

**axiom**

# Legally Disrupted

**AN AXIOM SERIES**

In Partnership with Zach Abramowitz



**An Interview with Microsoft's Jason Barnwell**

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

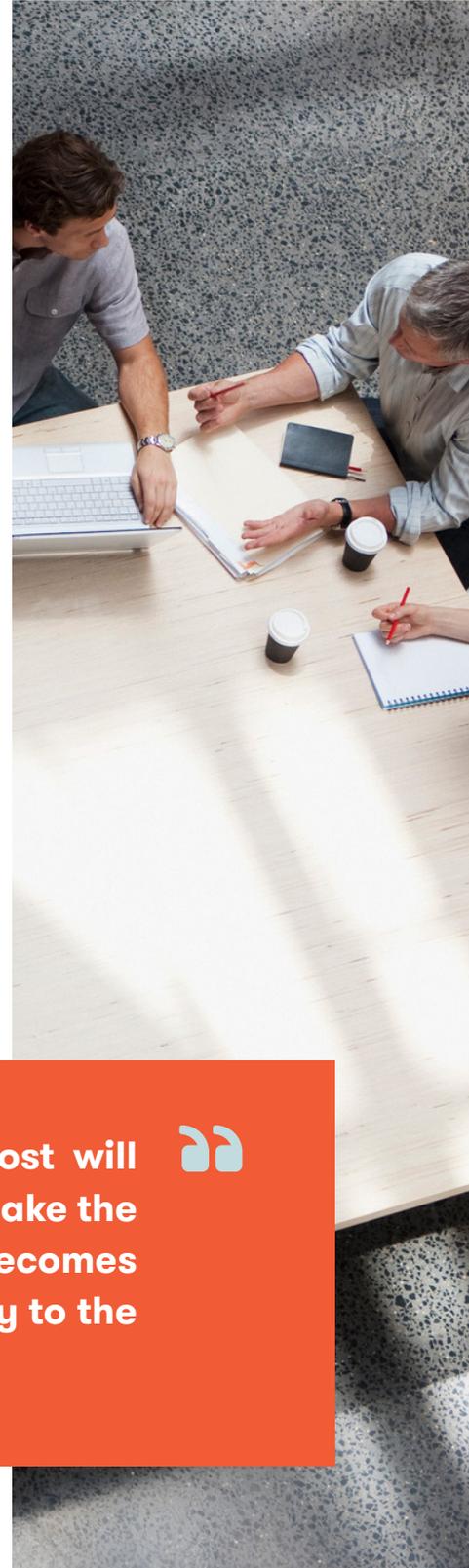
# Introduction

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. In their conversation, which has been lightly edited for readability, they discuss Jason’s work at Microsoft, law firms versus ALSPs, the importance of change agents being public-facing, legal technology, 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

“ **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.** ”

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.

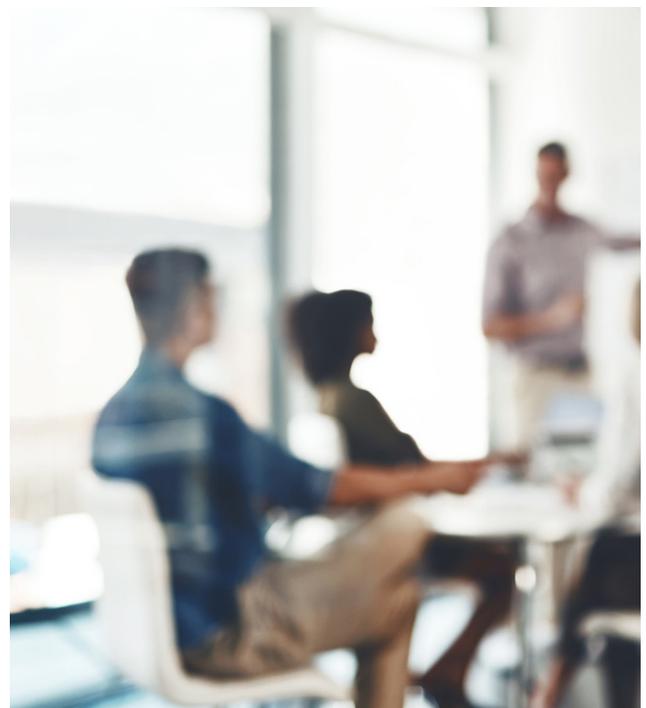
**“ It is probably unwise to think of these partners (ALPSs and law firms) who deliver these services as strictly classified as one thing or another; it's convenient from a modeling standpoint. But, if you really look at the bundle of services that they deliver, they're probably more on a spectrum or a continuum than a hard stop with strict classifications. ”**

**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.



**Zach Abramowitz:** I want to ask you about a session that you recently ran with Professor Houman Shadab. For those who haven't seen the presentation, I highly recommend it, and I can tell you that other legal departments that were watching were absolutely blown away. For context, Professor Shadab is the Director of the Innovation Center for Law and Technology at New York Law School. Your recent session with him ran through legaltech apps designed by three of his law students. Joanna Moskwa's app automates subcontractor procurement compliance, Serene Quandil's app structures investor profile capture to score investor risk suitability and John Lopez's app automates eviction client intake and case management. Each of the apps were built with some combination of SharePoint and the Power Platform. Jason, you were absolutely giddy during the presentation -- why is this something that should get all legal leaders excited?

**Jason Barnwell:** So, I saw a tweet from Professor Shadab and I was just like, "Wow, this, this is cool." We talk about this future in legal that's coming where people will be able to fashion their own tools that are very well fit for purpose, using these amazingly powerful building blocks that are coming online now.



“ Here is a very real path to building the things you need to get your work done, and that they're going to keep getting smarter and smarter and easier to use. ”

**Z.A.:** And these students built these solutions entirely with the Microsoft Power apps?

**JB:** Yes, and the Power Platform is amazing, but I don't want that to be the focus. My delight comes from the fact that they are doing it with something. So, whether you use our platform or another platform, it is important that people start realizing that there is a very real path to building the things you need to get your work done; and that they're going to keep getting smarter and smarter and easier to use.

Professor Shadab's tweet just shared breadcrumbs of what they were producing, and I thought, "This looks legitimately cool." Not because what they're producing is world changing out of the gate, but we're talking about people who are so early in their career and they're acquiring these skills.

**ZA:** And that's not something law schools typically teach, right?

**JB:** Yes! The reason that I got so excited is that one of the things that law school does not do is produce systems thinkers. It does an amazing job of creating critical thinkers, people who are very good at looking at the details and explaining why things are different; but it often doesn't produce experiences that help people develop a systems mindset. What are the pieces? How do they interact? How would I make the system different? How do I plug it into other systems?

And so I got excited, not just because they built something, not just because what they built was cool, but because it's clear that they're acquiring a skill set - thinking about the world and thinking about



how opportunity and problems work. If we project out 5, 10, 15, 20 years from now, these folks could be world changers. And so, if we can shine a light on what they're doing and how they're getting there, it changes the direction of travel for a big chunk of the legal profession.

So, one of the things I tried to be very intentional about in that session was to really ask them, "What's your background? Are you secretly a software engineer?" Two out of the three basically said "No, I'm just really interested in this, I'm willing to throw time at it, and I figured out how to do it." But my takeaway was that the tools are becoming accessible. And the thing that's really important that comes out of these conversations is when I tell somebody, "Hey, you should go take a look at this because you can supercharge your practice. And it's easier than it looks."

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**“ Given that, how much capital do you really need to go test an idea and get it off the ground? ”**

**ZA:** Right, easier than it looks, but you're a developer...

**JB:** Exactly, and so, I'm just not regarded as credible relative to ease. But when we can bring along other people who have done it and say, "Hey, does this person look like you? Do they have a similar background to you? Do they have all these traits and features? So, if they're doing this well, that means you can too." And so that's part of why I was somewhere between giddy and delighted.

**ZA:** Did it make you question whether or not venture capital and startups are the best place to be birthing solutions that will transform the industry? Because I thought that the presentation made a compelling argument that academia is actually a great place for solutions like these to start. The students even emphasize that they didn't have to tackle a problem with a huge TAM. They could address a very specific solution, but do it using a general solution, like the Power apps, that don't require users to download anything new.

**JB:** So I think there's a bigger question that evolves from the one that you're asking. With regard to the tools that are coming online, there is much less required in the way of technical depth to make them really sing. Given that, how much capital do you really need to go test an idea and get it off the ground? To get some customers and start turning that into revenue? Historically, venture capital was necessary because the initial startup costs of just getting a business off the ground were so high because you had to acquire all these capabilities into your business directly. And now, because of the ability to effectively take those as components that you acquire as needed when needed, and you only pay for what you consume, I'm just not sure how much capital you really need to go test an idea to get it to the minimum viable product.

**“ That said, I think we should expect that venture capital will be around for a good long time, but for other reasons beyond money. ”**

That said, I think we should expect that venture capital will be around for a good, long time, but for other reasons beyond money. One of the benefits that venture capital provides is the capital. But the other thing that is really valuable, especially if you are not a serial entrepreneur, is the access point for relationships and network. And so, I think that venture capital plays a really important role that goes beyond the capital. I think it will continue to play a really important role, but I do suspect that there's going to be a lot of opportunities that are not really capital intensive where you won't have to go and do a giant raise to get to your MVP.

**ZA:** Is Microsoft going to play a major role in the transformation of legal?

**JB:** I don't know. But if we observe that some of the core elements of doing the legal work are creating artifacts that are, in many instances, encoded in file formats like Word, and sending communications that are often encoded in emails transported through services like Exchange and viewed through experiences like Outlook, and then increasingly real-time interactions through platforms like teams, then we can say that Microsoft is going to make huge investments in making those experiences and those platforms smarter. I suspect that is going to ultimately benefit the legal world, irrespective of whether there's a focus on the legal vertical.

But going way back to your other point, we hope that more providers in the legal space embrace the other capabilities to fill the gaps. Because if we're really honest, the legal vertical is big, but there's no guarantee that it'll ever be an area of focus for Microsoft, because it's just kind of the size relative to other things.

It is always going to leave gaps. That is actually the design of Microsoft's business: to create a general platform and then create opportunities for independent software developers to build on top of that, to actually meet the needs of end users.

So I suspect that Microsoft's highest and best purpose in supporting the legal market is going to be continuing to be a platform company that helps others build on top of that general platform to make the things that really sing for the legal market. And the thing that you're going to keep seeing as time goes on is Microsoft is going to keep making it easier and easier to tune and customize those experiences with intermediating layers, like the Power Platform, that will allow you to effectively take what exists in the base platform and build what you need on top of that.

And what's going to be really interesting is you're going to see outcomes where people like these wonderful

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students at New York Law School take a weekend or a few weeks, and they build something that is such an obvious value creation that people will see an opportunity for a business. And then they're going to build on top of it because the experimentation costs have just plummeted. And so, ultimately I think that's how it plays out: you effectively empower others to spot the opportunities to close the divide, and they're going to create crazy value and they're going to reap the rewards and we're all going to benefit.

## 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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