

## **Running Toward the Fire in Your In-house Career**

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CLO, Armstrong World Industries

Austin So

When a company hits turbulence, many in-house lawyers might start looking for the exit. But for <u>Austin So</u>, CLO at Armstrong World Industries, those are the moments that define a career — not derail it.

Time and again, So has chosen to run toward the fire, stepping into roles and challenges others might avoid. That mindset has shaped a remarkable in-house journey, one built not just on resilience, but on reflection, service, and bold decision-making.

So lives by a simple but powerful principle that he learned from his father, a concept crystalized in hedge fund manager Ray Dalio's formula: **Pain + Reflection = Growth.** It's a mindset that has guided him through the hardest chapters of his in-house career — times when failure wasn't just possible, but probable.

The key, he says, isn't avoiding discomfort. It's learning from it. Here's how he puts that mindset into practice:

- **Take big swings.** Playing it safe rarely leads to breakthrough moments. So looks for roles and projects that stretch his limits, even if the outcome isn't guaranteed.
- Fail often and fail well. Failure isn't the end; it's part of the process. What matters is how

you show up afterward — with accountability, perspective, and a willingness to adjust.

 Use pain as a catalyst for growth. Growth doesn't come from comfort. It comes from asking hard questions in the aftermath of tough experiences — and being honest about the answers.

### **Q&A** with Austin So

#### ACC:

At your previous company, you faced just about every bet-the-company crisis a public company can face. Describe that experience, how you persevered through stress and fear, and how your journey there shaped your career.

#### So:

I've failed countless times in my life and career. But I learned long ago from my father that to become great, you need to fail often and fail well. It's a credo that has been repeated throughout history by many great thinkers and doers, from Confucius to Marcus Aurelius to Henry Ford and Thomas Edison. But I like Ray Dalio's version best: Pain + Reflection = Growth.

At my prior company, the first two years were an unrelenting onslaught of crisis after crisis with no end in sight. I had to quickly evolve — not just as a general counsel but as a business leader, stepping well beyond Legal to whatever the company needed.

I knew I would make mistakes, suffer setbacks and fail often. But I also knew that if I persevered through the waves of bet-the-company crises, I would grow like I never could elsewhere. Each crisis was an opportunity to grow, and whenever and wherever there was a problem to be solved, a department to be fixed or a sale to be made, I relished that opportunity. I ran toward the fire — time and again.

If you're going to freak out, freak out in private.

#### Austin So

Here's the short version: I was at my prior company for 6 years as General Counsel. In the first two years alone, we lived through the stock falling from US\$30 to 52 cents; multiple years of financial restatements; a relentless churning of the C-suite with four CEOs, four CFOs and four COOs, at times leaving me as the only remaining member of the C-suite; an aggressive and misguided SEC investigation; multiple securities class actions; near-delisting from the NYSE twice; and an activist investor seeking change of control.

At the same time, I began building an internal legal department from scratch — the first ever at our US\$1 billion public company — and completely overhauling our vast and deep outside counsel relationships.

Each of these monumental challenges felt like moving a mountain — but I was trying to move a dozen mountains at the same time.

This was not what I'd signed up for. And there were times when I thought of quitting. There was no light at the end of the tunnel, and the bet-the-company problems just kept piling up, one after

another. An unrelenting onslaught.

But throughout my career and life in general, I've often identified with a UFC fighter known as the "Korean Zombie." He's renowned for getting back up each time he is knocked down. He may be a bloody mess, but he'll keep coming. As it happens, I did some mixed martial arts training a couple of decades ago and sparred in the cage a few times. I was outclassed every time, but I also never stopped pressing forward. That is probably why he resonated with me.

Like in the cage, I've been knocked down time and again in my career — I've taken big swing and failed more times than I can count. But each time, I learned from my failure and grew from it just a bit, becoming a better lawyer and better leader. **Pain + Reflection = Growth.** 

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I reminded myself of that formula to get through some of the toughest days. I also drew upon the strength I developed from one of my big failures. I'd started a law practice of my own after many years at Big Law, which was a risky and rare and strange proposition, certainly at that time. Business was great for a while, but a key client failed to pay its legal fees for almost a year, and I ended up suing that client. I recovered my fees, but I lost an anchor client.

There was a stretch of sleepless nights when I worried about making mortgage payments for the fancy Manhattan condo where my wife and I lived with our newborn son. It was not easy, but I managed to fight through that adversity and came out a changed man.

So as scary and stressful as, for example, an SEC investigation is, it paled in comparison to my many failures. Don't get me wrong: When I came back from lunch one day and saw an SEC subpoena sitting on my desk, I felt every bit of the weight of the federal government on my back. But the grit and resilience I developed from my failures gave me the strength and confidence to steel myself for the fight.

And believe me, I fought tooth and nail for three years against an investigation that I thought was utterly misguided and unjust. And towards the end, when the SEC offered to settle against the company — but not two former executives who were individually named as defendants — I refused to settle. I could not claim victory and leave our guys hanging in the wind and risking an unjust fate.

Particularly for one former executive, who was a young guy at the time, anything less than a complete clearing of his name would likely mean the end of his career. Ultimately, the SEC agreed to a global settlement that spared the executive's career and imposed a small, symbolic fine against the company without any admission of wrongdoing. (And of course, a global settlement was also better for the company.) I took a big swing and hit a home run.

By the time I left the company, we had fought through all the bet-the-company crises and turned the company around. And by running toward the fire over and over again during my tenure, I gained more than 20 years of experience in my six years there and managed through countless problems that most GCs would never face in their entire careers.

Life is going to suck for a while, but you will get through it.

Austin So

ACC:

Crisis leadership often demands more than legal expertise — how did you position the legal department as a strategic partner to the board and C-suite during some of those most critical inflection points?

So:

In a crisis, it's all hands on deck. Titles and job descriptions don't matter. If you can help, you help. And a leader needs to demonstrate that mindset and instill it not just in his own team but throughout the company, across functions.

I established a set of principles for my various teams, one of which was: "Company before function." We don't work in silos, we are a core part of the Business, and we do whatever we need to do to for the company to win.

Not only was I active in setting our corporate strategy in the boardroom, but I also restructured and led non-legal functions, like the HR and Trust departments. I also helped drive revenue — sometimes by actually participating in a sales pitch. No task was off-limits or too small: Heck, I would often go on doughnut runs to help improve morale at our headquarters during the darkest days.

By demonstrating that my team and I were more than just strategic partners and that we were part of the business, and that members of my team were willing to help not just on legal matter but on anything that helps the company win, the board and C-suite recognized the far-reaching value my team brought to the company.

I brought to Armstrong this perspective of in-house lawyers being businesspeople first. The same is true of other support functions. Each of my teams — Legal, Government Relations, Sustainability — is not just a strong support function, not just a great business partner, but part of the business itself. And the business of the business is to generate the next dollar. That's a core part of our fiduciary duty to our shareholders, and that's the ethos by which my teams live.

Keep your mind open and your mouth shut.

Austin So

For example, Legal proposed the idea of "Innovation Awards," oversaw its planning, and hosted this first-ever event. It was a summit that gathered all of our scientists across the various companies we own, and a celebration the innovators who continually improve the spaces where we live, work, heal, and play. It also fostered better collaboration across different subsidiaries, which had often worked in silos. Innovation Awards was such a success that our CEO insisted we make it an annual event.

As another example, last year, I came across a potential tax credit under the Inflation Reduction Act for our newest innovation — a ceiling tile that saves up to 15 percent of HVAC-related electricity costs. We did not have a Government Relations function, so I took it upon myself to begin lobbying for clarification that our technology qualifies for the tax credit and got language inserted into Treasury

regulations that gave our customers that clarity. And as the House and the Senate worked through the various proposals that ultimately comprised the One Big Beautiful Bill, my nascent GR team lobbied hard to protect the tax credit. In the end, we secured a potential tax credit of 40-50 percent for our customers, which in turn will help drive Armstrong's revenue in a meaningful way.

#### ACC:

For in-house counsel facing similarly complex, multi-front crises, what frameworks or mental models did you rely on to make sound judgments under pressure?

So:

I want to be helpful to your readers, so I'll be completely candid. Whether I deserve it or not, I somehow managed to develop a reputation as a GC who is calm and unflappable under pressure. I know this because of consistent feedback I've gotten over 15 years as a GC from dozens of board members, CEOs and other leaders. But the truth is, I experience the same emotions everyone else does when the house first catches fire — panic, fear, and stress.

So what are the steps I take to make sound judgments and persevere through complex, multi-front crises? First, **if you're going to freak out, freak out in private**. It does no good to show your teams or your colleagues that you're afraid. Get that out of your system.

Second, remind yourself that Pain + Reflection = Growth. Life is going to suck for a while, but you will get through it. And when you do, you will have grown as a GC, or as an aspiring GC. If you're the latter, you'll be one big step closer to the GC seat. Focus on that end result, run toward the fire, and embrace the crisis as an amazing opportunity to get closer to your ultimate goal of becoming a GC.

Third, **keep your mind open and your mouth shut**, so that you can benefit from a diverse set of perspectives from your team, your colleagues and outside advisors. Have a trusted circle of friends, mentors, family members and professionals who will challenge you vigorously and help refine your thinking rigorously — you need people who will tell you bluntly and brutally that you have spinach stuck in your teeth.

Lastly, make the call. **Don't be afraid to make the decision.** You may fall flat on your face, but remember, Pain + Reflection = Growth. If you make a mistake, own it, reflect on any flaws in your decision-making process, and grow from it.

It will get easier with each big challenge you overcome, so get more practice — run toward the fire whenever you see one. Or put another way, be like the Korean Zombie: Take the hits and get back up.

My only talent is the ability to withstand a lot of pain. And that ability comes from having gone through a lot of pain. As I mentioned earlier, if you've ever faced the fear of being unable to pay the mortgage for your wife and newborn child, everything else seems not so scary.

Make the call. Don't be afraid to make the decision.

Austin So

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That's great advice for aspiring GCs. Is there anything else you'd like to share with the ACC membership?

So:

I'm now a three-time GC and have led multiple teams in my career, and many of my former reports now lead their own teams. I would tell your readers the same thing I tell my mentees: When you become a leader, demand excellence but lead with kindness.

What I mean by that is that a good leader combines high expectations with high support. That concept comes from a great book on parenting I recently read, but it's equally applicable to business and leadership. When you set high expectations with low support, you may be like that coach who yells and throws chairs. When that's flipped, you're a coddler who is keeping your team member from achieving his or her full potential.

It's important to lead with kindness because that is how to get the best out of your team. But you also have a fiduciary duty to your team as a leader — to help them achieve their potential as professionals and thrive at their jobs, and that necessarily means being happy at work. You are quite literally the most important factor in whether an employee on your team thrives at work or suffers, both professionally and emotionally. And your responsibility as a leader is even more important when you consider that any misery you cause your employees will likely bleed into their personal lives, and to their families' lives.

So set high expectations and demand excellence and provide the high support your team needs to meet and exceed those expectations.

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