PRACTICE & PERSPECTIVE

A Second Set of Eyes: A Former General Counsel's Perspective on Secondary Outside Counsel

Part four of a four-part series. Should a company satisfied with its existing counsel nevertheless maintain a relationship with a second firm? The answer is generally yes — not from dissatisfaction, but because loyalty should never eliminate independent judgment or optionality. On second opinions as good governance, and why the case is strongest precisely when the stakes are highest.

Peter C. Pang · 8 September 2026 · 9 min read

Part 4 of a four-part series, published weekly. Read Part 1: From the Inside Out, Part 2: Choosing Outside Counsel and Part 3: Beyond the Billable Hour.

Should a company satisfied with its existing outside counsel nevertheless maintain a relationship with a second firm? This concluding essay argues that it should—not from dissatisfaction, but because the general counsel’ s obligation runs to the enterprise rather than to any law firm.

In the first three articles in this series, I have reflected on lessons learned during my years as an in-house lawyer with multinational companies—including Shell, Hershey Foods, Dole Food Company and Nissan North America—and how those experiences continue to influence the way I think about outside counsel. I have discussed how in-house experience changes the way lawyers give advice, how general counsel should select outside counsel, and why an annual retainer can be more than a pricing arrangement.

There is another question that naturally follows, although it can be a sensitive one: should a company that is satisfied with its existing outside counsel nevertheless maintain a relationship with a second firm?

My answer is generally yes. Not because the incumbent firm is inadequate. Not because the relationship has failed. And certainly not because companies should routinely change lawyers simply for the sake of change. Rather, I believe there is an important principle of legal management that every general counsel should consider:

> Loyalty to trusted outside counsel is valuable. But loyalty should never eliminate independent judgment, optionality, or the willingness to seek a second opinion when the stakes warrant it.

That, to me, is the fundamental case for secondary counsel.

I. LOYALTY IS VALUABLE—BUT DEPENDENCY IS DIFFERENT

Longstanding relationships with outside counsel can be extraordinarily valuable. A lawyer who has represented a company for years understands its history, personalities, business objectives, risk tolerance and previous decisions. That institutional knowledge cannot easily be replicated. I valued those relationships when I was in-house, and I value them today as outside counsel.

But there is an important distinction between loyalty and dependency. A general counsel's responsibility is not to preserve a particular law firm's position. It is to protect the enterprise. Usually those objectives coexist quite comfortably. Occasionally, however, protecting the enterprise requires another perspective. That is where secondary counsel becomes valuable. The objective is not necessarily to replace the primary firm. It is to preserve optionality.

II. SOMETIMES YOU SIMPLY NEED A SECOND OPINION

Law is rarely as binary as businesspeople would like it to be. Two highly competent lawyers can review the same facts and reach different conclusions. One may see significant litigation risk; another may consider the risk commercially manageable. One may interpret a regulation conservatively; another, perhaps with greater familiarity with local enforcement practice, may identify a legitimate alternative.

This becomes particularly important in cross-border matters. A lawyer at headquarters may interpret an issue through the lens of U.S. or European practice. Local counsel may see the same issue differently because of regulatory practice, cultural considerations or experience with local authorities. Neither lawyer is necessarily wrong. The value comes from understanding both perspectives. On an important matter, I have never considered it a sign of weakness to ask whether we are sure. Sometimes the best way to answer that question is to ask another experienced lawyer.

III. A SECOND OPINION IS NOT A VOTE OF NO CONFIDENCE

There can be understandable sensitivity when a company seeks a second opinion. Outside counsel may wonder whether the client doubts its advice. The incumbent relationship partner may worry that another firm is being positioned to replace them. And an internal legal team may hesitate to disturb a relationship that has worked well for years.

I understand those concerns. But sophisticated lawyers should recognize that second opinions are part of responsible professional decision-making. Doctors seek them. Boards seek them. Investment committees seek them. Business executives seek them. Lawyers should not be offended by them. The purpose is not to determine which lawyer is better. It is to test assumptions, identify alternatives and give the decision-maker greater confidence. If the second lawyer reaches the same conclusion, the company has gained valuable confirmation. If the second lawyer reaches a different conclusion, the company has learned something potentially even more valuable. Either way, the exercise can improve the decision.

IV. NO FIRM IS BEST AT EVERYTHING

There is another reason I favor maintaining more than one outside counsel relationship: no firm is the best firm for every problem. A firm that is outstanding at M&A may not be the best choice for an employment investigation. A premier litigation firm may not be the right firm for routine commercial advice. A major international firm may be indispensable for a multijurisdictional transaction but unnecessarily cumbersome for a focused local regulatory issue. And a specialized boutique may understand a particular jurisdiction, industry or problem better than a much larger institution.

The general counsel’ s job is not to identify one best law firm. It is to assemble the best combination of legal resources for the enterprise. Sometimes that means Big Law. Sometimes it means a regional firm. Sometimes it means a highly specialized boutique. And occasionally it means using two firms to examine different dimensions of the same problem.

V. CHOICE CREATES ACCOUNTABILITY

There is also a practical benefit to having more than one trusted provider: it keeps everyone attentive. I do not mean that outside firms should constantly be forced into beauty contests or made to compete for every assignment. That can undermine the trust necessary for a productive attorney-client relationship. But some degree of choice is healthy. When a firm knows that it is not automatically entitled to every matter, there is a natural incentive to remain responsive, efficient and commercially focused.

The same principle operates throughout business. Companies generally prefer not to become unnecessarily dependent upon a single supplier for something critical to their operations. Why should legal services be entirely different? Choice creates accountability, and accountability generally improves service.

VI. WHEN BEING RIGHT MATTERS

Ironically, the case for a second set of eyes may be strongest when the matter is most important. Consider the so-called bet-the-company dispute, transaction, regulatory investigation or strategic decision. The larger the matter becomes, the more resources are committed to it. A substantial legal team is assembled. Millions of dollars may be spent. Management becomes invested in a strategy. Lawyers become invested in legal theories they have developed and defended. At some point, institutional momentum can become its own form of risk.

That is precisely when an independent perspective can be most valuable. On a bet-the-company matter, the question should not be why the company is paying another lawyer to review advice it has already paid for. The better question is whether, given what is at stake, it can afford not to test its assumptions. Secondary counsel can serve as a check and balance—not to second-guess every tactical decision or interfere with lead counsel, but to independently examine the critical assumptions upon which the strategy depends. That is not unnecessary duplication. Properly managed, it is risk control.

VII. INDEPENDENCE HAS VALUE

Secondary counsel can also bring something that becomes increasingly difficult for longstanding advisers to provide: distance. Institutional knowledge is an enormous advantage, but familiarity can occasionally create blind spots. The lawyer who helped design a structure five years ago may understandably approach today's problem through the assumptions that shaped the original structure. A litigation team that has pursued a strategy for two years may find it more difficult to question the fundamental premises underlying that strategy. That is human nature, not professional failure.

Fresh counsel approaches the problem without that history. They can ask questions that may seem obvious precisely because they were not present when earlier decisions were made. Sometimes the most valuable question in a complicated matter is simply: why are we doing it this way?

VIII. CROSS-BORDER MATTERS MAGNIFY THE NEED

The argument for secondary counsel becomes even stronger when the company operates internationally. Cross-border matters often involve two different realities: what headquarters believes should happen, and what can actually happen locally. A multinational may have excellent global counsel sitting in New York, Washington, London or elsewhere. But when the issue concerns an overseas subsidiary, there is another question that must be answered: will the global strategy actually work on the ground?

That requires lawyers who understand both perspectives. They need the international experience to understand how multinational enterprises operate, what headquarters expects and why a particular strategy is being pursued. But they also need genuine local expertise—the laws, regulators, courts, business customs, employment practices and practical realities of the jurisdiction. Secondary cross-border counsel need not replace the company's primary international firm. Instead, it can provide a valuable bridge between headquarters and the local operation, and an independent check on whether the proposed solution will work in practice.

IX. WHY COMPANIES HESITATE

Adding or changing counsel is not effortless. There are conflicts checks, engagement procedures, procurement requirements, cybersecurity reviews, billing systems, approved law-firm panels, historical relationships, management preferences—and sometimes longstanding personal relationships between executives and individual lawyers. There is also the legitimate cost of bringing a new firm up to speed.

These considerations are real. But they also provide a strong argument for establishing a secondary relationship before the emergency occurs. The worst possible time to begin searching for independent counsel is when the CEO needs a second opinion tomorrow morning. A secondary relationship can begin modestly. Give the firm a discrete assignment. Ask it to examine a particular regulatory question. Use it for an area outside the primary firm's core strength. Include it on a selected cross-border matter. Then observe how the lawyers perform:

- Are they responsive?
- Do they understand the business?
- Do they give practical advice?
- Do they challenge assumptions respectfully?
- Do they know when to defer to specialists?
- And, perhaps most importantly, do they have the confidence to tell the general counsel something he or she may not want to hear?

That is how a second firm becomes a trusted adviser rather than simply another vendor.

X. SECONDARY COUNSEL AS STRATEGIC INSURANCE

I sometimes think of secondary counsel as a form of institutional insurance. You may not need the second opinion very often. You may hope that your primary counsel is right every time. And in most cases, it probably will be. But when circumstances change—because of a conflict, capacity issue, specialized subject matter, local jurisdictional question or simply the importance of the decision—the company already has another trusted relationship available. That optionality itself has value. The objective is not to create competition for competition's sake. It is to ensure that the enterprise is never unnecessarily dependent upon a single source of legal judgment.

XI. THE GENERAL COUNSEL'S OBLIGATION IS TO THE ENTERPRISE

During my years in-house, I learned that relationships matter enormously. Good outside lawyers often become trusted advisers and, over time, friends. Those relationships deserve loyalty and respect. But the general counsel's ultimate responsibility is not to any outside law firm. It is to the enterprise.

That means periodically asking whether the company's legal resources remain aligned with its needs. It means knowing when Big Law is appropriate and when a specialist may be better. It means preserving alternatives when conflicts, capacity, geography or expertise require them. And on the most consequential matters, it means having the confidence to seek independent verification. There is nothing disloyal about that. It is good governance.

XII. A SECOND SET OF EYES

I would never recommend replacing excellent outside counsel simply for the sake of change. Institutional knowledge, trust and continuity have tremendous value. But continuity should not become complacency. Loyalty should not become dependency. And familiarity should never eliminate independent judgment.

The strongest legal departments maintain trusted relationships while preserving alternatives. They know whom they will call for the major transaction. They know whom they will call for the specialized problem. And they know whom they will call when they need an independent voice to ask whether they are looking at the matter correctly. Sometimes the second lawyer confirms exactly what the first lawyer said. Sometimes the second lawyer sees something everyone else missed. Both outcomes have value.

So I return to the principle with which I began. Loyalty to trusted outside counsel is valuable, but loyalty should never eliminate independent judgment, optionality, or the willingness to seek a second opinion when the stakes warrant it. Because when the stakes are ordinary, good judgment matters.

> When being right matters, verification matters too. And sometimes, a second set of eyes may matter most of all.

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FROM THE FIRM

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