



Celebrating 25 years of in-house excellence

By Bev Cline

In the mid-1980s, a group of lawyers — primarily senior in-house counsel — met regularly after work in downtown Toronto to share resources and best practices.

In those days, “most of the resource material being developed dealt with technical issues of the law. It didn’t reflect the in-house structure or provide insight into the types of situations we were encountering in our business organizations,” remembers Robert V.A. Jones, Q.C., at the time general counsel at Eaton’s and later, the first executive director of CCCA.

When Jones left private practice in 1961 to go in-house at Eaton’s, he knew his peers saw the move as “questionable.” At the time, says Jones, “corporate counsel were not seen as an active part of the profession.” However, he was “intrigued by the prospect of practising proactively, contributing to matters by constructively anticipating legal requirements rather than reacting in a more costly and more negative sense.

“The traditional practice of law was very formal, with structured ways of dealing with legal issues,” continues Jones, who received his call to the bar in 1955, having graduated from Osgoode Hall Law School, which at that time was located on Queen Street West.

His opportunity to move into industry came with the legal department at Eaton’s, where the scope and magnitude of legal work during his 27 years with the company, the greater part as general counsel, made for a challenging and rewarding career.

“To put it into perspective, we were at the forefront of challenging new dynamics in the retail industry. From a career point of view, apart from meeting routine legal requirements which in many cases offered unique challenges, I had the opportunity to work within a group of corporate executives committed to creative development of the new shopping centre industry in Canada, where the company was already a leading player with its then-conventional large department stores,” he says.

“Added to those creative experiences of course,” says

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Jones, “was the unique circumstance of living and working within one of the great social traditions in the history of our country.”

Profession gains prestige

The same sort of motivation, plus the long hours in private practice, led Derek Hayes to leave private practice at McCarthy & McCarthy in 1967. “I really wanted to do international work and the only really large international firm in Canada in those days was Massey Ferguson, so I joined their legal department,” he recalls.

Reflecting back, Hayes, a participant of the in-house counsel meeting in downtown Toronto, says the perception of the duties of in-house counsel was hazy in the legal profession. “The lawyers at my firm thought I was crazy,” remembers Hayes. “A lot of them just couldn't figure out what I was going to do all day.”

Lawyers graduated from law school and went straight into a law firm. “There was no other track,” says Hayes, who graduated from University of Toronto Law School in 1961. “There certainly wasn't a general counsel track.”

In 1984 Hayes was hired as vice-president and general counsel by the Canadian Imperial Bank of Commerce to form an in-house legal department. He remained at CIBC for 15 years. By the time he retired his position had expanded to include multiple departments, including legal, compliance, internal audit and corporate secretariat with some 600 employees reporting up the ladder to him.

The general counsel position at large companies such as financial institutions had evolved during that time, he says, to a much different role from what corporate counsel had been doing.

As the position expanded in depth and

breadth, general counsel needed to have not only legal knowledge, but also business knowledge, “and more than anything, you needed common sense. I got hit every day with something which wasn't in the lexicon of what I was taught at law school, that's for sure,” says Hayes. Reporting lines had altered too, with many general counsel reporting to the CEO.



The perception of corporate counsel among many of Hayes' legal peers had undergone radical change. Hayes remembers that by the late 1980s the position had gained prestige and “some of my colleagues I'd gone to law school with, who were now senior lawyers in law firms, were calling me up to ask about positions in the law department at CIBC.”

The beginnings of CCCA

By 1986, the number of in-house counsel was growing, especially in business centres such as Toronto, Calgary, Vancouver and Montreal.

More and more lawyers knew a private practice lawyer — often a senior lawyer with corporate experience — who was moving in-house, especially with large organizations, in both the public and private sectors. There was a smattering — albeit growing — number of lawyers opting to become the sole legal officer at smaller, privately run corporations.

But there was no hard information. When the Toronto in-house counsel group that met regularly, along with some other general counsel, set about organizing an in-house counsel conference, no one really

knew how many corporate counsel there were in Canada. “The law societies, the bar associations tried to be helpful. But there were no specific lists of lawyers who were not in private practice,” says Jones.

In addition, no one knew how much financial support there would be for a conference designed for in-house counsel or how many would attend. To the organizers' surprise “we received financial support from 42 law firms,” recalls Jones. “It was truly marvellous.”

But even more astounding was that in May 1986, 365 in-house counsel drawn from across Canada attended that conference in Toronto, and its success provided the impetus for the creation of today's Canadian Corporate Counsel Association.

Need for a national voice

In-house counsel support for the Toronto conference in 1986 mirrored the growing camaraderie in other parts of Canada among in-house counsel. As in Toronto, over the decades the in-house counsel role had gained prestige and increasing amounts of legal work were being conducted in-house.

But in 1976, when Charles (Jim) Cummings graduated from the Faculty of Law at University of Alberta, his career path was unique for his time period. Cummings articulated with the Attorney General's Office of Alberta, “at a time almost every one of my law school classmates went into private practice.”

He stayed on for three years during an exciting time when he was appointed constitutional adviser to the government of Alberta during the federal/provincial constitutional talks. But “18-hour days and continuous cross-Canada travel were a lot for a young guy with a young family,” so he went in-house in the private oil

and gas sector.

His career path led to his appointments as general counsel with Asamera Inc. and then Bow Valley Energy Ltd. In the 1980s, he says, 85-90 per cent of the work in his legal departments was done in-house. "If the work related to the specialized area of oil and gas, it was never sent to external law firms."

Cummings was a member of a group of corporate counsel, mainly in the oil and gas sector, who met monthly in the mid-1980s for breakfast at the Petroleum Club in Calgary. "We shared information about working in-house and talked about the common issues we were all facing, such as the National Energy Program. The group who met at the Petroleum Club, he says, was the nucleus for the formation of the Association of General Counsel of Alberta

(ACGA), founded in 1986.

Many in-house counsel in Alberta recognized the need for a national voice, national networking opportunities, and access to local securities expertise. "A lot of us in the west joined both the AGCA and then the CCCA, which came into existence a couple of years later," recalls Cummings.

In-house excellence

Founded in 1988 as a conference of the CBA, Robert Jones, who had recently retired as general counsel of Eaton's, came onboard as the CCCA's first executive director. Derek Hayes became CCCA's first chair. With financial support from the CBA, a membership drive was undertaken, along with the creation of a network of chapters across Canada to deliver regional services.

"Our first office was one room in the CBA-Ontario offices on Adelaide Street in Toronto," recalls Jones. "I can't even begin to describe how much wonderful assistance we received from CBAO executive director, Linda Adlam Manning. Linda's help and guidance was absolutely instrumental in making CCCA work as an effective association."

In 1988, in conjunction with the CBA annual meeting, CCCA held its first official conference with a most appropriate theme: "Corporate Counsel: A Growing Phenomenon." The choice of theme underscores the association's essential role — then and today — as CCCA celebrates 25 years of in-house excellence as the national forum and voice for in-house counsel in Canada. ■

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