

# Former Odebrecht lawyer Adriano Maia talks new chapters

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Adriano Maia left behind an in-house career at the Odebrecht Group to found his own law firm last year. He tells LACCA what it was like helping legal for Odebrecht during testing times, how GCs can weather any storm – from covid-19 to corruption – and what they should demand from external counsel to build a strong business strategy, whatever the crisis.

After an in-house career spanning three decades at Brazil's perhaps most (in)famous company, Adriano Maia's move to private practice

last year was an accumulation of everything he had learnt sitting on the company side of the negotiating table. His new chapter is now well underway and he considers it a reversal of what he is used to. “Using my past experience to build my own practice with partners who have also come from in-house is a career fulfilment of mine and also a big challenge,” says Maia. “I’m literally changing sides – I used to be the one hiring law [firm] services and now I am rendering them.”

A self-confessed “entrepreneur and challenge-driven person” Maia knew setting up his own firm would be a task he could happily embrace. “I felt it was time to develop something of my own after many years working as an executive of a big conglomerate,” he says. “I reckon this is a feeling everyone [working in-house] has at some point in their career.”

VMB Jurídica opened for business in mid-2019. It comprises four senior partners (all former legal counsel at Odebrecht and its affiliate companies) and a team of associates who focus on corporate law, spanning compliance, corporate governance, fraud investigation, dispute resolution, M&A and infrastructure projects (with Maia focusing on the last two). The firm also offers advice to companies in need of crisis management guidance, a hot topic for GCs right now given the global pandemic.

Finding the right time to move from in-house to private practice “will always be tricky,” Maia says, but trusting your instincts can often be the best option. He went with his gut. “After the Odebrecht Group concluded the execution of its main plea bargain and leniency agreements in 2018, I realised it was just the perfect timing to close on a cycle and capitalise on my experience and reputation to launch my new project,” he says.

Maia worked as general counsel and executive officer at Odebrecht and its civil engineering group OEC between 2016 and 2018. He held that same double title at Odebrecht TransPort between 2013 and 2016, during which he helped the transport giant structure and win bids for concession contracts for Rio International Airport, São Paulo City

Subway Line 6 and the BR-163 Federal Highway. His past career also includes stints as legal counsel at Odebrecht Energia between 2008 and 2012. He moved between petrochemicals affiliate Braskem and Odebrecht early on in his career as legal counsel during the 1990s and 2000s.

His leadership skills were most put to the test when he had to coordinate several plea bargains and leniency agreements on behalf of the Odebrecht Group within the context of Operation Car Wash. As has been well documented in recent years, Odebrecht admitted to paying US\$788 million in bribes across 12 countries (petrochemicals company Petrobras, alongside politicians, governors and other businesspeople were also involved).

Maia worked on over 100 settlements that derived from Operation Car Wash, including a leniency agreement which was known in Brazil as the "end of the world plea deal." It was signed between Odebrecht and Brazil's Public Prosecutor's Office and provided for the deposition of 78 of Odebrecht's executives, including its former president Marcelo Odebrecht. The company ultimately agreed to pay fines worth US\$3.5 billion, 80% of which would go to the Brazilian state.

Maia and the legal team had a tough task. "It was a huge undertaking," he recalls. "The commitment and dedication of the in-house legal team were crucial to achieving results in different countries and with different authorities." Maia is proud of the leading role he took in negotiating settlements and cooperating with authorities on behalf of the company to address and remediate wrongdoings. "It was a fundamental first step in the right direction of establishing an ethics and compliance culture in the group," he says. "As a lawyer, this was a tremendous professional challenge."

"Handling plea bargaining negotiations, monitoring activities and supporting the implementation of a solid compliance programme all at once in very adverse conditions – while helping to keep the group afloat – was a massive undertaking," he says.

In such circumstances, Maia urges lawyers to use their “business general knowledge” to provide the most effective counsel to their companies. They must also follow the highest ethics and compliance standards. “Sometimes GCs have to say no,” he says. “You should always be prepared to present options so your business knows what safer pathways it can take to reach its goals.”

Covid-19 represents a different kind of storm and its associated economic crisis threatens to push companies to their limits. This opens a door for in-house counsel to re-evaluate their procedures and methods. These unprecedented times can be an opportunity, says Maia, for legal teams to shift their business models to become more sustainable – “environmental responsibility and sustainability will become even more central from now on” – and in turn become more efficient and commercially viable in the long-term. “Crises of this size bring a lot of transformation and consequently a lot of opportunities” he says. “It is time to make a ‘legal turnaround’ in your companies.”

Operating a relatively new law firm in the time of covid-19 has not been easy. Companies are used to meeting their external counsel face to face to develop legal strategies. Fortunately, Maia’s prior experience on the other side of the table has helped him recognise what is needed to adapt to and satisfy legal departments’ needs. “The need for meetings and the development of legal services are perfectly adaptable to the communication and technology tools available,” he says, emphasising how smoothly teleworking has been. “I view the pandemic as an opportunity for law firms with adaptable and creative approaches to thrive.”

Maia is confident his long in-house career positions him well to understand what corporate clients need from their external counsel. He is aware of the expectations companies have when hiring law firms – including fee flexibility, proactivity and the ability to give astute advice when circumstances make clients even more time and cost sensitive than normal. His strategy is to advise clients as if he were a GC, figuring out all the nuances that only a lawyer behind the scenes

would truly understand. “We will behave as we did in the past as in-house counsel: understanding business goals and advising clients on legal strategies that take into consideration other aspects of the business relevant to those decisions.”

This means going beyond giving simply legal advice. Legal teams looking to pack a punch commercially often use various sources of inspiration – working with non-legal professionals is one – but external counsel can also be a business partner from which the legal department can learn. “The idea is not for us [as external counsel] to only point out legal risks, but also to put a business strategy forward, helping the client with its execution and sharing the risks and rewards of the results,” Maia says.