

USC Gould

School of Law

EXPLORING THE ROLE OF IN-HOUSE COUNSEL

Spring 2021
Wednesday 2:00-3:50
LAW 783

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COURSE OVERVIEW

In this course, you will be asked to place yourself in the shoes of the General Counsel or an attorney reporting to the General Counsel and learn how to analyze and respond to a broad range of matters impacting public and private companies. Working in-house requires good judgment, leadership skills, and the ability to quickly and efficiently handle various legal and commercial issues that may arise. This class will focus on practical simulations and discussions based on, or largely derived from, actual legal matters that current corporate legal departments are experiencing today, and will expose students to the range of issues and challenges faced by in-house lawyers.

Topics are expected to include, but are not limited to, the role of the board of directors, how in-house lawyers communicate and interact with business executives and teams, managing outside counsel and handling matters in-house. By necessity, most in-house counsel are generalists and must possess fluency in a number of areas such as corporate governance, risk management, finance, intellectual property, litigation, M&A transactions, employment and HR issues, and contracts. Selection of issues covered will depend on student interest and current events.

For students aspiring to work in-house, this class will provide familiarity with the environment in which in-house counsel work, and the types of challenging issues they face on a day-to-day basis. The seminar also is suitable for those wishing to work at law firms. In order to better serve their corporate clients, outside counsel must understand the challenges, and align themselves with the objectives, of the in-house counsel that hire (and fire) them.

Enrollment in this seminar is limited to 10 students.

Required Text: *The Inside Counsel Revolution: Resolving the Partner-Guardian Tension* by Ben W. Heineman, Jr.

CLASS MEETINGS

We will meet each **Wednesday at 2:00pm**. Attendance is mandatory. If you have a scheduling conflict and cannot make it to class, please email me in advance to let me know. Missing more than two classes will impact your grade.

OFFICE HOURS

My office hours are on **Tuesday from 9:30-11:30**. If you want to schedule a specific time to talk, feel free to email me. You are also, of course, free to email me with questions.

COURSE REQUIREMENTS

Your grade in this one-credit seminar will be based on two presentations and assignments (for a total of 75%) and class participation (25%).

A. Assignments

Students are split into teams of two to three to present on each class's topic. All students are expected to participate in their teams' presentation.

75% of your grade will be based on your presentations and short assignments. The short assignments will be due a week after they have been handed out, and you are welcome to work in small groups in order to complete them. We will spend time going over the assignments in class together after they have been turned in.

B. Class Participation

In addition to your group presentations, you are expected to participate in class discussion every week. This is a crucial component of your experience in the seminar and of your classmates' experience as well. In order to participate effectively, you will be expected to have completed the readings before each class session.

LEARNING OUTCOMES

1. Understand the role of in-house counsel
2. Appreciate the relationships between the in-house counsel and other company stakeholders
3. Be able to recognize and resolve ethical dilemmas that in-house counsel may encounter
4. Learn how to communicate effectively with the board of directors and senior executives
5. Learn how to prioritize business goals while providing sound legal advice.

COURSE SCHEDULE

	Topics and Required Reading	Assignments
Week 1	Introductions Administrative Matters Introductory Case Study	
Week 2	Chapter 1: <i>Introduction: The Inside Counsel Revolution</i> Chapter 2: <i>The Lawyer-Statesman Ideal</i>	
Week 3	Chapter 3: <i>Partner-Guardian Realities</i> Chapter 4: <i>The Cultural Imperative</i>	
Week 4	Chapter 5: <i>Compliance and Legal Hazard: The Essence</i> Chapter 6: <i>Ethics: The Complexity</i>	
Week 5	Chapter 7: <i>Risk and Crisis Management</i>	
Week 6	Chapter 8: <i>Governance: The Board Relationship</i> Chapter 9: <i>Citizenship and the Primacy of Public Policy</i>	
Week 7	Chapter 10: <i>Leading the Law Department</i> Chapter 11: <i>Law Firms – and Alternatives</i>	

STATEMENT ON ACADEMIC CONDUCT AND SUPPORT SYSTEMS

Academic Conduct:

Plagiarism – presenting someone else’s ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in *SCampus* in Part B, Section 11, “Behavior Violating University Standards” policy.usc.edu/scampus-part-b. Other forms of academic dishonesty are equally unacceptable. See additional information in *SCampus* and university policies on scientific misconduct, <http://policy.usc.edu/scientific-misconduct>.

Support Systems:

Student Support Generally

JD students may contact the law school’s Student Support Office in Room 104 or studentsupport@law.usc.edu regarding any academic or personal issues; other law students should contact the Graduate and International Programs Office in Room 105 or llm@law.usc.edu. All USC students and families may obtain assistance from USC’s office of Student Support and Advocacy, studentaffairs.usc.edu/ssa or (213) 821-4710, in resolving a range of complex personal, financial, and academic complex issues.

Student Counseling Services (SCS) – (213) 740-7711 – 24/7 on call

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

engemannshc.usc.edu/counseling

National Suicide Prevention Lifeline – 1 (800) 273-8255

Provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week. www.suicidepreventionlifeline.org

Relationship and Sexual Violence Prevention Services (RSVP) – (213) 740-4900 – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender-based harm. engemannshc.usc.edu/rsvp

Sexual Assault Resource Center

For more information about how to get help or to help a survivor, as well as rights, reporting options, and additional resources, visit the website: sarc.usc.edu

Office of Equity and Diversity (OED)/Title IX Compliance – (213) 740-5086

Works with faculty, staff, visitors, applicants, and students around issues of protected class.

equity.usc.edu

Bias Assessment Response and Support

Incidents of bias, hate crimes, and microaggressions need to be reported, to allow for appropriate investigation and response. studentaffairs.usc.edu/bias-assessment-response-support

Diversity at USC

Information on events, programs and training, USC’s Diversity Task Force (which has representatives from each school), opportunities for participation, and various resources for students. diversity.usc.edu

Safety and Emergencies:

USC Department of Public Safety – UPC: (213) 740-4321 – HSC: (323) 442-1000 – available 24/7

In charge of the overall safety of the USC community; contact to report a crime or situation of danger. Also, the website emergency.usc.edu provides safety information and other updates, including explaining how academic instruction will be continued if an officially declared emergency makes travel to campus infeasible.

Disability Services and Programs:

The process for requesting and using an accommodation is fully described in a letter distributed at the beginning of each year by the law school's Student Support Office. The process of obtaining an accommodation can take several weeks, so it is advisable to begin as early in the semester as possible. Requests should be made to USC's Office of Disability Services and Programs (DSP) at dsp.usc.edu. Once an approval letter has been obtained from DSP, the student should fill out the law school's Disability Accommodations Request (DAR) form, available in Room 104, and should submit that form and the DSP approval letter to the Student Support Office. Students should not discuss their accommodations with faculty or submit the DSP approval letter to faculty. The law school maintains a policy of anonymity regarding students receiving disability accommodations. No one handling accommodations reveals, either to faculty or to other students, which students have a documented disability.