

Sherri Sampson joined the Graduate Management Admission Council® (GMAC®) as general counsel in 2002, and later that year, was appointed corporate secretary. Sampson is responsible for managing the legal and governance affairs of GMAC® and is a member of the Executive Committee.



Prior to joining GMAC®, Sampson was an associate on the

Corporate and Securities Team with Hogan & Hartson LLP (now Hogan Lovells) in Washington, DC. Before joining that firm, she was an associate at the Seattle, Washington office of Perkins Coie LLP. Sampson has studied Japanese law, literature and culture, as well as French literature and culture, abroad. She is also the proud mother of three children. Sampson can be contacted at [sampson@gmac.com](mailto:sampson@gmac.com).

## At GMAC, There Is No Room for Egoism In-house

After seven years working for firms, Sherri Sampson started her in-house career as general counsel for the Graduate Management Admission Council (GMAC) in 2002. Her predecessor was the company's first general counsel and worked only part-time, so when Sampson arrived, "There was not a lot of red tape," she says. She had the liberty of creating her own job description. At the time, Sampson was the only attorney on staff and joined as the company's 34<sup>th</sup> employee. Unsure of where to start during her first week at the company's McLean, Va., headquarters (now located in Reston), she turned to an ACC InfoPAK<sup>SM</sup> about the role of the general counsel. It was the beginning of a fruitful journey, which is still continuing almost 10 years later.

Since that first week, however, much has changed. GMAC has grown into an international company, with offices in London, Hong Kong and Delhi. It now employs nearly 140 people worldwide. To meet evolving and increasing business demands, Sampson broadened her department to nine people, including three other attorneys. Flexibility, collaboration, and encouraging her staff's professional development, have been key to

her success as general counsel of an expanding company, she says.

GMAC is committed to promoting business and management education worldwide, providing information and insights to improve decision-making about the discovery and evaluation of talent. GMAC's non-profit business model is based on de-

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veloping and delivering the GMAT® test, the globally used, standardized exam used for admission to quality business school programs. The company owns the GMAT test and provides a number of tools, research and publications for schools, aspiring business school students, and others

in the business and management education community. These include the GMAC® 2011 Year-End Poll of Employers Summary of Results — A Look at Hiring and Salary Projections for the Upcoming Year, The Official Guide for GMAT Review publications and the GMAT Business Ready™ Collection. GMAC also coordinates professional development conferences and events for business school admissions and program directors. And in 2008, the board of directors committed \$10 million to the GMAC® Management Education for Tomorrow (MET) Fund, dedicated to investing in philanthropic initiatives that benefit business and management education globally.

To effectively support this business model, Sampson's department has three corporate counsel with unique specializations: contracts, data privacy and security, and corporate compliance. The attorney group also provides advice and counsel to their business colleagues in other areas of law, such as labor and employment, intellectual property, risk management and test security. The department has specialists in contracts and IP, as well as a legal secretary. Sampson built the department over time, letting the

needs of the business speak first, and then adding positions to meet business demands.

### **Flexibility**

Sampson is conscious of her strengths and when she needs support. It is part of what makes her a successful leader. As the business grew and changed, she made the case for hiring other lawyers with complementary skills.

“Our need for outside expertise in the form of contractual relationships continued to explode,” she says. “Given the volume of contracts, I knew we needed a skilled attorney with contracts as a primary focus to handle the demand.”

Sampson continued to add departmental functions when GMAC changed its vendor framework. The transition took two years and included building a robust internal data privacy and security program, which had previously been contracted out. Sampson knew she needed to acquire skills in the data privacy field and prepare her legal department for the new responsibility of managing the program. She brought on another corporate counsel and a manager, whose primary focus is data privacy and security. And as part of the process, along with other team members, she pursued certification as an Information Privacy Professional.

“All of our transitions have been very organic, and motivated by the needs of the business,” she says.

### **Collaboration**

In her role at GMAC, Sampson has learned the importance of context. “To be an effective general counsel, you have to understand why your company is going in a certain direction, and how you and your team can assist with implementing its strategic goals,” she says.

Sampson gains much of this knowledge at the annual Operating Com-



#### **What I learned in Law School that I Still Apply Today**

Among other things, law school taught me how to analyze a problem and figure out where to look to find answers to address the problem. I’ve grown comfortable that I may not always know the answer to a question or issue right away, but I can find the answer if I look to the proper source(s) and think wisely and creatively.

#### **Most Pivotal Career Move**

Taking the leap of faith to leave the law firm and go in-house. Doing so has enabled me to grow personally and professionally in ways I never imagined.

#### **The Best Advice I Ever Received**

Never underestimate the power of listening — you learn a lot more if you talk a lot less.

#### **What’s Next for Sherri Sampson?**

I strive to continue to grow personally and professionally and contribute to the success of my company.

#### **Greatest Misconceptions About In-house Counsel**

That our only value is in our legal expertise. We are able to not only ensure that our companies are legally and ethically compliant, but our unique perspective can help our companies grow and succeed.

#### **There’s Not Enough Time in the Day to...**

Learn everything I want to learn.

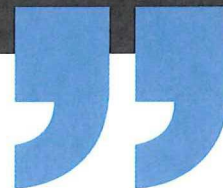
#### **Worst Job I Ever Had**

One summer when in high school, I worked at a store that sold beautiful merchandise from Morocco. I loved the environment but when I attempted to cash one of my paychecks, it bounced. I knew my job was over but before leaving I managed to negotiate receiving some nice things in exchange for my paycheck!

#### **Work/Life Balance: How I Get it All Done**

I am grateful to say that at work, I have a wonderful, competent team of colleagues on whom I can rely. At home, I have a village: an awesome husband, grandparents, parents, caregivers and friends who help tremendously. I pray a lot too, and it helps.

## **Getting to Know: Sherri Sampson**



## ACC Extras on... Law Department Management

### ACC Docket

- First What, Then Who: Optimizing Workload Allocation and Resource Management (Oct. 2011). [www.acc.com/docket/what-who\\_oct11](http://www.acc.com/docket/what-who_oct11).
- The Perfect Legal Personality (July 2011). [www.acc.com/docket/legal-personality\\_jul11](http://www.acc.com/docket/legal-personality_jul11)

### Webcasts

- Running a World Class Legal Department — What Makes a Leadership Team Great? (Sept. 2011). [www.acc.com/webcasts/wcld\\_sep11](http://www.acc.com/webcasts/wcld_sep11).

### InfoPAKs<sup>SM</sup>

- Managing Value-Based Relationships with Outside Counsel (Aug. 2011). [www.acc.com/infopaks/ocmgt\\_jan06](http://www.acc.com/infopaks/ocmgt_jan06).
- Strategic Planning: Why a Plan Is Needed and How to Develop One (Sept. 2009). [www.acc.com/infopaks/strategicplan\\_sep09](http://www.acc.com/infopaks/strategicplan_sep09).

### Top Tens

- Top Ten Tips for Training, Keeping and Motivating Staff in the International Legal Department (June 2010). [www.acc.com/top10/ild\\_jun10](http://www.acc.com/top10/ild_jun10).
- Top Ten Considerations When Evaluating a System for Managing Outside Counsel Work (March 2011). [www.acc.com/topten/managing-oc\\_mar11](http://www.acc.com/topten/managing-oc_mar11).

ACC has more material on this subject on our website. Visit [www.acc.com](http://www.acc.com), where you can browse our resources by practice area or search by keyword.

mittee retreat, where GMAC's vice presidents engage in strategic planning activities. At the retreat, Sampson plays an active role in reviewing the previous year's accomplishments, developments and concerns, and identifying critical issues to focus on in the upcoming year. After the board of directors provides feedback on the strategic planning results, each leader develops his or her department's operational strategy. Updates and initiatives on these strategies are presented at monthly Operating Committee meetings, which Sampson also attends. Meetings have a designated moderator and note taker, who is responsible for posting meeting minutes to GMAC's intranet. Staff is then encouraged to read the minutes and invited to ask questions at department

meetings, quarterly all-staff meetings and the annual all-staff retreat. Sampson's entire department is located in the Reston office, but department heads and colleagues abroad attend meetings normally by phone and video conference, and in-person when in Reston.

Communication through regular meetings is how Sampson both receives context, and provides it to her business partners, with regards to the legal department's advice. Sampson says that as outside counsel, attorneys become used to having their advice heeded, often unchallenged. But in a corporate environment — especially one like GMAC's, which is very collaborative — people want to understand why the legal department is recommending a particular approach.

"You have to be able to receive that," she says. "You have to listen and understand the underlying concerns your business partners may have, and maybe even change your recommendation or come up with a better solution together."

Still, expertise is respected. If a matter does not turn on a question of legality or ethics, Sampson says she will support her business partners' decision — giving input but relying on their expertise. Likewise, if she is steadfast in her advice, and the issue is a question of legality, GMAC's business leaders often will rely on Sampson's judgment.

"You have to pick and choose your battles," she says. "As long as the decision is legal and ethical, I can get peaceful with it."

### Supporting her staff

One of the challenges of managing a small law department is that roles are fixed and well defined. To counter limited opportunities for upward mobility, GMAC provides resources for staff to develop professionally. Sampson encourages her staff to meet with available career coaches, participate in free leadership development training and create individual development plans. As the business grows and new skillsets are needed, she also asks them to pursue certifications. Her compliance counsel recently became a Certified Compliance and Ethics Professional.

"I love my team and really don't want them to go anywhere, but if they did move on, I want to know that the skills they attained at GMAC helped them progress their careers," she says.

So far, retaining talent has not been an issue. Most who have joined GMAC's legal department have stayed. "I think it's due to the culture — we work in a very supportive environment," says Sampson. "And the work is fascinating and intellectually challenging."

She gives the example of her team's work on test security. "Some people try to get an unfair advantage over others, so we spend significant time and effort addressing that and developing policies that are fair," she says. "People come up with very creative ways to keep us occupied, let's just say that."

### **Globalization and the successful GC**

Sampson believes that successful general counsel are creative in how they approach challenges, constantly learning, and can flow with the evolution of their companies. Coping with change must be done in a way that is constructive and productive, she says. For Sampson, GMAC's globalization is an evolution to which she must constantly adapt.


This year, Sampson says her goal is to connect with other general counsel in similar positions and learn how they

handle their international operations. She also plans to reach out to GMAC's international offices for extensive feedback on legal services, and how her team can better serve them. "We will be increasing our focus on global service and embracing the international company we're becoming," she says.

Local outside counsel support GMAC's international offices. When the company first began the process of notifying or obtaining approvals from data protection authorities throughout Europe, Sampson used an international intermediary law firm to vet local counsel in approximately 22 countries. Gradually though, her department has established direct relationships with competent local counsel in each country. Currently, staff in the London, Hong Kong and Delhi offices contact local counsel directly as long as Sampson's team is CCed or kept abreast of issues in another way.

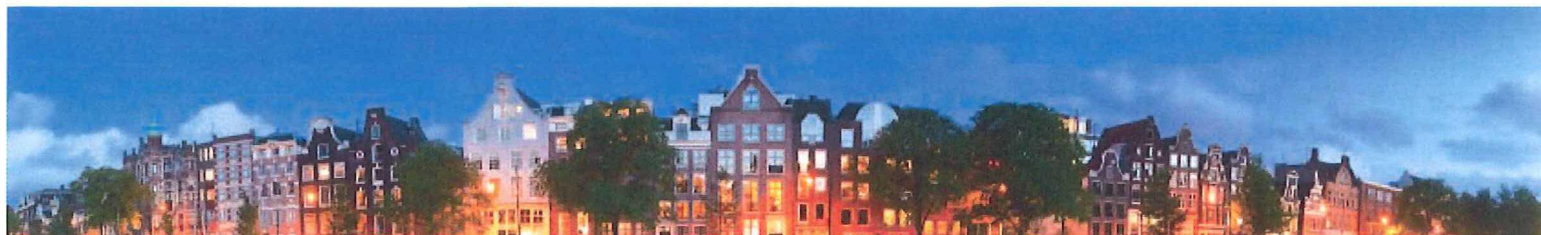
"So far this has worked, and our international staff has been able to receive timely answers, by working with counsel in their time zones," she says. "If we see potential for this to get out of control from a cost and oversight perspective, protocol may change. We're always adapting."

Being open to change, and the feedback of business partners and department members, is necessary to manage a legal department successfully, Sampson says. There is no room for egoism in-house.

"I'm there to support the team but I also learn from them," she says. "It's different from the law firm setting where partners can mentor associates. Frankly, we all mentor one-another here." 

— Maggy Baccinelli

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