



Course Syllabus

August 2024 Cohort

Presented by

Berkeley Law

Executive Education

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Course Description

General Counsel University (“GC University”) is an online course and community that provides legal professionals with the critical skills needed to become a general counsel (GC) or be hired and retained by GCs.

Designed by leading GCs from world-class companies, our program demystifies the intricate nature of the legal department’s role in an organization. Gain invaluable insights into the tools and techniques GCs use to effectively serve, and create value for, their organizations. Learn to leverage behavioral science to master interpersonal dynamics within internal teams and external counsel relationships. Equip yourself with the skills to navigate crisis events and manage disputes and outside counsel relationships.

GC University also offers legal professionals the opportunity to build a network through live sessions, office hours, and in-person meet-ups.

Learning Outcomes

In this course, we will:

- Discuss the role and responsibilities of the modern general counsel, including critical skills for practitioners seeking to become and work with GCs
- Leverage behavioral science to master interpersonal relationships, difficult conversations, and crisis events.
- Discover the secrets of successful GCs through case studies and interviews with expert practitioners.
- Map a path toward a future GC position

Class Format

The class is designed to be completed in roughly 8-10 weeks based on 1-2 hours of study per week and includes approximately 12 hours of recorded lectures and video, and 6-8 hours of short graded quizzes, readings, and optional live office hours – all delivered online. It is largely asynchronous, which means that you are not required to participate at the same time and place as other participants in the class.

Participants are encouraged to complete the required content according to the suggested weekly schedule. You choose what time of day you are “in class.” We recommend setting a

daily or weekly “class/study time” that fits your schedule and adhering to it during the course.

During the course, we have scheduled office hours with the GC University lead instructors to provide opportunities for “live” discussions with them and your fellow participants that occur at scheduled times. These will vary, but most will be held on Wednesdays at 10:00 AM Pacific Time.

Instructor Office Hours And Communication

Five office hours will be held during the course access period via Zoom. The exact dates and the Zoom link will be provided on the Canvas course platform.

The office hours are designed to be similar to the experience you would have if you were a student on campus. You can attend and ask questions you may have about the course, the materials, or the lectures; however, to be respectful of our instructors’ time, we will send a weekly reminder of office hours and request participants who will be attending to sign up. It is not mandatory to sign up for an office hour, but those who do will be given priority to ask their questions.

The class will be notified if the office hours are rescheduled. Communication with the entire class about important course updates and notifications will be done using announcements within the Canvas course platform, so please make sure you have checked your Canvas notification/email settings. Click on “Account” on the left sidebar menu and then “Notifications”. We recommend that you set Announcements to *email you immediately* once they are posted to the Canvas platform.

GC University

Course Plan Overview

COURSE DESIGN & KEY DATES

Each module will include lectures, readings, interviews with leading general counsel, and short, graded quizzes. In addition, there will be five (5) optional office hours hosted by our lead instructors, Seth Jaffe and Mark LeHocky. The office hours are conducted via Zoom and the full schedule will be posted to the course site.

The course is designed so that you can complete each module in approximately 1-2 hours. You can choose to follow the recommended 10-12-week schedule and complete one module each week. Please note that the modules need to be completed in order (i.e. completing one module will “unlock” the next). You do not need to follow this weekly schedule—you can complete the course according to your own timeline. **Course materials will open on Monday, August 12 at 9:00 AM Pacific Time. The course closes on Monday, January 13 at 5:00 PM Pacific Time. No extensions will be granted.**

CERTIFICATE ELIGIBILITY

The program is designed to be completed in approximately 10-12 weeks but you will have access to the course platform for 5 months to complete all of the certificate requirements. Once you have finished the course, you must complete the post-program survey in order to receive your certificate. Certificates will be awarded on a rolling weekly basis beginning the week of September 16, 2024. In order to qualify for the certificate, participants must:

- 1. View all mandatory lectures for all ten modules**
- 2. Complete all mandatory readings for all ten modules**
- 3. Achieve an overall quiz grade average of 75% (there is a quiz at the end of every module and each quiz may be taken multiple times; however, your final score will be average of all of your attempts)**
- 4. Complete the post-program survey.**

MCLE CREDIT

This program has been authorized by the California State Bar to offer up to 15 credit hours of MCLE. Attorneys from other states will need to contact their local bar to verify their own certification requirements.

ACADEMIC INTEGRITY

The academic rules of Berkeley Law contain an [Honor Code](#). We expect all of our participants to adhere to this code scrupulously. If you have any question whether your conduct may violate the code, please contact executive@law.berkeley.edu in writing before you act. You may face severe consequences, including removal from this program, if you violate the code.

PLAGIARISM

Although this class does not include required written assignments, you must properly cite the words and ideas of others in all of your written content. A common and serious form of misconduct is plagiarism. You must cite the sources of any words or ideas that are not your own. Cite all sources – hard copy, web-based, and others – in proper format. If you have questions regarding this policy, please contact executive@law.berkeley.edu.

COURSE SCHEDULE

**Monday, August 12th
9:00 AM Pacific Time**

Course Opens: *To begin the course and access the modules, start with the Pre-Course survey*

Module 1

Roles and Expectations of the GC and Legal Department

Module 2

Making Use of Behavioral Science

Module 3

The GC's Role with Boards and Shareholders

Module 4

Managing Outside Counsel Relationships

Module 5

The GC's Role in Crisis Management

Module 6

Leadership

Module 7

The GC's Role in M&A and IPOs

Module 8

Managing Disputes

OPTIONAL: Module 9

In-House Careers

OPTIONAL: Module 10

GeoLegal Risk

Week of Sept. 16, 2024

Berkeley Law Executive Education will begin to issue certificates on a weekly basis, to participants who complete all eight mandatory modules and have an overall quiz grade

average of 75%. Please note: You must complete the post-program survey in order to receive your certificate.

Monday, January 13th
5:00 PM Pacific Time

Access to the course closes

****Please note: To earn the certificate, all mandatory course work and the post-program survey must be completed by this date/time).***

Module One: Roles and Expectations of GC and Legal Department

Module One Overview

In this module, we will discuss:

- Outline the course objectives and syllabus
- Discuss the evolution of the general counsel role
- Highlight the GC role as corporate strategist and leader using a hypothetical case study
- Identify the attributes of a successful GC
- Discuss criteria and models of legal departments

Practitioner Perspective Interview:

Irene Liu, Executive-in-Residence at Berkeley Law Executive Education, interviews **Sandra Phillips Rogers, SVP, Corporate Resources, General Counsel, CLO, Chief Diversity Officer and Corporate Secretary at Toyota North America** and **Rishi Varma, Chief Legal Officer at Cargill**, about the roles and expectations of general counsel.

Module Two: Making Use of Behavioral Science

Module Two Overview

In this module, we will:

- Discuss the GC's role in improving decision making
- Examine studies of handicapping errors
- Learn to identify overweighting, underweighting, and hypertrophying
- Consider the role of time in resetting perceptions
- Identify strategies to set expectations and reset perceptions, using real life examples

Practitioner Perspective Interview:

Mark LeHocky, co-lead instructor of GC University, interviews **Adine Varah, General Counsel, SFMOMA**, on making use of behavioral science in the GC role.

Module Three: The GC's Role with Boards and Shareholders

Module Three Overview

In this module, we will:

- Discuss the role of the board
- Outline the general counsel's work with the CEO and the board
- Discuss stakeholders vs. shareholders
- Consider what can go sideways and what can be learned from those situations

Practitioner Perspective Interview:

Seth Jaffe, co-lead instructor of GC University, interviews **Julie Gruber, EVP, Chief Legal and Compliance Officer at GAP, Inc.**, on the general counsel's role with boards and shareholders.

Module Four: Managing Outside Counsel Relationships

Module Four Overview

In this module, we will:

- Outline the different roles of inside and outside counsel
- Identify why and when to hire outside counsel
- Discuss outside counsel selection and deselection
- Examine fee models and law firm economics
- Consider how to create and improve the inside-outside counsel relationship

Practitioner Perspective Interview:

Irene Liu, Executive-in-Residence at Berkeley Law Executive Education, interviews **Brad Lehrman, EVP and General Counsel at Starbucks**, on managing outside counsel relationships.

Module Five: The GC's Role in Crisis Management

Module Five Overview

In this module, we will:

- Discuss how to define and measure a crisis event
- Identify key responsibilities for governance, communications, and litigation
- Consider the decisions to make today vs. tomorrow
- Identify who to bring in as partners and when
- Examine the progress of a crisis

Practitioner Perspective Interview:

Seth Jaffe, co-lead instructor of GC University, interviews **Tony West, Chief Legal Officer at Uber**, on the general counsel's role with boards and shareholders.

Module Six: Leadership

Module Six Overview

In this module, we will:

- Discuss what makes great leaders
- Outline how to build a great team
- Learn how to create and maintain a high performing team
- Discuss ethical leadership
- Examine psychological issues for the GC and their team
- Learn how ESG impacts the roles of the GC, executive team, and the board
- Discuss corporate activism

Practitioner Perspective Interview:

Seth Jaffe, co-lead instructor of GC University, interviews **Minnie Alexander, General Counsel and Corporate Secretary at REI**, and **David Zapolsky, SVP, Global Public Policy & General Counsel at Amazon**, on leaders and leadership in the GC role.

Module Seven: The GC's Role in M&A and IPOs

Module Seven Overview

In this module, we will:

- Discuss the general counsel's role in mergers and acquisitions (M&A), including:
 - The GC as strategist and board advisor
 - Choosing deal counsel
 - Adapting to corporate cultures
 - The GC's role in IPOs

Practitioner Perspective Interview:

Irene Liu, Executive-in-Residence at Berkeley Law Executive Education, interviews **Trâm Phi, SVP and General Counsel at Databricks**, **Robert Schlossman, Chief Legal Officer at Zscaler**, and **Kristin Sverchek, President at Lyft**, about the GC's role in M&A and IPOs.

Module Eight: Managing Disputes

Module Eight Overview

In this module, we will:

- Identify the stages of disputes and the GC's role
- Discuss setting and resetting expectations
- Examine the common mistakes in managing disputes and learn how to avoid them
- Consider how to manage outside counsel throughout a dispute
- Discuss handling global agreements and disputes

Practitioner Perspective Interview:

Mark LeHocky, co-lead instructor of GC University, interviews **Danielle McCoy, General Counsel and Corporate Secretary at Fannie Mae** and **April Miller Boise, EVP and Chief Legal Officer at Intel**, on managing disputes.

OPTIONAL Module Nine: GeoLegal Risk

Module Nine Overview

In this module, **Sean West, Co-founder of Hence Technologies and author of [GeoLegal Notes](#)**, will:

- Discuss geopolitics and the modern GC, how expectations are shifting, and what new skills are needed
- Provide a global tour of the world's political hotspots and flashpoints
- Examine how sustainability, diversity and other values criteria are becoming political hot button issues
- Dive into politics and regulation of AI as it affects the legal sector
- Outline the GeoLegal Risk Tool Kit - a practical set of take home skills designed to be implemented immediately

OPTIONAL Module Ten: In-House Careers

Module Ten Overview

In this module, Irene Liu, Executive-in-Residence at Berkeley Law Executive Education, is joined by **Clint Smith, Chief Legal Officer at Discord**, where they discuss:

- The role of the general counsel and the legal department
- When companies should hire a general counsel
- Later stage general counsel (i.e. public company GCs)
- Additional (external) GC responsibilities
- GC career paths
- Various in-house roles and building your legal team

Practitioner Perspective Interviews:

Adam Sterling, Assistant Dean at Berkeley Law, interviews **Allie Hastings, Lead Product Counsel at Airbnb** and **Brian Savage, Associate General Counsel, Corporate at Airbnb**, on making the move to an in-house career.

Adam Sterling, Assistant Dean at Berkeley Law, interviews **Jason Breeding, General Counsel at ValueAct Capital**; **Scott James, Partner & COO at Goodwater Capital**; and **Karen King, Managing Director & CLO at Silver Lake**, on legal departments in investment funds.