

## **‘LawWithoutWalls’ Program in the Eyes of an In-House Counsel**

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Are you an in-house lawyer seeking a unique conference opportunity that assembles hundreds of students and professionals to develop real-world solutions to challenges that your business currently faces? Read on to hear my story about Wärtsilä’s collaboration with the law firm Eversheds Sutherland in the LawWithoutWalls program at the University of Miami School of Law, and the diverse team of students and mentors from across the globe that developed one such innovative solution!

### **The Program**

In a world where technology and innovation drive our future, as in-house counsel, there is no greater pleasure than combining efforts with a strong educational institution, a reputable law firm and an innovative smart technology company that offers complete lifecycle solutions for the marine and energy markets, all put together to build up a strategy to improve on contracts negotiations and collectively overcome common obstacles and tricky clauses such as cybersecurity provisions.

As an in-house lawyer, my main goal is to be a business partner to the company I work for. Being involved in all matters with customers at an early stage, taking part of the commercial strategy, understanding the technical aspects of the smart technology solutions and developing the best contract draft for the services and products to be offered is essential.

In 2020, I was invited by the law firm Eversheds Sutherland to join the LawWithoutWalls (“LWOW”) program developed and hosted by the University of Miami School of Law (“Miami Law”) on behalf of Wärtsilä. I have served as in-house counsel at Wärtsilä for the last 3 years in Brazil and Florida. LWOW is typically an in-person two-day conference with hundreds of students and professionals assembling from across the globe at Miami Law in Florida. For its 10th anniversary and in response to the ultimate challenge of a global pandemic, LWOW had a new offering called LWOW Sprint-X spanning four-weeks and serving as a virtual meeting for participants spanning the globe.

It was a life changing experience. I remember the words of Michele DeStefano, the founder of LWOW in our first meeting: “*LWOW is like the Hotel California, once you experience it, you can check out, but you can never leave*” – paraphrasing the lyrics of the famous song by the ‘Eagles’. It was her way to describe the experience of participating in the program. It is true that the ideas shared, the people you get to know and work with, and all the knowledge acquired will always stay with you and become part of you professionally.

In a nutshell, LWOW is a vanguard legal innovation program at Miami Law. It offers participants an unique, team-based training experience which leverages intergenerational, cross-cultural, multidisciplinary exchanges to change the mindsets, skill sets, and behaviors of practicing and aspiring legal professionals. It’s a melting pot that changes your preconceptions, challenges your way of thinking and encourages you to look at problem finding (more on that later) and problem solving in a completely new way.

LWOW Sprint is designed to model the demanding legal marketplace of today, which often requires extraordinarily talented multi-disciplinary teams to be pulled together quickly to work collaboratively on urgent matters.

LWOW combines students, professionals, experts, and academics into teams (approximately 130 people across 14-16 teams) sponsored by law firms or organizations, in order to ‘hack on’ a challenge/topic selected by the sponsor and develop a responsive business solution or what they call a ‘Project of Worth’. Each team worked with LWOW to develop a topic/challenge tailored to their relevant lines of business and/or social justice interests which then became the launchpad for the ‘Project of Worth’. The ultimate goal for each team is to deliver a short presentation about their topic/challenge and their response to this topic/challenge as a ‘Project of Worth’ to a multidisciplinary panel of judges.

Topic challenges can range from business of law challenges to social justice or ESG (“environmental, social and governance”) corporate responsibility challenges that are relevant to each sponsoring organization’s professional circumstances. Topic challenges often stem from:

- Internal priorities and initiatives;
- Pain points and opportunities for growth (either internal or faced by a client);
- Emerging trends and forecasted issues;
- Corporate social responsibility initiatives; and
- A company’s ESG criteria.

### **Our Dream Team**

The group I had the pleasure to work with was as diverse and inclusive as it could be. From Eversheds Sutherland, we had two experienced lawyers: Mariya Rankin and Jim Silliman. Mariya is an Associate, qualified into the construction and engineering team and is based in London. She has assisted Wärtsilä on a major LCIA arbitration and has experience in transactional matters following a secondment to a technology company, besides handling a broad range of commercial contracts and regulatory issues. Jim Silliman is a Senior Associate based in Houston, Texas. He has been representing clients in the energy and offshore services industries in complex commercial and maritime litigation throughout his career. His litigation docket includes complex contract disputes, business tort claims, and bankruptcy matters. He also serves clients in numerous other capacities such as in emergency and crisis response efforts, internal investigations and general business advice.

Attending LWOW as students, we had in our group: Sofia Moran, law student from Austral University in Argentina and also undergraduate teaching assistant for Private Law II since 2020; Thaynah Santana, law student from Universidade Estadual de Santa Cruz in Brazil and also a former DAAD scholarship student at Justus Liebig-Universität (Gießen, Germany); and Maria Lilja Þrastardóttir Kemp, a Business Law student at Bifröst University (Bifröst, Iceland) and also an activist, journalist and author.

Additionally, we had three mentors. Chad Fischer is on the LWOW Advisory Board who has, spent most of his career as an in-house counsel at AT&T Wireless and Microsoft supporting various geographic regions and issues, and recently transitioned to Senior Director of Business Programs at Microsoft in Redmond, Washington supporting policy and compliance issues for the Worldwide Public Sector. Laura Callava participated in LWOW in 2014 as a student hacker and has been acting as mentor every year since and serves as Compliance Counsel at American Venture Solutions in Miami, Florida. Philippe Prince-Tritto is a Research Fellow and Executive Director of the Law and Artificial Intelligence Lab at the Universidad Panamericana School of Law in Mexico City, Mexico, and focuses his research on the legal analysis of information technologies, the digital transformation of law and artificial intelligence techniques applied to law.

## **Interesting Discussions on Cybersecurity Provisions, an Industry-wide Challenge in the Maritime Business**

We all can relate to the fact that negotiation of cybersecurity provisions has become a source of interminable delays and costly friction in maritime contracting. Typically, sales and procurement teams reach agreements on price, deliverables, KPIs and other key terms, but feel unsupported when it comes to cybersecurity questions, in a way that these issues are often left unresolved for too long. Cybersecurity clauses represent a thicket of challenges, usually left for the attorneys to handle in the final hours of the contracting process. Attorneys must reconcile two companies' cybersecurity philosophies and policies, and account for often vastly different rules and compliance regimes across jurisdictions – a critical reckoning when moving goods around the world.

This is all unfolding in the context of an ever-pressing need for co-operation in maritime transport – both as a means of achieving the safer and more efficient passage of people and goods by sea, as well as boosting sustainability and minimizing the impact of the industry on the environment. In this context, the deal-blocking power of cybersecurity provisions cannot be underestimated.

While the cybersecurity negotiation often devolves into a battle of forms between lawyers, the true flaw in the process lies further upstream: the business clients setting up and negotiating the contract terms can overlook the importance and complexity of cybersecurity issues at the very outset. If they could be empowered and prompted to address cybersecurity earlier in the process, and to reach out to the experts to seek relevant advice, it could speed up contract approvals considerably and help to nurture successful commercial relationships.

Unfortunately, there are limited products that enable collaboration *across organizations* to facilitate such prompts and allow transparency and accountability throughout contract negotiations. Thus, the parties have no means of tracking one another's progress, or even any awareness of or visibility over the key discussion points and process steps.

### **Our 'Project of Worth': Steering Clear of the Iceberg in Global Marine/Energy Deal-making (a.k.a. Easing Cybersecurity/Privacy Contracting)**

The question that our team agreed to address and answer in our project was: *“How can the global business community jointly overcome the costly, tumultuous, and often deal breaking ‘battle of the forms’ when negotiating cybersecurity and privacy contract provisions in cross-border contracting?”*

From the outset, our focus was on fostering collaborative business relationships, firstly between the business clients and their in-house or external counsel and secondly, but no less importantly, between the respective contracting parties themselves. It seemed clear that smoothing the path to successfully negotiating a contract necessitated collaboration and effective legal support from as early a stage as possible.

Our team decided to present and develop a solution for a case study involving business lawyers operating within the fast-paced international energy and marine markets seeking a solution that transforms this negotiation from a starting point of contention, that too often “sinks the ship,” to that of an agreement, that allows companies, like Wärtsilä, to more efficiently deliver on its promise of advancing environmentally sustainable energy solutions in global transportation.

The solution certainly was not clear from the outset. Against our natural instincts, the LWOW model challenged us to spend vastly more time on “finding” the problem than the solution. Over the course of a series of sessions each involving a range of thought exercises designed to take us away from our topic, see the bigger picture and then zoom in again on the minute detail. Our understanding of the problem shifted focus from the wording of agreements to the contracting process itself.

Brainstorming with a trio of law students from universities around the world, we developed a proposed solution to the topic: a legal project management app that we named the ‘MariTime Track’ app, built specifically for the sales and procurement teams of maritime companies.

### **The Project Presentation**

We started our presentation by explaining the maritime industry in a very simple and lucid way: the Maritime Industry is all about moving people and goods over water – around 80 per cent of all the goods consumers buy are carried by sea. The oil that powers our car, the food we eat and the clothes we wear most likely come from overseas.

Our team focused on the maritime companies that provide the technology that makes this possible, such as e-navigation systems. We developed a consumer story with characters such as “Philippe”, a salesperson at the fictional company ‘Wave Tech’ that sells GPS for ships. Philippe is the person that goes out to maritime conferences on Wave Tech’s behalf and offers companies with ships their GPS. At the conference Philippe meets Jim, who works in the procurement department of another fictional business ‘BestShips’ and is interested in purchasing GPS for their ships. By bumping their cellphones, they click! And the app is automatically uploaded to Jim’s cellphone.

Once the app is downloaded and the two parties connect, MariTime Track begins sending customized push notifications tailored to the type of agreement, the position of each of the parties (i.e. sales or procurement) and even the subject matter of the contract.

MariTime Track would be designed to:

- Prompt users to address the most neglected parts of the deal-making process – initially focusing on cybersecurity;
- Advise them when to seek input from key players and consult attorneys;
- Create customized tasks and notifications to remind the parties what steps to take next;
- Provide transparency and accountability by enabling both sides to view progress on next steps against deadlines; and
- Upon completion of negotiation, allow both parties to sign the contract electronically.

For example, upon receiving the first formal proposal for a contract, the tool would prompt a member of the procurement team to contact its company’s in-house counsel immediately to discuss cybersecurity provisions and their relevance to the specific service or product being sold. Once the step is completed, it would be marked as “done” in the app, which would record the date and time of completion (using a private blockchain to prevent data modification) and notify the counterparty’s sales team, allowing all sides to have reliable visibility over progress.

In the way we designed the app in our minds, MariTime Track would englobe many benefits, by bringing light to the most contentious parts of the negotiation process, like cybersecurity provisions. The app would help foster a successful business relationship, make the contracting process more efficient, save the parties’ time and money by tackling certain issues earlier in the process, and improve team morale by encouraging employees to communicate better and allowing stakeholders to be heard at the times their expertise is needed.

There are more than 790 maritime tech companies in the world. Each works with thousands of clients that would also be able to download and use the app, giving space to a large number of potential users of MariTime Track. Our slogan for marketing purposes was: “MariTime Track App: Efficiency in *RelationShips*” and we even had a theme song for it composed by an Icelandic musician as arranged by Maria Kemp.

**The Outcome**

The conclusion of all this team effort and hard work was a major success. Our Project of Worth received many compliments from the judges, and the LWOW director congratulated our team by saying that our Project of Worth was one of the best, if not the best, she has ever seen in the Program history.

As a result of the great feedback received from the University of Miami and all the efforts put together mainly by the three students in our team, Thaynah, Sofia and Maria, Eversheds Sutherland decided to nominate our Project of Worth to the Collaborative Innovation Award, the new award in the Financial Times (FT) Innovative Lawyers Program. This new award, unlike previous FT Innovative Lawyers awards, will focus on innovation as a live process of developing ideas in their first stages, rather than rewarding retrospective innovations.

The purpose of this new FT award resides in addressing industry-wide challenges such as how to achieve simplicity, accessibility and speed in legal services which requires multidisciplinary teams and co-creation between suppliers and consumers. It requires law firms, corporate legal departments and technology firms to come together with business clients to design and develop tech-enabled solutions to systemic problems, which is exactly the kind of collaboration we have been actively living already as a result of LWOW.

The most amazing fact is that as part of the awards process we could research, test, build and develop the prototype app which our trio of students have conceptually designed and make the students' fantastic idea a reality. As a result, we have applied for the FT Collaborative Innovation Award and cannot wait to see what the future will bring us.

**The Importance of Diversity & Inclusion in Innovation**

This Program exemplified how critical diversity and inclusion are to spurring innovation. The gathering of people from different types of backgrounds and cultures really pushes us towards different ideas that may unexpectedly complement one another and achieve innovative solutions.

Diversity is an asset that makes us stronger together as individuals. When people are brought together to solve problems in groups, they bring different information, opinions, and perspectives. That positive impact is only compounded in teams with greater diversity. The same logic applies to social diversity. People who are different from one another in race, gender and other dimensions bring unique information and experiences to bear on the task at hand.

There is undeniable evidence that the working atmosphere in a diverse organization is more positive and that diverse teams are superior to homogenous ones at complex problem-solving. Working in diverse teams naturally also requires mutual respect. Diversity and inclusion are important elements when driving for a culture of high performing, energetic teams and excellent leaders. Hence, Wärtsilä continuously develops a proactive approach towards diversity and inclusion.

In Wärtsilä, we welcome all employees with diverse backgrounds to embark on a journey with us. Our culture is an inclusive one where diversity is promoted and respected. All individuals are given the same opportunities to grow and advance in their careers, irrespective of their nationality, gender, age, and educational background.

The truth is that innovation is all about people and their game-changing ideas created by coming together in diverse and inclusive teams. That was precisely what I felt in my LWOW team.

## Final Remarks

To be an effective in-house counsel in a corporation, you have to adopt the mindset of, and be perceived as, your company's business partner. Once you understand this, then it is easy for you to think outside of the box and bring as many ideas and solutions to the table as the commercial and technical departments. You feel part of the team and then it is easier for you to set boundaries, write internal policies to help your organization, get involved in business steering committees, provide trainings to share knowledge, empower the sales teams with confidence to deal with customers, and negotiate agreements.

In Wärtsilä we really feel that our comments are heard, and our ideas are important. There are many programs for lawyers to develop our skills. We have Legal Hackathons, Peer-to-Peer Coaching Programs with other companies where we interact with other companies' in-house counsels, exchange programs, and others.

These opportunities inspire us in our daily activities, motivate us, and improve networking and communication skills. They provide additional benefits to our business beyond just enhancing our legal and technical knowledge.

The most powerful takeaway from my participation in LWOW was how much you can learn from the young students. Think about that! Future legal solutions will be based in technology, with cyber and digital aspects increasingly important. The generation brought up in the digital era has a lot to teach us. They bring a fresh perspective to old legal problems. Therefore, be open to bridge the gap and learn from others across generational boundaries. Everyone is an expert in something. Welcome to the future. The future we had in our minds is already our present. We are living the future.

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**Alda Loureiro** is an experienced lawyer with multilingual skills and a 20-year international career in the oil & gas sector. Worked at BP in Brazil and in Angola, Africa. Alda acquired experience throughout Latin America by working as legal manager for Smith International and Westerngeco, both companies of Schlumberger group. Holds a compliance background on assisting companies to meet anti-corruption laws' requirements, including legal and compliance affairs of the designated markets, providing trainings to employees, giving lectures, apprising executive management team on risks and exposures, assisting in high stakes negotiations, violations' investigations, innovative deal structuring (JV, strategic alliances, M&A, divestitures, etc.) Nowadays, Alda works at Wärtsilä North America, based in Fort Lauderdale, FL, as Regional Legal Counsel, Americas for the Marine Business. Quick to see the possibilities of new ideas and projects, Alda is stimulated by challenges and her enthusiasm and energy levels are high.

**Wärtsilä Corporation** is a Finnish company which manufactures and services power sources and other equipment in the marine and energy markets. The core products of Wärtsilä include technologies for the energy sector, including gas, multi-fuel, liquid fuel and biofuel power plants and energy storage systems; and technologies for the marine sector, including cruise ships, ferries, fishing vessels, merchant ships, navy ships, special vessels, tugs, yachts and offshore vessels. Ship design capabilities include ferries, tugs, and vessels for the fishing, merchant, offshore and special segments. Services offerings include online services, underwater services, turbocharger services, and also services for the marine, energy, and oil and gas markets. Wärtsilä has locations in around 80 countries and operates globally.

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