

MANAGING LEGAL ISSUES AT A GLOBAL SCALE

WORLD DOMINATION

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As most General Counsels hired by multinationals in the last decade can attest, the role is no longer one of merely providing legal advice but rather has taken on elements of project manager, HR legal recruiter, governance consultant, and more.

Because the legal issues facing multinational conglomerates span not just multiple fields of law but also multiple cultures, languages, and 'foreign' legal systems, today's GC must possess a truly global perspective in order to meet the high-stakes needs of his or her employer. Let us take a look at 'a day in the life of a multinational GC.'

Global Positioning

In the course of just half a day, the Vice President-GC of a 130-year-old American conglomerate fielded one call regarding a problem at their Vietnamese plant, another issue being faced in China, and yet a third call regarding the company's development of a wind power project in Egypt. That day he was able to travel the world from the comfort of his office chair, but on other days, he was expected to land in three global destinations in the course of two or three days. Putting out fires, and preventing them from starting, was all in a day's work.

But unlike his previous position as a partner in a prominent New York law firm where he concentrated on providing outside counsel services mainly dealing with regulatory compliance as well as joining in on litigation strategy involving his clients, his position as GC of the multinational demanded that he know something about the company's various technologies, Foreign Corrupt Practices Act compliance, protecting their IP in foreign jurisdictions, and, when the situation called for it—which was quite often—searching out the right outside counsel to retain for a host of matters.

Ethical and Regulatory Watchdog

The sort of 'fires' that the GC has to extinguish or prevent can range from eliminating overseas

sweatshop labor, preventing environmental pollution, and monitoring other factors that might adversely affect his company's ESG rating. Political changes in the overseas locale also need to be carefully watched from the perspective of protecting assets and the marketplace, as well as dealing with the impacts of revolutions and 'locally acceptable' corruption. In places where corruption, gangs, or extremist activists wield undue influence, the GC might also have to take steps to protect the physical safety of overseas executives.

While ensuring compliance with U.S. regulatory demands can be challenging enough, extrapolating that difficulty to the four corners of the world can be daunting indeed. Navigating compliance across jurisdictions with possibly conflicting regulations vis-à-vis those of the U.S., or those of a neighboring country where the overseas operations take place, requires exceptional watchdog skills, without which the company could face huge fines and other sanctions.

From Counseling to Critical Decision-making

In a major shift that has been taking place for more than a decade, GCs don't just perform the main 'traditional role' of overseeing litigation that has been delegated to outside counsel and serving as the liaison to them but are now

Executive Summary

> The Issue

What is the role of the General Counsel who represents a multinational corporation?

> The Gravamen

Today's GC is no longer mainly a gatekeeper between the office of the GC and outside counsel, but rather, the position has morphed into a much more far-reaching executive and decision-making role.

> The Path Forward

The GC of a multinational conglomerate will have to maintain a global, cross-cultural perspective while wearing many hats beyond those of a legal counselor.

critical members of more than one team within a corporation.

Benjamin W. Heineman Jr. revamped the role of the GC while serving at GE 25 years ago when he suggested bringing in the best legal minds from their outside counsel firms to work alongside him in-house. Both the legal spending for the company, as well as the dynamics of the relationship between GC, the company, and outside counsel, were beneficially affected. To be sure, the need for retaining outside counsel, of course, continued, but with greater centralization of legal tasking, the GC staff could now play a more crucial strategic decision-making role as opposed to a merely ancillary legal one. In fact, the successful integration of the role of GC with planning and governance matters has resulted in numerous GCs ending up as CEOs of their companies.

The Potential for Conflicts of Interest

But there are other aspects to the GC also serving as a Vice President, Manager, or Board Member of his company that can pose a real risk of a conflict of interest arising. Although it is clear that professionally, he or she is serving the best interests of the legal client, unlike the outside counsel relationship, the GC is at the same time also an employee of the client. And when internal disputes arise—as they can and do—the GC may find himself in a quandary as to determine just what are the best interests of the company over those of the fellow executive who is seeking advice, which he is obliged to render, thereby allowing the assertion of a contrary or even adverse position to that driven by the company up until that point.

The GC might also have a conflict as to the proper use of confidential information that he has access to. To whom does it belong? And with whom can it be shared? It can oftentimes not be easy to navigate between the role of an attorney acting in a legal capacity—with the Rules of Professional Conduct still binding—and that of an executive acting in a business capacity.

A Still Evolving Role

As globalization has dramatically altered the role of the GC, and particularly now that the GC has a place in the C-suite, the responsibilities of the GC are broader than ever before. As this role continues to evolve, those interested in filling the position would do well to prepare themselves not only for the legal profession but for participation in the global business world as well. As a trusted partner in the financial, risk management, and overall global development of the company, it is the GC who will play an increasingly important role in the global scaling of multinational companies.

“TWENTY-FIVE YEARS AGO, IF YOU ASKED AN INSIDE LAWYER A QUESTION, THEY’D SAY, ‘GIVE ME TWO DAYS,’ AND THEY’D CALL SOMEONE OUTSIDE; BUT BY HIRING SUPERSTARS FROM FIRMS AND MAJOR GOVERNMENT POSITIONS, ALL OF A SUDDEN, THE BUSINESSPEOPLE WERE SAYING, ‘WOW, THESE PEOPLE CAN DO A REMARKABLE NUMBER OF THINGS.’”

**- CHRISTOPHER BOGART, CEO,
BURFORD CAPITAL**

Action

1 Talent Scout: By bringing on board the best legal minds from private firms and the government, the GC can assemble an in-house team to meet the emerging role of the office of GC.

2 Broadening Your View: Prepare for one of the most demanding roles in the legal profession by enhancing your knowledge of the myriad cross-border business issues confronting today’s GCs.

3 Avoiding COIs: Understand the ethical risks involved when the GC of a company also joins the ranks of the executive suite and/or as a board member.

4 Political Meteorologist: As the person responsible for reacting to global events as they unfold and analyzing how they will impact the company, the GC must keep abreast of political change overseas and even anticipate them in order to protect the best interests of the company.

Further Reading

1. <https://legal.thomsonreuters.com/en/insights/articles/evolution-of-gc-role-brings-value-to-an-organization>
2. <https://www.legal500.com/gc-magazine/feature/what-i-want-from-my-general-counsel-a-ceos-perspective/>
3. <https://hls.harvard.edu/today/in-the-drivers-seat-the-changing-role-of-the-general-counsel/>
4. <https://www.inhouselawyer.co.uk/legal-briefing/top-five-strategy-considerations-for-managing-cross-border-litigation/>
5. <https://www.euralexgroup.com/expertise/cross-border-legal-management/>





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After receiving his Juris Doctor degree from The John Marshall Law School in Chicago, Mr. Brochin served as an Administrative Law Judge with the Illinois Department of Labor for six years where he presided over cases dealing with job separation issues and matters pertaining to contested Unemployment Insurance claims. He also co-wrote the agency's administrative rules, and periodically served as a 'ghost writer' for Board of Review decisions.

Following that position, he was Director of Development for a Chicago-area non-profit college where he was responsible for High Net Worth donations to the institution. For the next eighteen years he practiced as a solo practitioner attorney with an emphasis in the fields of Real Estate law and Commercial Contracts transactions, and was an agent for several national title insurance agencies.

In 2003 he was recruited to head up a U.S. title insurance research office in Israel, a position he held for four years, and between 2007-2017 he participated in litigation support for several high-profile cases. He has taught Business Law as a faculty member of the Jerusalem College of Technology, and has authored a wide variety of legal White Papers and timely legal articles as a professional legal content writer for GPL clients. Separate from his legal writing, he has co-authored academic articles on Middle East security topics that have been published in peer-reviewed publications.



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MANAGING DIRECTOR

William Anderson is Managing Director and Head of Law & Compliance. He leads the GreenPoint practice in providing regulatory, legal, and technology solutions to law firms, legal publishers, and in-house law departments around the world, overseeing our team of experienced US attorneys and data and technology experts. Will has over 25 years' experience working with corporations to improve the management of their legal and corporate compliance functions. Will began his legal career as a litigator with a predecessor firm to Drinker, Biddle LLP. He then served as in-house counsel to Andersen Consulting LLP, managing risk and working with outside counsel on active litigation involving the firm.

Will has leveraged his legal experience interpreting regulations and appearing before federal (DOJ, SEC, FTC) and state agencies (NYAG) to oversee research and other areas at Bear Stearns. In this capacity, he counseled analysts on regulatory risk and evolving compliance requirements. Will also consulted on the development of a proprietary tool to ensure effective documentation of compliance clearance of research reports. Will then went on to work in product development and content creation for a global online compliance development firm pioneering the dynamic updating of regulated firms' policies and procedures from online updates and resources. Will holds a Juris Doctorate with High Honors from the Washington University School of Law in Saint Louis and is admitted to state and federal bars. He lives in Pawling, NY, with his wife and daughter.



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- By virtue of our unique methods and a proven history of providing top-tier legal services to our clients, the GPESR team is capable of supporting a diverse client base both in the US and globally. From solo practitioners to AmLaw 100 firms, legal publishers, Fortune 1000 companies, and in-house law departments, our team offers legal staffing solutions to suit any business needs. GPESR provides skilled attorneys in either permanent placements or temporary contracts through a selective recruiting process. Adherence to quality, value, and flexibility are hallmarks of our offerings.
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About GreenPoint Law & Compliance

- GreenPoint Global was founded in 2001 and since that time has faithfully served an expanding roster of clients. GreenPoint leverages a unique combination of US-trained attorneys and proprietary technology to deliver a unique offering of skill and flexibility to meet client needs.
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- GreenPoint's methodology and proven track record of achieving client objectives has resulted in a broad base of clients in the United States, ranging from Fortune 500 insurance companies to solo practitioners, law firms, in-house law departments, and legal publishers. GreenPoint attorneys are selectively recruited and deployed based on possessing demonstrable subject matter expertise covering a broad spectrum of substantive US laws and regulations. The work product of our attorneys is thoroughly vetted internally before delivery to client. Adherence to quality, value and flexibility is at the core of our foundation.

