



# Women in the GC's Office

by Kaitlin Thomas

According to data collected by the ABA Commission on Women, from approximately 1994 to 2002 the percentage of women general counsel in Fortune 500 companies increased from 4 percent to 15 percent. That 2002 statistic has held steady, with women continuing to hold 15 percent of the top legal positions in Fortune 500 companies, and 15.2 percent in Fortune 501–1000 companies today.

Women are, undoubtedly, a minority in the world of chief legal officers. And yet, dozens of Yale Law School alumnae have served or are serving as general counsel.

The *Law Report* recently spoke with four women graduates with GC experience. The women profiled here make little of the fact that they're women working in male-dominated positions—they're focused simply on being lawyers, on lending wise counsel to the businesses for which they work. Here they talk about what drew them to the world of corporate law, advice they have for aspiring GCs, and the types of legal and business issues they face.

# A Seat at the Table



“Women should not feel that they have to do one particular thing to be successful in this field.”

Rhonda Joy McLean '83

DEPUTY GENERAL COUNSEL OF TIME, INC.

Rhonda McLean's biggest piece of advice to those who are interested in an in-house career? “Develop yourself as a person,” she says. “Pursue what you're interested in. Give yourself room to experiment.”

Now deputy general counsel of Time, Inc., McLean knows of what she speaks—she found her way to a law degree and a general counsel's office by a fairly non-traditional route.

For many years McLean assumed she'd be a professional musician. A mezzo-soprano, she was raised in a family of musicians, and even trained as a classical pianist for sixteen years. Her parents taught music in public schools in segregated North Carolina in the 1960s. When the high school in her hometown of Smithfield was integrated, thirteen-year-old McLean was one of a handful of students who led the way. She was heckled and tormented, but remained at the school.

“As a result of that experience, I became more politicized,” McLean says. She became increasingly interested in not-for-profit organizations and community building work and helped the NAACP with voter registration. When she graduated from college (at the age of nineteen) McLean planned to return to music. Her mentors had other ideas, suggesting law school instead. McLean jumped at the idea. “I wanted not to be intimidated by the law,” she explains, “I wanted to understand it.”

Following her 1L year at UNC Chapel Hill, McLean took a summer class with Yale Law School Professor Steven Duke '61 LL.M., who urged her to transfer to YLS. She did so in the fall of 1981 and immediately became involved with a variety of organizations, including the Black Law Students Association (BLSA) and the Greenhaven Prison Project. “The more I discovered, the more I fell in love with the law,” she remembers. (Incidentally, BLSA recently honored McLean at their annual alumni dinner with the Jane M. Bolin '31 Alumni Service Award.)

McLean was thirty when she graduated from YLS. Too old to clerk, she feared. Professor Harlon Dalton '73 convinced her otherwise. After two years clerking for the Hon. Anna Diggs Taylor '57 in the Eastern District of Michigan, McLean entered the private sector. “For the first couple of years, I loved being a

corporate litigator,” she says. “Ultimately, though, that work didn't reach my soul.”

She moved on to the Federal Trade Commission as a staff attorney and was named Assistant Regional Director of the Northeast Region. While at the FTC, McLean also taught administrative law at CUNY for several years.



Rhonda Joy McLean '83

A little more than ten years ago, McLean was recruited by Time, where she is now responsible for regulatory compliance of all consumer marketing materials for the forty magazines published by Time, Inc., in the United States and Canada. McLean provides advice and counsel to more than 300 clients, negotiates promotion agreements, and participates in the shaping of national and international advertising and data privacy and security protocols for Time. She works with twenty-five in-house attorneys (the company has 10,000 employees worldwide; 4,000 of those in New York) and more than sixty-five firms that serve as outside counsel.

“It's a time when we're all trying to reinvent ourselves with social media,” she says of the magazine industry. “Right now we're developing software to make service delivery more efficient. This is an example of how my job has evolved—I'm doing things that I wasn't hired to do because they didn't even exist when I was hired.” But social media is “exciting, frustrating, and challenging,” she says. “I am energized by these challenges and by the smart people I work with.”

One of McLean's points of pride is her commitment to mentoring young women. She's just co-authored a book titled *The Little Black Book of Success: Laws of Leadership for Black Women* that she describes as a “mentor in your pocket.” (See page 18.)

“Women should not feel that they have to do one particular thing to be successful in this field,” McLean says about positions in general counsel offices. “There is no longer one route to these roles. You should explore what is interesting to you and have areas of expertise that you can market. Develop yourself as a person, a human being, a lawyer. I really encourage young women to try to have a gap between college and law school. It helps to bring experience, wisdom, and maturity to whatever you do.”

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Siri Marshall '74

FORMER SENIOR VICE PRESIDENT, GENERAL COUNSEL,  
SECRETARY AND CHIEF GOVERNANCE AND COMPLIANCE OFFICER OF GENERAL MILLS

Siri Marshall is a true veteran of the general counsel world. Following fifteen years as in-house counsel at Avon, including as the company's general counsel, Marshall spent another fourteen years at General Mills. In 2003, *Corporate Legal Times* named her one of Corporate America's Five Most Influential Women. In 2006, *Inside Counsel* named her one of North America's Fifty Most Influential In-House Counsel.

Among the things that attracted Marshall to the GC world—and then kept her there for almost three decades—was the breadth of the work the positions offered and her ability to influence the scope of her own practice.

“There are a wide variety of issues and responsibilities involved in this kind of work,” Marshall says. “I loved that it was not only my legal skills, but leadership, management and strategic thinking that I was using on a daily basis.”

Marshall's road to the GC office began at Debevoise & Plimpton, where she spent five years as a general corporate lawyer, also doing tax and litigation work. Marshall was fascinated by business (“I liked the idea of being a decision maker—not just an adviser,” she says) and was drawn to Avon in 1979, where she ultimately became senior vice president, general counsel and secretary with responsibility for global legal and government affairs. She now views the jump from life in a firm to the corporate world as the most important move of her career. “At that time,” she says, “it seemed like a risky move. But once I made the leap, I never looked back. I loved the diversity of my practice.” At Avon, Marshall's work included complex M&A and litigation issues and the defense of hostile takeovers.

General Mills recruited Marshall in 1994 and she remained at that company until her retirement in 2008. She had responsibility for the company's worldwide legal issues and compliance programs as well as its board and corporate governance.

Working as part of a team to grow the company's brands was appealing to Marshall, who was the only woman on the executive leadership team at both Avon and General Mills.

At General Mills she worked with a legal staff of forty lawyers, six of whom were based outside of the U.S.

“Very, very few questions are purely legal,” she says of the work of general counsel. “Most of what you do as GC is analyz-

ing and communicating risk, making sure that people understand all the implications of business decisions and, most importantly, finding viable solutions.”

Marshall was responsible at General Mills for developing guidelines for working with outside counsel. She had a close relationship with a few outside counsel, whom she used as a

personal sounding board. “In this type of position,” she explains, “you need people with a broad perspective whom you can trust—especially with issues you might not be able to share with people internally.”

The personality and professional traits that Marshall counts among the most important for the job include intelligence, keen analytical skills, curiosity, healthy skepticism, and flexibility. “There is constant change and you need to be able to interact with a wide variety of people and issues in this type of job,” she says.

Among the other traits that Marshall considers paramount for a successful GC are communication skills, teamwork, thought leadership, organizational leadership, and good judgment.

“People look to the general counsel for judgment and decision making,” Marshall says. “It's important for people interested in this kind of position to keep honing those skills by getting as varied experience and exposure as possible. Develop your leadership skills.”

“I don't see any obstacles at the moment that are unique to women,” she adds. “The obstacles in this field are the same as in any business. Women have to be effective in a culture where they may be a minority—this is true in finance and many other industries too. The most important thing you can do is to develop yourself broadly. Get a broad exposure to the legal world and broad business experience. And be true to who you are.”

“These are terrific jobs,” Marshall says. “They are endlessly fascinating and challenging. There is a lot of flexibility in what you do. It can be very challenging, very rewarding.”



Siri Marshall '74

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Amy Schulman '89

SENIOR VICE PRESIDENT AND GENERAL COUNSEL OF PFIZER

Amy Schulman was a partner in a large international law firm, working with Fortune 500 clients on class-action litigation and handling complex legal, scientific, and regulatory issues when she decided in 2008 to make the leap to the corporate world as general counsel of Pfizer.

“The fact that I have a seat at the business table is borne of the fact that I am a lawyer,” Schulman says. It was that opportunity to be part of both the advisory and decision making process that, in part, drew Schulman to the bio-pharmaceutical giant. “It’s rewarding to be in a position that carries some responsibility for helping to safeguard the enterprise, and includes proactive counseling and risk management,” Schulman says.

Following her graduation from YLS in 1989, Schulman worked at Cleary Gottlieb and then at DLA Piper, where she was a partner with an impressive list of clients and a member of the firm’s Global Board and its Executive and Policy Committees. Her clients included Pfizer, for whom she did a substantial amount of work.

Now at the helm of Pfizer’s worldwide legal division (which, itself, is 1,000 employees strong), Schulman is responsible for a wide range of legal and regulatory areas, including intellectual property, litigation, regulatory law, governance, licensing, and acquisitions. In her first year at Pfizer, Schulman found herself working on complex negotiations, including issues related to the company’s \$68 billion acquisition of pharmaceutical company Wyeth and a multifaceted government resolution.

Under Schulman’s leadership, Pfizer has also completely revised how it works with outside counsel. In what has been described as a pioneering approach, the company has done away

with the billable hour, replacing it with flat fees and incentives.

The legal and corporate worlds have taken notice.

In 2009, *The National Law Journal* named Schulman to its list of the Twenty Most Influential General Counsel. She was also included in *Forbes* magazine’s 2009 list of The World’s Most Powerful Women.

The most important quality for a general counsel is being a good lawyer, Schulman stresses. “A solid grounding in law—grasping facts and having a foundation in the law—is what really matters,” she says. “And you need to remain calm and have a temperament for the unexpected.” That was just one of the lessons that Schulman focused on as a visiting lecturer at the Law School this past winter when she taught a course titled “Anatomy of a Mass Tort” in which she lectured about how Pfizer’s attorneys managed high-profile products liability litigation.

Among Schulman’s other pieces of advice to would-be GCs: “You need to be adept at listening and learning what your client needs. You need to understand the client’s goal.”

Schulman is one of five women on Pfizer’s executive leadership team. “There is nothing about the in-house role that is unique to women,” she says. “Women have the opportunity here, as in other places, to thrive.”

“I’ve been blessed throughout my career to have challenging, meaningful work. My work at Pfizer is the culmination of a lot of what I understand lawyering to be,” Schulman says. And working at a bio pharmaceutical company is a plus—“helping people live healthier lives is rewarding to me on a personal level,” she says.



Amy Schulman '89

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Margaret Ackerley '91

SENIOR VICE PRESIDENT AND GENERAL COUNSEL OF WORLD WILDLIFE FUND

Shortly after the birth of her second child, Margaret Ackerley '91 learned about an opening at World Wildlife Fund and, in her words, “jumped at the opportunity.”

“I’ve always had a deep reverence for nature, and the opportunity to combine that personal passion with my professional career was very exciting,” she says.

In addition to serving as general counsel for the nonprofit since 2000, Ackerley is a member of WWF’s senior management team—a position that allows her to help shape and implement the organization’s conservation strategy. “Being in-house, and having these dual roles, the line between purely legal advice and business counseling is not rigid,” she says. “I’ve found that having a deep understanding of and appreciation for the ‘business’ has made me a more effective counselor, able to appreciate the problems and help find good ways forward whenever possible.”

Ackerley credits rigorous training and an exposure to a range of substantive areas of law in her early career for giving her the solid footing for an in-house position. After graduating from Yale, she clerked for U.S. District Court Judge Stanley S. Brotman in the U.S. Virgin Islands. “I learned a lot about law, the judicial process, and the intersection of reason and result in those two years,” she says. Following her clerkship, Ackerley joined what was then Wilmer, Cutler and Pickering, where, she says, she again was fortunate to work closely with “terrific” mentors. She did a variety of work at Wilmer, including litigation and regulatory advising, for both corporate and nonprofit clients.

At WWF, Ackerley now handles general corporate legal matters for the company, including contracts, tax, corporate governance, intellectual property, employment, litigation, technology, estates, fundraising, charitable giving, and various regulatory compliance issues. The legal team at WWF, as at many nonprofits, is relatively small. Ackerley directly oversees several departments, for a total of around a dozen or so professionals, and relies heavily on in-house staff to cover as many legal issues as they competently can. “I work with outside counsel from a number of excellent firms when we need legal representation outside the U.S.; when the area is highly specialized or technical, such as ERISA; or when the issue is sufficiently novel and high-profile that we need counsel deep in a particular area,” she says.

A key attribute of a good general counsel is the ability to work with business colleagues to find solutions as often as possible, while knowing always that the organization is relying on your sound judgment and prudent management of risk, Ackerley says. General counsel need the ability to size up matters quickly, to handle the unexpected, and to operate across many different functional areas. “We may be the last true generalists in the profession,” she adds. “While a lawyer serving as general counsel will undoubtedly have areas of expertise, in this role you have to be able to take on issues from every angle and address them, often in a short timeframe. The work is fast-paced and definitely not static—and that, coupled with being able to devote your professional time to one client that you care deeply about—is what makes it fun.”

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