

HAMLIN UNIVERSITY SCHOOL OF LAW

**CORPORATE COUNSEL PRACTICUM
SPRING 2011, MONDAYS 6:00 P.M.**

**JANUARY 31
(1 hour)**

STUDENT INTRODUCTIONS

General Counsel Survey of Law
Essential Corporate Documents
Fundamentals of Corporate Structure
Four Constituencies
Writing that can get you in trouble

FEBRUARY 14

**INTERNAL MANAGEMENT OF LAW
DEPARTMENT**

Organizational dynamics
Role of General Counsel
Hiring and staffing
Billing policy
Marketing the law department
Reporting to the Board
Calendars, checklists, ticklers
Budgets
Subject matter files, case files
Legal audits

FEBRUARY 21

**PREPARING FOR AND CLOSING A
DEAL**

Non-disclosure agreement
Letter of intent
Negotiation
Document preparation
Changes/revisions
Closing checklist/closing

MARCH 7

MANAGING OUTSIDE COUNSEL

Policy and procedure
Transactional
Litigation management
Budget, cost controls
Reporting systems/communication
Retainers
Settlements

MARCH 14

**PROFESSIONAL RESPONSIBILITIES
OF IN-HOUSE COUNSEL**

Who is the client?
Advisor/advocate
A/C privilege

BOARD OF DIRECTORS

Business judgment rule
Duty of care
Duty of loyalty
Conflicts of interest
Insurance and indemnification

**MARCH 21
(1 hour)**

OTHER ADMINISTRATIVE AREAS

Paralegals
Law department manuals
Technology/automation

STUDENT WRAP-UPS

**WE MAY MOVE AROUND IN THE SYLLABUS BASED ON WHAT SUBJECTS
ARISE DURING CLASS DISCUSSIONS. FEEL FREE TO CALL ME WITH
QUESTIONS. PLEASE CHECK MONITORS FOR SCHEDULE CHANGES.**

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Required Reading: None. Just review materials distributed in class.

Goals:

1. Provide an understanding of the realities of practicing as in-house counsel including conflict issues.
2. How to blend legal and business strategy.
3. The base line risk management function of in-house counsel.
4. The broad scope of the practice of law in-house.
5. Law Department economics and management.
6. Current trends in corporate counsel practice.

Attendance: Regular attendance is required. Try to make all classes because there are so few.

Grading: Pass/Fail (based on attendance and participation)