

Georgetown University Law Center

Syllabus for In-House Counsel: Law and Practice, Spring Semester 2023

Professors Veta T. Richardson and Justin A. Connor

Tuesdays, 1:20 – 3:20 PM – McDonough Hall Room 411

Introduction

The last twenty years have marked a revolution in the complexity and nuance of the role of the modern in-house counsel in organizations. The general counsel is a respected and critical member of the organization's executive management team and is seen as an essential contributor to the success of the business as well as an influential voice in the boardroom. The class will be co-taught by **Professors Connor and Richardson**. Professor Connor has practiced law for over 26 years, including serving as in-house counsel at three organizations including serving as the general counsel for a private telecommunications investment firm headquartered in Dubai, United Arab Emirates. **Professor Richardson** serves as President & CEO of the Association of Corporate Counsel, is an independent director at Ethisphere, Inc., and her background includes practicing in-house for +10 years at a Fortune 100 company. The course will include guest speakers, all of whom have extensive experience as in-house counsel or as clients and/or advisors to in-house counsel.

Faculty Contact Information

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Course Description

This class is intended to introduce students to some of the major legal and practical issues that confront the modern in-house counsel. It will cover aspects of the law of professional responsibility and attorney-client privilege that have different implications for in-house lawyers than for outside counsel, as well as legal aspects of compliance and internal investigations. Presentations by guest speakers and class discussion will explore some of the practical challenges facing in-house counsel including compliance, selection and management of outside counsel, crisis management, and balancing relationships with management and the board of directors. The class will also discuss career opportunities in the in-house world and what it takes to succeed and thrive as the chief legal officer.

Assignments

Students will be expected to complete the following written assignments, as follows:

- You will be expected to submit a paper of 1-2 pages, due on January 24, 2023, on your reasons for taking this class and what you hope to learn from doing so. This assignment will not be graded but is a part of your class participation grade.
- In addition, students will be expected to complete two short and one longer graded written assignments as follows:
 1. A paper of 2-3 pages, due on February 14, 2023, regarding what steps you would take as in-house counsel to your organization in advance of potential or anticipated litigation to preserve the attorney-client privilege;
 2. Team student presentations on March 21, 2023 on a case scenario where you will serve as either in-house counsel or external counsel, advising regarding a situation involving litigation/outside counsel management; and
 3. A longer final paper, due May 5, 2023, of approximately 20 pages on a significant topic of interest to you with respect to one aspect of the role of the modern in-house counsel.

Textbooks/Course Materials

The reading assignments will consist of selections from Ben Heineman, *The Inside Counsel Revolution* (2016); Marc I. Steinberg and Stephen B. Yeager, *Inside Counsel – Practices, Strategies, and Insights* (2d ed. 2020), and other course materials posted on Canvas.

Course Website

The course is published in Georgetown's Canvas site, with the link to the JD section being published at: <https://georgetown.instructure.com/courses/164501> and the LL.M. section being published at: <https://georgetown.instructure.com/courses/164668>.

Grading

The final grade will be the weighted average of the grades for the final paper (50%), two short writing assignments (15%), an in-class presentation (10%), and your class participation (25%). In evaluating class participation, we will consider your contribution to class discussions; your professionalism, including attendance and being on-time for classes; and your responses to our requests for comments on certain reading assignments and post-class evaluation of guest speakers. Please read the Statement of Grading Rubrics posted to Canvas.

Seek Help If You Need It

We would like to normalize help-seeking behaviors because it is healthy to seek the help that you need. You should feel free to ask for all the support or help that you may need. Any student who faces challenges securing their food or housing or needs any other help or support with respect to their physical or mental health needs is urged to let the professors and/or relevant resources on

campus know. This is especially important if you think that your situation may affect your experience or performance in the course. You can always contact the Dean of Students for support, but please also feel free to let either of us know of any challenges you are experiencing or any way we can help to support you.

Office Hours / Meeting with the Professor

We welcome the opportunity to meet with you and discuss any topic of interest. We offer in-person office hours open to any student, which generally take place on Tuesdays, 12:00 noon – 1:00 pm. Please feel free to schedule to meet with us during this time or ask for time with us after class. Alternatively, you are always welcome to make an appointment to meet with either or both professors, by telephone or a Zoom meeting. Please reach out to either or both of us by email to make an appointment.

Classroom Policies

Attendance and Class Participation

Regular and punctual attendance is required of each student. If you fail to attend a class, you will be ineligible for the class participation credit. Please read the Statement of Grading Rubrics posted to Canvas.

Laptop Policy

To help support a lively, active discussion and engagement with the material, students are encouraged to leave their laptop in a bag or at home during the class, so as to be fully present to the class experience. Especially when we have the opportunity to hear from guest speakers, we expect that students will give them their full attention.

Course Recording Policy

Classes will be recorded but access following any class will be provided at the discretion of the professors upon request of the student (e.g., in case of approved absence and student's desire to "make up" the class).

Syllabus Changes

While the overall structure of the syllabus will remain the same, there could be slight changes to reading assignments, speakers and the class schedule throughout the course of the semester. Changes will be announced no later than one week in advance on the Canvas site and the syllabus will be updated to reflect any changes. We appreciate your flexibility in accommodating these changes.

Class Schedule

Date	Topic	Advance Reading	Activity
Class 1 - January 17	Introduction to the role of the modern corporate counsel	Steinberg chapter 1, Heineman chapters 1 & 2, plus any class readings in the 'Files' section of Canvas for this date	
Class 2 - January 24	Paths to in-house practice and what organizations need in a general counsel *	Steinberg chapter 3 and Heineman chapter 10, plus any class readings in the 'Files' section of Canvas for this date	Writing assignment #1 due
Class 3 - January 31	Working with the Executive Team and Board of Directors *	Heineman chapter 8 and Steinberg chapter 6, plus any class readings in the 'Files' section of Canvas for this date	
Class 4 - February 7	Professional responsibility and attorney-client privilege of the organizational client *	Steinberg chapter 2 & 5 and Heineman chapter 3, plus any class readings in the 'Files' section of Canvas for this date	
Class 5 - February 14	Internal investigations: Whistleblowing, reporting up and withdrawal of representation *	Steinberg chapter 10, plus any class readings in the 'Files' section of Canvas for this date	Writing assignment #2 due
February 21 (no class)	---	---	
Class 6 - February 28	Working with external counsel & litigation management *	Steinberg chapters 8 & 11 and Heineman chapter 11, plus any class readings in the 'Files' section of Canvas for this date	
Class 7 - March 7	Compliance and risk management in the corporate counsel context *	Steinberg chapter 7 and Heineman chapter 4 & 5, plus any class readings in the 'Files' section of Canvas for this date	
March 14 (no class)	---	---	Abstract due on final paper

Class 8 - March 21	Student presentations on external counsel & litigation management	None.	Presentation slides to be turned in
Class 9 March 28	Gatekeeper theory and the role of the CFO and general counsel *	Heineman chapter 3, plus any class readings in the 'Files' section of Canvas for this date	
Class 10 - April 4	Leadership through corporate crisis and the role of the general counsel *	Heineman chapter 7, plus any class readings in the 'Files' section of Canvas for this date	
Class 11 - April 11	The impact of regulation and Government relations on the work of the general counsel *	Steinberg chapter 9, plus any class readings in the 'Files' section of Canvas for this date	
Class 12 - April 18	Serving as corporate counsel in a startup/solo environment*	Heineman chapter 12, plus any class readings in the 'Files' section of Canvas for this date	
Class 13 - April 25	ESG and the GC: Modern stakeholder theory vs. shareholder theory and the corporation, and course conclusions *	Heineman chapter 9, plus any class readings in the 'Files' section of Canvas for this date	Final paper due
Class ends			

* Classes with an asterisk will have a guest speaker. Guest speaker information will be shared preceding the class to which we've invited a speaker. Be sure to check the Files section of Canvas for additional information about speakers.