



*EMPOWERMENT  
CONFERENCE 2016:  
GREAT EXPECTATIONS*

**TLAW**

Tennessee Lawyers'  
Association for Women

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# GWEN YOUNG

DIRECTOR, WOMEN IN PUBLIC SERVICE PROJECT / GLOBAL WOMEN'S LEADERSHIP INITIATIVE / WILSON CENTER



Gwen K. Young is an international development professional with over 20 years of experience in international public service. An alumna of Smith College, Harvard, and the University of California-Davis Martin Luther King Jr. School of Law, Ms. Young has pursued a career in humanitarian relief, international development, and human rights.

Her career has encompassed a comprehensive array of international organizations including the Bill & Melinda Gates Foundation, Medecins Sans Frontieres, International Rescue Committee, and the Harvard Institute for International Development. Ms. Young spent over ten years working with various nongovernmental organizations in strife-filled countries throughout Africa. As an attorney, Ms. Young has worked as a professional advocate for women and human rights in corporate law settings, with the ICTY and the Kroc Institute for Peace and Justice at the University of San Diego. She also provided humanitarian law and advocacy training and developed guidelines to deal with sexual and gender based violence and exploitation in conflict ridden zones.

As a public policy professional, Ms. Young has advocated for and published on the role girls and women play in political, social and economic development. She has trained women in advocacy skills, how to build a network, and management skills. Ms. Young has also worked “on the ground” with private sector and public service actors on issues of women’s entrepreneurship including tools to ensure access to finance.

Ms. Young has published in the field of international human rights and international criminal law. She is member of a long list of international legal organizations and associations, including Term Membership at the Council on Foreign Relations, the Executive Board of the American Society of International Law and a several legal bars in California and Europe. Additionally, Ms. Young has spoken before the UN Commission on Human Rights on issues close to her heart.

## MODERATOR: JUSTICE HOLLY KIRBY

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### JUSTICE / TENNESSEE SUPREME COURT



Justice Holly Kirby is the newest justice on the Tennessee Supreme Court. Prior to her appointment to the Supreme Court, Justice Kirby served for over 18 years on the Tennessee Court of Appeals, and was the first woman ever to sit on that Court.

Justice Kirby graduated from the University of Memphis with a degree in mechanical engineering, and graduated from the University of Memphis School of Law in 1982 with high honors. Upon graduation, she served as judicial law clerk on the 6th Circuit Court of Appeals. After her clerkship, Justice Kirby joined the Memphis law firm of Burch, Porter & Johnson, where she became the firm's first female partner. While in private practice, she served as

Chair of the Tennessee Appellate Court Nominating Commission.

During her tenure with the Court of Appeals, Justice Kirby served both the Court of the Judiciary and the Board of Judicial Conduct. She was chosen as Outstanding Young Alumna for the University of Memphis and as Outstanding Alumna for the University of Memphis College of Engineering, and received the Marion Griffin-Frances Loring Award from the Memphis Association for Women Attorneys. Justice Kirby is a member of the Tennessee Three Branches Institute, and last year was named Community Mother of the Year by the Tennessee Justice Center.

## RAUMESH A. AKBARI

TENNESSEE STATE REPRESENTATIVE – 91ST DISTRICT (SHELBY COUNTY)



State Representative Raumesh Akbari's interest in politics and community activism led to her winning a special election for House District 91 following the death of Speaker Pro Tempore Lois DeBerry in 2013. Since that time she has been an effective and vocal member of the House Criminal Justice Committee and Subcommittee, and the House Education Instruction and Programs Committee. Her law background has been instrumental in both formulating and implementing policy. She is a graduate of Washington University, and the St. Louis University School of Law.

Beyond the legislature, Representative Akbari has also taken a leadership role in several legislative organizations. She is currently vice-chair of the Tennessee Black Caucus of State Legislators; Co-Chair of the Children, Youth and Families Committee of the National Black Caucus of State Legislators; a state director within Women in Government; and national corresponding secretary of N.O.B.E.L., the National Organization of Black Elected Legislative Women.

Her honors include being selected as a 2015 Henry Toll Fellow, sponsored by the Council of State Governments; as a 2015 Early Learning Fellow, sponsored by the National Council of State Legislatures; and as a participant in the 2015 Emerging Leaders Program, sponsored by the State Legislative Leaders Foundation. Just recently, Governing Magazine selected her to be in the second class of its Governing Institute, a program for outstanding appointed or elected women officials.

On a personal level, Representative Akbari is a member of New Hope Baptist Church in Memphis. She and her family own and operate the World Trichology Institute and the Lisa Akbari Hair Care Products line. Theirs is a mission of public service, devoted to the needs of the people of their community, of Memphis and Shelby County and of the entire State of Tennessee.

# MEGAN BARRY

MAYOR – CITY OF NASHVILLE



Megan Barry is the seventh mayor of the Metropolitan Government of Nashville and Davidson County. Her election in the Sept. 10, 2015, runoff, after receiving the most votes in the Aug. 6 general election, represents a historic milestone as she is the first female mayor of Nashville.

Barry's election is also historic in that she is the first Metro Council member to ascend to the office of mayor. First elected in the runoff election of 2007 for the position of Council at-large, Barry went on to receive the most votes of the five winning at-large candidates in 2011.

Barry's focus as mayor will be on improving the educational outcomes at our public schools, engaging regional and state partners to develop a unified vision and plan for transportation, creating more affordable housing options for residents of all backgrounds, and continuing to grow our economy while ensuring all parts of Davidson County share in the prosperity.

Professionally, Barry has almost two decades of experience as a corporate executive, including several years developing and managing ethics programs for a global telecommunications firm, and most recently in the role of ethics and compliance officer for Premier, Inc., a health care company. She has also worked as an independent consultant to firms on issues dealing with business ethics and corporate social responsibility. Barry has also played an active role in civic life, having served on the boards of the several nonprofits. Megan Barry is married to Bruce Barry, a professor of organization studies at Vanderbilt. Their son, Max, is a junior in college, and they share their home with two rescue dogs, Hank and Boris. She received her bachelor's degree in elementary education from Baker University, a Methodist college in Baldwin City, Kan. She moved to Nashville in 1991 to attend Vanderbilt University. She received her MBA from Vanderbilt's Owen School in 1993.

## CAROL McCOY

CHANCELLOR, PART II, DAVIDSON COUNTY



Chancellor McCoy was elected to the bench in September 1996 and re-elected in 1998, 2006 and 2014. Prior to joining the bench, Chancellor McCoy practice law for 23 years as a Legal Services lawyer, a staff attorney for the Tennessee Department of Revenue, a partner in Farrell and McCoy and later, Davies, Humphreys, Cantrell and McCoy. She served as presiding judge for the Trial Judges of Davidson County 1998 to 2001 and in 2009, she was unanimously elected by all of Tennessee's appellate and trial judges to serve as the first woman President of the Tennessee Judicial Conference.

She was appointed by Governor Winfield Dunn to serve as a Commissioner on the Tennessee Commission on the Status of Women and reappointed to that position for an additional four year term by Governor Ray Blanton. Governor Phil Bredesen appointed Chancellor McCoy to a five year term on the Tennessee Arts Commission.

She has served on the board of directors for many non-profits organizations in Nashville and Middle Tennessee and was in the first class of CABLE's Women on Corporate Boards Academy in 2013-14.

Chancellor McCoy graduated from the University of South Florida in Tampa, Florida and awarded a B.A. with honors. She was awarded a J.D. from Vanderbilt University School of Law and was licensed to practice law in Tennessee and Florida. She and her husband, Tennessee Supreme Court Justice Roger A. Page, have four sons, one daughter-in-law and three grandchildren.

## DEBI TAYLOR TATE

DIRECTOR – TENNESSEE ADMINISTRATIVE OFFICE OF THE COURTS



The Tennessee Supreme Court appointed Deborah Taylor Tate as the Administrative Director of the Administrative Office of the Courts in January 2015. In addition to serving as chief operating officer, she also serves on the Tennessee Consolidated Retirement System Board of Trustees, the Information Systems Council, Human Trafficking Advisory Council, and the Tennessee Domestic Violence State Coordinating Council. Previously, she was twice nominated by President George W. Bush and unanimously approved by the U.S. Senate as an FCC Commissioner and was the first Special Envoy for Children at the International Telecommunications Union in Geneva.

She began her professional career in Tennessee state government. She served as assistant legal counsel and senior policy advisor to former Tennessee governors Don Sundquist and Sen. Lamar Alexander; served as chairman and director of the Tennessee Regulatory Authority; led the Health Facilities Commission; and was a director at Vanderbilt University Institute of Public Policy State and Local Policy Center. Previously, she coordinated the Juvenile Justice Commission and the Title 33 Commission, which rewrote the entire mental health law for the state of Tennessee .

She is a licensed attorney, a Tennessee Supreme Court Rule 31 listed mediator, Nashville Bar Foundation Fellow, and served in private practice representing families and juveniles in juvenile court as a guardian ad litem. She was president of the Court Appointed Special Advocates board. Tate co-founded Renewal House; is a Leadership Nashville alum; and has been a member of the Community Foundation of Middle Tennessee, Common Sense Media, Multicultural Media Telecom Internet Council; and serves on the board of directors of HealthStream, Centerstone of Tennessee, and the Centerstone Research Institute.

Tate is published and lectures nationally and is an adjunct senior fellow with the Free State Foundation. Tate received both her B.A. and J.D. from the University of Tennessee-Knoxville and also studied at Vanderbilt University Law School. She is married with three adult children.

# ELECTED & APPOINTED POSITIONS

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## SOME THOUGHTS AND REFERENCE

**Center for American Women and Politics:** [www.cawp.rutgers.edu](http://www.cawp.rutgers.edu).

•” On the sidelines of all the primary campaigns going on right now we also have a less-visible but important nationwide effort focused on gender equality in political office. It is aimed at women who have not considered running for political office as well as those who have been thinking about it and need encouragement to declare. Recruitment is the key to achieving this goal. "If women run, women win," says Debbie Walsh, director of the Center for American Women and Politics at Rutgers University in New Jersey. [Emerge America](#) (link is external) is the fastest-growing national political organization recruiting women to run for office. . . . In 2014 women have continued to lose ground in elected office across the country, finds a [data analysis](#) by the Center for American Women and Politics. The number of women running has decreased and too few are waiting in the pipeline to run when openings occur. In their 2005 book "It Takes a Candidate," Jennifer Lawless and Richard Fox explain why women don't run for office as frequently as men. Their research shows that:

- Women put families and careers first, entering politics would be a "third job;"
- Women believe they are not qualified;
- Women are not recruited to be candidates by their political parties.

...

The American Association of University Women, founded in 1881, has a program [Elect Her](#) (link is external) that trains college women to run for student government on campuses with the goal of developing a future interest in political office. This academic year 50 campuses will host Elect Her trainings. . . .

The Center for American Women and Politics, founded in 1971 and the preeminent academic institution conducting research on issues affecting women running for and holding office, has a variety of booster initiatives. New Leadership, a six-day summer program, "educates college women about the political process and teaches them to become effective leaders." [Ready to Run](#) is a nonpartisan program that encourages women to run for office, apply for appointments and work on campaigns. Currently, Ready to Run has programs in 14 states. It has been particularly successful in training and electing women of color.

...

California Women Lead was founded 40 years ago as an association for elected and appointed women. It provides leadership and campaign trainings throughout California with a focus on women interested in state and local boards and commissions. "Appointments are an opportunity for women who are trying to balance work and family and to build a resume while preparing to run," says the group's executive director, Rachel Michelin. To achieve gender equality in public office, we need to work harder to recruit more women to run now and to build a pipeline of women who will be future candidates. Gloria Steinem said it best in the spring edition of Ms. Magazine: "People often ask me if I am passing the torch. I explain that I am keeping my torch, and I'm using it to light the torches of others. Because only if each of us has a torch will there be enough light." - Excerpted from [Women's eNews](#) and a guest blog written to encourage and support women's candidacies nationwide by Susan Rose, former executive director of the Los Angeles City Commission on the Status of Women.

•Theda Snyder, **WOMEN RAINMAKERS' BEST MARKETING TIPS**, 3<sup>rd</sup>. ed. (2011).

•Arin Reeves, **ONE SIZE NEVER FITS ALL: BUSINESS DEVELOPMENT STRATEGIES TAILORED FOR WOMEN (AND MOST MEN)** (2014).

•" Invite a woman to run for office. Based on findings that women are most responsive to and reliant on encouragement in making the decision to run for office, this invitation refrain is pervasive among those seeking great gender parity in U. S. Politics. For example, in 2007, the Women's Campaign Fund launched *She Should Run*, complete with an online tool that, to date, has been used to ask just under 200,000 women to run for office. In 2014, another organization, Vote Run Lead, adopted a similar strategy, launching *Invitation Nation* to send e-invitations to run to nearly 10,000 women within first year of launching the project." – Dittmar, K., *Encouragement is not Enough: Addressing Social and Structural Barriers to Female Recruitment*, *Politics & Gender*, 11, pp. 759-765, Cambridge University Press (2016).

•The only way we can close this leadership gender gap is with courage. **Former Sen. Carol Moseley Braun (D-IL).**

•" We present findings from two nationwide surveys of state legislators conducted by the Center for American Women and Politics (CAWP) in 1981 and 2008 as well as from semi-structured, in-depth interviews conducted in 2009 with 22 women legislators from 15 states. . . . the preponderance of evidence is consistent with a model of persistent gender differences over time in pathways into office. Some past studies have suggested that increases in the number of women officeholders will depend on whether or not women attain those credentials associated with men's election to office, but the variation we find in the backgrounds and experiences of women legislators and the persistence of gender differences over time suggest a need to think more broadly and less conventionally about the women who might serve in the future. Our analysis leads us to conclude that more women (of varying occupational backgrounds, education levels, ages, and previous experience) could run." – Carrol, J. and Sanbonmatsu, K., *Can More Women Run? Reevaluating Women's Election to the State Legislatures*, Abstract: Do men and women take similar or different paths to public office? (Later published in book form as **MORE WOMEN CAN RUN: GENDER PATHWAYS TO THE STATE LEGISLATURES**, Oxford University Press (2013).

•" One fundamental conclusion I've reached is that women won't get elected to anything unless they run for it. If your name isn't on the ballot, you can't get votes. So there's no point in complaining about representation of women." **Ruth Bachhuber Doyle, quoted in the Wisconsin State Journal, 1952.**

•" Lawless and Fox found that women who share the same personal characteristics and professional credentials as men express significantly lower levels of political ambition to hold elective office. They identified two key factors explain this gender gap: first, women are far less likely than men to be encouraged to run for office; and second, women are significantly less likely than men to view themselves as qualified to run. . . . Despite research that finds women perform as well as men once elected, "women are less likely to express an interest in running for political office, less likely than men to view themselves as qualified and less likely to receive encouragement from party leaders, elected officials and political activists" (Lawless and Fox, 2005). On the bright side, they found that when women receive external support from both political and non-political sources, they are twice as likely to run." - *Who Me? What We Know About Why Women Don't Run for Political Office*, Wisconsin Women's Council April 2007, <http://womenscouncil.wi.gov/docview.asp?docid=11064>.

•"As a college intern in the Governor's office working on pay equity ... I was asked to monitor meetings of all sorts -- city council meetings, county board meetings, committee meetings, and the like. By attending all of these meetings, watching and listening to the proceedings over a period of time, I came to understand the political process. It was de-mystified for me. What had previously seemed so complicated was now understandable and I gradually began to think, "Hey, I can do that!" **Wisconsin U.S. Senator Tammy Baldwin.**

•*Municipal Elections in Canada: A Guide for Women Candidates*,  
[http://www.ku.ac.ke/actil/wp-content/uploads/2015/07/Municipal Elections in Canada a Guide for Women Candidates EN.pdf](http://www.ku.ac.ke/actil/wp-content/uploads/2015/07/Municipal_Elections_in_Canada_a_Guide_for_Women_Candidates_EN.pdf)

# CURRENT BOARD & COMMISSION OPENINGS

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Dear Friends: We have been notified by the Chair of Boards & Commissions of the Economic Council on Women of openings on state boards and commissions. Please review carefully if you are interested in serving on one of these boards or commissions and follow the instructions in paragraph 3 below.

The Tennessee Economic Council on Women (<http://www.tennesseewomen.org>) has been advised by the Governor's Office; that there are expiring openings on various State Boards & Commissions which are listed below. Several board openings have specific requirements; as noted. The goal of the TECW is to assist in achieving gender balance on all state boards and commissions. These boards and commission openings are non-paid positions. If you are interested in any of these state board or commission opportunities, please forward an updated copy of your resume or bio and a statement (paragraph length) regarding why you would like to serve - to [tnboardsandcommissions@gmail.com](mailto:tnboardsandcommissions@gmail.com) by 12 noon on July 15, 2016. Thank you.

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## BOARD EXPIRATIONS: JULY 20

- **Sam Davis Memorial Association Board of Trustees:** Oversees the Sam Davis Memorial Home.

Seats: 3 Members

- **Board of Veterinary Medical Examiners:** Promulgates rules and regulates licenses for veterinarians.

Seats: Veterinarian

- **Committee for Clinical Perfusionists:** Promulgates rules and regulates licenses for clinical perfusionists.

Seats: Cardiac Surgeon or Cardiac Anesthesiologist

Hospital Administrator of a Healthcare Facility Where Cardiac Surgery is Performed  
Perfusionist

- **TennCare Pharmacy Advisory Committee:** Makes recommendations regarding a preferred drug list to govern all state expenditures for prescription drugs for the TennCare program.

Seats: Organizations Engaged in Advocacy on Behalf of Members of the TennCare Program

Cardiologist

- **State Board of Pharmacy:** Promulgates rules and regulates licenses for pharmacists.

Seats: Pharmacist

- **Humanities Tennessee Board of Directors:** Promotes the study of community history and culture and the study of language and literature.

Seats: Member

- **Tennessee Residence Commission:** Oversees the restoration and preservation of the Tennessee residence, including the building and contiguous grounds.

Seats: Citizen Member

- **Governor's Council for Armed Forces, Veterans, and Their Families:** Facilitates collaboration and coordination in order to effectively meet the needs of the members of the armed forces, veterans, and their families, specifically in the areas of PTSD, unemployment, and suicide prevention.

Seats: County or City Mayor

Representative of an Advocacy Organization for the Homeless

Representative of a Veteran Service Organization for Women

Representative of Higher Education

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#### BOARD EXPIRATIONS: AUGUST 20

- **Air Pollution Control Board:** Promulgates rules to govern ambient air quality standards, emission standards, and other regulations deemed necessary for the purpose of limiting air pollution in this state.

Seats: 2 current full time employees with a private manufacturing concern. Must have a college degree in engineering or equivalent and 8 years of combined technical training and experience in air pollution abatement for either a Title 5 permit holder or a non-Title 5 permitted source in Tennessee.

- **Tennessee Auctioneer Commission:** Promulgates rules and regulates licenses for auctioneers.

Seats: Auctioneer

- **Elevator and Amusement Device Safety Board:** Oversees safety regulations for elevators, dumbwaiters, escalators, aerial passenger tramways, moving walks, and amusement devices as well as promulgates rules and regulates licenses for elevator inspectors.

Seats: Representative of the Fixed Amusement Device Business

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BOARD EXPIRATIONS: SEPTEMBER 20

- **State Rehabilitation Council:** Advises the Department of Human Services on policies and procedures pertaining to the provision of vocational rehabilitation services.

Seats: Representative of a Disability Advocacy Group

- **Tennessee Historical Commission:** Manages historical sites, approves/erects historical markers, and identifies/assists with publications and historical research projects.

Seats: 5 Members

- **Tennessee Suicide Prevention Advisory Council:** Coordinates implementation of the Tennessee Suicide Prevention Strategy, based on the National Strategy for Suicide Prevention, which aims to eliminate the stigma of suicide, educate the community on the warning signs of suicide, and ultimately reduce the rate of suicide.

Seats: 3 Members from the Memphis Suicide Prevention Region

3 Members from the Mid-Cumberland Suicide Prevention Region

3 Members from the South Central Suicide Prevention Region

2 Members from the Northeast Suicide Prevention Region

2 Members from the Southeast Suicide Prevention Region

Member from the East Suicide Prevention Region

Member from the Rural West Suicide Prevention Region

- **Tennessee Corrections Institute Board of Control:** Governs the Tennessee Corrections Institute, which is charged with overseeing personnel training, facility inspection and evaluation of correctional programs for municipal, county and metropolitan jurisdictions.

Seats: Chair of a Department of Criminal Justice at an Institution of Higher Education in TN

2 Sheriffs

County Mayor

Chief of Police or a County Commissioner

- **Doe Mountain Recreation Authority Board of Directors:** Oversees the Doe Mountain Recreational Authority by developing and effectuating a master plan for Doe Mountain, which aims to conserve natural resources and foster economic development through recreational opportunities on the mountain.

Seats: Member with Experience in Outdoor Recreation Planning, Marketing or Operations

Member with a Background in Conservation

Member who resides in Johnson County or an adjoining county

## ETHICAL RULES

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### TENNESSEE SUPREME COURT RULE 8: RULES OF PROFESSIONAL CONDUCT

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#### RULE 6.1: PRO BONO PUBLICO SERVICE

A lawyer should aspire to render at least 50 hours of pro bono publico legal services per year. In fulfilling this responsibility, the lawyer should:

(b) provide any additional services through:

(1) delivery of legal services at no fee or at a substantially reduced fee to individuals, groups, or organizations seeking to secure or protect civil rights, civil liberties, or public rights, or charitable religious, civic, community, governmental, and educational organizations in matters in furtherance of their organizational purposes, where the payment of standard legal fees would significantly deplete the organization's economic resources or would be otherwise inappropriate;

(3) participation in activities for improving the law, the legal system, or the legal profession.

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#### RULE 6.4: LAW REFORM ACTIVITIES AFFECTING CLIENT INTERESTS

A lawyer may serve as a director, officer, or member of an organization involved in reform of the law or its administration notwithstanding that the reform may affect the interests of a client of the lawyer. When the lawyer knows that the interests of a client may be materially benefitted by a decision in which the lawyer participates, the lawyer shall disclose that fact, but need not identify the client.

#### COMMENT

[1] Lawyers involved in organizations seeking law reform generally do not have a client-lawyer relationship with the organization. Otherwise, it might follow that a lawyer could not be involved in a bar association law reform program that might indirectly affect a client. See also RPC 1.2(b). For example, a lawyer specializing in antitrust litigation might be regarded as disqualified from participating in drafting revisions of rules governing that subject. In determining the nature and scope of participation in such activities, a lawyer should be mindful of obligations to clients under other Rules, particularly RPC 1.7. A lawyer is professionally obligated to protect the integrity of the program by making an appropriate disclosure within the organization when the lawyer knows a private client might be materially benefitted.

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RULE 8.2: JUDICIAL AND LEGAL OFFICIALS

(a) A lawyer shall not make a statement that the lawyer knows to be false or that is made with reckless disregard as to its truth or falsity concerning the qualifications or integrity of the following persons:

- (1) a judge;
- (2) an adjudicatory officer or public legal officer; or
- (3) a candidate for election or appointment to judicial or legal office.

(b) A lawyer who is a candidate for judicial office shall comply with the applicable provisions of the Code of Judicial Conduct.

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TENNESSEE SUPREME COURT RULE 10: CODE OF JUDICIAL CONDUCT

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RULE 3.6 AFFILIATION WITH DISCRIMINATORY ORGANIZATIONS

(A) A judge shall not hold membership in any organization that practices invidious discrimination on the basis of race, sex, gender, religion, national origin, ethnicity, or sexual orientation.

(B) A judge shall not use the benefits or facilities of an organization if the judge knows or should know that the organization practices invidious discrimination on one or more of the bases identified in paragraph

(A). A judge's attendance at an event in a facility of an organization that the judge is not permitted to join is not a violation of this Rule when the judge's attendance is an isolated event that could not reasonably be perceived as an endorsement of the organization's practices.

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CANON 4 – A JUDGE OR CANDIDATE FOR JUDICIAL OFFICE SHALL NOT ENGAGE IN POLITICAL OR CAMPAIGN ACTIVITY THAT IS INCONSISTENT WITH THE INDEPENDENCE, INTEGRITY, OR IMPARTIALITY OF THE JUDICIARY.

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RULE 4.1 POLITICAL AND CAMPAIGN ACTIVITIES OF JUDGES AND JUDICIAL CANDIDATES IN GENERAL

(A) Except as permitted by law, or by RJC's 4.2, 4.3, and 4.4, a judge or a judicial candidate shall not:

- (1) act as a leader in, or hold an office in, a political organization;
- (2) make speeches on behalf of a political organization;
- (3) publicly endorse or oppose a candidate for any public office;
- (4) solicit funds for, pay an assessment to, or make a contribution to a political organization or candidate for public office except that a judge or judicial candidate may solicit funds for a

political organization or candidate for public office from a member of the judge's family or a member of the judicial candidate's family;

...

(8) personally solicit or accept campaign contributions other than through a campaign committee authorized by RJC 4.4;

(9) use or permit the use of campaign contributions for the private benefit of the judge, the candidate, or others;

(10) use court staff, facilities, or other court resources in a campaign for judicial office;

(11) knowingly, or with reckless disregard for the truth, make any false or misleading statement;

(12) make any statement that would reasonably be expected to affect the outcome or impair the fairness of a matter pending or impending in any court; or

(13) in connection with cases, controversies, or issues that are likely to come before the court, make pledges, promises, or commitments that are inconsistent with the impartial performance of the adjudicative duties of judicial office.

(B) A judge or judicial candidate shall take reasonable measures to ensure that other persons do not undertake, on behalf of the judge or judicial candidate, any activities prohibited under paragraph (A).

#### COMMENT

Statements and Comments Made During a Campaign for Judicial Office [7] Judicial candidates must be scrupulously fair and accurate in all statements made by them and by their campaign committees. Paragraph (A)(11) obligates candidates and their committees to refrain from making statements that are false or misleading, or that omit facts necessary to make the communication considered as a whole not materially misleading. [8] Judicial candidates are sometimes the subject of false, misleading, or unfair allegations made by opposing candidates, third parties, or the media. For example, false or misleading statements might be made regarding the identity, present position, experience, qualifications, or judicial rulings of a candidate. In other situations, false or misleading allegations may be made that bear upon a candidate's integrity or fitness for judicial office. As long as the candidate does not violate paragraphs (A)(11), (A)(12), or (A)(13), the candidate may make a factually accurate public response. In addition, when an independent third party has made unwarranted attacks on a candidate's opponent, the candidate may disavow the attacks, and request the third party to cease and desist. [9] Subject to paragraph (A)(12), a judicial candidate is permitted to respond directly to false, misleading, or unfair allegations made against him or her during a campaign, although it is preferable for someone else to respond if the allegations relate to a pending case. [10] Paragraph (A)(12) prohibits judicial candidates from making comments that might impair the fairness of pending or impending judicial proceedings. This provision does not restrict

arguments or statements to the court or jury by a lawyer who is a judicial candidate, or rulings, statements, or instructions by a judge that may appropriately affect the outcome of a matter.

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#### RULE 4.2 POLITICAL AND CAMPAIGN ACTIVITIES OF JUDGES AND JUDICIAL CANDIDATES IN PUBLIC ELECTIONS

(A) A judge or judicial candidate in a partisan, nonpartisan, or retention election shall:

- (1) act at all times in a manner consistent with the independence, integrity, and impartiality of the judiciary;
- (2) comply with all applicable election, election campaign, and election campaign fund-raising laws and regulations of this jurisdiction;
- (3) review and approve the content of all campaign statements and materials produced by the candidate or his or her campaign committee, as authorized by RJC 4.4, before their dissemination; and
- (4) take reasonable measures to ensure that other persons do not undertake on behalf of the candidate activities, other than those described in RJC 4.4, that the candidate is prohibited from doing by RJC 4.1.

(B) A candidate for elective judicial office may, unless prohibited by law, and not earlier than 365 days before the first applicable primary election, caucus, or general or retention election:

- (1) establish a campaign committee pursuant to the provisions of RJC 4.4.
- (2) speak on behalf of his or her candidacy through any medium, including but not limited to advertisements, websites, or other campaign literature; . . .
- (5) seek, accept, or use endorsements from any person or organization; and

. . .

(C) A judge or judicial candidate may, except as prohibited by law, at any time

- (1) purchase tickets for and attend political gatherings, subject to the limitations in (C)(3);
- (2) identify himself or herself as a member of a political party;
- (3) contribute to a political organization or a political candidate in an amount up to the limitations provided in Tenn. Code Ann. § 2-10-301 et seq.; and
- (4) publicly endorse or oppose judges or judicial candidates in a partisan, nonpartisan, or retention election for any judicial office.

(D) Judges and judicial candidates running for judicial office in a partisan, nonpartisan, or retention election may group themselves into slates or other alliances to conduct their campaigns more effectively, including the establishment of a joint campaign committee pursuant to RJC 4.4.

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#### RULE 4.3 ACTIVITIES OF CANDIDATES FOR APPOINTIVE JUDICIAL OFFICE

A candidate for appointment to judicial office may:

- (A) communicate with the appointing or confirming authority, including any selection, screening, or nominating commission or similar agency; and

(B) seek endorsements for the appointment from any person or organization.

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RULE 4.4 CAMPAIGN COMMITTEES

(A) A judicial candidate subject to public election may establish a campaign committee to manage and conduct a campaign for the candidate, subject to the provisions of this Code. The candidate is responsible for ensuring that his or her campaign committee complies with applicable provisions of this Code and other applicable law.

(B) A judicial candidate subject to public election shall direct his or her campaign committee:

(1) to solicit and accept only such campaign contributions allowable by law.

(2) not to solicit or accept contributions for a candidate's current campaign more than (365) days before an election (see RJC 4.2 Comment [1A] as to the calculation of this time period), nor more than ninety (90) days after the last election in which the candidate participates; and

(3) to comply with all applicable requirements for disclosure and divestiture of campaign contributions as required by law.

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RULE 4.5 JUDGES AND JUDICIAL CANDIDATES SEEKING NONJUDICIAL OFFICE.

(C) No judicial candidate may also simultaneously be a candidate for an elected nonjudicial position.

**ONE LAWYER'S JOURNEY  
TO APPOINTED  
POSITIONS**



**Deborah Taylor Tate**  
Former F.C.C. Commissioner  
Director  
Administrative Office of the Courts

**EVERYTHING STARTED  
WITH A LAW DEGREE...**

- ⌘ Law Clerk for Governor's Office
- ⌘ Adjunct Faculty
- ⌘ General Counsel and Policy Director for 2 Governors
- ⌘ Vanderbilt University
- ⌘ Belmont University
- ⌘ Executive Director – TN Health Facilities Commission
- ⌘ Lipscomb University
- ⌘ Vanderbilt Director of Public Policy
- ⌘ Current Director of the Administrative Office of the Courts, Tennessee Supreme Court
- ⌘ Governor appointed State Chairman TRA
- ⌘ Board of Directors – Healthstream, Inc. (Nasdaq: HSTIM)
- ⌘ President Bush appointed to the ICC
- ⌘ First International Special Envoy for Children, Geneva Switzerland



**DO YOUR BEST IN  
EVERY ROLE**



**Senator Alexander Introduces Tate to  
U.S. Senate Commerce Committee**

**QUICK "COMMERCIAL"**



**The Administrative Office  
of the Courts**

## AOC RESPONSIBILITIES

- œ Provide support to judges across the state;
- œ Provide training for new judges and CLE for all judges;
- œ Compile court data;
- œ Prepare court system's annual budget;

- œ Managing and distributing funds to court-appointed attorneys representing indigent defendants
- œ Education for judges, clerks, court personnel, YSOs, and court reporters
- œ Administer payroll accounts for the court system



## AOC - BY THE NUMBERS



- > \$135 million budget
- > \$36 million indigent defense funds
- > 480 judges
- > Statewide conferences/education
- > 400,000 CLE hours per year

## ACCESS TO JUSTICE



**JUSTICE FOR ALL**  
A TENNESSEE SUPREME COURT INITIATIVE

justiceforallhi.com

## AOC INITIATIVES AHEAD

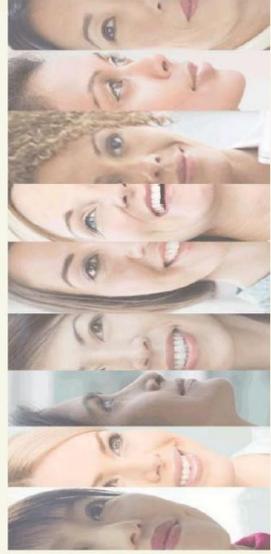
- Appellate E-filing
- Expansion of Pilot Courts (Vets/MH/Drug)
- Expansion of Appointed Attorney Pilots
- General Sessions Repository
- E-filing at Trial level

## KEEP UP WITH OUR WORK

- ✓ Twitter @TNCourts
- ✓ TNCourts.gov
- ✓ Sign up for opinion and news emails
- ✓ Access to Justice on Facebook:
- ✓ Facebook.com/JusticeForAllTN



## LET'S TALK WOMAN 2 WOMAN



## THE FACTS:

- ☞ Women are 50.8% of the U.S. population
- ☞ Women are 17% of the Congress/Parliamentarians
- ☞ Women earn almost 60% of undergraduate degrees and 60% of all master's degrees.
- ☞ Women earn 47% of all law degrees, 48% of all medical degrees.
- ☞ Women comprise 47% of the U.S. labor force and 59% of the college-educated, entry-level workforce.
- ☞ Women hold almost 52% of all professional-level jobs.



# LESSONS

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## MY TIPS FOR ATTORNEYS

## USE YOUR PLATFORM

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**“The Children’s Commissioner”**

## ADOPT GREAT MENTORS

(Even if you don’t know them!)



**Justice Sandra Day O’Conner**

## WORK HARD!!

---

- ⌘ Always work harder than anyone else;
- ⌘ Do your best at every single assignment;
- ⌘ Be persistent and don’t take “NO” for an answer;
- ⌘ Go beyond your “comfort zone”;
- ⌘ Volunteer!!! (be the first to raise your hand!);
- ⌘ Sit at the table!

**PAY IT FORWARD.....**

**SUPPORTING WOMEN IN GOVERNMENT**

GHANA 2009

**BE OPEN TO.....**

**NEW EXPERIENCES**

**THE BROADER PICTURE**

**GOING NEW PLACES**

**SEEING NEW THINGS**

**FRESH PERSPECTIVES**

**CONVERSATION**

**CHALLENGES**

**MEETING NEW PEOPLE**

**CHANGE**

**NEW IDEAS**

**NEVER LOSE SIGHT OF WHAT IS REALLY IMPORTANT!**

## CONTACT INFORMATION



**DEBORAH TAYLOR TATE**

DIRECTOR

ADMINISTRATIVE OFFICE OF THE COURTS

511 UNION STREET

NASHVILLE, TENNESSEE 37219

(615) 741-2687

[Deborah.Taylor.Tate@tncourts.gov](mailto:Deborah.Taylor.Tate@tncourts.gov)

# SHARON G. LEE

CHIEF JUSTICE / TENNESSEE SUPREME COURT

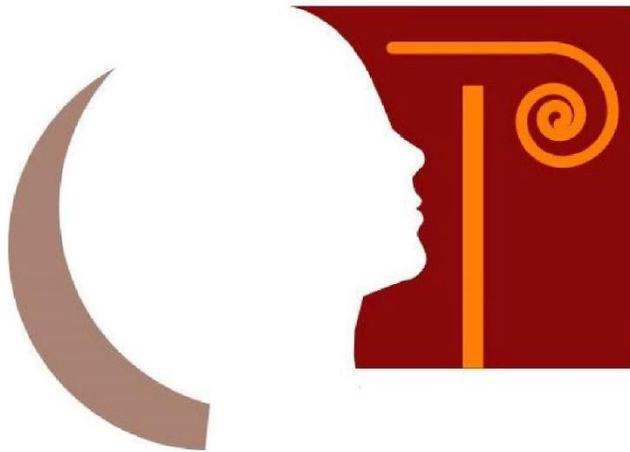


Sharon G. Lee was appointed to the Tennessee Supreme Court in 2008 and re-elected in 2010 and 2014. From 2004 to 2008, she served on the Tennessee Court of Appeals. Prior to her appointment to the bench, Justice Lee practiced law in her hometown of Madisonville from 1978 until 2004. She also served as the Madisonville municipal judge from 2002 to 2004. Justice Lee is admitted to practice in the Supreme Court of the United States.

Justice Lee received both her undergraduate and her law degree from the University of Tennessee.

Lee has served on the Knoxville Bar Association Board of Governors, as President of East Tennessee Lawyers' Association for Women, as a Board member for the Tennessee Lawyers' Association for Women, and as a Board member of the Monroe County Boys and Girls Club. She is a member of the American, Tennessee and Knoxville Bar Foundations, a board member of the Knoxville YWCA and the East Tennessee Historical Society, and an honorary member of the 2014 Congressional Medal of Honor Convention Committee.

# A Current Glance at Women in the Law July 2014



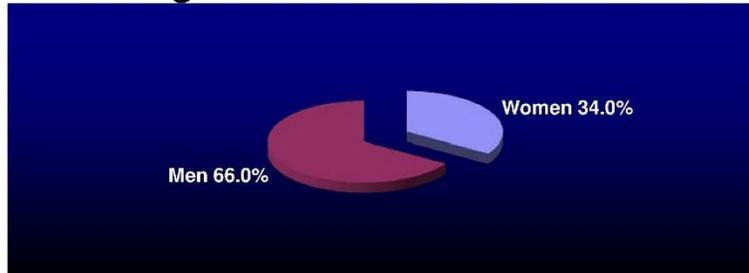
American Bar Association - Commission on Women in the Profession  
321 N. Clark Street, Chicago, IL 60654

Phone: 312-988-5715 • Email: [abacwp1@americanbar.org](mailto:abacwp1@americanbar.org) • Website: [www.americanbar.org/women](http://www.americanbar.org/women)



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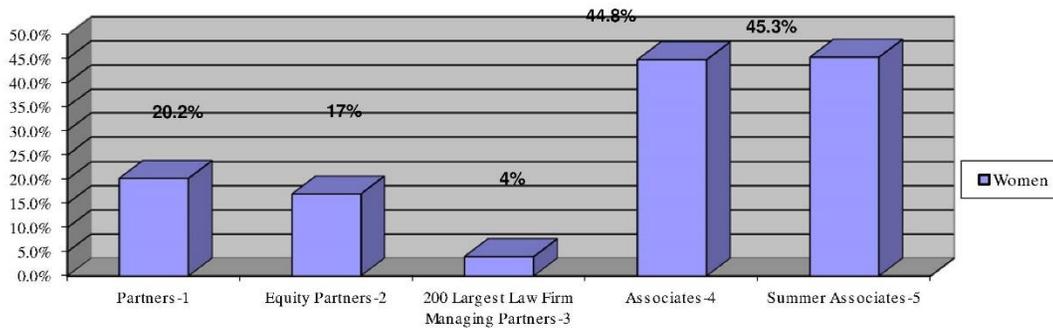
## Women in the Legal Profession



American Bar Association Market Research Department, April 2013

Note: 43 states, representing 59% of the lawyer population, reported gender statistics.

## Women in Private Practice



<sup>1</sup> *Representation of Women Associates Falls for Fourth Straight Year as Minority Associates Continue to Make Gains-Women and Minority Partners Continue to Make Small Gains.* National Association for Law Placement, December 2013.

<http://www.nalp.org/uploads/PressReleases/2013WomenMinoritiesPressRelease.pdf>

<sup>2</sup> *Report of the Eighth Annual National Survey on Retention and Promotion of Women in Law Firms.* National Association of Women Lawyers and NAWL Foundation, February 2014.

<http://www.nawl.org/p/cm/ld/fid=82#surveys>

<sup>3</sup> *Report of the Seventh Annual National Survey on Retention and Promotion of Women in Law Firms.* National Association of Women Lawyers and NAWL Foundation, October 2012.

<http://www.nawl.org/p/cm/ld/fid=82#surveys>

<sup>4</sup> *Representation of Women Associates Falls for Fourth Straight Year as Minority Associates Continue to Make Gains-Women and Minority Partners Continue to Make Small Gains.* National Association for Law Placement, December 2013

<http://www.nalp.org/uploads/PressReleases/2013WomenMinoritiesPressRelease.pdf>

<sup>5</sup> *Representation of Women Associates Falls for Fourth Straight Year as Minority Associates Continue to Make Gains-Women and Minority Partners Continue to Make Small Gains.* National Association for Law Placement, December 2013

<http://www.nalp.org/uploads/PressReleases/2013WomenMinoritiesPressRelease.pdf>

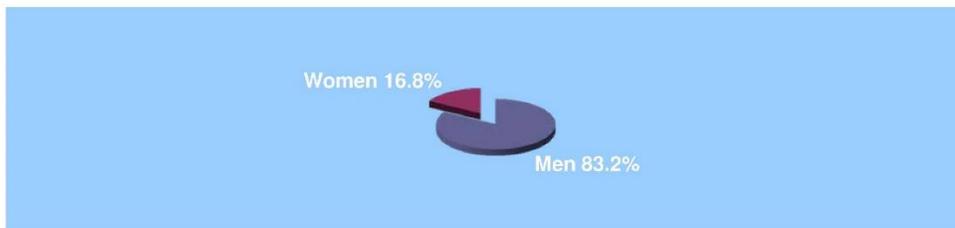
## Women in Corporations

### Fortune 500 General Counsel



Caucasian	African American	Hispanic	Asian American/ Pacific Islander	Middle Eastern
81.9%	10.5%	5.7%	1.9%	0%

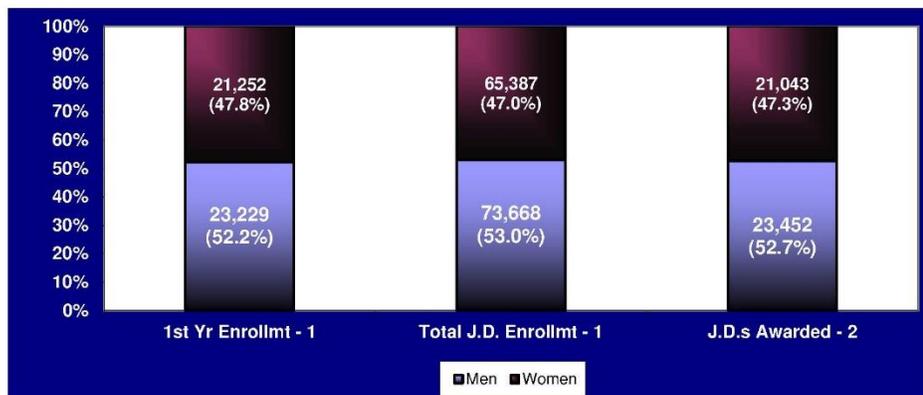
### Fortune 501-1000 General Counsel



Caucasian	African American	Hispanic	Asian American/ Pacific Islander	Middle Eastern
91.7%	7.1%	1.2%	0%	0%

MCCA's 14<sup>th</sup> Annual General Counsel Survey: *The Continuing Climb: Diverse GCs Power Up*. Minority Corporate Counsel Association, September/October 2013.  
<http://content.yudu.com/A2cmbh/DivTheBarSepOct2013/resources/1.htm>

## Women in Law Schools



<sup>1</sup> *Enrollment and Degrees Awarded, 2012-2013 Academic Year.* American Bar Association Section of Legal Education and Admissions to the Bar.  
[www.americanbar.org/content/dam/aba/administrative/legal\\_education\\_and\\_admissions\\_to\\_the\\_bar/statistics/enrollment\\_degrees\\_awarded.pdf](http://www.americanbar.org/content/dam/aba/administrative/legal_education_and_admissions_to_the_bar/statistics/enrollment_degrees_awarded.pdf)

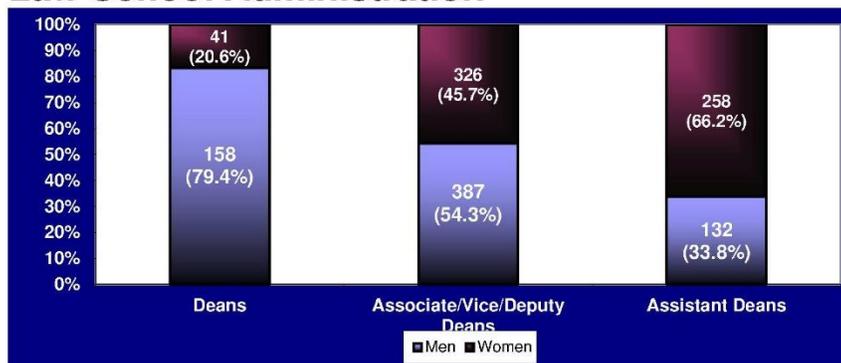
<sup>2</sup> *J.D. and LL.B. Degrees Awarded, 2010-2011 Academic Year.* American Bar Association Section of Legal Education and Admissions to the Bar.  
[www.americanbar.org/content/dam/aba/administrative/legal\\_education\\_and\\_admissions\\_to\\_the\\_bar/statistics/jd\\_llb\\_degrees\\_awarded.pdf](http://www.americanbar.org/content/dam/aba/administrative/legal_education_and_admissions_to_the_bar/statistics/jd_llb_degrees_awarded.pdf)

## Women on Law Reviews<sup>1</sup>

Survey	Leadership Positions	Editors-in-Chief
Top 50 schools ranked by <i>U.S. News &amp; World Report</i>	46%	38%
<i>New York Law School Law Review</i> (NYLS) – all law schools not ranked in Top 50	56%	51%
Combined sample (Top 50 & NYLS)	54%	49%

<sup>1</sup> 2012-2013 *Law Review Diversity Report.* *New York Law School Law Review* and Ms. JD, December 2013.  
<http://www.nylslawreview.com/wp-content/uploads/sites/16/2013/12/Law-Review-Diversity-Report-2013.pdf>

## Law School Administration



*AALS Statistical Report on Law Faculty.* Association of American Law Schools  
[www.aals.org/statistics/2009dlt/titles.html](http://www.aals.org/statistics/2009dlt/titles.html) (2008-2009)

## Judicial Clerks\*

Percent of Clerkships Obtained By:	All Clerkships	Federal Clerkships	State Clerkships	Local Clerkships
Men	49.0%	54.3%	45.2%	45.7%
Women	51.0%	45.6%	54.8%	54.3%

\* Note that these results are from the Class of 2009.

*A Demographic Profile of Judicial Clerks – Patterns of Disproportionality.* NALP Bulletin, November 2010.

[www.nalp.org/nov2010\\_demog\\_clerkships](http://www.nalp.org/nov2010_demog_clerkships)

## Women in the Judiciary

### Representation of United States Federal Court Women Judges

Type of Court	Total # of Seats	Women	% of Women
United States Supreme Court	9	3	33.3%
Circuit Court of Appeals <sup>1</sup>	169 active	56	33.1%
Federal Court Judges in the U.S. <sup>2</sup>	1,874	451	24.1%

<sup>1</sup> *Women in the Federal Judiciary: Still a Long Way to Go.* National Women's Law Center, June 2014. [www.nwlc.org/resource/women-federal-judiciary-still-long-way-go-1](http://www.nwlc.org/resource/women-federal-judiciary-still-long-way-go-1)

<sup>2</sup> *Women in Federal and State-Level Judgeships: A Report of the Center for Women in Government & Civil Society, Rockefeller College of Public Affairs & Policy, University at Albany, State University of New York.* Summer 2012. [www.albany.edu/womeningov/publications/summer2012\\_judgeships.pdf](http://www.albany.edu/womeningov/publications/summer2012_judgeships.pdf)

### 2012 Representation of United States State Court Women Judges

Type of Court	Total # of Seats	Women	% of Women
State Final Appellate Jurisdiction Courts	361	116	32%
State Intermediate Appellate Jurisdiction Courts	977	316	32%
State General Jurisdiction Courts	11,049	2,768	25%
State Limited and Special Jurisdiction Courts	5,072	1,596	31%
All State Court Judges in the U.S.	17,489	4,711	27%

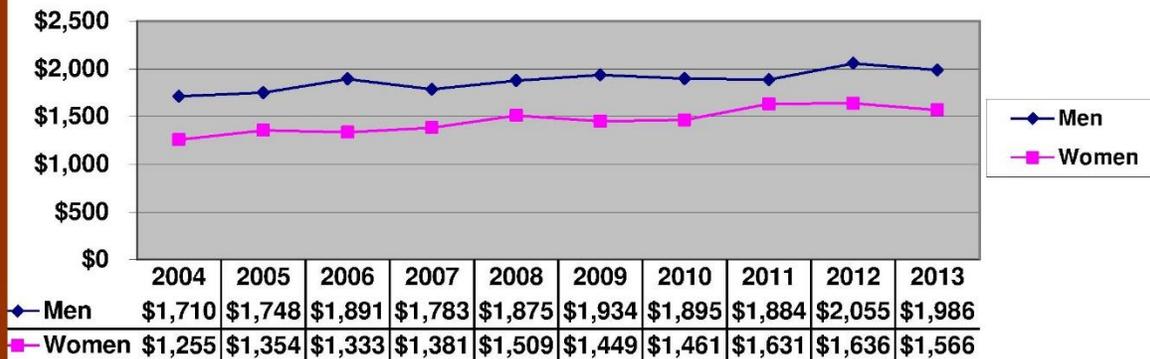
National Association of Women Judges. [www.nawj.org/us\\_state\\_court\\_statistics\\_2012.asp](http://www.nawj.org/us_state_court_statistics_2012.asp)

## Total Representation of Women - Federal & State Judgeships



*Women in Federal and State-Level Judgeships: A Report of the Center for Women in Government & Civil Society, Rockefeller College of Public Affairs & Policy, University at Albany, State University of New York. Summer 2012. [www.albany.edu/womeningov/publications/summer2012\\_judgeships.pdf](http://www.albany.edu/womeningov/publications/summer2012_judgeships.pdf)*

## Weekly Salary Men vs. Women Lawyers



### Women lawyers' weekly salary as a percentage of male lawyers' salary:

| 73.4% | 77.5% | 70.5% | 77.5% | 80.5 | 74.9% | 77.1% | 86.6% | 79.6% | 78.9% |

2013 Bureau of Labor Statistics, *Median weekly earnings of full-time wage and salary workers by detailed occupation and sex.* [www.bls.gov/cps/cpsaat39.pdf](http://www.bls.gov/cps/cpsaat39.pdf)

## Women Equity Partners Compensation

At the median, women equity partners in the 200 largest firms earn 89% of the compensation earned by their male peers.

*Report of the Seventh Annual National Survey on Retention and Promotion of Women in Law Firms. National Association of Women Lawyers and NAWL Foundation, October 2012. <http://www.nawl.org/d/do/150>*

## Women in the ABA

<b>ABA Lawyer Members</b>	<b>325,243</b>	<b>107,244</b>	<b>32.97%</b>
<b>Board of Governors</b>	40	10	25%
<b>Section/Division Chairs, 2013-2014 Bar Year</b>	28	7	25%
<b>Total Presidential Appointments, 2013-2014</b>	818	428	52.3%
<b>Committee Chair Appointments, 2013-2014</b>	101	47	46.5%

	<b>Total</b>	<b>Women</b>	<b>% Women</b>
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*Goal III Report:*

*An Annual Report on Women's Advancement into Leadership Positions in the American Bar Association.*  
 ABA Commission on Women in the Profession, February 2014.  
[www.ambar.org/Goal3Women](http://www.ambar.org/Goal3Women)

### **Women Presidents of the ABA:**

- Roberta Cooper Ramo (1995 - 1996)
- Martha W. Barnett (2000 - 2001)
- Karen J. Mathis (2006 - 2007)
- Carolyn B. Lamm (2009 - 2010)
- Laurel Bellows (2012-2013)

### **Women Chairs of the House of Delegates:**

- Martha W. Barnett (1994 -1996)
- Karen J. Mathis (2000 - 2002)
- Laurel G. Bellows (2006 - 2008)
- Linda A. Klein (2010-2012)

### **Secretaries**

- Donna C. Willard-Jones (1996-1999)
- Ellen F. Rosenblum (2002-2005)
- Bernice B. Donald (2008-2011)
- Cara Lee T. Neville (2011-2014)

### **Treasurer**

- Alice E. Richmond (2008-2011)

### **First Women Members of the ABA:**

- Mary B. Grossman; Cleveland, OH (1918)
- Mary Florence Lathrop; Denver, CO (1918)

For more information on women's advancement into leadership positions in the ABA, see the ABA Commission on Women's *Goal III Report* at [www.ambar.org/goal3women](http://www.ambar.org/goal3women).

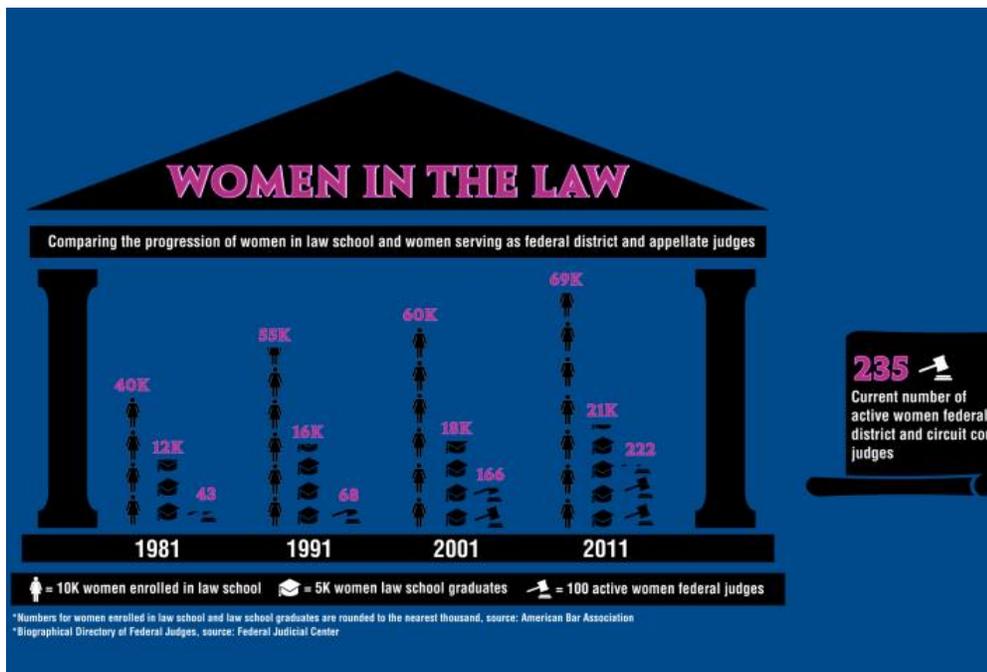
American Bar Association - Commission on Women in the Profession  
 321 N. Clark Street, Chicago, IL 60654

Phone: 312-988-5715 • Email: [abacwp1@americanbar.org](mailto:abacwp1@americanbar.org) • Website: [www.americanbar.org/women](http://www.americanbar.org/women)

# DECADES AFTER O'CONNOR, ROLE OF WOMEN JUDGES STILL GROWING

<http://www.uscourts.gov/news/2013/03/29/decades-after-oconnor-role-women-judges-still-growing>

Published on March 29, 2013



Women in the Law infographic, comparing the progression of women in law school and women serving as federal district and appellate judges.

When the United States celebrates Women's History Month every March,

images like Rosie the Riveter posters or pictures of marching suffragists come to mind. However, another image can be introduced in the framing of women's history: a judicial robe.

In the roughly three decades since Sandra Day O'Connor became the first female justice on the U.S. Supreme Court, the percentage of women serving as full-time judges on federal district courts and courts of appeal has more than quadrupled. In 1981, there were 43 full-time women appellate and district court judges, 7.3 percent of the total. According to the Federal Judicial Center, whose web site provides biographical and demographic data on all federal judges, women now make up 235 of the 772 full-time judges in the U.S. District Court and Courts of Appeal—30.4% of the total.

Claudia Wilken, chief judge of the Northern District of California, views the long-term change from multiple perspectives. Since December, all six judges at the Oakland courthouse where she sits have been women. It is the only federal court house ever to have an all-female bench.

Judge Joan V. Churchill, President of the National Association of Women Judges and a retired Department of Justice Immigration Judge, recalls graduating from University of Michigan Law

School in 1965. “There were only 10 women graduating out of a class of 350 students; in the period I went to law school, traditional career routes for women did not include law.”

According to U.S. District Judge Sandra Brown Armstrong, now on senior status in the Oakland federal courthouse, “Women were given the “unstated” message that while they can finish the program and get their degrees, they may never be as good or as successful professionally as men in their areas,” said Judge Armstrong, “Women are fully capable of understanding and mastering these principles.”

“I don’t think one can generalize as to any different approach to judging on the part of women versus men. All kinds of people make up the justice system and can succeed in it,” Judge Wilken said. But she added: “I do think it is important that there be women on the bench. At least half of the bright, dedicated and talented people in the country are women, so it would be counterproductive not to have them serving as judges.”

The earliest known female judge at any level was Esther Morris, who in 1870 briefly served as a territorial judge in Wyoming. She served only nine months and did not pursue re-election when her term ended.

In 1928, Genevieve R. Cline was appointed to U.S. Customs Court by President Calvin Coolidge, becoming the first female federal trial judge. In 1934, Ohio Justice Florence Allen, already the first woman to serve on a state Supreme Court, became the nation’s first female Article III Judge, and also an intriguing road not taken in American judicial history.

After President Franklin D. Roosevelt nominated Allen to the U.S. Court of Appeals for the Sixth Circuit, she was publicly floated multiple times as a possible candidate for the U.S. Supreme Court—decades before Justice O’Connor was nominated by President Reagan. Allen retired in 1959 as chief judge of the Sixth Circuit.

Other historic firsts were accomplished by Burnita Shelton Matthews, whose 1949 appointment to the U.S. District Court of the District of Columbia made her the first female federal district judge. And in 1966, Constance Baker Motley became the first African American woman federal court judge, in the Southern District of New York.

The percentage of women on the federal bench lags behind that of women law school graduates—who made up 47 percent of all law students in 2012, according to the American Bar Association. But both have risen sharply since the women’s movement gained force in the early 1970s.

“More women will aspire to become judges if they see successful women judges,” said Judge Wilken, chief judge of the Northern District of California. “I think big strides were made early on with the women’s movement but that a glass ceiling was hit when the work force failed to change systemically.”

“We haven’t made as much progress as we may think in this country,” said Judge Armstrong, “The progress is undeniable, but there is always room for more progress.”

## MODERATOR: ANNE C. MARTIN

PARTNER / BONE, MCALLESTER, NORTON PLLC



Anne C. Martin concentrates her practice in the areas of commercial litigation and employment law, representing both employers and employees. She represents many different companies and individuals with a variety of business problems.

A preeminent Nashville employment lawyer, Anne has been widely published in the areas of employment law as it relates to matters including discharge, disability leave, discrimination, harassment and non-compete agreements. She is currently an Adjunct Professor at Belmont University College of Law and has served as a guest lecturer at the Belmont University Center for Entrepreneurship during the fall 2009 and spring 2010 semesters, applying her expertise to a Venture Management class.

Anne loves being a lawyer and attributes that to excellent mentoring by lawyers who taught her how to provide good client service, how to appropriately and effectively communicate with her clients and what was expected of her by judges before whom she appears.

Anne is proud of the clients she has helped over the years and of the recognition she has achieved for her leadership among her peers (see Awards). She prides herself on being a problem solver, whether that means litigation or negotiation. She is especially skilled at taking a client's problem, analyzing it and determining the best means of achieving the client's objective, all while keeping in mind the type and size of the issues involved.

In addition to practicing law, Anne is active in her local community. She currently serves as President of First Steps, Inc., and is on the board of Planned Parenthood of Middle and East Tennessee and of NashvilleCares. She recently served on the Mayor's Advisory Council on Early Childhood Development and Education. Previously she has served on the boards of a number of nonprofits that help the poor and children. As much as Anne enjoys her profession, she feels an obligation to give back to the community

# AUDREY J. ANDERSON

VICE CHANCELLOR, GENERAL COUNSEL AND SECRETARY OF THE UNIVERSITY /  
VANDERBILT UNIVERSITY



Audrey J. Anderson is the Vice Chancellor, General Counsel and University Secretary for Vanderbilt University.

She received a bachelor's degree in economics from Northwestern University and earned her law degree, magna cum laude, Order of the Coif, from the University of Michigan Law School.

Ms. Anderson served the Department of Homeland Security beginning in 2009, and was Deputy General Counsel from September, 2011 until she left the Department in March of 2013. Her duties at the Department of Homeland Security included advising on significant litigation and legislative matters across the Department, and working with the Transportation Security Administration and the Federal Emergency Management Agency. Prior to her term at DHS, Ms. Anderson was a partner in the Education and Litigation practice groups at the law firm of Hogan & Hartson (now Hogan Lovells) where her practice focused on representing and advising public school districts and managed health care companies in litigation and other matters. Ms. Anderson was an adjunct member of the faculty of the American University Washington College of Law in 2006 and 2007.

Ms. Anderson clerked for Judge Harold H. Greene of the United States District Court for the District of Columbia, and for Chief Justice William H. Rehnquist.

## MARY S. FLIPSE

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CHIEF LEGAL OFFICER & GENERAL COUNSEL / HEALTHWAYS



As Chief Legal Officer & General Counsel, Mary S. Flipse has responsibility for the legal and contracting functions. Flipse joined Healthways in 2011 and assumed the role of General Counsel and Assistant Secretary in 2012. She became Chief Legal Officer in 2015.

Mary's legal career spans more than twenty years. Before joining Healthways, Mary served as a Vice President and Assistant General Counsel with King Pharmaceuticals, Inc. Prior to that, she was with the American law firm, White & Case, in Bangkok Thailand. Mary began her legal career as the founding partner of Dirksen Flipse Doran & Le, the first international law offices in Laos and Cambodia.

Mary earned a Juris Doctor degree from Georgetown University Law Center in Washington, DC, and a Bachelor of Arts from Middle Tennessee State University in Murfreesboro, Tennessee.

## CYNTHIA GIBSON

EXECUTIVE VICE PRESIDENT AND CHIEF LEGAL OFFICER/ SCRIPPS INTERACTIVE NETWORK



Cynthia Gibson serves as Executive Vice President and Chief Legal Officer for Scripps Networks Interactive, a leading developer of multi-platform content for well-known lifestyle brands including Food Network, HGTV, Travel Channel, Cooking Channel, DIY Network, Great American Country, Fine Living, Asian Food Channel and Poland's TVN. In this role, Gibson manages the company's global business and legal affairs, government affairs, external relations and internal audit departments. She is based in the company's Knoxville headquarters with staff spanning the nation and globe.

Gibson has been recognized as one of the "Most Powerful Women in Cable" by Cablefax. She participated in the Women in Cable Telecommunications Senior Executive Summit at the Stanford University Graduate School of Business and in the Cable Executive Management Program at Harvard Business School. While in private practice, she was recognized as among "The Best Lawyers in America" and named one of the Top 50 Women Attorneys in Ohio and the Top 25 Women Attorneys in Cincinnati.

Gibson is a member of the board of directors for The Trust Company and a member of Women Corporate Directors. She is also a member of Women in Cable Telecommunications and National Association for Multi-Ethnicity in Communications. Active in the philanthropic community, Gibson is a member of the board of trustees of United Way of America. In Knoxville, she is a founding member and co-chair of the Women of Tocqueville and serves as a member of the board of directors for the United Way of Greater Knoxville. She is also a trustee of the Episcopal School of Knoxville board, serving as chair of the committee on trustees.

Gibson earned her Juris Doctor degree from the University of Virginia, School of Law. She has a bachelor's degree in history from Wake Forest University.

## SHARON R. RYAN

SENIOR VICE PRESIDENT, GENERAL COUNSEL & CORPORATE SECRETARY /  
INTERNATIONAL PAPER



Sharon Ryan joined International Paper in 1988 as an attorney in the Land and Timber/Forest Products Division. In 1992, she was named vice president and general counsel of Masonite Corporation, an International Paper subsidiary. In 1997, Sharon was named general counsel - Building Materials Group, adding Wood Products and Decorative Products to her Masonite responsibilities. She became general counsel of Consumer Packaging and Corporate Sales & Marketing in 2000, and, in 2005, expanded her responsibilities to include IP's Papers businesses and Wood Products business. Sharon was promoted to associate general counsel - Corporate Law in 2006, and, in 2009, assumed the additional role of Chief Ethics and Compliance Officer. She was appointed vice president in March 2011 and, in May 2011, was also named acting general counsel

and corporate secretary.

Sharon was promoted to senior vice president, general counsel and corporate secretary November 1, 2011.

Prior to joining International Paper, she was a real estate attorney with Baker, Smith & Mills in Dallas, Texas. She received her undergraduate degree from George Washington University in 1981. In 1985, she received her JD degree from Boston College Law School where she was an editor for the Boston College Law Review.

# Women as General Counsel

## *Progress in Spite of Disparities and Disadvantages*

By Lydia Lum

ALTHOUGH MEN ENJOY a 2-to-1 advantage in landing jobs as legal chiefs at Fortune® 500 companies, 120 women have served in such roles this year, according to the annual *MCCA General Counsel Survey*.

This head count is seven more than a year ago and 15 more than two years ago.

"It's good to see a consistent increase in women in the Fortune® 500," says Michelle Banks, chair of MCCA's board of directors. "It will be significant to reach 25 percent and then 30 percent."

This is the fifth straight year that the roster of women has topped 100.

Next year also holds promise, with women such as Stacey Friedman poised to take charge of corporate law departments.

Under a succession plan, Friedman is general counsel-designate at J.P. Morgan Chase & Co. and has been a deputy to incumbent Stephen Cutler for several months. Prior to joining the commercial banking titan in 2012, Friedman was in private practice and represented J.P.

### Women Fortune® 500

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Walmart	Karen Roberts	1	1	General Merchandisers
Phillips 66	Paula Johnson	7	6	Petroleum Refining
McKesson	Lori A. Schechter	11	15	Wholesalers: Health Care
UnitedHealth Group	Marianne Short	14	14	Health Care: Insurance and Managed Care
Kroger	Christine Wheatley	20	24	Food and Drug Stores
IBM	Michelle H. Browdy <sup>1</sup>	24	23	Information Technology Services
Procter & Gamble	Deborah Majoras	32	31	Household and Personal Products
Home Depot	Teresa Wynn Roseborough	33	33	Specialty Retailers: Other
United Parcel Service	Teri Plummer McClure	47	50	Mail, Package and Freight Delivery
ConocoPhillips	Janet Langford Carrig	51	47	Mining, Crude Oil Production
Prudential Financial	Susan Blount	55	72	Insurance: Life, Health (stock)
Lockheed Martin	Maryanne Lavan	64	59	Aerospace and Defense
FedEx	Christine Richards	65	64	Mail, Package and Freight Delivery
Honeywell International	Kate Adams	74	77	Electronics, Electrical Equipment
New York Life Insurance	Sheila Davidson	80	88	Insurance: Life, Health (Mutual)
Oracle	Dorian Daley	81	82	Computer Software
Nationwide	Patricia Hatler	85	91	Insurance: Property and Casualty (Mutual)
Deere	Mary K.W. Jones	86	80	Construction and Farm Machinery
DuPont	Stacy Fox	87	86	Chemicals
American Express	Laureen Seeger	88	90	Commercial Banks
Allstate	Susan Lees	89	92	Insurance: Property and Casualty (Stock)
Cigna	Nicole Jones	90	97	Health Care: Insurance and Managed Care
Sears Holdings	Kristin Coleman	99	87	General Merchandisers
TJX	Ann McCauley	103	108	Specialty Retailers: Apparel
NIKE	Hilary Krane	106	115	Apparel
Avnet	Erin Lewin	108	117	Wholesalers: Electronics and Office Equipment

Morgan in mortgage-backed securities litigation and its purchase of Washington Mutual.

“The development of female talent is resulting in positive numbers and growth,” says Joseph K. West, MCCA president and CEO. “When talent development is purposeful, it pays dividends.”

Meanwhile, in keeping with MCCA’s survey findings in recent years, a growing number of companies in historically male-dominated industries are choosing women to hammer out legal issues.

Take engineering and construction, for instance. Officials at AECOM (343) hired Carla Christofferson as GC, and their peers at KBR (424) promoted Eileen Akerson.

Elsewhere, the technology sector has been heavily scru-

tinized—and criticized—for employing meager numbers of female engineers, software developers and senior executives. But the GC post at tech companies has increasingly had women in it for years—Dorian Daley has run the law department at Oracle (81) since 2007, for instance—a trend that shows no signs of tapering off.

One of the higher-profile moves this year was Marie Oh Huber joining eBay (172) from Agilent Technologies. The hiring of Huber coincided with eBay completing its spinoff of PayPal. Louise Pentland, formerly Nokia’s chief legal officer, became GC of the stand-alone provider of digital payment platforms.

PayPal and eBay, which were born during the dot-com boom of the 1990s, aren’t alone in giving women the nod

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
McDonald's	<b>Gloria Santona</b>	110	106	Food Services
International Paper	<b>Sharon Ryan</b>	114	105	Packaging, Containers
Occidental Petroleum	<b>Marcia Backus</b>	115	116	Mining, Crude-Oil Production
Duke Energy	<b>Julie Janson</b>	116	123	Utilities: Gas and Electric
Union Pacific	<b>Gayla Thal</b>	123	135	Railroads
Northrop Grumman	<b>Sheila Cheston</b>	124	122	Aerospace and Defense
Alcoa	<b>Audrey Strauss</b>	125	130	Metals
U.S. Foods	<b>Juliette Pryor</b>	128	133	Wholesalers: Food and Grocery
Aflac	<b>Audrey Boone Tillman</b>	132	125	Insurance: Life, Health (stock)
Community Health Systems	<b>Rachel Seifert</b>	135	192	Health Care: Medical Facilities
AbbVie	<b>Laura J. Schumacher</b>	146	152	Pharmaceuticals
Whirlpool	<b>Kirsten Hewitt</b>	148	153	Electronics, Electrical Equipment
HollyFrontier	<b>Denise McWatters</b>	150	145	Petroleum Refining
Cummins	<b>Sharon Barner</b>	154	168	Construction and Farm Machinery
Dollar General	<b>Rhonda Taylor</b>	159	164	General Merchandisers
Supervalu	<b>Karla Robertson</b>	164	94	Food and Drug Stores
Altria Group	<b>Denise Keane</b>	169	161	Tobacco
Tenet Healthcare	<b>Audrey Andrews</b>	170	229	Health Care: Medical Facilities
eBay	<b>Marie Oh Huber<sup>1</sup></b>	172	180	Internet Services and Retailing
ConAgra Foods	<b>Colleen Batcheler</b>	173	184	Food: Consumer Products
United States Steel	<b>Suzanne Rich Folsom</b>	176	166	Metals
Colgate-Palmolive	<b>Jennifer Daniels<sup>1</sup></b>	179	167	Household and Personal Products
Starbucks	<b>Lucy Helm</b>	187	196	Food Services
Gap	<b>Michelle Banks</b>	188	178	Specialty Retailers: Apparel
Office Depot	<b>Elisa D. Garcia C.</b>	194	248	Specialty Retailers: Other
Bristol Myers Squibb	<b>Sandra Leung</b>	195	176	Pharmaceuticals

## Women Fortune® 500 (continued)

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Illinois Tool Works	<b>Maria Green</b>	201	171	Industrial Machinery
FirstEnergy	<b>Leila Vespoli</b>	206	195	Utilities: Gas and Electric
Whole Foods Market	<b>Roberta Lang</b>	214	218	Food and Drug Stores
Chubb	<b>Maureen Brundage</b>	215	208	Insurance: Property and Casualty (Stock)
Health Net	<b>Kathleen Alyce Waters<sup>1</sup></b>	216	254	Health Care: Insurance and Managed Care
Marathon Oil	<b>Sylvia Kerrigan</b>	227	188	Mining, Crude-Oil Production
DaVita HealthCare Partners	<b>Kim Rivera</b>	231	230	Health Care: Medical Facilities
Texas Instruments	<b>Cynthia Hoff Trochu<sup>1</sup></b>	233	227	Semiconductors and other Electronic Components
Consolidated Edison	<b>Elizabeth Moore</b>	236	225	Utilities: Gas and Electric
Visa	<b>Kelly Mahon Tullier</b>	238	238	Financial Data Services
CSX	<b>Ellen Fitzsimmons</b>	240	231	Railroads
VF	<b>Laura Meagher</b>	248	241	Apparel
J.C. Penney	<b>Janet Link<sup>1</sup></b>	250	235	General Merchandisers
CDW	<b>Christine Leahy</b>	253	265	Information Technology Services
PPL	<b>Joanne Raphael<sup>1</sup></b>	257	234	Utilities: Gas and Electric
R.R. Donnelley & Sons	<b>Suzanne Bettman</b>	258	268	Publishing, Printing
L Brands	<b>Shelley Milano<sup>1</sup></b>	262	263	Specialty Retailers: Apparel
Sherwin-Williams	<b>Catherine Kilbane</b>	266	278	Chemicals
Voya Financial	<b>Trish Walsh<sup>1</sup></b>	268		Insurance: Life, Health (stock)
Sempra Energy	<b>Martha Wyrtsch</b>	270	267	Utilities: Gas and Electric
Estée Lauder	<b>Sara Moss</b>	271	279	Household and Personal Products
Public Service Enterprise Group	<b>Tamara Linde</b>	274	284	Utilities: Gas and Electric
Unum Group	<b>Lisa Iglesias<sup>1</sup></b>	279	272	Insurance: Life, Health (stock)
Hilton Worldwide Holdings	<b>Kristin Campbell</b>	280	289	Hotels, Casinos, Resorts
Principal Financial	<b>Karen Shaff</b>	282	298	Insurance: Life, Health (stock)
Advance Auto Parts	<b>Tammy Finley<sup>1</sup></b>	294	402	Specialty Retailers: Other
Biogen	<b>Susan Alexander</b>	298	375	Pharmaceuticals
Precision Castparts	<b>Ruth Beyer</b>	302	322	Aerospace and Defense
Discover Financial Services	<b>Kelly McNamara Corley</b>	303	296	Commercial Banks
AutoZone	<b>Kristen Collier Wright</b>	307	300	Specialty Retailers: Other
Owens & Minor	<b>Grace den Hartog</b>	309	303	Wholesalers: Health Care
Hormel Foods	<b>Lori Marco</b>	310	311	Food Consumer Products
CenterPoint Energy	<b>Dana O'Brien</b>	313	334	Utilities: Gas and Electric
Thrivent Financial for Lutherans	<b>Teresa Rasmussen</b>	333	335	Insurance: Life, Health (Mutual)
AFCOM	<b>Carla Christofferson<sup>1</sup></b>	343	332	Engineering, Construction
Dover	<b>Ivonne Cabrera</b>	346	301	Industrial Machinery
UGI	<b>Monica Gaudiosi</b>	349	362	Energy
FMC Technologies	<b>Dianne Ralston<sup>1</sup></b>	357	368	Oil and Gas Equipment, Services
SpartanNash	<b>Kathy Mahoney</b>	359	811	Wholesalers: Food and Grocery
WESCO International	<b>Diane Lazzaris</b>	360	349	Wholesalers: Diversified
The Williams Companies	<b>Sarah C. Miller<sup>1</sup></b>	370	380	Energy
Hershey	<b>Leslie Turner</b>	376	366	Food Consumer Products

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Casey's General Stores	<b>Julie Jackowski</b>	382	389	Specialty Retailers: Other
CMS Energy	<b>Catherine M. Reynolds</b>	383	394	Utilities: Gas and Electric
Foot Locker	<b>Sheilagh Clarke</b>	384	400	Specialty Retailers: Apparel
PetSmart	<b>Paulette Dodson</b>	386	376	Specialty Retailers: Other
Pacific Life	<b>Sharon Cheever</b>	387	333	Insurance: Life, Health (stock)
Huntington Ingalls Industries	<b>Kellye Walker<sup>1</sup></b>	390	382	Aerospace and Defense
Peabody Energy	<b>A. Verona Dorch<sup>1</sup></b>	398	365	Mining, Crude-Oil Production
Fifth Third Bancorp	<b>Heather Russell Koenig<sup>1</sup></b>	416	361	Commercial Banks
NiSource	<b>Carrie Hightman</b>	418	448	Utilities: Gas and Electric
KBR	<b>Eileen Akerson<sup>1</sup></b>	424	360	Engineering, Construction
Avery Dennison	<b>Susan Miller</b>	427	398	Chemicals
Gannett	<b>Barbara Wall<sup>1</sup></b>	441	481	Publishing, Printing
A-Mark Precious Metals	<b>Carol Meltzer</b>	444		Miscellaneous
Energy Future Holdings	<b>Stacey Doré</b>	446	438	Energy
Ingredion	<b>Christine Castellano</b>	462	412	Food Production
J.M. Smucker	<b>Jeannette Knudsen</b>	467	435	Food Consumer Products
Clorox	<b>Laura Stein</b>	469	451	Household and Personal Products
Booz Allen Hamilton Holding	<b>Nancy Laben</b>	475	443	Information Technology Services
Wynn Resorts	<b>Kim Sinatra</b>	477	452	Hotels, Casinos, Resorts
salesforce.com	<b>Amy Weaver</b>	483	599	Computer Software
Host Hotels & Resorts	<b>Elizabeth Abdoo</b>	485	477	Real Estate
Realty Holdings	<b>Marilyn Wasser</b>	488	476	Real Estate
Hanesbrands	<b>Joia Johnson</b>	490	530	Apparel
Kindred Healthcare	<b>M. Suzanne Riedman</b>	491	441	Health Care: Medical Facilities
Owens Corning	<b>Ava Harter<sup>1</sup></b>	498	475	Building Materials, Glass
McGraw Hill Financial	<b>Lucy Fato</b>	500	484	Financial Data Services

<sup>1</sup>New to list

to the general counsel job. Recent moves have occurred among decades-old, mainstay companies that formed the bedrock of technology as we know it today. For example, Michelle H. Browdy was promoted at IBM (24), as was Cynthia Hoff Trochu at Texas Instruments (233).

“At least large tech is making a serious effort to diversify their workforces and, to a certain extent, their corporate leadership,” says Banks, who’s also executive vice president, global general counsel, corporate secretary and chief compliance officer at Gap (188).

But that doesn’t preclude opportunities for women in industries dating back to a seemingly bygone era.

Just ask Barbara Wall. When media giant Gannett (441) finished dividing its print and broadcast properties into two corporations this year, Wall was promoted to chief legal officer of the entity housing *USA Today* and other newspapers.

However, Banks and others haven’t lost sight of the fact that, irrespective of industry type, men are hired and promoted to GC posts in the Fortune® 500 twice as often as women are.

“It doesn’t surprise me,” Banks says of the disparity. “Increased diversity has been consistently slow in coming in the legal profession. Unconscious bias is alive and well, unfortunately, in every work environment, including corporate America.”

One cohort of the Fortune® 500 that continues to lag in advancement and representation is women of color. This year, white women outnumber minorities by about 5-to-1, similar to what it was in MCCA’s previous survey.

Banks recalls how at a recent American Bar Association event, a female minority honoree made this remark: “Minority women lawyers bear the burden of both their color and gender,” Banks says, “yet enjoy the privileges of neither.”

### Fortune® 501-1000

Currently, 95 corporations in the Fortune® 501-1000 employ women as top counsel. Two female co-GCs at NuStar Energy (741) push the head count to 96 women.

A year ago, the head count was 95 women. While this net increase might seem paltry, consider the fact that at least five women from the previous survey have since powered into the Fortune® 500, either by landing new jobs or because they helped their companies sprint up the standings. An example of the latter is GC Kathy Mahoney at grocer SpartanNash (359), which rocketed 452 spots in the revenue rankings.

Meanwhile, LINN Energy Legal Chief Candice J. Wells remains in the Fortune® 1000 but helped her employer

climb 358 places to its current No. 520.

In fact, more than one-fourth of this year's Fortune® 1000 class are knocking on the proverbial door of the elite Fortune® 500, based on their positions, spanning No. 502 (Melissa M. Buhrig of Northern Tier Energy) to No. 599 (Lauren Tashma of Graphic Packaging International). Put another way, more than 25 percent of women in the Fortune® 1000 pilot the legal departments at companies ranked No. 599 or better.

Although some female GCs have exited the roster because their employers have been acquired by other businesses since MCCA's previous survey—Exelis and CareFusion are examples—others have vaulted into the Fortune® 1000 with their companies.

### Women Fortune® 501-1000

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Northern Tier Energy	Melissa M. Buhrig	502	525	Petroleum Refining
Fiserv	Lynn S. McCreary	512	508	Financial Data Services
ABM	Sarah Hlavinka McConnell	515	512	Diversified Outsourcing Services
WEC Energy Group	Susan Martin	519	545	Utilities: Gas and Electric
LINN Energy	Candice J. Wells	520	878	Mining, Crude-Oil Production
Cincinnati Financial	Lisa Love	525	543	Insurance: Property and Casualty (Stock)
Flowerserve	Carey O'Connor	528	501	Industrial Machinery
Quad/Graphics	Jennifer Kent	531	513	Publishing, Printing
Burlington Stores	Janet Dhillon <sup>1</sup>	532	551	Specialty Retailers: Apparel
Neiman Marcus Group	Tracy Preston	533	527	Specialty Retailers: Apparel
Bemis	Sheri Edison	534	492	Packaging, Containers
Zoetis	Heidi Chen	538		Pharmaceuticals
Robert Half International	Evelyn Crane-Oliver <sup>1</sup>	552	577	Temporary Help
Colfax	A. Lynne Puckett	559	579	Industrial Machinery
Lam Research	Sarah O' Dowd	563	647	Semiconductors and Other Electronic Components
Northern Trust	Susan C. Levy	571	574	Commercial Banks
InLuit	Laura Fennell	572	544	Computer Software
Polaris Industries	Stacy Bogart	574	621	Transportation Equipment
Energizer Holdings	Kelly Boss <sup>1</sup>	579	549	Household Products
Avaya	Amy Fliegelman Olli	581	520	Network and Other Communications Equipment
Hyatt Hotels	Rena Hozore Reiss	583	584	Hotels, Casinos, Resorts
Protective Life	Deborah Long	586	609	Insurance: Life, Health (stock)
Hasbro	Barbara Finigan	595	597	Toys, Sporting Goods
Tiffany & Co.	Leigh Harlan	597	604	Specialty Retailers: Other
Graphic Packaging International	Lauren Tashma	599	547	Packaging, Containers
FMC	Andrea Utecht	613	581	Chemicals
Xylem	Claudia Toussaint	626	617	Industrial Machinery
Genesis Energy	Kristen O. Jesulaitis	633	517	Pipelines

They include Heidi Chen of pharmaceuticals manufacturer Zoetis (538), Catherine B. Callaway of energy provider Dynegy (865) and Denise Faltischek of Hain Celestial Group (967), a natural and organic foods and personal products distributor. These women are anything but rookies, boasting a combined 13 years as general counsel at these particular corporations. Callaway also spent four years as legal chief at another energy producer before joining Dynegy.

### Greetings to Newcomers and Familiar Faces, Farewell to Friends

Some of the female legal chiefs in this year's list have appeared previously with different companies.

Formerly of NCR, Jennifer Daniels has joined Col-

gate-Palmolive (179). Lisa Iglesias kept insurance in hand during the course of moving from WellCare Health Plans to Unum Group (279), while Kellye Walker departed American Water Works for Huntington Ingalls Industries (390).

One-time Harsco GC A. Verona Dorch now drills into legal matters for Peabody Energy (398). Jodi Caro left Integrys Energy for ULTA Salon, Cosmetics & Fragrance (709), and Janet Dhillon's expertise in retail helped her jump from J.C. Penney to Burlington Stores (532).

Burlington wasn't the only clothier to tap a woman as its top lawyer: Chico's FAS (819) promoted Susan Faw, and J.Crew Group (841) hired Maria Di Lorenzo.

Across U.S. industries as wide-ranging as food services to utilities, other women who have been hired as or promot-

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
PolyOne	<b>Lisa Kunkle</b>	638	618	Chemicals
Brookdale Senior Living	<b>Geri Krupp-Gordon</b>	639	750	Health Care: Medical Facilities
Meritor	<b>Sandra Quick</b>	641	634	Motor Vehicles and Parts
Unified Grocers	<b>Mary M. Kasper<sup>1</sup></b>	643	635	Wholesalers: Food and Grocery
New Jersey Resources	<b>Mariellen Dugan</b>	649	699	Energy
Helmerich & Payne	<b>Cara Hair<sup>1</sup></b>	655	671	Oil and Gas Equipment, Services
Graham Holdings	<b>Nicole Maddrey<sup>1</sup></b>	670	614	Education
Cooper Standard	<b>Aleksandra Miziolek</b>	707	714	Motor Vehicles and Parts
ULTA Salon, Cosmetics & Fragrance	<b>Jodi Caro<sup>1</sup></b>	709	793	Specialty Retailers: Other
Green Plains	<b>Michelle Mapes</b>	712	721	Energy
EP Energy	<b>Marguerite Woung-Chapman</b>	721	990	Mining, Crude-Oil Production
SunGard Financial Systems	<b>Victoria Silbey</b>	724	585	Financial Data Services
TD Ameritrade Holding	<b>Ellen Koplou</b>	727	772	Securities
CME Group	<b>Kathleen Cronin</b>	732	738	Securities
International Flavors & Fragrances	<b>Anne Chwat</b>	737	734	Chemicals
NuStar Energy	<b>Amy Perry, Karen Thompson</b>	741	661	Pipelines
SunPower	<b>Lisa Bodensteiner</b>	748	835	Energy
Tempur Sealy International	<b>Lou Jones</b>	758	850	Home Equipment, Furnishings
Steelcase	<b>Lizbeth O'Shaughnessy</b>	759	753	Home Equipment, Furnishings
Sabre	<b>Rachel Gonzalez</b>	763	717	Internet Services and Retailing
Martin Marietta Materials	<b>Roselyn Bar</b>	764	923	Building Materials, Glass
Alere	<b>Ellen Chiniara</b>	766	725	Medical Products and Equipment
DENTSPLY International	<b>Deborah Rasin</b>	773	735	Medical Products and Equipment
Brinker International	<b>Scarlett May<sup>1</sup></b>	777	761	Food Services
Analog Devices	<b>Margaret Seif</b>	780	799	Semiconductors and Other Electronic Components
Exide Technologies	<b>Barbara Hatcher</b>	784	732	Motor Vehicles and Parts
WABCO Holdings	<b>Lisa J. Brown<sup>1</sup></b>	785	778	Motor Vehicles and Parts

ed to legal chiefs include Janet Link at J.C. Penney (250), Joanne Raphael at PPL (257), Trish Walsh at Voya Financial (268), Dianne Ralston at FMC Technologies (357), Sarah C. Miller at The Williams Companies (370), Heather Russell Koenig at Fifth Third Bancorp (416), Evelyn Crane-Oliver at Robert Half International (552), Kelly Boss at Energizer Holdings (579), Mary M. Kasper at Unified Grocers (643), Cara Hair at Helmerich & Payne (655), Scarlett May at Brinker International (777), Lisa J. Brown at WABCO Holdings (785) and Carol Creel at Metaldyne Performance Group (812).

At *Diversity & the Bar's* press time, Cathleen Colvin was interim GC at Pall (796).

L Brands (262) hired Shelley Milano. As Starbucks' general counsel in the late 1990s, Milano mentored many in-house women, such as Lucy Helm, the coffee giant's current GC.

This year, Owens Corning (498) brought Ava Harter under its roof as chief counsel, while Lily Yan Hughes moved to Public Storage (952). Meanwhile, officials at Eastman Kodak (966) agreed that Sharon Underberg fit their image of who a new GC ought to be.

After Sarah Powell left Advance Auto Parts (294), Tammy Finley's promotion steered her into this fleet of female leaders.

At Health Net (216), Kathleen Alyce Waters replaced the retiring Angelee Bouchard, while Nicole Maddrey replaced the retiring Veronica Dillon at Graham Holdings (670).

Retirements elsewhere include Robin Walker-Lee from TRW Automotive, Claudia Cline from Convergys and Ellen Oran Kaden from Campbell Soup. Kaden became the food titan's chief legal officer in 1998.

After 30 years at Prudential Financial, including the past decade as general counsel, Susan Blount is transitioning out

**Women Fortune® 501-1000 (continued)**

COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Pall	Cathleen Colvin <sup>1</sup>	796	796	Industrial Machinery
WGL Holdings	Leslie T. Thornton	801	849	Energy
StanCorp Financial Group	Holley Franklin	804	755	Insurance: Life, Health (stock)
Teradata	Laura Nyquist	809	783	Computer Software
Metaldyne Performance Group	Carol Creel <sup>1</sup>	812		Motor Vehicles and Parts
Chico's FAS	Susan Faw <sup>1</sup>	819	815	Specialty Retailers: Apparel
Scripps Networks Interactive	Cynthia Gibson	820	828	Entertainment
ITT	Mary Beth Gustafsson	823	839	Industrial Machinery
Albemarle	Karen Narwold	837	804	Chemicals
J.Crew Group	Maria Di Lorenzo <sup>1</sup>	841	860	Specialty Retailers: Apparel
Great Plains Energy	Heather Humphrey	846	855	Utilities: Gas and Electric
Kirby	Amy Husted	847	905	Miscellaneous
AOL	Julie Jacobs	858	882	Internet Services and Retailing
Paychex	Stephanie Schaeffer	860	879	Diversified Outsourcing Services
Tops Holding II	Lynne Burgess	864	844	Food and Drug Stores
Dynegey	Catherine B. Callaway	865		Energy
Tetra Tech	Janis Salin	870	805	Engineering, Construction
Donaldson	Amy Becker	873	858	Industrial Machinery
Medical Mutual of Ohio	Patricia Decensi	879	784	Insurance: Life, Health (Mutual)
Equinix	Brandi Galvin Morandi	884	930	Telecommunications

of the post toward January retirement.

Some departures didn't require any shuffling among employers. Lisa Zell shifted from the legal department of CHS to become the company's executive vice president of business solutions. At Men's Wearhouse, Carole Souvenir left the law department but remains executive vice president of employee relations.

Other departures include R. Rene Carson from INTL FCStone, Heidi Allen from TeamHealth, Michelle Friel from YRC Worldwide and Teresa Sebastian from Darden Restaurants. Formerly of Enterprise Products Partners, Stephanie Hildebrandt is now in private practice.

### Prospects for the Future

The 216 women who are top lawyers at the nation's 1,000 highest-revenue companies mark an increase of eight from MCCA's previous survey. It's the second straight year that

this figure has topped 200.

While the proportion of women in the Fortune® 500 continues to expand, the same holds true for the Fortune® 501-1000 (Fortune® 1000).

The 96 women in this latter group are 12 more than they were two years ago and 18 more than three years ago. From 2008 to 2012, the annual head count seesawed from the 70s to the 80s and back before its recent, steady climb toward triple digits.

Suffice to say that improving gender parity relies as much, if not more, on continued hiring, promotion and retention of women in this group, rather than just within the Fortune® 500.

As the saying goes, it takes a village. Or in this case, two villages.

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COMPANY	GENERAL COUNSEL	2014 RANK	2013 RANK	INDUSTRY
Post Holdings	<b>Deidre Gray</b>	892		Food Consumer Products
Teledyne Technologies	<b>Melanie Cibik</b>	898	875	Scientific, Photographic and Control Equipment
TransDigm Group	<b>Halle F. Terrion</b>	904	997	Aerospace and Defense
KAR Auction Services	<b>Becca Polak</b>	905	918	Wholesalers: Diversified
hhgregg	<b>Heather Cameron Greenawald</b>	914	845	Specialty Retailers: Other
Edwards Lifesciences	<b>Aimee Weisner</b>	918	959	Medical Products and Equipment
Pool	<b>Jennifer Neil</b>	937	953	Wholesalers: Diversified
Brocade Communications Systems	<b>Nell O'Donnell</b>	947	911	Network and Other Communications Equipment
Public Storage	<b>Lily Yan Hughes<sup>1</sup></b>	952	974	Miscellaneous
Chemtura	<b>Billie Flaherty</b>	954	775	Chemicals
Tower International	<b>Nanette Dudek</b>	956	944	Motor Vehicles and Parts
Bio-Rad Laboratories	<b>Shawn Soderberg</b>	959	939	Medical Products and Equipment
Express	<b>Lacey J. Bundy</b>	965	913	Specialty Retailers: Apparel
Eastman Kodak	<b>Sharon Underberg<sup>1</sup></b>	966	704	Scientific, Photographic and Control Equipment
Hain Celestial Group	<b>Denise Faltischek</b>	967		Food Consumer Products
Esterline Technologies	<b>Marcia J. Mason</b>	972	977	Aerospace and Defense
SemGroup	<b>Candice Cheeseman</b>	975		Pipelines
Southwest Gas	<b>Karen Haller</b>	976	983	Utilities: Gas and Electric
National Fuel Gas	<b>Paula M. Ciprich</b>	978		Utilities: Gas and Electric
Rexnord	<b>Patricia Whaley</b>	986	968	Industrial Machinery

<sup>1</sup>New to list

# TOP TEN THINGS IN-HOUSE LAWYERS NEED TO KNOW ABOUT ETHICS

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BY JACK TANNER, FAIRFIELD AND WOODS, P.C., DENVER, CO

<http://www.acc.com/legalresources/publications/topten/what-in-house-lawyers-need-to-know-about-ethics.cfm>

Some in-house lawyers let their guard down, ethics wise, now and again. Here is a quick reminder of some of the ethics rules that may affect you relatively often.

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## 1. THE ETHICAL RULES STILL APPLY TO YOU

In writing and speaking on ethical issues for in-house counsel for over 15 years, I've encountered numerous in-house lawyers who believe that for some reason the ethical rules don't apply to them. To be blunt, they are wrong. In addition to the fact that the rules as written never suggest that they do not apply to in-house counsel, we now have the case of *Kaye v. Rosefield*, 75 A.3d 1168, 1204 (N.J. Super.Ct.App.Div. 2013). There, the in-house lawyer engaged in a business transaction with his client (he got an equity interest in a new company he formed) without going through the steps required by Rule 1.8.

When the lawyer was later sued by his by-then former client, one of his defenses was that the requirements of Rule 1.8 did not apply to him because he was in-house counsel. This was soundly rejected by the court:

Independent of the particular facts of this case, we also discern no rational basis to exempt attorneys who have been hired by corporate clients to serve as in-house counsel from the ethical requirements of RPC 1.8. . . . We find nothing in the plain language . . . to suggest or even imply that lawyers who are retained by corporate clients as in-house counsel or general counsel are exempt from the proscriptions of RPC 1.8(a). (Emphasis added.)

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## 2. IT IS ACTUALLY PRETTY EASY FOR IN-HOUSE COUNSEL TO HAVE CONFLICTS OF INTEREST

"Directly Adverse" Conflicts under Rule 1.7(a)(1). When in-house counsel represents groups of related companies, or officers, directors, owners, or employees at the company where he is in-

house, it is easy to develop a "directly adverse" conflict under Rule 1.7(a)(1). Representation of subsidiaries may occur in dealing with a third-party, and this can lead to a conflict when issues arise between the subsidiary and parent. In other cases, it may be mere inadvertence that creates the attorney-client relationship between the in-house lawyer and someone other than the company that employs him. For example, when an in-house lawyer answers legal questions from officers, employees, or owners about their legal issues (not those of the company), this can create an attorney-client relationship and thus the chance of a "directly adverse" conflict.

For example, in *Yanez v. Plummer*, 164 Cal. Rptr. 3d 309 (Cal Ct. App. 2013), the in-house lawyer gave advice to an employee on their way to the employee's deposition. This created an attorney-client relationship between the lawyer and the employee, which in turn led to a conflict of interest for the lawyer that the lawyer failed to recognize. It also led to a malpractice suit against the in-house lawyer by the (by then former) employee. In *Dinger v. Allfirst Fin., Inc.*, 82 Fed. Appx. 261 (3d Cir. 2003), the in-house lawyer gave officers advice on when to cash in their stock options. This also led to a malpractice suit against the in-house lawyer, brought by the (by-then) former officers.

"Material Limitation" Conflicts under 1.7(a)(2). Conflicts under Rule 1.7(a)(2) exist for in-house counsel, as well. These "material limitations" conflicts can arise based on the lawyers' own interest in the company, the involvement of others with whom the lawyer has a personal relationship, or a myriad of other reasons. For example, if the in-house lawyer has stock in the company and thinks about what will happen to his specific stock (as opposed to the good of the company, generally) when deciding on advice to the company, then he could have a "material limitation" conflict.

Simply owning stock and wanting the company to do well, without more, does not create this conflict. But imagine if the company was considering two courses of action: one where the stock spikes in the short run, but may be riskier in the long run, and another with no spike, but more stable long-term growth. If the lawyer lets his personal retirement plans (for example) weigh into his analysis of the course to take, then he has is a conflict of interest.

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### 3. BEING OFFERED STOCK OR STOCK OPTIONS IN YOUR CLIENT IS A "BUSINESS TRANSACTION" WITH THE CLIENT COVERED BY RULE 1.8.

This was the particular rule that Kaye (as quoted above) was addressing. Analytically, there is no difference between an outside counsel going in on a business venture with a client and an in-house counsel being offered stock or stock options in the client. In both instances, the lawyer is engaging in a business transaction with the client, and so the requirements of Rule 1.8 must be followed.

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#### 4. JUST BECAUSE SOMETHING IS CONFIDENTIAL TO YOU DOES NOT MEAN IT IS PROTECTED BY THE ATTORNEY-CLIENT PRIVILEGE

Many laymen, and a disturbing number of lawyers, believe that the attorney-client privilege attaches to all communications with a lawyer. This is not true. The attorney-client privilege only applies where the communications are between a lawyer and a client for the purpose of giving or receiving legal advice, and are expressed in confidence.

Thus, for example, when a CEO requests business advice from the in-house lawyer, neither the question nor the answer is protected by the attorney-client privilege. While the lawyer must not speak of this under Rule 1.6, that does not mean it's protected from discovery by a third party should litigation ensue. Similarly, routine human resources or employment discussions may not be protected by the attorney-client privilege, and there are multiple cases holding so.

Not everyone that works at the same company as you is the "client." This is one of the most troubling aspects of applicability of the attorney-client privilege. Many people who work at the same company as you are not the "client" for attorney-client privilege analysis. Generally, a person would have to be one who regularly consults with the lawyer regarding a particular matter or has the authority to bind the company regarding the matter to be the "client" for purposes of the attorney-client privilege. If your communications are with others at the company, they may well not be covered by the attorney-client privilege. (Of course, under Rule 1.6 you generally cannot voluntarily disclose any information about a representation without client consent, regardless of whether it is privileged.)

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#### 5. JUST BECAUSE A COMPANY HAS A LAWYER, DOES NOT MEAN IT IS REPRESENTED FOR PURPOSES OF THE RULES

Just because another company with whom you are dealing has a lawyer, even in-house counsel, does not mean it is "represented" on the particular matter involving you. Rule 4.2 analyzes representation on a matter-by-matter basis. Thus you may be dealing with a layman in the procurement department and that is perfectly acceptable under the Rules until you "know" the client is represented on that particular matter.

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#### 6. THE IMPUTED DISQUALIFICATION RULE CAN DISQUALIFY AN ENTIRE IN-HOUSE LEGAL DEPARTMENT

The only substantive Rule in the Model Rules of Professional Conduct that directly addresses in-house counsel is Rule 1.10, Imputed Disqualification. It reminds all lawyers that the definition of "Firm" in Rule 1.0 includes "the legal department of a corporation or other organization." As such, when one in-house lawyer is disqualified, the disqualification can be imputed to the entire in-house department.

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## 7. CONFIDENTIALITY WALLS DON'T ALWAYS WORK

Rule 1.11 allows a confidentiality wall to segregate an attorney who previously "personally and substantially" worked on a matter for an adverse government agency. If the lawyer that previously "personally and substantially" worked on a matter came from another in-house job or private practice, however, then a confidentiality wall is ineffective and the entire in-house department may be disqualified.

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## 8. YOUR CLIENT IS THE ORGANIZATION ITSELF

Rule 1.13 provides that the client is the organization itself—not the officers, management, or even the board of directors. Many times executives or owners at companies treat in-house counsel as their own personal counsel, and this can lead to the conflicts described above (among other bad things).

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## 9. ACTING IN A CAPACITY OTHER THAN LAWYER DOES NOT EXCUSE YOU FROM THE RULES

Many in-house counsel also have another job (Vice-President, Secretary, etc.). Most courts addressing these "dual capacities" have held the legal ethical rules still apply even when the lawyer is acting in his "other" capacity. This was another argument made by the lawyer but rejected in *Kaye*.

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## 10. IN-HOUSE LAWYERS SHOULD BE LICENSED IN THE STATE(S) WHERE THEY REGULARLY OFFICE

Many in-house lawyers allow their licenses to lapse, thinking they are unnecessary. This is dangerous. Practicing law without a license is a crime, an ethical violation where you are licensed, can get your colleagues in ethical trouble (as they are prohibited from assisting in the unauthorized practice of law by the Rules), and may impact your client's attorney-client privilege. The good news is many states have "single-client" rules that allow in-house counsel to register in the state where they office but keep up their licenses in another state.

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## CONCLUSION

You are not off the hook, ethically speaking, by going in house. Failure to be aware of the ethical rules can have negative consequences for both you and your client.

# ETHICAL RULES FOR IN-HOUSE COUNSEL

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## TENNESSEE SUPREME COURT RULE 8: RULES OF PROFESSIONAL CONDUCT

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### RULE 1.6: CONFIDENTIALITY OF INFORMATION

(a) A lawyer shall not reveal information relating to the representation of a client unless:

- (1) the client gives informed consent;
- (2) the disclosure is impliedly authorized in order to carry out the representation; or
- (3) the disclosure is permitted by paragraph (b) or required by paragraph (c).

(b) A lawyer may reveal information relating to the representation of a client to the extent the lawyer reasonably believes necessary:

- (1) to prevent the client or another person from committing a crime, including a crime that is reasonably certain to result in substantial injury to the financial interest or property of another, unless disclosure is prohibited or restricted by RPC 3.3;
- (2) to prevent the client from committing a fraud that is reasonably certain to result in substantial injury to the financial interests or property of another and in furtherance of which the client has used or is using the lawyer's services, unless disclosure is prohibited or restricted by RPC 3.3;
- (3) to prevent, mitigate, or rectify substantial injury to the financial interests or property of another that is reasonably certain to result or has resulted from the client's commission of a fraud in furtherance of which the client has used the lawyer's services, unless disclosure is prohibited or restricted by RPC 3.3;
- (4) to secure legal advice about the lawyer's compliance with these Rules; or
- (5) to establish a claim or defense on behalf of the lawyer in a controversy between the lawyer and the client, to establish a defense to a criminal charge or civil claim against the lawyer based upon conduct in which the client was involved, or to respond to allegations in any proceeding concerning the lawyer's representation of the client.

(c) A lawyer shall reveal information relating to the representation of a client to the extent the lawyer reasonably believes disclosure is necessary:

- (1) to prevent reasonably certain death or substantial bodily harm;
- (2) to comply with an order of a tribunal requiring disclosure, but only if ordered to do so by the tribunal after the lawyer has asserted on behalf of the client all non-frivolous claims that the

information sought by the tribunal is protected against disclosure by the attorney-client privilege or other applicable law; or

(3) to comply with RPC 3.3, 4.1, or other law.

#### Comment - Disclosure Adverse to Client

[10] Where a legal claim or disciplinary charge alleges complicity of the lawyer in a client's conduct or other misconduct of the lawyer involving representation of the client, the lawyer may respond to the extent the lawyer reasonably believes necessary to establish a defense. The same is true with respect to a claim brought by the lawyer involving the conduct or representation of a former client, such as when in-house counsel brings suit to redress his or her discharge from an organizational employer in retaliation for abiding by, or refusing to violate, a clear expression of public policy in the Rules of Professional Conduct. See also RPC 1.16, Comment [4]. Such a charge can arise in a civil, criminal, disciplinary, or other proceeding and can be based on a wrong allegedly committed by the lawyer against the client or on a wrong alleged by a third person, for example, a person claiming to have been defrauded by the lawyer and client acting together. The lawyer's right to respond arises when an assertion of such complicity has been made. Paragraph (b)(5) does not require the lawyer to await the commencement of an action or proceeding that charges such complicity, so that the defense may be established by responding directly to a third party who has made such an assertion. The right to defend also applies, of course, where a proceeding has been commenced. Where practicable and not prejudicial to the lawyer's ability to establish the defense, the lawyer should advise the client of the third party's assertion and request that the client respond appropriately.

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#### RULE 1.7: CONFLICT OF INTEREST: CURRENT CLIENTS

(a) Except as provided in paragraph (b), a lawyer shall not represent a client if the representation involves a concurrent conflict of interest. A concurrent conflict of interest exists if:

- (1) the representation of one client will be directly adverse to another client; or
- (2) there is a significant risk that the representation of one or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person or by a personal interest of the lawyer.

(b) Notwithstanding the existence of a concurrent conflict of interest under paragraph (a), a lawyer may represent a client if:

- (1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
- (2) the representation is not prohibited by law;
- (3) the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal; and

(4) each affected client gives informed consent, confirmed in writing.

#### Comment

[12b] Sexual relationships with the representative of an organizational client may not present the same questions of inherent inequality as the relationship with an individual client. Nonetheless, impairment of the lawyer's independent professional judgment and protection of the attorney-client privilege are still of concern, particularly if outside counsel has a sexual relationship with a representative of the organization who supervises, directs, or regularly consults with an outside lawyer concerning the organization's legal matters. An in-house employee in an intimate personal relationship with outside counsel may not be able to assess and waive any conflict of interest for the organization because of the employee's personal involvement, and another representative of the organization may be required to determine whether to give informed consent to a waiver. The lawyer should consider not only the disciplinary rules but also the organization's personnel policies regarding sexual relationships (for example, prohibiting such relationships between supervisors and subordinates).

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#### RULE 1.16: DECLINING OR TERMINATING REPRESENTATION

(a) Except as stated in paragraph (c), a lawyer shall not represent a client or, where representation has commenced, shall withdraw from the representation of a client if:

- (1) the representation will result in a violation of the Rules of Professional Conduct or other law;
- (2) the lawyer's physical or mental condition materially impairs the lawyer's ability to represent the client; or
- (3) the lawyer is discharged.

(b) Except as stated in paragraph (c), a lawyer may withdraw from representing a client if:

- (1) withdrawal can be accomplished without material adverse effect on the interests of the client;
- (2) the client persists in a course of action involving the lawyer's services that the lawyer reasonably believes is criminal or fraudulent;
- (3) the client has used the lawyer's services to perpetrate a crime or fraud;
- (4) the client insists upon taking action that the lawyer considers repugnant or imprudent;
- (5) the client fails substantially to fulfill an obligation to the lawyer regarding the lawyer's services and has been given reasonable warning that the lawyer will withdraw unless the obligation is fulfilled;
- (6) the representation will result in an unanticipated and substantial financial burden on the lawyer or has been rendered unreasonably difficult by the client;
- (7) other good cause for withdrawal exists; or
- (8) the client gives informed consent confirmed in writing to the withdrawal of the lawyer.

(d) A lawyer who is discharged by a client, or withdraws from representation of a client, shall, to the extent reasonably practicable, take steps to protect the client's interests. Depending on the circumstances, protecting the client's interests may include: (1) giving reasonable notice to the client; (2) allowing time for the employment of other counsel; (3) cooperating with any successor counsel engaged by the client; (4) promptly surrendering papers and property to which the client is entitled and any work product prepared by the lawyer for the client and for which the lawyer has been compensated; (5) promptly surrendering any other work product prepared by the lawyer for the client, provided, however, that the lawyer may retain such work product to the extent permitted by other law but only if the retention of the work product will not have a materially adverse affect on the client with respect to the subject matter of the representation; and (6) promptly refunding any advance payment of fees that have not been earned or expenses that have not been incurred.

#### Comment

[4] A client has a right to discharge a lawyer at any time, with or without cause, subject to liability for payment for the lawyer's services. Where future dispute about the withdrawal may be anticipated, it may be advisable for the lawyer to prepare a written statement reciting the circumstances. In the special case of in-house counsel, the organizational employer may also be liable for damages for retaliatory discharge in violation of public policy, but because of the client's right to discharge the lawyer, reinstatement would not be an available remedy under such circumstances.

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#### RULE 5.5: UNAUTHORIZED PRACTICE OF LAW;

##### MULTIJURISDICTIONAL PRACTICE OF LAW

Rule (d) A lawyer admitted in another United States jurisdiction, and not disbarred or suspended from practice in any jurisdiction, may provide legal services in this jurisdiction that:

#### Comment

(1) are provided to the lawyer's employer or its organizational affiliates and are not services for which the forum requires pro hac vice admission; [16] Paragraph (d)(1) applies to a lawyer who is employed by a client to provide legal services to the client or its organizational affiliates, i.e., entities that control, are controlled by, or are under common control with the employer. This paragraph does not authorize the provision of personal legal services to the employer's officers or employees. The paragraph applies to in-house corporate lawyers, government lawyers and others who are employed to render legal services to the employer. The lawyer's ability to represent the employer outside the jurisdiction in which the lawyer is licensed generally serves the interests of the employer and does not create an unreasonable risk to the client and others because the employer is well situated to assess the lawyer's qualifications and the quality of the lawyer's work.

## MODERATOR: CORNELIA A. CLARK

JUSTICE / TENNESSEE SUPREME COURT



Cornelia A. (Connie) Clark was appointed to the Tennessee Supreme Court in September 2005 and retained in 2006 and 2014. She served as Chief Justice September 1, 2010, to August 31, 2012,. From May 1999 to September 2005, she was Director of the Administrative Office of the Tennessee Courts, where she served as chief administrative officer of the state court system. From 1989 to 1999 she served as Circuit Judge for the 21st Judicial District, where she heard both civil and criminal cases. From 1979 to 1989 she practiced law in Nashville and Franklin with the Nashville firm of Farris, Warfield & Kanaday (now Stites & Harbison), where she was a partner. She also taught high school history and government for four years prior to attending

law school.

Justice Clark received a B.A. degree from Vanderbilt University, her M.A.T. degree from Harvard University, and a J.D. Degree from Vanderbilt University School of Law, where she was a member of the Law Review Editorial Board.

Justice Clark is a member of the Williamson County, Nashville (Second Vice President), Tennessee, and American Bar Associations, Tennessee Lawyers Association for Women (founding member), Lawyers Association for Women, Marion Griffin Chapter (board member), National Association of Women Judges, the Nashville, Tennessee, and American Bar Foundations, and the John Marshall Tennessee American Inn of Court. She was the first woman to serve as chair of the Tennessee Bar Foundation.

She has also been named Appellate Judge of the Year by the Southeastern Chapter of the American Board of Trial Advocates, received special recognition by the Tennessee Council of Juvenile and Family Court Judges, and been inducted into the Nashville YWCA Academy for Women of Achievement. She has received the Liberty Bell Award given by the Williamson County Bar Association, the Patrons Award given by the Heritage Foundation of Franklin and Williamson County, a certificate of merit from the Tennessee Historical Commission.

## GAIL ASHWORTH

FOUNDING MEMBER OF WISEMAN ASHWORTH LAW GROUP PLC



Gail Vaughn Ashworth is a founding member of Wiseman Ashworth Law Group PLC. She is a 1983 graduate of Vanderbilt Law School and holds B.S., summa cum laude, (1977) and M.A. (1979) degrees in Music Education and Special Education from Tennessee Technological University.

She is a Past President of the Tennessee Bar Association (2009), served as General Counsel of the TBA from 1999-2006 and is currently an elected TBA delegate in the ABA House of Delegates. Ms. Ashworth was appointed to the Tennessee Supreme Court's Access to Justice Commission and chairs the Commission's Mediation Committee (2013- current). Ms. Ashworth Chaired the Tennessee Legal Community Foundation in 2010 and the 2011 Legal Aid Society/Nashville Pro Bono Annual Campaign for Justice. She Co-Chaired the Tennessee Supreme Court Jury Reform Commission (1997-1999), currently Chairs the TBA Special Committee on Evolving Legal Markets, serves on the Steering Committee of the TBA Leadership Law Program (2004-current) which she Co-Chaired the inaugural year, and serves on the ABA/TIPS Leadership Academy Task Force (inaugural year 2006-current). She currently also Co-Chairs the NBF Leadership Forum (inaugural year 2014-current).

She is a former President of the Nashville Bar Association (1997) and served as the elected NBA delegate in the ABA House of Delegates from 2000-2006. Ms. Ashworth is also a member of the Marion Griffin chapter of LAW and of TLAW. She is a fellow of the American, Tennessee and Nashville Bar Foundations (Trustee 2005-current; General Counsel 2013- 2015; Vice-President 2015), as well as a fellow of the ABA/YLD, the TBA/YLD and the NBA/YLD. She is a former member of the State of Tennessee Registry of Election Finance (Chair, 1996), a member of the Board of Directors of Tennessee Justice Center, Inc. (Chair, 2006-2008), serves on the Board of Directors of Sister Cities Nashville, Inc. (President, 2014- current) and is a member of the Medical Ethics Committee at Centennial Medical Center in Nashville. Ms. Ashworth serves as a faculty member and student mentor for the ABA/TIPS/ABOTA National Trial Academy at the National Judicial College. She is a Rule 31 Certified Mediator, is a founding member of the Tennessee Academy of Mediators & Arbitrators, has practiced civil litigation in Nashville, Tennessee since 1983 and is listed in Best Lawyers in America (1995-current).

## SHEILA CALLOWAY

JUDGE / DAVIDSON COUNTY JUVENILE COURT



Sheila Calloway, a native of Louisville, KY, came to Nashville, Tennessee in 1987 to attend Vanderbilt University. She received her Bachelor of Arts degree in Communications in 1991 and her Doctor of Jurisprudence in 1994 both from Vanderbilt University.

After graduating from law school, Sheila Calloway worked at the Metropolitan Public Defender's Office in both the adult system as well as the juvenile system. In January 2004, she was appointed by Judge Betty Adams Green to the position of Juvenile Court Magistrate and served in that position until November 2013, when she announced her intention to run for the position of Juvenile Court Judge. She was elected Juvenile Court Judge in

August 2014. She serves as an Adjunct Professor at Vanderbilt University where she teaches both in the Undergraduate and Law Schools.

Throughout her career, Sheila Calloway has served the community in many different areas. Currently, she is a member of the Napier-Looby Bar Association, the Nashville Bar Association, and the Disproportionate Minority Local Task Force. She is on the board of Nashville Prevention Partnership. She has served as the Lead Judge for the Davidson County Model Court of the National Council of Juvenile and Family Court Judges; a member of the Tennessee Supreme Court, Court Improvement Program Work Group; a member on the Board of Directors for the Mental Health Co-op; Hands on Nashville, and Court Appointed Special Advocates (CASA). Sheila Calloway has also participated in a number of panels across the county speaking on Juvenile law and other issues.

She is a member of the Temple Church under the Pastorate of Darrell A. Drumwright. At Temple, she is an active member of the Music Ministry, the Women's Ministry, and a regular volunteer at the Second Harvest Food Bank. She is happily married to Paul Butler Calloway, Jr. and the proud mother of one son, Paul Calloway, III.

## LISA RAMSAY COLE

PRESIDENT/MANAGING SHAREHOLDER OF LEWIS THOMASON AND THE MANAGING PARTNER OF THE FIRM'S NASHVILLE OFFICE



Lisa Ramsay Cole is president/managing shareholder of Lewis Thomason and the managing partner of the firm's Nashville office. She practices in the areas of employment law, medical malpractice, workers' compensation, and general casualty defense litigation. Ms. Cole's practice for the past 20 years has concentrated in the area of complex civil trial litigation in state and federal courts. She has achieved successful results through defense jury verdicts, summary judgment, mediation, and arbitration in each of her practice areas. Ms. Cole's current clients are national, regional and local employers; regional and local health care facilities; and insurance companies. Ms. Cole graduated cum laude with a B.S. from Bethel and

received her J.D. from the University of Tennessee in 1993.

- Recipient, 2014 Women of Influence award, Company Executive
- Named on the list of "Mid-South Super Lawyers," 2010-2015
- Named on the list "Best Lawyers," 2014-2016
- Best Lawyers' Lawyer of the Year, Workers Compensation Law, 2014
- Graduate, Leadership Nashville, 2013
- Fellow, American Bar Foundation
- Fellow, Tennessee Bar Foundation
- Fellow, Nashville Bar Foundation
- Past Board Chair, Sexual Assault Center
- Board member, Sexual Assault Center, 2009-present
- Board member, Nashville Ballet
- Member, Glass Ceiling Initiative, 2011-2012
- Member, Lawyer Well-Being Committee, 2012 to present
- Past Board member, Nashville Junior League

Ms. Cole is very active in community and professional organizations. Ms. Cole was appointed by ABA President Robert Grey to serve a three-year term on the ABA Standing Committee on Pro Bono and Public Service. Ms. Cole has chaired various aspects of fundraisers and volunteered for the Sexual Assault Center, Vanderbilt Children's Hospital, the Nashville Symphony, Belle Meade Plantation, the Ensworth School, the Harpeth Hall School, Montgomery Bell Academy, the American Heart Association, and the Nashville Public Library.

## DARKENYA WALLER

MANAGING ATTORNEY OF THE LEGAL AID SOCIETY OF MIDDLE TENNESSEE AND THE CUMBERLANDS



DarKenya W. Waller is a graduate of the University of Mississippi, School of Law. She began her legal career as a Special Assistant Attorney General for the State of Mississippi, Division of Medicaid. She later entered private practice with Stamps & Stamps, Attorneys at Law, where she was recruited to head up the real estate division. While in this capacity, DarKenya established Connect 5 Technology and Communication Inc. representing clients such as the City of Atlanta and the National Conference of Black Mayors before returning to school to earn a Master's of Business Administration from Belhaven College.

DarKenya was a solo practitioner in Jackson, Mississippi, where she specialized in domestic law and real estate transactions. She later merged her solo practice with Chinn & Associates, PLLC, and became a part of the editorial team for two ABA published books on domestic relations, written by Mark A. Chinn. To her credit, however, she has written multiple articles and editorials for local newspapers and has appeared on television and radio regarding various legal topics.

DarKenya is licensed to the Mississippi and Tennessee Bars and began practicing with the Legal Aid Society in September of 2008. Two years later, she became the Managing Attorney of its Nashville Office. DarKenya is the Lead Family Law Attorney with a practice focus on domestic violence. She worked closely with the Nashville Mayor's Office to acquire grant funding for an innovative program to provide free legal representation to victims of domestic violence appearing on the Order of Protection Dockets in Davidson County. DarKenya is a frequent speaker on Domestic Violence training hundreds of judges, clerks, attorneys and advocates across the State.

DarKenya attends Faith Life Church in Antioch, Tennessee, and is married to retired Buffalo Police Officer, Sean Waller. They share five children: Tyler, Dylan, Jordyn, Sydnie and Shaun.

<http://nyti.ms/VAu19r>

**The New York Times**

SUNDAY BOOK REVIEW

# YES, YOU CAN

Sheryl Sandberg's 'Lean In'

By ANNE-MARIE SLAUGHTER    MARCH 7, 2013

When I was an assistant professor at the University of Chicago Law School in the early '90s, I tried to explain to a prominent senior colleague why I had not yet managed to write one of the 10 or so articles required to get tenure in three years. He listened to me, then said, "Journals don't publish excuses."

It's a lesson that comes through loud and clear in Sheryl Sandberg's new book, "Lean In: Women, Work, and the Will to Lead." Her point, in a nutshell, is that notwithstanding the many gender biases that still operate all over the workplace, excuses and justifications won't get women anywhere. Instead, believe in yourself, give it your all, "lean in" and "don't leave before you leave" — which is to say, don't doubt your ability to combine work and family and thus edge yourself out of plum assignments before you even have a baby. Leaning in can promote a virtuous circle: you assume you can juggle work and family, you step forward, you succeed professionally, and then you're in a better position to ask for what you need and to make changes that could benefit others.

No one who reads this book will ever doubt that Sandberg herself has the will to lead, not to mention the requisite commitment, intelligence and ferocious work ethic. Sandberg has been the chief operating officer of Facebook since 2008. At 43, she has already had a storied career: research assistant to Lawrence Summers at the World Bank; management consultant at McKinsey; chief of staff to Summers at the Treasury Department; and six and a half years at Google, where she rose to the post of vice president of global online sales and operations. She has also made it to the top of the notoriously male-dominated world of Silicon Valley, where the paucity of women among the ranks of computer scientists and engineers is still all too visible.

Sandberg is not just tough, however. She also comes across as compassionate, funny, honest and likable. Indeed, although she refers early on in the book to a study showing that for men success and likability are positively correlated, whereas for women they are inversely correlated, she manages to beat that bum rap. (Who can forget when Barack Obama, in one of his few slips on the 2008 campaign trail, said patronizingly to his chief rival: "You're likable enough, Hillary"?) Sandberg's advice to

young women to be more ambitious, which can sound like a finger-wagging admonishment when taken out of context, is framed here in more encouraging terms

— “What would you do if you weren’t afraid?” — addressing the self-doubt that still holds many women back.

Most important, Sandberg is willing to draw the curtain aside on her own insecurities. She describes the many times in her career when she was deeply unsure of herself, and the uncertainty that has never entirely gone away:

“I still face situations that I fear are beyond my capabilities. I still have days when I feel like a fraud. And I still sometimes find myself spoken over and discounted while men sitting next to me are not. But now I know how to take a deep breath and keep my hand up. I have learned to sit at the table.”

Sandberg quotes other powerful women sharing their own insecurities, including a wonderful anecdote from Virginia Rometty, the first female chief executive officer of I.B.M. As Sandberg tells the story, Rometty was offered a “big job” early in her career, but she worried she might not have the proper experience. So she told the recruiter she would have to think it over. When she discussed the offer with her husband, he pointed out, “Do you think a man would ever have answered that question that way?” It all comes down to confidence, Sandberg suggests, and it is easier to be confident if you realize that your role models have plenty of doubts of their own.

Sandberg’s career as a feminist champion began with her 2010 TED talk, in which she first laid out her lean-in message. She followed up with a commencement address to the Barnard class of 2011. Both went viral. “Lean In” builds on the themes of these earlier talks, bolstered by extensive references to scholarly works and popular literature. She advises women to “make your partner a real partner,” recalling how she and her husband set patterns early on in their relationship that made them genuine equals when it came to child care. Her phrase “It’s a jungle gym, not a ladder” describes the many different paths careers can take, sideways and even downward on their way up. She also shares Eric Schmidt’s advice to her when she was considering a job offer at Google, which was a less attractive option than others she had at the time: “Only one criterion mattered when picking a job — fast growth.” Sandberg connects this to the value of personal growth, even when, or especially when, you are afraid.

“Lean In” is full of many such gems, slogans that ambitious women would do well to pin up on their wall. Figure out what you want to do before you meet with the people who can hire you. Ask yourself constantly: “How can I do better? What am I doing that I don’t know? What am I not doing that I don’t see?” “Done is better than perfect.” And many readers will enjoy the glimpse into the lives of the rich and famous that Sandberg affords. Head lice are an all-too-frequent and upsetting part of parenting, but when Sandberg discovered her two children had them, they were all flying to a business conference on the corporate jet of John Donahoe, the C.E.O. of eBay.

Inevitable questions of privilege aside, many parents will think, as I did, that this is a young woman's book. Indeed, I nodded in recognition at so much of what Sandberg recounts, page after page, remembering my own early professional experiences and looking back to the days when my children were 5 and 3 (the age when they complain that they don't see enough of you, rather than wanting you to get out of their face). This is also the book of someone who has never met a challenge she couldn't surmount by working harder and believing in herself. But for the 229 missing female Fortune 500 leaders, as well as the hundreds of thousands of women who should be occupying lower-level leadership positions but aren't, the problem is not leaning back but encountering a tipping point, a situation in which what was once a manageable and enjoyable work-family balance can no longer be sustained — regardless of ambition, confidence or even an equal partner. Sandberg is right to say that it is easier to handle work-family conflicts from as high a position on the career ladder as possible, but if in fact it's the tipping points that tip women out of the workforce, or at least prevent them from rising, then no amount of psychological coaching will make a difference.

That is the real debate here, and it's an important one. Sandberg puts her finger on it when she writes: "For decades, we have focused on giving women the choice to work inside or outside the home. . . . But we have to ask ourselves if we have become so focused on supporting personal choices that we're failing to encourage women to aspire to leadership." This view accords with some of the findings of the Princeton Steering Committee on Undergraduate Women's Leadership, which concluded in a March 2011 report that young women at Princeton often did not put themselves forward for leadership positions and were sometimes actively discouraged by others when they did. The Princeton committee also found that "the start counts," meaning that the first few weeks on campus are crucial for women: an early willingness to step forward as a leader will lay the groundwork for future opportunities.

Still, after the start comes a very long road, with lots of bumps and what the law professor Joan Williams calls "the maternal wall" smack in the middle of it.

Sandberg's approach, as important as it is, is at best half a loaf. Moreover, given her positions first at Google and now at Facebook, it is hard not to notice that her narrative is what corporate America wants to hear. For both the women who have made it and the men who work with them, it is cheaper and more comfortable to believe that what they need to do is simply urge younger women to be more like them, to think differently and negotiate more effectively, rather than make major changes in the way their companies work. Young women might be much more willing to lean in if they saw better models and possibilities of fitting work and life together: ways of slowing down for a while but still staying on a long-term promotion track; of getting work done on their own time rather than according to a fixed schedule; of being affirmed daily in their roles both as parents and as professionals.

Some workplaces are beginning to make these changes. The Boston Consulting Group, for instance, has discovered the value of predictable time off every week, which leads team members to work

much more collaboratively in ways that support one another's needs. As documented in "Sleeping With Your Smartphone," by the Harvard Business School professor Leslie Perlow, this approach has required a deep cultural change for consultants used to a 24/7 environment, as well as a commitment from management. But the business benefits have proved their financial and psychological worth. Other examples include the adoption of a Results Only Work Environment, which grants employees complete flexibility as to when, where and how they work, as long as they get their work done.

So is the dearth of women in top jobs due to a lack of ambition or a lack of support? Both, as Sandberg herself grants, proposing that women should "wage battles on both fronts." Yet she chooses to concentrate only on the "internal obstacles," the ways in which women hold themselves back. This is unfortunate. As a feminist and a corporate leader, Sandberg seems ideally placed to ask the question that all too often gets lost amid the welter of talk about what women should do, what they should want and how they should behave. When it comes to ensuring that caregivers still have paths to the corner office, how can business lean in?

#### LEAN IN

Women, Work, and the Will to Lead By Sheryl Sandberg with Nell Scovell 228 pp. Alfred A. Knopf. \$24.95.

Anne-Marie Slaughter, a professor of politics and international affairs at Princeton, was the director of policy planning at the State Department from 2009 to 2011.

A version of this review appears in print on March 10, 2013, on page BR1 of the Sunday Book Review with the headline: Yes, You Can.

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