



Thursday, May 22
3:30 pm–5:00 pm

602 Effective Outside Counsel Management

Julienne Bramesco

Vice President and General Counsel
Colonial Parking, Inc.

Bruce Pincus

General Counsel
Minitab, Inc.

Faculty Biographies

Julienne Bramesco

Julienne W. Bramesco is the vice president and general counsel for Colonial Parking Inc. in Washington, DC, where she advises the company on all legal matters related to the business of parking cars, including real estate, labor and employment, and corporate governance and compliance.

She was formerly associate general counsel for the Association of Corporate Counsel. She also practiced labor and employment law in the corporate legal departments of Marriott International and Kaiser Permanente.

Ms. Bramesco has been a speaker at a number of conferences including ACC's Corporate Counsel University and Annual Meeting programs and The Georgetown University Law Center Corporate Counsel Institute, where she is a member of the advisory board. She was previously a member of the DC Bar committee on continuing legal education during which time she created the education program titled, "The ABC's of the NLRB" which she continues to chair. She is the author of "Is Green the New Black?" and is also the co-author of "The Firing Line," published in the *ACC Docket* in September 2005. She is a director of the Yorktown High School Crew Boosters, and the subcommittee chair of ACC's Small Law Departments Committee and ACC's Employment and Labor Committee.

Ms. Bramesco received her bachelor's from Cornell University. She received her J.D. from Georgetown University Law Center.

Bruce Pincus

Bruce Pincus is general counsel and secretary of Minitab, Inc., located in State College, Pennsylvania. Mr. Pincus is responsible for identifying, directing, and responding to all legal matters relating to the company. He works closely with Minitab's executive and management team on all general corporate operational concerns, with a focus on employment and labor law issues, software licensing, sales contracts and agreements, and trademark and copyright matters.

Prior to joining Minitab, Mr. Pincus was in private practice in the San Francisco Bay Area where he advised corporate clientele in the technology sector and related industries, ranging from start-ups to firmly established businesses.

Mr. Pincus is secretary of the ACC's Employment and Labor Law Committee.

Mr. Pincus received a B.A. from the University of California, Berkeley and is a graduate of John F. Kennedy University School of Law.



When to Retain Counsel

- Or is outside counsel really necessary?
 - What are you competent to handle?
 - What do you have time to handle?
 - What is important for you to handle strategically?

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Special Considerations for Retaining Outside Counsel

- Conflicts
- Sarbanes Oxley investigations
- Need for special expertise
- Public relations

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Special Considerations for Retaining Outside Counsel

- Geography
- Available resources
- Corporate culture
- Disruption to business

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Who to Retain as Outside Counsel

- Methods of retention most often cited are
 - 79.9% referral from outside counsel
 - 50.4 % company approved list
 - 49.6% referral from in-house colleague
 - 48.9% referral from in-house colleague from another company

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Who to Retain as Outside Counsel

- Methods of retention most often cited are
 - 22.6% other company employees
 - 18.8% online directories
 - 18.05% published directories
 - 17.2% search of law firm websites

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Referrals

- ACC Committee Listservs
- Chapter contacts
- Law firm associations
 - Lex Mundi
 - Meritas

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Formal Processes

- Beauty Contests
- RFPs

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Diversity

- If we don't care who will?
 - Call to Action
 - ✦ www.clocalltoaction.com
 - ✦ "... [w]e pledge that we will make decisions regarding which law firms represent our compnaies based in significant part on the diversity performance of the firms."
 - ✦ Nearly 90 CLOs have committed their departments

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Diversity

- Wal-Mart Legal Department Diversity Alert
 - “As a legal department, we have come to the conclusion that one of the principal reasons for this disappointing lack of results is a lack of institutional accountability on the part of both the law firms and the corporations they represent. . . . We must be more directive in our relationship. . . .”

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Finding the Right Attorney

- Hiring the firm or the attorney?
- Company values
- Available technology
- Other services
- Building a long term relationship

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How to Retain Counsel

- Retainer letters
 - Yours
 - Theirs
- Scope of engagement
- Conflict Waivers
- Counsel for individual defendants

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How to Retain Counsel

- Selecting a lead counsel
- Compensation
 - Fee based
 - Hourly rates predominate
 - In-house departments are increasingly receiving discounted rates
 - Early payment discounts

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How to Retain Counsel

- Alternative Billing methods
 - Rarely requested by in-house counsel, esp. small departments
 - Fixed fees
 - Blended rates
 - Contingency Fees
 - Retainer for work within a certain period

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Managing the Outside Counsel Relationship

- Bills
 - How to read a bill
 - Technology
- Reporting
- Evaluations
 - Formal vs. Informal

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Managing the Outside Counsel Relationship

- Staffing
 - Number on the case
 - Junior vs. senior associates
 - Minimum experience requirements
 - Who pays for training?

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Managing the Outside Counsel Relationship

- Litigation
 - Decision making
 - Discovery
 - Managing disruptions to the business
 - Experts and other expenses
 - Settlement

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What is In-house Counsel's proper role?

- Division of labor between in-house and outside counsel
- Contact with staff and other employees
- Resolution and Settlement

Engagement Letter

<http://www.acc.com/resource/getfile.php?id=8430&title=Terms+of+Engagement+&author=&year=2007&materialtype=Sample+Form+%26+Policy&keywordlist=Litigation%2COutside+Counsel+Management&doc=true>

Top 10 Methods to Manage Outside Counsel Costs

<http://www.acc.com/resource/getfile.php?id=7740&title=Top+Ten+Methods+to+Manage+Outside+Counsel&author=Rob+Thomas&year=2006&materialtype=Quick+Reference&keywordlist=Outside+Counsel+Management&doc=true>

Engagement Letter

<http://www.acc.com/resource/getfile.php?id=7336&title=Sample+Engagement+Letter+2&author=&year=2006&materialtype=Sample+Form+%26+Policy&keywordlist=Outside+Counsel+Management&doc=true>

Outside Counsel Management (InfoPAK)

<http://www.acc.com/infopaks/ocm.php>

<http://www.acc.com/resource/getfile.php?id=5793&title=Outside+Counsel+Policies+and+Procedures&author=&year=2005&materialtype=Sample+Form+%26+Policy&keywordlist=Billing+by+Outside+Counsel%2CLaw+Department+Management%2COutside+Counsel+Management&doc=true>

Outside Counsel Evaluation Form

<http://www.acc.com/resource/getfile.php?id=5977&title=Outside+counsel+evaluation+form&author=&year=2005&materialtype=Sample+Form+%26+Policy&keywordlist=Litigation%2COutside+Counsel+Management&doc=true>

Wal-Mart Legal Department Diversity Alert

<http://www.acc.com/resource/getfile.php?id=5862&title=Wal-Mart+Legal+Department+Diversity+Alert+&author=Wal-Mart&year=2005&materialtype=Sample+Form+%26+Policy&keywordlist=Diversity%2COutside+Counsel+Management&doc=true>

A Call to Action

<http://www.acc.com/resource/getfile.php?id=5748&title=A+Call+To+Action+Diversity+In+The+Legal+Profession&author=Rick+Palmore&year=2004&materialtype=Article&keywordlist=Diversity&doc=true>