



DELIVERING STRATEGIC SOLUTIONS ACCA'S 2000 ANNUAL MEETING

CORPORATE PRO BONO—The Ins and Outs of Giving Back

by Andrea L. Bridgeman

Giving back is a professional responsibility not only for private practitioners, but for corporate counsel as well. Although financial contributions to pro bono providers and securing pro bono commitments from outside counsel may indirectly achieve the goals of Canon 2^{*/}, corporate counsel can do so directly by practicing law. An in-house pro bono program can enrich your workplace, career, and the futures of those who need your help.

Freddie Mac is a shareholder-owned, government-sponsored enterprise established by Congress in 1970 to provide a continuous flow of funds for residential mortgages, which is done primarily by purchasing mortgages from mortgage lenders. At Freddie Mac, we help make housing safe and affordable for millions of Americans, and through our philanthropic efforts, we strive to make these happy, healthy homes for at-risk children and their families. Freddie Mac's 75+ attorney Legal Division has run an award-winning pro bono program in conjunction with Legal Services of Northern Virginia, Inc. (LSNV) since 1991. This program fits neatly with the corporate mission and the emphasis on giving back to our community.

Here's how Freddie Mac's program works: the Legal Division provides LSNV with attorneys on a weekly basis to perform intake interviews (screening applicants and evaluating the legal merits of their problems), staff for clinics, representation for clients in negotiations, court cases and administrative proceedings. The program enjoys tremendous corporate support--the Freddie Mac Foundation has augmented our efforts with:

- funds for printing LSNV brochures and for minority law student summer interns
- meeting facilities
- computer equipment and reference materials, and
- seed money to establish a child advocacy center

In return, LSNV provides Freddie Mac's Legal Division with a variety of pro bono activities (and malpractice insurance), educational support, including training that qualifies for CLE credit, supervision and administrative support, opportunities to develop our staff's legal, managerial and communications skills, and positive public relations, community goodwill and recognition at local, state and national levels.

Considerations in establishing a corporate pro bono program:

Pro bono work does require a commitment of employee time and resources. For this reason, support from corporate management is crucial to a program's success. Once this support is in place, there are several matters to consider in establishing an in-house pro bono program:

*/ References are to the Virginia Code of Professional Responsibility.

1. Legal Competence. Clients are entitled to a competent attorney, regardless of whether they are paying for the representation. Canon 6 requires that a lawyer undertake representation only in those matters as to which he has specific knowledge, skill and efficiency. The competence requirement, which applies to court and administrative procedures as well as to substantive practice areas, can be met by:

- prior practice experience,
- association with another lawyer (or a pro bono organization) competent in the matter (DR 6-101), or
- specialized training

1. Malpractice Insurance Coverage. While pro bono clients are considered to be public clients for all purposes, few corporations carry malpractice insurance for their in-house counsel. Malpractice coverage can be acquired directly or through an associated pro bono organization (many carry policies for attorney volunteers).

1. Conflicts of Interest. Corporate counsel are no less at risk of encountering conflicts of interest than are private practitioners. Potential conflicts can limit:

- substantive issues to those areas of business or operations in which the corporate employer is not engaged,
- representation in matters in which corporate customers, competitors and/or suppliers may be adverse parties, and
- the ability to represent certain clients zealously by restricting positions that favor a client but may be at odds with corporate interests

As in law firms, there should be a conflicts committee or coordinator to manage this aspect of the corporate pro bono initiative.

1. Client Confidentiality. To insure client confidentiality, all pro bono client files should be maintained separately from those relating to the corporation, and each legal department employee, whether or not involved in the pro bono initiative, should be cautioned to exercise care to preserve client information and confidences. (See EC 4-2)

1. Insulating the Corporate Employer. To avoid the appearance that the corporate employer is engaged in the unauthorized practice of law or is otherwise responsible for the attorneys' pro bono legal work, the best practice is not to use corporate letterhead, business cards or meeting rooms for pro bono clients.

In addition, there should be a formal "policy and procedure" setting out the corporation's pro bono program parameters, including those discussed above. It should include a liaison/contact list for all internal and external parties, and should address, at a minimum, the following issues:

- will time spent on pro bono activities be credited toward the volunteer's workweek goal, or in addition to that goal?
- will pro bono activities occurring during regular business hours be tolerated, encouraged or discouraged?
- what mechanisms exist for pro bono work product quality control, and for tracking volunteer's time, cases and files?

Many of the perceived impediments to performing pro bono work in-house are, upon closer inspection, red herrings. The greatest of these is a fear of the unknown and a reluctance, particularly on the part of 'seasoned' attorneys, to venture into unfamiliar settings or substantive areas of the law. Targeted training and/or pro bono work that uses existing skills can minimize this concern.

Your community's poorest and most disadvantaged have a variety of legal needs. In addition to counseling and representing individuals, there are non-profit organizations that could use corporate counsel's expertise with incorporations and tax-exempt status, corporate governance, employee management, commercial matters, insurance coverage, real estate and leases, navigating through government and administrative red tape, and so on.

Pro bono legal work gives your organization a chance to build stronger communities, enhance the skills of your legal staff, and improve your work environment by attracting quality employees and increasing job satisfaction and morale for existing employees. With a pro bono program, you can give back, and everybody wins.

Resources for corporate counsel interested in performing pro bono legal work are available from the **Virginia State Bar Pro Bono** office (804/775-0522), the **American Bar Association Center for Pro Bono** (312/988-5769), the **American Corporate Counsel Association** (202/293-4103; web site www.acca.com) and from your local legal services corporation. Malpractice insurance coverage is available through the **National Legal Aid Defenders Association Service Corporation** (202/452-9870 or 800/725-4513).

Andrea L. Bridgeman is a real estate/contracts attorney at Freddie Mac in McLean, Virginia, where she is co-chair of the Pro Bono Steering Committee. Freddie Mac's Legal Division was recognized for its pro bono efforts in 1995 with the American Corporate Counsel Association's Pro Bono Award, in 1998 with the American Bar Association's Pro Bono Publico Award, and in 1999 with the Virginia State Bar's Lewis F. Powell Jr. Pro Bono Award. Ms. Bridgeman is a past chair of Virginia State Bar's Corporate Counsel Section and now serves on the Fairfax Bar Association's Public Service Committee and acts as co-chair of the Business Law/Corporate Counsel Section. She received an A.B. in Classical Studies from Bryn Mawr College and a J.D. in 1980 from the University of Virginia.

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