**The Role of the General Counsel/ Introduction to In-house Practice**

**University of Tennessee College of Law**

**Professor Roth**

**Spring Semester 2024**

**Course Description**

The importance of corporate legal departments continues to grow. Over the last 25 years, economic forces have created a transition between law firms and in-house legal departments. The share of the legal market occupied by law firms has steadily declined, while the market share of corporate legal departments has consistently grown. During this period, the prominence and importance of General Counsel has also increased significantly, as GCs have taken on larger corporate and strategic roles. These trends will likely accelerate over the course of your career.

The toolbox of the effective General Counsel is comprised of three primary skillsets, which we will call “The Key Three.” The first is, of course, subject matter expertise. The other two may surprise you. The second is savvy about data, process, legal technology and the company’s business. The third is emotional intelligence and the ability to collaborate. It is at the intersection of The Key Three that a General Counsel--or a member of a corporate legal department--becomes indispensable.

This course is designed to introduce you to The Key Three and to prepare you for either a path to a General Counsel role or to interact effectively with corporate legal departments as outside counsel.

**Textbook**

Steinberg & Yeager, *Inside Counsel: Practices, Strategies and Insights* (2d ed. 2020) (“Steiner & Yeager”).

**ADDITIONAL READING MATERIALS**

You will find links to the additional resources we will use in each class by clicking the “Resources” tab on our course’s home page on Canvas.

**Contact information**

You may reach me by email at [stephen.roth@jtv.com](mailto:stephen.roth@jtv.com).

**Class Times; Room**

The class meets in Room 341 from 4-5:40p on Wednesdays, beginning January 10th.

**CANVAS**

Our primary course portal will be Canvas. You can find our syllabus and outside reading materials there. Check the Canvas course page regularly. Changes to the reading assignments will be posted at least 24 hours prior to class. Please also note that I will only post the assignment for the first class on the law school portal. After that, you will need to use Canvas.

**Civil, inclusive, professional environment**

Our classroom and course website are professional education settings and are places for open, frank conversations and debates. Respect, inclusion, reflection, and tolerance are core values in our class. Each of you is responsible for upholding these values, along with campus principles about civility and community. More can be found at <http://civility.utk.edu>.

Please help me create a welcoming environment. If you use a name or pronouns other than what is represented in the course roll, please let me know. Also, please help me pronounce your name correctly—either in advance or with a comment after class.

**Learning Environment, Teams & Class Preparation**

This class will be highly interactive. You will need to prepare for class by completing the reading and exercises assigned for that class.

In our classes, you will participate in game show segments, in team activity--which we will call our “Team Huddles”--and in discussion. We will have 6 Team Huddles in which your team will discuss a specific topic. After the first class, I will email your team assignment to you. Team Captains will lead the discussions inside their groups and present their team’s conclusions or recommendations to the class. Each team member will serve as a Team Captain for at least one Team Huddle segment. One of the chief responsibilities of a team leader—both in this class and after you graduate—is to be prepared and to run the meeting effectively. Your team is counting on you. Don’t let them down.

You will also hear from several guest speakers, either live or through recorded presentations.

**Grading**

Your grade will be determined based on 100 total possible points, allocated as follows:

* 50 points. Final Project.
* 20 points. General Class Participation & Attendance.
* 20 points. Team Captain Presentations.
* 10 points. Exercise on Choosing Outside Counsel.

We will begin most classes with Sneak Peak Jeopardy, a game show segment that will preview what we will be talking about in that session. You can gain up to 1 extra credit point for a correct answer in each class.

**ATTENDANCE**

There is an old saying that 80 per cent of success is just showing up. That said, everybody is entitled to one miss. If you cannot come to class because you are sick or for some other legitimate reason, please let me know, and I will take that into account. Otherwise, you will receive a proportionate deduction to your class participation and attendance points for any subsequent unexcused absence. If you have 4 or more unexcused absences, you may not be allowed to undertake the final project. It is your responsibility to be aware of your number of absences.

Please sign in on the law school portal if you are present. If you do not sign in, you will be counted absent.

**Final Project**

The largest component of your grade will be a final project, which will be a detailed discussion of a real-world scenario concerning topics such as the role of the General Counsel or the functioning of in-house legal departments. Some outside research will be necessary to complete this project, though this research need not be exhaustive. Your target should be about 2 hours of research on the background for your topic.

The analysis should be no longer than five double spaced pages. Your grade on the final project will be determined primarily by how well you apply the concepts discussed in the course to your chosen scenario.

The list of topics for final projects will be provided in our fourth-class session. *If you would prefer to write about a different topic, you must submit that topic to me for approval by February 7, 2024.*

**The Final Project will be due by 11:59 p.m. on March 3, 2024 and should be sent to me via email.**

**STUDENTS WITH DISABILITIES**

Any student who feels they need an accommodation based on the impact of a disability should contact Student Disabilities Services in Dunford Hall, at 865-974-6087, or by video relay at 865-622-6566, to coordinate reasonable academic accommodations. http://sds.utk.edu

**Class sessions, topics and class preparation**

**Class 1. January 10, 2024. Introduction to the Legal Market, the Key Three & the General Counsel’s Role.**

* Class Preparation/reading:
  + Steiner & Yeager, pp. 17-27; 49-52.
  + Posted material: Article on *The* *Inside Counsel Revolution*
* Agenda.
  + Class overview and introductions.
  + The legal landscape; the Key Three; and the increasing role of the General Counsel and in-house legal departments.

**Class 2. January 17, 2024. Welcome to the Legal Team of QB15 Sporting Goods, Inc.**

* Class preparation/reading.
  + Overview of QB15 Sporting Goods.
  + Employment agreement, offer letter.
  + Each class member should do basic research whether this offer is “market.”
  + Posted materials on equity compensation.
* Sneak Preview Jeopardy.
* Team Huddles: evaluating/negotiating your offer.
* Team Captain presentations and discussion.

**Class 3. January 24, 2024. Internal Clients, Ethics, Compliance & Risk Tolerance.**

* Class preparation/reading:
  + Steiner & Yeager, pp. 35-47 & 173-219.
  + Take risk tolerance quiz.
  + Review posted materials.
    - *Practical Law* article on risk tolerance.
    - Article on impact of over-conservative legal advice.
    - Article on in-house attorney-client privilege.
    - Ethical dilemma scenario from QB15.
* Sneak Preview Jeopardy.
* Team Huddles: discuss ethical scenario.
* Team Captain presentations and discussion: risk, internal clients and ethics.
  + The “Department of No” & the balance.
  + Risk tolerance.
  + How do you view your role?

**Class 4. January 31, 2024. Emotional Intelligence (EQ) & Collaboration.**

* Class preparation/reading.
  + Each class member is to do basic research about EQ and its elements.
  + EQ Scenario assigned to each team.
  + HLS article on collaboration in legal departments.
* Sneak Preview Jeopardy.
* Team Huddles:
  + What is EQ?
  + Approach to the assigned scenario(s).
* Team Captain presentations and discussion.
* Topics for Final Project provided.

**Class 5. February 7, 2024. Legal Tech and Legal Operations; Choosing and Managing Outside Counsel.**

* Reading.
  + *Steiner & Yeager*, pp. 227-269.
  + *Practical Law* discussion of Legal Ops.
  + Materials on legal tech platforms.
  + Case studies about Association of Corporate Counsel Value Champions.
  + Scenario about choice of counsel; Profiles of outside counsel.
* Sneak Preview Jeopardy.
* Speaker on managing outside counsel: Todd Fulks; General Counsel, Red Stag Fulfillment.
* Team Huddles: Legal Ops/legal tech case studies.
* Team Captain presentations and discussion.

**Class 6. February 14, 2024. Contract evaluation.**

* **Written assignment on choosing outside counsel due**.
* Read posted materials.
  + Elements of a commercial contract.
  + Contract evaluation checklist.
  + Contract for review and background.
* Sneak Preview Jeopardy.
* Speaker: TBD.
* Team Huddles: what edits to the contract and why?
* Team Captain presentations and discussion.

**Class 7. February 21, 2024. Going public & Coming Full Circle.**

* Reading.
  + *Steiner & Yeager*, pp. 271-99.
  + Posted materials on going public, being a public company.
* Sneak Preview Jeopardy.
* Speaker: TBD
* Team Huddles: S-1 Risk Factors Hypothetical.
* Team Captain presentations and discussion.
* Wrap up: Coming full circle.

**REMINDER: Your Final Project will be due by 11:59 p.m. on March 3, 2024 and should be sent to me via email.**