

Corporate Counsel Organization Highlights

Richard J. Wolf: Realizing The Potential Of ACC's Leading Chapter

The Editor interviews **Richard J. Wolf**, President, Greater New York Chapter, Association of Corporate Counsel.

Editor's Note: Al Driver was the interviewer. Al is a member of the Board of Directors of the Greater New York Chapter.

Editor: You have become President of the Greater New York Chapter at a time when by any standard it has enjoyed great success. The organization is now at a point where it can greatly expand its services to corporate counsel. The resources are there and your challenge during your tenure is to assist the Chapter to achieve the goals that it has set for itself. First describe the resources of the Chapter and then tell us about those goals.

Wolf: Our numerous sponsors and patrons help the Greater New York Chapter provide resources and help the Chapter deliver the quality our members have come to expect from the Association of Corporate Counsel.

As a Chapter of the ACC – the in-house bar associationSM – our overall goal is to channel resources to serve the professional needs of attorneys who practice in the legal departments of corporations and other private sector organizations in the Greater New York area. We strive to promote the common interests of our members, contribute to their continuing legal education, improve the understanding of the role of in-house attorneys and encourage advancements in standards of corporate legal practice.

Editor: Before we discuss how those goals are being implemented, it would be helpful if you could outline some elements of your experience that will help you provide the leadership required for the Chapter to realize those goals. As a long time board member of the Chapter, I have had an opportunity to serve under a number of its great Presidents. My sense is that from the time they entered law school, they had an opportunity to see some of the towering figures in the law in action, if not to work directly with them. Have you had these kinds of contacts?

Wolf: I am quite fortunate to have worked for a number of prominent lawyers over the years. In different ways each has influenced me personally and helped shape my approach to the practice of law. Renowned administrative law scholar Ron Levin, Henry Hitchcock Professor of Law at Washington University, introduced me to administrative law, the legislative process and principles of governance. Professor Levin was the faculty advisor to the law review, where I served as topics editor. He gave me insights on how to recognize pressing legal issues worthy of consideration. I later served as law clerk for Hon. Sylvia B. Pressler, then presiding judge of the Appellate Division of the Superior Court of New Jersey. Judge Pressler, who stands among the great jurists in New Jersey history, showed me the power of words and the virtues of careful preparation.



Richard J. Wolf

I began my law practice with the LeBoeuf, Lamb firm, where I worked under the late Tom Greelish, a former U.S. Attorney and his mentor, retired Federal Judge Frederick B. Lacey. Mr. Greelish taught me always to take the high road. Tom loved famous quotes and always managed to use them to telling effect. I will never forget the reaction of an adversary when Tom said "I will defend until death your right to be wrong." Judge Lacey exemplified integrity, as I observed his tireless work as court-appointed Independent Administrator for the International Brotherhood of Teamsters. He also introduced me to the *Daubert* debate, having me co-author papers on scientific evidence and the application of Rules 702 and 703 of the Federal Rules of Evidence. I also was fortunate to work for my mentor and friend Vernon Vig while at LeBoeuf.

Before going in-house, I joined the litigation practice team of Clyde Szuch and Dennis LaFiura at the Pitney, Hardin firm. Mr. LaFiura, who succeeded Mr. Szuch as managing partner, showed me how collaboration, modesty and respect for the ideas of others generate lasting strength and character.

Editor: The Chapter has always benefited from having Presidents who came to the job with rich experience with the issues which were at the time of the greatest importance to corporate counsel. The issues that are central to corporate counsel today include compliance, law department management, relationships with outside counsel (including convergence programs) and technology. Tell us about your experience as corporate counsel and your involvement with these issues.

Wolf: With support and guidance of Jim Buckman, Cendant's vice chairman and general counsel, I have been able to develop a variety of skills needed to be an effective corporate counsel. I joined HFS Incorporated in 1996, a then newly-founded hotel and real estate franchisor that had been trading on the NYSE just since 1992. By 1997, I had established the National Counsel Program (NCP), a litigation management system that consolidated work among a network of law firms who agreed to use uniform guidelines and alternative fee arrangements

that align outside counsel with company interests. For better communications we designed CLIP (Cendant Legal Information Portal), a secure, web-based extranet with customized matter management functionality and a document library to network outside counsel with key inside contacts and lawyers. The NCP and CLIP are still running strong today.

As the company grew and became the global leader in travel and real estate services, my practice expanded and I undertook new roles to develop systems that would situate the corporation to meet the challenges of today. I architected BRIMS (Business Records and Information Management System), a scheme that combines policy, people and technology to manage digital and paper records, including email. BRIMS policies and procedures include e-discovery, litigation readiness protocols and global information lifecycle management practices. BRIMS policy has been adapted to local needs across the organization worldwide.

I also established a start-up Corporate Compliance Department at Cendant. Our compliance and ethics program has been recognized by the Corporate Executive Board and others for innovative, pragmatic global program strategies. An effective compliance function requires strong partnerships among the legal, technology, finance, human resources and operational functions of an organization, and this experience has allowed me to hone a broad range of managerial and leadership skills, which I hope to utilize and offer to ACC as President of one of its most important chapters.

Editor: You mentioned that one of the goals of the Chapter is to enhance its role as an advocate for sound legislation and regulations in a number of areas of critical importance to corporate counsel. Describe these and how involvement by corporate counsel in those issues can be helpful?

Wolf: Corporate governance reforms have forever changed the role of corporate counsel. The general counsel is the ethical leader of the organization, not only legal advisor. Many corporations are relying on general counsel to establish effective compliance programs and guide management through the labyrinth of new reporting requirements. ACC is an ideal platform for sharing best practices among corporate counsel, but also provides unique opportunities to educate government on the real-world challenges of the current regulatory environment.

Just last month, through ACC, members were invited to write the SEC and explain the need for consistency between the requirements of U.S. regulators and lawmakers in the EU. Transnational corporations are having difficulty reconciling provisions requiring anonymous and confidential reporting systems under the Sarbanes-Oxley Act and interpretations and guidelines issued by EU data protection authorities on the subject of corporate whistleblowers. With the input and vocal leadership of corporate counsel, regulators will appreciate that laws

affecting the behavior of corporations that operate in global markets need to be principle-based and take into account regional differences in law and policy.

Editor: You have been President of the Greater New York Chapter for a little over 100 days, what has the Chapter accomplished during that period?

Wolf: I am pleased with our progress, and we are poised to execute on our board's strategic plan. To facilitate progress toward our goals, the board of directors has proposed changes to the Chapter's bylaws, which will be posted on the ACC website for members to consider before final adoption. The bylaws propose to incorporate new standing committees to keep the board squarely focused on our organizational priorities and foster more structured collaboration and collegial debate on the subjects that concern our members.

The Diversity, Advocacy and Community Leadership Committee will distinguish the Greater New York Chapter through diversity awareness, pro bono services, public advocacy and other key initiatives, with an aim to capitalize on the abounding resources and ideas from ACC Chapters worldwide. We are delighted Asahi Pompey, a member of our board and a distinguished lawyer with Pfizer, has agreed to serve as chair of the Diversity, Advocacy and Community Leadership Committee.

The Scholarship and Continuing Education Committee will cultivate scholarship and fellowship programs, young professional development and the publication of topical articles that address pressing areas of corporate law and practice. The Scholarship and Continuing Education Committee will also support existing and new subject matter subcommittees, helping shape the agenda to ensure we develop quality CLE programs for our members.

Finally, the amended bylaws include new, three-year term limits for directors, effective in 2007, giving our Nominating Committee the important task of finding new leaders to serve on the board of directors. The infusion of fresh energy and ideas are critical to the health of any organization, and I strongly encourage members to contact Lisa Whitney, who is the chair of our Nominating Committee, about nominations or participation on committees.

Editor: In closing, tell us what you expect the Chapter will have achieved during your term as President?

Wolf: Our new standing committees have already started to shape their agendas for 2006-07 and the prospects are encouraging. We will continue to focus on substantive areas pertinent to our members' interests, including programs and scholarship on the attorney-client privilege, e-discovery and the impending changes in the federal discovery rules, enhancing law department effectiveness through knowledge management and selective in-sourcing and workshops centered around emerging trends in intellectual property and employment law.