

Symbiosis: Redefining the In-House/Outside Counsel Relationship

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The legal industry has forgotten that it is a service industry. Outside counsel are missing opportunities to add value to their in-house counterparts, simply by failing to ask what the in-house attorneys want and need. In-house attorneys are missing the opportunity to receive assistance at the time and in the manner that would be most useful to them. The press of business thwarts efficiency.

The relationship between in-house and outside counsel can and will benefit from discussion of what the in-house attorney defines as “success,” and “value.” Outside counsel should always consider, “what more can I do to add value?” Without a deep understanding of how the in-house attorney defines “value,” outside counsel can (and often does) end up sprinting for the wrong finish line. In that race, no one wins, and unpleasant discussions of “value” (e.g., billing disputes) are almost a certainty.

A true business connection is like any other connection. Consider an elderly couple dancing at a wedding: each knows what the other is going to do next, based on hearing the same tune over decades. Counsel should strive for the same (albeit without the dance floor). The more outside counsel understands the client’s business, the better both parties can anticipate and efficiently sate the other’s expectations. Have you ever been asked by your outside counsel:

- *How do you define “success” in this matter?* There are many different types of “success:” close the deal, win the trial, etc. However, there are also more nuanced versions of “success,” like negotiating an early, confidential settlement, obtaining insurance coverage for the claim, or include client or deal specific terms in a transaction. Outside counsel should not act on his or her assumptions of what “success” means; the client controls the dictionary.
- *When is your fiscal year-end? When is your legal budget due?* If outside counsel does not know when you need information about possible rate changes and budget deadlines, they likely will not provide the information at a time that is most useful and productive for in-house counsel. No one wins when rate changes arrive two months after budgets are due.
- *What can I do to help you succeed at your company?* At the end of the day, almost everyone reports to someone. In-house attorneys have a right to expect that their outside counsel are doing everything they can to make the in-house attorneys shine.



- *Is there anything else I can do to help you?* Everyone experiences busy times of the year. Perhaps your outside counsel can help with reviewing deal documents, preparing analyses for auditors, or negotiating business insurance renewals. Would seconding an attorney to the Company for a time be helpful? In-house attorneys have the right to ask for help, and outside counsel should be offering it.
- *When is the most useful time to receive status reports?* Is there a format you prefer? The more outside counsel makes it easier for in-house counsel to satisfy its reporting requirements, the happier in-house counsel will be. Tiny changes can save enormous amounts of time (and money).

Symbiosis is a mutually beneficial relationship. Outside counsel can and should strive to achieve success and add value. However, the client defines those terms. If outside counsel asks the right questions, it will make everyone's job easier, and more efficient. Before heading to the dance floor, make sure you're dancing with the right partner. And don't hesitate to request the song!

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