INSIDE OUT: AN EXAMINATION OF DEMOGRAPHIC TRENDS IN THE IN-HOUSE PROFESSION

By Susan Hackett*

As *the in-house bar association*^{SM}, the American Corporate Counsel Association (ACCA) is often asked questions relating to the composition and demographics of the in-house counsel profession. Usually, those interested in in-house demographics are looking to either benchmark their own experiences and practices or to anticipate how in-house counsel will influence the outside bar and corporate client service norms in the future.

While ACCA has always monitored the broad trends affecting in-house practice, it has been more difficult to be specific about demographics. We collect and tabulate a variety of information about our members, but, until recently, there had never been a comprehensive census of the in-house profession.[1] The hurdles that impeded us were both financial (census work is extremely expensive) and physical (the in-house profession is not neatly organized or "listed" on state bar, Martindale, or other registries). Because in-house counsel do not need to market their services, there is very little incentive for them to include their information on contact lists that don't specifically serve their needs.

Despite these hurdles, in 2001, ACCA began an exhaustive project, working with several research firms and under the generous financial sponsorship of eLawForum,[2] to complete the first ever census of the American in-house legal

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1. While experts "guess-timated" that the ACCA membership is generally reflective of the in-house segment of the bar, we didn't have numbers to back up that opinion.

2. eLawForum is the world's premier business-to-business exchange for legal services. ELAWFORUM, *at* http://www.elawforum.com (last visited Oct. 10, 2002).

profession.[3] This article will describe some of the highlights of this census, and link some of the demographics to related trends in the in-house profession.

I. BACKGROUND ON THE IN-HOUSE BAR

There are about 65,000 in-house counsel in the United States working in about 21,000 for- and non-profit private sector organizations.[4] This number reflects about 10% of the bar, as projected against the American Bar Association's census numbers for the entire legal profession.[5] What is remarkable about these figures is that the in-house bar has remained, as best we can tell, largely unchanged as a percentage of the American bar as a whole since the ABA began conducting its census about fifty years ago.[6] The common perception is that the in-house profession has been subject to larger fluctuations: periods of great growth in the 1980s and 1990s with recent significant downturns. In reality, however, it appears that the profession has grown and shrunk in direct proportion to the rest of the legal profession, always constituting about 10% of the bar.

In-house counsel work primarily in smaller legal departments or as solo practitioners within their client companies. ACCA's census pegs the median number of attorneys in all of their clients' U.S. offices combined at slightly more than ten, and the median number working outside of the United States for their companies at fewer than one.[7] The mean number of lawyers working in a corporate law department in the United States is roughly six.[8] When asked about whether the number of U.S.-based attorneys in their offices would increase, decrease, or stay the same, 53.8% of respondents indicated that they envisioned no change in the size of their legal departments in the next year or so; 27% anticipated an increase in the number of attorneys in their U.S.-based offices; 8.6% believed they would have fewer attorneys next year.[9] Thirteen percent believed there would be an increase in the number of attorneys in their offices outside of the United States.[10]

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3. AM. CORP. COUNS. ASS'N, CENSUS OF U.S. IN-HOUSE COUNSEL (2001) [hereinafter CENSUS]. Approximately 20% of the universe was invited to participate in the census survey. Of these participants, 7,976 were ACCA members, and 4,698 were nonmembers. A total of 929 surveys were completed, representing a 7.3% return rate. The executive summary of the survey is available online. *See* AM. CORP. COUNS. ASS'N, CENSUS OF U.S. IN-HOUSE COUNSEL EXECUTIVE SUMMARY (2001), *available at* http://www.acca.com/Surveys/census01 (last visited Oct. 10, 2002) [hereinafter CENSUS EXECUTIVE SUMMARY]. Full census results are available for purchase by contacting ACCA's Director of Marketing Kevin Buck at 202.293.4103, ext. 313, or buck@acca.com.

4. In-house government attorneys are not counted in this survey, nor are outside counsel who act as general counsel to companies but also hold themselves out to other clients for retention.

5. CLARA N. CARSON, THE LAWYER STATISTICAL REPORT: THE U.S. LEGAL PROFESSION IN 1995, at 1 (1999).

6. *Id.* at 7.

7. CENSUS, *supra* note 3, at 7.

8. *Annual Report of Corporate Law Departments—Covington & Burling*, CORP. LEGAL TIMES 10 No. 102, May 2000, at 36–37.

9. CENSUS, *supra* note 3, at 7.

10. *Id.*

These facts tend to disprove the perception that most lawyers working in-house are part of large law departments that resemble law firms in their composition and character. While there certainly are large law departments, a department need only employ thirty-seven attorneys to be listed in the top 200 law departments by size. Compare that with the law firm world, where, with thirty-seven lawyers, a firm would be tied for the position of 999th largest firm in the country.[11]

In-house counsel continue to be the last preserve for generalists in sophisticated corporate practices. Over 40% of the survey respondents identified their current primary discipline as general corporate transactions (15.2%), generalists (14.4%), and general commercial lawyers (10.9%).[12] The only other disciplines to top 5% were intellectual property (12.9%) and employment/HR lawyers (5.6%).[13] None of this is surprising when you remember that clients hire in-house counsel to be their trusted advisors and are more likely in smaller departments to hire specific expertise outside. It does make sense, however, that the only two specialty areas in the "greater than 5%" category were employment and IP law, since virtually every in-house employer has some kind of intellectual property to protect and all have employees.

Linking the Demographics to the Impact

While the visibility of the in-house bar has grown in recent years, that growth is due largely to a shift in the balance of power between outside and in-house counsel. It is not due to a significant growth in the number of in-house counsel relative to other segments of the bar. The move toward a client-driven marketplace and related economic trends—whereby, increasingly, in-house lawyers call the shots—is more responsible for the increased visibility of the in-house bar than any other factor. Admittedly, in-house counsel have worked hard to improve their management skills and economic leverage such that they have become more attractive providers of legal services. Indeed, the fact that 21,000 organizations have an internal legal function points to the value in-house counsel bring to a corporation.

The generalist statistics of in-house counsel buck the trend among outside corporate lawyers, where we see more lawyers specializing to survive. This, of course, makes sense, as in-house counsel become increasingly savvy and appreciated for their big-picture, preventive role on behalf of their clients, as well as their ability to handle whatever comes through the door in a fast-paced, volatile world. Indeed, in response to another ACCA survey, CEOs overwhelmingly chose the following five characteristics (in order) as most important in their in-house counsel: being trustworthy, maintaining confidentiality, providing accurate feedback, responding in a timely manner, and understanding the company's

11. *The 2001 Corporate Legal Times—Kirkpatrick & Lockhart 200 Largest U.S. Law Departments Survey*, CORP. LEGAL TIMES 11 No. 117, Aug. 2001, at 60–73.

12. CENSUS, *supra* note 3, at 4.

13. *Id.*

business.[14] What is especially notable is that only one characteristic closely relates to "substantive expertise": that of "providing accurate feedback." Obviously, clients expect legal acumen in their lawyers as a baseline, but that's not the sole characteristic that makes for a general counsel's excellence.

II. REPORTING RELATIONSHIPS

To whom do the general counsel of America report? While in-house counsel ethically "report" to the corporation, embodied by the board of directors or the shareholders, the practical line of reporting is to company management. The vast majority of respondents (81.2%) indicated that the structure of their legal staff within their organization is centralized or mostly centralized.[15] In practical terms, this means that there is a central office in which the lawyers are located, operating as a group and reporting up a ladder, as opposed to being assigned out to the various operating divisions of the company and reporting there to local operating managers. In the majority of cases (61.4%), the general counsel reports to the CEO of the organization.[16] Slightly fewer than 30% of respondents said that the general counsel reports to either the president (15.3%) or another executive (12.7%).[17] Approximately 7% of respondents indicated that the general counsel reports to the chief financial officer.

Linking the Demographics to the Impact

Reporting relationships are one of the fiercest issues faced by general counsel today, and is certainly a statistic to watch. Most general counsel closely guard their reporting relationship to the senior-most executive in the company. The hated and feared newest trend (often coming out of Europe, where it is more common) is the delegation of legal reporting to the CFO. Part of the concern lies in the independence of the function; part lies with the fear that financial decisions will begin to take precedence over objective legal advice; and part is likely due to a competitive and often mutual disregard for each others' disciplines. Whatever the reason or reasons, the most frantic phone calls I receive are from general counsel who want information on whether there's an ethical or demographic prescript that they can use to argue against the assignment of their department's reporting to the CFO. While in-house counsel are increasingly savvy as business and financial resource managers, they do not wish to report to the CFO, no matter how nice he or she is.

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14. This 2001 survey, IN-HOUSE COUNSEL REPORT CARD—WHAT CEOS REALLY THINK OF THEIR LAW DEPARTMENTS, was conducted jointly with Spherion Corporation. To find out more information about Spherion Corporation, see SPHERION CORPORATION, *at* http://www.spherion.com/legal (last visited Oct. 10, 2002). The executive summary of the survey results makes for some interesting reading, especially when combined with the results of the ACCA census. *See* AM. CORP. COUNS., IN-HOUSE COUNSEL REPORT CARD—WHAT CEOS REALLY THINK OF THEIR LAW DEPARTMENTS EXECUTIVE SUMMARY (2001), *available at* http://www.acca.com/Surveys/CEO (last visited Oct. 10, 2002).

15. CENSUS, *supra* note 3, at 7.

16. *Id.*

17. *Id.* at 7–8.

III. IN-HOUSE LEGAL BUDGETS AND THE USE OF OUTSIDE COUNSEL

Respondents indicated that the average legal budget for their entire corporation for the calendar year 2001 was $1.96 million, including personnel, operations, administrative and occupancy expenses, and outside counsel fees, but excluding litigation expenses.[18] Of this, $400,000 was spent on nonlitigation outside counsel services. An additional $490,000 was spent on outside litigation services.[19] Thus, roughly 40% of the average legal department budget goes to outside fees; the other half is split between in-house salaries and all the other costs, including overhead involved in running a department.

The number of departments that operate at the outside ends of this spectrum defy the accuracy of general assumptions. As you can well imagine, some companies have highly litigation-intensive or regulatory-intensive practices, and most often, the bulk of that work is done outside. For instance, a significant portion of the Fortune 500 companies have small law departments (under 15), but huge legal budgets.[20] Likewise, there are a lot of smaller companies with solo general counsel, who practice "kitchen sink" law—doing everything the client needs without the expense of going outside except for the rarest of occasions. The survey shows us, therefore, that given that there are more smaller departments, the middle averages out, but there are incredibly huge dollars at play in larger companies with large outside fees.

ACCA's census shows that outside lawyers will still receive large shares of corporate legal work, a trend that has not changed for as long as surveys have been conducted. Departments have grown because the legal budgets/needs of the organization have grown as a whole; such growth is not due to a larger percentage of the department's budget being expended on bringing more work inside.

Linking the Demographics to the Impact

The proportion of legal work that in-house legal departments assign to outside counsel will be constant as their clients' needs continue to grow. What will change, however, are the kinds of services that in-house legal departments require of their outside counsel. It will be interesting to watch what kinds of outside expertise are most highly valued in the market and which firms and individual lawyers are most sought after.

In-house counsel are generally concerned with outside counsel expenses and the quality of their service generally, as brought out by data from two other ACCA surveys. When asked to assess outside counsel as a group on performance factors, in-house counsel complained most vociferously about their outside firms' lack of cost consciousness, their absence of proactive (versus reactive) counseling,

18. *Id.* at 9.

19. *Id.*

20. *Annual Report of Corporate Law Departments—Covington & Burling, supra* note 8, at 36–37.

and their inability to project or predict cost.[21] Additionally, for the second year in a row, 62% of the chief legal officers we surveyed affirmed that they had fired or were considering firing one of their law firms this year for lack of responsiveness.[22]

An interesting, related trend is the focus on inside-outside "partnering" and "convergence" models. While in-house counsel did not invent the concepts of partnering and convergence (their clients pioneered them in some of their key supplier relationships), they are responsible for its increasing application to corporate legal work. The idea is to winnow the large number of firms handling the client's outside work and craft much more loyal, partnered, and close relationships with a smaller number of firms that would have more investment in and sensitivity to the client's interests and needs. As part of this convergence strategy, firms are sensitized to consider staff and budget matters in a more corporate fashion. Traditional relationship hallmarks, such as focusing on legal activities, legal analysis, and lawyer work methodologies are deemphasized and increased attention is given to client service, business goals, and desired outcomes. Convergence partners share data with each other regarding their work. They also collaborate on technology, pool experiences, and other knowledge-based resources—all for better and more efficient service to the client. There is little to no holding back on proprietary information or other resources in these relationships.

Another related trend is alternative billing (beyond the billable hour). The in-house bar is beginning to push the adoption of counsel invoices that either replace billable hours or complement them with other forms of incentives and disincentives. There are rewards for firms that adopt a business-like attitude about the methods by which they calculate the value of client work (rather than quantifying the number of hours a lawyer could spend pursuing it and at what level of cost/fee that lawyer's time should be charged). Likewise, there are corresponding punishments under these systems for lawyers who do not perform to the desired outcome.[23]

Finally, in an era when clients, in-house counsel, and firms work in ever-closer proximity of interest and harmonization of purpose, lawyers will need to watch for related legal/professional regulatory issues that arise. These issues include: (1) conflicts of interest—internally between the corporation and its in-

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21. From ACCA's 2001 PARTNERING WITH OUTSIDE COUNSEL survey, sponsored by Serengeti, Inc. To find out more information about Serengeti, Inc., see SERENGETI, INC., *at* http://www.serengetilaw.com (last visited Oct. 10, 2002). To view the executive summary, see AM. CORP. COUNS., 2001 PARTNERING WITH OUTSIDE COUNSEL EXECUTIVE SUMMARY, *available at* http://www.acca.com/Surveys/partner (last visited Oct. 10, 2002).

22. AM. CORP. COUNS. ASS'N, SECOND ANNUAL CHIEF LEGAL OFFICER SURVEY: THE OPINIONS OF CHIEF LEGAL OFFICERS ON ISSUES OF IMPORTANCE (2001) (conducted with Altman Weil, Inc), *available at* http://www.acca.com/Surveys/CLO2001.

23. An ABA Presidential Commission is examining the issue (the author is a liaison to this commission). To view its work and read more about the subject, see AD HOC COMM. ON BILLABLE HOURS, AM. BAR ASS'N, 2001–2002 BILLABLE HOURS REPORT (2002), *available at* http://www.abanet.org/careercounsel/billable.html (last visited Oct. 10, 2002).

house counsel, externally between the corporate counsel and outside firms (especially in the area of business conflicts), and in terms of fiduciary duties; (2) issues of objectivity and independence that will affect lawyers who are ever closer to their clients' business agendas; and (3) the attention that will need to be paid to the issues of increasingly "fluid" financial arrangements, which are not necessarily unethical, but need to be watched.

IV. OTHER TRENDS OF NOTE

A. Technology

In-house counsel are driving changes in the development and application of legal technologies, both in their own practices and in the practices of their outside firms. The largest changes to date have been in the areas of process automation, resource sharing, and expectations regarding speed of delivery and general availability of lawyers. Not all of these changes are uniformly welcomed as positive. Perhaps most noteworthy is the lack of significant substantive changes in the practice of law. A few years ago, many predicted that technological breakthroughs would revolutionize the practice of law. In reality, however, the in-house bar has not driven change as quickly as had been predicted. Use of intranets and extranets by law departments and their law firms is growing, but such usage is still limited. Creative use of these resources has yet to develop. The vast majority of technology in use is focused on case and matter tracking, document storage/retrieval, communications, and remote access technologies. Thus, while there have been increases in efficiencies, not much has changed in the manner of legal practice or the substance of what lawyers do as a result of technological advances.

An increasing use of technology and reliance upon its efficiencies and conveniences will stretch and reshape confidentiality rules and the attorney-client privilege/work product doctrines. Courts continue to struggle with definitional issues in determining whether communications and information conveyed by (or contained in) systems creates unacceptable disclosures or waivers of those rights when used in certain contexts. Further, the professional rules will have to grapple over the growing confusion of what constitutes the provision of legal services when technology creates efficiencies that allow lawyers to multiply the effect of their services in such ways as to blur the establishment of a proper attorney-client relationship. Finally, we will need to address such developments as self-help materials, which allow virtually anyone to self-serve their legal needs, and perennial issues such as multijurisdictional practice concerns.

B. Globalization

Another major corporate legal trend is the globalization of practice pursuant to the globalization of client needs. In-house counsel will face a number of challenges as they seek to provide efficient and coordinated services and protections for their clients in an era that is marked by difficulty in predictable outcomes, a lack of harmonization of laws and cultures, and turbulent and developing world economies. Specific challenges for the in-house bar include the fact that in many countries, in-house counsel are not recognized as full or even eligible members of the bar. Thus, their advice is not protected by any privilege, and will be treated accordingly. This is the case even if the advice was provided outside the host country, but "discovered" in the host country, such as over the company's intranet. Further, in-house counsel are considered pioneers in the art of preventive law, which is not yet the norm in other countries. Thus, compliance efforts may not be accorded much faith or cooperation in foreign cultures and, indeed, may be used against the company in litigation or under investigation.[24]

C. Redefining Legal Work

In-house counsel are considered industry leaders in delegating traditional legal work to nonlegal departments/personnel, sometimes under the continued supervision of lawyers. Consider, for instance, the development of compliance programs under the purview of nonlegal compliance officers and the departments of the corporation they serve: environmental; health/safety; marketing-sales/antitrust; treasury functions; HR; etc. This leads to a meshing of business and legal ethical standards in such a way that is potentially redefining the "laws" governing both legal and business behaviors.[25] Questions that blur the line between legal services and other professional/managerial services as lawyers team with business people to solve multidisciplinary problems will dominate the agendas of professional regulators at the bar in coming years. Lawyers' functions for their clients will change dramatically because of these practices, pioneered by in-house counsel. It will not be enough for law firms to fulfill the function of legal analysis. Law firms will be required, as their in-house counterparts are currently, to join a team of problem solvers that provide integrated solutions rather than mere assessments of problems.

D. Pro Bono and Public Service Trends

In-house counsel are pioneers in developing a greater public service commitment that goes beyond traditional *pro bono* legal work. Many do not view this trend positively, preferring instead that in-house counsel volunteer their time and talents to the provision of services that only lawyers can provide. Nonetheless, more in-house counsel are taking on nonlegal volunteer positions in an effort to determine what their clients will tolerate in terms of allowing employees clearance

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24. For example, in the EU's "dawn raids" in competition law investigations, investigators actually target the in-house counsel's offices for document discovery since their files are considered a "honey-pot" of information regarding the company's compliance efforts. *See* Martine A. Petetin & Willard K. Tom, *European Commission Hostility to Attorney-Client Privilege Creates Trap for Unwary*, ACCA DOCKET: J. AM. CORP. COUNS. ASS'N 20 No. 6, June 2002, at 74–90.

25. See, as an example, the lessons learned from Enron, in which many allegedly unethical business standards were not necessarily violations of law, but were presumed to be the province of lawyers to have prevented or corrected. *See generally* Roger C. Cramton, *Enron and the Corporate Lawyer: Professional Responsibility Issues*, 1324 PRAC. L. INST. CORP. L. & PRAC. COURSE HANDBOOK SERIES 841 (2002) (discussing the professional issues presented by the Enron case).

and resources to support their efforts. In addition, in-house counsel use nonlegal volunteer opportunities as a way to further strengthen their relationships with their clients by offering volunteer services that reflect very publicly and positively on the image of the company.

There are a number of reasons this equation works better for in-house counsel. Engaging in nonlegal volunteer work may better match corporate (nonlitigation) skill sets to projects and can reflect sensitivity to the client's concerns that *pro bono* work may be controversial in some segments of the company's leadership. In-house counsel may desire to join projects that have already been approved on the corporate philanthropic calendar. Finally, there may be a lack of traditional legal services projects sited near suburban campuses. Aside from the benefits for in-house counsel, the upshot is that in-house counsel are creating a new norm for volunteer commitment and cutting a path that parallels, but does not match, traditional *pro bono* legal service models, and law firms are taking note.[26]

E. Career Track Developments

The marketplace for legal talent is changing, along with lawyers' expectations and definitions of a fulfilling legal career. Again, much of this change is being driven by the in-house market. More law firm lawyers are recognizing that law firm environments have been created to chew lawyers up and spit them out, based as they are on a pyramid structure (only a few of each year's entry class make it to partnership). Billable hour requirements, marketing, less flexible employment options, lack of creative opportunities, and other less tasteful aspects of law firm practice are burdensome. Some lawyers would prefer to move to an in-house practice where the work environment is challenging, but generally does not subject lawyers to the same undesirable conditions. Companies are more likely to invest in the careers and retention of valued employees, rather than pitting them against each other in an effort to determine "winners" and "losers." All of this adds up, when combined with market forces and employment trends, to greater mobility and a stronger interest in moving in-house, and even up the nonlegal corporate ladder to management.

An interesting sidebar is the acceptance for the first time of those who have been in-house and wish to return to the law firm world. Previously, once a lawyer went in-house, he could never return to firm practice, since his portfolio of clients would be minimal if not nonexistent. Today, there are an increasing number of in-house counsel making the transition back to firms; however, the in-house counsel return as relationship partners for their former employer-clients or as recognized substantive experts in serving in-house clients regarding customized practices.

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26. For a sample of the kinds of legal projects that are being created to draw corporate counsel participation, as well as information about public service projects of this newer model, see CORPORATEPROBONO.ORG, *available at* http://CorporateProBono.Org (last visited Oct. 10, 2002). CorporateProBono.Org is a website and technical assistance project that is a joint initiative of ACCA and the Pro Bono Institute of Washington, D.C.

Lawyer mobility will cause the already imploding area of conflicts of interest to degenerate even further. It is difficult now, given the increased mobility of lawyers from firm to firm and the M&A/consolidations trends of the marketplace, to successfully steer around the lawyers and firms that are conflicted out of certain kinds of matters for most of an industry or for certain mega-clients. With in-house counsel moving back outside, taking with them a store of knowledge about the innermost workings of their companies and industries, conflicts of interests will become nearly impossible to navigate. Further, as more lawyers leave their legal departments to work in other parts of the company or business world (where they essentially continue to practice law but do not call or no longer call themselves lawyers), an "amazing shrinking profession" problem will emerge. Eventually, taken to the extreme, the only folks out there called "lawyers" will be litigators. Everyone else with corporate legal training and experience will be providing services to clients that offer solutions based on a mixture of business, legal, and practical experience.

Some Plain Demographics from ACCA's Census[27]

- The total number of corporate attorneys in the United States is 65,086, representing more than 21,000 private sector corporations (both for- and nonprofit).
- The largest percentage of respondents (26.2%) described themselves as chief legal officers/general counsel.
- Respondents indicated that they have practiced law for nearly fifteen years, practicing in-house for just over nine years.[28]
- Respondents reported a median base salary of $119,000 for the calendar year 2000 and a total compensation package valued at $134,510.[29] Top general counsel at the largest companies make far more than their counterparts at the private defense bar.[30] But the in-house profession includes a far greater number of general counsel who work on corporate campuses in relatively

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27. This section relies on the results of the ACCA Census. *See* CENSUS EXECUTIVE SUMMARY, *supra* note 3.

28. Please note: in-house counsel are not now, never have been, and will not likely soon be drawn directly from law school except in very unusual situations. For example, extremely large and institutionalized departments—such as a few in the energy or insurance world—have sophisticated training resources to support recent law school graduates. Additionally, candidates fresh from school, with joint MBA/Ph.D/JD degrees and backgrounds in biotechnology, are often sought by high-tech companies.

29. ACCA has a number of in-house compensation surveys online that give greater detail on the broad range of salary differentials based on geographic location, industry, years in practice, specialty, and so on. For the executive summary of one of the more recent ones, see AM. CORP. COUNS., LAW DEPARTMENT COMPENSATION BENCHMARKING SURVEY (2000) (sponsored by Altman Weil), *available at* http://www.acca.com/legres/compalt00.html (last visited Oct. 10, 2002).

30. Just take a look at the yearly "what do they earn" issues of the NATIONAL LAW JOURNAL, CORPORATE COUNSEL MAGAZINE, or other publications that love to tell what the big boys and girls make as highly compensated corporate officers.

sleepy parts of the country, or in private not-for-profits where public service is a greater portion of their compensation than salary. Anecdotally, most in-house counsel agree that they could make more in private practice, but that the satisfaction of working in-house—no billing/solicitation of business, greater focus on outcome, sophistication of the work, more weekends or evenings off, and so on—outweighs the money.

- 68.5% of in-house corporate attorneys are male.
- The median age for all respondents is 42.9 years old.
- The vast majority of respondents described themselves as Caucasian, European-American, or white; 12.5% are people of color.
- In-house counsel work in a wide variety of industries. The most commonly reported by respondents were manufacturing (27.0%), finance and insurance (19.3%), and information (7.5%).
- The typical company employing in-house corporate counsel has revenues of nearly $2.4 billion (median) and employs nearly 6,400 people.

V. CONCLUSION

The trends noted above will certainly lead to changes in our professional code and demeanor *vis-à-vis* clients. These changes will be modeled upon and affected by the evolving role of lawyers working within the corporate entity as part of multidisciplinary teams. In-house counsel, and the standards they have set for ethical and professional conduct may be at the center of these debates and may be some of those most affected by their outcome. Hopefully, a continued analysis of the changes and norms of the past and how they are evolving in the modern corporate client relationship will provide guidance for developing exemplary future roles for lawyers acting within the corporate structure to ensure the legal health of their employer/clients.

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