

**HAMLIN UNIVERSITY SCHOOL OF LAW**

**CORPORATE COUNSEL PRACTICUM  
SPRING 2009, MONDAYS 6:00 P.M.**

**FEBRUARY 9  
(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 16**

**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 23**

**PREPARING FOR AND CLOSING A  
DEAL**

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

**MARCH 9**

**MANAGING OUTSIDE COUNSEL**

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

**MARCH 16**

**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 30  
(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.**

**Tom DeMatteo, Esq.  
ABC Bus Companies, Inc.  
General Counsel & COO  
Telephone: (507) 334-1871  
Facsimile: (507) 334-0246  
E-Mail: [tdematteo@abc-companies.com](mailto:tdematteo@abc-companies.com)**

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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)