



# How to soar when flying solo as a General Counsel .

Being an in-house lawyer is a great job. You do not have to spend time on business development, collecting fees, or tracking your time. More importantly, you get to be a key part of the business with a seat at the table when critical decisions are made. That said, you only have one client, and you must do your utmost to keep them happy, which can be pretty challenging some days.

Most in-house lawyers are part of a team so they can share the burdens and challenges. Some teams are very large (like a national law firm), and some are small, with only three or four people. The most challenging of all, however, and potentially the most rewarding, is taking a position as the only lawyer at the company. It is fairly common just to have a General Counsel on board and no one else in the legal department. Someone who accepts this role is likely to be looking to build something from scratch, wanting to do things “their way,” and hoping for a substantial economic payoff down the road when the small or start-up company gets “big.”

Moreover, to succeed in such a role, you must be someone who enjoys the rocket-like pace and the challenge of being the only lawyer at a company. Regardless of your reasons, there are a number of things you must know or do to thrive as a General Counsel flying solo.

## I. Clarify your role from the start

The first thing you must do before accepting the role as the solo in-house lawyer is to clarify exactly what your role will be. Are you expected to be part of the executive team and a trusted advisor to leadership and the Board of Directors, or are you going to be a scrivener with the grand title of GC, whose job is solely to draft contracts and manage external law firms? While it’s likely to be some combination of both, be sure to get your role, duties, and expectations nailed down before accepting the job. Get all promises about your job in writing:

- Compensation
- Bonus
- Equity
- Holiday entitlement
- Budget
- Severance arrangements
- Fees to join certain organisations
- Resources/Technology
- Office location
- Ability to work remotely
- And anything else someone told you was part of the offer that enticed you into accepting the role.

If it is not in writing, then it could be illusory. Even something like a change in CEO or CFO can make any oral promise worthless. If you cannot get something in writing from the company, you should think very carefully before accepting the job. If you still wish to move forward, then document back to the company your understanding of the offer and all the promises made to you. While not perfect, it’s best to be prepared for what could happen down the road in the event of any problems. Additionally, consider asking that your compensation and equity be pegged at that of your peers in the C-Suite. Otherwise, you may find yourself out of the range of expected compensation. That said, it is on you to do research on what is market for the position in terms of compensation.

## II. Do your due diligence

When joining any company, especially a small one or a start-up, take some time to conduct due diligence to help you verify that it is financially sound and maintains reasonable ethical standards. Here are some steps you can take:

- **Financial.** Locate any annual reports and financial statements. All limited company accounts should be available via [Companies House online](#), or ask for copies of the last two years of financials at least. Talk with the CFO about the financial health of the company and ask them to walk you through the current P&L, cash flow statement, and balance sheet. Ask if the company has a credit rating and, if so, to see it.
- **Ethics.** Search for the company in news outlets to uncover any recent controversies, legal issues, or scandals. Platforms like LinkedIn and Glassdoor can provide insights from current and former employees about the company culture, management practices, and ethical considerations.
- **Company culture and values.** Ask to see the mission statement and values. Review the company's website and public documents to better understand its mission, vision, and values. Glassdoor and Indeed offer employee reviews that can give you a sense of the company culture, work-life balance, and management's approach to ethical practices. Note that you will likely see more negative comments than positive ones. Take everything you see (good or bad) with a grain of salt.
- **Use your network.** Reach out to current or former employees within your network for their insights and experiences.
- **Legal and compliance check.** Research to see if the company is currently involved in any significant legal battles or has a history of legal issues.

This is a big decision for you, probably coming with a lot of promises around compensation and benefits. Do your due diligence so you can make an informed decision for you and your future. If the company tries to discourage you from doing so, it might not be the right fit for you.

## III. Gut instinct check

Before you say "yes" to becoming a solo in-house lawyer, you need to stop for a gut instinct check. It takes a special type of lawyer to be a General Counsel operating alone. Consider the following:

- **Do you have at least four years of experience?** (And more is definitely better as we will see below). While it may sound exciting to be the General Counsel, you will be making a lot of decisions on the fly and with intense pressure from the business. It is much easier to help the business get to the right decision when you have several years of experience under your belt.
- **Are you ready to give up the perks and lifestyle of working at a law firm or a big in-house department?** In this new job, you will need to be almost completely self-sufficient and ready to work long hours to ensure everything gets done. You may no longer have an office with a door or even a cubicle. You may sit at a long table with other employees and your rank as General Counsel may not mean a whole lot.
- **Get ready to fly by the seat of your pants when making legal decisions.** You will need to become the ultimate do-it-all generalist — a legal Swiss Army Knife®. You will not have the time, generally, to go to external law firms (if that's within your company's budget), nor will you be able to spend hours researching the problem. Daily, you will make important decisions with less-than-perfect information in areas of the law where you have little to no background. Is this level of ambiguity something you are comfortable with?

- **Have you thought about the level of risk you're willing to work within?** Your orientation will quickly become more “business” than “legal” most of the time. You must learn how to analyse risk quickly, lay out the options for the business and, ultimately, live with what the business decides it needs to do. This takes a strong stomach.
- **Are you willing to change how you think about compensation?** The odds are high that your compensation in terms of salary and bonus will be low with some front-loaded equity so that if the company takes off you are very well rewarded.

## IV. Where did the money go?

Unless the situation is very unusual, becoming a solo in-house lawyer of a start-up or small company means you will need to be very frugal. Money will be at a premium and there will be tremendous pressure to limit expenses. You may have no budget for external law firms or what you do have will be tiny. You will need a very fast education in how to be “legally frugal.” Focus on these to start:

- **Review external law firm and vendor spend.** Get a complete picture of all the company's legal spending over the past several years both internal and through outside law firms and other vendors. Identify the law firms and vendors by name. In all likelihood, you will see that the company is using the wrong size firms for its legal work.
- **Find a boutique law firm or sole practitioner.** If you have any budget for external law firms, you can make it go a lot further by ditching big law firms and finding a small firm or even a sole practitioner to help with legal work. Even if you come from a big law firm, you will quickly realise that you probably cannot afford your former colleagues. In fact, you may wonder how anyone affords their rates. Instead, try to (i) renegotiate rates to something reasonable for the company or (ii) find an individual who previously worked for a top law firm and then decided to step out on their own or as part of a small boutique firm. The work will be high quality, but the price will be drastically lower. If so, then you will be able to save the company a lot of money vs. what it was spending or would be likely to spend.
- **Specialist blogs.** You can find a lot of free guidance, information, and forms on legal blogs dedicated to the GCs of small or start-up companies. The [Thomson Reuters® legal blog](#) is a great place to start. Another resource, [qLegal](#), provides free legal advice, support and resources to entrepreneurs, start-ups and non-profits

If you can negotiate resources upfront before joining, [Practical Law™](#) is consistently rated as the single best resource for in-house lawyers, especially General Counsel with no wider team. Practical Law can give you the guidance, research, forms, checklists, “What's Market,” sample policies, practice notes, global coverage, and toolkits you need, all in an incredibly practical and useful way. You will find resources on everything you need to answer just about any legal question or request put to you by the business.

## V. Learn the business

To be a successful in-house lawyer whether as part of a large department or going solo, you need to learn the business of your company — most importantly, how it makes money. When you're working alone, you will be expected to know everything, not just the one part of the business you might be responsible for if you were a member of a large department. The best way to do this at a start-up or small company is as follows:

- Read everything you can about your company or produced by your company, especially any documents prepared for investors.



- Get product demos so you can “see” what your company’s products do and how they are used by customers.
- Ask questions. If you don’t understand something, be sure to ask someone to help you understand.
- Make a friend or two in the business who can help guide you in learning about the company (the more friends, the better).
- Understand basic business finance including how to read the Big Three: a balance sheet, income statement (P&L), and cash flow statement.
- Meet with all the senior leadership of the company and ask about expectations, how they prefer you communicate with them and how frequently, what they want from a legal function, what they don’t want from a legal function, and how you can best help them succeed. This is also where you will have the ability to note that you are a legal department of one, with a small if any budget. There will be limits to what you can do.

## VI. Fix the basics first

If you’re going to work for a start-up or small company, the odds are good that there is a lot to fix from a legal angle. Still, you cannot fix it all, and certainly not at once. So, focus on the basics first, like where you (and the company) will get the biggest return on your time. Start with:

- Understanding the basic company documents it’s possible these were prepared by the founders without considering all potential legal concerns.
- Cleaning up or preparing documentation showing who owns what in terms of equity of the company. This will be extremely important as the company matures and/or takes on investors, especially when it comes to the founder’s understanding about getting diluted in the first round of financing.
- Getting the right human resources policies in place as it’s likely HR has been an afterthought at the company. Keep an eye on the company culture, as a poor working environment could be a recipe for lawsuits down the road.
- Highlighting meat and potatoes compliance, i.e., a business ethics policy and competition law training to start.
- Preparing form agreements for the company’s most used contracts and install a repeatable contracting process.
- Getting on top of data privacy and data security issues, remembering not just to think about the laws affecting customers in the UK, but those from abroad where necessary. Don’t forget that the GDPR applies to any company that processes the data of EU citizens regardless of where the company is located and be aware that more than a dozen U.S. states now have their own data privacy laws.
- Protecting the company’s intellectual property, i.e., trademarks, patents, copyrights, and trade secrets. For many small companies, IP is the crown jewel and if it gets improperly copied or stolen then all the value of the company falls away.

## VII. Prioritise and delegate

If you take this job, you will need to become an expert in two things: prioritising and delegating. As to the former, it's obvious that you will have way more on your plate than you can possibly get done even if you worked 24/7/365. So, come prepared to hone your ability to decide what needs to be done now and what can wait. Fortunately, for most lawyers, the ability to prioritise is in their DNA. It's how they survive. If it's not instinctive, then brush up on the basics. A good guiding light is an "Eisenhower Matrix" where you focus most (but not all your time) each day on matters that are "urgent vs. important."

Another rule of thumb is focusing on the highest revenue-generating contracts as those are the lifeblood of any small company or start-up. The more revenue coming in, the better for the company (and you). Similarly, even if you are the only lawyer, it doesn't mean you cannot delegate. Hopefully, you at least have an excellent assistant who can do way more than answer the phone and keep your calendar. You should tell your assistant to let calls roll to voice mail and that you will keep your own calendar. Instead, determine what types of tasks your assistant can take on for you. If it doesn't require a law degree to accomplish, it is "game on" for delegating.

Also, consider whether there are others in the business who can take on tasks you have been tasked with. For example, can someone in sales be trained to do contract intake and gather all the information you need to begin to draft the contract (or if it's a form contract, can they do the first draft of the form for you)? Push back on things that are not really the responsibility of the legal department. While it's pleasant to feel needed, it's important to avoid becoming the default recipient for others' tasks. Stand your ground here (and get clarity on this before you start). You can also reduce your workload by training employees in your company on things like "writing smart," data protection, contracts, negotiation, and so on.

The more you can teach someone to handle certain tasks or avoid problems, the less work that will end up on your plate. Checklists are great tools here.

## VIII. Get comfortable with "good enough"

Perfection is the enemy of the practical. No one likes to be wrong, but in-house lawyers — especially a GC operating alone — rarely have the time or budget to track down every possible thread that could get pulled to unravel their answer. Accept that "good enough" is usually good enough. If you can reuse material, don't reinvent the wheel — use the wheels lying around the office. Most issues can and should be handled quickly and routinely.

There will be matters when you will need to spend more time, and it's important to clearly identify those. If the board of directors is involved or it's a "bet the company" issue, then you need to take the time to solve the problem exactly right. But those instances are generally rare.

Your daily responsibilities largely involve producing a significant amount of work efficiently while maintaining a balance that aligns with the company's acceptable level of risk, which may be higher than what you, as a legal professional, might typically be accustomed to. There might be an error in there somewhere (though a good checklist is a good way to avoid the most glaring errors). It happens. The sky will remain intact, so let's shift our focus and energy to the next project.

Here's what to focus on when deciding what is good enough:

- **Understand the business objectives.** Recognise the business goals and how your legal work aligns with them. If you can sufficiently mitigate risk without impeding the business objectives, it can be considered good enough — additional efforts may yield diminishing returns.
- **Resource management.** Consider the resources (time, manpower, budget) available. If additional effort will result in minor improvements at a disproportionate cost, it might be time to stop.
- **Deadlines and timeliness.** In many cases, meeting a deadline is crucial. If additional work will cause significant delays that could impact business operations or opportunities, it might be better to prioritise timeliness. Evaluate the significance of the task. For high stakes matters, a higher level of thoroughness is warranted. For less critical tasks, go with “good enough.”
- **Ask.** Talk with your business colleagues. If they are satisfied with the work and believe it meets the necessary standards, it might be fine to stop.
- **Be practical.** Legal solutions should be practical and applicable. Over-analysis or striving for perfection in every aspect can be counterproductive. Use past experiences and outcomes to gauge what level of detail and thoroughness is typically required and has been successful.
- **Avoiding analysis paralysis.** Be wary of overanalysing to the point where it hinders decision-making or action. Sometimes, making a decision, even if not perfect, is better than indecision.

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## IX. Build a network

You may be a department of one, but you are not alone. Focus on ways to build a network of lawyers (in-house or outside) that you can talk to and bounce ideas off. Building such a network allows you to “expand” your department without adding headcount. Consider joining organisations like the Law Society’s In-house Network which provides access to events, online content, activities and research. Look for legal message boards where you can post questions and ask for forms. Likewise, some industry-specific legal organisations such as the Society for Computers and Law have groups for in-house lawyers. Or create your own organisation of GCs at small or start-up companies to accomplish the same results. The key is knowing that you can have a network of in-house lawyers in similar positions who can help and share resources.

## X. Think about the future

You may be all by yourself today, but down the road, you may have the opportunity to expand the department and start to hire lawyers and staff. You should be thinking about expansion from day one. As you go about your daily work, keep notes about what legal issues the company is facing and — if you have the chance — how you would expand the legal department to deal with those issues. Keep track of how much money you are spending with external law firms and how bringing that work in-house would reduce those costs. Or, if there are contracts that are lost or substantially delayed because you don’t have the time to deal with them, capture that lost opportunity cost as well. Ultimately, you’ll want to present a compelling business analysis of why adding headcount makes sense for the business.

## XI. Know who your client is

Remember that you are not the founder's or the CEO's lawyer, you are the company's lawyer. This is usually not an issue when the founder is the only shareholder and is the sole board member, but when other investors come on board, you must be aware that you now, under the rules of professional responsibility, represent all the investors, "management" as a whole, and the board. You must seek to do what is in the best interests of the company and not any one employee. Doing this is easier said than done. One way to get it right is making it part of clarifying your role before you join the company. Regardless of who you represent, it is important to show value every day. You must continuously show management that they made the right decision by hiring an in-house lawyer.

Start by simply keeping senior management up to date on what you're working on, your key accomplishments, and showing how they are saving or making money by having an in-house lawyer vs. paying for external legal advisers. Finally, get into "Dr. Yes" mode fast and leave "Dr. No" behind. This doesn't mean you cave on everything, just be sure you understand what risks the company believes are worth taking — legal doesn't run the business. Taking risks may be the only way smaller or start-up companies can get where they need to go. You need to be ready to guide and support them as they navigate through their early stages.

## Wrapping Up

It takes a very special lawyer to be a legal department of one. If this is the path you've selected or are thinking about, it could be challenging yet fulfilling work ahead. That said, not every start-up or small legal department operates on a shoestring. Many do not. But for those that do, the key to thriving as the sole legal practitioner are as follows: understand what you are getting into, get it in writing, turn frugality into an art form, and cultivate a more assertive stance on risk management than you might typically consider.

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If you have access to **Practical Law**, you will have many, if not all, of the resources needed to do the job and do the job well.