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It's a team game at the legal elite but the mix of players is changing



Alex Novarese, editor-in-chief, *Legal Business* and *The In-House Lawyer*

This year we return to the team format of the *GC Powerlist*, our flagship annual report chronicling the elite of the UK's buy-side legal community. This team perspective inevitably takes us closer to state-of-the-legal-industry ruminations than the editions focused on individual excellence.

Glancing at this year's report, the second team-focused edition after the first in 2015, many long-term shifts in the profession have marched on regardless through the era of New Law and tech-fuelled disruption. Teams at leading companies are still accumulating more resources, skills and infrastructure to expand their empires. General counsel (GCs) at leading bluechips operating heavily in the UK are often fielding teams in the hundreds and have expanded substantially over the last three years, despite more pressure for efficiency. 'More for less' is a convenient fiction for GCs, but a 'lot more work for a moderate increase in budget' has less of a ring.

It is odd that it is often claimed that demand for legal services is flat in Western economies, a conclusion reached by looking at the revenues of large law firms in the US and UK. In a highly-regulated and complex global economy, demand is obviously robust – it is just that it is being increasingly met by providers other than law firms. It is now common for the 50 teams highlighted in our report to spend more than half their very substantial budgets internally, with Shell and Barclays particularly focused on driving efficiency.

In truth, as yet the impact of technology is primarily felt in conference circuit rhetoric rather

than changing how teams operate. Nevertheless, the clearest shift since our last team report is a new willingness to bring in a handful of senior operational staff from business services backgrounds in areas like tech or procurement, or at least shift lawyers into senior operational roles.

In-house teams have been far too conservative in investing in business skills. That tendency – though obscured by spurious claims of clients driving change – has materially held back the advancement of the legal industry.

As such, the very recent rise of the legal chief operating officer promises a sea-change in the industry and the prospect of fundamental shifts in buying behaviour of the clients routinely spending £25m-plus annually. Early indications where such professionals have been deployed is that they hunger to shake things up and secure immediate results. Crucially, ushering in such professionals has done much to calm the entrenched turf war in major plcs that pitted procurement and finance against legal, and did much to frustrate constructive change.

But we are not here to nitpick. This report is primarily a celebration of the ascent of in-house counsel. Over the time that I have covered the legal industry, the in-house community has gone through a revolution and is now increasingly seen as a career of choice for many of the UK's most talented commercial lawyers. There is no hyperbole to say such teams – along with the best US counterparts – lead the industry globally. The 50 teams here – highlighted after weeks of research by my colleagues James Wood, Tom Baker and Hamish McNicol – are exemplary. And the revolution is still in full flow.

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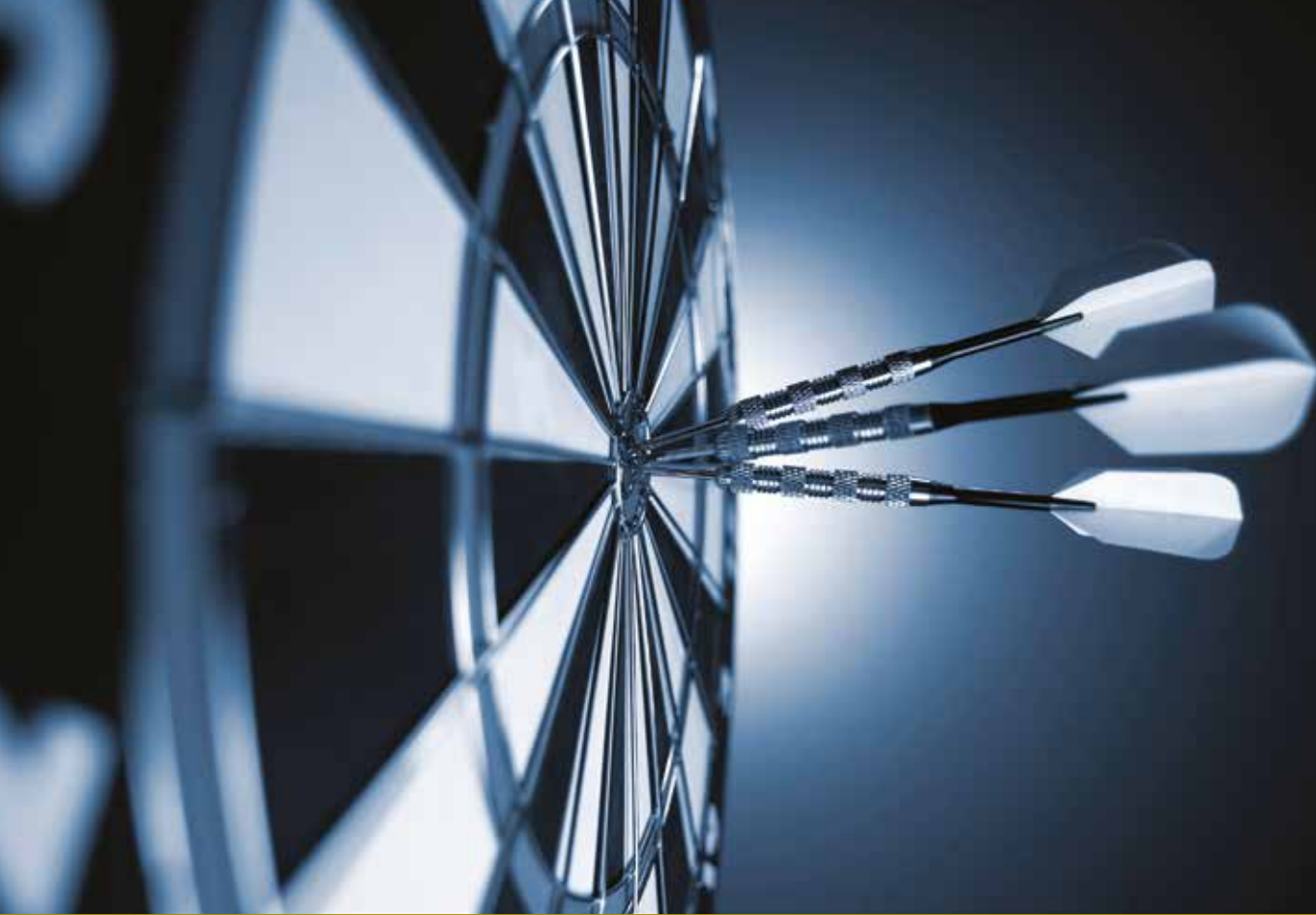
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Contents



10 Forming, storming,
norming and performing
The UK's leading in-house teams



17 Rising stars
GCs of tomorrow

The team elite

- 25** Energy
Perspectives: Alison Kay 27
Perspectives: Donny Ching 29
- 33** Financial services
Perspectives: Kate Cheetham 37
- 43** Insurance
- 49** Pharmaceuticals and
healthcare
- 53** Real estate, infrastructure
and transport
Perspectives: Philip Bramwell 57
- 65** Retail and consumer products
- 77** TMT



90 Index



Diversity on the agenda

James Miller, RPC's managing partner, highlights the common theme of diversity in this year's *GC Powerlist*

The best teams are founded on diversity. And by diversity I mean diversity of thought, diversity of experience and diversity of leadership, as much as anything else.

If ever there was a time to reflect on the importance of diversity – in all its forms – in the era of #MeToo, #TimesUp and the gender pay gap, that time is now. Irrespective of whether studies show that greater diversity delivers greater performance – they do – ensuring we run balanced teams and organisations that offer equal access and equal opportunity is simply the right thing to do as human beings.

And I'm saying this as a white, male, middle-aged leader of a City law firm in the full knowledge that, as a sector, we have a very long way to go. Like other sectors, we're rightly being held accountable by our people, by the government and by the media. Critically, we're rightly being held accountable by our clients, too.

As clients of City law firms like RPC, those represented in the *Powerlist* are playing an increasingly leading role in ensuring diversity doesn't just rise up the agenda, but stays there.

What particularly struck me about the list of top-performing legal teams showcased in this year's *Powerlist* was also the diversity of organisations represented, from start-ups to established players; technology companies to retailers; and UK-headquartered operations to sprawling global giants.

The business issues that these companies face will be many and varied. It stands to reason, then, that the greater diversity in the teams advising them, the more commercially-valuable the advice they will be giving. It's about being able to consider commercial challenges from a range of viewpoints – the broader the range, the more complete the advice and the better the end result.

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And, increasingly, in-house lawyers are having a major influence on the ultimate end result: the bottom line. Over the six years we have been involved in the *GC Powerlist*, my perception is that the role of the in-house legal team has become progressively more critical to the successful running of businesses. The in-house lawyer has moved on from being the moral compass to becoming an indispensable business adviser to the board. A growing number are achieving that coveted seat at the table.

That's never more apparent than in a crisis situation – such as a major cyber incident – when, more often than not, the GC and their legal team are at the heart of managing the response. Caught in the maelstrom, that's no doubt a challenging place to be. But it's a significant opportunity to demonstrate commercial value, too, not least when your share price can rise or fall on the basis of the decisions you make.

So, having a strong sense of leadership and the right team around you is absolutely key. And, in my experience, balancing a shared sense of purpose with a good degree of autonomy helps to drive the high-performance culture we all strive for. But, running through it all, is communication – if you don't have open and fertile lines of communication then, at best, you'll have pockets of high-performing individuals. Great communication is fundamental to great leadership – and both are fundamental to great teams.

This publication is a list of truly great in-house legal teams. Congratulations to all of those who have been featured.

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Understanding the developing role of the general counsel as a strategic business adviser

The role of a general counsel (GC) has developed substantively over the last decade due to increasingly complex regulation, technological advancements and globalisation. GCs now bring more to the table than just their legal expertise and act as strategic legal and business advisers to the chief executive and executive leadership teams. Recruiting and developing the right talent has become harder and even more critical than ever before.

GCs are now viewed as the go-to advisers for chief executives and boards of directors on laws and regulations, as well as public policy, ethics and risk. In addition, GCs now possess broad financial acumen and commercial understanding, leading them to also participate in senior leadership discussions on complex business problems and to provide innovative solutions. The GC has become a principal member of senior management teams and offers advice not just on legal matters but in helping shape discussion and debate on broader business issues.

Among in-house senior lawyers, individuals that stand out have deep financial understanding, including the ability to read balance sheets, interpret profit and loss statements and have the ability to collaborate and develop close relationships with finance departments.

Senior lawyers who aspire to become GCs must expand their business knowledge, gain diverse financial acumen and develop strong leadership skills. Joining cross-functional strategic projects is an example of how legal talent can learn about other areas of a business and develop a broader organisation-wide understanding.

The quality of leadership is one of the most important predictors of the success of an in-house legal function. The combination of career experience, characteristics, competencies, values and motivations determine an individual's ability as a successful leader. The most critical competencies required of today's strategic legal adviser are organisational awareness, ensuring accountability, collaborating by building relationships across the business and having the courage and gravitas to challenge chief executives and boards, when appropriate.

Overall, when appointing the next GC, it is important for organisations to look beyond legal expertise and consider broader business and industry knowledge, as well as ethical values and cultural fit.

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General counsel take the lead

Congratulations on being named a leader among leaders! General counsel (GCs) have been blazing new trails in the legal marketplace for years and it is a testament to your leadership to be named in the *GC Powerlist*. Yerra Solutions is proud to work with many of the GCs at the forefront of innovation in the management of the in-house legal function.

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FORMING, STORMING, NORMING AND PERFORMING

Highlighting 50 market-leading teams, excellence in-house is increasingly less about outstanding individuals and more about operational sophistication
James Wood, Hamish McNicol and Tom Baker

What makes a great corporate legal team? It is a question general counsel (GCs) surprisingly often struggle to answer. This lack of familiarity with the stock definitions of management theory should not be interpreted as a sign of operational incompetence, though.

'The most common attribute any company looks for when hiring a GC is the ability to manage and lead a team,' says Siobhán Lewington, managing director of legal recruitment boutique Fox Rodney Search. 'The interview process is designed to highlight those skills and it is all but impossible to become head of a legal department now without an innate flair for teambuilding.'

The teams featured in this year's GC Powerlist highlight the level of managerial development that has entered the legal function, through trial and error and the influx of a lot of bright people over the last decade, more than leadership theory. One indication of that sophistication is the growing number of senior business service professionals highlighted by GCs as leading figures within their teams. Jack Diggie, head of Elevate's global legal consulting practice, sees this as a shift that will increasingly define the industry.

'Legal teams have always been idiosyncratic in their structure. The finance department of any large corporation will have around 10% of its staff in an operations layer that focuses on

‘Legal is not immune to change; it just hasn’t had to change for a number of years.’

Ned Staple, ZPG



Photographer: Brendan Lea

Standing (L-R): Ned Staple, Emily Inglis, Angela Chow; Seated: Amelia Guilfoyle, Michael Haynes

METHODOLOGY AND CRITERIA

The research process for the *GC Powerlist* has grown substantially since the first report was published in 2013 and now encompasses online nominations as well as substantial interviews with senior general counsel (GCs) and private practitioners.

The first stage for the 2018 report began in early December with the launch of an online survey to canvass recommendations for outstanding legal teams.

The online survey posed the following questions:

- Which in-house legal team would you highlight as outstanding in terms of its all-round contribution to business?
- What qualities would you say make this team outstanding?
- Which, if any, individuals in the team would you highlight for their exceptional personal contribution?
- Which senior business services or operational professional stands out in the team and why?

We also asked for citations on 'rising star' in-house counsel for a smaller section on up-and-coming lawyers, focused on lawyers broadly between the ages of 30 and 45, operating below group GC or a large divisional GC role.

Separately, a team of journalists in December

began researching the report via interviews with senior lawyers in-house and private practice to canvass nominations. The core team comprised research editor James Wood, senior reporter Hamish McNicol and reporter Tom Baker, who have all regularly covered in-house and deal with GCs for *Legal Business* and *The In-House Lawyer*.

The research period continued into late February, with the final names reviewed by *Legal Business's* senior editors, from which we aimed to draw up a list of 50 outstanding teams.

With the core team research, we were looking to identify teams that have a strong track record in developing talent, implementing inventive and thoughtful new projects and systems, and those with a demonstrable record of working on successful initiatives.

Weight was given to teams that received multiple recommendations or those that could demonstrate commercial qualities beyond legal skills. Even more weight was given to the seniority and credibility of those nominating or vouching for teams. We in addition often looked for credible third-party citations.

The criteria for rising stars was relatively simple: we were looking for outstanding individuals at GC level at major companies operating in the UK who are already taking on leadership roles and demonstrating exceptional qualities. Evidence of leadership roles beyond the legal function, progressive thinking and strong interpersonal skills were also cited as key factors. Primarily we were focusing on lawyers in their 30s through to their mid-40s.

innovation, transformation and improvement. Legal historically never had that layer – it just had lawyers. The benchmark of maturity was having a few administrative staff.' Diggle sees things changing: 'Over the last five years, operations professionals have started to enter legal teams and manage their processes. This has been accelerating rapidly over the past 18 months and will reach a tipping point soon.'

The Corporate Legal Operations Consortium, better known as CLOC, has been the chief proselytiser. Officially launched in 2016, the San Francisco-based group already counts around a quarter of the Fortune 500 among its membership in the US. In early 2018, CLOC held its inaugural conference for the group's European chapter in London.

Its European president, deputy legal counsel for worldwide legal operations at cloud computing provider VMware, Áine Lyons, has a longstanding interest in the field. 'When I first began studying the processes and operations underpinning a legal function, I realised just how much I had overlooked by thinking about it from a lawyer's perspective. Many of the techniques that improve a department's performance require no legal insight, though having a legal background certainly helped me command credibility in discussions with external counsel.'

Lyons was also at something of an advantage in working at VMware. 'As a business we have some of the most advanced sourcing processes in the market and our own suite of cloud-based



Photographer: Jo Hanley

applications to draw on. But I always emphasise that the legal operations playbook can work for any company. You don't need to have a tech-heavy structure to get the benefits.'

Maria Passemard, head of legal projects at the John Lewis Partnership, is a prime example. Over the last two years, Passemard has reorganised the retailer's legal function and introduced a number of technologies, including DocuSign and Riverview Law's artificial intelligence platform, Kim. 'Working in an operations role within a fairly traditional business has shown me just how much we can accomplish by turning tacit, black-letter law into a business process,' she notes. 'Reducing lawyers' involvement in the commercial contracting process is something any legal team can look at.'

The growth of legal ops was particularly evident in the financial services teams profiled this year. Alison Gaskins, chief of staff to Barclays group GC Bob Hoyt, is cited as one of the standout figures. Gaskins now works alongside head of legal operations Jon Doyle, a former wing commander in the Royal Air Force who began his career at Barclays as programme manager in the credit derivatives

'When I speak to other GCs about my team, they are surprised. They realise there are a lot of benefits to bringing in non-legal skills.'

Carolyn Jameson, Skyscanner

function. The Aviva team was also cited for the influential roles played by non-legal staff, such as business manager Gordon Mead.

In spite of its growing prominence, the UK's legal ops scene remains a close-knit community. Familiar figures on the circuit include Mo Ajaz, group head of legal operational excellence at National Grid; Klaas Evelein, global legal operations



‘Many of today’s graduates will go on to work in a corporate legal team and if the universities are not teaching the skills they need, it will fall on GCs to educate them.’
Claire Debney, Shire

director at Unilever; and Claire Debney, director of legal strategy and chief of staff at Shire. Vodafone is often cited as one of the most enthusiastic teams for empowering business services thanks to figures like Steven Jebb, who heads the company’s innovation and change strategy and has been re-examining its contracting models alongside Kerry Phillip, who has been helping to implement Riverview’s Kim.

The wider impact of this on legal teams is less certain. As one senior figure in the legal ops community notes: ‘In most companies you will struggle to match the salary of a mid-level in-house

lawyer, which is ironic since we are being asked to help reduce the legal spend.’

It would also be wrong to see the absence of operations as a sign of a poorly-structured team. Legal & General’s Geoffrey Timms comments: ‘You have to be careful not to create an added layer of bureaucracy for the sake of it. We have introduced technology where it is appropriate, but unless you’ve got a vast claims portfolio or some other commoditisable work sitting around, it makes more sense to build a team that excels in the more intuitive and intelligent aspects of legal work.’

Knowing how and when to use technology is an increasingly insistent theme for legal teams. ‘We’ve looked at about 90% of the contract management tools out there,’ says ZPG GC Ned Staple. ‘The issue is, you don’t want to make the investment several times. The technology itself can be very expensive, but the bigger cost comes in the time it takes you to familiarise the team with it.’

The high cost of legal technology has encouraged lawyers to develop their own solutions. Rob Green, legal director and data privacy director at Canon Europe, worked with lawyers across the company to build a self-service portal. ‘We initially decided to go down this route because the cost of third-party systems was too high, but the end product works as well as anything we could have bought in,’ comments Green. ‘Sitting down as a team, and thinking about what we do and how we do it, was a great way to refocus minds on the role we play in the business. I would encourage others to look at developing their own software before turning to external providers.’

Finding lawyers capable of developing software is likely to be the biggest obstacle GCs face here. Skyscanner GC Carolyn Jameson has sought to bring a diverse skillset to the team, though she says it remains unusual. ‘When I speak to other GCs about my team they tend to be surprised. They realise that there are a lot of benefits to bringing non-legal skills into the team, but it does not yet appear to be a big part of wider recruitment strategy, largely because these are the hardest skills to find in the market.’

Edinburgh’s rich tech scene has helped Jameson bring in young lawyers such as Anoop Joshi, a former software developer at CodeBase, and fellow coder Craig McIntyre, who completed his training contract with Skyscanner a year ago. But, she adds, GCs are facing increased competition from law firms in the scramble to find lawyers with a background in data law, cyber security and IT.

Finally, this year’s *Powerlist* shows a growing interest in developing in-house career paths. Canon, GSK Consumer Healthcare and Shire all stood out as notable examples of teams that have looked to address the skills gap between private practice and in-house.



Philip Bramwell, BAE Systems (see 'Perspectives', page 57)



Nick Reid, The Carlyle Group
(see team profile, page 35)

Shire's Debney, who is currently implementing a transformation project dubbed POD (for people, operations and development), comments: 'Many of today's graduates will go on to work in a corporate legal team and if the universities are not teaching

'The most common attribute any company looks for when hiring a GC is the ability to manage and lead a team.'

Siobhán Lewington,
Fox Rodney Search

the skills they need to thrive, it will fall on GCs to educate them.' Canon's Green adds: 'There are a lot of things you don't know when you move in-house. Often, when someone is deemed to be failing in a role, it is because they are not aware of tacit expectations. [In-house roles are] so fluid now, and touch on so many things outside the law, that we need to really rethink how we go about recruiting and training the next generation.'

All of which suggests that, however slowly, the market is shifting. As ZPG's Staple concludes: 'Legal is not immune to change; it just hasn't had to change for a number of years. In many ways it is a bonkers, upside-down market. The true sign of a strong legal team is its ability to change that.'

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*Additional reporting by
Hamish McNicol and Tom Baker.*

A portrait of Kendra James, a woman with long dark hair, smiling. She is wearing a black short-sleeved top. The background is a blurred cityscape with various buildings and a dome structure. The image is used as a background for the text overlays.

RISING STARS

GCs OF TOMORROW

Our research into the leading in-house teams also sought out those likely to lead those teams in the future. Here are the upcoming corporate counsel making their mark

Kendra James, The Financial Times

Photographer: Brendan Lea

Mark Oliver

Deputy general counsel HEATHROW AIRPORT

Last year, Mark Oliver was promoted to the role of deputy general counsel (GC) at Heathrow Airport, where he supports GC Carol Hui. A commercial lawyer by trade, Oliver's role has broadened to include working with the communications office on matters surrounding the airport's construction of a third runway.

He is, says Tom Bray of Eversheds Sutherland, 'dedicated, focused and particularly adept at handling internal stakeholders, as recently evidenced by the excellent relationships he has forged with other parts of the business. He is also excellent at managing panel firm lawyers in an open, straightforward and transparent manner. This allows an external lawyer to provide the best advice for the business, knowing exactly what is required.'

Hui says Oliver's support has been invaluable in a number of recent projects, including the recently announced franchise deal granting Great Western Railway (GWR) operation of the Heathrow Express rail service. 'He is not only an excellent lawyer but a dedicated partner to the business,' says Hui. 'His sense of humour and pleasant manner have won him lots of supporters and he is showing all the characteristics you would expect to see in a GC of the future.'

Claire Singleton

General counsel – corporate and Legal & General Capital LEGAL & GENERAL

One of the distinguishing features of the Legal & General in-house team, says group GC Geoffrey Timms, is its close involvement in transactional work. Claire Singleton, who handles all the company's significant M&A deals, has been a particularly important figure. Last year she ran Legal & General's sale of its Mature Savings unit to Swiss Re, a £650m disposal. 'Claire was the absolute fulcrum of that deal,' says Timms. 'Her involvement was not restricted to the legal aspects of the sale. Right from the genesis to the closure, she was the point person who made it run. That's what makes her such a great member of the team – she makes the machine work.'

In her role as GC of Legal & General Capital, Singleton oversees the bulk of the company's real estate portfolio and was closely involved in the acquisition of CALA Homes, the UK's tenth-largest housebuilder. 'She is greatly admired by senior colleagues, including [chief executive] Nigel Wilson,' adds Timms. 'She has an inner steel but acts in a way that doesn't alienate people. That is a rare combination of qualities and it helps her take people along with her through the various stages of a project.'

Wilson says Singleton has played a 'pivotal role' in transforming the business, adding: 'She is so good at complex M&A that people have almost forgotten how complicated these transactions are. We used to run bulk purchase annuity deals with an average size of £10m, now it is taken as the norm for us to run a £4bn deal.'



Neil Laventure

General counsel, legal head of global categories and R&D GSK CONSUMER HEALTHCARE

Described as 'a FTSE GC in the making' by Allen & Overy partner Matthew Appleton, Neil Laventure heads legal for Europe, the Middle East and Africa, global categories and R&D at the consumer healthcare division of GlaxoSmithKline (GSK).

Until last year, Laventure was based in GSK's Singapore offices, where – says Ed Barnett of Latham & Watkins – he 'achieved a great deal for the business and showed himself to be a real talent'. Brian Sher of CMS Cameron McKenna Nabarro Olswang adds that Laventure has 'demonstrated a number of qualities which mark him out as outstanding. He has excellent management skills. People want to be in his team and to work with him and for him. He is also very sophisticated in his approach to commissioning external advice, including breaking projects up into their constituent parts. This makes him second to none when it comes to translating complex legal opinions into practical, commercial advice. Above all, he has a massive dose of common sense that helps him succeed'.



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Susannah Collier

Associate general counsel
– new energies

SHELL INTERNATIONAL

Susannah Collier won wider recognition from external peers. As Shell moves its focus towards the renewables industry, Collier has effectively transitioned out of an oil and gas background into having a good technical grasp of renewables in a short space of time.

She was also heavily involved in Shell's successful bid for Borssele III and IV offshore windfarms in the Netherlands and its acquisition of First Utility in the UK. Eversheds Sutherland partner Michelle Davies comments: 'Collier is very well liked across her team and is seen as an embodiment of the best of Shell's wider corporate values. She's been successful in attracting some of the best of Shell's in-house talent into her team as it has grown. She also speaks passionately and knowledgeably about the business drivers within Shell's strategy.'

Michelle Davies,
Eversheds: She is
an embodiment
of the best of
Shell's wider
corporate values.



Ian Petts

Deputy head of legal
services

LAND SECURITIES GROUP

Thanks to a strong performance on one of Land Securities' biggest mandates in 2017, Ian Petts is singled out as an outstanding figure in a quality legal team.

Deputy head of legal since 2014, Petts was instrumental in securing the opening of Westgate shopping centre, a £440m joint venture with fellow property developer The Crown Estate.

Tim Ashby, Landsec's group GC, comments: 'It was a long process with masses of work, but he ran it confidently. Ian Petts stands out.'

The opening
of Westgate
shopping
centre was a
long process,
but Ian
Petts ran it
confidently.

Kendra James

Senior legal counsel

THE FINANCIAL TIMES

Kendra James is senior counsel in *The Financial Times* (FT) legal team, where she advises on intellectual property, commercial transactions and brand strategy and manages the FT's worldwide trade mark and domain name portfolios. Ian Gruselle of Bristows, who supports James on trade mark work, says: 'She is quick to understand issues concerning the clients' rights, whether it is in China, the Middle East, Europe or the Americas, taking strategic decisions to make sure that the FT remains an iconic brand protected around the world.'

GC Dan Guildford highlights the important role she plays in the company: 'The FT is recognised internationally for its authority, integrity and accuracy of news reporting, and her brand protection work, which includes creating and implementing internal brand policies and guidelines, is therefore hugely important to our business.'

James also advises on print and distribution relationships around the world, strategic commercial partnerships, advertising and marketing matters, brand updates and refreshes, and key advertising campaigns (including the FT's current 'black and white' campaign). She established the legal team's first work experience programme, which aims to give university-level students from wider backgrounds insight into in-house legal work, and is involved in the FT's Seasonal Appeal, which raises donations and awareness for charities.

Before joining the FT in 2015, James held roles with the International Olympic Committee in Switzerland, LOCOG (the organising committee for the London 2012 games) and the Jamie Oliver Media Group.



Photographer: Brendan Lea

Anoop Joshi

Legal counsel
SKYSCANNER

The Skyscanner legal team has been a prominent supporter of local talent, running monthly drop-in clinics for companies affiliated with Edinburgh-based tech incubator CodeBase. Building these relationships has in turn allowed GC Carolyn Jameson to bring new skills and approaches to the legal team.

Last year, Anoop Joshi joined Skyscanner from Brodies. A former software developer at CodeBase, Joshi's intellectual property and IT law expertise is combined with practical experience of a variety of coding languages. 'Finding a lawyer with that background is a godsend,' says Jameson. 'Matching those skills with commercial nous really sets [Joshi] apart.' Joshi has taken on a broad role at Skyscanner and is currently helping Jameson to implement a GDPR compliance strategy across the business.

'Everyone who works with him realises at once how smart he is,' adds Jameson. 'He is a wise head on young shoulders but is also very sparky and dynamic. I would describe him as a model in-house lawyer in the tech sector.'

Finding a lawyer
with Anoop's
background is
a godsend. He
is the model
in-house lawyer
for tech.



Angelique de Lafontaine

Senior legal adviser
BUPA

International healthcare company Bupa recently launched a digital innovation incubator called Blue Table, supported by Bupa Customer Lab. The initiative offers start-ups and small businesses a chance to pilot ideas inside Bupa over a ten-week programme, with Bupa looking for innovations that address customer challenges in insurance and health.

Bupa senior legal adviser Angelique de Lafontaine has been the legal lead for the incubator and worked closely with it throughout the last year. 'She's been a key part in developing strategic partnerships in the innovation space,' Bupa chief legal officer Penny Dudley says. 'What makes me really pleased about Angelique's contribution is that she's been part of an agile team that has been involved in a [digital] journey from the very beginning – her work has been critical for us.'

Penny Dudley:
Angelique's
work has been
critical for us.

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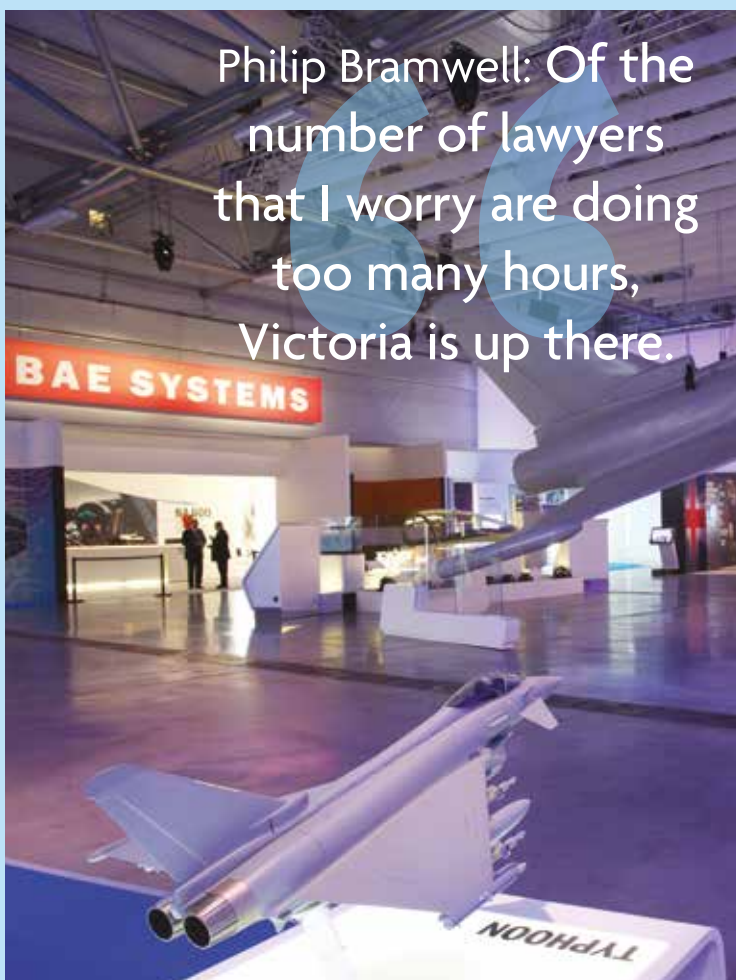
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Victoria Halliday

Head of labour law BAE SYSTEMS

In early 2017, BAE Systems chief executive Ian King announced he would be retiring after nearly a decade in charge of the global defence giant. The company simultaneously confirmed that its chief operating officer, Charles Woodburn, would take on the top job from 1 July, having joined the company less than a year earlier. The ensuing management restructuring came with a huge amount of employment law work, led by BAE's head of labour law, Victoria Halliday.

Group GC Philip Bramwell is full of praise for his Australian employment head, who has simultaneously been leading the first phase of BAE's GDPR compliance. He comments: 'Victoria has just had an enormous workload over the last year. Of the number of lawyers that I worry are doing too many hours, Victoria is up there.'



Jonathan Keen

Senior counsel DIALIGHT

Jonathan Keen is senior counsel at Dialight, a FTSE-listed technology company specialising in electrical products. Before joining Dialight in 2017, Keen served as assistant GC at biotech company Vectura Group, where he oversaw its merger with Skyepharma to create a new business with a market cap in excess of £1bn.

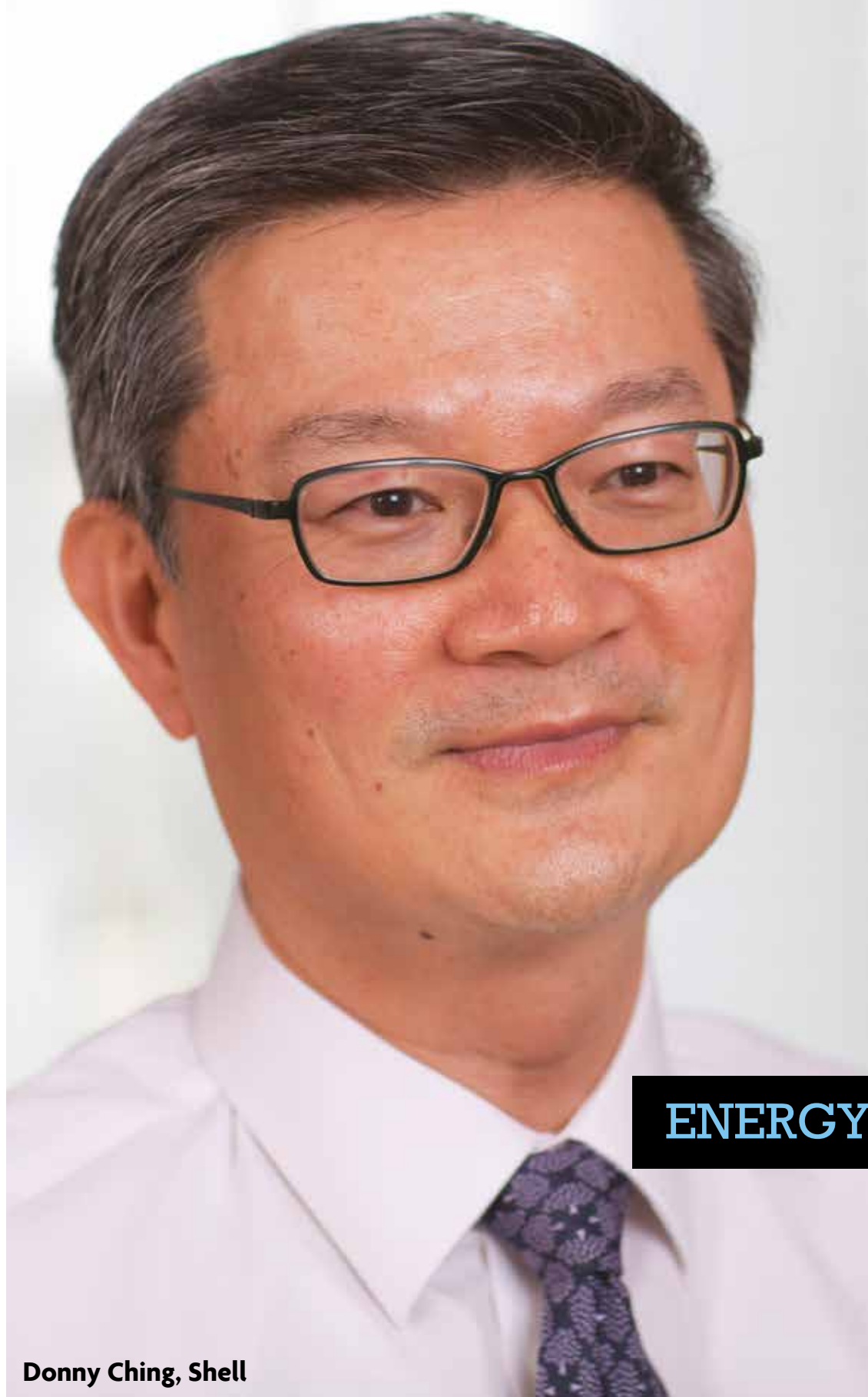
Trevor Phillips, executive chair of hVIVO Services and former chief operating officer of Vectura, says Keen was 'fundamental in providing both legal and business

advice during one of the most important years of the organisation's history', adding: 'Rarely, if ever, have I come across as good a strategic-thinking young lawyer.'

Paul Ranson, former GC of Vectura, says Keen 'demonstrated an ability to take on an exceptionally high level of responsibility for someone of his experience – something that was only possible through the high levels of trust that I and the CFO had in his professional judgement'. Keen recently founded a new industry group, Next Generation Counsel, which seeks to prepare young lawyers for life in-house.

Rarely, if ever,
have I come
across as good
a strategic-
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Jonathan Keen.

THE TEAM ELITE



ENERGY

Donny Ching, Shell

As the business
became more
efficient,
why on earth
shouldn't legal?

Alison Kay, National Grid



NATIONAL GRID

General counsel:

Alison Kay

Team size: 200

Major law firms used:

Norton Rose Fulbright, Addleshaw Goddard, Irwin Mitchell, Herbert Smith Freehills, CMS Cameron McKenna Nabarro Olswang, DLA Piper, Eversheds Sutherland, Linklaters, Berwin Leighton Paisner, Dentons

The in-house legal team at National Grid has transformed itself over the last three years, spurred by the realisation it was providing services that were not needed following an in-depth analysis of the function. The wider business was changing with the rapidly-moving energy industry and there was a recognition the legal function needed to move at the same time. As National Grid group general counsel (GC) and company secretary Alison Kay puts it: 'As the business changed its ways, and became more efficient and focused on process efficiency, why on earth shouldn't legal?'

Another driving force was broader changes in the legal

world, and the expectation the in-house team would rely much more on technology to streamline processes. A significant part of that has been the oft-cited chief operating officer at National Grid, Mo Ajaz, who attracted multiple nominations for his work: 'He's been hugely instrumental in the operational efficiency and he's very well respected externally. People are looking to him simply because National Grid has been earmarked as having taken a big step in this direction,' says Kay.

Ajaz, who has been with National Grid since 2002, was appointed head of legal operational excellence in 2015.

The team is split into around 30 lawyers in the UK and 80 in the US, managing the core regulated businesses in each jurisdiction. From these teams, ten lawyers will transfer to National Grid's new arm, National Grid Ventures, established in April last year to look at new energy opportunities outside those regions. To complete the realignment of the in-house team as a business partner to National Grid, Kay refreshed its panel, cutting the number of firms from 15 to 12 in 2015 and changing the emphasis to ensure it was an extension of the in-house team, delivering a more agile service.

The main project on National Grid's books has been the £13.8bn separation of its gas business, announced in late 2016 and internally dubbed Project Piccadilly. Linklaters and Eversheds Sutherland advised, in what Kay describes as an innovative collaboration that provides a glimpse of the future of firms working together, an 'absolute must' for its panel. Otherwise, the in-house team is dealing with a sea of regulatory change, particularly the next round of price controls set by energy regulator Ofgem, effective from 2021.

Kay is most proud, however, when talking about the team's focus on efficiency, words she confesses would never have come from her lips five years ago. One example of this is working on contract software in a bid to automate at least 15 of its largest, most repeatable contracts by the end of 2018.

'We still need legal advice in many, many areas, but it's absolutely beholden to us to ensure that we do it at the best possible price, only using it when absolutely needed,' Kay says. 'We're operating it as a true business and I have no hesitation in saying that none of it would have happened without Mo at my side.'

PERSPECTIVES

Alison Kay, group general counsel and company secretary, National Grid

The National Grid legal team has been repositioning itself. What's changed?

We started with a complete bottom-up analysis of the services we provide across the business and worked out we were doing things that weren't needed. We began to position the team to be much more strategic, rather than doing the day-to-day legal advice, and in doing that we elevated the expertise within the legal team, and also gave the business much more autonomy and power to deal with some of the things that had been coming to legal unnecessarily.

How did you do that?

We really focused on our external panel: we did a review to ensure that we had firms that matched the needs of the business and were totally aligned with the goals of the legal team.

Why did it need to be repositioned?

The energy industry is changing beyond all recognition, at a faster pace than we ever could have thought, which means the business is having to change. Legal needed to change along with the business – as the business changed its ways and became more efficient and focused on process efficiency, why on earth shouldn't legal? The other driving force was the legal world itself is changing – people are expecting it to move with the times, to rely much more on technology to look at how they can view transactions as a process and divide work up.

Has it been a success?

It has been really key to how successfully we're regarded by the rest of the business. We've also tried to position legal as a business itself. There's two definite strings: one is the culture of the business, but two, making sure that we are operating as a

business unit, that we know what our budget is, that we're not springing surprises, that we are looking at the operational efficiency of legal as a function. It is honestly something we probably hadn't done very well until the last two or three years.

Your legal head of operations Mo Ajaz is well regarded externally. What role has he played?

I'm really proud of the focus we've had on operational efficiency within the team – what we can automate; what we can stop doing;

how we can work better with the business; how we decide if a piece of work is going to be done internally or externally, all of which drives efficiency; getting lawyers to regularly timesheet so we know exactly where the costs are falling.

I don't think any legal team is too small or too big to have a COO.

When was the decision made?

A couple of years ago I decided I needed a person in charge of operational excellence and I vowed that it would be a non-lawyer. Of course, it was a lawyer. Mo has been hugely instrumental in the operational efficiency. He's very well respected externally and people are looking to him because National Grid has been earmarked as having taking a big step. I have no hesitation in saying that none of it would have happened without him at my side.

You're a convert to in-house legal chief operating officers then?

I completely and utterly believe every single team should be doing it and I don't think any team is too small or too big. It can be naïve to think 'we're only a team of three or four lawyers, none of this applies to us', because it does. I've had a complete epiphany here. We've reduced the budget by 25%. It's real, tangible, progress.



Donny Ching, Shell

ROYAL DUTCH SHELL

General counsel:

Donny Ching

Team size: 825

Major law firms used: Clifford Chance, Allen & Overy, Baker McKenzie

For Donny Ching and his huge in-house legal team, 2017 represented an extended period of integration following the mega-merger between Royal Dutch Shell and British oil and gas company BG in 2016.

Shell had publicly pledged to divest \$30bn worth of assets to help fund the \$54bn acquisition that was completed in February 2016 – a seemingly strenuous task. But according to GC Ching, Shell are already over the \$20bn mark.

It is clear there is a certain work ethic at Shell that enables the company to excel with such challenging matters and this is also demonstrated by the proportion of work that stays internal. Ching says that ten years ago, 60% of work was handled externally, compared to 40% internally. Now, it is the other way around.

‘One of the hallmarks of Shell legal is that we do a lot of work in-house. It gives us fantastic opportunities to grow and develop our lawyers, and to give them meaty work to focus on.’ Ching estimates that Shell’s external legal spend is merely in the ‘low \$100,000s for some \$1bn-plus deals.’

Shell’s legal team is broadly structured in alignment with the business. As such, there are GCs for corporate, litigation, intellectual property and compliance. The company has also recently promoted Vincent Cordo, formerly global sourcing officer, to a new central legal operations role.

‘About three years ago we hired a pricing analyst from a law firm,’ Ching recalls. ‘We have a very clear focus, so I said to him: “Vince, we want to drive pricing with our law firms.” He’s transformed how we approach alternative fee arrangements, he knows how they calculate their rates and therefore we have pretty transparent conversations with firms. He’s really shown us the opportunities.’

Another member of Ching’s team worthy of recognition is

Roberta Lewis, a senior legal counsel based in Houston, Texas. Lewis received an internal Shell award for network performance after devising an invaluable crisis management handbook that was distributed to all of the company’s worldwide legal teams, spanning 52 countries.

Ching comments: ‘Of our biggest risks, a big safety or environmental problem, a refinery fire or an explosion, is absolutely on top of our risk matrix. How quickly can we respond to it? If something were to happen, who do you call? Who are the people you would invite into the crisis management team? Roberta was instrumental in bringing together a proper toolkit.’

As with peers, 2018 will see Shell contending with data privacy thanks to GDPR deadlines. Helen Graham, Shell’s chief privacy officer, will be ensuring that Shell stays compliant with the new regulation. According to Ching, it will be an uphill task: ‘Shell is the biggest retailer in the world. We have more retail stores than McDonald’s and Starbucks. Therefore we have been taking a lot of customer data.’

PERSPECTIVES

Donny Ching, legal director, Royal Dutch Shell

What makes Shell's in-house legal team stand out?

One of the hallmarks of Shell legal is that we do a lot of work in-house. It's not just about the cost: it's a fantastic opportunity to develop our lawyers and give them meaty work to handle. On the costs front, it always helps to do the big projects in-house. For a lot of our \$1bn-plus deals, our legal costs are likely to be in the low \$100,000s, even below \$100,000. We know our counterparts sometimes spend multiple millions.

Is that typical of your industry?

It's different. The deal we have struck with our board is: 'Allow us to develop and grow a large legal team and we will bring the work in-house.' Since about ten years ago when we started focusing on this, we've shifted our spend. Back then we were spending 60% external and 40% internal, but we've flipped that around.

Aside from cost saving, what are the benefits of keeping work in-house?

One of the things we absolutely hone in on is business partnering. Ensuring that we have lawyers that understand the business, understand the risks, understand the objectives; that's absolutely critical. You're so much more effective and efficient. Otherwise, you have to brief external lawyers, they have to read into it and it is hard for them to truly understand our risk appetite.

Have any divisions of your legal team been particularly active?

We've been strong across the board. The main challenge we've had is oil prices over the last three years or so. That's forced us to knuckle down. It's forced us to ask ourselves: 'How do we become more effective and efficient and

productive? How can we continue to drive costs out?'

We have a mantra now of 'operational excellence'. It's part of our transformation programme we launched last year where we want our lawyers to understand that improving the work is the work. Every time they do a deal or work on a matter, they should ask how they can improve and be more effective next time.

Vincent Cordo, your central legal operations

officer, has been working to drive more efficient pricing from external law firms.

How receptive have they been?

It was a slow start. We started in litigation, and when we brought in the firms that did the most litigation work for us globally and told them what we were going to do, some said: 'We're prepared to partner with you on this.' Some said

they weren't interested, but that's fine. There was enough of a group remaining that we're happy to work with. It's not as if there's a shortage of law firms out there!

We've also repositioned our relationship with our global panel firms, which we've shrunk from 12 to six. We had hundreds of local panel firms around the world that we shrunk as well. We said: 'For those of you prepared to work with us, we are prepared to invest in our relationship so that value flows both ways.' I wanted to move the law firms away from looking at Shell and thinking the only value they get from us is in pure dollar terms. We have started conversations and launched initiatives where we've offered firms in-house training opportunities, presentations from our scenarios team and business leaders, and secondments. We're also sharing our learning from the BG combination, and helping firms with diversity and inclusion.

I wanted to move the law firms away from thinking the only value they get from us is in pure dollar terms.

ENGIE UK

Group general counsel:

François Graux

General counsel:

Sarah Gregory

Team size: 40

Group team: 490

Major law firms used:

Adleshaw Goddard, Bevan Brittan, Burges Salmon, Clyde & Co, Gateley, Pinsent Masons, Stephenson Harwood, Walker Morris

During 2015, international energy company ENGIE began an ambitious transformation programme to reorganise its business lines, which collectively generate €70bn in turnover and employ 150,000 people, into 24 new geographical business units. The UK became one business unit, bringing together a number of legacy GDF Suez businesses, including service-provider brand Cofely and renewable energy developer West Coast Energy. This was followed in early 2018 with a further reorganisation in the UK, part of the group's adaptation to new pressures in the market.

'We are very aware that the future is going to be a decarbonised, decentralised and digitalised world,' comments UK GC, Sarah Gregory. 'As a group we've been rotating assets and moving into new areas, both in energy and services, to help prepare us for this transformation. Part of the legal team's job is to support that transformation by developing the right infrastructure internally.'

Andrew Edge, head of corporate at Stephenson Harwood, says the legal team's work in supporting this reorganisation has been 'extremely impressive', adding: 'Sarah Gregory has built a cracking team around her that truly stands out for its ability to drive change across the organisation. Rarely have I encountered such a group of exceptionally-gifted lawyers.'

In the last 12 months the



team has also supported a busy transactional workload, including ENGIE's £330m acquisition of Keepmoat's regeneration business from private equity owners and the purchase of a 23% stake in Moray Offshore Windfarm (East), which was awarded a 15-year contract for difference (CfD), setting the price to be paid for power at the end of 2017. It has also negotiated a number of large service contracts, including a five-year facilities management contract with Transport for London to deliver a range of maintenance services across over 500 locations.

This reflects a further shift in ENGIE's business. 'We are developing an integrated energy and services offering, known as place-making,' comments Gregory. 'Rather than offering everything as separate packages, the model seeks to develop efficient regeneration to local authorities across a broad sweep of services.' In this, she adds, the legal team has played a pivotal role. 'Lawyers are absolutely fundamental to the way we develop new business. ENGIE expects us to take a strong ethical stance to ensure any commercial relationship is able to stand up to scrutiny.'



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SSE

General counsel:

Liz Tanner

Team size: 80

Major law firms used:

Freshfields Bruckhaus Der-
inger, Addleshaw Goddard,
Osborne Clarke

For Britain's second-largest energy supplier, 2017 was a year of upheaval after it unveiled an ambitious merger with Npower. For GC Liz Tanner and her legal team, the combination threw up numerous challenges, not least reorganising the team. Stuart Waddell, previously SSE's head of legal for wholesale and corporate, will become director of legal services on a 12-month interim basis while Tanner and the rest of the team manage the Npower merger. Such is the scale of the integration task, Tanner is required to give it her full attention.

Before the merger-induced shuffle, Waddell was one of six legal heads reporting to Tanner, alongside disputes head Gaby Dosanjh-Pahil, networks head Mark McLaughlin, data protection head Janet Cursi, enterprise head

Brian Sharma and retail head Laura McVean.

There are legal ramifications as well, with Tanner pointing to the ongoing Competition and Markets Authority (CMA) review process into the tie-up. A trading update for the third quarter of 2017 revealed that SSE had been in 'pre-notification discussions' with the CMA, but that the merger 'remains on course to be completed by the last quarter of

2018 or the first quarter of 2019.'

A distinctive feature of Tanner's team is the prominent use of secondees. She says: 'We find secondments really useful because they give the lawyers something new and different to do for a period of time. We are shuffling the deck a bit and allowing lawyers to step into roles on a project, then they can step back. It's about getting a wider understanding of the commercial pressures clients are under. We ensure the lawyers are invited to meetings so it breaks down the barriers between the in-house team and external lawyers.'

Aside from standard legal work, she says that her in-house team has been aided by a fresh focus on technology. 'We are halfway through a project implementing a new document-management system, which gives us great auditing ability and the ability to track advice. We will be using it for all of our property, litigation and commercial matters. The system, coupled with our new billing, means our lawyers can work in an agile way. They've got full visibility of all their records on their laptops, iPads and remote devices.'

Lawyers are
invited to
meetings so it
breaks down
the barriers
between the
in-house team
and external
lawyers.

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THE TEAM ELITE



FINANCIAL SERVICES

**Louise Dumican and Heather Mitchell,
The Carlyle Group**

Photographer: Brendan Lea

HSBC's legal team
have been an
indispensable part of
the senior leadership
at a very difficult
time for the sector.



HSBC

General counsel (UK):

Hugh Pugsley

Team size: 60

Major law firms used: Allen & Overy, Freshfields Bruckhaus Deringer, Addleshaw Goddard, Eversheds Sutherland, Hogan Lovells, Pinsent Masons

The UK government's rules for the ring-fencing of retail and wholesale banking activities will require all UK banks with more than £25bn in deposits to set up a separate legal entity handling core deposit-taking activities by 2019. For the legal team of any of the UK-headquartered clearing banks, this is a big job.

Matthew Cottis of Hogan Lovells comments: 'The experience and unflappable demeanour of [general counsel (GC)] Hugh Pugsley and his team have helped HSBC rise to the very formidable challenge of ring-fencing. They have shown themselves to be an indispensable

part of the bank's senior leadership at a very difficult time for the sector.'

A 60-strong team led by Pugsley supports HSBC's high-street operations in the UK, including lending to commercial and corporate customers, and private banking services. Pugsley was previously GC for group legal at Lloyds Banking Group, where he worked on the 2015 initial public offering (IPO) of TSB. Though the pre-IPO legal work relied on a similar court process to lift and shift parts of the business into TSB, Pugsley says the current ring-fencing work at HSBC is of an entirely different magnitude.

'In terms of both the legal issues we are encountering, and the operational and infrastructural complexities that it entails, the scale of the ring-fencing work is pretty much unprecedented. This has been a huge amount of work for the whole organisation.'

Alongside this, Pugsley and the team have been overseeing the separated high-street bank's move to new offices in Birmingham. This

has given Pugsley the opportunity to bring in new talent and develop one of the UK's outstanding financial services legal teams. 'If you look around the global legal executive committee, which I sit on, all of our lawyers could be GCs at any financial institution. That is unusual. They have the skills, experience and general gravitas to handle a front-line advisory role.'

Paul Holland of Dentons agrees with this assessment. 'The team is small compared to its peers and needs to be very efficient. The quality of lawyer is therefore very high, and each member of the team shows an excellent understanding of what is required by in-house counsel in one of the most highly regulated and challenging environments for any lawyer.'

John Pitt, who heads up the retail banking and wealth management team, and Adam Coleman, who joined from The Co-operative Bank in 2017, were cited as standout performers within the team.

Even some partners at top firms don't handle this volume of complex work.

Heather Mitchell,
The Carlyle Group

Photographer:
Brendan Lea

THE CARLYLE GROUP

General counsel (Europe):

Heather Mitchell

Team size: 12 (four in the UK)

Major law firms used: Allen & Overy, Freshfields Bruckhaus Deringer, Latham & Watkins, Linklaters

The London-based legal team of The Carlyle Group – a global alternative asset manager with \$195bn of assets under management and one of the largest private equity firms in the world – is comprised of three senior lawyers who work alongside Carlyle's global GC for investments and head of Europe, Heather Mitchell.

The London team works alongside colleagues in the US and Asia on Carlyle's various funds across the globe, meaning the team is involved in investments that cover the full spectrum of geographies, sectors and deal structures – from primary deals in Africa to high-profile and market-leading auction processes. With each lawyer running around five deals at any one time, the volume of work handled is highly unusual. 'We outpace other in-house teams in this space and

I would venture to say that even some partners at top-tier firms don't handle this volume of complex work every day of the week,' says Mitchell.

The team's uncommonly-flat structure means that its UK based-lawyers – Nicholas Rushgrove, Louise Dumican and Nick Reid – are each embedded within different funds. They work alongside their respective funds on all of their investments, acting as what Mitchell describes as 'a mini GC'. In part, this reflects the company's 'One Carlyle' approach, with a heavy emphasis placed on fostering a shared culture. Reid, who joined Carlyle in 2017 after eight years at Linklaters, comments: 'What differentiates Carlyle is the degree of involvement its lawyers have in deals. The investment teams don't want to consign lawyers to administrative tasks. Instead they want us to add our experience on a deal, from the inception through to the final negotiations.'

The involvement of Carlyle's lawyers with its various funds also reflects the legal team's commitment to developing systems and leveraging its strong relationships with law firms to help it handle hundreds of investments

each year. The longest-serving member of the team, Dumican, has been particularly important in instilling this operational sophistication across the team since joining from Skadden, Arps, Slate, Meagher & Flom in 2015. 'Our lawyers help negotiate deals and when a deal goes well they celebrate along with their deal team. It also means that we can be incredibly proactive and spot any potential issues at an early stage. The legal team has been responsible for saving a large number of deals through their restructuring efforts,' says Mitchell.

It is a view shared by other senior figures within the company. Christopher Finn, managing director and chief operating officer of corporate private equity, highlights 'the innovative approach taken by the in-house legal team in London in working closely with and counselling our investment teams, and ultimately our investment committees,' something he says has made 'a significant contribution to helping Carlyle find value through investments others have shied from and facilitated the turnaround of underperforming investments.'



Kate Cheetham, Lloyds Banking Group

LLOYDS BANKING GROUP

General counsel:

Kate Cheetham

Team size: 300

Major law firms used:

Addleshaw Goddard, DLA
Piper, Allen & Overy

Lloyds Banking Group GC Kate Cheetham is a frequently-cited name in the in-house community, and her legal team has received similar commendations after a strong year characterised by shrewd deals and fierce litigation.

The group comprises six different GC-led teams – three centralised teams: transformation, group legal and group litigation, and three customer-facing teams: retail, insurance and commercial banking.

The retail legal team, headed up by deputy GC Jennifer Nielsen, was heavily involved in Lloyds' £1.9bn takeover of credit card firm

MBNA from Bank of America in June last year. The deal reportedly increased Lloyds' share of the credit card market from 15% to 26% and was the first acquisition it had made since the economic crisis in a sign of the bank's increasing confidence.

Tom Spender, GC in charge of litigation, was well occupied in 2017 by the high-profile HBOS dispute. The £600m case was brought by 5,800 investors to the High Court, after they alleged that Lloyds' decision to acquire HBOS during the banking crisis was disastrous for investors. Overall, Lloyds set aside £865m in litigation provision in 2017, an indicator of how prevalent disputes were.

Lloyds is another major corporate embracing the deployment of legal operations professionals, with the bank boasting an eight-strong team that covers finances, resource planning and relationships with external law

The ops team
are “the glue
that holds the
legal team
together”.

firms. Several of the legal ops team are non-lawyers. 'They're the glue that holds the legal team together,' says Cheetham.

Dentons partner Paul Holland singles out head of legal for commercial banking Jon Alexander for praise: 'He has a good track record which is not easy at a bank. He is innovative and open to new ideas. He does what he says he's going to do. He understands what is required of in-house counsel and always has the interests of the bank in all decisions.'

PERSPECTIVES

Kate Cheetham, group general counsel, Lloyds Banking Group

How is the legal team structured?

We support the whole of Lloyds Banking Group. Not just the retail bank but also the commercial bank and our insurance division. The team provides legal work across the entire group. We have six different GC-led teams. Three of those are customer facing, while three of them are centralised teams.

One of those centralised teams is the transformation legal team, which is very heavily focused on digital growth, data, legal change and delivery. We also have a legal operations team, which is made up of eight people, several of which are non-lawyers. They ensure we are as efficient and effective as possible, covering finances, resource-planning as well as our relationships with our law firms. They're really the glue that holds the legal team together.

How would you describe your team?

We have an experienced group of GCs who are responsible for the various divisions across the bank. Some of them have been here for a long time while others have joined more recently. They're a lovely, diverse team.

Are there other in-house teams that you take inspiration from?

Look at our peers: the other big banks have very strong legal teams. Diageo is another example of a team that does a fantastic job in working out how the team operates and making sure they are doing interesting things. I really love going to round tables and seeing how people do things differently. It's fascinating talking to GCs at start-ups, which are completely different organisations.

I've had some really interesting conversations with start-up GCs.

How does GDPR and cyber security affect your legal team?

Both are areas of significant focus for the group. I talk a lot about the need for speed alongside the need for security. We need to make sure we are doing everything we can to ensure we are vigilant and efficient.

Making sure our terms and conditions are compliant with GDPR is a substantial project, and we have made great progress here.

Cyber security is much more of an ongoing focus, but it's something absolutely critical that we do. We invest a lot in it. We work with other industry groups to make sure that our cyber security is good but also that our customers feel safe that their data is well protected.

I really love going to round tables and seeing how people do things differently. It's fascinating talking to GCs at start-ups.

What have been some of the more interesting tech initiatives or innovations the legal team has been involved with?

The group has recently announced its latest strategic review, which focuses on transforming the group for success in a digital world and our role is to consider how we best support the group. In that sense, the innovation piece is really important for us. An example of what we've achieved is a new system that analyses all the decisions that the Financial Ombudsman Service (FOS) makes. It allows us to scan a mass of decisions. We're the first organisation to have a direct link to the FOS website, which has been really exciting for us.

Ruwan De Soyza, Worldpay

Ruwan blends
being a boardroom
adviser with
doing BAU stuff
brilliantly.

WORLDPAY**General counsel:**

Ruwan De Soyza

Team size: 29**Major law firms used:** Allen & Overy, Sidley Austin, Wiggin

Photographer: Brendan Lea

Worldpay has established itself as a major player in payment processing, with the business attracting a buyout by US rival Vantiv for £9bn last summer.

The transaction, which was agreed in July, was formalised in August with Allen & Overy (A&O) advising Worldpay. The tie-up creates a payment-processing giant with a combined value of £22.2bn, with both companies saying the combination will create a global firm with a 'strong position' in the four core regions: the US, Europe, Asia-Pacific and South America.

Duncan Bellamy, who led for A&O on the deal, comments: 'The Worldpay team is very strong and dynamic. There aren't that many companies around that can readily provide talent in that space.'

Bellamy in particular praised GC Ruwan [Roo] De Soyza: 'Roo is excellent, really enthusiastic. He blends the role of being a

boardroom adviser along with doing BAU stuff brilliantly. He's not afraid to get his hands dirty.'

Such commendations are especially powerful for a GC that only took on the role in January 2017, after previous incumbent Mark Edwards departed for publicly-traded gaming company Playtech after two years in the role. Also cited by private practitioners is e-commerce GC Andrew Williams, described as 'a very capable commercial lawyer'. Likewise, UK GC Kirsty Whitehead is defined as a 'payment specialist' while senior corporate counsel Wendy Patrick is also singled out for praise.

Other notable work throughout the year included launching My Business Mobile, a downloadable app that can turn a mobile phone into a contactless payment terminal. Senior legal counsel Lauren Woolford was instrumental in its introduction. Legal counsel Tom Fox

played a key role as Worldpay rolled out its B2B card payment business Worldpay Total to EU markets.

In a major indication of the rapid growth that Worldpay has sustained, the company was sold by The Royal Bank of Scotland in 2010 to private equity houses Advent International and Bain Capital for £2bn. In 2015, Worldpay floated on the London Stock Exchange for £5.3bn, almost trebling its value in five years.

De Soyza concludes: 'The Worldpay legal team was five years old in 2017. It has come from a standing start to what I would call an extremely highly-rated and high-performing function. It turns around a high quality and a high volume of work. Doing that through 2017 when we have the largest fintech merger of the year, Brexit, GDPR and new product launches – not dropping those balls makes us a standout team.'

The influx
of work
has seen an
extraordinary
rise, almost
exponential.

Michael Shaw, RBS



Photographer: Brendan Lea

THE ROYAL BANK OF SCOTLAND

General counsel:

Michael Shaw

Team size: 300

Major law firms used:

Herbert Smith Freehills,
Clifford Chance, Linklaters,
Allen & Overy

The Royal Bank of Scotland (RBS) GC Michael Shaw argues that banks always encounter more legal work than other industries and, based on the year RBS had, it is hard to disagree. Litigation and investigations in particular have been at the forefront for in-house banking teams since the financial crisis and that narrative remained consistent for RBS in 2017.

Shaw describes the growing influx of work as 'an extraordinary rise, almost exponential'. Among the big cases the bank had to defend was the shareholder group action, which settled in June 2017. A group of 9,000 shareholders accepted a last-minute 82p-per-share out-of-court deal from RBS after they claimed they were

misled about the bank's financial health during the 2008 financial crisis. Will Luker, GC for litigation and investigations, and one of Shaw's six deputy GCs, oversaw the dispute.

Shaw reveals that he is a supporter of the chief operations officer movement and notes the success that RBS has enjoyed since permanently appointing a director of legal operations. Previously RBS's GC for corporate and structural activities doubled up as the director of legal ops, but Shaw removed the extra burden of that role after he was trying to do the additional work 'off the side of his desk'.

Since then the company has employed Suzanne Rodway full time. Shaw says: 'We're very happy with having a dedicated individual in the role. It's taken some burden away from me and it's great to have some fresh impetus in some of our projects like e-discovery. To have a representative from legal around a number of formal and informal forums around the bank, taking advantage of different people's expertise, has been good.'

As for use of tech, Shaw says

that RBS is typical of its sector in that it has its own in-house product in addition to one sponsored by a third party. RBS's proprietary product is called Bankline, which Shaw describes as a 'commercial banking digital channel that we offer to our corporates small and big'. The platform has about 15 million customers, considerably larger than any other bank.

The third-party platform is Esme Loans, a new digital lending platform aimed at small businesses launched in conjunction with fintech company Ezbob. It allows clients to obtain unsecured loans of £150,000 for up to five years, regardless of whether they bank with NatWest or not.

In 2016 RBS rebranded its investment bank division as Natwest Markets and Shaw reveals that the headcount of that arm has therefore fluctuated heavily. 'We have slimmed down the team enormously in recent years. But now the strategy is clear, the changes have come to a halt. We want to make sure that final state is as successful as possible.'

We try to give
back to society.



Sajid Hussein,
BAML

BANK OF AMERICA MERRILL LYNCH

Global general counsel:

David Leitch

EMEA general counsel:

Sajid Hussein

Team size: 150-plus

Major law firms used:

Allen & Overy, Clifford
Chance, Shearman & Ster-
ling, Skadden, Arps, Slate,
Meagher & Flom, Linklat-
ers, Freshfields Bruckhaus
Deringer

Ask any financial services institution's in-house team to name their main challenge of recent years and many will point to what the team at Bank of America Merrill Lynch (BAML) describes as 'unprecedented levels of regulatory change'. It is in this context the BAML legal team of more than 150, servicing the business across 21 countries in Europe, the Middle East and Africa (EMEA), believe they have delivered in providing clients with financial services while protecting the firm and its shareholders.

The EMEA legal team, led by GC Sajid Hussein, chiefly supports global corporate and investment banking, as well as global markets, on a broad range of global transactions. Between October 2016

and September 2017, BAML advised private equity firms on 16 M&A deals valued at \$45.5bn. It also acted as lead financial adviser to Actelion Pharmaceuticals in its \$30bn acquisition by Johnson & Johnson and as joint global co-ordinator on the \$13bn underwritten rights issue for UniCredit. The firm also supported a couple of major initial public offerings (IPOs), notably the £3.4bn listing of Allied Irish Bank and Abu Dhabi National Oil Company's \$851m multijurisdictional IPO.

But for BAML, formed following Bank of America's \$50bn acquisition of Merrill Lynch at the height of the financial crisis, regulatory change dominated during 2016 and 2017, made even more difficult by volatile markets. The list of new financial regulations is long, with BAML's legal team pointing specifically to 11 pieces around financial products and other areas it has worked on with the business to understand their impact, notably the Market Abuse Regulation, the Markets in Financial Instruments Directive II and Brexit.

BAML established a technology review team in 2016 to look at initiatives, new tools and technologies that can help both the legal team and the wider business. Representatives from the EMEA in-house team sit on a global legal artificial intelligence (AI) working group, which is looking

at AI and robotics, document automation tools, negotiation platforms, deal and document management, billing processes, policy management, and researching legislation and regulation.

The team, mostly based in London but with employees in Chester, Madrid and Paris, also points to its diversity initiatives. Hussein's leadership team is 70% female, as are 68% of the region's managing directors for the legal team. Overall, the in-house function is 62% female. It also supports Aspiring Solicitors, a programme that works with university law students from LGBTQ, black, Asian and minority ethnic (BAME) and socially-disadvantaged backgrounds, providing lectures, mentoring and networking events. Hussein's team also puts an emphasis on diversity and inclusion with its partner law firms, annually assessing them on their BAME and gender statistics.

Hussein comments: 'I am extremely proud of the EMEA legal team's contribution to the success of [BAML], not just because of the sound counsel we provide across global banking and markets but also because of our efforts to give back to society through our diversity and community engagement initiatives, and our partnerships with the charitable sector.'

BARCLAYS

General counsel: Bob Hoyt

Team size: 740

Major law firms used: Clifford Chance, Ashurst, Simmons & Simmons, Hogan Lovells, Reed Smith

Freeze the regulatory environment of today and Barclays group GC Bob Hoyt believes the 740-strong legal team would still have a lot of work to understand and safely operate the financial services giant within that legal framework. But add to that how dynamic the framework is, and how much regulation is changing in the US and UK, and that job gets even harder.

'For an institution like ours that offers so many products and services across so many jurisdictions, it is remarkably complex.'

Barclays has faced intense public scrutiny in recent years: from the Serious Fraud Office's investigation into the bank's £12bn fundraising at the height of the financial crisis, which resulted in criminal charges against the bank and former executives relating to a £2.3bn loan Barclays provided to Qatar, a multibillion-dollar legal battle with the US Department of Justice over allegedly-fraudulent mortgages and a New York currency trading probe that ended in a \$150m settlement.

There have been other significant projects too, such as the industry ring-fencing reforms that saw Barclays take the decision in March 2016 to split into two divisions: Barclays UK and Barclays International. Hoyt says: 'Structural reform is a massively legally-complex operation and we've had teams handling everything from the way it affects our customers, in particular our retail customers, but also effectively doing M&A work, moving things between entities smoothly.' Brexit also creates a large volume of work for the in-house team, as it did the nuts-and-bolts



Bob Hoyt, Barclays

preparation regarding where businesses might be best located, and how they would be moved there post Brexit.

With so much going on, it is easy to see why Barclays has such a large in-house team: 466 staff based in the UK, 167 in the US and the remainder dotted elsewhere. There was previously a team in Africa as well, before Barclays sold part of its stake in the African business for £2.2bn in mid-2017. Hoyt says he has a terrific leadership team and in the past few years has focused on the tier just below them to develop and identify talent internally. This involves lawyers working across different practice areas, giving them more varied experience, and provides a deeper pool of professionals with the type of background you would expect of a GC. The team is also 60% female and its leadership is 42% female. Hoyt remarks: 'Most law firms would be very happy to have those numbers, but we know we have further to go.'

Technology is a big challenge for the team, both in terms of new banking products but also in upskilling its lawyers. It has a suite of technology in place that provides metrics on how the

Most law firms would be very happy to have that percentage of female leaders.

group is operating, from matter management to e-billing and time recording, and intends to study its processes and bring in new technology to drive efficiency.

The in-house team is supported by operations professionals Alison Gaskins, who is chief of staff; head of business management Jon Doyle; and head of commercial management Stéphanie Hamon. Hoyt says this has given Barclays a firm grip on both its internal and 'very substantial' external spend. 'If you just step back and look at it as a commercial matter, a unit of the bank that manages this very large area of spend, it would be crazy not to have business professionals bringing cutting-edge practice to how you manage that.'

TRANSFERWISE

General counsel:

Jenifer Swallow

Team size: Eight

Major law firms used:

Allen & Overy, Paul Hastings, JAG Shaw Baker

Highlighted in last year's *GC Powerlist* as a 'company of tomorrow', payments firm TransferWise has since grown to serve over two million customers, offering what it calls 'the real exchange rate'. It unveiled a robust set of financial results last year, posting revenues of £67m for the year ending 31 March 2017, 140% up from the previous year.

TransferWise, which was given 'unicorn' status in 2016 for being a start-up valued over \$1bn by analysts, has a legal function headed up by former Mind Candy GC Jenifer Swallow. She joined TransferWise in September 2015 and has since grown the legal function to eight staff, four with a legal background.

In 2017, the TransferWise legal team was involved as the company rolled out borderless accounts, which allow customers to pay and receive different currencies at a fraction of the cost of traditional high-street banks.

One of the four non-lawyers in the legal team is Alena Danyliuk, TransferWise's head of legal operations. Swallow describes her as a 'finance powerhouse' who has brought a new dynamic to the team. 'When you talk to her about a problem, she gives you a different insight to someone with a legal background. Some of the best ideas come from non-lawyers.'

Another non-lawyer is Tom Hale, a former customer complaints officer who was persuaded to join the legal function as a privacy expert and is noted 'awesome' by Swallow.

Jenifer Swallow, Transferwise



We want to know if we are helping the business be confident.

He is also the lead singer of the TransferWise band, where Swallow occasionally cameos as a backing dancer.

She says that a priority for 2018 is to continue to build out the legal function. TransferWise is in the process of recruiting a corporate lawyer to support Swallow, while an intellectual property expert is also on her wish list.

She believes that her legal team holds itself to a higher

standard than most, measuring themselves on net promoter scores, an index that ranks how likely someone is to recommend their service to others. 'We work in a way which is very congruent with the values of the company. This company got where it is because it was able to move fast. When legal teams are brought in, it starts to slow down because people get nervous. We want to know if we are helping the business be confident.'

THE TEAM ELITE

A professional portrait of Kirsty Cooper, a woman with short, wavy brown hair, looking slightly to her left. She is wearing a blue top and a pearl necklace. The background is a blurred cityscape under a cloudy sky.

INSURANCE

Kirsty Cooper, Aviva

Photographer: Brendan Lea

Chris Newby,
AIG**AIG EUROPE****General counsel:**

Chris Newby

Team size: 140**Major law firms used:**

Clifford Chance, Freshfields Bruckhaus Deringer, Berwin Leighton Paisner, DLA Piper, RPC, Clyde & Co, Eversheds Sutherland, Macfarlanes

The in-house legal team of mostly – unsurprisingly – insurance lawyers at AIG, spread across more than 40 countries in Europe, the Middle East and Africa (EMEA), sees itself as a genuine strategic partner of the broader business. '[Legal is] the moral compass of the business. You can't just be the law department; it's about finding solutions and helping the business around problems,' says EMEA general counsel (GC) and chief operating officer (COO) Chris Newby. 'Legal is recognised as a significant function within AIG Europe.'

It is this role Newby cites as a key strength of the in-house team and one he backs up with his appointment as an AIG Europe director, which has seen him advise the board for the last six years. But he also believes his team of around 140, spread across corporate secretariat, legal and regulatory compliance, has significant strength and depth, with few people leaving the team over the last five years. This has been achieved, he says, by expanding the roles of people it might otherwise be difficult to promote.

'We build links with law firms at all levels through our team to help their career development, so that as lawyers go through firms, from mid-level associate to senior associate to partner, our lawyers move up at the same rate.'

This in-house experience and internal knowledge is matched by the team's spread across AIG's 25 European businesses, with lawyers in most of its major countries. This means the team can give the business a 'pan-

European' view without having to rely heavily on external counsel. As Newby says: 'There isn't really any area that we can't cover internally in some shape or form.'

Newby is also the chair of the AIG EMEA diversity and inclusion council, and points out that his team has a lot of female lawyers, as well as ingrained flexible working and maternity leave initiatives. 'We have a pretty open policy on that side of things, which means our female talent is not leaving the business.' AIG legal counsel Samantha Stocker is one Newby points to as a 'home-grown' future leader who has particularly stood out of late.

The in-house team has long been seen as a leader in innovation and technology, an area it still focuses on, particularly through an automated service centre in Manila and through an in-house workflow tool the business built itself. Newby also took on the in-house COO role last year, a position he sees as overlapping with his senior leadership role and core job as GC.



Kirsty Cooper, Aviva

Photographer: Brendan Lea

AVIVA**General counsel:**

Kirsty Cooper

Team size: 324**Major law firms used:**

DLA Piper, Allen & Overy, Linklaters, Latham & Watkins, Slaughter and May, Pinsent Masons

The strength of leadership in the highly-regarded in-house team at FTSE 100 insurer Aviva is consistently praised, even as the team saw significant change over the last year. And it is not just the high-profile GC and company secretary Kirsty Cooper whose leadership is pointed to: new GC for UK insurance Alison Gammon, GC for Aviva Investors Rachel Wheeler, GC for international markets and group competition Lee Callaghan, and GC for M&A capital markets, Asia and digital Neil Harrison are all cited.

'Kirsty is a very effective leader and there's a really strong group of GCs just below her,' says Pinsent Masons head of financial services Alexis Roberts.

'They are all strong and have a range of expertise.'

Cooper reiterates the sentiment, while going further: 'I've got in my direct reports some exceptional leaders, but we've also got some exceptional technical expertise, both in the leaders and further down, especially in UK insurance and some of the more technical areas.'

Cooper manages 224 people in the UK, of which the vast majority are lawyers, as well as 100 across the rest of the world in areas such as Canada, Poland, Singapore and Hong Kong. The broader Aviva group restructured in 2017, merging the UK life and general insurance businesses. This saw Cooper cut her direct reports from 12 to seven and led to a decision to have one GC responsible for the new arm: a role filled by Gammon, who joined from healthcare group Bupa last year.

The reshuffle followed the departures of the highly-regarded Aviva UK Life GC Monica Risam, who joined Lombard International Assurance, as well as Tim Vickers, who led Aviva's general insurance

legal team. Cooper comments:

'Alison's been a great hire and really hit the ground running. She had both the experience of life insurance and general insurance, and with the businesses coming together I wanted someone who had experience in both.'

Aside from the restructuring, other recent standout work includes the acquisition of Friends Life for £5.2bn in 2015 and integration work to bring the two companies together. Cooper also points to the team's work on the company's MyAviva platform and 'Ask It Never' proposition – an advanced form of underwriting that enables the customer to receive a quote after answering a few simple questions.

Recently-appointed head of legal operations Amanda Brock has been charged with leading the team forward on innovation.

'We'll get some quick wins this year,' Cooper says. 'Having somebody like that who really holds you to account in terms of performance and efficiency management is really, really important.'



Alan Porter, Prudential

PRUDENTIAL General counsel:

Alan Porter

Team size: 220**Major law firms used:**Clifford Chance, Linklaters,
Cleary Gottlieb Steen &
Hamilton

Life insurance giant Prudential GC Alan Porter oversaw serious expansion in 2017 as the company explored new markets.

A key deal was the acquisition of a majority stake in Zenith Life of Nigeria. The transaction, which was completed in July, also saw Prudential enter into bancassurance partnerships with Zenith Bank in Nigeria and Ghana. Above all, the deal represented Prudential's entrance into the Nigerian market, Africa's largest economy. Prudential's group and Africa legal teams played a pivotal part in striking the deal. Simon Ramage, who has been with Prudential since 2010, heads up the company's group legal function. Kim Bromley, Prudential's head of legal for Africa, has been with the insurer since 2012.

The group and UK legal teams also picked up prominent roles in striking a ten-year strategic partnership with Tata Consultancy Services, a global leader in IT, business process and digital

services. The rationale behind the partnership was to use Tata's expertise to enhance Prudential's services to UK savings and retirement customers.

Last year also saw Clifford Chance advise Prudential for the first time on a heavyweight transaction. The Magic Circle firm, led by finance partner Maggie Zhao and M&A partner Hilary Evenett, was on hand as Prudential picked up a vital share of Bradford & Bingley loans from the UK Government, the total value of which was £11.8bn.

At the time, Zhao said: 'To our knowledge, it is the first large-scale UK portfolio acquisition won by an insurance company through a competitive bidding process. This is also one of the first transactions Prudential put together to implement its pan-European portfolio acquisition strategy, competing directly with traditional private equity houses and asset managers in this market.'

Porter comments: 'Our role is to support the Prudential group in achieving its strategic and operational objectives while ensuring that it manages legal risk. It does this through integration with the business, a seat at the group executive committee table and close involvement with our individual business unit leadership teams.'

Porter recently created the role of head of operations for group legal, governance and secretariat. Benjamin Devon, a risk and compliance lawyer who has been with Prudential since 2013, assumed the new role and is tasked with promoting greater collaboration between the group legal, governance and secretariat functions.

'We provide a supportive environment to our colleagues and actively encourage career development opportunities across our geographies,' says Porter. 'This model is designed to enable our lawyers to fulfil their potential and drives our success as an in-house legal community.'

We support
Prudential
through our
integration with
the business,
a seat at the
group executive
committee
table and close
involvement
with our
individual
business unit
leadership
teams.

LEGAL & GENERAL GROUP**General counsel:**

Geoffrey Timms

Team size: 35**Major law firms used:**

Slaughter and May, Clifford Chance, Eversheds Sutherland, Pinsent Masons, Macfarlanes, CMS Cameron McKenna Nabarro Olswang, Simmons & Simmons

'As GC I find it invaluable to have a strong legal team,' says Legal & General's Geoffrey Timms. 'They enable me to stay employed without doing much work.'

Getting there took a lot of work on Timms' part, however. 'The team is fairly unstructured, but unstructured co-operation is the hardest thing of all to achieve. I have tried to build people around me who are capable of getting on with things without direction. My philosophy is that if one of my lawyers has something to raise, they should go directly to the chairman rather than relying on me as the conduit. I want the fantastic work my team does to be seen directly by the business.'

The success of this policy is evident in the diverse career paths some of Timms' senior lawyers have taken. Kaye Maguire left to become chief legal and resourcing officer to Legal & General Investment Management in 2017. In this role Maguire will be responsible for HR across a business unit that currently has around £1trn assets under management. Similarly, Natasha Mora, GC of corporate and Legal & General Capital, will shortly be moving to Australia to run Legal & General's Asia-Pacific business operations.

'Anyone who has an aspiration to move into business will be snapped up,' comments Timms. 'The company can see the value lawyers bring to the table and are happy to move them laterally into non-legal roles. The breadth of Legal & General's operations – covering everything



If one of my lawyers has something to raise, they should go directly to the chairman. I want their fantastic work to be seen.

Geoffrey Timms, Legal & General

from clean energy to aircraft leasing – also gives our lawyers plenty of scope to build up a range of expertise and skill. It has been several years since we lost someone senior to an external recruiter – the opportunities within the group are just too good to match.'

Chief executive Nigel Wilson describes the legal team as the midfield of the business: 'They bring the grit that stops us conceding goals and the flair that allows us to score. Often, Geoffrey and I will form a negotiating team with the senior lawyers. I never see that on the other side of the table.'

The trust the business places in its lawyers is also shown by their close involvement in commercial matters, with the team effectively left to run many of the group's M&A deals. Last year, Claire Singleton, GC of Legal & General Capital, ran the £630m sale of its Mature Savings unit to Swiss Re and was also closely involved in Legal & General's

acquisition of the remaining stake in CALA Homes, the UK's tenth-largest housebuilder.

That deal, says Timms, reflects Legal & General's commitment to developing new product lines. 'Things like urban regeneration have been a major focus for us in recent years. Few people are aware that we are at the forefront of building modular housing in the UK. We try to be a market disruptor, both because we like to do new things and because we have a lot of long-term financial commitments. There is nearly £80bn on our annuity book, so we need to think long term and find assets and investments that will deliver over a 40-year cycle. As the market shifts, the longevity and credit risks we have to be aware of as lawyers shift with it. That comes back to the need for a legal team that is comfortable working outside the confines of the law, addressing senior figures in the business.'

It's a conscious decision to have such a small team. People have fewer roles but are focused on what's important for the business.



Charlotte Heiss, RSA

RSA

General counsel:

Charlotte Heiss

Team size: 25

Major law firms used:

Slaughter and May,
RPC, Linklaters

Charlotte Heiss, GC of insurance giant RSA, is no stranger to the *GC Powerlist*, having been named as a Rising Star in the 2014 edition.

This year her legal team is highlighted after a standout performance. The function consists of a small head-office team of two lawyers, both of whom have an 'incredibly broad role'. There is a five-strong team of company secretary staff, in addition to regional GCs in Canada, Scandinavia, the UK and the Middle East, all of whom have a team underneath them.

Despite the small size of the head office team, it played a significant part in one of RSA's

most important pieces of work in 2017. Senior legal counsel Yvonne Lee, who has since left to join Slaughter and May as senior counsel, supported Heiss on the issue of two floating-rate restricted tier-one notes of around £300m in aggregate size.

Slaughter's capital markets partner Guy O'Keefe advised RSA on the mandate. He comments: 'Charlotte Heiss is a very impressive GC and very good to work with. I have been involved in several transactions where her advice has been much needed. She is a very good advisory GC to the board too.'

O'Keefe also praised RSA's head of legal for the UK and international business, Jonathan Cope, describing him as 'a very good transactional lawyer'. Of the team as a whole, O'Keefe says: 'It might be a small team, but it rightfully has a strong reputation.' This supports Heiss's assessment of her own group: 'It's a conscious decision to

have such a small team. We are a business that is undergoing transformation and my team is regarded as best in class. People have fewer roles but are focused on what's important for the business. We can attract and retain really high-quality people.'

Another major transaction for RSA came at the beginning of 2017, when it disposed of £834m of UK legacy liabilities to the Enstar Group. Heiss led on that deal again, supported by Cope. She regards this work as some of the most substantial handled last year, describing it as 'an ongoing process.'

While not a dedicated head of legal operations, Peter Townsend, RSA's head of financial crime, deals with a lot of that type of work. Reporting on a dotted-line basis to Heiss, Townsend is spending half his time making sure RSA will be GDPR-compliant. 'GDPR is taking a lot of work, but we are confident we will get there before May,' Heiss says.

THE TEAM ELITE



PHARMACEUTICALS
AND HEALTHCARE

Penny Dudley, Bupa

SHIRE**General counsel:****Bill Mordan****Team size: 150****Major law firms used:****Slaughter and May**

Bill Mordan and the in-house legal team at FTSE 100 pharmaceutical company Shire have – typically for the industry – been mainly occupied with patent litigation during 2017, but have also been involved in some high-profile regulatory and corporate work.

On the patent dispute front, Mordan insists his intellectual property team, headed by Jim Harrington and David Banchik, is generating revenue for Shire, rather than acting as a cost centre.

However, the most notable matter from 2017 was an antitrust dispute against rival Allergan. Shire alleged that Allergan broke antitrust laws to preserve its 90% share in Medicare prescription drug plans for its dry-eye drug Restasis. Mordan argues: 'We are defending our right to introduce new products to a market in which they have a dominant share.'

Mordan is particularly proud of his team's patent litigation pedigree and says: 'We don't lose many cases. It's very hard to duplicate the science we develop. We're not trying to boil the ocean; we're looking for products to treat specific diseases.' However, he insists: 'Patent litigation is always the most aggressive, the riskiest and the most lucrative. We actively recover and license a lot of products. We generate revenue.'

Commercial counsel Jason Baranski and head litigation counsel Chris Allen are the standout individuals acting on the Allergan matter, according to Mordan. In terms of non-contentious work, the Shire team has spent a lot of

**Bill Mordan, Shire**


time developing new manufacturing facilities. One such factory, based outside Dublin, has taken up a large chunk of time from Shire's head of regulatory, David Altarac. Mordan says: 'It's going to be a premier bio-reactor facility. This will be best-in-class. When we build a facility we are constantly interacting with regulators. Every stage of development requires approval and visits by regulators. It can be an extremely complex and stressful process.'

Claire Debney, Shire's well-respected director of legal operations, also has responsibility for the company's in-house training programme, POD (people, operations and development). Meanwhile, Shire's head of corporate, Jeff Prowda, doubles up as head of legal operations. Jennifer Moitoso, who is involved with Shire's portfolio management, is well regarded internally, as is Kevin McGough, who handles much of Shire's relationships

We don't lose many cases. It's very hard to duplicate the science we develop.

with external law firms.

Mordan says Shire has 'all the technology you'd expect from a FTSE 100 company', including contract management and asset management systems. However, he argues the most important aspect of the technology is having an internal system that allows these different innovations to speak the same language. 'The infrastructure is not romantic or sexy,' he says. 'It's nuts and bolts. But it's where the real efficiency is right now.'



We try not to have this separation between the business and legal.

Penny Dudley, Bupa

BUPA

General counsel:

Penny Dudley

Team size: 156

Major law firms used:

Slaughter and May, White & Case, Herbert Smith Freehills

A recurring theme among leading in-house legal teams is the ability to not just provide technical legal advice, but to supplement it with business nous. This is the philosophy Penny Dudley, Bupa's chief legal officer since early 2016, tries to instil in her team of more than 150 working across 13 countries.

'The legal function operates as an integral part of Bupa; we try not to have this separation between the business and legal,' she says. 'While we can obviously recruit people with significant technical ability, it's interpersonal skills, business knowledge and management influencing that make a difference.'

The international healthcare company employs more than 78,000 people – a quarter of whom are in the UK – and mostly

focuses on health insurance, as well as healthcare provision. The group's earnings are about £12.2bn, with key operations in Australia, Spain, Chile, Poland, Hong Kong, Brazil, New Zealand, Saudi Arabia, India and the US. As such, the legal team at Bupa was involved in a significant number of deals during 2017: completing the acquisition of Oasis Dental Care in the UK for £835m, as well as the sale of 110 care homes to HC-One for £300m. Dudley's team also worked as part of the core team on a data incident affecting its insurance business in mid-2017 when an employee inappropriately copied and removed customer information from the company, affecting about 108,000 insurance policies.

She says technology plays two roles for the in-house team and wider company: first, changing how it interacts with its customers, and second, allowing the legal function to be more effective. Bupa's focus on digitising the customer experience raises a number of issues that legal contributes to, but the team also tries to make use of technology to connect seamlessly across its different

jurisdictions. Senior legal adviser Angelique de Lafontaine is highlighted for her contribution to the new innovation hub, working on a number of projects, as well as developing strategic partnerships in innovation. The team is also trialling DocuSign, but Dudley admits: 'We're still at an early stage of where I'd like us to get to as a digital function.'

Bupa's in-house function introduced a legal operations manager in 2016, bringing in Rachel Kerr from PwC. Dudley says the role was created after recognising the demands of the function had increased to a point where someone who had operations skills would be beneficial. The team stresses the importance of being able to work in an agile way and that, where possible, the internal team leads on the bigger and more complex projects, rather than outsourcing it to external counsel.

'Legal departments spread across multiple jurisdictions means there are many jobs and tasks where an effective operations manager will be able to connect people, helping to bring the legal team together as one.'

GSK CONSUMER HEALTHCARE

General counsel:

Sean Roberts

Team size: 50

Major law firms used:

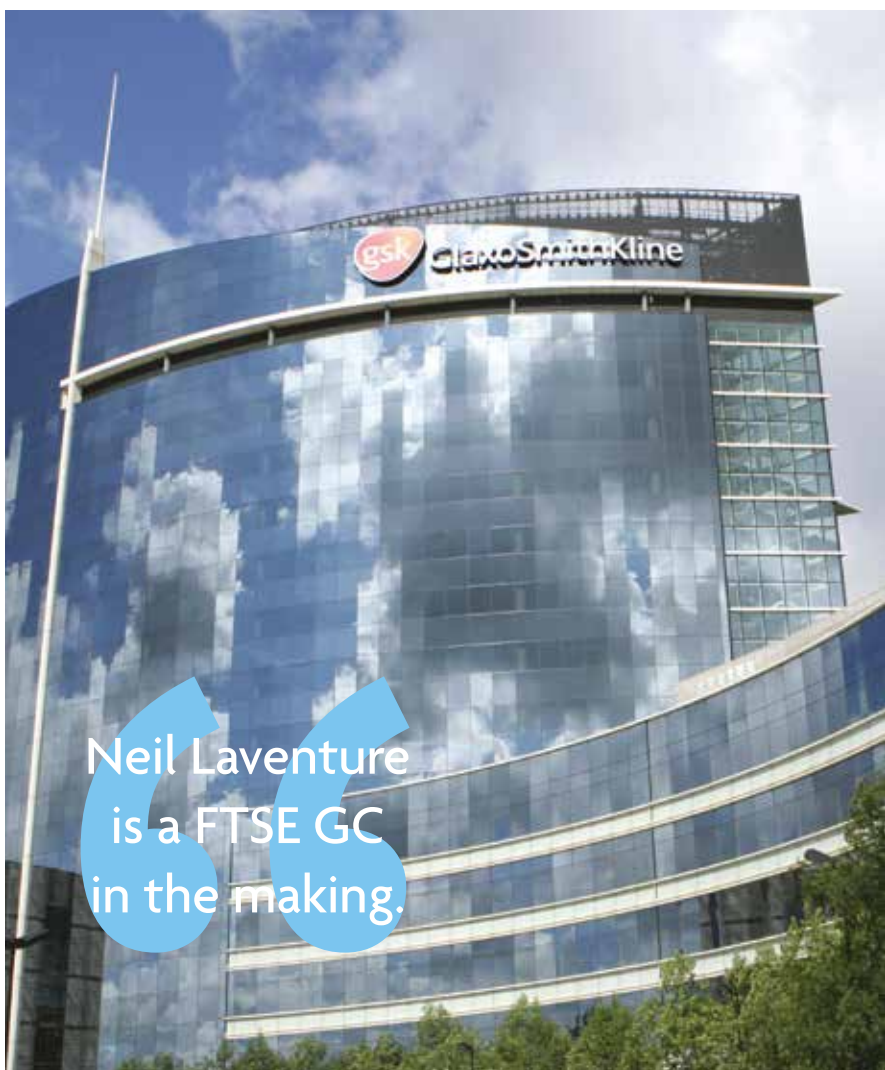
Slaughter and May, Allen & Overy, CMS Cameron McKenna Nabarro Olswang, Latham & Watkins, Bird & Bird, Simmons & Simmons, Addleshaw Goddard

In 2014, GlaxoSmithKline (GSK) and Novartis announced a major three-stage transaction that would see the UK-listed company swap its oncology business for the Swiss pharma giant's vaccines division while entering into a consumer healthcare joint venture.

Since that deal began in 2015, the GSK Consumer Healthcare team has been closely involved in the legal and operational aspects of integrating two distinct legacy cultures together under a single business unit to form the leading over-the-counter medicines company in the world.

Led by Sean Roberts, a global team of 50 lawyers oversees GSK Consumer Healthcare's operations and is, says Allen & Overy partner Matthew Appleton, among the best in the sector. 'The legal team continues to deal with the fast-changing business in a rapidly evolving sector. They have worked to develop an innovative structure – the consumer health joint venture – which has been a great success reflecting the legal team's hard work.'

A number of figures within the team were singled out for praise, including Neil Laventure. Described as 'a real talent' by Ed Barnett of Latham & Watkins and 'a FTSE GC in the making' by Appleton, Laventure returned to the UK in 2017 following a three-year spell in GSK's Singapore office to take up the position as general counsel (GC) for Europe, the Middle East and Africa, and



legal head of global categories and R&D.

Rebecca Danby, assistant GC for global R&D and Northern Europe, and Peter Currie, who heads GSK Consumer Healthcare's oral and skin health global categories and digital, were also cited as rising stars within the team.

Away from transactional work, the legal team has been at the forefront of training initiatives within the business. As Laventure comments: 'Upskilling digital capabilities is one of the key areas we have identified to help grow the business. We have developed a digital academy for our lawyers – part of a much broader training programme – and looked at ways we can improve awareness of digital issues across the business. Online advertising, e-commerce, the launch

of digital medical devices and the use of large data sets to improve the patient experience will become core to most healthcare businesses over time. We see the legal team's role as helping the business to reach its digital goals.'

This, adds Brian Sher, a competition partner with CMS Cameron McKenna Nabarro Olswang, has helped distinguish the legal team from others within the sector. 'If you're looking for an outstanding team, you want to see a group of lawyers who each take it upon themselves to drive the business forward and think about the issues that will become critical to business two years down the line. The GSK Consumer Healthcare team is very well advanced in this regard and should be recognised as one of the leaders in the market.'

THE TEAM ELITE

A professional portrait of Philip Bramwell, a middle-aged man with short brown hair, smiling warmly. He is wearing a dark navy blue suit jacket, a white dress shirt, and a dark blue tie with a small, repeating geometric pattern. He is seated at a light-colored wooden desk, with his hands resting on the surface. The background is softly blurred, showing an office environment with a plant and a window.

REAL ESTATE, INFRASTRUCTURE
AND TRANSPORT

Philip Bramwell, BAE Systems

Photographer: Juan Trujillo

We don't carry
any passengers
here – it is one
of the reasons
our lawyers are
held in such
high esteem.



Leon Shelley, Westfield

WESTFIELD CORPORATION

General counsel:

Leon Shelley

Team size: 14

Major law firms used:

Linklaters, Ashurst, Herbert
Smith Freehills, Berwin
Leighton Paisner, Greenberg
Traurig, DAC Beachcroft

Since Leon Shelley joined Westfield Corporation in 2005, the Australian shopping centre operator has sold around half its portfolio globally. In the UK, it has shed eight centres to concentrate on its flagship strategy – two sites in London with a third planned for Croydon. This is not a hard-luck story, however. Westfield has seen its revenues grow year on year and has recently completed a £600m extension to Westfield London in Shepherd's Bush.

Shelley, now director of corporate and general counsel (GC) for the UK and Europe, says the company was prescient in spotting the shift in the retail market. 'Retailers will always need flagship stores in capital cities and other strategically-strong demographic locations. We got ahead of the market by focusing on these prime assets.' A further sign of Westfield's growth is its ongoing development of the new £1.4bn complex in Croydon, part of a long-term plan to regenerate the area.

Westfield's proposed merger with French property investor Unibail-Rodamco is an indicator of how retail is changing, says Shelley. 'Over the last decade there has been a shift in power toward major retail brands who take a very strong negotiating position against shopping centre owners and landlords. The wave of mergers we are seeing is an attempt by owners to take some power back.'

Bricks-and-mortar retail is facing an even bigger threat: e-commerce. Last year Westfield relaunched its technology division, OneMarket, to focus on bringing shopping centre owners together, including those operated by its rivals. '[Amazon's] advantage is in the number of potential customers it has access to,' says Shelley. 'To ensure we stay meaningful as an industry we need to recognise that and get in the game now. By working together we hope that shopping centres will be able to compete with online retailers on a more even playing field.'

The legal team's ability to keep on top of these numerous trends caught the attention of nominators. Ashurst's global head of real estate, Hugh Lumby, comments: 'One of the great teams I've worked with in the course of my long career is Westfield. They are absolutely phenomenal. Leon Shelley deserves to be recognised as a standout figure in the market, but his entire team

displays the same qualities. They have led the company through a whole series of very complicated real estate deals. It is rare to see a legal team driving a business forward and taking difficult decisions, but like all successful businesses, Westfield has put its lawyers at the front to facilitate deals.'

The team's ability to engage with the business has been fostered by Shelley's approach to management. 'If a junior lawyer asks me a question, I refuse to answer. Instead, I say: "Come back with an answer and I will tell you if that answer is correct." It's a very good way of training people to be independent. We don't carry any passengers here and it is one of the reasons why our lawyers are held in such high esteem. They are embedded in the business, sitting in the development, leasing and construction teams. I would go so far as to say that some of our development lawyers are better developers than the developers employed by other companies in this sector.'

Standout figures within the team include deputy GC Amanda Beattie, described as a 'brilliant lawyer' by Lumby, and GC for leasing Philip Sorensen: in Shelley's words a 'seasoned negotiator' who has been instrumental in the Westfield Milan project, Italy's largest retail and leisure destination.



BALFOUR BEATTY

General counsel:

David Mercer

Team size: 32

Major law firms used: Pinsent Masons

It feels an age since global infrastructure group Balfour Beatty announced its seventh profit warning in a couple of years, had its chief executive quit and was in the midst of merger talks with rival construction group Carillion. But this was little more than three years ago. Carillion recently spectacularly collapsed. Balfour Beatty, meanwhile, in March announced it had more than doubled its underlying profit for the 2017 financial year to £196m, while having an order book worth £11.4bn.

Behind this has been the admired in-house legal team led by David Mercer, who was promoted to group GC and head of legal in mid-2015, replacing Chris Vaughan.

A trio of leaders below Mercer, however, are also credited for their work: associate GCs Terry Styant and Mike Dallas, and deputy GC and head of group legal and compliance Keely Hibbitt. Pinsent Masons head of client strategy Alastair Morrison observes: 'Within the function you've got a really high-quality team that's been able to work through a range of different issues.'

Morrison knows the team well, given his firm's longstanding sole-supplier mandate with the FTSE 250 company that kicked off in 2013 and was this year re-signed until 2020. The latest partnership has introduced new pricing structures for greater flexibility, such as variable fixed-price arrangements for routine projects, rather than a single capped fee for all business-as-usual matters, as was the case previously. Pinsent's routine work will also generate credits that can be offset against legal spend on more complex work also handled by the firm. These credits can also be used for advice on the design

and implementation of legal process technology.

Mercer says of the deal: 'We've unlocked significant value for Balfour Beatty through our partnership approach and remain committed to driving continuous improvement. We are now working together on tech-led innovation, blending legal service provision, in-house engagement and business system integration that is changing the way we do business and helping us to lead in this challenging market, not least in extracting maximum value from every legal pound spent.'

Morrison credits Mercer and the in-house team for its role in seeing Balfour Beatty come out of its rough patch: 'The team has stuck with David through that period. He's seen a lot of different things over his career and was the right person to guide them through this. He's a guy who has got bags and bags of experience; he's very calm and a good relationship person but also a strategic thinker as well.'

This is, you will
be pleased to
know, a very,
very, heavily
regulated
industry.

Philip Bramwell, BAE

Photographer: Juan Trujillo

BAE SYSTEMS

General counsel:

Philip Bramwell

Team size: 250

Major law firms used: Allen & Overy, Linklaters, Eversheds Sutherland, Freshfields Bruckhaus Deringer

'This is, you will be pleased to know, a very, very, heavily regulated industry,' defence multinational BAE Systems group GC Philip Bramwell says. 'We have, from the boardroom down, no appetite for breaching laws or regulations.'

Bramwell, a veteran lawyer of more than 30 years, including time as GC at mobile operator O2, is enjoying his longest-ever stint in the same job after becoming BAE GC in 2007. This tenure has led to the development of a mature legal department, numbering around 250 people, split between lawyers and regulatory experts. The department is spread across the world, chiefly in the key markets of the UK, US, Australia, India and Saudi Arabia. This spread, for a company that employs more than 80,000 people overall,

makes cohesion within the legal department an absolute must.

This, Bramwell believes, is achieved through a clear understanding of legal value-add, influenced by US academic Constance Bagley's work, 'Winning Legally: The Value of Legal Astuteness'. This is characterised as investing in the business to make it more 'legally astute', otherwise in-house demands will constantly be proportionate to the scale of the business, 'the ultimate objective of which is to create a business that has a better knowledge of law and regulations than its competitors and is able to use that to its competitive advantage'.

Bramwell tracks this with monthly value-add reports from his lawyers around the world, detailing things they have done that add to the company's knowledge above and beyond the day job: in November, for instance, the team spent about 300 hours delivering online training to 5,000 people at the company. The 'dream' is to keep the business aware of legal developments, risks and regulations so that it in turn generates less work for the in-house department and improves efficiency overall.

'The key with large multinational legal departments is controlling costs worldwide.'

BAE might spend seven years trying to win a contract for £5bn, but the classified nature of many of the headline projects the team has worked on means Bramwell cannot talk about them. He points to global chief counsel of compliance and regulation, Joanna Talbot, as worthy of mention, while head of labour law Victoria Halliday had an enormous workload not only because of a management restructure but with implementing the first phase of GDPR compliance.

Bramwell expects the drive for efficiency to dominate for the foreseeable future, particularly for a company that ultimately supplies armed forces at the expense of the taxpayer. The team is not at the bleeding edge of technological development, as many solutions on the market are hosted in the Cloud, which presents security issues for BAE. 'Although we look on enviously at what the banks and others are doing, and what the start-ups are doing, we've not yet found a package that will add a lot of value. It's a bit frustrating really.'

PERSPECTIVES

Philip Bramwell, group general counsel, BAE Systems

How is your legal team structured?

If you're a Western defence company, you're basically dealing with the Five Eyes nations [Australia, Canada, New Zealand, the UK and US]. BAE Systems is the most global of the defence companies, so our legal department reflects that. We number about 250 overall – half lawyers and half regulatory experts. The basic principle of the organisation of the legal function around the world is to have the lawyers as close to their client base as we can get them, so it's a blend of commercial generalists and making sure that we've got geographies covered where we have multiple lines.

How has it evolved?

It will flex from time to time, even in a mature legal department. An area like cyber security is big for us now; it wasn't five years ago. Broadly, our concept of operation remains the same. We have a clear sense of legal community globally and all meet once a year.

What is that concept of operation?

We have a very clear understanding of legal value-add, influenced by the work of American academic Constance Bagley, which splits in-house work into three prongs. The first is latent demand from people in your organisation looking for legal advice: that's good we want to be in demand, but it's self-diagnosed. That's the pull dimension, whereas the push dimension is the work we do to enhance and protect the value of the enterprise, work across the business to meet standards set by the board, which has no appetite for compliance or regulatory failures. Bagley says there has to be a third dimension, however, or else it's a zero-sum game. If you don't invest in making the business what she calls more 'legally astute' – more aware of the laws and regulations that affect it – then you will in perpetuity have a constant level of demand that's proportionate to the scale of the business and it will not learn to be smarter.

How do you measure that?

Those three dimensions inform the way that we manage and think about legal value-add and also the way that we articulate to management what we are delivering. I get third dimension legal value-add reports monthly from my lawyers around the world that say: 'These are three, four things we've done over the last month that are adding value above and beyond the day job.' It might be two hours of training

to 100 people on a piece of regulation, which reduces our risk of violations. Training is a classic example of somewhere we want to make a very heavy investment. Keeping managers aware of legal developments, legal risk, regulatory risk, means they in turn generate less work for us. That's the dream.

It's about front-footing problems?

Front-footing: that's a better way of putting it. I'll steal that.

How do you manage the three dimensions effectively?

I have to make a business case like anyone else looking for investment, so when I need more headcount I go to the chief executive and say we're altering a few things, but we're probably looking at a few extra heads and if we don't we're going to face big external legal bills. Is my team drinking from the firehose or are they going to have sufficient capacity to get out in the business with their non-specialist colleagues and raise the state of awareness in the business? I've never been refused when I've made a business case.

How have the demands on in-house teams changed?

We're very fortunate to take associates and senior associates from top-flight law firms around the world and we benefit from that enormously. If you get a great gene pool then you will have an adaptable and hugely-able legal department, and I believe that's what we've got. We have people willing to uproot and take themselves off to other sides of the world, making huge sacrifices with young families. I think international career experience is going to be important for those who want to reach management levels in the legal departments in global companies, I spent a decade overseas in my career and it helps you in a number of things. First of all it helps you to put your own home country in context. You talk to people and socialise with people who are not your countrymen and don't know anything about your country. The UK thinks it's the centre of the universe. Years later, as a GC, you have some empathy with what people are going through in overseas assignments: it's a non-trivial thing to ask someone to do. Looking forwards – certainly for the Millennials that we're recruiting – getting them international experience is really important.

NETWORK RAIL
General counsel:

Stuart Kelly

Team size: 26**Major law firms used:**Eversheds Sutherland, Ad-
dleshaw Goddard

Network Rail GC Stuart Kelly's second stint at the UK railway infrastructure owner, and subsequent promotion to its top legal job in early 2017, has come with what he describes as a more focused alignment of the legal team and the business's needs – a 'massive shift from a decade ago'. Kelly believes this is the engine behind his 26-strong legal team and has led to legal becoming more embedded within the organisation.

Such an approach is highlighted by Network Rail's longest-ever panel review process, kick-started in early 2018 for work that could be worth up to £70m over five years from next April. This panel review is Kelly's first since being promoted from deputy group GC following the departure of Suzanne Wise in March last year to Japan Tobacco International.

Network Rail's new panel is expected to cover a full range of legal services to support the in-house team on its corporate functions and route businesses between 2019 and 2024. The £70m will be spread among a small number of suppliers Network Rail expects will provide innovative approaches to ensure value for money. The tender document says: 'We would like to encourage prospective bidders who are forward thinking, committed to innovation and who are open to alternative ways of delivering our requirement for a full legal service.' The review will be led by Network Rail routes businesses GC



Dan Kayne, who, along with group and Europe GC Steve Davey, was recently promoted and earns praise both internally and externally for his work.

Kelly says Network Rail will spend longer working on its new panel than the company has ever done before, aligning it with a new five-year corporate strategy for the overall business: 'The whole organisation has been on a journey towards more devolution from the centre – it has been quite political – and we've evolved to match that corporate devolution.'

Network Rail is also working with a legal software start-up Apperio, which boasts online food delivery company Deliveroo as a client, and is implementing new data systems ahead of its new panel in 2019, which Kelly describes as the beginning of the firm's technological journey.

Another key project is the disposal of Network Rail's commercial property portfolio, which could be worth more than £1bn. About 5,500 properties were put up for sale in England and Wales in a bid to provide a significant cash injection to the railway owner,

Ian Gray,
Eversheds:
**Stuart Kelly is
an understated
individual who
is incredibly
well organised.**

which is spending £130m on infrastructure investment every week. This work is being led by Network Rail property GC Cathy Crick. 'It's one of our biggest transactions. This is an extraordinary disposal that has dominated their workload,' Kelly says.

Kelly draws praise from Eversheds Sutherland executive partner Ian Gray, who comments: 'Stuart is an understated individual who is incredibly well-organised. He has a challenging brief, which attracts a lot of attention. Despite this, it feels like he is running that very well.'

We do have to play the governance role, but that isn't an excuse to avoid giving practical and solution-focused advice.



Mark Gregory, Rolls-Royce

ROLLS-ROYCE

General counsel:

Mark Gregory

Team size: 60

Major law firms used:

Slaughter and May, Debevoise & Plimpton

'We're not the "Department of No"; we're not the "Deal Prevention Unit"; and we don't sit in our ivory tower with the big book of law,' says Rolls-Royce GC Mark Gregory about how his in-house legal team operates. 'We understand the business and can give proactive business partnering. We do have to play the governance role – staying independent and objective – but that isn't an excuse to avoid giving practical and solution-focused advice as part of an integrated team.'

Gregory was only appointed GC in late 2015, rising from head of legal and commercial at the FTSE 100 British engineering heavyweight to replace Robert Webb QC, but is already credited for his role in driving cultural change and business simplification at Rolls-Royce. It has been a challenging time to land such a role, too, with the business,

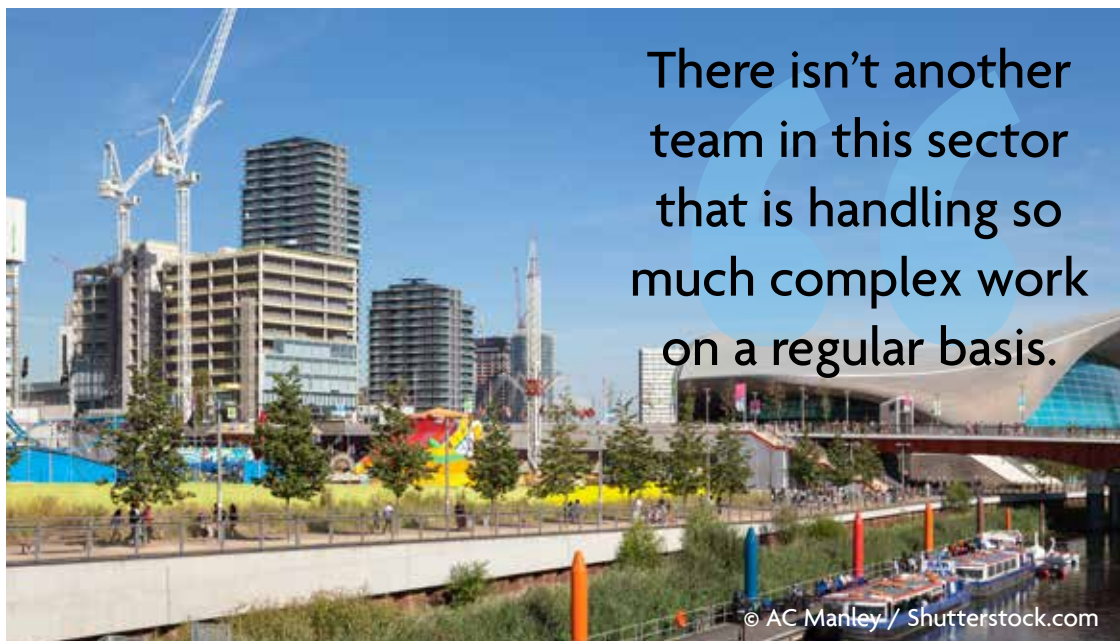
which last year reported revenue in excess of £16bn, dealing with probes, profit warnings, leadership changes and shareholder activism.

The most high-profile have been investigations into bribery and corruption by the Serious Fraud Office, US Department of Justice and Brazil's Ministério Público Federal, resulting in deferred prosecution agreements announced in early 2017 and penalties totalling £671m. This was managed by a small central team working with external counsel, Gregory says. Meanwhile, in 2016, US activist investor ValueAct Capital secured a place on the company's board after building its stake in the company following profit warnings a year earlier.

Eversheds Sutherland co-head of global company commercial Keri Rees says Gregory led his team during a very challenging period for the business while supporting its focus on transformation and reducing costs. He credits the team for tightening management of external legal spend, lifting operational excellence and aligning and integrating the function with the business: 'Mark and his team are playing a crucial role in the evolution of Rolls-

Royce as it moves on from such challenges, and looks to drive culture change and business simplification. [They] have also implemented new models of working that align to the business's wider strategy to become a leading technology company and drive digital technology.'

Gregory adds that, similar to many other in-house teams, Rolls-Royce expects the legal arm to be more than lawyers and instead partners willing to stick their necks out. It also faces the ongoing challenge of cost and efficiency, transparency and accountability. Collaboration is key, while the company's chief executive has charged legal with setting an example in innovation. A chief operations officer, Deborah D'Aubney, has been working in the last few months to help drive this change, but Gregory admits the team is behind on technology: 'I see that as an opportunity to leapfrog: one of the group strategic priorities is around driving a 'digital first' mindset and we're embracing that. There's lot of exciting technology out there that we can embrace to drive commoditisation, automation and simplification.'



There isn't another team in this sector that is handling so much complex work on a regular basis.

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LENDLEASE

General counsel:

Mark Packer

Team size: Eight

Major law firms used: CMS
Cameron McKenna Nabarro Olswang

The real estate sector has not traditionally been home to large teams of in-house lawyers. As such, the eight-strong UK-based legal team at Australian construction, property and infrastructure group Lendlease is relatively large for the market. Even so, says GC Mark Packer, the amount of work the team gets through is genuinely impressive.

'Competitors may work on one or two projects, but we are doing everything from investment to development to construction at the same time. There isn't another team in this sector that is handling so much complex work on a regular basis.'

In the past year, that work has included supporting the delivery of Google's new King's Cross headquarters, negotiating commercial agreements for the International Quarter in Stratford, Lendlease's £2.4bn joint venture development with London

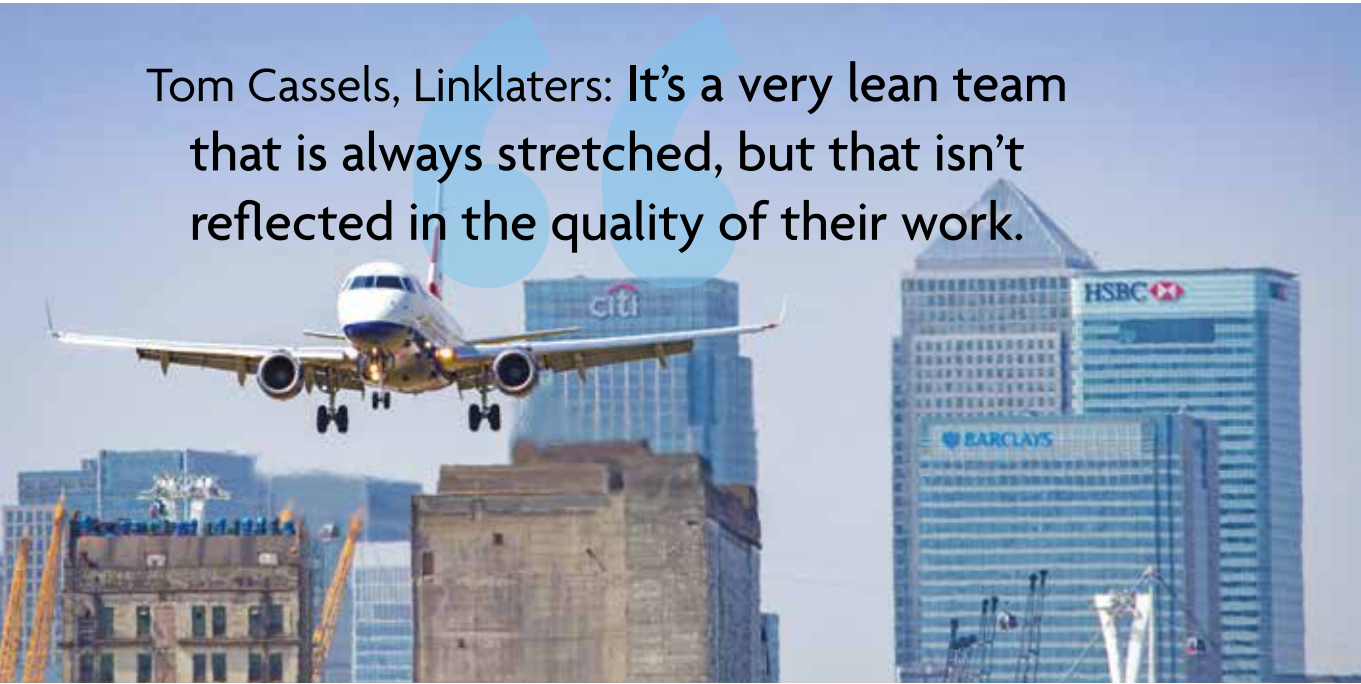
Continental Railways, securing a role as contractor on Scape Group's £7bn National Construction framework, and forming a £1.5bn build-to-let partnership with CPP Investment Board to develop private rental and affordable homes at Lendlease's Elephant Park development in Elephant & Castle.

Packer and his team have also been increasingly busy in Italy, where a spate of new ventures have seen Lendlease become the country's largest property developer. These projects include acting as contractor to the €2bn Milano Santa Giulia development, a green and residential district under construction in the south-east periphery of Milan, and as preferred bidder to redesign Milan's 100-hectare 2015 world expo site. Lendlease has also entered into a joint venture agreement to work on Rome's new Pescaccio shopping centre – one of a number of urban regeneration schemes Packer's team is now working on.

In these matters Packer has been supported chiefly by Amy Cashman, who joined the UK team from Lendlease's Australian office in 2016 and is tipped as a rising star in the sector. He has also been able to draw on the experience

of Joanna Brown, one of the most experienced members of the team and a well-known figure in the real estate community. Brown moved from her native Australia to join the London office shortly after it was established and has been a key figure in some of Lendlease's most high-profile matters in the City, including its Greenwich Peninsula development, now owned by Hong Kong-based developer Knight Dragon, and the initial bid for work on the redevelopment of Battersea Power Station. She is now leading on the company's Elephant & Castle scheme.

The core of the team, however, is formed of lawyers with similar levels of experience: Ruby Jhita, previously a Lendlease secondee, joined from Nabarro in 2016. Senior construction lawyer Peter Duncan joined from Heathrow in 2014 shortly after legal counsel for Europe Tom Grundy had joined from Eversheds. 'Having people at the same level of experience and seniority helps to make a team entrepreneurial,' says Packer. 'They know they are competing for face time with senior business leaders, which produces a friendly rivalry across the team. I can't think of a better way to encourage career development.'



Tom Cassels, Linklaters: It's a very lean team that is always stretched, but that isn't reflected in the quality of their work.

BRITISH AIRWAYS

General counsel:

Andrew Fleming

Team size: 26

Major law firms used:

Slaughter and May, Baker McKenzie, Addleshaw Goddard, DLA Piper and Linklaters

You do not have to be an aviation geek to join the lean British Airways (BA) in-house legal team, but head of legal and company secretary Andrew Fleming believes the combination of the airline's brand and the nature of the work attracts strong talent regardless, allowing him to be picky about who he hires: 'That's an advantageous starting point. The nature of the industry we work in, the whole variety and unpredictability of the work, makes it really challenging, but that also keeps it interesting for everyone.'

Fleming – head of legal since the £5bn merger of BA and Spanish carrier Iberia in 2011 – has a 26-strong in-house legal team covering employment, commercial, regulatory, litigation and

competition, mostly based in the UK with a team of four in New York. One partner at a major global firm says the BA team is constantly moving from one big, high-profile issue to another: 'There's quite a lot of crisis management that it handles very effectively.'

In the last year or so, the BA team faced industrial action, the acquisition of take-off and landing slots at Gatwick Airport and the closure of its largest pension scheme. One of the more high-profile issues was the long-running mixed-fleet industrial action in 2017, resulting in strikes by some BA cabin crew before a pay deal was reached in October. The acquisition of the slots at Gatwick followed the collapse of low-cost airline Monarch, which was secured for an undisclosed sum. Meanwhile, BA's largest defined-benefit pension scheme closed to future accrual to be replaced with a new flexible benefits scheme.

Fleming highlights head of employment Navdeep Deol for his work on employment matters, and head of regulatory,

competition and litigation Elizabeth Hichens for her work in the acquisition of the Monarch Airlines slots. Competition lawyer Natasha Franklin, meanwhile, is also well regarded.

The team is open-minded about doing things differently, but innovation and technology will be more of a focus for this year. That said, it was a relatively early adopter of e-billing in late 2011 and has implemented other process-efficiency tools. Fleming believes the team is a true trusted adviser to the broader BA business: 'Being really smart and good at the law bit has become a given and it has been increasingly about how you can put that into effect. It's about having an intimate familiarity with the business, really understanding how you make money and what your brand is built on.'

Linklaters partner Tom Cassels says Fleming is extremely bright and willing to challenge external counsel in a constructive way. He adds: 'It's a very lean team that is always stretched, but that isn't reflected in the quality of their work. They manage outside counsel well.'

WEWORK**General counsel:**

Peter Greenspan

Team size: Four (EMEA)**Major law firms used:** DLA Piper, Covington & Burling

The disruption of traditional industries by tech-backed companies is a familiar story by now. Even so, the rapid rise of shared workspace provider WeWork has caught many in the commercial real estate sector off guard. Founded in 2010, the New York-based company is already valued at over \$20bn, making it one of the top ten start-ups globally.

In the UK, WeWork's rise has been just as spectacular. After entering the market in 2014, it is already the largest occupier of office space in central London. In spite of this rise, WeWork's business model is incredibly simple: it rents space off a landlord and leases it on for more money. Nor is it the first company to follow this model. The likes of IWG and The Office Group have been doing the same thing for decades. However, says Jonathan Wainstein, real estate counsel for EMEA, the market was due a shake up.

'Offices are among the most inefficiently-used spaces around. Most companies tend to rent far more space than they need because the decision is based either on what other similarly-sized companies are renting or a hunch. No-one uses technology to analyse how buildings are actually being used. WeWork is taking a much more sophisticated approach, using technology that helps find the right-sized office for a business. Only by mapping how different companies like to use space can we learn the best way to organise the buildings we occupy.'

Wainstein works as part of a four-person EMEA, Israel and Australia real estate legal team led by associate GC Nicholas DiChiara. As with most tech-backed



companies, WeWork has proved to be a good bet for its lawyers. Its first GC, former Wilmer Cutler Pickering Hale and Dorr partner Jen Berrent, was given additional responsibility as chief culture officer before being appointed as the company's chief operating officer in 2017. The GC role has since been filled by former deputy GC, Peter Greenspan.

While it has challenged vested interests, WeWork is hardly playing David to the Propco Goliath. JPMorgan Chase & Co and Goldman Sachs were early investors, while venture capital

outfit Softbank Group has sunk \$4.4bn into the company so far. Is WeWork a credible long-term threat to the incumbents? Mat Oakley, head of European commercial research at Savills, thinks so. 'Every industry in the world seems to be heading toward a small number of leviathans that dominate the market. WeWork will be one of the leviathans in the real estate space. It will be difficult for a traditional landlord to move its feet quickly enough or for an emerging competitor to gain enough momentum to challenge them.'



Tim Ashby, Landsec

LAND SECURITIES GROUP

General counsel:

Tim Ashby

Team size: Six

Major law firms used:

Berwin Leighton Paisner, Eversheds Sutherland, CMS Cameron McKenna Nabarro Olswang

Land Securities Group GC

Tim Ashby describes his comparatively-small in-house team as typical for the real estate sphere, but the magnitude of the work it completes is anything but ordinary.

Ashby and head of legal Alex Peeke modestly recount their involvement in the £1.3bn sale of the iconic Walkie Talkie skyscraper last year. Mayer Brown, Berwin Leighton Paisner (BLP) and CMS Cameron McKenna Nabarro Olswang advised as Landsec sold the building at 20 Fenchurch Street to Hong Kong investors LKK

Health Products Group, but Ashby and Peeke argue that credit is due to predecessor Sally MacGregor, who was responsible for setting up the initial joint venture to own the building with Canary Wharf in 2010.

Peeke says: 'We continue to look after the building, making sure [the tenants'] experience stays the same. This is a continuous project.'

Outside of the Walkie Talkie sale, another major acquisition in 2017 saw Landsec open Westgate shopping centre in a £440m joint venture with The Crown Estate.

Landsec's deputy head of legal services Ian Petts was instrumental in getting the Westgate deal over the line, with Ashby saying: 'It was a long process with masses of work and it has been run confidently. Ian Pett stands out.'

Despite the relatively-small team, Landsec has substantial tech ambitions, with Ashby revealing that he

is actively looking and having conversations with law firms about how machine learning could improve the company's document management systems. Furthermore, an office move 12 months ago has instigated an electronic drive. Ashby says: 'We are not sitting here with filing cabinets – we are 90% paperless.'

Ashby contends that Landsec's ratio of work done internally compared to externally mirrors the company's wider peer group. 'All of our work is done externally. There's no deal that we do without a firm. We would get a legal team of 60-70 lawyers to do everything. All of our peer group run the same model as us. There's no cost benefit in changing it.'

Landsec currently operates a core property panel comprising three firms: BLP, Eversheds Sutherland and CMS. On the corporate side, Magic Circle outfits Slaughter and May and Allen & Overy are the regular advisers.

THE CROWN ESTATE**General counsel:**

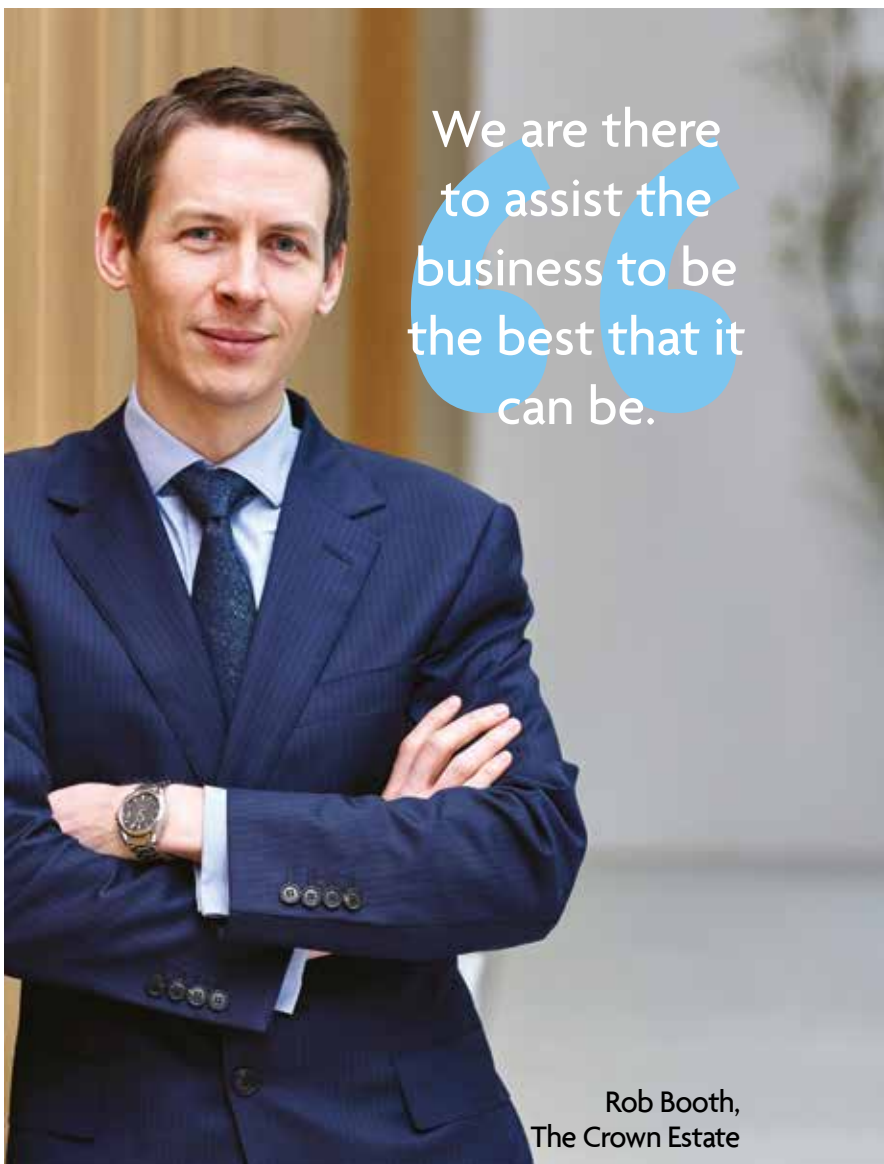
Rob Booth

Team size: 20**Major law firms used:**Berwin Leighton Paisner,
CMS Cameron McKenna
Nabarro Olswang,
Hogan Lovells

The young, bright GC and company secretary of The Crown Estate, Rob Booth, has 'gone from being one to watch to being a big player' since taking over from well-regarded former GC Vivienne King in 2016, one law firm leader says. 'He's really stepped up to that role.' Booth and his lean team of five lawyers have certainly stepped up: supporting more than £2bn worth of property trading at The Crown Estate in the last two years, overhauling its offshore wind portfolio, devolving its operations in Scotland and restructuring the entity, which is governed by an Act of Parliament.

Booth sits in the middle of the legal function, with four senior legal counsel below him who each manage one of the estate's portfolios: central London; regional; energy, infrastructure and minerals; and rural and coastal. The overall portfolio is worth more than £13bn, with central London by far the largest, making up about £8bn of that in super-prime West End property.

One of Booth's first tasks when he took on the GC role was to rewrite a lot of the estate's governance. He took the opportunity to change the structure of his legal team at the same time. He describes this process as effectively ripping up the estate's terms of reference and replacing it with a more modern structure that has been embedded over the past 18 months: 'It's one of those moments as a Crown Estate GC where you know in six months either there's a happy stakeholder or you're packing your possessions into a box. My possessions are still on my desk.'



Rob Booth,
The Crown Estate

The restructuring also gave Booth an opportunity to restructure his panel, which he believes is as good as any on the market. The Crown Estate's heavily-outsourced legal spend will be between £10m and £15m this year, and there is a requirement for panel firms to be very bespoke and transparent. Booth has also divided the work between strategic and portfolio mandates, which he says has resulted in improved performance. One legal consultant says The Crown Estate is the best legal team they saw last year: 'The maturity of how they're managing the supply base – they've really thought it

through in terms of what they're trying to get out of the law firms. I've been very impressed by that.' Booth sees his team's role existing beyond simply aiding transactional flow: 'We are there to optimise, to shape and to assist the business to be the best that it can be.'

Booth prefers firms come to him with technological innovation than for him to have to commit to any specific system, particularly as he considers the legal technology market too immature to offer something that tips the scale. 'I'm very happy to sit back and utilise what the firms are using. I'm a Millennial, so I'm not about buying stuff; I'm all about rent.'

THE TEAM ELITE

A portrait of Clare Wardle, a woman with shoulder-length brown hair and bangs, wearing round glasses, a dark blazer, a white top, and a necklace with gold circular pendants. She is standing with her arms crossed, looking off to the side. The background is a bright, modern interior with large windows and a plant on the left.

RETAIL AND CONSUMER PRODUCTS

Clare Wardle, Coca-Cola

Photographer: Juan Trujillo

UNILEVER

General counsel:

Ritva Sotamaa

Team size: 500

Major law firms used:

Linklaters, Baker McKenzie, Clifford Chance, DLA Piper

No year is uneventful at global consumer goods giant Unilever, but 2017 in particular was memorable, thanks to the unsuccessful blockbuster merger with Kraft Heinz.

It would have been the second-largest M&A deal in history, but on 17 February 2017 Unilever and Kraft Heinz issued a joint statement announcing that the deal would not take place. Klaas Evelein, Unilever's global legal operations director, says that the aborted merger had a prolonged effect on the company, noting: 'We're still in the process of deciding where we want to be.' General counsel (GC) for corporate and transactions Robert Leek, and group secretary Tonia Lovell, were the key players for Unilever on the Kraft Heinz bid.

As a result of the deal falling through, Unilever sought to boost returns by selling off its household-name spreads business to US private equity house Kohlberg Kravis Roberts. The €6.8bn buyout was finalised in December, with Unilever chief executive Paul Polman describing the sale as a 'further step in reshaping and sharpening our portfolio for long-term growth'. Well-regarded transactional lawyer Leek oversaw the sale.

One of the more pioneering aspects of Unilever's in-house legal team is its enthusiastic adoption of a legal operations function. Evelein is Unilever's



Ritva Sotamaa, Unilever

second legal operations director and says his role mirrors the progression of the modern GC: 'In the past, the life of a GC was a bit simpler, but with all the challenges at the moment they realise life is more complicated! You need someone focusing on the operations. The role is looking at the strategic view as well as our

IT projects and communications.'

Evelein has a legal background, having worked for six years at Dutch firms Boekel de Nerée and later SOLV. He argues this can be advantageous: 'It's very important to understand the needs of the legal counsel. When you're dealing with local law, it's a plus because you really know what's going on.'

We've got great lawyers who make an effort to get into the businesses.



Paul Lister, Associated British Foods

ASSOCIATED BRITISH FOODS

General counsel:

Paul Lister

Team size: 55

Major law firms used: Allen & Overy, Addleshaw Goddard, Herbert Smith Freehills, Macfarlanes

Ask Associated British Foods (ABF) director of legal services and company secretary Paul Lister why he thinks his in-house legal team is well regarded, and he points to how visible the broader £15bn-plus food, ingredients and retail multinational has been in recent years. 'We buy and sell a lot of firms,' he says. 'Commercial is extremely important for us.'

This mantra has kept the 55-strong in-house team active as ABF, which owns household names such as Primark and Twinings, went shopping in the 18 months from early 2016. Deals include

the late-2017 purchase of balsamic vinegar brand Acetum, a €100m-turnover business in Italy, which followed the acquisition of two sports nutrition businesses earlier that year. In 2016, the FTSE 100 company also bought the half of African company Illovo Sugar it did not already own for £262m. On the other side of the ledger, the company sold its North American herbs and spices business, as well as five cane sugar factories in China for £297m.

The transaction-heavy business means the in-house legal team is mostly split into general commercial and other specialised areas, such as antitrust law. ABF operates in more than 50 countries, meaning some lawyers are 'cuckoos in the nest' in places like Thailand, Mexico and Australia. But otherwise, Lister says, it is a central legal team with no formal panel. 'The team grows based on the amount of work we've got and, frankly, on whether it

is better to in-source it than outsource it. We get the work done and get it done cost effectively.'

He believes it is vital for his team to be involved directly with the business – otherwise he may as well outsource all work. 'We've got great lawyers who know the businesses very well, who make an effort to get into the businesses, who are good counsellors to the business guys, as opposed to theoretical lawyers.'

Technology plays a big role in compliance functions, particularly in training, which it can make more interesting for people who do not usually concentrate on it. However, Lister has resisted unnecessary change in the team's structure: 'If you hire the right people, I question whether you need a big HR and COO strategy function around it. I don't think we're big enough for that yet anyway. If I had a bit of resource, I'd probably hire another lawyer.'

One of our strengths is having good people, but not all the same kind of people.

Clare Wardle, Coca-Cola

Photographer:
Juan Trujillo

COCA-COLA EUROPEAN PARTNERS

General counsel:

Clare Wardle

Team size: 100

Major law firms used:

Ashurst, Lewis Silkin, RPC, Shoosmiths

In mid-2016, Coca-Cola European Partners was established following the combination of Coca-Cola Enterprises, Coca-Cola Iberian Partners, and Coca-Cola Erfrischungsgetränke. The merger created the world's largest independent Coca-Cola bottler based on net sales, worth €11.1bn and serving more than 300 million people in Europe.

The merger also brought in Clare Wardle as GC and company secretary from British retailer Kingfisher. One of her first tasks was to bring the three different entities, departments and approaches to risk and compliance into one unit – 'a huge amount of work'. She adds: 'It was very exciting to look at a challenge like this with a great brand

and a great business, and one that is on the agenda for growth but at the same time driving a massive transformation programme.'

Wardle believes it has been a success. The in-house legal team has about 100 people covering legal, risk, compliance and security. She has eight direct reports – six are effectively general managers for legal in countries, along with operations head, 'right-hand man' and chief compliance officer Frank Govaerts, and vice president of corporate and deputy company secretary Paul van Reesch. She says one of the team's assets is diversity, with 63% of the total legal workforce women, as well as a female majority in the leadership team, which has seven different nationalities represented. 'One of our real strengths is having good people, but they're not all the same kind of good people – we have a real diversity of skillsets.'

Otherwise, the biggest project legal has been involved with is setting up the new entity's structures from scratch, in which the corporate team played a big role. It established

a new common framework for risk and compliance, using risk reporting to look at how the business can improve its planning. There is also increasing regulation around plastic and sugar across Europe, as well as consolidating wholesalers and retailers to deal with.

Technology has played a crucial role. One internal project is looking at improving the use of technology so legal can focus on bigger issues rather than small contracts, which has resulted in standard contracts being made available to the sales team to get signed on iPads. These also allow for amendments in real time, whereas previously it was all done using the traditional, time-consuming paper format. Furthermore, data and case-management systems are being overhauled, while Wardle also sees value in technology for compliance training. 'These days, if you're going to have a paper policy, then it's not worth the paper it's written on because nobody's going to read it. Ours is all available electronically in a form that people are going to access and read.'

DIAGEO

General counsel:

Siobhan Moriarty

Team size: 300

Major law firms used:

Slaughter and May, Pinsent Masons, Addleshaw Goddard

The in-house legal team at drinks multinational Diageo has a sprawling global mandate: the company's 140 lawyers cover the 180 countries it does business in, all from 40 countries where it has lawyers based. Add to that a team that has become smaller over the years in a drive for efficiency, and a busy acquisition trail, and it's little wonder the in-house team draws praise from its peers, with one GC noting: 'Diageo has continued to do a fantastic job in working out how that team operates and making sure they are doing interesting things.'

Diageo GC Siobhan Moriarty puts the team's strength down to its close alignment with the business and strategic agenda, 'providing creative and pragmatic support through high-level legal risk management and execution'. There have been marquee transactions, too, such as the billion-dollar acquisition of the Casamigos tequila brand in 2017, made famous by celebrity founder George Clooney. There were also some legacy issues around its 2013/14 £1.8bn investment in listed Indian company United Spirits, resulting in a lawsuit against that company's founder. A legal team of about 30 is currently in India. Moriarty notes: 'That's been a very interesting and sometimes challenging journey.' The Indian subsidiary's GC, Mamta Sundara, draws praise for the progress she has made during this time. Another to gain a mention is North America GC Tara Hunt, who heads the legal team for the business unit which



is responsible for 35% of the company's £12bn-plus net sales.

Pinsent Masons partner Craig Connal QC says Diageo's team is marked out by its 'ability to cope across a rapidly changing legal and practical environment, covering a bewildering range of issues'. He adds: 'It's not an organisation you see falling on its nose every ten minutes; you've got to have some good lawyers in the background.' He cites Randall Ingber, GC for global functions, litigation and Africa, as being particularly strong.

Moriarty says the role of her department has changed from focusing on technical legal skills to developing leaders who can support the business. There is also a balance to be found between assessing risk and carrying on with business, working out where there is

zero risk and what to do when issues present as more of a grey area. 'Our aim is to blend world-class legal risk management with brilliant in-market execution. Being great business partners is the biggest growth areas for lawyers; it's good to be able to spot the issues, but you've also got to bring viable solutions as well.'

**Our aim is to
blend world-
class risk
management
with brilliant
execution.**



Alice Marsden,
Thomas Cook

THOMAS COOK General counsel:

Alice Marsden

Team size: 52

Major law firms used:

Latham & Watkins, Allen & Overy, Fieldfisher

It was a year of significant development for Thomas Cook, with GC Alice Marsden expanding the size of her legal team from 45 to 52 during 2017.

Her group legal team in London is split across practice areas, a system Marsden describes as 'like a law firm'. Elsewhere, the legal team is split by geography and business function. Thomas Cook's heads of legal sit beneath Marsden and cover continental Europe, the Nordics and the UK, and the areas of corporate finance, group airlines, Thomas Cook Money, and hotels and resorts.

Recently-promoted head of legal for group airlines, Silke

Schober, oversaw a major transaction in 2017, as the company sold Thomas Cook Airlines Belgium to two companies: Brussels Airlines and VLM Airlines. The deal saw 160 pilots and cabin crew, flight slots and two aircraft transfer to Brussels Airlines, with the remaining three aircraft being used elsewhere within the Thomas Cook business.

Marsden also highlights group head of compliance James Kelly, who worked on the strategic alliance Thomas Cook announced with fellow travel company Expedia in September. The agreement saw Expedia become Thomas Cook's preferred provider of hotels for complementary, city and domestic holidays. For customers, it means an additional 60,000 hotels on offer. The partnership also allows Thomas Cook to advertise its core package holidays via Expedia's website, expanding its distribution.

Despite the significance of these two mandates, arguably Thomas Cook's standout performer in 2017 was newly-appointed UK head of legal Stuart MacGregor, who added around 20 people to his team and dealt with a wave of bogus holiday-sickness claims. This came to a head last October, with MacGregor involved in a case that saw two Britons sent to prison for making false insurance claims against Thomas Cook. Marsden says: 'He's been so inundated with them that he said to me "I feel like I haven't achieved anything you wanted me to in my first year"'. When it was really hitting its peak it was unbelievable. We used to receive a small number of claims a month, but at that time we were receiving claims in the thousands.'

A new document management system and contract automation software are on Marsden's wish list. She declares: 'This year we are going to focus on tech.'

We are willing
as a legal team
to take on
issues others
may see as a
stretch too far.



Martin Bowen, Dyson

DYSON

General counsel:

Martin Bowen

Team size: 168 (125 lawyers)

Major law firms used: Baker McKenzie, Gowling WLG, Osborne Clarke, Kirkland & Ellis, Kim & Chang

In late 2017, Sir James Dyson announced his company would invest around £2.5bn to bring an electric car to market by 2020. Big numbers, but then Dyson spends several million pounds each week on its R&D strategy.

With 400 engineers currently working on the project and a new purpose-built facility being constructed just down the road from Dyson's headquarters in Wiltshire, the Dyson car is far from a pipe dream. For the legal team, says GC Martin Bowen, finding ways to make it a Dyson car is essential.

'Our designers and engineers excel at producing market-leading products, we have the task of blending that into a much more strictly-regulated regime of law and standards. This sounds like the boring side of it, but we actually find it very exciting. The culture of innovation that surrounds us means we are willing as a legal

team to take on issues others may see as a stretch too far. Our lawyers have to understand that when they engage any client base, especially an engineering client base, their role is to help produce a product that is both different and better. Having lawyers who can contribute to that mission is part of our success.'

But it was the legal team's work on one of Dyson's more established product lines that caught the eye. When the EU proposed legislation on testing and labelling vacuum cleaners' energy performance, Dyson's lawyers – led by GC of Europe, the Middle East and Africa Gwen Mahé – spotted a problem in their proposed methodology. Lobbying from other manufacturers had led the regulators to test models when empty. As a result, Dyson's technology – designed to maintain energy performance as the vacuum cleaner collects dirt – would not receive a fair rating.

'People don't tend to challenge the EU Commission on regulation very often,' comments Bowen, 'but we felt very strongly about pursuing a seemingly abstruse technical argument. Fortunately, Sir James was very much behind us and we had his full support. We are lucky that Dyson as an organisation likes to challenge and is not afraid of losing.'

Having lost the case in the first stage before the European General Court, which ruled that the Commission's work was within the ambit of the original directive, Dyson appealed to the European Court of Justice, which subsequently ruled in its favour, giving it an opportunity to put the case for revised regulations at a hearing in March this year.

Paul Rawlinson, global chair of Baker McKenzie, comments: 'Bowen expects his legal team to embrace the pioneering, innovation-driven Dyson approach to legal issues and this was clear when representing Dyson in the EU Court of Justice litigation.'

'Blending different skills together – not always purely legal skills – is essential for rapidly growing or innovative businesses like Dyson,' concludes Bowen. 'We need to make sure all departments, from marketing to engineering, are talking the same language. Lawyers are there to make sure nothing gets lost in translation and to do that they have to be embedded in the business. When we look to recruit, we look for good legal skills and risk awareness, but we also want people who are desperate to get out there and sit with the business to help make it work.'



MARKS AND SPENCER

General counsel:

Verity Chase

Team size: 20

Major law firms used:

Slaughter and May, Osborne Clarke, DWF

Eminent retail brand Marks and Spencer (M&S) received multiple nominations this year after rising above some challenging scenarios, not least relating to the largest-ever legal collapse in the UK market.

M&S had been a long-established client of the European business of King & Wood Mallesons (KWM) before its collapse in January 2017. In the months leading up to the downfall, M&S had placed a lot of property work with KWM, meaning there was a scramble to spread the work around when the firm went under.

That task fell to M&S veteran head of property

legal Carolyn Lock, who ensured the work was accounted for as ex-KWM partners sought refuge at rival firms Addleshaw Goddard and Osborne Clarke (OC).

OC partner Dolf Darnton, who has worked with M&S in the past, says: 'It was a huge hassle, but they did pretty damn well to come up with a solution.' Darnton specifically highlighted Lock's ability to manage the situation effectively as an indication of her strong performance.

GC Verity Chase is a popular figure in in-house circles. Darnton says she has 'stepped up' to her role after taking over from longstanding legal chief Robert Ivens, who retired in August 2016. Ivens first joined M&S in 1985, before becoming head of legal in 1989.

Last year also saw M&S engage in a thorough

overhaul of its real estate portfolio, in response to market conditions. In April 2017, it announced 36 new stores. But in January 2018, a further plan was announced to close six stores by the end of April, with M&S choosing to shift its focus to online sales.

Property lawyers Amy Sanders, Helen Wright and Nick Tassoni were picked out for their continued work on managing the portfolio. Outside of real estate, M&S's in-house team has been busy with regulatory and compliance, commercial litigation and employment work over the year. Patricia Howell, the head of employment law, is well regarded externally.

Darnton concludes: 'They are a very cohesive group of very able people who balance well the needs of the business and organise their external law firms very efficiently.'

CANON EUROPE

General counsel:

David Bateson

Team size: 30

Major law firms used:

Freshfields Bruckhaus

Deringer, Bristows

The Europe, Middle East and Africa headquarters of global imaging technologies and services business Canon covers operations in over 100 countries across the region. Led from the UK by senior vice president for legal, intellectual property and sustainability, David Bateson, a team of 30 lawyers located in a number of regional offices supports a broad range of markets. Over the last year, it has been instrumental in helping the organisation expand further by setting up new operations in Qatar and South Africa.

The team covers a similarly broad range of product lines, ranging from outsourcing and consulting services business Océ to a medical systems division, acquired from Toshiba in 2016. These businesses, which involve the collection of large amounts of personal data, mean preparing for the new GDPR regime has taken on an added importance. Leading the business through this work is Rob Green, formerly legal director for emerging markets. As of this year, Green has taken on a new role as legal director and data privacy director.

Jennifer Rickard, who recently retired from her position as head of property litigation at Nabarro, says Green is a standout figure within the Canon Europe team who 'displays that good balance between understanding the nuances of the issues and not micro-managing his team. He has the necessary detachment and a good understanding of business to help drive projects forward'.

Although run as a direct subsidiary, Canon Europe has a

considerable degree of freedom in setting its own policies and processes. As a result, legal has been able to develop and introduce a new engagement model across the company. 'The foundation of this model is using technology to allow the routine parts of our work to be completed by end users,' comments Green. 'We wanted to go beyond a passive self-service model that relies on a template located in the Cloud, but the cost of the technology on the market seemed prohibitive.'

Green's response was to create his own self-service portal, drawing on the team's experiences to create a list of Q&A material that would allow a wide range of users to locate information quickly.

The team has also developed its own company-wide training programme to help lawyers work more closely with various business units. Modules cover a variety of non-legal topics, from learning to identify opportunities to thinking about things from a client's perspective. The programme also asks lawyers to take control of a virtual business over a two-day period so they can better see how different aspects of a company's operations are interrelated. 'The whole programme is designed to get support functions thinking about the commercial units they are supporting,' comments Green. The programme has since been taken on by the business and extended across other support functions, from HR to finance.

Green, who trained in-house, says the programme has been particularly useful to those moving across from private practice. 'There are a lot of things you don't know when you move in-house. Often, when someone is deemed to be failing in a role, it is because they are not aware of the tacit expectations about what that role entails.'

Rob Green has the necessary detachment and a good understanding of business to help drive projects forward.



Rupert Bondy, Reckitt Benckiser

RECKITT BENCKISER

General counsel:

Rupert Bondy

Team size: 225

Major law firms used:

Davis Polk & Wardwell,

Linklaters

Rupert Bondy surprised many when he left BP for Reckitt Benckiser (RB) at the end of 2016. A veteran of 26 years at the oil major, and one of the most high-profile GCs in Europe, he had guided it

through some particularly challenging times, including settling the Deepwater Horizon government claim following the catastrophic 2010 oil spill in the Gulf of Mexico.

As GC of consumer goods multinational RB, Bondy is overseeing some major mandates that reinforce the company's position in the FTSE 100.

Bondy contends that the in-house team at RB is passionate about the diverse range of brands that comprise the

company, from Finish detergent to Durex. He says: 'One of the distinctive things about RB is that it prides itself on being extremely lean and the legal team punches above its weight in terms of its size. There's tremendous energy, commitment and passion about the company and its brands.'

Considering the \$17.9bn transaction RB undertook in February 2017, it is clear the team is capable of handling marquee transactions. The deal, which was the company's biggest-ever acquisition, saw RB purchase baby formula manufacturer Mead Johnson to secure its position in the consumer health bracket. According to Bondy, the deal represented a 'very significant effort' by the legal team, as it resulted in RB reorganising its whole business into two new divisions: health and hygiene, and home.

He says: 'Infant formula is a particularly sensitive category. We are dealing with very young babies who are completely dependent in some cases on us for 100% of their nutrition.' North American GC for health, Geoffroy Ribadeau Dumas, had a strong involvement in both the Mead Johnson acquisition and the subsequent integration.

Richard Walker, now RB's head of legal for hygiene and home, oversaw a substantial disposal of the company's food business in July 2017. To raise funds for the Mead Johnson buyout, RB sold off its food division to Baltimore-based spice company McCormick for \$4.2bn.

Unlike some of the other teams highlighted in this year's *GC Powerlist*, RB chooses not to operate with a director of legal operations. Bondy states: 'We don't have the capacity to justify having one, despite people arguing that it justifies itself with the benefits it brings. We are very lean and mean.'



ROYAL MAIL GROUP

General counsel:

Maaïke de Bie

Team size: 50

Major law firms used:

Addleshaw Goddard,
Herbert Smith Freehills,
Dentons

Few in-house legal teams received as many nominations as the Royal Mail Group this year, with GC Maaïke de Bie regularly cited by both private practice firms and other in-house teams.

De Bie's reputation partly comes from her effective guidance of the legal team following Royal Mail's 2015 initial public offering. 'We all had to learn a lot about the business. Instead of telling the business what to do, it was empowering it to make decisions by itself. We were spending a lot of money managing our external firms. Now we're taking a proactive

approach to tackling fraud and debt. We have a finite amount of resources and we look for the best bang for our buck.'

Royal Mail is also well known in the in-house community for its pioneering use of a legal operations director. Until December 2017, Sarah Barrett-Vane was in the role, but she has since left to become a consultant. Her overhaul of the company's billing system has proved transformational.

De Bie says: 'I used to go to the financial officer of the company to ask how things are going. The person might say "I am sure you are doing great work". After e-billing, we were able to say "we did 800 transactions for you". I had all the data to demonstrate all the legal work we had done. It really helps you transform those conversations.'

As part of de Bie's broad transformation of the business, she has instigated a review

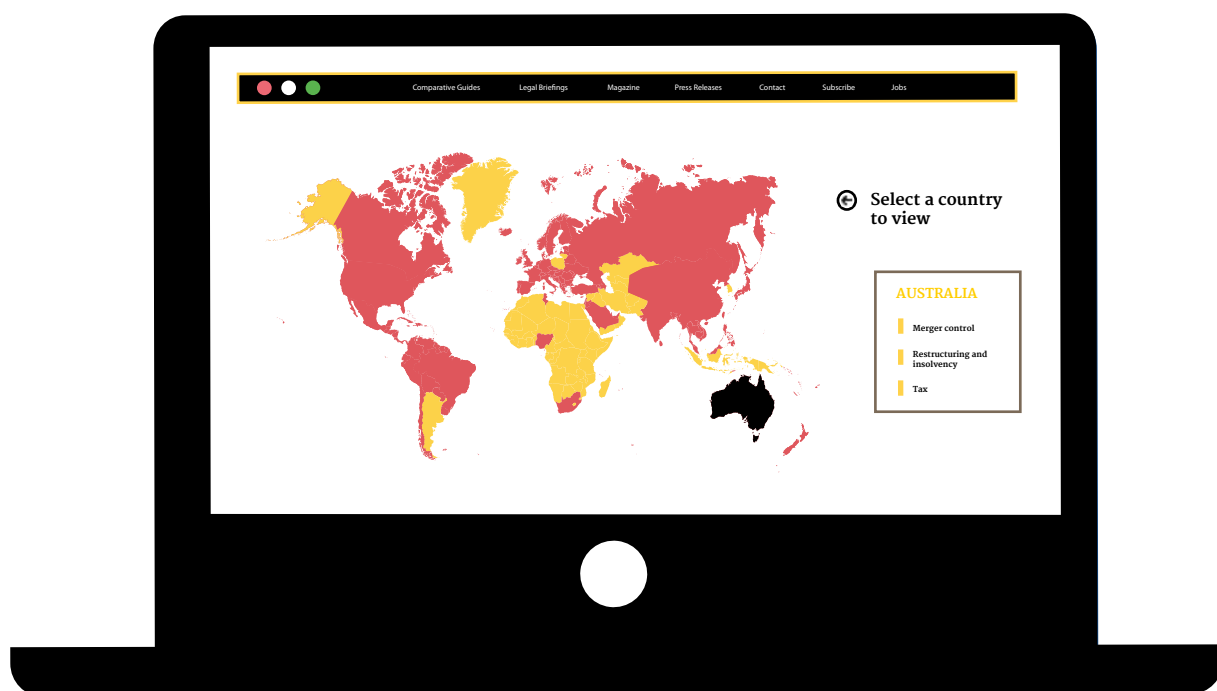
of Royal Mail's culture. De Bie concedes that people 'like being told what to do', but says it's 'definitely not my leadership style'.

Greg Bott, director of Addleshaw Goddard's consultancy arm, describes de Bie as 'an excellent leader with a big impact'. He also singled out the work of Barrett-Vane, labelling her a 'legal ops pro who has done a lot of good work in a number of areas and who recognises the importance of meaningful data to help in-house teams make properly considered, evidence based decisions'.

Uber Europe, Middle East and Africa associate GC Matthew Wilson adds: 'The way in which [de Bie's] taken a very traditional institution, transformed the legal function and played a significant role in transforming the business in the face of much more agile, unencumbered competitors has been hugely impressive.'



Comparative Guides



BANKING AND FINANCE

EMPLOYMENT AND LABOUR LAW

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THE TEAM ELITE



TMT

Dan Guildford, *The Financial Times*

Photographer: Brendan Lea

Seated: Dan Guildford; Standing (L-R): Alison Fortescue, Carolyn West, Zoë Aldam, George Montagu, Kelly McAuslan, Kendra James, Stephanie Hanson



THE FINANCIAL TIMES

General counsel:

Dan Guildford

Team size: 20

Major law firms used:

Pinsent Masons, RPC, DLA

Piper, Bristows, Berwin

Leighton Paisner, Clyde

& Co, Morgan, Lewis &

Bockius, Davis Wright

Tremaine, Jenner & Block

In January, *The Financial Times* (FT) broke the story of the Presidents Club dinner. This went on to dominate the UK news and gain global reach, becoming the most read story ever on *FT.com*. The exposé of a black-tie, men-only fundraising event jolted London's business and political circles, becoming a focal point for public outrage over sexual harassment and the objectification of women.

For the FT's legal team, particularly its editorial lawyer

Nigel Hanson, the story raised significant legal issues, including questions of defamation, privacy, confidence and data protection, advising on the enforceability of a non-disclosure agreement that the undercover reporter was required to sign without being given a chance to read its contents, the application of provisions of charities law, statutory reporting restrictions covering anonymity for victims of alleged sexual offences, and ethical issues such as the use of subterfuge and undercover reporters.

GC Dan Guildford says the process highlights how integral the FT's legal team is to its editorial decision making. 'It is important that we have lawyers who are genuinely passionate about the FT product and believe in its principles. We all care about high-quality, impactful journalism and are prepared to work hard to ensure it gets delivered. The team is helping to create and maintain the

legal and contractual framework that supports our subscription models, and ensuring that our journalism avoids the twin risks of excessive and insufficient caution.'

The team has also been involved in a number of important 'open justice' challenges to facilitate press reporting of the courts, including leading a group of five media organisations in successfully challenging an arrangement where the former head of the Financial Services Authority would otherwise have given evidence in private in the Lloyds Bank shareholder litigation.

The legal team's contribution to the FT was highlighted by a long list of nominations from private practice. Ian Gruselle of Bristows says the team works in 'an environment that is constantly moving, with legal issues developing 24 hours a day. The clarity of thought, and the ability to understand how the legal issues impact on the business and its



Photographer: Brendan Lea

commercial objectives, make this an outstanding, and an outstandingly led, in-house team.’

Aside from supporting the *FT*’s journalism, the team has advised on transactions including the acquisition of Longitude Research, a provider of thought-leadership research, the acquisition of Silicon Valley technology company GIS Planning and the sale of the New York Institute of Finance, comprising businesses in the US and China.

Guildford and assistant GC John Halton have helped to develop opportunities for growth following the *FT*’s acquisition by Japan’s largest media company, Nikkei. In 2017, the parties formed two joint-venture businesses, Nikkei *FT* Learning and scoutAsia. Other projects with Nikkei include the digital transformation of English-language publication *Nikkei Asian Review* and the development of a new website for *The Nikkei* newspaper.

Nicole Livesey of Pinsent Masons comments: ‘The *FT*’s business is fairly unusual and complex, operating in a fast-moving environment, which is facing ongoing digital disruption. The team’s experience is broad and deep enough to cover all bases, and the team is integral in identifying new revenue streams and business opportunities for the *FT*, particularly digital opportunities.’

Following the Nikkei acquisition, the team has also taken on its first Asia-based lawyers, hiring counsel in both Beijing and Hong Kong. Closer to home, it has sought to manage costs by introducing a Belfast-based nearshoring operation, comprising Cher Wright, Sinead Hanna, Conn Burns and Mark Agnew.

Guildford concludes: ‘It is a team full of outstanding lawyers who work well together. They are respected by and involved in the business, and are a hugely important aspect of the brand’s enduring strength.’

We have lawyers who are genuinely passionate about the *FT* and believe in its principles.

GVC HOLDINGS

General counsel:

Robert Hoskin

Team size: Ten

Major law firms used:

Addleshaw Goddard, Bird & Bird

All bets have been off in the fast-changing and highly-regulated gaming and betting industry in recent years. It has seen everything from high-level consolidation between some of the industry's biggest players, to the rise of online platforms and regulations struggling to keep pace. In the middle of all this, GVC Holdings has risen to FTSE 250 status through a series of acquisitions. A blockbuster £4bn takeover of Ladbrokes Coral Group has the company poised to take another step up the ladder.

For head of legal, secretariat and compliance, Robert Hoskin, all this is being managed by a lean team of just four lawyers in each of Gibraltar and London. His key people are the heads of those two geographies, Ciara Lally and Tim Endersby. The team's ambition, work ethic and adaptability are its key strengths during a time of substantial activity, says Hoskin.

'It's a young team, but there's a lot of experience of online gaming, which is pretty key as it's a challenging sector to navigate. The speed of the sector, the regulatory challenges and the laws, which haven't always kept up with the internet and have struggled on occasion to deal with online gaming in particular, raise all sorts of issues.'

Another big project over the last few years has been creating individual contracts for all the third parties who provide GVC with games for its huge online casino offering. For Hoskin, the team's M&A work 'definitely stands out'. In late 2017, GVC launched a proposed £3.9bn



Robert Hoskin, GVC

takeover of rival Ladbrokes. A year earlier, it completed a contested takeover of gambling company Bwin for £1.1bn and in 2013 pushed through a £485m takeover of Sportingbet.

The current takeover will see Ladbrokes Coral GC Lindsay Beardsell take control of the company's legal team, with Hoskin's focus shifting to his other roles. He comments: 'They have their own legal team set up and it will be a case of their GC deciding what structure is needed for the combined

business going forward. I hope we don't lose decent people in this process.'

Addleshaw Goddard partner Nick Pearey comments: '[Hoskin] is very experienced, very calm under pressure and has seen it all. The gambling sector is going through a period of rapid consolidation. There is a push for scale and synergies against a backdrop of ever-changing regulation around the world. It is a dynamic and fast-paced environment to work in: GVC's legal team thrives on this.'



BT

General counsel:

Sabine Chalmers

Team size: 515

Major law firms used: Allen & Overy, Bird & Bird, CMS Cameron McKenna Nabarro Olswang, Freshfields Bruckhaus Deringer, Clifford Chance, Linklaters

Everyone has a view on BT, which veteran legal chief Chris Fowler believes has one of the most complicated stakeholder environments he has ever worked in. 'You've got shareholders, customers, suppliers, regulators, governments and agencies around the world and they all have multiple demands and considerations: you could be dealing with government, but it's also a significant customer, as well as a policymaker. It's pretty complex.'

Fowler, BT's technology, service and operations GC, who doubles as the in-house arm's chief operating officer (COO), contends the high-profile nature of this environment, mixed with the vast array of issues it raises, is behind the strength of the well-regarded legal function. The team has a budget of about £70m, of which about a third is spent externally.

It was already considered a trailblazer as one of the first in-house legal teams to obtain

an alternative business structure licence, and for launching its successful legal process outsourcing venture. In early 2017, BT reached an agreement with regulator Ofcom to separate its network division Openreach into a distinct business. It also completed the acquisition of EE for £12.5bn in early 2016, with consumer division GC Russell Johnstone earning praise for managing the newly-combined teams, along with a 2017 deal with Sky to sell channels on each other's platforms. Not to mention the 18,500 claims the litigation team in Sheffield has dealt with over the past year – earning revenue for BT from third parties.

For the legal function it has been a significant year of change internally. The company appointed former Anheuser-Busch InBev legal chief Sabine Chalmers its GC, effective April, following the announcement that Dan Fitz – one of the in-house legal market's most influential and admired GCs – was stepping down after seven years. Fitz will remain on BT's executive committee as company secretary, while the broader legal, governance and compliance teams have been brought under a common reporting structure with a single budget.

'We've become more aware of the need to manage legal on an end-to-end basis,' says Fowler. 'As a legal team we will deliver a revenue stream of £14m this

Chris Fowler:
We've become more aware of the need to manage legal on an end-to-end basis.

year as well as manage an overall cost base. We can run that more effectively from a single place, held accountable for delivering an overall EBITDA outcome.'

BT continues to use alternative suppliers, such as Elevate, Axiom, Halebury, NewGalaxy Services and Obelisk Support, and has launched a number of technology initiatives, such as legal project-management software, document management and an internally-developed software tool for the wider business to seek automated regulatory advice on complex global transactions. A counsel management team tasked with ensuring external matters are scoped and instructed on consistently has saved more than £1.3m. For example, sales teams now use an automated process to make a legally-vetted offer on the spot.

On his COO role, which he picked up last July, Fowler says: 'We've got a disbursed cost base, so a big part of the role is trying to get your arms around that, establishing a credible baseline and providing management information that allows the leadership team to make more educated decisions and plan for the future. When you oversee the entirety of the legal, governance and compliance function, apart from the group GC, the COO gets as much, if not more, insight into what's happening across the team.'

SKY

General counsel:

James Conyers

Team size: 130

Major law firms used:

Herbert Smith Freehills

The legal team at communications giant Sky, led in the UK and Ireland by GC Vicky Sandry, prides itself on keeping the majority of its work in-house. The rationale is that it allows the team maximum room for development, while also adding value.

However, this approach is not always possible, especially when considering that 2017 was bookended by an £18.5bn takeover bid by 21st Century Fox and a £22.1bn approach from broadcasting giant Comcast.

On both occasions, Sky needed to turn to external counsel, enlisting Herbert Smith Freehills head of corporate Stephen Wilkinson. Wilkinson comments: 'The legal function has shown its ability to change with the demands of the business and the industry in a way that many others have not. There are a number of individuals there who are leaders in their fields.'

Wilkinson highlighted Claire Canning, Sky's director of legal for content and commercial, as one such lawyer. Likewise, Clare Mansell-Jones, senior legal counsel in business development, was described as 'very thorough and astute.'

One of the key reasons for the legal team's ability to adapt quickly comes through Sky's 'development through diversification' initiative. In the past 18 months, roughly 25% of Sky's lawyers have transitioned roles internally. These new roles allow lawyers to work in different areas or specialisms, either via secondments or by permanently moving.

Keeping up with its peers,



James Conyers, Sky

Sky has recently established a new role of director of legal for operations and innovation. Last October, former director of legal for retail, customer operations, intellectual property and data protection, Hayley Stallard, took up the role. Since then, Stallard has been building out her team and has created an 'innovation steering group' – a cross-departmental group that aims to share strategies of best practice and innovation.

Sandry says: 'As a team, we continually innovate to make sure we are working effectively, strategically and sustainably. We

have a vision to be the best in-house legal team in the country, and we continue to be forward-looking and review how we work to achieve this.'

Sandry, and Sky as a whole, have also been committed to supporting the progression of women in their careers to ensure they take up senior positions. Sandry comments: 'As a legal team we are proud to have a strong gender balance with over 50% of leadership roles held by women. We established the initiative to ensure there is a level playing field for all women to reach their potential.'



ZPG

General counsel: Ned Staple

Team size: Five

Major law firms used: Freshfields Bruckhaus Deringer, Travers Smith

Over the last three years, ZPG's legal team has been at the centre of a transformation in the company's activities. Since it floated on the London Stock Exchange as Zoopla in 2014, the company has increased its revenues three-fold and moved beyond its property listing origins by acquiring a number of businesses, including price comparison website uSwitch, financial services comparison website money.co.uk, property market research and data company Hometrack and Netherlands-based data analytics company Calcasa. In the last 12 months alone there have been five transactions, including complex competition components.

'Our entire business has changed in a very short period,' says ZPG GC and company secretary Ned Staple. 'As a result, the type of work required by the legal team has changed with it. We now cover a much broader range of sectors, including energy, communications and financial

services, which introduces a completely different set of regulatory and compliance requirements for the team to deal with.'

Travers Smith partner Andrew Gillen represented ZPG on a number of deals and says its in-house legal team is among the finest he has worked with. 'For TMT lawyers the ability to adapt is key,' says Gillen. 'But the level of change they have managed to deal with is highly unusual. [Staple] has assembled a team of exceptional, young lawyers who have been critical to ZPG's acquisition-led growth – both in terms of their first-rate transactional support and their post-deal integration and regulatory work.'

The team is young: two of its members are still in their twenties and Staple, the most experienced lawyer at the company, would qualify as a rising star were he not already GC. The team's longest-serving member behind Staple is legal counsel and assistant company secretary Angela Chow, who joined in 2014 after completing her training contract at Baker McKenzie. Amelia Guilfoyle left PwC in 2017 to take up the role of assistant GC following the departure of Katie Cosgrove (to become GC of online auto marketplace Carwow). South Africa-

trained Emily Inglis and former Freshfields Bruckhaus Deringer associate Michael Haynes joined in 2015 and 2017 respectively. Outside the legal team, head of regulation and compliance Richard Neudegg merits a mention for his work on a range of regulatory and policy issues facing digital comparison tools.

Although several of the companies within ZPG's portfolio are large enough to require a dedicated legal team of their own, Staple prefers the compact legal, regulatory and compliance team (eight members in total) to sit within the group central executive, working closely with senior management across all brands. 'A lot of tech-enabled businesses anticipate growth by building spare capacity into their teams, but I'd be nervous about people becoming remote, or worse, disengaged. We have taken some very high-quality people out of private practice and their commitment levels are excellent. One of the main opportunities we can offer them is a huge diversity of work in an entrepreneurial environment, as well as independence in how they structure their workload to try and ensure that they can consistently perform at their best.'

TELEFÓNICA UK General counsel:

Edward Smith

Team size: 29

Major law firms used:

Baker McKenzie, Simmons & Simmons, Ashurst, DAC Beachcroft, DLA Piper, Freshfields Bruckhaus Deringer, Herbert Smith Freehills, Pinsent Masons, Shoosmiths

The 29-strong legal team at Telefónica UK has had a lot to contend with over the last 12 months, encompassing all areas of the law but particularly commercial and litigation.

According to GC Edward Smith, these disputes are frequently significant because 'our litigation is regulatory litigation and it tends not to settle'.

His contentious team has been especially embattled in a dispute of major concern to the mobile sector: that between regulator Ofcom and rivals EE and Three. The dispute centred on Ofcom's decision to set a cap of 37% on the amount of mobile spectrum any British company could own for its upcoming 5G auction. Three had argued for a lower 30% band to be applied, while EE wanted the cap to be removed entirely. Currently, BT-owned EE holds 42% of the UK mobile spectrum, with Three owning 15%, Vodafone 29% and Telefónica 14%.

The High Court had rejected EE's and Three's appeals against Ofcom's decision in December 2017, but Three will be continuing its fight in the Court of Appeal in 2018. Smith, who wants the matter to be resolved quickly so that spectrum bidding can start, says: 'My team has been working very closely with Ofcom. We want to see that decision stand.' He cites senior legal counsel Sophie Service as a particularly strong performer in this area.

In terms of non-contentious work, legal counsel Harry Robinson, and marketing and intellectual

The high proportion of women in the team was all achieved without positive discrimination.

Edward Smith, Telefónica

property head Melissa Hall have been instrumental in getting vital additions to Telefónica's two million sponsorship agreements. Smith is specifically upbeat about a deal struck with Anschutz Entertainment Group (AEG) – the owners and operators of The O2 Arena in London – describing it as 'a genuine win/win'. Telefónica entered into a new ten-year deal with AEG last year.

A further deal with events organiser Live Nation UK was also of note, with Smith saying: 'Both deals are the backbone to our ability to provide priority tickets to customers.'

Smith is particularly proud of the

number of women in his legal team, which he labels 'extraordinary'. Out of 29 staff, 23 are female. 'It was all achieved without any positive discrimination,' Smith says. 'We hire the best person for the job.'

Baker McKenzie partner Steve Holmes describes Telefónica's team as 'fast-paced and innovative', and singles out corporate and commercial legal director Kate Copping for praise: 'What sets Kate apart from her peers in the industry is her passion for creating high-quality teams, delivering targeted advice to the business and never shying away from challenge. Her knowledge of the UK telecoms market is second-to-none.'



SKYSCANNER

General counsel:

Carolyn Jameson

Team size: Eight

Major law firms used: Bird & Bird, CMS Cameron McKenna Nabarro Olswang

Travel metasearch engine Skyscanner's credentials as one of the UK's most successful tech start-ups were underscored in November 2016 when it was acquired by Chinese online travel company Ctrip for £1.4bn. However, the company continues to operate autonomously and is still very much a part of Scotland's vibrant tech scene.

Under the guidance of chief legal officer Carolyn Jameson, the company has also become something of a testing ground for new ways of handling legal work. Almost all matters are dealt with internally by a team of eight lawyers.

Corporate and M&A work is largely handled by Graeme Barron, director of legal and corporate development, and Martin Nolan,

formerly GC of Edinburgh-based cyber security start-up Payfont, who joined the team in mid-2017. Intellectual property expertise is provided by Anoop Joshi, Andrew Farquhar and Singapore-based Robert Irvine, who is jointly responsible, along with Dabo Zhang, for covering the company's operations in China. The Skyscanner team helps support parent-company Ctrip on matters outside China and will shortly recruit an Edinburgh-based lawyer dedicated to this role.

Jameson has also looked to bring less traditional skills into the team. Joshi, who joined the team last year from Brodies, had previously worked as a software developer at CodeBase, the UK's largest technology incubator, and as head of product and partnerships at cashflow forecasting app Float. 'Finding a lawyer with that background is a godsend,' says Jameson. 'Matching those skills with commercial nous really sets [Joshi] apart.'

Further coding experience comes from Craig McIntyre, who completed his training contract

with Skyscanner a year ago. 'The business loves [McIntyre],' adds Jameson. 'He brings youth and enthusiasm to the projects he works on and is always asking how things can be done differently. It has been a very good advert for training lawyers in-house.' The team has since taken on its second trainee, Flaviana Preston, whom Jameson describes as 'a very bright, high-quality candidate, who is already developing into an excellent in-house lawyer'.

While each member of the team brings a specific technical skill to the business, all are expected to inform Skyscanner's wider commercial strategy. 'This is not a back-seat support function,' says Jameson. 'A lot of the work we do, especially on the M&A side of things, is helping the business find opportunities and identify targets. The lawyers are often asked to help figure out what we need as a business and how various acquisitions might take us toward that goal. It's an unusual structure, but the business is aware that we have some outstanding talents in this team.'

UBER**General counsel:**

Matthew Wilson,
Tony West (in US)

Team size: 40

Major law firms used: Hogan Lovells, Herbert Smith Freehills, Freshfields Bruckhaus Deringer

One day it is a ride-hailing service, the next a food delivery company. Soon it could be dealing with flying cars. When you work for the in-house legal team at Uber, anything can come through the door. This is why the company's associate GC for Europe, the Middle East and Africa (EMEA), Matthew Wilson, cites the attitude and ability of every one of his 40-lawyer team, covering 45 countries in the region, to roll their sleeves up as the legal function's key asset.

'While Uber has revolutionised the way people move in cities around the world, it's equally true that we made mistakes along the way. The work our team does is helping to continue to change the way we do business, putting integrity at the core of every decision we make and working hard to earn the trust of the cities in which we operate,' he summates.

Uber has grown to revenues in excess of \$7bn but has come in for a bumpy ride in various regions as the service does not always fit with existing laws and regulations. The most high-profile example of this came when Transport for London said it would not renew Uber's private-hire operator licence in September last year, citing public safety and security implications. Uber is appealing the decision, in a case set for June, while another battle over the employment classification of Uber drivers is headed for the Court of Appeal in October. Wilson points to both cases as highlight work, led by UK legal director Helen Hayes and supported by the entire team, including employment counsel Jonathan Ollivent.



Matthew Wilson, Uber

Photographer:
Juan Trujillo

He also lauds litigation wins in South Africa and France over the classification of drivers. In France, a change to licence types also affected tens of thousands of drivers, but Wilson says the company managed that transition in a successful and effective way: Western and Southern Europe legal director Riccardo Falconi and employment legal director Jean-Baptiste Chavialle are noted for their work on the French issues, and Robert Kayihura, Middle East and Africa legal director, for the South Africa win. Other stand-out matters the team has been involved in include the launch of its food-delivery arm, Uber Eats, in the summer of 2016, and working with teams in San Francisco to close the merger with the ride-hailing business of Russia's largest technology company, Yandex, effectively creating a \$3bn joint venture.

Wilson comments: 'Everyone in the team is handling something that's either material or potentially existential to a country or a region, which is really unique among legal teams. Some of the material issues that we handle maybe happen once or twice a year in other teams

I've been in, but here it's across the team every single day. That's challenging, but it's also hugely exciting and very energising.'

The team has introduced technological initiatives, such as self-service contracts that the business teams can generate contracts from, as well as the use of Google Docs, allowing for faster-paced document creation and review, which most of Uber's external counsel now use as well. Otherwise, Uber is headed for a likely initial public offering. 'If and when it happens, that's going to be a lot of work for everyone around the globe, especially the legal team.'

Wilson and his team draw plaudits for having an in-depth understanding of the broader business and looking at problems in different ways. Hogan Lovells partner Charles Brasted comments: 'The most notable feature of their work is that there is no such thing as business as usual. They have to be on top of their game all the time. The Uber business obviously has had a challenging time, but this shows the value of a legal team that is trusted by the business and guides it through difficult times.'



Rosemary Martin, Vodafone

VODAFONE

General counsel:

Rosemary Martin

Team size: 500

Major law firms used:

Slaughter and May, Linklaters, Hogan Lovells, Norton Rose Fulbright, Osborne Clarke, Squire Patton Boggs, Wiggin

Led by one of the most respected GCs in the business, Rosemary Martin, the Vodafone legal team received a huge number of nominations for the 2018 *GC Powerlist*, with both private practice and corporate counsel offering support.

Martin's 500-strong legal team sprawls the globe and she highlights the importance of her regional divisions. In South Africa, Vodafone's legal team has been involved in a major corporate mandate, selling a 5.2% stake in local mobile

network operator Vodacom. Closer to home, significant matters include managing a network-sharing transaction with rival O2 – Project Beacon.

Martin says: 'We are sharing a network. From a technical and legal point of view, it's difficult. There are competition issues – you have got to make sure you don't fall foul of the Competition and Markets Authority. That was probably one of the biggest transactions that the UK legal team did.'

Vodafone is another trailblazer of the legal operations profession, with head of legal operations Steven Jebb occupying the role full-time since May 2017. He had previously held a number of different roles for Vodafone, including head of legal for technology and outsourcing, and head of enterprise legal for northern Europe.

Martin says that Jebb and

his team of two are charged with overseeing technological advancement at the company. Amy McConnell, another legal operations professional at Vodafone, has gone about reforming the way data is recorded. Prior to the last two years, little data was recorded internally. Since then, a range of metrics, such as the number of active deals and the number of disputes Vodafone is engaged in, have been indexed, resulting in budget savings of between 10% and 15% a year.

Legal director Kerry Phillip says of Martin: 'She does a wonderful job for diversity and making law firms take note. She is a huge fan of tech and what it can do to improve the life of an in-house lawyer. She's very bold in how we should transform ourselves. She's a great representative on the board and she's very well accepted as the GC sounding board.'

ACCENTURE

General counsel:

Derek Simpson,
Chad Jerdee (in US)

Team size: 67 (UK)

Major law firms used:

Fieldfisher, Baker McKenzie,
zie, Allen & Overy

The in-house legal function at professional services giant Accenture prides itself on embracing innovation and emulating the wider company's global structure. Bucking the trend of many in-house legal departments, its structure is arranged mainly along specialist lines. The function is split into three divisions: sales and delivery; CORE (compliance, offerings, regulatory and entities); and litigation. The exception is the contracting teams, who are divided geographically based on their target market.

Derek Simpson, UK and Ireland complex contracting lead, says: 'There's a group of people in the UK who support our UK and Ireland business, but we're very much part of a global team. Our global functions are led out of a number of geographies and our London team is very much part of that matrix. It's not unusual for someone based in Singapore to run a global team.'

Aside from GDPR, a commonly-cited time-sink for many in-house lawyers, Accenture's team has been focused on bringing itself and its clients into what Simpson calls 'the new digital'. According to Simpson, many major IT contracts historically created

by outside advisers to the industry are not 'fit for purpose' in terms of giving clients access to new technologies. The legal team sees itself 'educating people' on that front, Simpson says.

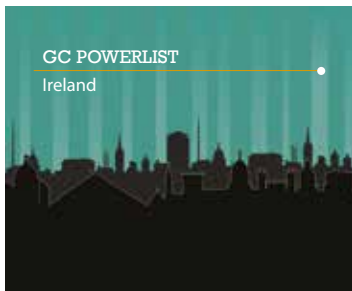
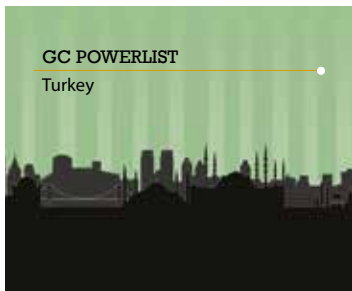
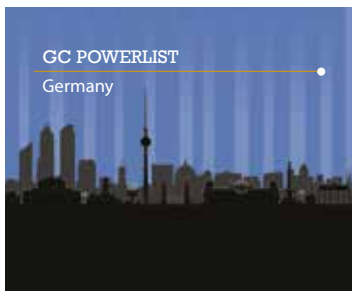
Accenture itself is also looking to keep up with the times, developing a new platform to give its lawyers clearer access to its database of contracts. Simpson says the new system enables the team to make sure the wider business is making informed decisions.

Outside of contracting, a star performer is Christina Demetriades, Accenture's deputy GC for sales and delivery. After joining four years ago as an associate GC, Demetriades has risen quickly through the ranks to become deputy GC, managing a client-facing team of 1,500 people.

Baker McKenzie TMT partner Steve Holmes comments: 'Christina has immersed herself in not only the legal team but also the business, where she is a key contributor to the company's digital strategy. Her passion for leveraging innovation to deliver pragmatic, business-focused solutions, not just advice, sets her apart from her peers in her own industry and beyond.'

Simpson concludes: 'The Accenture in-house team is a global team full of people who like to learn, and who will come up against a challenge and run with it. We are always willing to make changes. We think in an innovative way and we are not afraid to try something new if it gets us the best result.'

The Accenture
in-house team
is a global
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people who
like to learn.



Other titles in the GC Powerlist series:

Regions

- Africa
- Africa (Teams)
- Asia Pacific
- Central America
- Central America (Teams)
- Central and Eastern Europe
- Iberia
- Iberia (Teams)
- Latin America
- Middle East
- Middle East (Teams)
- Nordics
- Southeast Asia
- Southeast Asia (Teams)

Countries

- Argentina
- Australia/New Zealand
- Australia/New Zealand (Teams)
- Brazil
- Canada
- Chile
- China and Hong Kong
- Colombia
- Colombia (Teams)
- France
- France (Teams)
- Germany
- India
- India (Teams)
- Ireland
- Ireland (Teams)
- Italy
- Italy (Teams)
- Mexico

- Mexico (Teams)
- Norway
- Russia
- Russia (Teams)
- Switzerland
- Switzerland (Teams)
- Turkey
- Turkey (Teams)
- United States
- United States (Latin America Specialists)
- United States (Rising Stars)
- United States (Teams)

More titles coming soon...

- Argentina (Teams)
- Denmark
- Greece and Cyprus
- Peru
- Sweden

For more information on the GC Powerlist series, to nominate for one of our forthcoming publications, or to see a full list of our existing editions, please visit www.gcpowerlist.com

INDEX

THE TEAM ELITE:

ENERGY

National Grid	26-27	Network Rail	58
Royal Dutch Shell	28-29	Rolls-Royce	59
ENGIE UK	30	LendLease	60
SSE	31	British Airways	61
		WeWork	62

FINANCIAL SERVICES

HSBC	34	Land Securities Group	63
The Carlyle Group	35	The Crown Estate	64

RETAIL AND CONSUMER PRODUCTS

Lloyds Banking Group	36-37	Unilever	66
Worldpay	38	Associated British Foods	67
The Royal Bank of Scotland	39	Coca-Cola European Partners	68
Bank of America Merrill Lynch	40	Diageo	69
Barclays	41	Thomas Cook	70
TransferWise	42	Dyson	71
		Marks and Spencer	72
		Canon Europe	73
		Reckitt Benckiser	74
		Royal Mail Group	75

INSURANCE

AIG Europe	44		
Aviva	45		
Prudential	46		
Legal & General Group	47		
RSA	48		

PHARMACEUTICALS AND HEALTHCARE

Shire	50		
Bupa	51		
GSK Consumer Healthcare	52		

REAL ESTATE, INFRASTRUCTURE AND TRANSPORT

Westfield Corporation	54		
Balfour Beatty	55		
BAE Systems	56-57		

RISING STARS:

Mark Oliver	Deputy general counsel	Heathrow Airport	18
Claire Singleton	General counsel – corporate and Legal & General Capital	Legal & General	18
Neil Laventure	General counsel, legal head of global categories and R&D	GSK Consumer Healthcare	18
Susannah Collier	Associate general counsel – new energies	Shell International	20
Ian Petts	Deputy head of legal services	Land Securities Group	20
Kendra James	Senior legal counsel	The Financial Times	21
Anoop Joshi	Legal counsel	Skyscanner	22
Angelique de Lafontaine	Senior legal adviser	Bupa	22
Victoria Halliday	Head of labour law	BAE Systems	24
Jonathan Keen	Senior counsel	Dialight	24



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