

# On the front line...

Reflections of a general counsel from his experience of being involved in one of the world's largest rail-metro projects from inception to completion to operation.

In February 2012, while working in a private practice law firm in the UAE and Qatar, I was tasked by the government of Qatar with drafting the foundation contracts for the design, construction and operation of the Doha Metro project. The metro was to comprise 140km of tunnels and track, with 31 underground stations and six at grade level.

The initial five construction packages went to a bidder list of local and international contractors in May 2012. I was then given the opportunity to be the initial general counsel of the Qatar Railways Company (QRC) and to join the project on a permanent basis – which I accepted, coming onboard in August 2012.

QRC was effectively brand new, as it had been formed to deliver the metro project just a year before. At the start of 2012, it had a staff of 35 which grew to 450-plus during the project, while the manpower on the project exceeded 84,000 by 2018. Most of the staff had never worked together before or indeed in the Middle East, and the country of Qatar had never seen a railway let alone a full metro system.

Amongst the many challenges, as general counsel I was tasked with establishing and staffing the Legal Department, and produce directly, or in conjunction with the business units, all the documentation and contracts, purchase orders and service agreements that the organisation would need to operate and deliver the project. Additionally, the laws and regulations needed to be drafted to authorise a range of rail activities, and the powers and authority of Qatar Rail.

History shows that the project was designed, constructed and brought into operations in record time. The first construction contracts were signed in June 2013. Less than six years later, the first operations commenced in May 2019, with the metro fully-operational by November 2019.

Along the way, the project met and

exceeded many international benchmarks for world's best practice. Incidents of lost time injury were the lowest of any comparable project. With 21 tunnel boring machines operating at one time, a new Guinness Book record was set.

Details of the Metro can be seen at [www.qr.com.qa](http://www.qr.com.qa) and then to 'Qatar Rail' and 'Projects' for the individual lines and stations.

The QRC Legal Department grew to a 21-member team, comprising of local and international lawyers, and support staff. I completed my service on the project in March 2020 after more than eight years of being part of one of the most significant projects for the country of Qatar. Professionally, I felt that in the crucible of the metro project, the QRC Legal Department had experienced just about every possible challenge a legal department could possibly face and also met its goals.

As I reflect on the work that the Legal Department had carried out, and the legal services we provided, there are a number of lessons-learned that are worth capturing and discussing.

## THE LESSONS LEARNED

### Drafting style - where English might not be the first language for all

**Internal Communications:** A critical challenge for all in-house legal departments is to produce communications that are effective, clear and understood by the recipients. In the Middle East, it is axiomatic that English is not likely to be the first language of many in your senior management group or your CFO, CEO and COO. The QRC Legal Dept. established from the start drafting protocols for all internal communications to ensure that our messages were comprehensible as much as possible. Simple things make a difference. Sentences were kept to one or two lines. Short summaries of facts or background, not assuming that they are already known,



were included. What is the essence of the issue? What does the Legal Department recommend? And most importantly, the consistency in the format of advice. Personal writing styles should be avoided.

**External Communications:** QRC prepared many documents that were for third party use, including particularly, members of the public that were to travel on the metro. For example: The Conditions of Carriage<sup>1</sup>, i.e., the terms of the contract that came into existence when a person bought a ticket.

For these types of documents, we not only followed the drafting protocols noted above, but we also sat with our translators and worked through the choice of words and sentence structures to optimise the bi-lingual formatting. I cannot stress how valuable this process was. There were many occasions where we would rearrange the subject/object/verb in a sentence, to enhance clarity in the Arabic version.

#### **Be accessible and know your clients personally**

In the setting of a project such as the Doha Metro, there was a great deal of pressure for support services, e.g., legal; procurement; HR to meet the needs of the delivery sections of the company. In fact, quite correctly, the requirements of the Delivery Department were paramount.

On a live project (or in a busy and competitive business), communications need to be quick and effective, and decisions made equally as fast. But as many lawyers may know – or maybe not so much – there is commonly a degree of reluctance in business units to engage the Legal Department for reasons not always understood. It might be a perception of the *ivory tower syndrome*?

To break down these barriers and to facilitate good communication, we always tried to visit our clients at their site offices or in the field. I cannot 7 the value earned by



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sitting with your client in his setting, be it an office or a site shed. It is an environment that facilitates better communication and of course, if not only for the fact that the client is surrounded by materials and information that he can access to brief you.

Now, I know that in 2022 we are bound by restrictions due to COVID-19. But the essence of this lesson-learned is that an in-house lawyer should be seen as available and accessible. Face-to-face, or the Zoom equivalent, should be the norm. The impersonal distance created by emails as the sole form of communication should be avoided.

#### **Internal Web Portal**

It is an effort to create an internal web-type portal for the Legal Department. But if you can summon the strength to do it, it will pay great dividends.

What is the portal about? Primarily, it is to house the forms of agreements and standard form documents that the business uses on a day-to-day basis. It might seem to be quite a bland exercise. However, after setting up a portal at QRC, we found that many end-users were very keen to read and understand the company's forms of contract or purchase orders or other agreements so that they could approach the Legal Department on an informed basis and with the necessary instructions already prepared. A web portal of that type builds valuable bridges between the legal department and the business units in the company. It is good news for all, if your instructions are well thought out and complete before they sit with you.

#### **Attention to Wrapping up & Completion**

It's perhaps a bit surprising that this has to be mentioned – but attending to the detail of post completion issues is a function of the in-house legal team that must be assiduously undertaken.

It is easy to let these things slide following the 'success' of a contract signing or some form of real estate or financing completion.

At its simplest, a post-completion action list should be drafted before settlement and an attorney needs to be assigned with either doing or overseeing the actions until all done.

At QRC, the Legal Department undertook to make and distribute A5 physical and e-copies; establish links to the contracts placed on the central server; e-copies sent

to the Contracts and Finance Departments; contract summaries (2-3 pages) were sent to management and the list went on. These forms of post completion activity are not only necessary but make for very good relations with all end-users.

#### **MAXIMISE VALUE**

Of course, there are many other lessons derived from providing legal services in the intensity of a major project. Quality of work products, the value of internal, peer-type reviews of an advice before it goes out, meeting deadlines and being responsive, are all day-to-day features of all in-house teams – but perhaps slightly heightened with the urgency of a project under construction.

If there was a single, standout lesson, it is that effective in-house counsel will constantly strive to understand not only the needs of the business they support but also the people that make the business succeed. You will mould, contour and continually refine your services and work products to be a highly-valuable resource to the organisation. 📌

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*1. The QRC Conditions of Carriage can be accessed at: <https://www.qr.com.qa/home> and then to "Our Policies" – both English and Arabic.*

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