

## Practical Considerations & Hybrid Roles for the June 17, 2023 Panel

Before the pandemic, the trend of asking in-house counsel in a non-hybrid role to perform business functions in addition to their corporate legal duties was growing (Venable article, [The Dual Roles of In-House Corporate Counsel: The Impact on the Attorney-Client Privilege](#), 1999). Now, even those in roles that only carry the legal title, are being asked to have more business skills and “human” skills to draw from (See [Eyeing the General Counsel Role? Make These Non-Legal Skills a Priority](#) from the Attorney at Law Magazine article in 2023). The ask for in-house counsel to have skills beyond legal is trending still today, going beyond the in-house role to shift legal education generally because it is predicted that Artificial Intelligence (AI) will impact the need for purely legal technical skills (See Legal Sector Analyst and Forecaster Jordan Furlong’s trending LinkedIn post from 6/15/2023 [here](#)). In fact, elevating the importance of “uniquely human” skills has become a general battle cry for schooling and hiring in all professions (See the treatment within the 2020 book *Adaptation Advantage*, written by Heather E. McGowan and Chris Shipley). So people in in-house roles may have a stronger advantage to thrive in the future because they have been living the request to sharpen their “non-legal” skills for years. In the case study for this program, it is noteworthy that the [in-house legal counselor description includes providing “handholding” through difficult times](#). The interest of the company in hiring someone to come in-house via a hybrid role makes the interest in non-legal skills shine a little brighter.

Seeking someone to serve in a hybrid role is one way for a company to slowly bring some legal expertise in house. As a company transitions from 100% outside counsel to some internal assistance, one must appreciate that there will be a learning curve for both the attorney and the company.

This case study highlights the first in-house legal hire of Corrugated Supplies Company (CSC). Per its website, Corrugated Supplies Company is a “family-owned manufacturer and distributor of corrugated sheets and 100% recycled medium” that has been in business since 1964. The company generates \$13.8M annually and has 1,000 employees, of which 150 are corporate and zero are remote. CSC has an informal board of advisors and no independent directors.

Lauren Novak, Chief Human Resource Officer and Employment Counsel at Corrugated Supplies Company, notes that, “They wanted me there but didn't know how it works.” Lauren’s background included prior service to CSC as outside counsel and her practice area was labor and employment law. She also had perspective on serving in house from a prior legal role, which was serving a construction union in house. Lauren started with the company primarily as CHRO. Per her title, the scope of legal work is limited to employment counsel. Here are some perspectives she and others who have or aspire to be in these types of roles have to take into account:

- How does “wearing two hats” impact one’s ability to serve in a company? It means you have to spend some time managing expectations and educating others as to what capacity you are serving in during a discussion. There are special privileges, like attorney/client privilege, that may come into play, and it’s important that individuals know in which scenarios those are available to them.
- How does attorney client privilege work?<sup>1</sup> Not every role or question would meet the criteria for an attorney in a dual role. Sometimes, you provide business advice. Other times, you are giving legal advice. Regardless of how each interaction would be treated, Lauren notes, “I write as if everything will be discoverable.”
- As for helping the company think about its future and elevate its visibility, having someone with a legal background that can articulate do’s and dont’s on

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<sup>1</sup> <https://www.jdsupra.com/legalnews/the-attorney-client-privilege-the-6326245/>

managing hot topics in house can help. For example, it's notable that Lauren shared advice regularly during the pandemic to help employers thrive while managing unfamiliar issues (See her 2020 article on LinkedIn, [Coronavirus: 5 Things Employers Can Do Today to Prepare for Tomorrow](#)).

- When you go in house after serving a client as its outside counsel, you may realize there were issues that were not brought to your attention that the client would have benefitted from legal perspective on. Sometimes you realize they didn't come forward because they didn't see the benefit, other times it may have been because it cost them money to include you. Now you are in a place that makes it easier to hear about issues and help them see how they can do something about them. When you're in house, you're not just orchestrating contracts, ensuring the company has an adequate compliance program in place, managing the impact of EEOC litigation on your relationship, knowing your role in discovery, or addressing bylaws ("You may want to wear a helmet," Lauren jokes), you are spending time with family and management walking through the process to address an issue.
- Having a hybrid role has its plusses and minuses. As in-house counsel, you have an interest in controlling the legal spend, but that can conflict with hiring and firing, particularly in a family space. Over time, your unique insight on the issues the business is facing help you develop an air of confidence. You eventually realized that people are listening when you say something. "HR people don't get the same level of respect as I do with legal," Lauren noted.
- And that respect helps the company make needed changes. For example when regulation issues arise from groups like OSHA, you can help the company understand that the law is serious and enforceable. Business owners don't always want to adjust. When it comes to safety, that respect Lauren has, matters: "I speak and they adjust."

- Education is always important. From the vantage point of in-house counsel, you may understand better how complicated it is to navigate regulations like FMLA that can be used for unintended purposes. You spend time helping your company appreciate the nuances in how they can be applied. Lauren says, “I have to step back to explain what the law says.”
- As an in-house legal lead in a family business, you flag issues, remind everyone of the rules, and provide handholding to help the family and its employees calm down when needed.
- As the inside counsel for a family business, you also try to steer the family in the right direction, knowing that sometimes the decision made is different than the one you would recommend. And when you choose outside lawyers, you seek ones who know how to deal with family issues, as those impact the decisions made.
- Finally, the stress of addressing some situations may be more intense in a family business. Every business has to manage difficult decisions but there are additional layers you may encounter, like family member conduct, that play in as well. “It’s hard to bring the hammer down on higher level executives,” Lauren explains. “We have to treat everyone the same.” As you help the family establish a culture of responsibility and respect, you have to navigate the reason why some policies are created and enforced, like dress code. Were there complications in this area in the past? Is there something triggering for them that they want to avoid?