it.

**Brett Pletcher** 33:33

Next one is do I do I think through the questions a CEO is going to ask me during my meetings, and this is one of the ones that I would say you're probably thinking, this is an obvious question. I can't tell you how many times and House Counsel came to me as general counsel to explain to me a legal issue that they were working on, where it was very clear, they had not thought through how they were going to present it to me. And so it very quickly became a morass of, you know, lots of facts and what I looked at, and, and, you know, takes 20-30 minutes before to get to what they're actually trying to tell him. And so if they had actually sat down and outlined in practice, what they were going to tell me, it probably would have been an easier meeting to deal with. And then, you know, anytime you're going to be presenting advice to somebody, they're going to ask you a bunch of questions. And so have you anticipated with those questions are? And you know, the answers and I can't tell you how many times you know, I would start asking questions after I'd be sat there and listened to, you know, the, the opening feature someone would give me, and I would two or three minutes into my questioning the person's answers. And so that's another area that I would, I would have people do because I just, I've seen a lot of people could just not do this and the way that they need to do it. So I'd practice those answers because once you'll find that once you start practicing, there's more information you need to go back and rethink some things. And then the I would always script out or create an outline of my conversation for the CEO. I want to get to the C-level of organization or understand of something or I want to convince them of a particular issue, how am I going to go about building my case for that and be very organized about it, and make sure I cover all the bases in either and they did that with the CEOs and the executive boardrooms anybody with him, I was giving advice. And this is an area I can tell you, I saw lots and lots of people not do very well. And I gave lots of advice and sent people to trainings to deal with these particular issues, one to focus on.

**Brett Pletcher** 35:25

The other one, I would say ask is, am I communicating clearly? After every conversation, I'd ask yourself, how does that go? To the person understand it? They did not understand it? Or my donations clear? If so, what about them? Were clear, that was different from the last time I gave some advice, or what about them was not clear. And what do I do different than next time? What did the CEO or my colleague get confused about? What was that somehow? And the way that I communicated it? Was it just that the common law is complex? What was it? Why did my advice resonate? If it didn't, why not only because I didn't understand the business well enough, or I hadn't done enough, it's going to speed work to get out there and figure out whether my advice was going to fit the organization. But kind of getting to the root cause of if it didn't resonate, why is it that is not resonating? Sometimes it just said, people don't like the advice, they don't like the law? Well, in those situations where we're going to just you can't find a way out of the box because of the law. And I always said that's, that's because the law is working, it's doing what it's supposed to do. But in most of the cases, you should be able to find some way forward. And, you know, maybe there's some way that the advice isn't resonating for some particular reason. And then, after asking yourself all that, what am I going to do differently next time I have this conversation of I have a conversation that I didn't go as well as I would have liked. And then on the communication side, because as I mentioned, in the first webinar, communication is 80% of the job of the General Counsel, if you, you have to be able to communicate with people what the law is, and what the proposed solutions to legal problems are. And if you're challenged by that, you're going to be challenged in any kind of building and as a strategic area.

**Brett Pletcher** 37:06

Alright, so then the other question to ask yourself, you know, am I seen as the go to person for all things legal by the CEO, the C suite executives, and the board? Or are some or all of those folks, you know, going directly to outside counsel? Or not thinking of coming to legal or thinking of coming illegal, but not going there? Because I don't think legal has the expertise to answer the question. Where are you on that scale at this point in time? Are you that go-to person? If you're not, or if you're not in certain areas, why not and how do you address it? Something to be thinking hard about, so that you can get to the point where you are that go-to person that can cover all the different bases. And as I mentioned, last time, in some places early on, you may not want to be the go-to person, because maybe you don't know anything about intellectual property yet. And you need some time to learn it before you get seen as a go-to person on that particular issue. So it's important to figure out, you know, where you want to be that go-to person and at what point in time? And then are you having regular conversations with the CEO and others about your own development, asking for feedback, talking about how you see the role building over time, not in terms of, hey, for me to be happy in this role, I need to see it develop this way. But hey, for the company, to get the most value out of having a lawyer around. I think we need to develop the role as follows. Do people agreeing with that, and then, you know, discussing with the CEO, like where can you be more involved with your CEOs where I think I can be more involved? And based on what I'm seeing, maybe the CEO will say, Hey, I, you know, I really could have had legal help here. I'm not sure why you weren't involved there. Let's figure that out. Have you had that you discussed with the CEO? What would what it would take to be invited to the exec team meetings, board meetings to moving and reporting relationships from the CFO to the CEO. Have you had those conversations? And then have you written down a plan for yourself and envision for drawing the role in that legal department? Have you been sat down and thought about it? Where do I want to be? What I want the department to be in one year, two years, three years, in terms of its capabilities in terms of my span of influencing that type of thing? Have you vetted that vision with others in the organization? And do they agree if they didn't, if they disagree? How do they disagree? And do what how do you need to tweak your plan to to address that? And again, can be discussed with the CEO?

**Brett Pletcher** 39:29

And then finally, you know, what steps am I going to take to implement this vision? So now you've done all this diligence both on the legal team and on you. How do you take all of that and put that into provision? And so what I would say in terms of pulling all of that together, is to just ruthlessly prioritize all the issues that you identify on the level of risk they propose, on the achievability and the short term and the long term and try to figure out what's our prioritization? There's, there's maybe 1, 2, 3 of you in that department, the environment that you're lucky enough to have more, you can't do it all? What's the most important things to be doing? And in what order? Should we be doing those in? And so of those with the higher priority? What can realistically be achieved with the existing legal and company resources? And how much of this can we do now? This is an example of sometimes I see people giving advice on in the privacy space, which is telling a very tiny company to build a large company privacy regime. There are a lot of small company doesn't have the ability to do that. And both from a legal resources or a company resources perspective, and so what what where can you focus and be as compliant as you can be at your particular point in time, it's something that I think really is like, conversation you have with yourself with your team and with the broader organization as to how you prioritize this and what you can achieve.

**Brett Pletcher** 40:57

So now that you have that roadmap of what needs to be accomplished, and when it's a matter of starting to plan for how to tackle all of that, you know, what, what are the deadlines, you're not going to say, you know, next Thursday at 2pm. But by the third quarter of this year, I want to be able to do X, or by middle of next year, I want to able to do Y. Those kinds of deadlines of having a goal to be shooting it. And then think about who needs to be involved in this? Who do I need to get on board? Does that organization have the resources who do Who do I need to have be a champion on that piece of the of the project, what resources are going to be needed in the business or in legal. And until we have a clearer idea of that, and that might be a conversation with the business, the going to your network and saying we're gonna need to accomplish this by x date. Let's talk about how we're gonna be able to do that when we need to deal with how the legal team need to evolve over time to address those issues. So maybe you need you know, someone who's an expert in privacy or an expert in AI, or you need to be able to evolve in terms of the processes and procedures that you can, you can get certain things off your plate faster. And so you can focus on other things, what do you need to be able to do? Is kind of the question there.

**Brett Pletcher** 40:57

And then once you have all that sort of in a plan and a vision, go start socializing that vision, and your strategy for accomplishing that vision with the key leaders in the organization to get buy in on those key issues. To talk about the headcount and budget needs that you might need, you need to talk to that network about, you know, does this thing reasonable, and then you'll get feedback, rewrite, and do that a few times. So you get to a point, we have a really solid vision and strategy. And you know, in some instances, additional headcount in budgets is just not going to be available. You know, some companies that get to they're just not at the point where they can add more resources to legal, they might have resources to add anybody really. And so that's really going to go have to go into your determination of how important certain things are to complete now, versus to have on that list for being able to complete at a future point in time. So I it's, particularly in venture backed companies, where you're kind of living from financing to financing, you have to be very, very thoughtful and surgical about which of these issues are you going to attack at what particular point in time. And then as I mentioned, I would I would just revise that document as frequently as you can, as the business changes, so that you keep up with the company's needs to go because it anyway, as we all know, kind of a two year old vision and strategy plan is, is it's just not even worth reading anymore. So keeping that up to date is going to be an important thing. And then kind of revisit that as discussions change or change your views on things.

**Brett Pletcher** 43:33

Alright, so the last MCLE code is 2731, 2731. But before I go into q&a, I just wanted to mention one thing. And that is that we're setting up an opportunity for people who want to join small-group discussions. So if we have sufficient interest from from this group, this fall, I'll be hosting a series of small discussions among six to eight general counsel's and heads of legal will get on a zoom call, we'll be there for an hour. And on that discussion, it'll be an opportunity to kind of meet people who are also in the same position that you are developing the same, working to develop their legal departments in themselves the same way you are. And it's meant to provide a kind of a safe space for people to discuss with their peers and other companies, some of the challenges that are facing and building their GC roles, and some of the challenges they may be facing and kind of getting that relationship with the CEO, whatever the issue is, we'll have people come to the meeting with here's something I'd really like to talk through with someone else who might be going through this and maybe how I can press it. So it's really an opportunity to hear how others have tackled similar challenges, and get some ideas and feedback on that. And it's really a chance to see firsthand that you're not the only one out there working through these issues. So I was a member of these kinds of sessions when I was general counsel, and I would we would have other general counsels who were in companies have said similar size to Gilead. And every one of us all had very, very similar issues. There were different industries, different companies, but variations on the same theme every single time. And I really valued hearing from people, how they were thinking about things and how they addressed certain challenges that they had. So Chatham House rules will apply. So what happens in the session stays in the session, you can, you can take away the learnings, but not who, who taught you, and who was, you know, sharing some of their issues. So if you're a GC or head of legal, you're soon going to receive an email from us seeing if you want to register for those sessions. At this point, I can't guarantee participation to everyone who expressed an interest simply that I don't know how much or how little demand we're going to have, I can tell you that we're gonna do our best to include everyone who registers to have an opportunity to be involved in that. And we will start those sessions in October after the third session of all of this.

**Brett Pletcher** 45:54

So I'll put that I'll go to q&a. Let me see. We've got five questions in there. A question here from Megan, if I have thoughts on how women in particular can better and more seamlessly bridge this divide, cross the chasm? That'd be great. I'm sure you've seen it done. Well, I have ideas on that. So yes, one of the interesting things, by the time I left Gilead, I think we had 65%, of the department was women. And at one point, I went through the department and I met with a lot of my female colleagues to ask them, What are the challenges that you are having, in the, in your role as a female attorney in the organization? And I heard lots of different things. You know, I heard people say, Well, you know, I, I'm one of few women in the room when I go to work with the business. And that that feels very intimidating. But you know, I'm the only woman in the room, maybe, and I'm trying to convince, you know, a room with 10 experienced men to do something differently than they're doing that that felt intimidating, that they would be in rooms where the men would start just talking over them or taking credit for the advice that they're giving, are just generally kind of dismissing women advice. And so in my mind, what I was always giving advice on is, look, you weren't here because you were extremely talented, you have something to contribute. I can see when I'm in the meetings, that you have something to say, but you're kind of waiting till the end to interject that, you're being polite, letting other people talk. And I would say you know, you have something to say, say it, it's important, people are going to listen. And you know, it's easy for me to say that being a guy. But that's the advice I would the for the those challenges, you know, don't be afraid to to show that you're talented. And you're you have important things to say. And I've seen I've seen women really take off, who were kind of expressing some of those challenges to me, as they build their confidence. And after they've done that a few times. So I know it can be challenging in kind of the Silicon Valley, you know, bro world at times for for women. But it's want to encourage women that they're talented, there's a reason they're there. And they shouldn't be afraid to speak up. I hope that helps Meg happy to have a deeper conversation about that.

**Brett Pletcher** 48:34

Alright. Another one is, I believe most, not all, but most CEOs would prefer not to have to manage legal decision, it makes sense, they can avoid being responsible for some tough risk decisions. And so the default is to push that to their CFO. To me that is the biggest roadblock to GC growth, the CEOs don't really care and are more than happy to give this responsibility to the CFO that want to be the COOs. I think that happened to both experienced and new GCs. And I see it in my in many job postings. What is your thought about this dynamic? And how to find a way around it? Yes, that is a very common situation. And it's not wrong, like for CEOs to say, Look, I can't be focused on every single issue. I want you to work on this issue with the CFO, if you guys can't work it out, bring it to me or once you get to the point where you have come to some consensus, then come talk to me, but you know, I want you guys to work on it first. I don't see anything wrong with that. But if you have a situation where the CEO is just saying, you know, I just don't want to deal with legal I don't like lawyers to begin with. And they talk lawyer gobbledygook I don't want to deal then it's probably a situation where the CEO just doesn't see the issues that the lawyer is dealing with is being strategic enough for his or her attention. And so that's where when I talked about in the first webinar about engaging the CEO at the strategic level about here are the things that are you In the strategy for the company, that have legal implications that we need to be thinking about and dealing with now, that's how you engage the CEO. And you know, it's not an it's going to happen immediately, it's going to be the CEO learning over time that hey, this person really is thoughtful about these things. When they come to me, they're not wasting my time, there are things that need to be dealt with. And it's not something I always need to push to my CFO. So that's part of building that relationship with the CEO that I talked about in the last session that all those things a CEO looking for, whether they know it or not from, from a general counsel, the more of those you have baked in and developed, the more you're going to be able to pull the CEO into a direct conversation interaction with you.

**Brett Pletcher** 50:37

I've been on the call and did not hear the first call. Do you have a form document for the visions and strategy plan? No, unfortunately, I do not. Maybe that's something that I will work on now that I've got these three sessions pulled together. But it's really about about, you know, where, what is my vision over the next one to three years of what would a legal department needs to be able to do? What legal issues we need to be able to develop who we need to have involved? And then the same kind of questions for yourself? And to kind of hold that together? But I can, I may be able to take a shot at that. But I'm not sure exactly when I would get that done. But it's it's a it's a good request.

**Brett Pletcher** 51:16

The first code can I repeat it? It's 7817. All right, anonymous attendee, when is it time to cut and run? In other words, how much time opportunity should we give a company to leverage us as strategic partners? Or what are the telltale signs to look for that the company is not mature enough or ready to leverage us as a strategic partner? That's a very good question. Think it's, it's going to come down to each particular situation, but I would say you've got to get something a year or two, usually. Because it just takes that long to develop. And it's also going to depend on how experienced you are. So if you're a very senior attorney, you should be able to very quickly come up to speed and be a strategic partner to the kind of CEO and C suite, then I would say, it's maybe not a year or two, and ultimately depends on how how developed is the company that earlier the stage the company is, the less it really needs legal to be that strategic. So you need to think about where's that company. But the only thing you need to look at is, I see a lot of situations where the CEO and the General Counsel just have different personalities, they are never going to work well together. And at some point, the General Counsel steadily will have to face say, You know what, I just just never going to work with me in this person. And that's I have a lot of conversations with people in GCs are saying, When do I know that that is the case. And it's hard to give you you know, an equation that will say that give you spit out the answers when that is the case. But if you're in a situation where now the CEO after some period of time, and still isn't respecting you difficult to work with, not including you and things, just has personality, clash of personality clash with you, and then maybe they get along fine with others. It's an indication that that's probably just not the right relationship. And as I mentioned, that relationship with the CEO is the most important to you of being able to be successful and build that role. So pay attention to that. If you're reporting to the CFO, I would ask yourself the same questions about that CFO, as I was just talking about for the CEO. But that's how I would think about when is it time to cut and run? But it's a it's a very difficult question. I do see people answering that question probably too early, they tend to pull that cord sooner than they probably should. But it's very hard to tell you when it's too late as well. So that's the best I can do with that one. If you want to call me and we can have a specific conversation about your specific issue. I'm more than happy to have that.

**Brett Pletcher** 53:49

Next question that is in here is in the book and established in the book "Building an Outstanding Legal Team", the author, Mr. Tilman, focuses on a lot of focus a lot on identifying and managing risk as a way to get to know a business and identify needs for the team. As a newly arriving GC, do you have thoughts on this approach? I guess what I would I kind of approach it less in terms of identifying the risks in terms of, I would first want to learn the business. And then as I learned that business, start filling in, you know, where are the risks I'm seeing in this business that I'm learning and kind of do that together. And then to be able to sit back as I've thought about those risks, and I think about with this company in this industry at it's particular stage, what are the most important risks to be dealing with now and which risks can I allow to build further down the road before I really start to address them? And so I to me, I don't think you can really identify, have a good conversation around risks and managing the risks until you've really identified and understood the business. Then you can kind of put those two together and get a sense of how where that is because it'd be very easy to walk into an AI company and say, oh my gosh, there's so much risk around and regulatory here without really knowing kind of where that business might run into those regulatory principles that are starting to develop. So I think, got to know them both. And I haven't read that book. So maybe that's what the person was saying, I don't know. Had I recommend addressing the situation where as general counsel, you report to the CFO, and that CFO is very protective of his relationship with the CEO and board and actively interferes with the General Counsel growing relationship with the CEO and board members, you're in a tough spot, it's not an unusual spot, I can tell you that, you know, CFOs. And a lot of times, they appreciate having legal undetermined joy, kind of learning that and having that as part of their standard control. Some of them are jealous of their relationship with the CEO. But this all comes down to developing that personal relationship with the CFO, when they need to see you as the objective, trusted, direct adviser that you know, you're not going to go talk to the CEO and do things that make the CFO look bad, that you can convince them that there are conversations that you need to have this with the CEO that the CEO needs to be brought in on. And it's a it's a process of chipping away at that. Over time. It's not, you know, if we were to go in and have one conversation and have that go away, it's just going to be a process and kind of think about a strategy of how do you start moving that along? And kind of to the other question, at some point, you have to ask yourself, well, if that person is just going to block me, and I can't really provide the legal service to the organization that I need to, and then maybe it is time to move on. But what I can tell you my own experience, I didn't report to the CEO, CEO, initially, when I became General Counsel, that CEO at that point was just like, I don't have enough direct reports, I don't want to deal with it at this point in time. And so I had to go through a lot of that. And, you know, person who was I was reporting to, I had to, you know, talk about, here's what I need to talk to CEO, here's what I'm gonna tell them about it over time, we got to the point where there's just a level of trust, like fine, go talk to the CEO, I know young, you're not going to throw me under the bus or create a problem for me. And it can just kind of organically happen. But again, happy to talk to you directly if there's something about that relationships, and we can kind of talk through and maybe give some advice on as to how to address.

**Brett Pletcher** 57:30

So that's all the questions that I currently see in the in the q&a. For those of you who may have questions that are more difficult or more involved, like I said, I'm more than happy to have a conversation with you, my email is there on the screen. But if there's no further questions, actually looks like maybe one just popped in there. Sorry, do you have a suggested approaches for working with an executive team with members who you don't trust, that is don't share the business and personal ethics, and you need to balance the need to maintain a level of trust, but also guide to protect the company and yourself, as you see. And so this is going to be a question of how much of the organization you don't trust, and that there are always going to be people, pockets of the organization, whether as a person where to where you don't quite trust that they're going to be as compliant, not quite twice, that they're going to take the advice, and I don't quite trust it. And I tell them, they're folks to ignore the legal team. I think in those areas, you have to work, when you have that kind of a situation where it's limited to a certain group of folks, it's a matter of working with other folks in the organization to try to address that. And to to bring them kind of into the right space, it's also allowing you to go in a gifted relationship with them and try to turn that relationship around and try to kind of bring them to an understanding of why they need to get to a level of business and personal ethics. If you're dealing with the you know, a CEO who has, you know, a culture of just not being trustworthy and not operating the business and personal ethics, and you kind of see a board that's unlikely to be willing to address that, then you have to make a call, whether that's the place that you want to be. And, you know, a lot of times I tell GCs is that one of the biggest risks of being if keeping your job as a GC is doing your job. So, you know, if you're if you're seeing poor business or personal ethics, at some point, you have to ask yourself, Do I need to have a conversation with CFO CEO about this, then it out to the board about this? And if the board or CEO is going to take action, then, you know, maybe I need to move on. But I would I would say that I've seen a lot of situations where people were not as compliant as I'd like them to be. And a combination of pressure from the board the CEO me and getting to know them better helped. But again, it's not an overnight fix, and you just have to decide based on your particular situation. Are you in a position where you can continue to stay there? Or can you continue to stay there or do you need to get out disappear on based on your want personnel business and ethics.

**Brett Pletcher** 1:00:05

Alright, so that's the last question. We're at the end of our time. The next session will be at the end of September. I think it's the 24th. We'll you'll get emails about that. The video will be up shortly. And again, if you have any questions that you didn't want to ask me, please contact me because you need to. Thanks a lot. We'll see everybody the next one