TO LEAD OR NOT TO LEAD (But "Just Manage"):

THAT IS THE QUESTION

APTA LEGAL AFFAIRS SEMINAR

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HYATT REGENCY HOTEL

NEW ORLEANS, LA

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WHAT MAKES A GREAT LEADER?

Shelley Devine, General Counsel, Tri-County Metropolitan Transit District of Oregon

<u>INTRODUCTION</u>

For over 30 years I've practiced law in a variety of settings, from interning in a Washington, DC public interest non-profit, to litigating from a plush office overlooking the San Francisco Bay, to being the VP of Legal at a Fortune 1000 company, to spending the last eleven years in the legal department at TriMet. A conservative estimate over those three decades is that I've had about 50 different bosses. And, like most of us, I've had a few truly terrible ones. We all know them — the screamers and the schemers, or those sadistic weekend saboteurs who seem to strike without fail on Friday at 4:55 — but what is relevant here is that out of those 50 or so bosses (nearly all of them lawyers), about 45 were … fine.

Fine? Yes, just fine! I respected them, it was rarely stressful to work with them, and I learned quite a few things from them. But if I'm honest, I could say that about most colleagues over the years, regardless of whether they were my manager. People generally want to do a decent job and get along with coworkers. However, when it comes to leadership — and now we're talking about you, either as an executive or law office partner, a team leader, or someone who wields influence within your organization — do we want to be just "fine"? Wouldn't you rather be the spark that lights those around you with energy, ideas, inspiration, productivity, and collaboration? If you answered, "Yes, but…" then this session is PRECISELY for you.

When I worked for a truly toxic manager about 20 years ago (that terrifying trifecta of screamer, schemer, *and* weekend saboteur!), it piqued an interest in what *successful* management looked like, which paired well with my voracious reading habit. Before long I had devoured most of the classics on management, from Napoleon Hill to Steven Covey to *First Break All the Rules* to *Who Moved My Cheese* to *The One-Minute Manager* and … you get the idea. But after I began managing a team of people myself, it dawned that what was so fascinating in theory proved far more challenging when applied to scores of situations involving unique personalities, differing opinions, and often competing agendas.

So I pivoted from management *theories* and focused instead on inspirational *leaders*.
About this time TED talks were entering the zeitgeist, and I got hooked watching all kinds of
leaders tell their stories. Which often led me to read their books, or dig deep into their websites,
or attend their seminars. And when certain themes – like appreciation, servant leadership,
vulnerability, and empathy – resonated, I consciously started integrating those practices into the
legal department at TriMet. Since 2015, TriMet's Legal Services Division has consistently
received the highest scores in the agency on the annual employee survey for work satisfaction,
engagement, and feeling part of a cohesive, supported team. And despite a very tight job market,
in the last two and a half years no one has left the Legal Services Division, with one exception:
Our Director of Legal Services was promoted to *Executive* Director of Human Resources and
Labor Relations (and she is *rocking* it).

In the vein of "When the student is ready, the teacher will appear", at the same time that I
began leading a larger group than ever before, I also started working directly with the greatest
leader of my career: TriMet's General Manager. Over the next four and a half years, I observed
how he treated people and how they responded to him. I listened to the way and why of his
questions, how he processed and synthesized vast quantities of complex information, distilling a
simple essence from them that helped chart the best path forward and create genuine buy-in. He
deftly danced through scores of tricky discussions and decisions while leaving everyone feeling
heard and valued. And I marveled at how he was able, again and again, to elevate every
interaction with his wisdom, composure, and yes, grace. In other words, I took a daily class from
a true leadership master!

For those of us who are still learning how to become a great leader, here are a few tips,
gleaned from working with several truly remarkable (in more ways than one!) leaders, and from
reading and listening to dozens of phenomenal leaders.

TIP ONE: <u>KNOW YOURSELF</u>

If your first thought after reading that header was, "I know myself just fine, thank you
very much", then my question is: Who is the "you" that just "said" that? If I could recommend
only one book on the subject of learning who "you" really are, it would be Michael Singer's *The*

Untethered Soul. He starts by helping you become aware of the incessant "roommate in your head"; that voice that Never. Ever. Shuts. Up. The one that constantly critiques and compares, and is far more angry, offended, and resentful than "you" ever realized. With all that noise, how is it possible to have any peace, let alone positively influence others? There's no room in there!

What tremendous freedom there is in learning that you can "evict" your roommate simply by creating space between you and your thoughts. While you "have" thoughts — just like you "have" oatmeal for breakfast, or you "have" a cold — you are not the oatmeal, you are not the cold, and you are not your thoughts. This breakthrough can come in myriad ways — through meditation, communing with nature, falling deeply into music, or "going into flow" regularly. But to be a great leader, then break through you must. Because a chaotic and cluttered mind is a terrible thing to inflict on others, particularly others over whom you have some authority or influence.

Once you've "cleaned house", there are several powerful tools to allow you to reset and get clear on what you value and what value you bring to others. I mentor a number of first-time managers at TriMet, and in our first few meetings I ask them to do the following:

- First, watch Simon Sinek's TED talk on his book, *Start with Why* (https://www.youtube.com/watch?v=IPYeCltXpxw).
- Second, develop a personal "Why Statement" (https://startwithwhy.com/find-your-why/). This is a short statement about what jazzes your juice at work, and it has immense power to focus, inspire, and center you. For example, my "Why Statement" is "I love galvanizing people toward happiness at work by matching their strengths and talents with TriMet tasks and goals, then appreciating those contributions."
- Third, we look for that "Why" in their current job to reinvigorate a sense of purpose. If it's difficult to find their "Why", we might resort to what Beth Comstock, the former Co-Chair of General Electric and author of *Imagine it Forward,* calls "Job Crafting"; take on something new that you love as part of your current job (and, if possible, offload one task you don't). Often, by volunteering to take on what no one else wants, you can shine in new ways.

Now that you've created space in your mind for fresh ideas, and you've energized yourself with your own personal mission statement, you can really flesh this out with a couple of self-assessment tools. I've used both of these tools at multiple legal department and executive team retreats with very positive responses and results. The first is the Core Values Index, or CVI (you can take it for free at https://www.taylorprotocolsinc.com). The CVI assessment takes about 10 minutes online, and does not require answering any questions or a single second of planning; you are simply asked to make word choices. A *Harvard Business Review* study of the CVI indicated that it has a 97% repeat rating over time, and that it accurately reveals your core motivational drivers. For example, you can learn what values you base a majority of your decisions on, why you make the same mistakes over and over, how to make your highest and best contributions at work (and elsewhere), how you like to communicate, and your default conflict modes. If you want to "go deep" on the CVI, you can with Lynn Taylor's book *Choices.*

The other self-assessment tool is the Strengthsfinder 2.0 (now called CliftonStrengths), and it does cost a bit to take it: https://www.gallupstrengthscenter.com/home/en-us/strengthsfinder). The least expensive version of the Strengthsfinder 2.0 gives you your top 5 strengths and their definitions, although you can pay more and get a list of all 34 strengths. This tool improves your self-awareness and helps you discover what you naturally do best.

If self-assessment tools are not your thing, try this instead: *Leadership and Self-Deception* by the Arbinger Institute. This parable about a new executive at a large company who *thinks* he's a great boss (ahem, note the title), is a quick and engaging read…but it lingers, teaches you to recognize when you're heading into "the box", and will likely prevent you from ever snapping at a colleague again. As we've all experienced, bouncing back to a place of trust after lashing out at a coworker is one of the most difficult things we can possibly face at work, so better to find constructive ways to avoid it in the first place.

If you don't have even a few hours of time to read, then at least ask (and answer!) these questions from Brené Brown's book, *Daring Greatly*: What do I do when I feel emotionally exposed? How do I behave when I'm feeling very uncomfortable and uncertain? How willing am I to take emotional risks? As she says, "This questioning process helps because…regardless

of our willingness to do vulnerability, *it does us.* When we pretend that we can avoid vulnerability we engage in behaviors that are often inconsistent with who we want to be. Experiencing vulnerability isn't a choice — the only choice we have is how we're going to respond when we are confronted with uncertainty, risk, and emotional exposure."

TIP TWO: <u>BE THE LEADER YOU WANT TO WORK FOR</u>

To me, a "great" work leader is someone who inspires confidence not only because you trust their judgment, you trust their decision-making process. It's someone you willingly go the extra mile for. It's someone you would even follow to another employer. See, it's relatively easy to define the *results* of great leadership. But whenever I get on the subject of leadership with someone, I always ask this question (and — spoiler alert — you bet I'm going to ask it of our panel at the seminar): What are the key qualities or characteristics of a great leader that cause these kind of effects? How do you become "the boss everyone wants to work for?"

There's actually a book with that exact title: *Be The Boss Everyone Wants To Work For: A Guide for New Leaders*, by William Gentry. In it, he talks about flipping the script on the golden rule by turning it into the *platinum* rule: Instead of communicating with others the way you want to be communicated with, or motivating others the way you are motivated, find out how *they* like to communicate, how *they* are motivated. That said, there are a few essential leadership characteristics that have a near-universal appeal with employees regardless of their personality, education, intellect, or CVI results. If you can cultivate and consistently practice these qualities, you will be far ahead of most leaders.

A. OPTIMISM (and its first cousin, ENTHUSIASM)

While the concept of "emotional contagion" has been around since at least 1895 (Gustave Le Bon), 2008 research studies by Harvard and the University of California confirmed that when people are around optimistic or happy people they are more likely to become positive and upbeat as well. The research even calculated that happiness could spread and impact people up to three degrees of separation. Earlier I referenced TriMet's (now retired) General Manager. In four and a half years, I can count on less than one hand the times I saw him exhibit a pessimistic or dispirited attitude about something. He was always composed, full of ideas, and focused on

solutions. One of his oft-repeated (and deeply soothing) mantras was, "We'll get there." Even if "there" seemed like New Zealand. And…he was right. We almost always did "get there."

But the converse is true, too. A 2012 article by Tony Schwartz in the *Harvard Business Review* titled "Emotional Contagion Can Take Down Your Whole Team" described an experience with a senior executive whose negativity steadily transformed a happy team into a tense and divided one. The executive was quite surprised to be fired, as he styled himself a "realist." Schwartz says the key to balancing optimism with realism is to embrace "the paradox of realistic optimism. Practically, that means having the faith to tell the most hopeful and empowering story possible in any given situation, but also the willingness to confront difficult facts as they arise and deal with them directly." Of course, we don't need studies and articles to demonstrate these truths for us. Who do you prefer working with — Chicken Little, or those who find the silver lining even when the sky seems to be falling? Debbie Downer, or the woman waist-deep in horse manure, shoveling enthusiastically while saying "there's gotta be a pony in here somewhere!"

There are, of course, rare occasions when neither optimism nor enthusiasm are appropriate. In these situations, practice equanimity, which shows up as being the adult in the room and modeling calm throughout the storm. On the Friday afternoon of Memorial Day weekend 2017, a man on one of our MAX trains attacked three individuals with a knife, killing two of them and severely injuring the third. It was one of the most difficult, emotional experiences I've ever been involved with at any workplace. But a core team of us came together with equanimity and purpose to make sure that our employees, and our community, knew we would get through this — together. We attended memorial services and cried with the victims' family members, encouraged our employees to visit the site of the attacks to honor those who passed, observed an agency-wide moment of silence, instituted new safety measures, and created a moving, beautiful, and permanent memorial at the site based on family and community input.   No pony, to be sure, but sometimes you just have to keep shoveling anyway.

B. CLARITY

In her most recent book *Dare to Lead*, Brené Brown writes: "Clarity is Kind. Unclear is Unkind." This was front and center in my mind when we had an organizational realignment in December and the Legal Services Division absorbed another department. Having been through a few reorgs and RIFs in my career, I know how confusing and anxiety-inducing they can be. So I met with each of the new team members individually in a casual "get to know you" setting, making sure to take mental notes on what they most enjoy doing at work and how they like to communicate. We then met as a group to discuss and map out what we thought success would look like for this team for 2019 and into 2020. I then prepared a memo to the General Manager that outlined each of these goals, objectives, and strategic actions. He gave us a few additional comments, but pretty much blessed the approach. The group then reconvened to determine who was going to do what and by when, assigning work as much as possible to those with the most interest in doing a particular task. And now we meet regularly to check-in and address issues. So far, it's going very well; the initial relief from the group that came with clear direction has now morphed into a sense of purpose and an ease with each other.

Clarity goes both ways, though. Be just as clear on what specifically motivates the individuals on your team. This is different than appreciation (more on that below); this is about what Dan Pink refers to in his book *Drive* as "instrinsic" motivation. Every one of us wants three things at work: Autonomy (the urge to direct our own lives), Mastery (the goldilocks assignments that enhance the desire to get better without being so hard we feel defeated), and Purpose (duh).

C. CURIOSITY

I used to think that "curiosity" meant asking a lot of questions, usually with the subtext of showing that I was a smarty pants who was paying attention. Lawyers are notorious for this because, hey, that's how we're trained from our first days of law school! But true curiosity shows up even more in active listening. I have a sign next to my work computer that says, "You can't be a great lawyer and a lousy listener." I practice, practice, practice being very still and listening intently when someone is talking. I practice not trying to think of what I'm going to

say, but instead focusing on taking it all in; not just their words, but how they are feeling about what they are saying, what they are not saying, whether they are seeking input, indignation, or intervention. The more I do this, the easier I find it to ask only the most pertinent question(s) and only at the appropriate time, to build off what has been shared, and (when needed) to suggest the best approaches.

Of course, active listening in our modern world includes more than face-to-face conversations. Becki Saltzman, in her book *Living Curiously,* has a "curiosity hack" you can use to address one of the chief antagonists of our peace of mind at work: the potentially provocative text, email, or other electronically written communication. As she says, use this and "Your one-day-older self might thank you." I actually used this just last week — and it worked! Before you respond to that seemingly steaming or snarky missive with one of your own, elevate curiosity and see if the meaning could be interpreted differently by using this technique. Imagine the written message you receive is "Why are you here?" Then consider how to interpret the message when the emphasis shifts to different words, e.g., *Why* are you here? Why *are* you here? Why are *you* here? Why are you *here*? Could the meaning of the communication be different than your initial interpretation? If not, look up the thread of the communication to see if your co-communicator could have made the same mistake about *your* communication. Is there any way they could have misinterpreted your meaning or vibe? And if you're still unsure…try those old-fashioned but still-relevant devices, the telephone or in-person conversation, to seek clear understanding and common ground.

Another curiosity hack I have used to great effect when trying to signal both active listening *and* healthy skepticism is one comedian Amy Poehler taught me in her book, *Yes Please.* Instead of disagreeing with or shutting down an idea that needs work, say "Yes, and…" instead. This phrase is what improvisational comedians use to keep the conversation going and create something that works. Say your direct report suggests telecommuting on Wednesdays. You are immediately resistant, because there's a standing meeting on Wednesdays that she can't miss. Instead of saying, "No, Wednesdays don't work because of the fare enforcement meeting," you *could* say, "Yes, and you can Skype in for the fare enforcement meeting" or, if you would prefer *she* solves the issue, "Yes, and how are you going to attend the fare enforcement meeting?"

D. THOUGHTFULNESS

This is my personal favorite, because it shows up in a lot of different ways. First, remember that *you are communicating all the time*. When you walk into the office and head straight to your desk with only the most minimal of greetings, you're saying "not in a good mood" or "my work is more important than you." When you show up late to a meeting with your team members, you are telling them that your time is more important than theirs. Maybe not the first time, particularly if you explain why you're late, but if it happens repeatedly, don't kid yourself. I have no problem saying to anyone, even *my* boss, that "I have a hard stop at 2" if it keeps me on time with my team.

Similarly, if you say "my door is always open" but you rarely get up, walk around, and actually interact with those you work with, don't be surprised if very few feel comfortable seeking you out. When I first became General Counsel I had the option of getting a printer in my office. Nope. We have one printer in the department, it's smack dab in the middle of everything, I use it many times a day, and it keeps me out and about and talking to everyone, every day, throughout the day, even "super busy." However, before I pull out the halo, let me confess one truly obnoxious non-verbal habit I have, which remains a work in progress: I'll gladly chit chat with anyone who graces my (always open!) doorway… but when I'm ready for the conversation to end, I *put my hands on the computer keyboard like I'm going to begin typing*. I only realized I was doing this when someone was honest enough to say, "Well, looks like you need to get back to work, huh?" Ouch… yes, and thank you. So, with non-verbal communication, it's more than just making eye contact and not crossing your arms.

As for verbal communication: Use the CVI to determine how someone likes to be communicated with. For example, if you're a Merchant, it's all about the human connection. Never start a conversation with a Merchant that gets right to the point – they will feel an actual emotional pang. However, if you're talking with a Builder, then get to the point right away. If you're talking to an Innovator, they will want to consider options, or feel like they have a choice, and ideally be given the opportunity to come up with their own ideas. And if you're talking with a Banker, they want data, numbers, and factual information, not your assumptions or editorializing.

Thoughtfulness also shows up through genuine appreciation. I have a(nother) sign next to my computer at work: "People who are Seen and Appreciated Will Always Do More Than Expected." This is more than just a sign -- it's my mantra and fervent belief. Recognizing and applying the platinum rule, I know that not everyone feels "seen" and "appreciated" in the same ways. For example, some introverts feel deeply uncomfortable being publicly acknowledged for their efforts. In his books *The 5 Love Languages* and *The 5 Languages of Appreciation in the Workplace,* Dr. Gary Chapman describes the five different ways people feel loved and valued: 1) Words of Affirmation, defined as using words to reinforce other people's value. The more specific the words, the better ("You finding that numbers error in the report made Linda trust we knew what we were talking about" rather than "good job on that report"); 2) Quality Time, defined as all about giving the other person your undivided attention; 3) Receiving gifts, with the thought behind the gift as important as the gift itself; 4) Acts of Service, defined as doing something that makes another's life easier; and 5) physical touch.

A few years ago I asked everyone in the department to take the "love languages" test (https://www.5lovelanguages.com), and then started using the results to personalize how I appreciated them. For those who prefer Words of Affirmation, Amazon sells all kinds of employee appreciation notes, like "Kudos" and "Everyday Achievement Award" and "Awesome Citation", where you can check boxes about what they did that was great and then write a few specific words. For those who prefer quality time, I seek out their opinions and input, sometimes over tea downstairs. For gifts, I do a "Kudos to Youdos" at our monthly legal department meeting, where they might receive a gift card to Powell's because they love to read, or Coco's because they love donuts (who doesn't?). For Acts of Service, there's nothing these folks love more than a few hours of comp time, like a "late start Monday" or a "long lunch Friday." That extra hour or two goes a long way to making someone's day easier, which in turn makes the feel truly appreciated.

Dr. Amy Edmondson, another thought leader on being a great leader and author of the books *Teaming* and *The Fearless Organization* (among others), demonstrates repeatedly with scientific data how much better teams are at innovation, engagement, and "failing forward" when their leaders create an environment of "psychological safety" at work. How do you do this? Dr. Edmondson says it comes down to three things, done consistently over time: 1) frame all

"problems" as a group learning exercise, i.e., "We're headed into uncharted territory with no black and white answers. We're all contributors to this, so let's hear it all"; 2) admitting your own fallibility; and 3) modeling curiosity. About three years ago our department began "Earning Your Learning" at our monthly legal department meetings. I went first, sharing with the entire team the biggest blunder I had ever made at TriMet… and what I learned from it. I then offered goodies and gift cards to whomever would go next. A few brave souls in those early months stepped up. Nowadays, anytime someone in the department makes a mistake, other team members immediately chime in, "There's the next Earning Your Learning!"

TIP THREE: <u>BELIEVE IT MATTERS</u>

As mentioned earlier, I mentor first-time and front-line managers across the agency. It tickles me no end when they get excited by some of these ideas, put them into use, and see the very real results. And it breaks my heart when they sigh wistfully and say, "I wish *my* manager did these things."

At work we are pulled in so many directions, and have so many distractions, meetings, and crises, that in those few spare moments of discretionary time, what do we do? We do only those things *we believe matter.* So, why take three minutes to write that Kudos and tape it to Chris' computer before I go home at night? Why grab Karen in the hallway and ask if she would be willing to read an email before I hit send "just to make sure I got the tone right"? Why sit down with Greg for two hours each month as he's learning a significant new task and "think out loud" with him as I review his work?
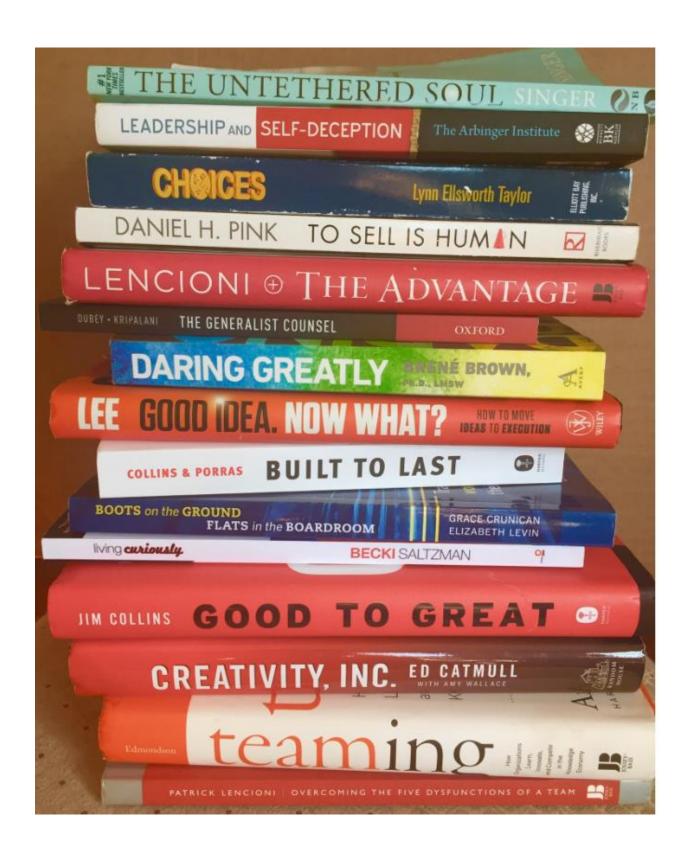
Optimism. Enthusiasm. Clarity. Curiosity. Thoughtfulness.

They matter.

Chris. Karen. Greg.

They matter.

**A General Counsel's Guide to "Staying Alive in Avalanche Terrain" By
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The Wasatch Mountains just east of Salt Lake City, Utah, are a skier's paradise. From downtown, it is a 30-minute bus ride to seven world-class ski resorts. At elevations between 8,000 and 11,000 feet above sea level, the average snowfall in the Wasatch exceeds 545 inches—over 45 feet of snow! With its low water content, Utah's light, dry "powder" is *the Greatest Snow on Earth*.

The week of February 3, 2019 was a particularly good week for skiing in Utah. From Sunday to Wednesday, the Wasatch received more than 70 inches of snow. Thousands of people (including me) raced to the slopes to enjoy days of bottomless snow. I imagine many called their bosses to report a sudden bout of "powder flu."

Unfortunately, heavy snowfall presents mortal danger for those who don't know the rules, arrive unprepared, or fail to properly assess the risks. Four Utahns died of avalanche-related injuries from February 3 to 9, 2019, making it one of the deadliest weeks ever recorded. Reports indicate each of the four deaths were preventable, as the avalanches were triggered by human behavior.

Like mountains, high-performing organizations will experience days of deep snow. Organizations with counsel who lead will be found floating through the deep powder with smiles on their faces. Those with counsel who merely manage may find themselves buried in avalanche terrain.

In his essential book on snow safety, Bruce Tremper documents the essentials for "Staying Alive in Avalanche Terrain," things like:

- Recognizing safe terrain v. dangerous terrain;
- What to do if you are caught in an avalanche; and
- Managing the human factors that cause avalanche accidents.

These same principles can be adapted as a General Counsel's Guide to 'Staying Alive in Avalanche Terrain':

- Know the law;
- Solve problems; and
- Do the right thing

KNOW THE LAW -- Recognizing safe terrain v. dangerous terrain

Avalanches are caused when the snowpack fails, fractures, and flows down the side of a mountain. This can be caused by a combination of weather, snow conditions, and triggers. Experienced backcountry

travelers know how to assess these conditions by measuring the slope they intend to travel, examining snow conditions for weak layers, and avoiding dangerous features like cornices or unanchored slopes.

There is a popular saying among backcountry skiers that "the road to destruction is sometimes paved by a well-broken trail." In other words, you must assess the conditions and make your own decisions.

The first job of a General Counsel (and by extension, her staff) is to direct her client along a safe path of travel. To do this successfully, the General Counsel must not assume the well-broken trail is safe to travel. You (and your staff) must KNOW THE LAW for yourself. If you are presented with unfamiliar terrain, take time to learn the law before stepping into danger.

SOLVE PROBLEMS – What to do if you are caught in an avalanche

There was a fifth avalanche victim that fateful week in February 2019. But . . . unlike the other four . . . he survived because he was prepared and traveled with an experienced partner.

Wise backcountry skiers always travel with four things—a beacon, a probe, a shovel, and an experienced partner. A beacon is an electronic device used to locate buried avalanche victims (or to transmit your location should you be buried); a probe is a rod used to search avalanche debris for buried victims; a shovel is used to rescue someone trapped under avalanche debris; and an experienced partner to ensure each other remain safe and can be rescued.

Sometimes, as with mountain travel, legal avalanches happen despite our best efforts to choose a safe path. When they occur, a General Counsel must be prepared to SOLVE PROBLEMS. What are the beacons, probes, and shovels? In my experience, the best tools for solving legal problems are a supportive work environment and a routine setting for collaboration.

A supportive work environment will exist where the general counsel works to establish a culture of autonomy and responsibility. The best leaders establish clear expectations and hold people responsible for outcomes, but do not dictate a uniform manner or method for solving problems. Each person has autonomy and responsibility for the work assigned to them.

One tool for encouraging collaboration is to hold regular team meetings where attorneys train each other (on the law and on legal skills), celebrate successes, coordinate efforts, and counsel together to solve difficult problems. I have attended many meetings where attorneys counseling together were able to solve complex problems that each attorney could not have solved working alone.

Just like traveling with an experienced partner, a general counsel who creates a supportive work environment and encourages collaboration will meet problems with the skills and cooperation of an entire office instead of facing danger alone.

DO THE RIGHT THING – Managing the human factors that cause avalanche accidents

The sad fact of most deaths in avalanche terrain is that they are caused by human factors. "In investigating avalanche accidents, we invariably find that the victim either didn't notice the danger or they overestimated their ability to deal with it: the human factor."[1]

I suspect the same is true of legal avalanches.

In 2015, I interviewed to become the General Counsel for the Utah Transit Authority ("UTA"). During that interview, the vice chair of UTA's Board of Trustees—a prominent Utah lobbyist—asked me to participate in a role-playing exercise designed to test my response to an ethical dilemma. He played the role of a board member seeking legal advice; I played that of the general counsel.

In the exercise, he asked my advice about whether he could accept the gift of vacation lodging from a longtime friend whose company was seeking to provide construction services to UTA. I informed him that both state law and board policy prohibited him from accepting the gift.

Holding to his role, the vice chair argued that their friendship predated his service on the board, that he had stayed in his friend's vacation home before, and that it would be rude for him to decline the offer. I reminded him that serving on the board is a public trust that demands a higher standard of behavior than that of a private businessman. He accepted my advice and agreed to decline the offer. We ended the role play.

A few days later, I was offered and accepted the job as UTA's General Counsel.

Imagine my surprise when, just a few months following my job interview, I was asked to advise whether it was permissible for this same vice chair to have traveled Switzerland to meet with a rail car manufacturer that was seeking to lease space in a facility owned by UTA.

Not only was it improper, it was too late. UTA knew nothing of the trip or the meeting beforehand and only learned of it when a news reporter called to ask questions. By the time UTA could respond, the

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[1] Tremper, Bruce, "Staying Alive in Avalanche Terrain," p. 283 (2008)

headline had been written: "Three UTA Board Members Resign Following Unauthorized Switzerland Trip."

As Aristotle argued in his treatise on ethics, virtue manifests itself in action. This is as true today as it was in ancient Greece. A General Counsel holds a position of trust. Law and policy may demand certain behavior, but the strength of an organization manifests itself in the actions of its officials. It is imperative that they DO THE RIGHT THING.

SUMMARY

Heavy snowfall presents mortal danger for those who don't know the rules, arrive unprepared, or fail to properly assess the risks. A skier intent on "Staying Alive in Avalanche Terrain" must be able to discern between safe and dangerous terrain, what to do if caught in an avalanche, and how to manage the human factors that cause avalanche accidents.

As with high mountains, high-performing organizations will experience days of deep snow. A General Counsel must apply similar principles to ensure safe passage for her client by knowing the law, solving problems, and doing the right thing.

The road to destruction is sometimes paved by a well-broken trail. To KNOW THE LAW is to avoid making assumptions, to assess the conditions, and to make your own decisions.

Wise backcountry skiers always travel with a beacon, a probe, a shovel, and an experienced partner. A General Counsel never travels alone and is always prepared to SOLVE PROBLEMS. The best tools for solving legal problems are a supportive work environment and a routine setting for collaboration.

Most avalanche victims either didn't notice the danger or they overestimated their ability to deal with it: the human factor. Law and policy may demand certain behavior, but the strength of an organization manifests itself in the ability of its officials to DO THE RIGHT THING.

Leadership Tips by Eva Kripalani, Co-Founder, Office of General Counsel Network

"I am not the star of any show. The key to building an effective team is that you have to know your own limitations and surround yourself with people who possess strengths that you don't have."

Hilary Krane, Vice President and General Counsel, NIKE, Inc.

"I think many personality types can be effective leaders, but there are some common traits. You have got to be willing to listen and learn—not talk—and you have to be able to respect the opinions of others while making clear the direction you want to go. It is important not to impose your will too soon.

This does not work for the "aren't I great" personality types—lawyers who always want to tell you how smart they are. They prefer the "command and control" strategy, which will not work. You have to make sure people know where you want them to go, and then they have to have enough autonomy and authority to get the job done."

Tom Sabatino, former Executive Vice President and General Counsel, Aetna (prior GC positions include Walgreens and United Airlines)

I was fortunate to have had the experience of interviewing over 20 very successful GCs for a book I co-authored, *The Generalist Counsel,* published in 2013. During those interviews, I heard some wonderful tips on leadership and the two selected above are among my favorites. This group of people, all of whom had been incredibly successful by any measure, all stressed the importance of leadership, and each had a slightly different take on the qualities that define a good leader. In my estimation and experience, the most successful leaders successfully combine strength and humility, and I chose the statements above with that in mind. While I have not had the privilege of being led by

Hilary Krane or Tom Sabatino, people who have report that they clearly possess those qualities and that their statements about effective leadership are in fact consistent with how they lead. There are several lessons about leadership included in their statements, which deserve further examination.

1. "I am not the star of any show." This can be a tough lesson for some of us to learn, particularly for those of us who began our careers in a law firm environment. I remember a law firm colleague from early in my career telling me "the major difference between lawyers and non-lawyers is that we are expected to read things a lot more carefully." This colleague was both very humble and a very good lawyer. That statement resonated with me at the time and I have been surprised at how often I am reminded of its truth. I sometimes say it another way – as lawyers, we are not nearly as special as we sometimes like to think we are. When we stop thinking we are so special and stop trying to be the star, our relationships with our business colleagues improve. They begin to trust us and want to interact with us and isn't that really our ultimate objective?

2. "Surround yourself with people who possess the strengths that you don't have." There have been many times over the years that I have heard GCs express concern about hiring someone who is overqualified. "I can't hire that candidate because he will want my job." This may be a legitimate concern in certain situations. More often than not, though, I think it reflects insecurity that doesn't serve the organization – or anyone - well. My best hires have been people who were better than I was at many things and I learned from them while also managing to keep my job. They also

learned from me and we made each other better. One of them eventually got my job and we are now close friends and business partners.

3. "You have got to be willing to listen and learn." This is so important, but it took me a long time to learn this one. I spent so much time being concerned about having the right answer that all I could think about was what I was going to say next. It is difficult to listen effectively when you are in that posture. We have all been in situations where people were talking over one other, vying to be the smartest person in the room. It can be tempting to play that game, but it rarely impresses anyone and it most certainly does not lead to effective communication.

4. "The command and control strategy will not work." This is so true. I've tried it and I can tell you with confidence that it does not work. As the oldest of five children, I have control issues and find it tempting to tell people exactly how something should be done rather than spend the time it takes to bring them along. Tempting, but not effective. It is much harder to make people want to do the things you want them to do, or perhaps even come up with a better idea. But when you succeed at getting them to buy in, the opportunities for success are much greater.

5. *"They have to have enough autonomy and authority to get the job done."* When I think about the people who have been the most effective leaders for me, they were people who made clear the result they wanted to achieve and then let me figure out how to reach the end goal. Very few intelligent, successful people like to be told what to do and how to do it and no one likes to be micromanaged. If you have the right people on your team, there will never be a need to micromanage anything.

TIPS AND LEARNINGS ABOUT EFFECTIVE LEADERSHIP

Mary VanderWeele, Vice President of Strategic Initiatives, NIKE, Inc.

1. Leadership is for everyone

   Julie Foudy, former captain of the US women's soccer team, often says that "leadership is personal, not positional."

Leadership doesn't come with a title and is not limited to certain positions (e.g., football quarterback, basketball point guard). We all are leaders. Your employees are leading (or they should be leading), and they need to be empowered to make a difference, innovate and grow.

A frequent conversation you probably have with your employees is how they need to develop to "get to the next level" so they can advance in their career. This can be a difficult situation if there are limited opportunities for promotion. It's been true in my work place and probably yours that good things come to those who step up and lean in, those who make a difference by taking on responsibilities without any official title or permission to do so. The opportunities in any workplace for leadership are endless.

As leaders we need to create space and encourage our employees to step up and assume leadership, even if it's not their official role to do so.

2. Be authentic

Julie's advice about leadership being personal is also the belief that there is no right way to lead, and you should be true to your own style. We have to be real, make authentic connections, and be honest always. That's how we develop trust. If your people cannot trust you, they won't go all the way for you.

Think of the best leaders in your life, the ones that have taught you the most. When I think of my favorite leaders, I don't think of the managers who budgeted well, developed the best strategic plan, or created the most efficiencies. I think of the leaders who made me want to follow them, ones whom I could trust. Ones who had my back. Ones who were courageous and moved barriers out of the way. I think of the former coach who bought me inspirational books. I think of our current General Counsel who (in addition to being an all-around badass) knows my home town, the names of my husband, kids and alma mater.

3. No leader does it alone. Create a supporting cast.

Even the best leaders are not great at everything. Not even close. LeBron James is extremely intelligent, he sees ahead, he prepares extremely hard, and he keeps his team accountable. He's undoubtedly a leader, but he's not doing it alone. He's part of a team. So are you.

As a leader you probably need to lead strategic planning, manage projects, facilitate meetings, communicate well (up, down and across), navigate, manage a budget, innovate, do more with less, coach and inspire your team.

I know great leaders who are not inspirational. We probably all know strong leaders who are not organized.

If strategic planning isn't your thing, get a facilitator who knows how to manage that process. If you're not great at budget spreadsheets, there definitely is someone in your organization who is. And if you're more of a visionary than an implementer, hire or develop someone on your team that will act as a sort of chief of staff, fixer, whatever you need. If you're too humble to think of celebrating successes of your team, make sure you empower someone else to organize that celebration, because that helps sustain your team for the long term.

These opportunities not only provide critical support for you and the team, they are leadership growth opportunities for the people you call upon.

This is also true for your employees – they don't have to be great at everything. When you're coaching them on their strengths and "developmental opportunities," remember it probably will make your team stronger if they focus at least as much time on developing what they already do well. And working on your strengths is a lot more fun.

4. Be Open to Feedback – About the Work and About Yourself

Create an environment where everyone feels empowered and safe to contribute ideas for the work, and to give you feedback about how you are leading. If you're not getting this feedback, it's not because you have no room for improvement. It's because people are not comfortable. Find ways, through surveys or via your HR person or manager, to make it easy for people to contribute their ideas and their feedback about you and your leadership.

And take the time to Ask Yourself – What is it Like to be on the Receiving End of Your Leadership? On your Best Day. And also on Your Worst Day. Take 10 minutes to make a list of what that looks and feels like, and then ask yourself, what specific actions will you take to improve your behavior? And how will you hold yourself accountable?

5. It's OK to fail.

If you think that making the wrong play is going to get you chewed out, you're not going to play as hard. If you don't think your manager has your back, you're not going to work as hard.

This isn't just advice for the people you manage. It's important for you as the leader to be able to fail. If you're a follower of Brené Brown (if you're not, I commend her books and Ted Talks to

you), you'll recognize a famous quote from her that is both about feedback and the reality of failure:

"For me, if you're not in the arena getting your ass kicked, I'm not interested in your feedback."

Sometimes we get our ass kicked, and it's OK. It's more important how we respond when that happens. We learn more from our mistakes, and that's not just advice for other people. And I want on my team the kind of people who, when things go badly, pick themselves up, and rally, and get back in the arena.

6. Have Fun

Have you ever watched a really intense game, a tennis match, or a football game, or an Olympic final, and you see a champion player and they look like they are having fun? Laughing with a referee, joking with a member of the opposite team? Even when everything is on the line, it's clear that they love what they are doing. They can use humor to defuse stress and enjoy the moment. We spend so much time at work – remember to have fun! And if fun isn't your thing, use the people on your team to organize some fun stuff, some team building.

If you have an offsite meeting, don't cram it full of boring Powerpoints. Have some fun. Make fun and inspiration an explicit goal of every offsite meeting. A year later, that's what people will remember. And their relationships will be better for it.

7. Celebrate your Wins

There is nothing more inspirational than taking the time to celebrate your wins. And it is one of the toughest things to do. You might not have much budget for that. You're busy, you're on to the next emergency. Maybe it's not in your nature to call attention to yourself.

But your team needs it. Please take the time for team building and celebrations. It doesn't have to take a lot of time or money. Those milestones go a long way to building your relationships and camaraderie.

8. Diversity and Inclusion

The Legal industry has seen very little progress over the span of my career, especially at law firms, and we all have a responsibility to be part of the solution.

Not just in recruiting, but also retaining and promoting, and whom you hire as outside counsel.

Show leadership by:

- insisting on diverse candidate pools for every role (including senior hires)
- supporting alternative working arrangements for when people are caring for their kids or their parents (apart from being the right thing to do, the economic case for that is a no-brainer)
- taking care to develop diverse members of your team, and
- Being explicit with your external law firms about your expectations of having diverse teams represent you. Leverage your outside counsel spend to make a difference.