

## 30 for 30

### Joshua Mintz

As I celebrate my 30<sup>th</sup> anniversary as General Counsel at the John D. and Catherine T. MacArthur Foundation, I thought it appropriate to share some observations<sup>1</sup> that might help incoming or current general counsels of foundations or lawyers hoping to become general counsels at foundations.

Taking my cue from and crediting the ESPN series, 30 for 30, I offer 30 observations. I know the conventional wisdom is never make a list more than ten, but then I would have no hook and couldn't credit ESPN. I hesitated at first offering any reflections as it can seem self-indulgent. After all, most GCs come to their positions with considerable experience and their own smarts. But in conversations over the years, many GCs are becoming GCs of foundations for the first time and often, like I did, without the direct experience of how to be a GC. I concluded therefore that if this may be helpful, I would offer it. Readers can consider what they wish, stop reading after the first ten or not start at all.

1. Pay it Forward.  
*Being a general counsel at a foundation is an incredible privilege. Help others realize their dreams.*
2. Network and make connections – it is good to have company.  
*There are many smart foundation (and other) counsel out there; creating connections and networks allow you to learn from others and find trusted friends.*
3. Mentor others whenever possible inside and outside your organization.  
*This is closely related to Item 1 but includes lawyers starting their careers or outside the foundation world.*
4. Empower the people that work with you.  
*Find ways to grow the talent inside the foundation recognizing that their careers may take them to different places.*
5. Stand up for yourself.  
*Being the general counsel can be lonely. In your organization, there may not be other people who will seek to advance your career and look out for your team. You need to recognize your value and, with discretion and care, make the case for yourself and your department in terms of resources, pay, and your career development.*
6. Don't be penny wise/pound foolish in using outside counsel.  
*You can't know it all and there is no weakness in relying on expert outside counsel<sup>2</sup> on matters where you lack expertise or an outside judgment is merited. Know your budget and boundaries but don't take on too*

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<sup>1</sup> I started at MacArthur after thirteen years at Sidley & Austin, the latter four as partner in the commercial litigation, restructuring and bankruptcy group. I loved Sidley and my partners in my group but saw an amazing opportunity to work for a mission-driven organization. There were, however, few general counsels at foundations at the time with a few notable exceptions. Fortunately, the field has grown with foundations recognizing the need for inside counsel and there are likely close to 100 GCs of foundations. I have been extremely fortunate to work with talented lawyers at MacArthur (David Chernoff, Emily Friedman, Maggie Heine, Jorge Lopez, Lisa Montez, and Chelsey Ziegler, many interns and our legal residents, and an amazing paralegal, Nancy Rinder) and enjoyed the benefit of the wisdom of some spectacular other general counsels of foundations. I can't name them all, but I would be remiss if I did not thank the following from whom I learned so much (in alphabetical order): Sasha Abrams, Lauryn Bright, Ricardo Castro, Nishka Chandrasoma, Connie Collingsworth, Emily Fan, Nancy Feller, Katherine Hatton, Ken Montiero, Elizabeth Peters, Mary Anne Rodgers, David Sternlieb, John Tyler, and Michele Warman. I received valuable comments on a draft of this article from several of the people mentioned in this footnote for which I am grateful.

<sup>2</sup> There are many talented outside counsel specializing in tax-exempt law and I cannot list them all. I would be remiss, however, not to thank several who were instrumental in teaching me about tax-exempt law and whom I still rely on, including not be limited to (in alpha order):

*much to try to impress your president or board; that can backfire. Using an outside expert as another voice for the board or staff can often amplify your voice and not weaken it.*

7. Know what you know and don't know.  
*Like Item 6, in today's complex world, you cannot be an expert in all areas of law; know your limitations and buttress your knowledge with wise outside counsel who you can trust.*
8. Collaborate with others.  
*This is also a benefit of Item 2 above; foundations can often face similar challenges and understanding how others are addressing issues and working with them can leverage the perspectives of smart people.*
9. Don't get rushed.  
*GCs must respond to urgent questions (or questions that the requesting person believes are urgent). My mistakes often occurred when I was rushing to respond to an "urgent" request. When you slow down, you can recognize and manage the true urgency. If you need to respond without complete information, indicate that limitation.*
10. Be kind ... but firm and clear.  
*Colleagues are often under their own pressures and may believe that their issue, problem, or request is the most important thing for them and the foundation – but you are triaging many such requests and, while exhibiting empathy, make sure the person knows when you can respond to the request. Be clear about your own priorities to your team and staff.*
11. Know when to say NO and no **and** (describe a different course to solve the issue) ...  
*It is a truism that counsel must always get to yes. It is critical to be responsive and to offer solutions, but sometimes in our field a "no" is required (think the self-dealing rules); when that happens, explain the no and think about what alternative can be offered.*
12. Articulate your vision, values, goals, priorities, and principles for you as GC and the legal team.  
*Consider a mission and values statement for your team so all are on the same page and communicate that together with your priorities and principles. Do this regularly. Staff may not appreciate the legal role and the constraints in which foundations operate. Be clear to your team about your priorities both generally and as they may shift.*
13. Lay the groundwork.  
*Legal rules for foundations can seem counterintuitive, perplexing, and frustrating. Build the understanding over time by trainings and other communication mechanisms so in a crunch staff are not surprised by your counsel and decision.*
14. Give credit where credit is due.  
*Legal departments and the GC can sometimes be misunderstood. When a project goes well, give credit to those who contributed to its success.*
15. Be a good colleague but know your boundaries.  
*A GC has a special role at a foundation with a dotted line to the Board. Establishing trust relationships with staff can be helpful in fulfilling your obligations, but given the responsibilities, including in matters of*

*human resources, be aware of becoming too close to staff that can be misinterpreted if hard personnel or other decisions must be made.*

16. Seek input, be open to criticism, and be willing to adapt.

*Over time, approaches and positions can harden so it is always valuable to ask how decisions are being received, to seek and accept feedback, and to adjust as appropriate. If your organization offers coaching support, ask for a coach. An outside coach can often provide valuable input, see things you do not, and obtain feedback from your team and others who may not feel comfortable providing it directly to you.*

17. Take the good and the bad.

*There are many parts of the job of GC that are hugely rewarding. As with any job, there can be bad days as well. Focus on the good and learn from the bad. Find joy in your work and your colleagues.*

18. Know where you stand.

*Understanding your place in the organization is critical to ultimate success and career development. That takes candid conversations, reaching out (see Item 16) and be open to change and improvement. If you need to build relationships or work harder to establish credibility, do it.*

19. If you feel boxed in, find opportunities to do more outside the foundation or volunteer on work groups and committees.

*If your organization and its culture seem to limit your growth, consider finding opportunities for board or volunteer service outside the foundation. Such opportunities can be rewarding and allow for personal growth.*

20. Accept that Legal's role is not always appreciated.

*Foundations are designed to do good and, in the grantmaking context, program staff may want to move fast and support grantees. There is usually not an opposing party on the other side of the grant transaction and Legal can sometimes be seen as an impediment to completing a grant or slowing it down. Some frustration is natural. Understand it and engage with staff as early as possible to identify and solve problems.*

21. Communicate in multiple ways and frequently.

*Whether it is about your priorities, principles, legal rules or approaches, or issues with a transaction, it is critical to communicate in multiple ways. This can be through trainings, posts on the intranet, or in small group settings. Even when you feel you have stated the position, rule, policy, or approach, it may not be heard or received by others who are not as focused on the particular issue.*

22. Know your CEO and your board and don't surprise them.

*Take the time to understand how your CEO operates and how the CEO likes to receive information and communicate. Generally, keeping advice and analysis shorter and to the point is helpful. Be aware that a CEO has an extraordinary amount of incoming emails, calls, and other demands. Similarly, understand how the board likes to receive information and the experience, likes, and dislikes of board members. Avoid surprises whenever you can; a short message providing a heads up on an upcoming issue can prove very helpful but don't overdo it.*

23. Understand the context in which the foundation operates – and the field.

*Being a GC means understanding the programmatic strategies, values, and approaches of your organization and the context in which it operates. Take the time to understand the field through conferences, reading and conversations with peers.*

24. Appreciate your role and place – and avoid turf wars.

*You want the president and other senior staff to look to you for advice on a range of matters as general counsel (and consigliere) which can at times veer into business rather than just legal advice. But appreciate that other staff too have expertise and professional needs. Be aware of the sensitivities that other staff may have regarding their expertise and zones of interest. Offer suggestions when helpful but find opportunities to collaborate and respect others' expertise and interest in leading on issues germane to their work.*

25. Recognize others' lived experiences.

*The not-for-profit sector enjoys broad diversity in the people who serve with many different lived experiences, expertise, and perspectives. Take the time to try to understand the lived experiences of people with whom you interact. Appreciate that your legal expertise and your own lived experience may be perceived or received differently than you intend.*

26. Find your comfort zone at your work and at home – the role of GC can be all consuming. Set boundaries that work for yourself and your family situation. At work, don't get complacent and push yourself to expand your skills and knowledge.

*It can take time to find your footing and place within your organization. Challenge yourself to grow professionally and personally, but don't neglect your personal life.*

27. Look forward – forget the sleights (see also Item 17).

*You may not always feel appreciated and that can manifest itself in real or perceived disrespect or sleights. Forget about them, assume good intentions, learn, and look forward.*

28. Follow the Platinum Rule:

*Always try to treat people how they wish to be treated and respect everybody's dignity.*

29. Be willing to change approaches ... but not principles.

*You should always be willing to consider and change your approach as you gain experience and learn. You should, however, establish principles by which you and your team will act and apply them consistently.*

30. Don't ever sacrifice your integrity (see also Item 29).

*There may be times where expediency or a desire to please may tempt you to abandon your integrity just this once. Don't do it. Integrity (or trust) lost is hard to gain back.*