

Developing the Modern Lawyer: Growth, Social Responsibility, and Commitment to Inclusion and Diversity

Moderator:

Andy W. Boczkowski, *Assistant General Counsel, GSK, Philadelphia, PA*

Panelists:

Sneha Desai, *Deputy General Counsel, Litigation, BASF, Florham Park, NJ*

Eve Runyon, *President and Chief Executive Officer, Pro Bono Institute, Washington, DC*

Raymond M. Williams, *DLA Piper LLP, Philadelphia, PA*



BASF Corporation's Outside Counsel Diversity Program

We are committed to the goals of diversity and inclusion and expect our outside counsel to advance diversity and inclusion goals as to the work they do for BASF, and with respect to their firms more broadly.

We ask the following of our firms:

I. New Diversity Goals for BASF Outside Counsel (Firm Wide)

- A. Demonstration of a commitment to the retention and promotion of lawyers with diverse backgrounds.
- B. Steady and sustained increase in the overall number of diverse attorneys within firms.
- C. Growth in the percentage of diverse attorneys at the firm so as to track closer to the current population of diverse students graduating from law school.
- D. Growth in the number of diverse attorneys in firm leadership roles.

II. New Diversity Goals for BASF Outside Counsel (BASF Specific)

- A. Increased exposure to BASF for diverse attorneys through, among other things, key roles on BASF matters (including but not limited to lead attorney on specific matters or relationship partner), CLE presentations, secondments, summer program, other client contact, etc.
- B. Partnering with BASF to train and mentor diverse attorneys so that they have the opportunity for significant client exposure.

III. New Diversity Requirements for BASF Outside Counsel

- A. All RFP and AFA proposals must include staffing models with attorneys of diverse backgrounds. Each RFP will contain specific questions on diversity.
- B. Completion of the ABA Model Diversity Survey upon request, including all BASF-specific data.
- C. Participation in the "Mansfield Rule" initiative, which seeks to provide more access and opportunity for diverse attorneys to senior leadership roles at firms; obtain Mansfield Certification by Year 3.
- D. Identification of firm pipeline planning involving the (1) mentoring, (2) retention and (3) promotion of diverse lawyers involved in the BASF relationship.
- E. Review of firm's diversity progress, through the "Diversity Snapshot" generated by BASF, at annual client relationship meeting.

IV. BASF "Diversity Snapshot"

- A. New tool designed to evaluate progress on above goals and requirements for outside counsel, based on a BASF Legal Diversity Factor Score.
- B. The BASF Legal Diversity Factor Score is based primarily on data reported in the ABA Model Diversity Survey (specifically data regarding attorney headcounts, work performed for BASF, firm's relationship partner(s), and firm-wide leadership committees).

Diversity Snapshot

Overview This report provides a snapshot of the state of diversity across 25 law firms ("BASF Firms") that completed the American Bar Association's Model Diversity Survey ("ABA Survey") for BASF. The snapshot reports a new metric, the "BASF Legal Diversity Factor Score," to assist in tracking your firm's Diversity & Inclusion efforts. Additionally, the snapshot visualizes your firm's diversity metrics in relation to all BASF Firms, focusing on attorneys of color (see Figure 1) and female attorneys (see Figure 2)

BASF Legal Diversity Factor Score The BASF Legal Diversity Factor Score incorporates information about your firm's relationship partner, firmwide leadership, firmwide headcount, and work performed for BASF. The Score ranges between 0 and 100. **Your firm's Legal Diversity Factor Score is 84.**

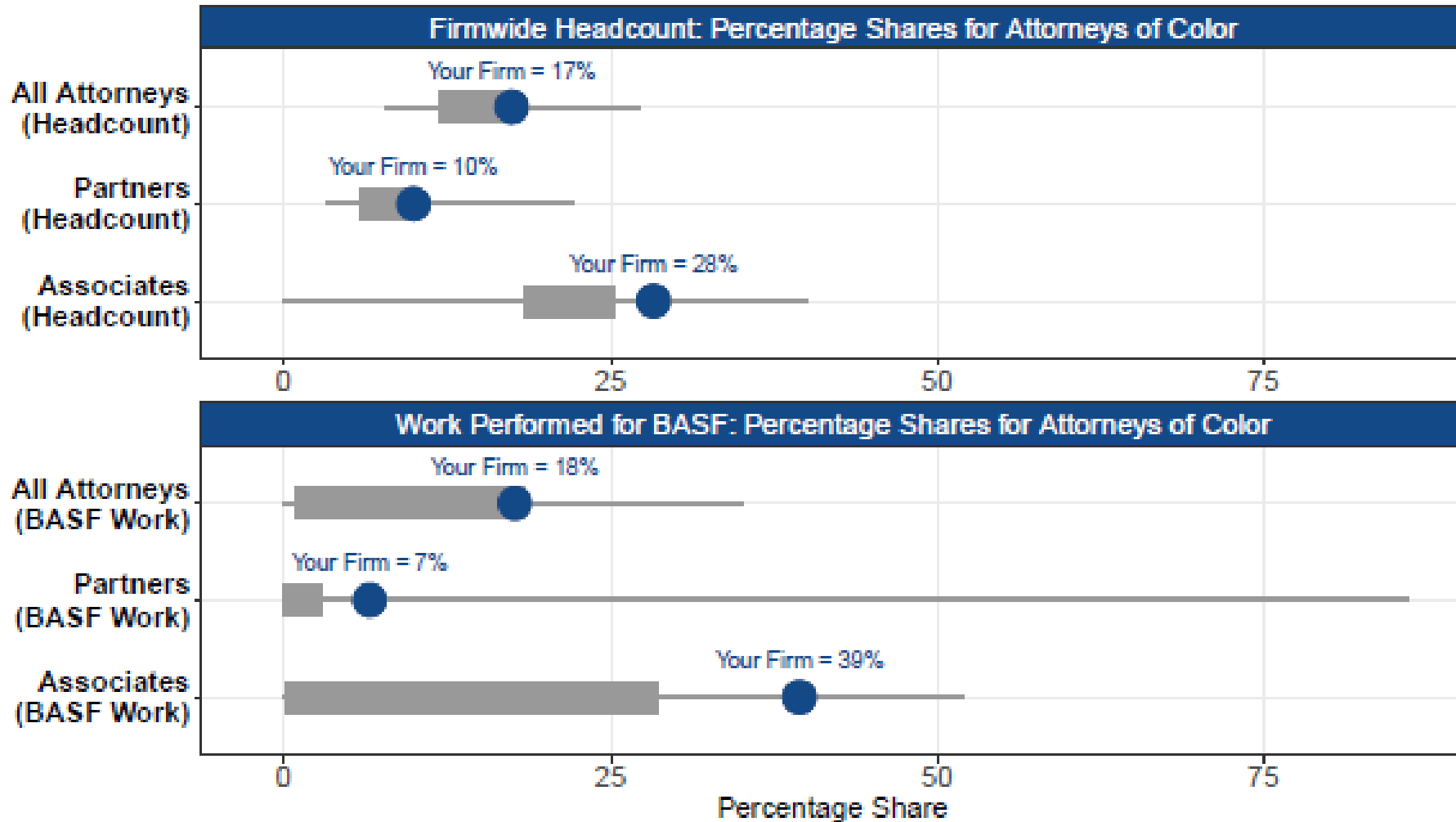
Key Takeaways for Your Firm Compared to all BASF Firms, your firm received the highest ranking on Female: All Attorneys (BASF Work) and Female: Partners (BASF Work), which are at the 100th percentile, and the lowest ranking on Female: Associates (Headcount), which is at the 46th percentile.

Interpreting the Graphics Figure 1 and Figure 2 represent your firm's percentage shares using a blue dot. The thin gray horizontal line covers the range of values for all BASF firms (i.e., from the minimum to the maximum). The thick gray horizontal bar covers the **Middle 50%** of values. Therefore, if your firm's score:

- Is to the left of the thick gray bar, then it is in the **Bottom 25%** of all BASF Firms;
- Overlaps the thick gray bar, then it is in the **Middle 50%** of all BASF Firms; and
- Is to the right of the thick gray bar, then it is in the **Top 25%** of all BASF Firms.

Attorneys of Color Figure 1 compares your firm's percentage shares to those of all of BASF Firms. The top panel reflects firmwide headcount results, and the bottom panel reflects diverse attorney's share of work performed for BASF.

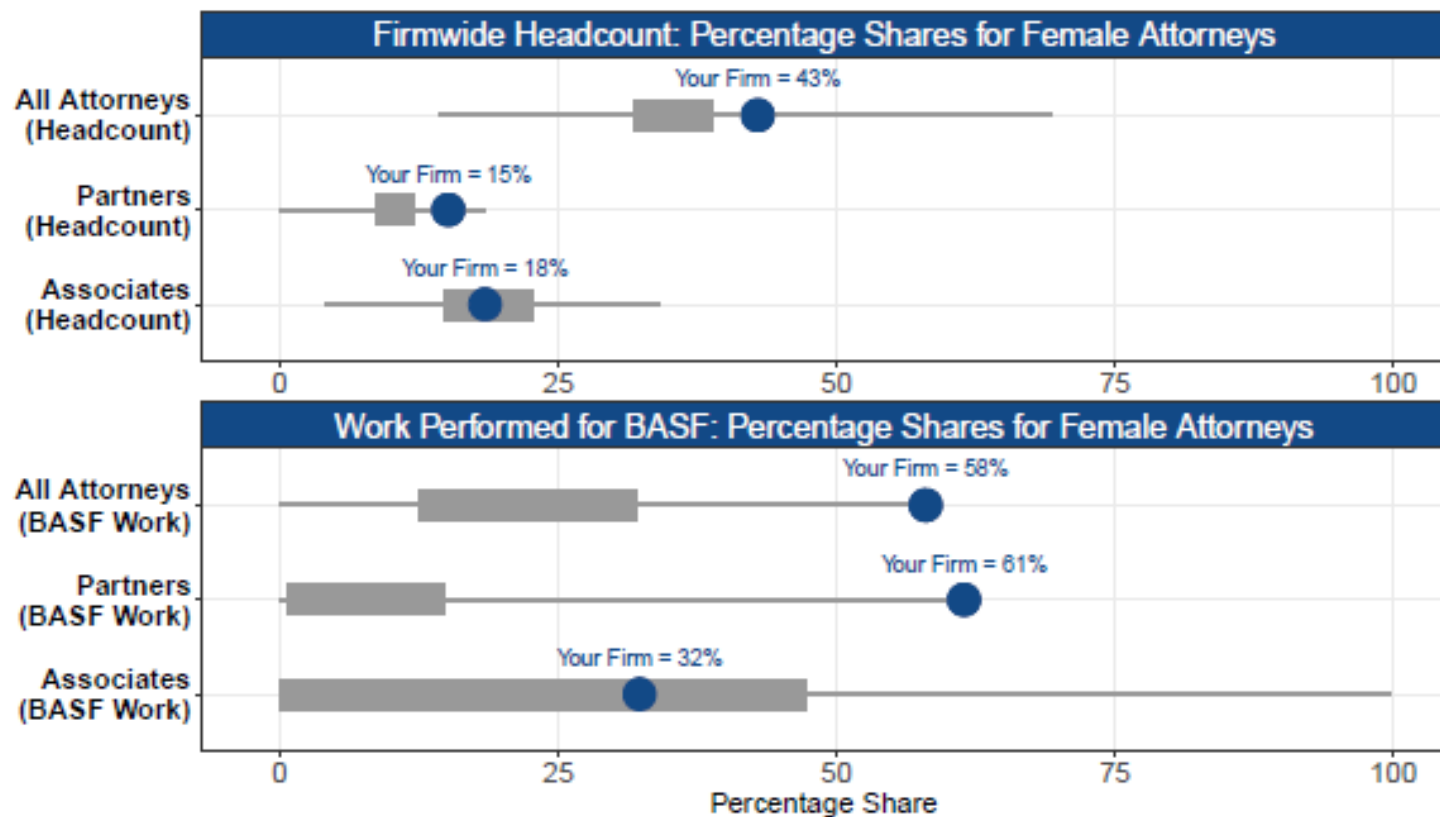
Figure 1. Your Firm's Percentage Shares for Attorneys of Color



Diversity Snapshot

Female Attorneys Figure 2 compares your firm's percentage shares to those of all BASF Firms. The top panel reflects headcount results for females, and the bottom panel reflects female attorneys' share of work performed for BASF.

Figure 2. Your Firm's Percentage Shares for Female Attorneys



Calculating the Legal Diversity Factor Score The BASF Legal Diversity Factor Score has a maximum possible value of 100. The Score is calculated as follows:

Relationship Partner(s) (0 to 10 Points): Firms receive 10 points if Relationship Partner(s) is (are) diverse, 0 points otherwise. (Source: ABA Survey, Client Matters Question #2)

Firmwide Leadership (0 to 30 Points): Points awarded for the Governance, Practice Group Leader, and Compensation Committees. Firms receive 3 points per Committee if one member is an attorney of color/female attorney, and 5 points per Committee if two or members are attorneys of color/female attorneys. (Source: ABA Survey, Question #10)

Firmwide Headcount (0 to 30 Points): Points awarded for All Attorney, Partner, and Associate headcounts. Firms with attorneys of color/female attorney percentage shares less than the 25th percentile in the AmLaw 200 receive 1 point; firms with percentage shares greater than the 25th percentile but below the 75th percentile receive 3 points; firms with percentage shares greater than the 75th percentile receive 5 points.¹ (Source: ABA Survey, Question #8)

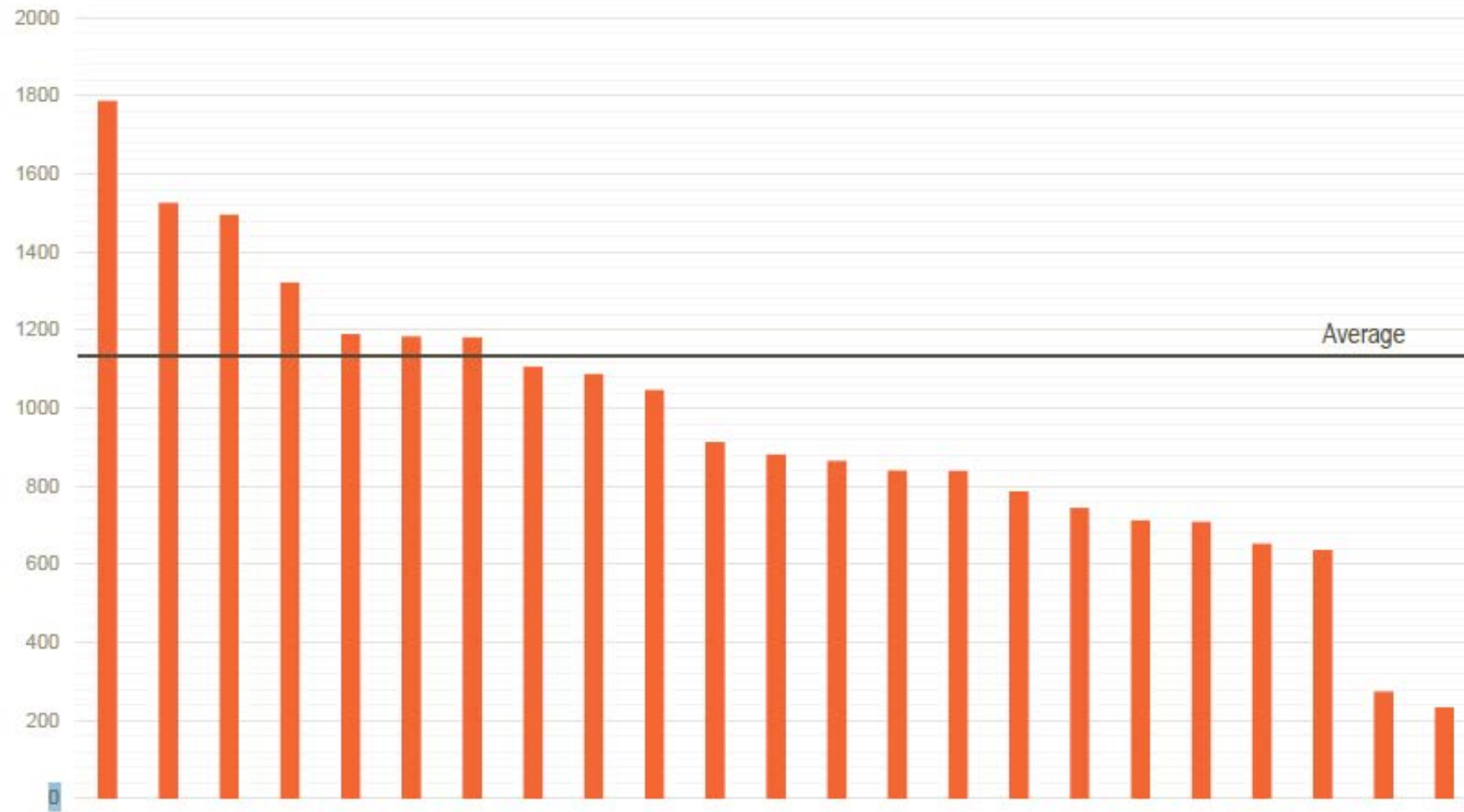
Work Performed for BASF (0 to 30 Points): Points awarded for All Attorney, Partner, and Associate work performed for BASF. Firms with attorneys of color/female attorney percentage shares less than the 25th percentile of a market benchmark receive 1 point; firms with percentage shares greater than the 25th percentile but below the 75th percentile receive 3 points; firms with percentage shares greater than the 75th percentile receive 5 points.² (Source: ABA Survey, Client Matters Question #4)

Calculation

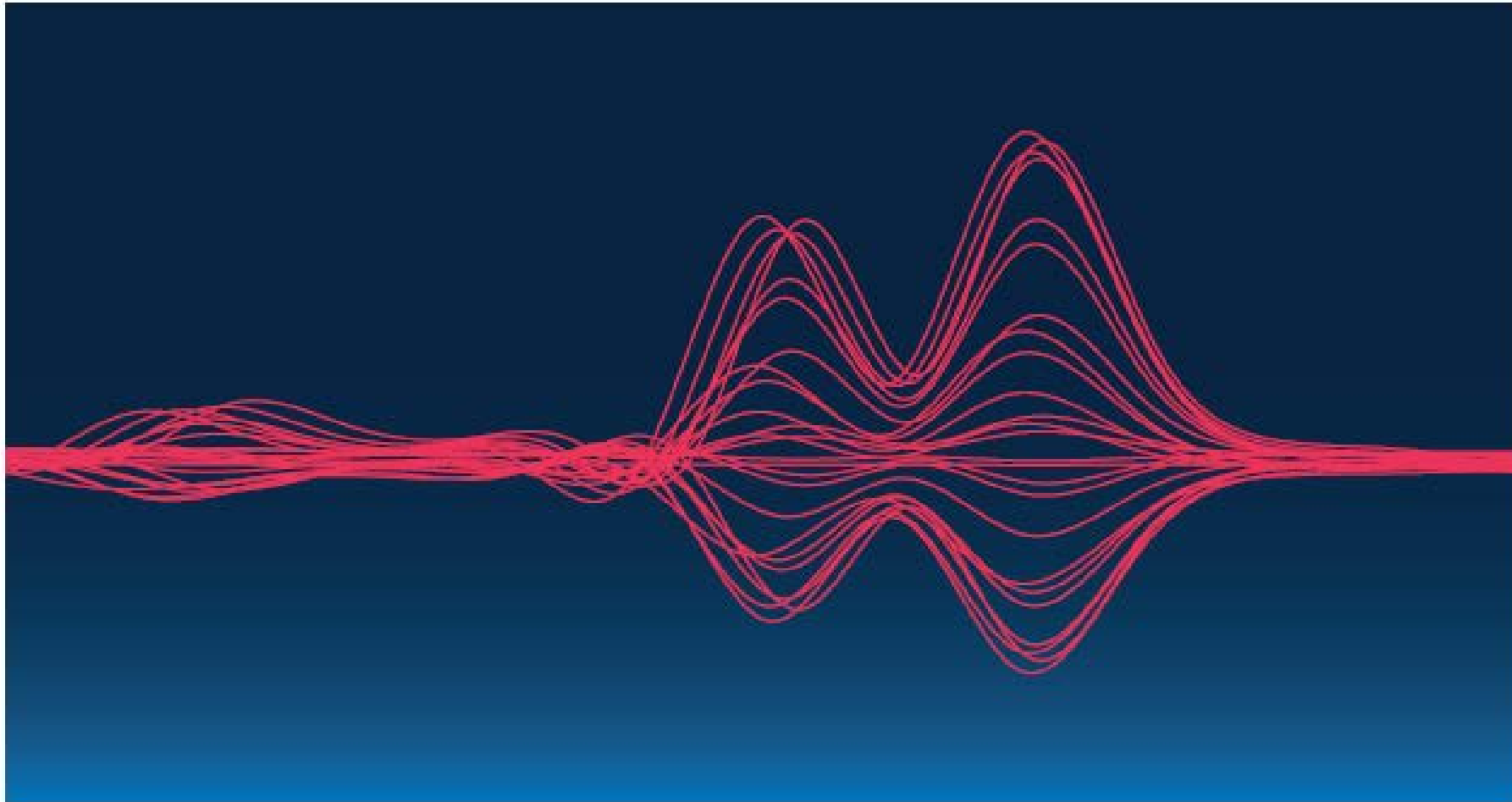
$$\begin{aligned} & [\text{Overall Minorities \%}] + [\text{Overall LGBT \%}] + [\text{Overall Women \%}] + [\text{Overall Disability \%}] \\ & + \\ & 5 * [\text{Minority Partners \%}] + 5 * [\text{LGBT Partners \%}] + 5 * [\text{Women Partners \%}] + 5 * [\text{Disability Partners \%}] \\ & + \\ & 3 * [\text{GSK Minorities \%}] + 3 * [\text{GSK LGBT \%}] + 3 * [\text{GSK Women \%}] + 3 * [\text{GSK Disability \%}] \\ & + \\ & 2 * [\text{\# of "yes" (up to 20) for GSK Addendum Diversity Questions}] \\ & + \\ & 10 * [\text{\# of minority, female, disability, or LGBT associates promoted to partner}] \\ & + \\ & 25 \text{ points for minority, LGBT, disability, and/or female Relationship Partner} \\ & = \end{aligned}$$

Diversity Score

Diversity Score Index by Firm



Area	Weight	Firm A		Firm B		Firm C	
		Score	Comment	Score	Comment	Score	Comment
1. Attorney Team	15%	1		1		1	
2. Attorney Team Experience	20%	1		1		1	
3. Key Impressions	25%	1		1		1	
4. Alternative Fee Arrangement Proposal	30%	1		1		1	
5. Diversity	10%	1		1		1	
Final Score (Weighted)	100%	1.0	Please provide your overall view of this firm in this box	1.0	Please provide your overall view of this firm in this box	1.0	Please provide your overall view of this firm in this box



Diversity & Inclusion at DLA Piper

Partnering on pro bono efforts can provide unique as well as common benefits to partner organizations and boost the impact for their pro bono clients and the community.

With Whom Are In-House Counsel Partnering?

In-house counsel partner on pro bono matters with a variety of entities. 2018 CPBO Benchmarking Survey respondents report:



A Partnership by Any Other Name

Pro bono partnerships take many forms. Some are organized around a single pro bono effort or single community, while others involve many pro bono projects, and still others encompass most or all of one or more partner's pro bono efforts. Models include:

- Clinics
- General Counsel
- Secondment
- Co-Counsel
- Research and Writing
- Training and Advice
- Mega-Challenges

"When it comes to quality pro bono *partnerships*, one plus one can equal three or even more. Partnerships that are carefully *cultivated* and *sustained* can result in even more and better results over time."

Esther Lardent, Founder and First President
Pro Bono Institute
Letter from Esther: Why Partnerships Matter, The Pro Bono Wire

"Partnering with law firms helps *leverage* geography. We can bring different things to the table and leverage the *capabilities* of both. A *diverse team* equals a better team."

Tom Sabatino, EVP and GC
Aetna Inc.
2013 PBI Annual Conference, Session: In-House View of Law Firm Pro Bono

CPBO 2018 Pro Bono Partner Awardees

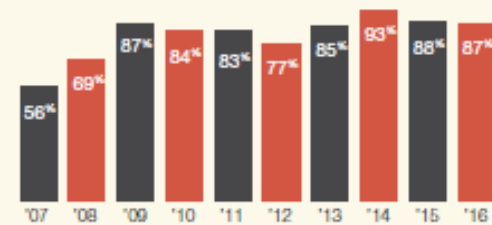
The CPBO Pro Bono Partner Award recognizes innovative team approaches to pro bono work involving in-house legal departments and one or more law firms and/or public interest group partners.



- Large Law: MassMutual Law Department and the Hampden County Bar Association Legal Clinic
- Smaller Law: United Airlines' Legal Department, Seyfarth Shaw LLP, and Cabrini Legal Aid

Partnering with Law Firms on Pro Bono

Respondents to the annual CPBO Challenge® survey report:



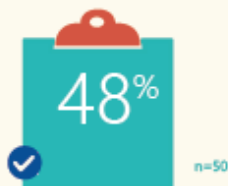
Legal departments are in a unique position as consumers of law firm services to encourage pro bono efforts and address the gap in access to justice. In addition to providing pro bono legal services and partnering with outside counsel on pro bono efforts, in-house counsel increasingly consider pro bono in their evaluation of law firms.

2016 CPBO Challenge[®] Survey

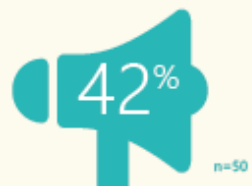
The Corporate Pro Bono Challenge[®] initiative is the industry standard for in-house pro bono. More than 170 general counsel, including over 40 percent of the Fortune 100, have agreed to encourage at least 50 percent of their legal department staff to engage in pro bono, and to encourage their outside counsel to engage in pro bono. For more information, see www.cpbo.org/challenge.



Inquire about pro bono in RFPs



Consider pro bono performance when evaluating a firm



Encourage outside counsel to join the Law Firm Pro Bono Challenge[®] initiative

"If you want to be one of our vendors, you need to show that you share our *values*, and one of the ways you could do that is through *pro bono* work. It is a great way to build a relationship with a client that goes *beyond the paying arrangements* you may have."

Darryl Bradford, Former EVP and General Counsel
Exelon Corporation
Jenner and Exelon: A Business Case for Pro Bono, Bloomberg BNA

"People ask me what I look for in an outside counsel. I always respond that it is *important* for an outside counsel to listen to the client and *align themselves with our commitment* to the community in which we work."



Larry Tu, Former SVP and General Counsel
Dell, Inc.
2012 Pro Bono Excellence Award Ceremony

Dell presents an annual pro bono award to a law firm

2016 CPBO Benchmarking Report

The following legal departments inquire about pro bono in RFPs and/or consider pro bono when evaluating law firms:

3M Company • Bank of America Corporation • Boston Scientific Corporation • Chevron Corporation • Deere & Company • Exelon Corporation • General Mills, Inc. • Hewlett Packard Enterprise Company • International Business Machines Corporation • Liberty Mutual Holding Company Inc. • LyondellBasell Industries, N.V. • McDonald's Corporation • Merck & Co., Inc. • Office Depot, Inc. • Target Corporation • The Gap, Inc. • The PNC Financial Services Group, Inc. • UnitedHealth Group Incorporated • Verizon Communications Inc. • Viacom Inc.

For the full report, see www.cpbo.org/benchmarking2016



Inquire about pro bono in RFPs



Consider pro bono performance when evaluating a firm

To increase impact and provide more comprehensive services, companies are taking a fresh look at how their pro bono activities can be integrated with or complement their corporate social responsibility (CSR) efforts and charitable contribution practices.

Aligning CSR and Pro Bono

Many companies operate their CSR efforts independently from their legal departments' pro bono programs. However, there are potentially great benefits from aligning pro bono and CSR. Companies integrate legal pro bono efforts with CSR programs in a number of ways, including:

- 
Direct Services and Support
 Providing pro bono legal services to the beneficiaries of the company's CSR program.
- 
Thematic Alignment
 Identifying projects that support or are consistent with the focus of the CSR program.
- 
Structural Integration
 Coordinating the management of the pro bono efforts with the CSR initiatives.
- 
Financial Support
 Funding organizations that support the department's pro bono efforts.
- 
Partnering on Projects
 Working together on a skills-based volunteer project.

"GE has a strong tradition of *giving back* as part of the GE foundation, and our employees volunteer all over the world. *Pro bono work that lawyers do* is something that we're uniquely qualified to be able to do, and we're *uniquely able* to provide that kind of help."

Alex Dimitrief, General Counsel and SVP
 General Electric Company
CLO and Pro Bono Podcast Series, Pro Bono Institute

"More and more for those who operate at the *intersection of law and business*, pro bono is both a *humane act* and a *wise investment* that strengthens our ties to communities and consumers."

David Leitch, Global General Counsel
 Bank of America Corporation
Chief Legal Officers Perspectives and Resources, Pro Bono Institute

Internal Pro Bono Partnerships

Legal departments partner on pro bono matters internally with multiple entities. 2018 CPBO Benchmarking Survey respondents report they partner with their:



Company Spotlights

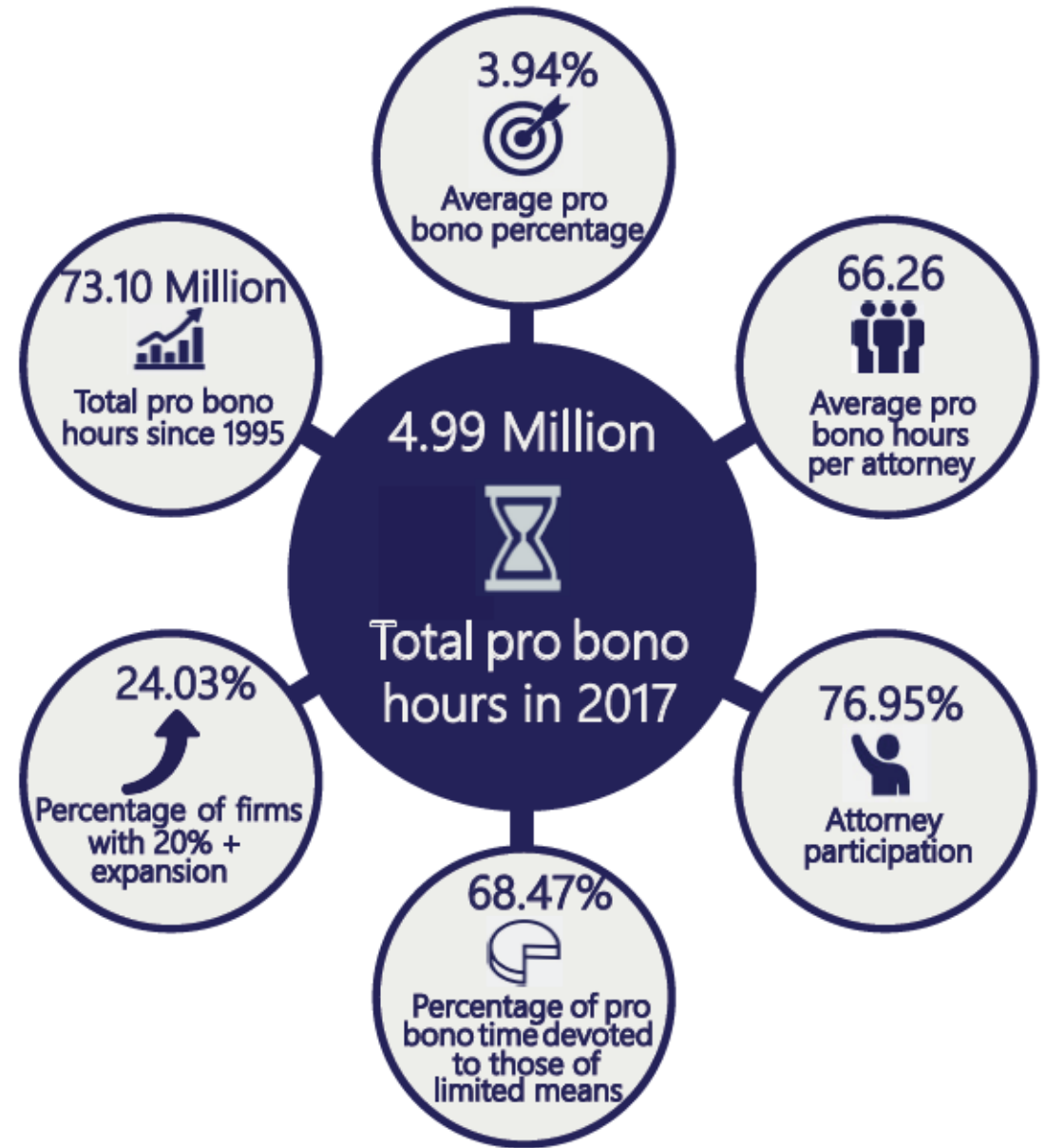
Allstate
 Runs the Economics Against Abuse Program which engages Allstate's foundation and CSR and legal departments to empower survivors of domestic violence through charitable contributions, pro bono legal assistance, and financial literacy classes.

Salesforce
 Aims to use 1% of Salesforce's technology, people, and resources to improve communities around the world, including through pro bono by legal department staff.

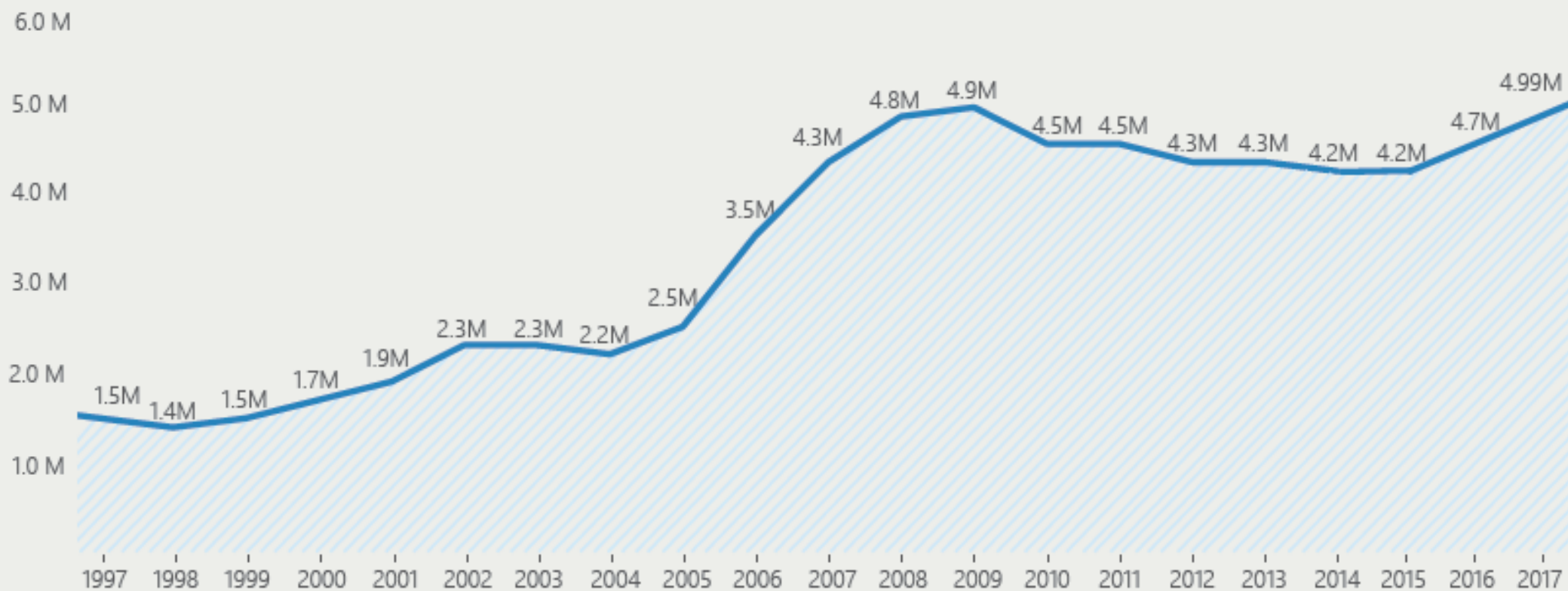
Thomson Reuters
 Works closely with its foundation to leverage resources, report on unaddressed legal needs, connect company volunteers to clients around the globe, as well as provide pro bono legal services.

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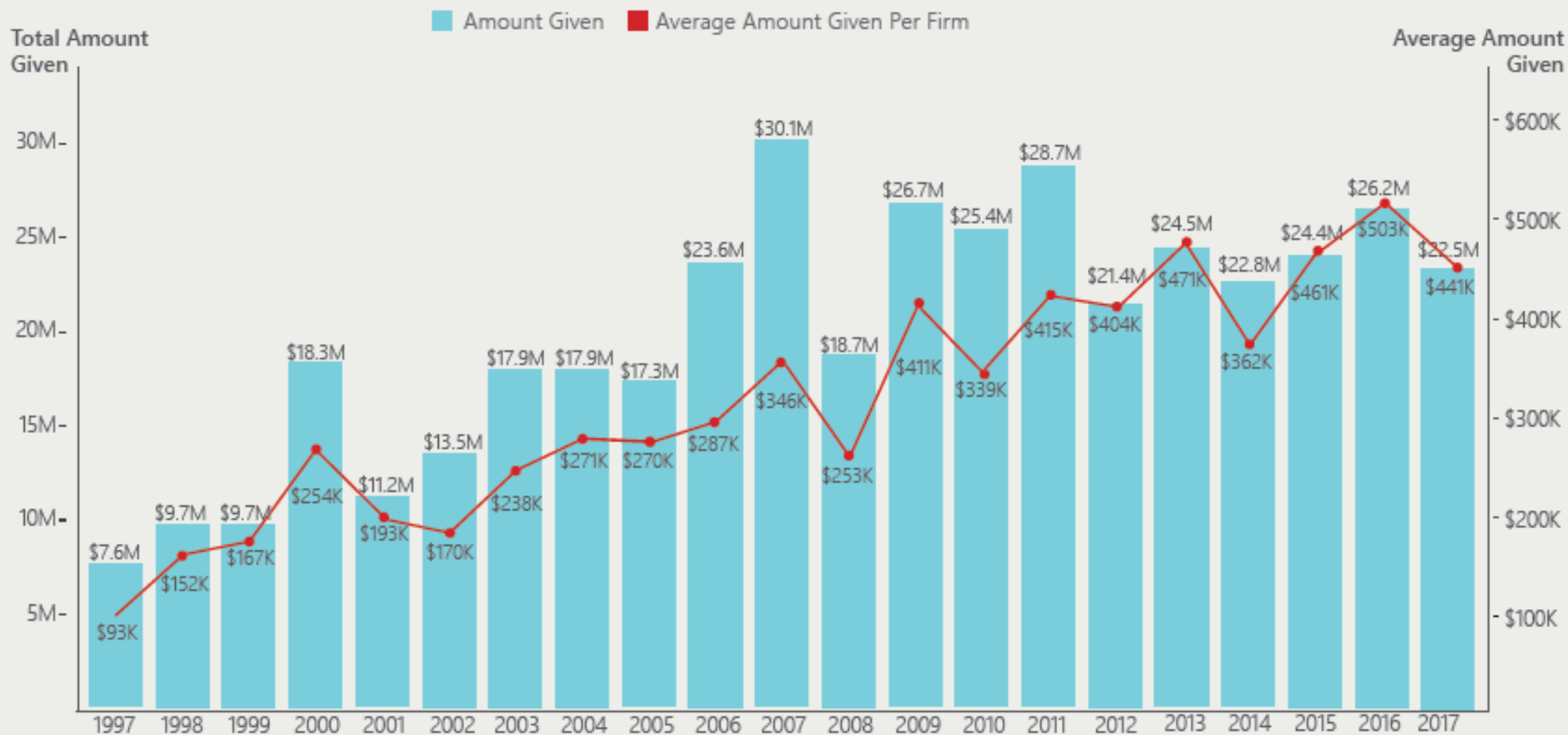
Report on the Law Firm Pro Bono Challenge®



Total Number of Pro Bono Hours by Year



Charitable Giving by Year





NEW PERIMETER
Our Global Pro Bono Initiative



Navajo Voting Rights

JUSTICE SEYMOUR SIMON
TEAM AWARD WINNER