

Rising to General Counsel

Career Perspective from Organon General Counsel and Corporate Secretary Kirke Weaver

Chance favors the prepared mind, as Louis Pasteur famously said.

Kirke Weaver recently shared this quotation when he spoke to a room of top deputy general counsel over breakfast in Spencer Stuart's Philadelphia office. While he could not have predicted the twists and turns of his career, Kirke was able to take advantage of the "chance" circumstances of being in "the right place at the right time" because of his preparation.

When it comes to legal leadership, what exactly constitutes a "prepared mind"?

As general counsel of Organon (NYSE: OGN), a \$6 billion global pharmaceutical company and spin-out of Merck focused on women's health, Kirke kicked off his discussion encouraging the audience of in-house counsel to "always be curious, thinking about new roles and opportunities, considering where your gaps are, planning well and, above all, having patience."

Kirke joined Merck over 20 years ago as a litigator focused on product liability and has since progressed to the role of general counsel over the course of two event-filled decades. During the breakfast discussion, he spoke about the evolution of his career and other key learnings, sharing what he now knows to be most important for in-house counsel on a leadership path.



Lesson 1: Be relentlessly curious

Early on, Kirke was drawn into managing litigation cases related to one of Merck's products and was tapped to run the company's response to numerous congressional investigations in DC. This role involved helping get Merck's CEO ready to appear before Congress — not part of Kirke's original job description and, frankly, way beyond his comfort zone. While getting a crash course in thinking strategically and clearly through a crisis, he gained senior leadership exposure in a high-pressure situation and learned the value of operating in what he calls "the white space beyond your remit."

He learned to think beyond the narrow view of what one's role should be. In large companies, it is easy to become deeply specialized with a myopic focus on one area of expertise, but raising your hand to learn about new areas will benefit you in the long term, and being a proactive partner to the business is critical.

Kirke encourages in-house counsel to broaden their internal network. Talk to your manager, other lawyers in the company and even non-legal stakeholders whenever you have a chance. Learn about unfamiliar issues and areas outside your purview. Think in terms of experiences and skills, not promotions — stay in a mindset of curiosity versus raw ambition.

Lesson 2: Own your career

Even though he was a key part of the in-house litigation team, Kirke proactively sought out a legal business counseling role, responsible for supporting the sales and marketing team from a regulatory perspective, where he began learning how to advise the commercial business. Through this lateral move, he broadened his perspective and skills, and built relationships with key business stakeholders. He recalled humorously how, as a younger attorney, he was once told he was "difficult to manage" because there was never enough work to give him, since his focus was always on growth, learning and gaining new experiences.

One of the most potent pieces of advice Kirke shared with the audience of in-house counsel is to create a growth plan versus a promotion plan. Abandon the old metaphor of a one-size-fits-all career ladder and instead, focus on your individual growth and skills-building. Talk to your manager about skills development versus being overly focused on a rigid timeline to achieve a promotion — often a far more constructive and gratifying dialogue.

Being focused on your own growth and development and making the time for those initiatives will serve you well in the long run. Talk to your manager about new assignments you could take on to explore a new area of business or learn a new skill. And always consider your development as intertwined with your team's development; what could you hand off to someone else so they, too, can stretch their knowledge and experience? There is an opportunity for symbiosis here.



Kirke also candidly shared how he prioritizes family and personal goals in balance with career aspirations. When asked to move abroad to take on a leadership role, he turned down the offer because he did not want to relocate his family at that time. Instead, he was prepared to talk about other growth opportunities that did not require relocation. Part of owning one's career may very well be finding that balance and proactively exploring alternatives.

Lesson 3: Take advantage of external development opportunities

Part of owning your career is to look for external networking and growth opportunities regardless of how busy you are. Set a goal for yourself — say, one networking meeting a month — and stick to it. Nurture relationships with colleagues in the industry. Consider continuing education opportunities.

During his career, Kirke completed external leadership and financial training courses and considers those experiences a valuable asset to his greater business and financial knowledge — important when you consider that understanding the P&L is crucial to being a good business partner. There are other ways to bolster your skills with external experiences, such as seeking mentors outside of your company, attorneys and outside firms you can turn to with questions you may not be comfortable asking your own colleagues. Executive coaching, too, can be a helpful way to hold up a mirror and identify your gaps.

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Ideally, do not just focus on one of these avenues for external development. Seek advice from multiple mentors combined with other external development opportunities. Find the people outside your company who understand the role you are in and can provide perspective on how best you can grow your skills and your career. These should be people you respect, admire and feel comfortable with.

Lesson 4: Leave the door open behind you

A key part of the transition to general counsel is a move from a strictly legal practice to people management and strategy-setting. As general counsel, you will need to prove that you are a practical problem-solver and strategic thinker invested in contributing to the greater team's success. It may be tempting to display your excellence whenever the opportunity arises, but the truth is that you cannot be an expert in everything. You need a team around you to provide layered subject-matter expertise and differing perspectives. That means building and nurturing your relationships with everyone you cross paths with, from leadership to colleagues.

Kirke spoke of how, while his core skill set is litigation and FDA regulatory law, he tries to allow the subject matter experts on his team to weigh in first so that he does not step on their toes, empowering them to develop and demonstrate their skills. As a general counsel, his role is to demonstrate judgment and good decision-making, but not necessarily to make every single decision.

Lesson 5: Treat every day as a gift

For most aspiring general counsel, the biggest barrier to landing a role is that you have not yet performed the role. If you do get a chance to perform the role — as Kirke did when he was appointed as interim general counsel — treat every day as a gift. Demonstrate that you are a trusted adviser, have gravitas and can read a room. Prioritize your communication skills, prove that you are worth the team's trust and demonstrate authentic networking ability, rather than leaning into lobbying, as it can backfire.

In an interim role, you are likely being tested and judged by the senior leadership team. Kirke knew this going into his interim experience and rose to the opportunity to prove he could lead a department.



Lesson 6: Be candid about your aspirations and ideas

Even if you are not given the opportunity to lead as interim general counsel, in your current role, make it a practice to be transparent about your development plan — which skills you have and which you do not.

Talk to your general counsel about your skills gaps and think creatively about how to address them. For example, if a gap is senior leadership engagement, think about issues that could be raised to the executive team and volunteer to offer support in raising them. Consider transferable skills you could apply to new areas, taking the initiative to offer more value and candidly display your ambition in a proactive, not aggressive, way. Let your manager know that you are eager to grow. If you are not having those conversations with your manager, they may not think of you when new opportunities arise.

Kirke's journey demonstrates that patience is not the only virtue, although it can be a critical one; there is also relentless curiosity, partnership, proactivity and gratitude. To prove you are suited for the role of general counsel over time, these attributes will be important to keep in the forefront.

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