

BUSINESS LAW TODAY

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Training for Tomorrow

Ten Tips for a Successful Transition from Law School to Law Practice

By Miriam R. Albert

Every fall, lawyers eagerly wait to see if their newly-hired colleagues have passed the bar, and my law professor colleagues and I restart our annual pontification on whether we have (or even whether we should have) prepared these poor graduates sufficiently for the bar exam. What's the role of law school, we ponder. Should we teach them the law? Or should we teach them how to think like lawyers? Or should we teach them how to be lawyers? Do we "teach to the bar" or instead ground them in theory and policy and let the bar review courses drill them on the rule against perpetuities?

Reasonable minds can and do differ on all these questions, but one thing all of us reasonable minds can likely agree on, whether we are in practice or teaching, is that there is a noticeable gap between the skill set one has upon graduating from law school and the skill set one needs to effectively engage in the practice of law. I certainly felt this myself—I was a December graduate, and returned to the firm where I had been a summer associate. So I put on my cap and gown, moved my tassel to the left and joined the same firm where I had summered, this time as a first-year associate. I was a lawyer. It felt like returning home. For about five minutes. Suddenly, the partners were expecting me to practice law. "But wait," I wanted to say, "remember this summer when I just took it all in and went with you to parties and ball games and a few meetings and listened to

your war stories? Now suddenly I am supposed to draft shareholder agreements? By myself? And what's a shareholder agreement, anyway?" I wanted to ask.

I figured out quickly that I had better figure out how to become a lawyer, and quickly. So I did. But the road from law school graduate to useful member of a deal team was a bumpy one for me, as it was for many of my colleagues. In an effort to make other lawyers' transitions from law school graduate to lawyer a bit smoother, I now offer my list of 10 things lawyers wish they had known on the first day of practice. In the spirit of full disclosure, I am a transactional lawyer by training, and now teach business law and skills classes, so much of the list is geared toward transactional lawyers. That said, easy conversions exist, I suspect, to modify the list as needed for my litigating brethren.

In the spirit of still more full disclosure, I note that many of the topics lend themselves equally to my other project—parenting (and by that I mean refereeing the various combinations and permutations of disputes between and among my three kids). I will leave the philosophical question of why this significant overlap between lawyering and parenting exists to others to explore—perhaps we really did learn all we needed to know to be good lawyers in elementary school, but have since forgotten it all.

So here goes—the top 10 things law

graduates need to figure out before becoming a useful transactional lawyer.

1. Be a Good Listener

Good lawyers need to know when to ask questions, and equally importantly, how to ask questions and who to ask them of. One key to successful questioning is good listening and proper timing. So for our newly-minted lawyers, try to ascertain as much as you can about the task at hand from the assigning lawyer, and then get to work. This may not, and probably does not, mean that you start writing. First, find good precedents and forms to use as the basis of your document. See if any of your fellow associates have worked for this partner, and see if they have relevant forms, particularly forms this partner has used; odds are what worked for this partner in the past may well work for this partner now.

It would be surprising and perhaps even concerning if you had no questions at this point in your career, so make your list of questions. Check it twice. Then work on answering them yourself with old fashioned or Internet research. Seek out the help of the law librarian, or other junior colleagues. This is a great way to begin to build a mentoring relationship—respectfully tap into the body of experience that your colleagues possess. For now, you primarily take from that body of experience, with the hope that someday soon you will be able to replenish and even expand it.

When it comes to reaching out to the partner, ask questions when and if they are really needed, and choose your timing carefully. This skill seems woefully absent in some of today's law students. My experience and that of my colleagues at other law schools seems to support the idea that a noticeable percentage of law students seem to have no idea about what constitutes a good question. I had a 3L in my office just weeks before her graduation, and she was struggling with a corporate law concept. She was a good student, on law review, and generally prepared for class.

That said, this young lady made a few strategic mistakes. First, she blew into my office about 30 minutes before class time, which is typically not a good time for me to chat. I gave her very clear non-verbal signals, by not looking up right away when she popped in, and when she said, "I have a question," I responded by saying "only if it's a quick one—I am getting organized for class." She said, "Well, it may not be that quick." And sat down. Curious choice. She continued, "I am just not understanding piercing the corporate veil and reverse piercing. What I need," she continued "is for you to walk me through the concept, so I can fully grasp it. Then I'll need about five to seven hypotheticals on this topic for me to work through, and then we can go over them together." She took my stunned silence for acquiescence, I fear, since she continued: "I'll need them by the end of the week, as the last draft of my law review note is due the following week and my time will be very tight." And she smiled at me, expectantly.

Suffice it to say, I had already taught the class the concept of piercing the corporate veil and reverse piercing, with hypotheticals. The bottom line here was that she asked the wrong question, in the wrong way, at the wrong time. Whether or not she was a good listener in class, she was not a good listener in my office, and further, she came to me at the wrong time.

How does that translate into the world of practice? It's a direct leap. This young lady was months away from practice at a pretty fancy law firm. She was very bright and very personable, but she simply did not understand why I would not drop

everything to make up new fact patterns for her, on her individual time frame.

Query whether she would have a different attitude at her firm? I hope so, but am not so sure. Perhaps she views her professors as her employees, which although not necessarily how I view things, makes her demand somewhat less unreasonable.

Project forward four months. She has passed the bar and now let's say she goes to work for you. Her partner gives her an agreement to draft. In the absence of some self-reflection on her part, this doesn't seem to end well. My guess is that she will not be the lawyer who approaches the partner at a mutually convenient time, and succinctly explains what she has done so far and asks reasonable questions; rather, I fear she will be the one who busts in, on or near the day the project is due, explaining that she couldn't find any viable precedents or that she was too busy to get to the project. And she will smile at the partner, expectantly.

What's the take away on this one? Figure out what questions are appropriate, figure out when to ask them, and who to ask them of—and figure it out soon. One rule of thumb: don't ask a question until you are sure you absolutely can't answer it yourself, with the myriad tools, electronic and otherwise, at your disposal. E-mailing questions can ease some of the timing concerns, as the reader can read the e-mail on his or her own timeframe; but e-mail is not a panacea. E-mail is devoid of tone and expression, and may change the impact of the question. Also, close proofreading is required, especially if your word processing program has an auto correct feature which "helps" you by substituting its choices from your misspellings, with sometimes hilarious and sometimes horrifying results.

2. Be an Active Participant in Your Career

The most successful law students are active and engaged in their academic careers. Some are involved in journals and moot court, others in student organizations, or combinations thereof. But they are moving their career forward, and being truly present in their law school

education. Does that mean that these students never checked their e-mail in class, or did some planting on Farmville during a public lecture? Of course not. But they show up, and not just physically. They are connected to their law school, to their classes, to their classmates.

Treat your career with the same degree of care. In this economy, many new lawyers have not landed their dream jobs, but instead have landed their dream of getting any job. Stay connected with your career. Do a good job at what you are doing, but keep your eye on your goal—how does your current job help you move toward the job you think you really want? What contacts and connections can you make, while faithfully discharging your responsibilities, that will enable you to move toward your goal?

Law students need to shed their roles from law school and grow into their roles as lawyers. Carry yourself as a lawyer, a counselor, a trusted advisor, and you will start to believe it yourself. And remain committed to your success and stay active in your career. Network, join bar association committees, do pro bono work. Decide to get involved. A mid-level associate once told me that the last decision he remembered truly making was the decision to take the LSAT. He got into law school with a scholarship, and he said he felt like he jumped on a speeding train, and now here he was, five years into practice, wondering how he got here. More tragically, he felt it was too late for him to get off that train.

3. Understand the Time Value of Money

All lawyers need a handle on at least the basic concepts of finance. To work on a messy partnership dissolution or practically any deal, you must have an understanding about the business issues that underlie your work. If you don't, you will never progress beyond the role of scribe. Scribes can make money, in some cases, lots of money; but scribes typically don't make partner. You need to add value either to your firm or to your deals or both to get the nod for partnership. So educate yourself on basic finance concepts: the time

value of money and basic valuation skills.

With the trend toward skills training taking firm root in our law schools, today's students have many more options to pick up the skills needed to add value from the start. One available option is the education through professional organizations like the ABA. The ABA Business Law Section Committee on Legal Education co-sponsored a program at the 2011 Spring Meeting in Boston called "1, 2, 3's of Finance" in which panel members provided an overview of financial concepts that every business lawyer should know, such as the time value of money, valuation concepts, national market system, and the roles of intermediaries and financial advisors. This kind of program is perfect for junior lawyers who plan to practice in areas of law that in some way deal with money. In other words, all areas.

4. Understand the Money Value of Time

Your time is now worth something. A lot, in fact. And with the race for billable hours on, you need to free yourself up to do what only you can do. So use your support staff and paraprofessionals wisely and effectively. Don't give them something to do that will take you longer to explain to them than it would to do it yourself.

Know what the billable hours expectations are for you, and stay on pace to get there. You need to get a sense from the partner of how long he or she thinks the assignment will take, and try to work within that estimate. Don't shy away from hard work but don't be a martyr. If you need help, or you need more time, approach the partner in a smart and thoughtful way. Please see Tip No. 1.

5. Don't Try to be the Smartest Person in Every Room

Many of us were raised to believe we were the smartest person in the room. In every room. That works for many of us until we get to law school and then the room suddenly became a lot smarter. Your law degree gets you to the starting line of a very different race than you have ever run before. Suddenly, your group of colleagues may include pillars of the legal

community, scholars, judges, and attorneys with more time in practice than you have been alive. No one is looking for you to run the meeting, or close the deal on day one. Figure out what your role is as a junior associate and embrace it and excel in it.

Let me be clear—you may in fact, still be the smartest person in the room, but what will clinch this title for you is the fact that you don't feel the need to make that point clear to everyone in the room.

6. Comport Yourself in a Professional Manner

Law school is not the real world, God knows, but it is a graduate school that in some significant way, prepares the lawyers of tomorrow. One of these lawyers of tomorrow was sitting in my class last week, chewing gum and blowing bubbles. Yes, blowing bubbles. Again, I am hopeful that the change of venue from the lecture room to the conference room will involve a stop at the trash to spit out the gum, but I am not confident of that.

Do you address partners by their first names? What about clients? How do you need to dress for a Saturday in the office? Can you take your shoes off at 8:00 P.M. on a weeknight? Can you bring your dog to work on a Sunday afternoon? The answer to all these questions is, of course, "it depends." It depends on the partner and on the client. It depends on the firm and the size of the dog. You need to feel out your surroundings and see what others who are succeeding there are doing with these issues. When in doubt, err on the side of professionalism—imagine yourself wearing cutoffs and a tank top in the office on a Saturday when a partner strolls by with a group of clients. Roll the tape back and put on some nice business casual clothes, just to be sure.

7. Write More and Write Less

Whether you wind up in litigation or deal work, it will be helpful to have ever-improving researching and writing experience. So write more. Equally important though is to write less. In all writing, especially lawyerly writing, clarity is key, a good sense of audience is essential, and

delivery may make a difference that wins and loses cases, kills or seals deals.

The current trend in legal education from the Carnegie Report and other sources is to increase our students' competencies and offer them opportunities for skills training. Hopefully, law graduates will soon have many more skills in their tool kit than I had when I graduated 10 those many years ago, but what of our current graduates, on the cusp of this shift in legal education? Lawyer, educate thyself. Get a good book on drafting. Take a CLE. Audit a drafting course at a local law school. And learn on the job. Go through the file and figure out how those who have come before you have mastered this task.

8. Treat Every E-mail as if it will be in the New York Times

Don't put in an e-mail what you wouldn't say to someone's face. Don't e-mail in anger or frustration. Write your thoughts and save them in a Word document. And be careful with the bells and whistles on your e-mail system. We all know the story of the sad sack who hit "reply" instead of "forward," and included an unvarnished evaluation of the sender. Okay, that was me. And you too, I am guessing.

The same rules apply for Twitter and Facebook. Cyberspace lives forever, so don't put it out there if you think you might ever regret it. And remember you can't soften your remarks with your jovial tone in a message. Creepy emoticons can only go so far in helping the reader interpret your meaning.

9. When You're Done, You're Done

This was billed as a list of 10, but it seems we're done at nine. Adding on another item just to get to 10 will not further our discussion substantively, and in fact may detract from the nine good points raised. Enough said.

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