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GCC Profile

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By Jen Woods

After watching the movie *The Paper Chase*, high school student Michael Tyler knew right then and there that he wanted to become a lawyer. The main character in the movie, a brilliant but naïve law student, was a source of inspiration for Tyler, who is now Senior Vice President, Chief Legal and Administrative Officer, and Corporate Secretary of Gateway, Inc.

In 2000, Tyler joined Gateway's legal department in the United Kingdom. He served as the lead lawyer for the company's operations in Europe, the Middle East, and Africa. Then, in mid-2002, Tyler returned to the United States office, where he assumed various domestic and international responsibilities until he was promoted in September 2003 to General Counsel. In January 2006, Tyler was promoted to Senior Vice President, Chief Legal and Administrative Officer, and Corporate Secretary.



"The work varies widely, but my days tend to be dominated by corporate/securities and litigation issues," he said. Tyler oversees the

company's legal department, as well as its human resources and facilities organizations. "My areas of managerial responsibility at Gateway have expanded beyond law to include, among other things, human resources and aspects of facilities and procurement. Most of the issues arising out of these areas are out of the ordinary to me. I am lucky to have had the opportunity to move beyond my comfort zone in law and take on these responsibilities," he said.

Large companies like Gateway are often involved in major legal battles. Tyler has dealt with several large-scale legal disputes and transactions since he joined the company. For instance, in April 2005, he helped resolve Gateway's antitrust claims against Microsoft, which resulted in an alliance agreement and earned Gateway \$150 million.

Advice to Young Lawyers

"While by no means mandatory, I believe it is helpful as background to have worked both as an outside and in-house counsel. I would recommend starting in a law firm, where there often are more opportunities to learn the fundamentals, and then moving in-house," Tyler said.

"As my own experience indicates, I also believe it useful to gain broad experience rather than be highly specialized. That said, however, I would stress that there are a variety of paths to the position, and a large number of successful GCs joined their corporations from firms where they specialized in particular areas," he said.

"I would also suggest a focus on presentation skills. The ability to communicate legal concepts to non-lawyers is a very big part of the job," Tyler added.

More recently, Tyler resolved a patent battle with the Hewlett-Packard Corporation. "This matter was extremely complex—one of the largest in the U.S.—and involved numerous patents on both sides. The size of this dispute

alone made it memorable," he said.

Given the "all-encompassing" nature of his job, Tyler said one of the biggest challenges he faces is trying to prevent really important issues from "falling through the cracks." His attention is diverted in many directions, and "it is easy to miss something in light of the calls, the emails, the appointments (etc.)," he said.

Patent litigation, a growing practice in the legal industry, also presents many challenges. "Gateway, like most computer hardware manufacturers, is subject to constant challenges on this front, and the costs of defense can be enormous," Tyler said. It is always challenging to keep costs within the company's budget, he added. "Legal expenses are unpredictable to some extent, and enforcing budgetary order on outside suppliers—who often have different interests—is never easy."

Tyler's diverse professional experience provided him with the necessary experience and foundation of knowledge to be a successful general counsel, he said. "I worked in a wide variety of areas prior to becoming GC: litigation, corporate finance, commercial and regulatory. I also worked at law firms and in-house. This breadth of experience was a significant factor in my being given the opportunity to be Gateway's General Counsel," he said.

Like most corporate counsels, Tyler began his career in private law firms. He worked for several different firms, the most recent being Heller, Ehrman, White & McAuliffe. "I wanted to go in-house simply because it seemed the practice that I enjoyed the most—international commercial work—was easier to come by in-house than as outside counsel," he said.

Therefore, Tyler made a career change and spent five years as Senior Corporate Counsel for Northrop Grumman Corporation, where he managed the legal aspects of the company's international operations. "One of the aspects of in-house work that I like particularly is the direct connection to business personnel (as opposed to working through the filter of an in-house lawyer, which is often the case when you practice in a large firm)," he said.

Most of all, Tyler said he enjoys his job because it is rewarding. "I still find it very satisfying to provide advice and counsel on legal matters—to use the information that I have obtained over the years to help the business meet its objectives," he said.

Tyler is a past chair of the International Law Section of the State Bar of California and of the European Law Committee of the American Bar Association's Section of International Law and Practice.

Tyler earned an LL.M. from Cambridge University, a J.D. from Loyola Law School in Los Angeles, and B.A. and M.A. degrees from the University of California, Los Angeles.

Gateway, Inc., formerly known as Gateway 2000, manufactures and distributes desktop and notebook computers and servers (PCs) and PC-related products. Headquartered in Irvine, CA, Gateway offers its PCs under two brand names: Gateway and eMachines.

On the Net

Gateway, Inc.

www.gateway.com/index.shtml

Heller, Ehrman, White & McAuliffe

www.hewm.com/en/index.html

Northrop Grumman Corporation

www.northropgrumman.com