

# USC Gould

School of Law

## **Exploring the Role of In-House Counsel (LAW-783)**

Fall 2023

Tuesday 4:00-4:50 // 5:00-5:50

Rm. LAW 12

Instructor: Dilveer Vahali

E-mail: [dvahali@law.usc.edu](mailto:dvahali@law.usc.edu)

Units: 1.0

Office Hours: Scheduled Upon Request

### **Course Description**

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. There will be a number of guest speakers to give students a sense of the profession in practice.

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.

### **Learning Outcomes**

1. Demonstrate an understanding of the role of in-house counsel
2. Illustrate effective communication between in-house lawyers and senior leadership
3. Developing skills to prioritize business goals while providing sound legal advice

## Required Materials

There will be no required textbook or course reader for students to purchase for this course. The instructor and guest speakers may assign reading from time to time which will be made available through Brightspace.

## Class Meetings

We will meet each Tuesday at 4:00 pm or 5:00 pm (depending on your section) in Room 12. Attendance is mandatory and will be taken at the beginning of each class. If you have a scheduling conflict and cannot make it to class, please email me in advance to let me know. Missing more than one class for a non-excused reason will impact your grade. Please do not share the attendance code with students who are not in class, this will be viewed as a violation of Academic Integrity (as set forth below).

Our last class will meet on December 3, 2024.

## Course Assessment and Assignments

### *Participation & Attendance*

Participation will be crucial to doing well in this class. There will be a variety of guest speakers and students are expected to be engaged and ask thoughtful questions. Each class will build on the previous class, which is why attendance is mandatory. Participation will be worth 25% of your grade.

### *Reflections*

There will be two reflection papers assigned in this course. Each reflection paper will be up to 750 words and will be on relevant topics from the class. Each reflection paper will be worth 25% of your grade. We will discuss the assignments in class after they are submitted.

### *Guest Speaker Interview*

Students will be required to conduct an at least 20 minute interview of one of the guest speakers of the class. This will either be done individually or in groups (depending on the number of enrolled students). Students will be required to research the background of the guest speaker as well as their industry/company and ask thoughtful questions tailored to such speakers' experience.

### *Grading Breakdown*

<b>Assignment</b>	<b>% of Grade</b>
Participation	25%
Reflection 1	25%
Reflection 2	25%
Guest Speaker Interview	25%
<b>Total</b>	<b>100%</b>

This course may be taken CR/D/F only.

## **Use of Electronic Devices During Class**

The use of laptops and other electronic devices will not be required during class time and the expectation is that students will not have them open (other than specified times like taking attendance).

## **Use of AI Text Generation Tools Is Not Permitted**

All work submitted for this course, including papers, must be completed by you, personally. Use of artificial intelligence (AI) tools to generate text as part of preparing your work is strictly prohibited. Submission or presentation of material generated by AI, including summarizing, paraphrasing, or editing such material, will be considered a violation of Academic Integrity. For additional information, please refer to the Academic Integrity and Plagiarism portions of the Gould Student Handbook and the USC Student Handbook.

# Statement on Academic Conduct and Support Systems

## Academic Integrity:

The University of Southern California is a learning community committed to developing successful scholars and researchers dedicated to the pursuit of knowledge and the dissemination of ideas. Academic misconduct, which includes any act of dishonesty in the production or submission of academic work, compromises the integrity of the person who commits the act and can impugn the perceived integrity of the entire university community. It stands in opposition to the university's mission to research, educate, and contribute productively to our community and the world.

All students are expected to submit assignments that represent their own original work, and that have been prepared specifically for the course or section for which they have been submitted. You may not submit work written by others or "recycle" work prepared for other courses without obtaining written permission from the instructor(s).

Other violations of academic integrity include, but are not limited to, cheating, plagiarism, fabrication (e.g., falsifying data), collusion, knowingly assisting others in acts of academic dishonesty, and any act that gains or is intended to gain an unfair academic advantage.

The impact of academic dishonesty is far-reaching and is considered a serious offense against the university. All incidences of academic misconduct will be reported to the Office of Academic Integrity and could result in outcomes such as failure on the assignment, failure in the course, suspension, or even expulsion from the university.

For more information about academic integrity see [the student handbook](#) or the [Office of Academic Integrity's website](#), and university policies on [Research and Scholarship Misconduct](#).

Please ask your instructor if you are unsure what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

## Students and Disability Accommodations:

USC welcomes students with disabilities into all of the University's educational programs. [The Office of Student Accessibility Services](#) (OSAS) is responsible for the determination of appropriate accommodations for students who encounter disability-related barriers. Once a student has completed the OSAS process (registration, initial appointment, and submitted documentation) and accommodations are determined to be reasonable and appropriate, a Letter of Accommodation (LOA) will be available to generate for each course. The LOA must be emailed to the Student Affairs office, and to ensure anonymity where possible, the Student Affairs office will communicate with faculty as needed. For classroom accommodations, the student can work directly with faculty to determine how best to implement the modification. This should be done as early in the semester as possible as accommodations are not retroactive. More information can be found at [osas.usc.edu](http://osas.usc.edu). You may contact OSAS at (213) 740-0776 or via email at [osasfrontdesk@usc.edu](mailto:osasfrontdesk@usc.edu). You can also contact Student Affairs for more information about accommodations in the law school ([studentcare@law.usc.edu](mailto:studentcare@law.usc.edu)).

## **Support Systems:**

### [Counseling and Mental Health](#) - (213) 740-9355 – 24/7 on call

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

### [988 Suicide and Crisis Lifeline](#) - 988 for both calls and text messages – 24/7 on call

The 988 Suicide and Crisis Lifeline (formerly known as the National Suicide Prevention Lifeline) provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week, across the United States. The Lifeline is comprised of a national network of over 200 local crisis centers, combining custom local care and resources with national standards and best practices. The new, shorter phone number makes it easier for people to remember and access mental health crisis services (though the previous 1 (800) 273-8255 number will continue to function indefinitely) and represents a continued commitment to those in crisis.

### [Relationship and Sexual Violence Prevention Services \(RSVP\)](#) - (213) 740-9355(WELL) – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender- and power-based harm (including sexual assault, intimate partner violence, and stalking).

### [Office for Equity, Equal Opportunity, and Title IX \(EEO-TIX\)](#) - (213) 740-5086

Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants.

### [Reporting Incidents of Bias or Harassment](#) - (213) 740-5086 or (213) 821-8298

Avenue to report incidents of bias, hate crimes, and microaggressions to the Office for Equity, Equal Opportunity, and Title for appropriate investigation, supportive measures, and response.

### [The Office of Student Accessibility Services \(OSAS\)](#) - (213) 740-0776

OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.

### [USC Campus Support and Intervention](#) - (213) 740-0411

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

### [Diversity, Equity and Inclusion](#) - (213) 740-2101

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

### [USC Emergency](#) - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

[USC Department of Public Safety](#) - UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call  
Non-emergency assistance or information.

[Office of the Ombuds](#) - (213) 821-9556 (UPC) / (323-442-0382 (HSC)

A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

[Occupational Therapy Faculty Practice](#) - (323) 442-2850 or [otfp@med.usc.edu](mailto:otfp@med.usc.edu)

Confidential Lifestyle Redesign services for USC students to support health promoting habits and routines that enhance quality of life and academic performance.