

axiom

Legally Disrupted

AN AXIOM SERIES

In Partnership with Zach Abramowitz



An Interview with Microsoft's Jason Barnwell (Part 1)

Assistant General Counsel for Modern Corporate External and Legal Affairs (CELA)

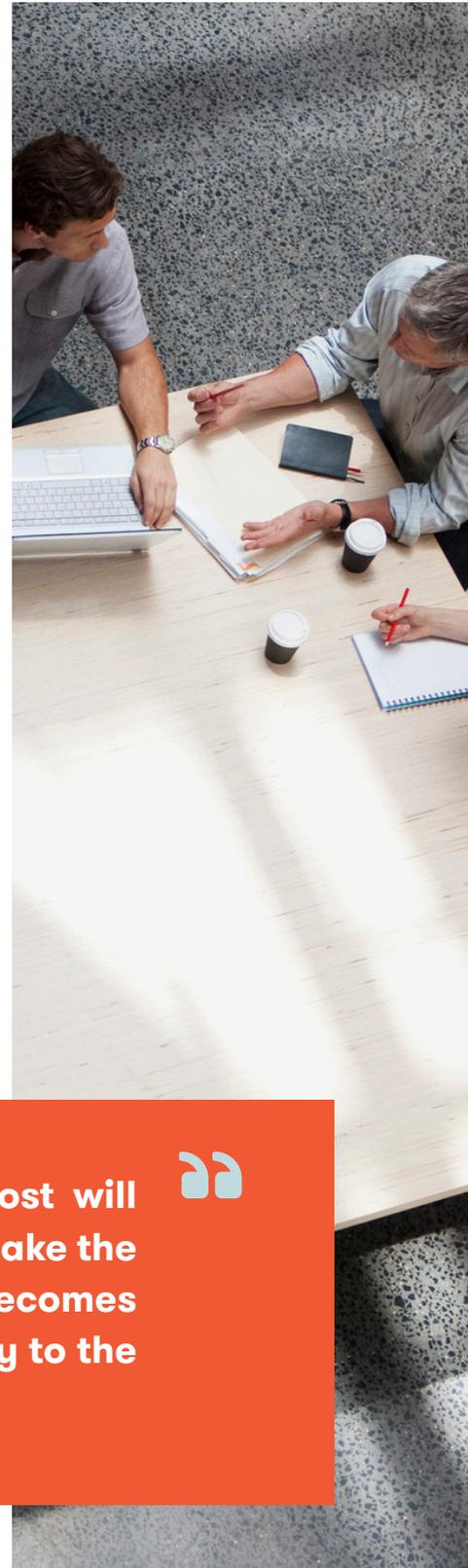
Introduction

Over the course of 2021, Axiom will feature conversations with leaders who are moving the legal industry forward and disrupting entrenched ways of thinking and working.

This series, “*Legally Disrupted*,” kicks off with **Zach Abramowitz**, lawyer turned legaltech entrepreneur and angel investor, interviewing **Jason Barnwell**, the Assistant General Counsel for Modern Corporate External and Legal Affairs (CELA) at Microsoft and a board member of the Corporate Legal Operations Consortium (CLOC).

Jason Barnwell is an attorney-engineer hybrid who graduated from M.I.T. before starting his legal career. Not every company can be Microsoft, but as Jason explains, his team at Microsoft aims to advance certain conversations not just internally but for the entire industry. He publishes essays regularly on [Legal Evolution](#), is a fixture on #legaltech Twitter and moderates Microsoft’s Legal Operations Technical Sharing Community (LOTSC). Given his background and his active-thought leadership, it is no surprise that many legal departments in the Fortune 500 (and beyond) look to Jason and the team at Microsoft for signals about the future of the industry.

Zach recently caught up with Jason. Their conversation, which has been lightly edited for readability, has been broken up into two separate posts. In the first installment below, they discuss Jason’s work at Microsoft, law firms versus ALSPs, and the importance of change agents being public-facing. The second installment will address legal technology, including the future of legal software and the role of venture capital versus academia in terms of nurturing industry modernity and innovation.



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Zach Abramowitz: Can you tell me about your position at Microsoft?

Jason Barnwell: My title is Assistant General Counsel for Modern CELA, which stands for Corporate External and Legal Affairs. Our team of three acts as a catalyst for digital transformation for the department. A lot of people focus on the technical aspects, and we do a fair amount of things that are directly technical. We do solution design and development in partnership with our internal customers. We engage directly with the central engineering team that builds enterprise systems, so we do produce digital transformation assets, solutions, projects, platforms, both directly and indirectly.

But I think the most important thing that we do is we help evolve our culture. And what we do is we help people see their place in the journey, and that helps bring people along. Most of our problems and opportunities are systems problems, and so what

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you’re trying to do is to get many parts of the system to move forward at the same time. And, if you can get the people who participate in that system to see why it matters and see their part in it – and why it is a good thing for them to meaningfully participate and engage – then you get more intrinsic motivation, which means you get more contribution, which means you get more of the good stuff that comes out of the investments. So, we get a lot of questions



about the “whats” and the “hows,” but I think the most important questions that we try to answer for our people are the “whys” because that’s ultimately how you advance culture. If you want to create sustainable digital transformation, you can’t bolt-on technology because the host will reject the graft. You have to figure out how to make the host think, “Yes, this is part of me,” so that it becomes an organ that ultimately contributes holistically to the health and wellbeing of that larger organism.

Z.A.: You’re a board member at the Corporate Legal Operations Consortium. How is Assistant General Counsel Modern CELA different from a Head of Legal Operations?

JB: I used to be the Head of Legal Operations. We have a mature legal operations function with both a state and federal level, and, as much as there’s a centralized operations team, there are also operations groups that are embedded in certain practices. But, there’s also specialty groups that focus very specifically on the practices that they serve. Running a business that size takes a lot of time and care and, after a discussion among our leadership team, it was clear that the leaders reporting into me were very capable of running those without me needing to be in the middle of it.

This has allowed me to focus on the other elements



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of modern CELA. So, for lack of a better term, our leadership decided to kind of spin me off so I could go focus on modern CELA rather than having it be the 20% thing on the side that I get to after all the other day-job stuff.

ZA: You’ve always been public-facing: you engage on social media, publish regularly and, since its inception, you opened the trusted-advisor forum to the public. Does this activity help advance things internally at Microsoft CELA?

JB: Yes. Because our work benefits from giving away the playbook. If we hold it close and don’t give away the recipe to others it will not create more benefit for us - quite the opposite. A lot of what we’re seeking to do is system-change. And, so if you look at a lot of the initiatives that we drive, whether it’s pro

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bono, whether it’s legal business, whether it’s legal operations, whether it’s the innovation work we’re doing, we tend to be very transparent. And the reason we do that is if we show people what we are doing, then it gives them an opportunity to build on that. But just as importantly, it creates a surface area that lets people critique us and give us feedback, signals, and ideas about how we could be more effective.

We have lots of conversations with peers at other organizations who are doing really amazing and impactful work. We often ask the question, “This is great, why don’t you share this?” And we rarely get satisfying answers back. I don’t know if it’s cultural; I don’t know if there are some places where people just feel less comfortable putting themselves out there; I don’t know if it’s that they’re worried that they will be criticized. But, it’s a loss for all of us because, realistically, we will only get to go as fast as basically the first 25% of the herd, right? I don’t think we can definitely go faster than the middle and we’ll go way faster than the back, but almost all the things that we do involve coordination and communication among different actors.

If you don’t explain your direction of travel and how you’re changing and why you’re doing it, then you run several paces ahead and just sit there waiting for people to join you. What we observe is that if you share what you’re doing, how you’re doing it, and again, WHY you’re doing it, then people will join you, and you all get to move forward together and you ultimately create more impact.

ZA: Microsoft, under the direction of your colleague [Rebecca Benevidez](#), has been running the Trusted Advisor Forum since in 2018. How has the conversation around the forum changed during that time, and have you seen other departments adopting similar initiatives?

JB: Other departments are absolutely doing these kinds of things and, to be clear, we borrowed it from DuPont; so all things are derivatives. The most

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interesting observation for me now, reflecting upon a few years of this process, is we had an initial hypothesis that if we create more surface area for engagement with our strategic counsel, then we will work with them together more effectively. And, I think we’ve seen a lot of benefits. In some instances, it’s hard to quantify and sometimes they take a long time to mature, but I think they are real; and we’re now seeing some fruit born of those seeds that we planted several years ago.

But one of the most interesting observations and reflections that I have had is we often have very sharp and pointed observations and criticisms of outside

counsel basically saying, “Why don’t you do this, why don’t you do that?” Now that we’re a few years in, we’ve had an opportunity to see that in many instances, the reason that things do not move forward is that, on our side of the fence, things get stuck, too. And, in some instances, our people are not always ready to take that leap. One of the big reflections I have had over the last six months or so gets back to that concept of the system can only move as fast as the parts. And we probably have to be very thoughtful and mindful about understanding the constraints that we have and that our people have internally and how quickly they’re ready to go.

And, what are the things that we need to give them so that they’re ready to go faster because they’re very smart and they’re very capable. In most instances, they’re just bumping up against other constraints that are getting in the way of their adaptation. What can we do to reduce those, so that they have more bandwidth capacity and desire to engage and really adapt to their practices in partnership and combination with their outside counsel. So, that was one of the surprising things that I’ve seen upon reflection.

ZA: I noticed you are including ALSPs in the trusted advisor forum, can you let me into the thought process behind that? Was there ever a thought that you ought to have two separate days?

JB: It is probably unwise to think of these partners (ALSPs and law firms) who deliver these services as strictly classified as one thing or another; it’s convenient from a modeling standpoint. But, if you really look at the bundle of services that they deliver, they’re probably more on a spectrum or a continuum than a hard stop with strict classifications. One thing that you see manifesting is many of the law firms are now having what are effectively captive ALSPs, and you see ALSPs that have captive law firms. So, if that’s true, then why would I exclude a partner in our ecosystem who could contribute to solving our problems merely because Dun and Bradstreet says, “This is this other type of thing,” when, if you actually

turn over the rocks and look at what's underneath, these things and their capabilities actually bear some similarities.

Now, some of them are stronger in certain areas than others, to be sure. But I think that maybe we're creating a bit of a false dichotomy and that instead of focusing so much on nomenclature, maybe we should think about where things are going and where are they going to be in three years. We think a lot of the work that we do is effectively creating investments that create capability internally but also condition the market. The question becomes: Should we be doing that with an eye towards what is right now, or should we be looking ahead one, three and five years and saying that based on the direction of travel, this is where we think things might go? So, if we need to start developing relationships, connections, and really just connected tissue, maybe we should plan for that future rather than only for what we need right now.

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ZA: So it's not just being proactive versus reactive but actually projecting and trying to get a sense of where things are going?

JB: Yes. And if we're honest, we might in some very, very small ways be able to influence the direction

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of travel by putting signals into the market that help other people perceive that some of these changes are probably happening. And then, in the process of doing that, we give other people permission to start moving in that direction too, because in many instances, people only do that after somebody else says “Oh, I'm going to do that.” So again, it goes back to this kind of holistic view that says that if we operate in the open, if we give away the playbook and we help bring other people along, then that brings more people into our kind of orbit, and we can all work together and move the entire legal system forward -- together and faster.



Note: The second installment of this conversation will dig deeper into legaltech and will include a discussion of the work Professor Houman Shadab, the Director of the Innovation Center for Law and Technology at New York Law School, is doing with regard to #nocode and the future of legal software

About Axiom:

Axiom, the global leader in high-caliber, on-demand legal talent, is innovating the way legal teams and lawyers work. Axiom enables clients to access over 5,800 talented lawyers through a curated platform and build more dynamic teams to drive better business outcomes. Axiom is deeply committed to diversity and prides itself on having one of the most diverse employee populations in the industry. Axiom works with over half of the Fortune 100 companies, and currently operates in North America, the U.K., Continental Europe, and Asia Pacific.

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