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A FIELD GUIDE FOR IN-HOUSE LEADERS

The General Counsel's Guide to *Fractional* Legal.

For GCs and CLOs being asked to do more without adding headcount — what fractional legal actually is, when it works, and when it doesn't.

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Inside this *guide*

Eight short chapters drawn from real in-house experience — a practical frame for GCs thinking about how to architect their legal function for the way work actually happens.

FOREWORD · BY THE AUTHOR

I Wish I'd Had *a Plan*

Last year, two senior lawyers on my North American team left the company.

I was drowning – covering their work as well as my own.

I reached out to Goodlawyer for support, and they sent me three candidates available to cover the overages. It worked, and I was so grateful for the fractional lawyer who came in.

But what I wish I'd done was proactively plan for fractional support from the start. Why had I been so focused on headcount? Why did I think I needed a junior lawyer, when someone senior for three days a week met all my needs – and was more cost effective? The honest answer: I just didn't know better.

> *"Most GCs discover fractional legal during a gap – a departure, a surge, a crisis. It works. But you're already behind. The GCs getting the most out of it designed it in before they needed it."*
>
> — MARISA MUCHNIK

This guide is intended to help frame what fractional legal really is, when it works, and when it doesn't. It's the advice I wish someone had handed me before I went looking for it in the middle of a crisis.

AUTHOR

Marisa Muchnik

Former **General Counsel**. Seasoned in-house leader writing from the chair – sole counsel managing the full spectrum of legal: commercial, marketing & advertising, IP, regulatory, privacy and corporate governance.

01

What fractional legal *actually is* — and what it isn't.

A deliberate layer of your legal architecture. Senior expertise, business context, no ramp-up tax. Start by clearing what it's *not*.

Clear the *noise* first.

It's not temp staffing. It's not cheaper outside counsel, or a replacement for it. It's not a stopgap. It's not another headcount. It's a **deliberate layer** of your legal architecture – senior expertise, business context, no ramp-up tax.

WHAT FRACTIONAL LEGAL IS *NOT*	WHAT IT ACTUALLY IS
A cheaper version of outside counsel	A seasoned in-house professional embedded in your business
Temp staffing or contract labour	Senior judgment, oriented toward commercial outcomes
A stopgap until you hire someone	A planned, sustained capacity layer – not a reaction to crisis
A hidden headcount slot	Someone who thinks like an insider from day one
A billable-hour engagement	A relationship, not a ticketed transaction

They think like insiders.

Fractional lawyers are seasoned professionals who have been in-house and know exactly what it takes to respond to the business on day-to-day legal issues. Many have sat in your chair before and chosen to pivot – taking on fractional mandates to work with new companies and keep building their business acumen.

The key difference from outside counsel: they're not billing you to get smart on your business. They come in already oriented toward commercial outcomes, not legal risk in the abstract.

> MARISA · FROM THE CHAIR
>
> "When I first worked with a fractional lawyer, I was struck by how quickly she ramped up. She had been in the same industry, with a similar company culture, and knew exactly the right questions to ask. She spent about a week getting to know the dynamics – and then she was fully integrated. Compare that to an articling student. It's night and day."

02

When fractional legal is *the right answer.*

Five situations where the model fits most naturally — from the solo GC without a bench, to the growth-stage company between "no lawyer" and a full legal team.

Five places the model *fits.*

Fractional support works in many situations – but it works best when it's planned into your legal architecture before crisis mode.

01 The solo GC who needs a bench — without a headcount request.

You don't need someone full-time, but there's work weighing on you: contracts, marketing queries, privacy programs, policy drafting. A fractional lawyer takes the desk work so you can be in front of the business, where you actually add value.

02 Surge capacity — crises, M&A, product launches, audits.

Moments when the business needs more of Legal than normal. A fractional lawyer embedded in the company keeps the unaffected parts of the business moving while you run point on the high-intensity work.

- **M&A** – integrations, harmonizing contracts, gate checks.
- **Audits** – months of support plus any remediation they surface.
- **Business-critical launches** – compliance, advertising, regulatory sign-off.

03 Specialized expertise you need episodically.

Privacy, employment, IP, complex commercial – domains that cycle through intensity. Fractional gives you depth on demand without carrying a specialist permanently. For a solo GC covering multiple practice areas, this is often the highest-value use of the model.

THE DISTINCTION WORTH DRAWING

A hard, one-off legal question with formal accountability? That's outside counsel. **Fractional is for sustained, embedded work** – someone actually doing the job over a defined period, building something or managing a function that requires context and continuity.

Five places, *continued.*

04 Growth-stage companies between "no lawyer" and a full legal team.

Founders signing contracts they don't fully understand. Employment issues getting messier. Regulatory exposure growing. Revenue and headcount not quite there to justify a $200K+ hire. Fractional is often exactly the right bridge – senior legal judgment for the hours you actually need, without overcommitting on overhead.

It's also the best way to figure out *what kind of GC you'll eventually hire*, before you hire them.

05 Parental leave coverage.

If you spread a departing lawyer's work around the team, you create burnout – or guilt them into cutting leave short. You want that person to come back recharged. Secondments from private practice often need significant ramp-up, which defeats the purpose. The right answer here is usually fractional.

— The pattern across all five.

What these situations have in common is **defined scope** and **sustained intensity**. Not a single question answered, not a permanent full-time seat – work that needs a senior lawyer embedded for a defined period, doing the job you don't have bandwidth for.

The companies that get the most from fractional aren't treating it as overflow relief. They're treating it as a planned layer – designed in before the gap appears.

3 days	~1 wk	5×
OFTEN ENOUGH TO COVER A SOLO GC'S DESK WORK	TYPICAL RAMP FOR A SEASONED FRACTIONAL IN A FAMILIAR INDUSTRY	MORE SCENARIOS WHERE IT FITS THAN WHERE IT REPLACES

03

When fractional *isn't* the right answer.

Being honest about the limits matters. Four cases where outside counsel, a full-time GC, or specialist firms are still the better call.

When it *isn't* the right answer.

Fractional legal doesn't work in every situation — and being honest about that matters. Four cases where something else is the right call.

01 · Not the right answer

Bet-the-company litigation.

When litigation will have a significant reputational or financial impact, expert litigation counsel – managed by someone with full institutional knowledge – is the right answer. That's an outside-counsel problem.

02 · Not the right answer

Specialized, high-stakes one-off advice.

A novel antitrust question. An import or tax issue that could affect a protocol. A food-law question that could halt a launch. These are discrete questions, not embedded programs – and they benefit from external accountability.

03 · Not the right answer

When daily leadership presence is non-negotiable.

Some companies need their GC in the room for every major decision – actively shaping culture, managing risk in real time, functioning as a business partner first. That takes full-time presence. Fractional can supplement it; it can't replicate it.

04 · Not the right answer

Complex M&A where availability has to be total.

Fractional can take a supporting role – overflow, specific workstreams – but the lead seat on a complex transaction needs total availability, plus deep institutional knowledge. Neither survives a part-time arrangement.

04

The *junior hire* trap.

The logic sounds right — bring it in-house, save on outside counsel. The reality rarely matches. Why a fractional senior is often the smarter first move.

The *junior hire* trap.

The logic sounds right: bring someone in-house, save on outside counsel.

The reality: you hire someone who can't handle the complex stuff, so you're still outsourcing it – and now you're also managing a person. The junior lawyer needs considerable handholding, mentoring, and time.

Sometimes that's the right call. Building a bench matters for succession planning, if the company can support it. But companies are making legal teams leaner. They're asking GCs to do more with less. Legal is often the last to get the headcount request approved – more sales, more marketing, fewer support functions. Legal rarely makes the growth case for itself.

In those cases, using political capital to secure a junior hire may not be the right move. I fell into the trap myself – totally focused on headcount rather than exploring alternatives.

A fractional senior lawyer who can support your team without handholding, without mentoring overhead, and without the HR investment – freeing you up to do exactly what your CEO asked for – is often the smarter first move.

"You hire a junior lawyer, you're still outsourcing the complex work, and now you're also managing a person."

— MARISA MUCHNIK · FORMER GC

THE JUNIOR HIRE PATH

What you think you're buying

- Lower hourly cost than outside counsel
- An in-house resource for daily work
- A bench for succession

What you actually get: complex work still outsourced, plus mentoring load.

THE FRACTIONAL PATH

What you actually buy

- Senior judgment from day one
- No mentoring or HR overhead
- Right-sized hours, not a full seat

What you free up: your own time for strategic work.

05

Where it creates *real leverage*.

Four scenarios with consistently outsized returns — the ones GCs come back to first once the model is part of their operating stack.

Where it creates *real leverage.*

Four scenarios where fractional legal consistently delivers outsized value – the ones GCs come back to first once the model is part of their operating stack.

A The commercial contracts backlog.

Every legal team has one. Sales is waiting on agreements. Procurement is ramping up. NDAs are piling up. As a GC, you're not using your skills properly if you're negotiating the jurisdiction on a standard NDA. A fractional commercial lawyer clears the backlog methodically – without consuming your bandwidth or burning firm-rate hours.

B The privacy program build-out.

Data mapping, policy drafting, consent frameworks, staff training. Real expertise plus a defined block of time. A fractional privacy lawyer builds it, implements it, hands it off, and steps back. You don't need that depth on your payroll permanently.

C The employment spike.

Restructures, reductions in force, performance management disputes. Employment issues come in waves. A fractional employment lawyer for the spike – rather than a full-time specialist you don't need year-round – is exactly the right structure for most mid-market legal teams.

D The fundraise or transaction.

Series B, debt issuance, any transaction – specialized expertise and intensity that don't last forever. A fractional lawyer who has been through 40 fundraises brings pattern recognition: spotting issues before they become problems, moving on documents, knowing what's market. That experience is hard to replicate.

06

How GCs *misfire* with it.

Four ways the model gets undercut — each recoverable, but worth designing against from the start. Lessons from the chair.

How GCs *misfire* with it.

Four ways the model gets undercut. Each is recoverable — but worth designing against from the start.

01 Using it reactively instead of by design.

The most common misfire — and the one I lived. You call for fractional support in crisis mode, already behind, and the fractional lawyer is starting cold. You're also not as available as you'd like to be, because you're focused on the crisis. The companies that get the most value build it into their operating model **before** they need it.

02 Not giving fractional lawyers enough context.

The biggest reason fractional lawyers underperform isn't capability — it's onboarding. Treat them like outside counsel (arms-length, minimal briefing, available as-needed, cut off from internal systems) and you'll get outside-counsel results. The lawyers who perform best get access to the right people, the right documents, and a real understanding of the business.

03 Treating it like an outside counsel engagement.

Fractional isn't a per-hour engagement where you're requesting scoped opinions and monitoring every unit of time. It's an embedded relationship. If you're billing-hour constrained in how you engage them, you're undercutting the whole model. In practice, Goodlawyers are frequently given company email addresses and become practically indistinguishable from employees — that's the level of integration this model is built for.

04 Underestimating the integration piece.

A fractional lawyer who isn't plugged into your systems, cadences, and key stakeholders is going to feel like an outsider. That's fixable — but it requires deliberate onboarding, not a forwarded email thread and a login. Treat them like a new team member, because functionally, they are one.

07

Building it into your *operating model*.

A framework for the GCs getting this right — a core in-house team, plus a deliberate fractional layer for depth and surge. Designed before the pressure arrives.

Building it into your *operating model.*

The first step is an honest audit of your legal function. What are you spending time on that you shouldn't be? What keeps getting pushed to the bottom of the list? Where do you know you don't have the depth you need? What would you like to do *more* of, for your own internal career trajectory?

For me, the answer was being more present in business meetings and advising on non-legal topics – which I couldn't do while buried in contracts. **Those gaps are where fractional fits.**

Then think ahead to where the surges come. If your company runs an annual product launch cycle, you know when commercial review gets heavy. If M&A is on the horizon, you know what's coming. Build the fractional layer before the pressure arrives, so the relationship and the context are already in place.

The model that works.

CORE LAYER

Your in-house team

- Strategic counsel to the CEO and board
- Institutional knowledge and culture
- Cross-functional relationships
- Full-time presence in leadership

FRACTIONAL LAYER

Depth & surge on demand

- Specialist expertise for defined periods
- Surge capacity for M&A, audits, launches
- Program builds (privacy, employment, IP)
- Contract backlog, parental leave cover

THE REFRAME

The GCs getting this right aren't asking *"can we afford fractional support?"* They're asking *"what does my legal function actually need to look like, and what's the most efficient way to build it?"* Fractional is one answer to that question.

A note on *Goodlawyer.*

"This is the model Goodlawyer is built for – experienced lawyers who work across multiple clients and bring that pattern recognition with them."


MARISA MUCHNIK · FORMER GC

Because Goodlawyer lawyers are embedded across a range of companies and industries simultaneously, they tend to spot issues faster, move more efficiently, and bring a pragmatism that comes from having seen the same problem solved fifteen different ways.

I've lived it myself – and wish I'd known sooner. That's not a pitch. It's just how the model works. Worth knowing about.

Embedded	Senior	Planned
LAWYERS OPERATE INSIDE THE BUSINESS, NOT BESIDE IT	FORMER IN-HOUSE COUNSEL, NOT JUNIORS BUILDING A BOOK	DESIGNED IN ADVANCE, NOT CALLED IN AT THE GAP

IF YOU TAKE ONE THING AWAY

Don't wait for the gap to discover what fractional legal can do. Audit your function. Map the surges. Build the layer before you need it – and run the core-plus-fractional structure as a deliberate design, not an accident of crisis.

Voices *from in-house.*

"Goodlawyer's fractional model was a game changer – senior talent who integrated seamlessly, required minimal onboarding, and handled complex work immediately."

Alice Davidson
GENERAL COUNSEL · TIPALTI

"We needed an exceptional lawyer, and Goodlawyer delivered. Our fractional hire integrated seamlessly from the outset, delivering results that ultimately led us to bring them on full-time. We look forward to working with Goodlawyer again."

Niamh Pollak
VP, LEGAL · CLIO

"Goodlawyer helps our legal team drive critical commercial and vendor relationships through fractional support, parental leave coverages and specialist counsel."

Kosta Starostin
VP, LEGAL · COHERE

"We secured top-tier legal talent and gave our legal leaders peace of mind. Knowing their roles would be well managed during parental leave, building confidence and strengthening our legal function."

Tariq Remtulla
SVP, GENERAL COUNSEL · PARKLAND

AFTERWORD · BY THE AUTHOR

If I Could *Start Over.*

If I could go back and rebuild my legal function from scratch, I'd do it differently – and most of what's in this guide is what I'd do.

I'd stop equating "the function" with "headcount." A legal team isn't a roster; it's an architecture. A small core of people who carry the company's context, AI legal tools, plus a fractional layer that flexes with the work. That's the shape I wish I'd designed in from day one.

I'd be more honest about what fractional legal actually is. Not temp staffing. Not cheap outside counsel. Not a stopgap. A deliberate, senior layer – people who've sat in the chair before, who think like insiders, and who can carry defined scope at sustained intensity without being managed into the work.

I'd resist the junior-hire reflex. The logic sounds right until you live it: you're still outsourcing the complex work, and now you're managing a person on top of it. Senior fractional, three days a week, does more for the function – and usually costs less.

> *"The GCs I admire most aren't the ones with the biggest teams. They're the ones who designed their function on purpose – and built the fractional layer in before they needed it."*
>
> — MARISA MUCHNIK

And I'd plan it in early. Audit the function honestly. Map the surges before they hit. Decide what the core has to own and where the fractional layer carries the load. The companies getting the most out of this model didn't stumble into it during a crisis – they architected it before the gap appeared.

That's the guide. That's the plan I wish I'd had.

BOOK A CALL WITH MARISA

Let's map the fractional layer *for your team.*

Thirty minutes with Marisa Muchnik — former General Counsel. Walk her through your function and where it's stretched, and she'll sketch what a core-plus-fractional structure could look like. If it isn't the right answer for you, she'll tell you honestly.

Book a call with Marisa →