

BOOK REVIEWS

JOHN D. DONNELL, *The Corporate Counsel: A Role Study*

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Indiana University, 1970, 230 pp.)

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The major objectives of this monograph are to describe the role of the modern corporate counsel and to examine the assumption that role conflict and ambiguity are necessarily detrimental to organizations and their members. The need for a full scale study of salaried attorneys who provide legal services for their business employers is plain enough. Although the number of lawyers employed as house counsel has increased greatly in the past few decades (they now constitute about ten percent of all legal practitioners in the country), surprisingly little is known about them. Furthermore, as professionals working in private bureaucracies and as attorneys obligated to uphold a legal system which their powerful clients often seek to use for their own profitable ends, members of corporate legal departments are a strategic group for the investigation of the personal and collective effects of organizational role dilemmas.

Drawing upon the analysis of organizational stress conducted by Kahn and his associates at the University of Michigan, Donnell identifies corporate counsel as an office or status which brings its occupant into interaction with designated role partners: administrative superior (general counsel), clients (corporation executives), and peers (other attorneys in the law department). To the extent that the members of this role-set disagree or remain uncertain as to what counsel should and should not do, incumbents of the corporate counsel office are faced with role conflict or role ambiguity. With this formulation in mind, Donnell designed his research to examine four hypotheses: first, that corporate counsel role-sets would indeed exhibit considerable role conflict and ambiguity; second, that this state of affairs would decrease effective role performance and increase job dissatisfaction among the lawyers involved; third, that corporate attorneys would attempt to reduce the conflict and uncertainty associated with their roles; and, finally,

that role consensus regarding counsel's work would increase when members of the role-set were informed of the prevailing patterns of conflict and ambiguity.

The data to test these hypotheses and to depict the professional life of house counsel were gathered by Donnell in 1965 from three large industrial companies with headquarters in New England or the New York metropolitan area. In each corporation he held two interviews with the general counsel, three interviews with two attorneys in the legal department, and two interviews with six executive clients. In addition, questionnaires focusing primarily on the expected and perceived activities of corporate counsel, general counsel, and clients were completed by everyone who had been interviewed as well as by the other lawyers in the three law departments. After the questionnaires had been collected but before the research was concluded, Donnell held "feedback" meetings with his informants in each company. During these meetings lawyers and clients were presented with, and then encouraged to discuss, responses from the questionnaires which seemed to indicate inter- and intra-company disagreement concerning their respective roles. A month later these attorneys and executives completed the same questionnaire again and told Donnell of their reactions to the "feedback" meetings.

In all three companies there was substantial consensus that corporate counsel should possess certain qualities (e.g., professional competence, business knowledge, and a positive attitude toward problem solving), and that whatever else his role involved it meant alerting the company to legally hazardous conditions. There was, however, considerable variation in the normative expectations regarding other activities of counsel. For example, some attorneys and clients believed that corporate counsel should not offer business advice but should limit his opinions to the legal dimensions of a problem; other lawyers and clients disagreed. Lawyers were virtually unanimous in their belief that the legal opinions of counsel should be considered binding by clients; but the executive clients were less inclined to endorse this norm. All of the executives thought that counsel's role included, to some degree, acting as a keeper of the corporate conscience, and that counsel should therefore encourage the company to adhere to a higher morality than it might normally be inclined to do; few lawyers agreed with this, and some rejected it completely. On the basis of these and other reported differences, Donnell concludes that the corporate

counsel role-sets in these companies contained serious role conflict. He also found the amount of conflict to be roughly the same in each company.

Role ambiguity was not a problem for these lawyers, at least not in their judgment. Their answers to interview questions and their responses to questionnaire items reveal no serious doubt or uncertainty as to what they thought their role partners expected of them. But Donnell is not a man to be intimidated by his data. He admits that his efforts to measure role ambiguity were unsuccessful. Nevertheless, he insists that role ambiguity was "a prevailing reality" among these attorneys but that they misunderstood or were skeptical of the questions used to measure the variable.

Donnell also claims that role effectiveness (as measured by executive client perception) and counsel's job satisfaction were not related to role conflict or ambiguity. In two of the corporations the attorneys expressed great satisfaction with their work, and they were thought by their clients to be very competent. In the third company, with no less conflict but (in Donnell's opinion) much less role ambiguity, the lawyers appeared to be less satisfied with their jobs and their professional effectiveness was more frequently called into question. Furthermore, except for the comparatively dissatisfied attorneys in the one corporation, attorneys were generally unconcerned with role conflict or ambiguity, even when such issues were explicitly raised in the "feedback" meetings. In fact, the revelations made during the "feedback" meetings neither surprised nor impressed most of them, and they reported little subsequent change in attitude or behavior.

Details aside, the picture presented is of a group of conscientious attorneys who meet the legal needs of their employers undisturbed by the fact that they disagree among themselves and with their business clients regarding certain dimensions of counsel's role. Donnell singles this out as his most important finding, and inasmuch as it may serve as a reminder of the danger of overestimating the need for role consensus, it is probably the only interesting feature in an otherwise disappointing book. Of the many difficulties that impair Donnell's work—and these include, but are not limited to, the use of some misleading questionnaire items, a failure to make the most of rich interview protocols, and an insensitivity to problems of validity and reliability—three are worth further comment.

To begin with, effects of role conflict cannot be established with the facts in hand. Since all three companies exhibited approximately the same amount of role conflict, there is no way of showing the consequences of variation in such conflict. Consequently, Donnell's conclusion that neither role effectiveness nor role satisfaction are related to contradictory, inconsistent, or ambiguous role expectations is unwarranted.

Second, the use of role ambiguity as a variable is greatly weakened by Donnell's tendency to associate it with ambiguity in substantive or procedural law. His position seems to be that since the law is often uncertain, the lawyer's role must necessarily lack clarity. However, apart from legal rules which are directed toward the control of law practice, this need not be the case at all. If an attorney cannot give his client an unambiguous answer to a particular legal question, it does not follow, as Donnell appears to believe, that either of them are therefore uncertain about the lawyer's role.

Finally, this book tells us remarkably little about the personal and social characteristics of corporate counsel. Although Donnell assures us that attorneys, by self-selection, training, and experience, are the sort of people who like to win arguments and who can tolerate a lot of conflict and ambiguity, he made no effort to measure these or any other pertinent psychological traits. Nor did he attempt to discover (or if he did he does not report it) his informants' latent social identities, those non-professional indicators of ethnic, religious, familial, political, and friendship ties which, in corporate legal departments as elsewhere, usually play such a prominent role in shaping professional and business role behavior.