

**CORPORATE COUNSEL CLINICAL EXTERNSHIP SEMINAR**  
**Training for In-House Counsel Practice**  
**Spring 2014**

Professor Cecily Banks, Director, Corporate Counsel Clinical Externship Program  
(2 credits)

*Class time and room:* Wednesdays, 5:45 – 7:25 p.m.; Room 256

*Professor Banks's contact information:*

Faculty office number 238

Email: [cbanks@rwu.edu](mailto:cbanks@rwu.edu)

*Office meetings:* Please email me to arrange an appointment, or stop by my office during law school business hours. Also, I will stay after class any Wednesday evening you wish to meet.

*Responses to your emailed questions:* Please feel free to email questions anytime.

*A note about the readings:*

- (1) For most weeks, assigned readings will be provided to you on a weekly basis. Each class depends on any reading assigned, so please read all materials provided.
- (2) Some readings are designed to be provocative. The readings do not represent my view or even necessarily a single view about the topics. Please read them critically and reflectively.

*Grading:*

Your course grade for this seminar will be based upon the following assignments:

<i>Reflective Writing Assignments</i>	<i>40%</i>
<i>Class Participation</i>	<i>25%</i>
<i>Class Presentation</i>	<i>20%</i>
<i>Final Personal Reflection Essay</i>	<i>15%</i>

## SYLLABUS

### WEEK ONE

**Jan. 8:** Introduction to the Externship and Course; Setting your Personal Goals for the Externship; Interview Exercise; Confidentiality Essentials, Business and Legal

**Read for class:**

- Week One Reading Packet (sent to your law school mailbox and available outside my office door for pick-up)

**Assigned for next class:**

- **Personal Goals Worksheet** (handout provided in class; mandatory/ungraded): Please email a draft to me by no later than Week Two, **Monday, January 13 at 5:00 p.m.** Your reflections can be in bullet or list form but in complete, well-written sentences; the Worksheet does not need to be in narrative form. I will email my comments to you within 24 hours so that you can consider and make any revisions; then, please arrange to meet with your field supervisor to review and shape your goals.
- **“Getting to Know Your Internal Client” Presentation Assignment:** (handout provided in class; mandatory/ungraded)

### WEEK TWO

**Jan. 15:** Modern Role of In-House Counsel; Getting to Know Your Internal Client; Lawyers as Counselors; Confidentiality Essentials; Ethical, Privilege, and Liability Challenges

**Read for class:** Week Two Reading Packet

**Due before class: Draft Worksheet, by email to Professor Banks, by Monday, Jan. 13, 5:00 p.m.**

**Due in class: “Getting to Know Your Internal Client” Presentation**

**This and next week:** Make any suggested or other revisions to your draft Worksheet; schedule and attend a personal goals meeting with your field supervisor; after your meeting, update your personal goals based on your meeting and turn the Worksheet into your final, polished Personal Goals Memorandum (**Note: Your final Personal Goals Memo is due by email to me within one week of your personal goals meeting with your supervisor.**)

**\*\* REMINDER:** During your Personal Goals Meeting with your supervisor, please discuss your plans over Spring Break (week of March 10); arrange now to either attend or not attend that week (as you wish), and speak in person again with your field supervisor about those plans in the weeks before Spring Break. You don’t ever want any scheduling or attendance surprises for your supervisor!

### **WEEK THREE**

**Jan. 22:** Focusing on Personal Goals; Working with Supervisors  
(3 Brief Issue Presentations)

**Read for class:** Week Three Reading Packet

**This week:** Meet with your field supervisor; finalize your Personal Goals Memo

**Due:** Your final, polished Personal Goals Memo is due by email to me within one week of your personal goals meeting with your supervisor

### **WEEK FOUR**

**Jan. 29:** Digital & Ethical Issues: The Creation, Transmission, Storage of Electronic Documents; Use of Social Media  
(Reflective Essay #1 and 3 Brief Issue Presentations)

**Read for class:** Week Four Reading Packet

**Due in class:** Reflective Essay #1

### **WEEK FIVE**

**Feb. 5:** Lessons in Communication: Drafting, Writing, Negotiating & Speaking; Listening and Thinking Like a Lawyer, Spotting Business Issues, and Talking Like a Business Person  
(Reflective Essay #2 and 2 Brief Issue Presentations)

**Read for class:** Week Five Reading Packet

**Due in class:** Reflective Essay #2

### **WEEK SIX**

**Feb. 12:** Active Listening; Making Mistakes; Mid-Semester Meeting Preparation  
(Reflective Essay #3 and 2 Brief Issue Presentations)

**Read for class:** Week Six Reading Packet; Listen to Ted Radio Hour Talks

**Due in class:** Reflective Essay #3

## WEEK SEVEN

**Feb. 19:**      Understanding and Preserving the Attorney-Client Privilege in the In-House Counsel Setting

**Read for class:** Week Seven Reading Packet

**Due by email to Professor Banks by class: Draft of Mid-Semester Self-Evaluation (ungraded)**

## WEEK EIGHT

**Feb. 26:**      In-House Insights & A Case Study

**Read for class:** Week Eight Reading Packet

**Due in class: Final draft of Mid-Semester Self-Evaluation (graded)**  
**Starting this week and over next month: MID-SEMESTER MEETINGS: Supervisor, Director & You (I will schedule these meetings with your supervisor)**

## WEEK NINE

**March 5:**      In-House Insights & A Case Study

**Read for class:** Week Nine Reading Packet

## WEEK TEN - SPRING BREAK

## WEEK ELEVEN

**March 19:**      Class Presentations (2 students); In-House Insights

## WEEK TWELVE

**March 26:**      Class Presentations (2 students); In-House Insights

## WEEK THIRTEEN

**April 2:**        Class Presentations (3 students)

## WEEK FOURTEEN

**April 9:**        Class Presentations (3 students)

## WEEK FIFTEEN

**April 16:**     Externship Debriefs & Meeting Your Goals; Maintaining Your Relationships Post-Externship; Thanking Your Company and Supervisor; Career Thoughts

**Due:**   **Final Personal Reflection Essay**  
          **Time Logs for Semester, signed and certified**

### COURSE REQUIREMENTS

#### 1. Reflective Writings: 40 % of your grade

**CONFIDENTIALITY REMINDER: Everything you write or say in this course must comply with your company’s confidentiality requirements, so you should not write anything containing any identifying information about the company or its legal work. Before writing anything specifically about the work you are doing, you should talk to your field supervisor about confidentiality and what information you are permitted to disclose. When in doubt, do not disclose.**

##### *a. Reflective Essays (15 % total)*

On three designated weeks (noted on schedule above), you will be required to submit a well-written reflective essay (2 pages max, double-spaced) about the assigned reading and the impact or tie-in of the reading on your thoughts about your in-house corporate counsel training, your externship position or role generally, your professional growth or goals, or any ethical/professionalism observations. You will be evaluated on the quality and depth of your insight, connections, and reflection, as well as the writing quality and polish. Each essay will be worth 5 points (total 15 points).

##### *b. Personal Goals Memo (10%)*

The **Personal Goals Memo** is worth 10 points. You will be writing and turning in for a grade, *within one week of your Personal Goals Meeting with your supervisor (likely Week Four)*, a well-organized, well-written, and polished Personal Goals Memo that incorporates your Worksheet reflection and content, my comments to your draft Worksheet, and your personal goals review meeting with your field supervisor. You will need to meet with your field supervisor during the second or third week of your externship. Your Personal Goals Memo should include the results of that meeting, as well as any working plan that may be in place for the semester. I will evaluate your Memo on its depth, insight, honesty, thoughtfulness, and constructiveness in focusing on goals you would like to work towards or achieve through this externship, as you learn to become a lawyer and professional. It will also be evaluated on its organization, writing, and polish. There is no page limit but write concisely, and feel free to use a bulleted format provided your points are in complete, well-written sentences.

*c. Mid-Semester Self-Evaluation Memo and Meeting (15%)*

The **first draft of your Mid-Semester Self-Evaluation** will be mandatory but ungraded so that I can provide some feedback. You will want to be thoughtful, insightful, and introspective about your goals, plans, and accomplishments during the semester. The more in-depth and personal you are in crafting the evaluation, and the more tailored it is to your concrete, specific experiences at the company, the better it will be. You will be evaluated on your ability to draw from your Personal Goals Memo. The audience for this evaluation is ultimately your field supervisor, so you will want it to be positive, grateful, and constructive in tone, showing that you understand and appreciate the specifics of your learning and training experience along the way. Remember, your ability to write grammatically and to proofread your work is as important as the ideas you present.

The **final Mid-Semester Self-Evaluation and Meeting** will be worth 15 points. These 15 points will include not only your written product but your ability to follow directions and your ability to essentially run the meeting with the supervisor and Director; to deliver a polished, appropriate, insightful, personal, written evaluation to your field supervisor and to me; to conduct yourself professionally and meet your personal goals in the meeting; and to reflect on the meeting after the fact.

**2. Class Participation: 25% of your grade**

You should come to each class prepared to talk about your experiences and your reflections on the readings as they relate to your experiences. Participation is the key to an interesting, supportive, and lively classroom from which everyone can grow. Class participation provides the opportunity to practice speaking in front of others and using persuasive skills, as well as the opportunity to listen and respond thoughtfully and intelligently to each other's comments and issues. You are expected to come to class thoroughly prepared to discuss the assigned reading in a thoughtful manner. You will be evaluated on the quality of your contributions to the class discussion, not the number of times you speak. **Again, you will have to make sure not to disclose any confidential information when you share information about your externship, so please think in advance. When in doubt, do not disclose.**

**Casual Weekly Debriefs:** At each class, please be prepared to discuss your externships for a few minutes, on such things as: How have your assignments been given to you? What are your expectations? What resources are at your disposal? What are your impressions of the workplace, department, your supervisor, the company, etc.? What types of projects have you received? What legal issues are typically (and very broadly) faced by your company? What are the challenges of your position or in-house counsel generally? What is the project load like? What are your strengths? Are you meeting your goals or what are the barriers to meeting your goals? How have you handled mistakes and successes? Do you have any issues you would like advice on? And so on.

**Brief Issue Presentations:** For one class during Weeks Three through Six, you will be asked to present an issue from your externship experience on which you could benefit from feedback or brainstorming. When it is your turn, you should think in advance about

something problematic, surprising, perplexing, unusual, or merely interesting about your experience – something you want help thinking through. You should carefully plan your presentation; present the issue in 2-3 minutes and engage the class in a structured 7-8 minute discussion about the issue that will help you to come to some greater clarity or resolution. Please respect the time limit of 10 minutes. Your issue may be based on the topic of the week or it may be based on a topic of your own choosing. You should think about this presentation as one you might make at a staff meeting – where you must clarify the issue you need help with and facilitate the discussion accordingly.

**\*\* NOTE:** If you ever need to use PowerPoint or any technology, please email me at least one day in advance so that I can arrange for IT to provide any additional set-up you need. Our classroom has most capabilities.

### **3. Class Presentations: 20% of your grade**

We will use the final classes of the semester for student presentations. These presentations are intended to be a chance for you to speak in public and to educate the class about something substantive you have learned or experienced during the externship, about the practice of law, skills development, professionalism, the corporate world, the company, or its industry. It can be a multi-dimensional and interactive interpretation of your position, the company, or the industry. Be as creative as you want to be but show substantial thought and organization. If you would like to run the topic by me in advance, please do.

You will each have 20 minutes for your presentation, so you must organize your presentation to fit within that time minute (i.e., practice in advance to make sure it works). This is not a lecture or simple reading from a PowerPoint presentation. This should not be “what I did this semester” or a “show and tell” type of presentation. Be engaging, knowledgeable, and interesting – and plan to expose your classmates to an area of the law, business, issue, challenge, or practice of law that is unique to your experience. Make it interactive and memorable. You may assign reading for us or a hypothetical in advance if you think that will be helpful. You can ask the class to do a simulation, quiz, exercise, and discussion; to solve a problem; to discuss an ethical dilemma; or anything else you find interesting. The purpose of the presentation is for all of us to learn from each other in a more structured way.

Some examples of topics students used in past semesters were:

*Evolution of the gaming industry in the United States through the history of “Boom or Bust”*

*Hottest issues now facing general counsel*

*The Foreign Corrupt Practices Act and how it affects companies*

*Business etiquette*

*Cross-culture rules in international business*

*Security Agreements 101*

*Making sense of the new health care laws*

*The basics of energy law*

*Hot data privacy issues*

*History of corporate scandals*

*The Global Shipping Industry and important laws to know*

*Steroid use in athletes and the “Steroid Era”*  
*Current medical marijuana laws and the workplace*

You will be graded on the following criteria:

- a. You picked a topic related to your externship or to any aspect of this Program. Your topic is interesting, informative, substantive, memorable, and engaging, and it enriches this Program and your classmates’ knowledge or connection to the Program. You were knowledgeable about your topic.
- b. You selected an engaging and interesting method or combination of methods to present and teach your topic. You demonstrated professionalism, enthusiasm, and care in facilitating your classroom presentation.
- c. You conceived, planned, and organized well your presentation. You had a plan and a goal for the presentation, and you achieved your goal.

#### **4. Final Personal Reflection Essay (4 pages max): 15% of your grade**

Early in the semester, as part of the “Getting to Know Your Internal Client” presentation assignment, you were asked to find out which newspapers and periodicals your supervisors read regularly to keep on top of their practices areas, field or industry. Professionals read newspapers and periodicals regularly not only to keep current but also to make themselves whole people who are interesting, engaged, and knowledgeable. As a result, they learn to converse knowledgeably with and connect to many audiences, beyond the company’s walls, and they develop deeper understandings. You should start doing the same early on in your career.

For this final reflective essay, I would like for you to (1) use a newspaper or periodical that your supervisor or another lawyer in your company reads regularly as part of keeping on top of his or her practice areas or industry, (2) find an article that interests, engages, or provokes you and that relates in some meaningful way, even broadly, to your externship experience, and (3) write a thoughtful piece (4 pages max, double-spaced) that ties that article’s topic to your experience. This assignment is reflecting the process you should always go through as you read these articles anyway – *making reflective connections*.

The paper should be well-organized, well-written, and well-polished. You should have a clear thesis that connects the reading to your experience and a clear introduction laying out your thesis and what you plan to do in the paper. As with all essays, it should have a beginning, a middle, and an end. ***Remember not to disclose any confidential work information.*** Your paper must be footnoted.

#### **5. Mandatory Time Log Requirement**

You are responsible each week for keeping track of the work performed (non-confidential content only) and the number of hours worked using the Time Log sheets I provide to you. Under the Honor Code, the hours recorded must be true and accurate. You are required to sign and have your supervising attorney sign the completed Time Logs at the end of the semester to certify successful completion of the required number of hours for the desired credits. The Time Logs must be received by me to pass this course and to receive credit for the field hours.

## **COURSE POLICIES**

### **Spring 2014**

#### **Professionalism**

A core part of this course is to supplement and oversee your professionalism training as you learn what it is to grow as a professional. You are expected to abide by the highest standards for written work, communication, and conduct expected of a lawyer in a corporate counsel practice. Accordingly, please refrain from any work product or conduct that would affect your supervisor's view of your reliability and credibility, and

- Be on time and fully prepared for each class.
- Bring to class appropriate textbooks, materials, assignments.
- Participate regularly, substantively, and thoughtfully in class discussion.
- Engage respectfully in class discussions and exercises
- Treat with respect all faculty, staff, and classmates in this course.
- Take personal responsibility for and pride in your written work, focus on the task at hand, and put diligent effort into all of your work, whether it is ungraded or graded.
- Turn in all assigned and mandatory work, making sure that each assignment complies with all course requirements for assignments and communications, as well as assignment grading and submission requirements, as set out in these Course Policies, the assignments themselves, and the Syllabus.
- Maintain a positive and productive attitude toward your work, professor, and class, and your externship position, always making sure to take constructive criticism well.
- Communicate with your professor in professional emails that comply with the standards for content, tone, and courtesy set out in the Email Policy below.
- Power off all cell phones, pagers, and other electronic devices during class, oral arguments, and meetings with your professor.
- Use a laptop in class only for note-taking or for participating in group exercises (no Internet surfing, instant messaging, playing games, searching, or emailing).

## **Attendance**

Attendance is mandatory, and this class requires that you be present in each class, prepared to talk about your experiences and your reflections on the readings as they relate to your experiences. You may not miss class unless your absence is excused by me in advance.

## **Course Assignments**

All writing exercises, presentations, and other assignments must show a diligent and professional effort. All of the writing exercises and assignments throughout the course – those done in class as well as outside of class – are required and must be completed to pass the course.

I will accept emailed assignments as long as I have explicitly asked you to email it; otherwise, plan to turn in all assignments to me in hard copy, as directed.

Mechanical and professionalism requirements:

- Use only a regular-sized 12 point font (not a “small” 12-point font).
- Use one-inch margins and neat, consistent formatting.
- Double-space your written work, unless there is a strong reason to single-space it or parts of it.
- Do not use staples; paper clips only.
- Number your pages.
- Include a single-line header on the left top corner each page with *your name*, “*Banks*,” and *the assignment title*.
- Keep and bring to class each week a clean, hard copy of each assignment you turn in, and keep all assignments until the full course is completed.
- Proofread, carefully and repeatedly, every assignment due. No spelling errors or typos allowed! For your final edit of each assignment, make sure to print out and review a hard copy of the assignment you are turning in, so that it appears on the pages as you wish it to.

## **Grading**

A late paper will be docked 10% of the grade value of the assignment for each day or portion of a date that it is late. Late time accrues every day, including weekends and holidays, whether or not school is in session. If your paper is late, you must find a staff person (at the faculty secretaries’ office) to sign and acknowledge the time of receipt, or seek my permission to email it to her.

## **Email Policy**

In emailing me or your field supervisors, your ability to write clearly and correctly are as important as the substance you are communicating, and the same goes for your corporate office communications. You are expected to comply with at least the following professional etiquette:

- Include a formal greeting (“Dear Professor X”) and a closing to your signature (e.g., “Regards”).
- Write in complete, grammatical sentences, with proper paragraphs.
- Follow up on any email from your professor with a “thank you” or other appropriate response.
- Provide context to your communication so the reader is reminded as to what the matter concerns.
- Omit texting abbreviations and other casual characters.
- Before you hit “Send,” proofread and revise the email to make sure your message is clear, free of typos and grammatical errors, well thought out, constructive, and appropriate enough to copy and place in a file at your company.

\*\* For your benefit, all errors and typos will be spotlighted in my reply!

## **Code of Student Responsibility**

I expect students to abide by the same rules of integrity, honesty, and responsibility that practicing attorneys must abide by as part of their ethical obligations and that the Law School’s Code of Student Responsibility demands. Any violation of this policy will be addressed according to the Law School’s Honor Code.

You must do all your writing assignments in this seminar on your own, unless explicitly instructed to work with others, and every graded and ungraded assignment you turn in to me must be your own work product.

Do not plagiarize. The Law School’s Honor Code provides that “plagiarizing, misappropriating, or failing to acknowledge the ideas or written work of another” is a Code violation. Honor Code at Article Three, D.R. 1(c). Law Student plagiarism is defined by the Legal Writing Institute as “[t]aking the literary property of another, passing it off as one’s own without appropriate attribution, and reaping from its use any benefit from an academic institution.” Legal Writing Institute, Plagiarism Brochure (2001).

## **Please...**

**FEEL FREE TO BRING SNACKS and DRINKS to class.**

**THANK YOU and ENJOY!!**