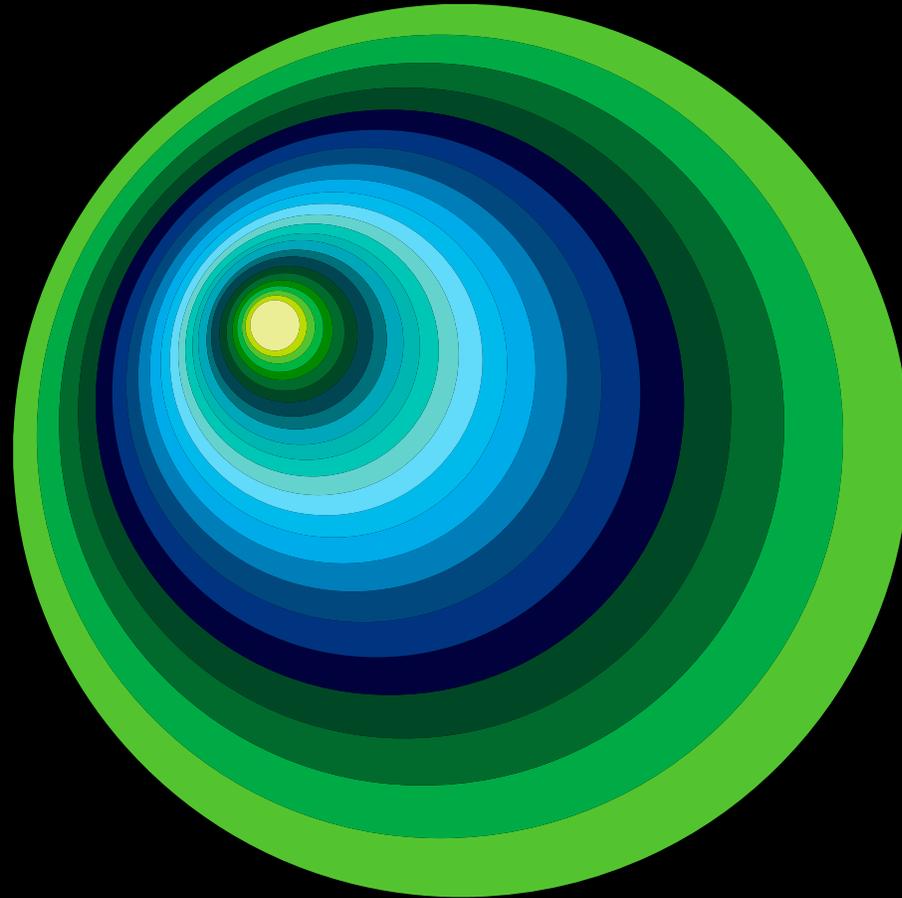


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Reinventing the chief legal officer's role

Q&A with Susan Yashar, Deloitte Global
Deputy CEO and General Counsel

Introduction

Editor's note: Susan Yashar has retired from the Global Deputy CEO and General Counsel position as of March 1, 2023.

When Susan Yashar joined Deloitte's Office of General Counsel as a regulatory specialist, she was fresh from a long career in government and private practice. Her presence would bring much-needed guidance to a business that was becoming increasingly globalized, technology driven, and regulated. The audit profession was changing, and the firm was growing.

So was the job of in-house lawyering, although many may not have realized it at the time. Recently, we caught up with Susan to talk about her journey and how the legal function changed during her tenure as global general counsel.

Influences and perspective

It's important to understand who you are as a leader, and one part of that is thinking about who and what your influences are and how they impact your leadership style. For Susan, her parents were an important influence. Notwithstanding her small physical stature, her dad gave her an oversized understanding of how important confidence and belief are to being successful.

Susan recounts the story of her dad, an immigrant from Iran with a passion to serve his community through medicine. "I watched my father work with intensity toward what the job required. He came to the United States with a medical degree from the University of Tehran. But he had significant gaps in his training, no license to practice

medicine in this country, and barely enough English to explain what he was even doing here. He somehow convinced the head of the medical program at a New York hospital to give him a chance as an intern, and at night he studied textbooks in English to bring up his skill level."

Susan recalls that her father never let barriers stop him, and he held his children to the same high standard. "He wanted all five of his kids to be doctors like himself—including his daughters, which was remarkable considering my father was Middle Eastern. I finally told him I didn't want to work as hard as he did. He said, 'So then I think you should be president of the United States.' He was completely serious! By the way, I've spent my whole career working at least as hard as my father."

Throughout her career, Susan could count on her family to support this "no barriers" mindset. Her move to Deloitte was no exception. Susan recalls a dinner with her brother Stephen during the period when the firm was recruiting her. He asked if she wanted to be general counsel. Susan's response: "Are you kidding me? I'm not even thinking about that, because the next general counsel will most likely be a litigator." (At that time, she explains, the general counsel was typically thought of as a litigator's role.) But Stephen was unmoved. "What's happened to you? What is the matter with your thinking here? This is your starting point!" Susan tries to remind herself, and others, that few things are impossible.



TIP: Draw strength from those who inspire you. Don't let barriers discourage you.

Becoming chief legal officer

Ultimately, Susan did become the global chief legal officer (CLO) for Deloitte. (Another top candidate was indeed a litigator.) When asked why she thinks she got the role, she says her experience in the regulatory arena, and its relevance to the firm at the time, was likely an advantage. But more importantly, she says, it was her connection to the business and her proactivity. "I'd had a lot of opportunities to be in front of the global CEO. My job was to think strategically, deliver ideas, and be proactive if I thought there was an issue to discuss. He'd seen the judgment that I brought and my willingness to collaborate on the best way to move forward."

What happened next is uncommon. Susan was appointed deputy CEO and chief risk officer in addition to her responsibilities as global CLO. From a governance perspective, this presents some interesting challenges. One of them is to maintain the appropriate level of impartiality of a CLO while balancing the business and growth perspectives of a CEO. Asked how she navigated these roles, she recalls, "My reporting line was directly to the CEO as deputy CEO, but I also represented the organization as general counsel and needed to do what was right and best on behalf of the entire organization. That meant I had to be vigilant about which role

I was playing at any given time. And frankly, that's an ethical obligation that every single general counsel needs to keep firmly in mind, dual role or not."

Dual roles are not new at Deloitte Global, although there were no role models for the dual roles that Susan played. Susan had to be very intentional about the way she developed and maintained relationships. An important factor for Susan, was her experience as global chief risk officer (during the pandemic). It enhanced her understanding of the business, not just broadly but at the operational level as well. It also had helped her develop the ability to communicate effectively at all levels of the organization.



TIP: Develop an understanding of the business you serve—not just its strategy but its operations, success drivers, and areas of greatest risk as well. Business acumen and judgment are critical skills.



TIP: Intentionality in building and maintaining relationships is critical. So are effective listening and communication skills.

The evolving role of the CLO

During Susan's time as CLO, both Deloitte and the practice of law have changed significantly. As a business, Deloitte grew from \$36 billion to nearly \$60 billion over the past eight years. Along the way, the firm has had to navigate significant business challenges and risks related to the nature of its regional and geographic structure and multidisciplinary model.

Deloitte has 10 member firms today, but when Susan took the CLO role, more than 70 firms owned the Deloitte brand in their respective geographies. Back then, she says, conversations were often about being a group of distinct member firms operating in different territories under the Deloitte name. "Certainly, we abided by Deloitte policies and protocols. But in many instances, we had separate approaches to sales and marketing, contracting, technology, corporate governance, and more. There were inconsistencies even around strategy and what it meant to be Deloitte. We accomplished a lot during those years, but they were relatively federated years."

Since then, Deloitte has evolved its multidisciplinary model, or MDM. "One challenge of the MDM is how to grow both sides of the business, audit and consulting, while maintaining independence as required by audit regulators. We've had to be very smart about managing our portfolio and the kinds of business we're going to pursue."

The legal function had to keep pace. "We created groups to align with the business and where the business is going. Here's an example. Eight years ago, we had a small group of talented lawyers focused primarily on vendor contracting and matters involving technology. But as the business became more tech-focused, we built out a team with specialized skills and diverse experiences in technology, cybersecurity, and privacy practices."

Today, Susan says, "Our regulatory group has experience in areas of increasing concern. The claims group now assigns lawyers to regions so they can become more familiar with the frameworks and issues they'll be asked to address. We've also hired dedicated employment specialists to address employment issues."



TIP: The CLO must thoroughly understand where the business is, where it's going, and how it plans to get there. To be a true business partner, the legal department has to keep its organization, operations, and service delivery relevant.

Susan didn't hesitate to make changes as necessary so the legal team could have a credible seat at the table and support the businesses with the appropriate guidance. "It's enabled a shift to being—and being seen as—truly trusted and capable advisers." The evolution hasn't only been structural. "For instance, we focused on *how* we engage with the businesses—including literally how we speak, how we write, and how we consider issues so that our legal voices can be better heard in the context of business and by non-lawyers. It's fundamentally about knowing your audience."

The path hasn't always been smooth. Susan recalls that some internal clients initially saw her role as relatively circumscribed and reactive. "They tended to involve me only after business decisions and strategies had been set, and then primarily to solve a problem or determine compliance." But, she argues, that's neither an efficient nor a particularly effective way to get legal services. What's more, it puts legal counsel in an often- untenable position of having to rethink approaches that the business had already agreed to or even implemented.

Having been a regulator for a considerable time, Susan wanted to help internal clients make decisions, believing she and her team were more valuable as strategic partners who could help structure solutions that mitigated risk. While this required some degree

of self-promotion, she never thought of it that way. "I was doing what was absolutely the right thing to do, which was to make myself known within an organization, which, by the way, seemed impossibly large and complex when I first started."

Susan also realized that she couldn't expect clients to come to her. "They had no reason to know whether I had anything to offer from a decision-making perspective. So, I started to reach out to people who I thought might find helpful what I had to bring to the conversation; these people of course could be helpful to me and to the Office of General Counsel."

Susan believes that this has led to better and more efficient outcomes. It's also made the work of the legal function more relevant—and, from Susan's perspective, more interesting and engaging.



TIP: Don't wait for change—make change. Be proactive in identifying areas where you can provide helpful advice and guidance. Use your voice and let people know when you have something to say.

Looking back

Reflecting on her time at Deloitte as she approaches retirement, Susan's thoughts about how she could have done things differently and better are centered mostly on well-being: wishing she'd given herself more of a break and reminding herself to step away from work to recharge more often.

Finally, with an enthusiasm that reflects her father's persistence and positivity, Susan shares that it's an exciting time to be a lawyer, and that those who are lawyers should try to remember how fortunate they are to be in this field. "I can't wait to see the ways in which we're all going to be changing. I think this is an incredibly exciting moment to be leading a legal department, and I look forward to the next chapter of the story."



TIP: Stay positive and excited about the future and its possibilities.

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