

## Know the business, know the business, know the business!

Michael R. Doody  
V.P. / General Counsel, Bell Globemedia Publishing Inc.  
Thomson Canada Limited



There are many aspects to a corporate counsel's role, such as the current strong focus on governance issues, or particular regulatory issues for certain companies which operate in areas highly regulated by particular governmental authorities. I will focus here largely on operational issues for companies – i.e.

How can you help your company to be successful within a normal environment of legal standards and requirements applicable generally to everyone in business and in society?

### Understand what people do

The importance of my “know the business” mantra set out in the heading of this article was vividly brought home to me in 1979. Within a few weeks of my joining Thomson Newspapers, which operated across Canada and the U.S., the very intelligent woman who was then executive vice president of the company suggested I travel to Timmins, Ontario to live and work for one week totally as a member of the different departments within the Timmins Daily Press, to get an idea of what the people on the ground actually did. My legal background was ignored, and the entire purpose of the exercise was to get a feel for where the rubber hits the road, for this business, in this society. The exercise not only provided the beginnings of my business education but, as I have remembered it over the years, became the genesis for me of appreciating the overall concept that corporate counsel succeed by applying their perspectives, skills and knowledge as part of an ongoing, comprehensive business, rather than simply implementing legal theory on different occasions, from time to time.

### Stay in touch, in Canada and beyond

An important element of “knowing the business” is being aware of the needs and goals of your own company and the overall industry within which it operates,

here and elsewhere. Thus, I have found it very helpful over the years to participate in Legal Affairs Committees of the various industry associations in which the company is a member. For me, in Canada, this included membership in the Legal Affairs Committee of the Canadian Newspaper Association and in the United States through membership in that committee of the American Newspaper Publisher Association. Contacts with lawyers of other member-companies of these various organizations can be of great assistance to you as issues arise over the years. In addition, you can add yourself to mailing lists of these organizations, to stay current with developments at home and abroad.

Comments I recently provided to a “new lawyers” seminar given by the Law Society of Upper Canada included the following for those recently-called lawyers who might be considering a corporate counsel career:

### Considering In-House Law?

- Be willing to commit yourself within the company to a course of action
- Seek risk-management – not risk-eradication
- Be a facilitator – not a nay-sayer (although of course you have to be prepared to draw upon the goodwill generated by your avoidance of a total risk-eradication approach, to clearly advise the company and its people about any steps which should not be taken)
- Get the business people to trust you by using this practical, supportive approach, and
- Find specific external counsel who are expert in particular legal subjects, either unserved or which cannot be fully serviced by your internal legal department, whom you can rely on to give you practical advice in those areas – sometimes on short notice! Someone who will be committed to you on the substance of various issues, rather than providing a theoretical discussion on every possible nuance.

# AN ARTFUL LIFE... AND CAREER

Richard Ungar  
Senior Counsel, ING Canada

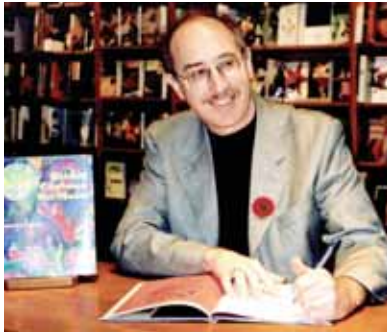


Photo by Lynda Nicholson

I never thought when I was growing up in Montreal that I would end up being a corporate lawyer in Toronto. I also never thought that I would be a writer-illustrator of children's books. It's funny how things turn out! From a very young age, I loved to draw. I drew Charlie Brown and Snoopy and sold the drawings to my Grade One classmates at 5 cents a piece. I drew portraits of my teachers in the back of school textbooks. I copied superheroes from my favourite comic books. I really never stopped drawing, even through college where I would fill up my optional courses with drawing and painting classes.

The fascination with children's books came a bit later. When my older son, who is now 12, was a toddler, he hated taking car trips. For no good reason he would scream at the top of his lungs when my wife and I took him anywhere in the car. But I soon found that there was one way I could soothe him. By telling him stories. Long stories: ones that amazingly ended just as we got to wherever we had to go. At about the same time, I discovered a children's book store, Tiddley Pom I think it was called, right around the corner from Royal & SunAlliance, where I worked as in-house corporate legal counsel. The first time I went there was to buy a book for my son. The second, third, fourth and fifth times, however, were not to buy books at all – but to gaze admiringly at the pictures in the books.

One evening I came home and announced to my wife that I was going to have a children's book published in five years. And I did. I took night courses in illustrating for children's books and on writing for children; and

when I thought I was ready I called a publisher with whom I had a nodding acquaintance. The rest is history. I now have three picture books published by Tundra Books, each one set in the mythical village of Chelm, beloved in Jewish folklore for its silly villagers. In my latest book, Rachel's Library, the villagers set out to convince the world of their true wisdom and end up building a very unusual library right in the middle of the village square.

The challenge of balancing my children's author-illustrator world with my in-house legal counsel world has provided many rewards. With a creative outlet, I find that I don't take myself as seriously as I once did when I was first starting out as a lawyer. I actually find that I do my job as a lawyer better. Much of being a lawyer is about being able to communicate effectively, and this is also true of being a writer. The only difference may be that I don't use phrases like "sloth is the bunion on the toes of success" when drafting my corporate contracts, and never begin my children's stories with "Now therefore this story witnesses.."

People ask me, how do you fit it all in? Aren't you exhausted when you come home? But I tell them that writing and drawing energize me. When you have a passion for something you find the time to do it. When I'm creating a book, it isn't unusual for me to start "work" in my basement studio at 10 p.m. I work for an hour to an hour and a half each night, and step-by-step, across the better part of a year, I complete the fourteen paintings necessary for a picture book. And when I'm writing, I just forge ahead. Gearing-up time is not a luxury I have. The big payoff for me comes when I go into the schools and libraries and read to 6, 7 and 8 year old kids. The expression of wonder on their faces as I tell them a story and show them my sketches makes it all worthwhile. And while this may not be about the law and business, it certainly sends a happy and refreshed man back to the in-house counsel desk on Monday!



Taken from Rachel's Library © 2004 by Richard Ungar, published in Canada by Tundra Books, Toronto, [www.tundrabooks.com](http://www.tundrabooks.com).

## ***"People ask me how I fit it all in?"***