

The Bottom Line

The newsletter of the Illinois State Bar Association's Standing Committee on Law Office Management & Economics

A refresher on the 'five tool attorney'

BY KERRY M. LAVELLE

I have written a lot about the "five tool attorney" and you have read a lot about it, but to those of you who have not heard the concept before, let me set forth a refresher summary. Professional baseball scouts use a scale when evaluating players. They look at five separate "tools" to evaluate the potential of high school and college

players. The five tools are: running speed, arm strength, hitting for average, hitting for power, and fielding. Anyone who possesses these five tools is considered the ultimate "five tool baseball player" and would be of tremendous value to his team.

Similarly, if an attorney possessed, or

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How to set yourself up for hiring success

BY JENNIFER M. DANISH

Whether you are growing your firm and hiring new staff or replacing a staff-person that has left your firm, hiring can be a time-consuming and stressful process. But with a well thought-out approach, you can recruit and hire individuals crucial to your firm's success.

Before you even begin to advertise your open position, carefully consider the core competencies needed to succeed in the position. What knowledge, experience and skills are necessary for someone's success in the position? What knowledge, experience and skills are necessary for someone's success at your firm? Specifically, what qualifies a person

to proficiently handle the required work? Your list of core competencies should include both technical legal abilities and interpersonal skills. Do not forget to consider the culture of your firm, and its communication and work-styles when preparing this list.

Next, write a detailed description of what the individual filling the position will be expected to do. Avoid repeating qualifications, but instead list specific duties and responsibilities of the position. A precise description of the job: 1) helps avoid misunderstandings about job responsibilities, and 2) puts management and the potential employee on the same

page about what will be expected. An accurate job description also allows you to fully and consistently describe the position in both advertisements and the interview process.

It is also important to consider your firm's unique qualities. What separates your firm from others? Think beyond practice area and consider the firm's culture, backgrounds of individuals, flexible work options, benefits, and anything else that makes your firm unique. The recruiting and hiring process is not just about finding and hiring a candidate that satisfies the firm's needs, but also

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could develop, the five necessary tools, he or she could add great value to your law firm. The five necessary tools for an attorney are:

1. Provide the highest quality, thorough legal work;
2. Meet production goals;
3. Learn how to market, network and be civic minded;
4. Show leadership, be a leader, and train young attorneys; and
5. Participate in managerial and entrepreneurial thinking.

Realistically, you will never hire a five tool attorney that has manifested all five tools. More likely, you need to find individuals who can *develop* into a five tool attorney. These tools should be developed in the progressive order listed. It is a progression and recent law school graduates do not possess tools four and five. Therefore, you must do the best you can to interview, predict, and hire people who have the ability to grow into the five tool attorney.

Provide the Highest Quality of Thorough Legal Work

Grades in law school and previous work experience provide a slight correlation to the work that an attorney may perform in his or her career. However, they are not always a perfect predictor of development. While we are not all endowed with the same intelligent quotient, whatever you lack in IQ, you need to make up for in hard work. Therefore, using the old adage, "Don't make the same mistake twice," you need to see the progression of a young attorney to make sure his or her trajectory is upward and such attorney is not making the same mistakes twice. Thorough research, hard work, and good writing skills can usually be ascertained right from law school. However, critical thinking, depth of knowledge, and how certain areas of the law actually cross over to different disciplines of the law all come with years of experience. Alert young associates immediately that B+ work is not sufficient,

and only the highest quality of legal work will suffice if you want to grow your law practice.

Meet Production Goals

Having the most brilliant young associate that is a great writer, researcher, and has the ability to present himself or herself in court eloquently with great oral arguments, has no economic value to the firm if he or she gets lost in projects, does not make production goals a priority and simply cannot translate his or her skillset to revenue. If the young associate does not want to bill his or her time, or greatly discounts his or her time while tracking his or her work, the economic value of a brilliant attorney is lost. If there is no economic value for his or her services, there is no value added to the law firm.

Many young attorneys are intimidated by the billing process and do not believe their time has value, nor do they want to disclose that a project that in their mind, should take one hour actually took them four hours. As such, their time is edited by them not by you, and written down before you even have a chance to see the amount of work that went into the project. Encourage the young attorney to "track their time" not bill their time. You will ultimately take a look at the sample bills that come from your billing software and make the final decision on what should be billed. Further, it needs to be made very clear that the most brilliant mind in the practice of law does no good if the individual has not accurately and honestly tracked his or her time and met production goals.

Marketing and Civic Involvement

The third part of the progression as a five tool attorney is marketing and civic involvement. Keep in mind, young attorneys should not focus on this third step until you are performing A+ work and meeting production goals. I usually break down marketing and civic involvement into three categories:

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1. Bar association activities;
2. Civic activities such as the chamber of commerce, rotary, the Jaycees and other local civic and not for profit organizations; and
3. Industry groups.

While your purpose needs to be true, taking time to be involved for the betterment of your community and for the betterment of the perception of the practice of law is an honorable goal. This is firm marketing in its purest form – getting the firm and/or attorney’s name out in the community in a positive way. There is no doubt that the externalities of law create time constraints that in many cases are difficult to manage. Nonetheless it is an absolute requirement to be a complete attorney. Moreover, it is through these efforts that you will establish relationships that will turn into clients and referral sources.

Being a Leader: Training Young Associates

The fourth tool is phasing into a senior associate role, which begins at approximately five years out of law school, and training young associates. The fourth tool is a mindset that it is not all about you. You work in a team environment and you

need to understand that you need to give back to the law office and to your young associates. Remember, do not fall into the trap of “I’ll just do it myself because it takes longer to train someone to do it.” That is short sighted and is not for the betterment of the firm. Training young associates is an investment in the firm. Furthermore, such investment leads to the growth of the firm. Take the time and have other senior associates mentor and develop your young associate base.

Participate in Managerial and Entrepreneurial Thinking

This is not a simple concept but remember this adage: “the firm comes first.” Keeping that in mind, if you make all your decisions putting the firm first, you will find that everyone benefits when the firm is thriving. Therefore, imagine having all of your associates grow to the point of making sure decisions are being made for what is best for the firm, and not for any individual or small constituent group connected to the firm, and you will find that everyone is better off for it.

Conclusion

In summary, the growth of an attorney can be monitored using the five tool approach. It is important that taken one

by one, no young attorney is overwhelmed by the full task of the five tool goal, but rather grows into the role of the complete attorney on a step-by-step basis. Also, on a cautionary note, skills need to be aggregated. Once an attorney starts marketing and networking (the third tool) he or she cannot relax on tools number one and two; they are still critically important for the success of the firm. Just as teams with five tool players make it to the World Series, law firms with the five tool attorneys will thrive and grow.

For any further discussion on the five tool attorney, please reach out to Kerry Lavelle at klavelle@lavellelaw.com to schedule an appointment. ■

Kerry Lavelle is the author of The Business Guide to Law: Creating and Operating a Successful Law Firm published by the American Bar Association. It can be found on the ABA website at: <http://bit.ly/1J1p0Aa>. He grew his solo practice to a 28-attorney firm, accumulating numerous awards and commendations along the way for his legal work and community service. He is a frequent speaker at bar association seminars and conferences on law office management, and has served as an adjunct professor for business, economics and law school classes, and has served on boards for the Northwest Suburban, Illinois and American Bar Association.

How to set yourself up for hiring success

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presenting the firm as the option that the candidate chooses to accept and where he or she wants to work.

Once you have taken these initial steps, put together the information that you want to include in posts regarding the job—on social media, publications, or through a recruiter. Include in that information how you would like individuals to apply. Be clear in the instructions that you set out and consider what components will help you evaluate applicants (i.e., resume, writing samples, transcripts, references, and perhaps a statement of interest). Decide who will screen resumes and what interview steps to include. For positions

that require phone work with clients and colleagues, initial phone interviews can be a great idea. They can help narrow the field of candidates for in-person interviews and you or your interviewer have an opportunity to observe how he or she presents on the phone. Initial phone interviews can be brief and cover just a few broad questions to measure the candidate’s competences to the competencies you have already identified in this process as what is required for the position and your firm. Questions to consider including in initial phone interviews: Any questions about the job description? Why did you leave your last job/why do you want to leave your

current job? What are you looking for in your next job? What did you like least about your last job at a law firm?

Once resumes are reviewed and phone interviews, if any, are completed, have interviews at the office scheduled. Determine ahead of time exactly who the candidate is going to meet with you, the position’s supervisor, etc. Keep in mind that interviewer(s) need to be well prepared to speak with candidates and that anyone who interacts with the candidates will leave an impression.

When possible, confirm the date, time, and location of the interview in writing with the candidate along with any

additional request(s) for other documents or information that should be brought to the interview (i.e., contact information for professional references). Leave no room for error or mistake for candidates to appear for the scheduled interview on time and prepared.

Ahead of scheduled interviews, plan the content and format of the meetings. In order to make the comparison of candidates and hiring decision easier, collect the same information from each candidate and be prepared to note observations about key behavior and demeanor. The core competencies list and job description you created at the outset of this process will allow you to generate interview questions targeted at finding the right fit for the position and your firm. Remember the dual purposes of: 1) determining whether the individual has the necessary experience and abilities to do the job effectively, and 2) how the individual will fit with the mission and culture of the firm.

In order to stick to a consistent interviewing format and make collecting information easier, making interview forms with outlined questions and room for notes can be a good use of time. Double-check that none of your planned questions elicit information that employers are prohibited from asking for in Illinois (i.e., arrest records. The Human Rights Act specifically prohibits employers from asking on an application form or in a job interview about an applicant's arrest record (IL Comp. Stat. Ch. 775 Sec. 5/2-103)).

When conducting interviews, actively listen to the candidate by fully concentrating on what is being said rather than just passively 'hearing' the message of the speaker. Keep distractions to a minimum and demonstrate respect for the candidate. Encourage the interviewee to ask questions. Not only does this allow a candidate to learn more about your practice, but it also provides an opportunity to evaluate what is important to this person in terms of potential assignments and work styles.

At the close of the interview, let the interviewee know what the next steps will be—i.e., whether you will be calling people about follow-up interviews, if other paperwork might be needed to complete their evaluations, and when the firm will make its hiring decision. Once the candidate leaves, finish your notes from the interview. Do not rely on your memory or let other interviewers try to recall details about the interviews without notes. As you interview your chosen candidates, it is important to be able to take a look back at all of the completed interview notes and evaluation forms.

Sit down with anyone else in your firm that participated in the interview process once interviews are complete and discuss initial feedback on candidates. Determine who your top two or three candidates are based on all of the information collected and by revisiting the list of core competencies that you initially prepared. Determine just three or four points of additional information or observations about the interviewees that would be helpful to make your hiring decision. Next, contact professional references for your top candidates to collect this needed information.

Review your remaining candidates' resumes, other provided documentation, your team's interview notes and evaluation feedback, and the information provided by the candidates' professional references. Compare this information for each candidate to your required core competencies and make an assessment to work-style, firm-culture fit.

Once you have picked your top candidate, prepare a written offer letter outlining proposed pay and benefits for the position (include the job description) and request that the candidate respond within a set period of time. Make sure to welcome questions or concerns and express excitement about the prospect of welcoming this candidate to your team.

Once your top choice candidate accepts the position, let other candidates know their status. Even though you have made

your hiring choice, those who will not receive an offer from you should not fall off your to-do list. If someone has taken the time and effort to apply for the position and interview with you, it is only appropriate to let them know where they stand in the process so they can continue looking for a new position elsewhere.

Qualifying potential staff members thoughtfully and thoroughly is simply crucial to making an informed hiring decision and avoiding hiring-remorse. ■

Jennifer is the managing partner at Bryant Legal Group PC where she primarily handles long term disability and private disability insurance claims and litigation on behalf of insureds.

How to use Facebook to create top of mind awareness

BY NICOLE SARTORI

“Top of mind awareness” is a marketing term that means being the top brand or product consumers think of when they are thinking about a particular category. When consumers are making buying decisions, they tend to purchase based upon the names that are most easily recalled or brought to mind. In the legal field, the consumers in this scenario are your potential clients and your brand is your law firm. Is your firm creating a “top of mind awareness” so that when a potential client needs a lawyer they will tend to contact you and retain your services?

Here are some easy, relatively inexpensive or free and effective ways for your firm to use Facebook to gain that “top of mind awareness” to reach those potential clients.

If you don't have one already created, take a few minutes and create a firm Facebook page. It is free. You can add features and update the content much easier than your website. You will need a personal Facebook account first, then you add a business page. They are completely separate so you do not need to worry about commingling the two accounts. Once you have created it, you can add a trusted person or two to be an editor of the page. Any editor can add or remove content and access the data. The firm may not only be found by potential clients searching in the Facebook world but also in search engines such as Google because the search engines index the content.

Now that you have created it, you have to utilize it as a tool to keep the “top of mind awareness.” Invite your “friends” from personal Facebook account to like your firm page. Any of the editors for the page can share photos of the firm, news articles that touch on your practice area, legislation updates on your firm page. You can share your firm posts on your own personal page to reach more potential clients. A firm business page also allows for people to leave

a review on a one to five star level rating system that is public. Don't be shy. Ask for those online reviews from current clients. Editors do have the ability to block people and/or comments on their firm page.

The data from your page will let you know how successful you are at engaging your audience. On a weekly basis, it gives the editors insight as to how many posts were created by the page, how many people it reached, how many page views, how many recommendations, how many page followers, how many are viewing your videos, etc. The interface lets the editors know how it compares to the previous week of their own page and it also suggests other pages that they can keep their eyes on that may be similar type businesses in the area. While not every click, “like” or share will equal new business, it does engage an audience which will create “top of mind awareness.”

Once you have the firm Facebook page set up and you have started sharing, you can really engage your audience to have “top of mind awareness” with Facebook Live. Facebook Live is a live interactive video stream. The difference between live and regular videos is staggering. According to “Multiply your Marketing Using Facebook Live” that quotes the head of Facebook's Newsfeed, “a live video on average gets six times as many interactions as regular videos.” One of the reasons why Facebook Live gets more engagement is because of the notifications. When you go “live,” your page followers get a notification that your page is live. It draws your follower's attention to your page. Before you hit the “Live” button consider what topic(s) you want to discuss, the format you want to use and the message you want to convey. Do not forget to have a call to action. A call to action is statement designed to get an

immediate response. Topics can be as simple as the top five frequently asked questions or misconceptions regarding a particular legal proceeding or statute. As far as format is concerned, you can do it with one person or have more of a conversation setting with two or more people. You can answer questions from the live stream as they come in (meaning as people are watching the video they can post a question). Deciding where to go “live” is also important and can help with the message you are trying to convey. Consider the lighting and noise level/background in picking your location too. You can purchase a selfie-stand and video light combo from Amazon to help with the lighting and stability. After you get over your fears of being on camera and produce a “live” video, you get the same type of data as other videos/posts from your Firm page. You will know how many views your video has, etc. The “live” videos are a free way you can definitely help your firm stand out and keep that “top of the mind awareness.”

You can take your firm Facebook page to the next level and pay to advertise with your page with Facebook. A paid ad on Facebook will allow your firm's page or post (known as boosting) to show up on a targeted user's Newsfeeds just like their friend's posts. You can target a user by their gender, age, location, political affiliation, personal interests (such as cooking, drinking, or jogging), or even physical stores they have visited. You can also boost the post to the friends of the people who like your page. Mary Helen Reyna of Reyna Law Office P.C., an immigration law firm in Bolingbrook, Illinois has had success with boosting her firm's posts to the friends of people who liked her page. She has had a small, but a noticeable increase in the call volume to her office following a boost. She prefers to target the friends of her firm's followers than using

straight demographics because immigration can be a hot button issue.

When you do paid advertising with Facebook, you decide your budget. Facebook runs an instant digital auction for each ad placement. Facebook weighs the bids against all relevant content, not just against the content of the other proposed ads. For under \$30, firms can reach up to thousands of more people. All ads are labeled to distinguish them from content with words such as “promoted” or “sponsored” or “ad” so it doesn’t create confusion with the user. If you do run an ad, you can track how many users clicked on your page, how many users liked it, how long a user spent on your page and with the help of Google Analytics embedded in your firm’s website, you can see how many people click through from your Facebook page to your firm’s website. If a user “likes” your ad, your Facebook firm page may show up in their newsfeed without you having to pay for it and it wouldn’t be labelled as an ad.

Sarah Toney of Toney Law Firm LLC, a Chicago-based criminal defense firm has run several ad campaigns through Facebook. She is able to reach the millennial age group that needs her services more effectively.

As simple as it may sound, you can make mistakes. If you have never ran an ad campaign before, check out the attached article that highlights the pitfalls newbies can make which can include too much text, the use of the wrong colors and over saturation.

As of July 2018, worldwide, there are 2.23 billion monthly active Facebook users. The amount of people using it has increased even over the last year. Given your ability to see your return on investment so visually on your Firm administration page, it seems silly not to use it. Having a firm page, going “live,” and doing paid advertising with Facebook are great ways to continue to make your firm have a “top of mind awareness” with potential clients. ■

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Law firm succession/exit strategies: Succession & transition plan

BY JOHN W. OLMSTEAD

A case study of a nine-attorney law firm whose three founders wanted to retire and needed a succession and transition plan.

The Law Firm of Bigger Better & Best (Fictitious Names Used)

Paul Bigger and George Better graduated in the top of their law school class and upon graduation joined the same large law firm in Chicago. Both worked in the firm’s prestigious litigation department and performed the typical discovery support work that associates do in large law firms. Initially document reviews later graduating to preparation of pleadings and taking of depositions. After ten years with the firm the two attorneys, now non-equity partners, were now trying cases, bringing in clients,

and controlling small books of business. The firm recently announced a freeze on admitting new equity partners. Paul and George had worked together on some large cases and they were frustrated that after ten years they had not made partner. They began meeting and discussing starting a litigation boutique firm offering big firm knowhow, in a small boutique firm package, at small firm prices. On January 2, 1990, they launched their new firm, Bigger & Better. Paul and George formed a partnership with each having an equal interest. Compensation was based upon partnership interest and each partner shared equally in firm profits.

The firm was very successful at obtaining quality clients and began hiring additional lawyers. After eight years, the firm had a roster of top tier fortune 500 clients and five

attorneys. Revenues and profits per partner were on par with large firms in Chicago. In 2004, the firm admitted Joanne Best as an equity partner with an equal interest. Joanne paid \$85,000 for her equity interest over 12 months. Ownership shares were now one-third each with compensation based on partnership shares. The firm continued to do well. Joanne worked hard, generated working attorney fees close to Paul and George’s, and developed a solid book of business. The firm added two additional associates.

In early 2012, the firm created a non-equity partner tier and promoted two associates, Brenda Cox and Jim Brown to non-equity partner. Brenda and Jim were good workers and generated adequate working attorney fees. However, neither had a book of business nor were they

demonstrating the ability to bring in clients. Associates received a base salary, 40 dollars per hour for each billable hour over 1800 annual billable hours, and a discretionary bonus. Non-equity partners received the same compensation packages that the associates received. In addition, non-equity partners also received, on matters, which they were the responsible attorney, ten percent of the working attorney fees of other timekeepers working on the matter.

In the fall of 2012, there was a surprise announcement. Paul and George, both now sixty wanted to retire in the next few years and wanted to begin succession planning and they asked me to assist them with the process. They advised me that Joanne, who was ten years younger, would be willing to be part of the firm's transition but would not be an owner by herself and she would want other partners with her to share the burden of ownership. The firm envisioned extending equity partnership offers to the two non-equity partners, Brenda and Jim. The firm's partnership agreement provided for the terms for the buyout of the equity partners. The firm also had precedent for buy-in terms from when Joanne bought in.

I spent a day with the partners at their office and met with all the other lawyers individually. Later the three partners joined me for a day at our offices. I reviewed with them my thoughts and the following observations:

1. Brenda and John have a long way to go in terms of maturity and experience in order to be able to retain existing clients and obtain new clients;
2. Brenda and John are grinders generating working attorney dollars. They need to become minders (client relationship managers) and eventually finders (originate new client business). A key question is whether, with the unique skill sets of Paul and George, will Joanna, Brenda, and John be able to retain a majority of the existing clients;
3. The equity partners need to encourage and help Brenda and John bulk up their individual professional

brands;

4. The equity partners need to begin assigning Brenda and John as responsible attorney on more client matters and doing all they can to inject Brenda and John into client relationships; and
5. The equity partners need to put in place a succession and transition plan as soon as possible.

Paul, George, Joanne, and I discussed their various options including:

1. Internal transition by admitting one or both of the two non-equity partners to equity partnership
2. Bringing in a lateral partner and admitting to equity partnership
3. Merging with another firm
4. Selling the fixed assets, paying all the bills, billing out the work in process, collecting the receivables, helping the employees find jobs in other law firms, and closing the doors

We discussed the mechanics of developing a succession/transition plan and I advised that the WHO dictates the WHAT. In other words, many law firms find that they start down one path and end up on another. Not all non-equity partners and associates want to own a law firm. Not all lateral and merger candidates will be a good fit for the firm and its culture. The key is the right relationship and sometimes that takes the form of making someone at the firm a partner, bringing in a seasoned lateral, or merging with another firm. Therefore, succession/transition plans have to be flexible. Often the key is not getting stuck in creating complex succession plans at the onset. The firm should establish timelines, outline a general course of action, generate some momentum and see where that leads the firm. Then build the plan when the firm can see what direction it is going.

I advised the partners that it takes time to implement a successful transition of clients and management roles and suggested a five-year timeline. I suggested to Paul and George that the next step would be to determine their retirement dates. I asked Paul and George to think about their retirement dates and get back with the rest of us. Two

weeks later, they informed us that they were unwilling to stay on for five years and would give the firm three years. Thus, their retirement date would be in three years.

The equity partners considered and discussed their options, and all agreed that they preferred to go the route of internal transition. While firm legacy was not an important issue, the partners wanted continuity for their clients and continued employment for their employees. The partners reviewed financial performance for the past five years and added Brenda and Jim's compensation and benefits back to the profit pool to determine an appropriate initial partnership interest percentage for Brenda and Jim. The partners decided to offer Brenda an eight percent partnership interest and Jim a seven percent interest for an initial cash capital contribution of \$25,000 each with additional contribution required when they would acquire additional shares in the future.

The equity partners and I met with Brenda and Jim to feel them out and see if there was a tentative interest in equity ownership. We discussed with them Paul, George, and Joanne's future goals and provided them with a financial summary of revenue, expenses, and net income. We discussed what equity partnership would mean, the upside potential of being an equity partner, the initial capital contribution, and other matters. The equity partners asked Brenda and Jim to think about whether they were tentatively interested and if so to get back with the partners within the next few weeks. The equity partners also advised Brenda and Jim that if one or both expressed a tentative interest the firm would prepare a detailed proposal, which would include five years of firm tax returns and financial statements, partnership agreement, building lease, and a detailed client and management transition plan. Ten days later Brenda and Jim advised the equity partners they were interested and would like to take the next step.

The equity partners asked me to start putting together the proposal package and a week later I received an email from Paul and George advising me that Joanne, the

third equity partner advised them that she had second thoughts and did not want to participate in a transition with Brenda and Jim. Burned and stressed out, Joanne wished to retire at the same time as Paul and George. Based upon this turn of events, Paul and George advised Brenda and Jim that they were putting equity partnership on hold and were considering other options such as possible merger with a larger firm.

The equity partners and I had several discussions and concluded that due to the youth and limited minding and finding abilities of Brenda and Jim, the best option for the firm would be to merge with a large firm with extensive litigation experience. Jointly, we developed a short list of potential large firm candidates and a list of what we were looking for from a potential merger. We discussed a strategy for initial approach and I prepared a confidential descriptive memorandum for the firm to use as an initial contact package “leave behind.” We decided to focus on two firms from the short list and Paul and George imitated contact with both firms. To Paul and George’s surprise, the both firms were very receptive, and Paul, George, and Joanne met with partners from both firms. After two meetings with each firm, financial, statements and other documents were exchanged, and the due diligence commenced. For Paul, George, and Joanne, the most important factor was cultural fit. Money was a secondary consideration. They wanted a home for their clients, attorneys, and staff. Early on, Paul, George, and Joanne took a liking to the first firm they met with – we shall call the firm Adams & Jones. The firm had 90 attorneys of which only six were equity partners. The firm was still in first generation and controlled by its founding partners and while a larger firm in comparison to Big, Better & Best still possessed a small firm personality and culture. The partners at Adams & Jones were impressed with Bigger, Better & Best’s talent, clients, and financial performance. The firm’s client roster included top tier fortune 500 companies and the firm’s partners earnings were on par with the partners at Adams & Jones. Discussions progressed rapidly, due diligence was performed, and a decision

was made to merge. On January 1, 2014, the firms merged.

The merger agreement included the following terms:

- The name of the merged firm would be Adams & Jones.
- The existing equity partners of Big, Better & Best would be admitted as non-equity partners.
- The existing non-equity partners of Big, Better & Best would be admitted as non-equity partners.
- Since the office of Big, Better & Best was in a different city and in a city of strategic importance for Adams & Jones, the office would continue operations.
- All existing employees of Big, Better and Best would become employees of Adams & Jones.
- Big, Better & Best would retain fees from existing accounts receivable and work in process on the books prior to the date of the merger.
- Adams & Jones would purchase existing fixed assets.
- Adams & Jones would lease office space in the building presently owned by Big, Better & Best and would have a right of first refusal on the future purchase of said building.
- The three equity partners of Big, Better & Best would retire in three years and would be paid a referral fee (client origination fee) of 20 percent for all business originated for two years after their retirement.
- After retirement the three equity partners of Big, Better & Best would have the option to continue as Of Counsel with Adams & Jones under the terms of an Of Counsel agreement with terms to be determined at the time of exercising the option.
- The three equity partners of Big, Better & Best compensation would be based upon the net profits of their office.
- The non-equity partners and associates at Big, Better & Best would be paid salaries commensurate with their existing

salaries. Future compensation increases would be based upon the compensation system of Adams & Jones.

As of this writing, the merger has been in effect for four years and eight months and is going well. Paul, George & Joanne are now retired, living in the southeast, and pursuing after-retirement interests.

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