

**University of Nebraska College of Law  
Entrepreneurship Legal Clinic**

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**Spring 2016 Syllabus**

**I. MISSION**

The mission of the Entrepreneurship Legal Clinic (“E-Clinic”) is to:

1. Educate, train, and inspire law students at the University of Nebraska College of Law to understand the needs of, and be advocates for, entrepreneurs, innovators and start-up businesses.
2. Provide law students an opportunity to develop meaningful and transferable legal, practical and ethical skills through application of classroom lessons to client representation in a transactional law firm setting.
3. Offer early-stage transactional legal advice and representation to Nebraska’s aspiring entry-level entrepreneurs, innovators, and start-up businesses.
4. Inspire an entrepreneurial spirit among law students by facilitating educational and professional opportunities that connect law students with entrepreneurs and business leaders, relevant partner organizations, and legal practitioners who represent entrepreneurs and start-up businesses.
5. Contribute to the University of Nebraska’s mission as the state’s primary intellectual center by performing direct outreach to rural and urban communities on legal issues facing entrepreneurs and start-up businesses and providing legal support to other University of Nebraska initiatives relating to entrepreneurship.
6. Become a meaningful contributor in the Nebraska ecosystem of entrepreneurs and supporting organizations that are working to make the State of Nebraska one of the best places in the United States to start a business.

## II. APPROACH

The above mission will be accomplished through the following three primary methods:

### A. Client Representation

Client representation will account for the majority of the Student Attorney time commitment and grade. This includes all administrative time required to service client needs in accordance with E-Clinic office procedures.

Client Selection. The E-Clinic will consider applicants who meet all four of the following criteria:

1. The applicant's place of business is within the State of Nebraska;
2. The work requested by the applicant is appropriate for students and presents an interesting educational opportunity;
3. The applicant has not received a significant round of outside funding or financing from investors; and
4. The applicant would otherwise be unlikely to obtain qualified legal advice.

Clients who do not satisfy each of these criteria will be selected only under exceptional circumstances.

Clients will be obtained from inquiries received from the public as well as referral sources, including the E-Clinic's partner organizations (such as Invest Nebraska, the Engler Agribusiness Entrepreneurship Program, and the Center for Rural Affairs Rural Enterprise Assistance Project). The Director and Legal Assistant will initially screen prospective clients; however, the final decision of whether to represent a prospective client will take into account information learned during initial intake meetings that will be handled by Student Attorneys.

Scope of Work. The scope of the E-Clinic's work will typically be limited to early-stage business matters. This includes, for example, entity selection and formation, contract drafting, certain intellectual property protection matters, initial financing matters, and regulatory and compliance matters (including employment, licensing, and other state and local matters). Notwithstanding the foregoing, there will be certain matters that the E-Clinic will not handle, including litigation, immigration law, patent searches or applications, and pure tax advice. At completion of the representation, clients will be referred to members of the private bar, where appropriate.

Matter Assignment. Student Attorneys will handle multiple matters simultaneously. Student Attorneys will work on most matters individually; however, some matters may be assigned to teams of two or three.

Student Engagement. Under the Director's supervision, Student Attorneys will handle all pre-representation issues (e.g., conflict checks, engagement letters); work to complete all

matters on deadlines discussed with the clients and Director; and establish, foster and maintain productive client relationships through dedicated and professional client communications.

\* \* \* To be clear (or as a verbose attorney would say, *for the avoidance of doubt*), in your capacity as Student Attorney ***you will have primary responsibility to handle all client matters you are assigned***. This will mean taking the lead from the initial client interview through matter completion or transition, as applicable. Unlike traditional courses, you will be expected to conduct yourselves as attorneys, not students. Unlike traditional law firms, you will not be treated as law clerks, but rather as the primary relationship attorneys with the E-Clinic's clients and members of the startup community.

The Director will supervise your work through supervision meetings, weekly update emails, draft deliverables and correspondence, and copies of client communications, among other things; however, it will be your responsibility to see the matter through to completion on the timelines discussed with your clients and the Director.

In order to keep the Director informed of progress, Student Attorneys will have scheduled meetings with the Director on at least a triweekly basis. Meetings will typically be an hour in length, and Student Attorneys should be prepared to discuss each of their current matters (including any relevant questions or concerns), recent seminar and reflection topics, and recent and upcoming outreach and engagement activities. Additional Director meetings may be scheduled by the Student Attorneys on an as-needed basis; however, the Director maintains an open door policy and, subject to availability, may be consulted from time-to-time.

The Director will not be the sole source of guidance for Student Attorneys:

*Student Attorney Meetings:* Student Attorneys will be assigned a partner to meet with between regularly scheduled Director meetings to discuss the status of their matters and obtain feedback and guidance.

*Staff Meetings:* All Student Attorneys and the Director will meet weekly for staff meetings, many of which will focus on case rounds discussions regarding current client matters.

*Advisor Discussions:* During the semester, members of the E-Clinic's Board of Advisors will be invited to caucus with small groups of Student Attorneys about their client matters, as well as the practice of law more generally. Student Attorneys should be cognizant of their client confidentiality obligations and avoid sharing any sensitive information with these advisors without client approval.

*Outside Attorney Contacts:* With the approval of the Director, Student Attorneys are encouraged to seek advice from outside attorneys or other professors regarding legal or practical issues that are of a more complex, unique, or industry-specific nature. Student Attorneys who wish to seek such guidance should identify the type of expertise

required and propose a course of action to the Director for approval. Student Attorneys should be cognizant of their client confidentiality obligations and avoid sharing any sensitive information without client approval.

## **B. Outreach & Engagement**

Client development is essential for practicing attorneys, especially new ones. To enable each participant to obtain presentation and networking experience (and perhaps the makings of a professional contact list), Student Attorneys will be required to make at least one presentation outside the E-Clinic on a timely legal topic applicable to startups. Past presentations have been given to the Nebraska MarketPlace Conference (West Point), the SBA Women Entrepreneurs Conference (Grand Island), the UNO FastTrac program, and the Kearney Area Chamber of Commerce; to members of the Lincoln entrepreneurial community at the Union Bank Catalyst, the Lincoln Non-Profit Hub, and the Lincoln Community Foundation; to local artists and musicians at Artist Inc. Live (Omaha) and in collaboration with Hear Nebraska; and to undergraduate classes in the UNO Scott Scholar Program, the UNL Engler Agribusiness Entrepreneurship Program, the UNL Raikes School of Computer Science and Engineering, and the UNL College of Business Administration. Information regarding the particulars of this assignment will be forthcoming during the first few weeks of the semester.

Student Attorneys will also be encouraged to actively participate in engagement and networking opportunities within the Nebraska entrepreneurship community. The Director will work to match each Student Attorney with opportunities that are pertinent to his or her professional aspirations and educational objectives. Past Student Attorneys have actively engaged in the NMotion and Straight Shot startup accelerator programs, Lincoln Startup Week, Ladies Launch Lincoln, Association of Business Leaders and Entrepreneurs (“ABLE”), quick pitch and business plan competitions, and weekly Open Coffees. More details regarding these opportunities will be provided throughout the semester.

## **C. Seminar & Reflection**

It is anticipated that approximately 20% of the Student Attorney workload will relate to completion of the seminar and reflection components. The seminar component will be heavily front-end loaded, with a significant portion of the classroom time and assigned readings being conducted during the first few weeks of the semester. This “boot camp” portion will cover topics that will be encountered during the early stages of the clinical experience, particularly (1) key practice skills, such as client communications, professionalism, and other aspects of transactional lawyering, (2) fundamental substantive legal issues faced by most E-Clinic clients, (3) relevant ethical considerations, and (4) practice management, document management, and other law firm administrative considerations. Guest speakers may be utilized from time-to-time to expose Student Attorneys to issues faced by members of the private bar and the entrepreneurship community at large.

An important skill utilized by successful attorneys is reflective lawyering and self-directed learning. The purpose of the reflection component is to provide you with a process and opportunity to reflect on your experiences as a soon-to-be lawyer and to express the ideas and feelings that are generated by your participation in the E-Clinic and representation of clients.

These reflections will also provide the Director valuable insight into the student experience for purposes of facilitating meaningful individual and group discussions regarding practice issues.

To fulfill the reflection component, Student Attorneys will be required to submit periodic reflection memoranda to the Director on a schedule set forth in the master E-Clinic calendar. These memoranda are a private dialogue between each Student Attorney and the Director and shall not be shared without your explicit permission. Topics will be provided throughout the semester, usually about one week prior to the due date. There is no single best method for drafting reflection memoranda; however, it should be organized in a way that is systematic, intentional, and thoughtful. Each memo should be, at minimum, one double-spaced, typewritten page in length; however, you should devote an appropriate amount of effort to explore the relevant topic thoughtfully.

### III. EVALUATION

The E-Clinic is a collaborative effort with a primary goal of providing each client with high-quality representation. Just like the medical profession has “teaching hospitals,” the E-Clinic is a “teaching law firm” – it is our responsibility to provide Student Attorneys with clear feedback and guidance about how they are performing as lawyers. To earn an average grade, Student Attorneys must do more than simply “show up.” Student Attorneys must demonstrate that they are diligent about client service, prepared for all meetings and seminars, and that they have been thoughtful about completing assignments. To earn a grade above average, Student Attorneys will need to demonstrate a sustained and focused commitment to the E-Clinic, including work on their specific matters.

*Evaluation in the E-Clinic, as in the “real world” of legal practice, is highly subjective.*

Semester grades will be calculated in accordance with the following allocations:

Client Representation: 60%

See Exhibit A for anticipated metrics that will be used to evaluate Student Attorneys with respect to Client Representation.

Outreach & Engagement: 20%

**Presentation.** Grading criteria include quality of the research and analysis, effectiveness of the presentation and any written deliverables, and demonstration of overall mastery of the subject matter.

**Engagement.** Student Attorneys should actively demonstrate engagement in the networking process and make intentional connections with members of the entrepreneurship ecosystem, private bar, or other organizations and individuals pertinent to the student’s professional and educational goals.

Seminar & Reflection: 20%

**Attendance.** Attendance is mandatory. Unavoidable conflicts must be cleared in advance of an absence per subsection IV.H below.

**Participation.** Read all assigned materials and be prepared to discuss them. Thoughtful volunteering that informs the class discussion will help you. The Director is an active moderator and will ensure everyone is encouraged to participate. You will never be penalized for asking a question that helps improve the understanding of the law, the lawyering process, client representation, or anything else related to E-Clinic work.

**Effort.** All seminar assignments and reflection memoranda are opportunities to enhance your clinical experience in preparation for practice, and should be handled as though they were educational assignments given to a first-year law firm associate. Demonstrate a thoughtful, dedicated approach in each such endeavor.

#### IV. PROCEDURES

**A. Credit and Workload.** You will receive 6 credit hours for successful completion of this course. You should not expect a perfect correlation between workload and credit: as with most clinics, the work for this course is likely to exceed the credit you receive. Student Attorneys who are actively involved with the E-Clinic will be well-positioned to make valuable contributions as new attorneys, particularly those who pursue a transactional legal practice, work as in-house counsel, or engage in other entrepreneurial endeavors.

**B. Workload Expectations.** Each Student Attorney must perform **a minimum of 240 hours** during the semester (approximately 18 hours/week for each of 14 weeks). In general, Student Attorneys who have performed exceptionally in the E-Clinic have put in many more hours than this minimum, sometimes exceeding 300 hours. This includes work on behalf of E-Clinic clients, seminar time and preparation, outreach and engagement conducted on behalf of the E-Clinic, and other administrative work. It is also expected that Student Attorneys will demonstrate a consistent, sustained commitment to the E-Clinic throughout the semester. Performing “catch up” during the last few weeks not only increases everyone’s stress level, it will drastically reduce the amount of forward progress that can be made on client matters, which disadvantages both our clients and our Student Attorneys. It is each Student Attorney’s responsibility to plan ahead and ensure an adequate workload. ***If you do not have sufficient work, you must alert the Director.***

***It is expected that Student Attorneys will allocate their time in approximately the same proportions used for evaluation, which are set forth above in Section III.***

**C. Office Hours / “Facetime”.** While the practice of law is (slowly) becoming less rigidly tied to physical presence in an office, the E-Clinic **does** have a “facetime” requirement. During a typical 5-day workweek, each Student Attorney is expected to spend ***at least 2 routine hours on each of at least 3 nonconsecutive days physically present at the E-Clinic office.*** This requirement reflects two distinct realities of private practice: (1) client expectations and requests do not lend themselves to being compartmentalized into 1-2 large, predetermined chunks of time, and (2) each Student Attorney’s experience in the E-Clinic will be meaningfully defined by impromptu interactions with clinic colleagues. These scheduled hours shall be confirmed by each Student Attorney during the first two weeks of the semester and can be rescheduled from time-to-time with notice to the Legal Assistant. Exceptions will be considered on a case-by-case

basis. This expectation is independent of the workload expectations set forth in subsection B above.

**D. Weekly Updates and Director Meetings.** Student Attorneys shall send the Director weekly update emails describing (1) actions taken during the preceding week, and (2) anticipated actions to be taken during the following week. Protocols for weekly update emails are set forth in the E-Clinic office manual. In addition, Student Attorneys shall arrange standing appointments with the Director the master E-Clinic calendar. The most recent weekly update email shall serve as the agenda for each such meeting. These meetings shall be arranged early in the semester based on Director and Student Attorney availability.

**E. Client Work Product & Communications.** *All legal advice, work product and communications of a substantive nature must be reviewed and approved by the Director before being given to a client.* See the Office Manual for procedural information regarding submission of work for Director review.

**F. Timekeeping.** Student Attorneys shall keep track of their time in Clio on a rolling basis. Entries reflecting your preceding week's E-Clinic work (Monday-Sunday) are *due Monday mornings at 8:00am*. Time entries should reflect work on behalf of E-Clinic clients, seminar time and preparation, and engagement and outreach conducted on behalf of the E-Clinic. Briefly and clearly describe the nature of the work in each time entry. It is anticipated that time entries for client work will be reviewed and submitted to the clients 1-2 times during the semester as an educational tool to help our clients understand the scope of services provided and appropriately value attorney time going forward.

**G. Seminar Meetings.** The seminar typically meets on Wednesday afternoons from 3:45p-5:45p. Additional "boot camp" sessions will be held during the first two weeks of the semester. It is expected that Student Attorneys will be on time or a few minutes early, and be prepared to discuss all assigned readings and client matters. Please see the E-Clinic master calendar for more detailed information.

As previously noted, the E-Clinic models itself as a law firm. Seminar meetings, therefore, will be modeled as staff meetings among law firm lawyers rather than a traditional law school seminar class. Although certain seminars (e.g., technology training) will require use of a laptop computer, *laptops will not be allowed during seminar meetings unless specifically required or permitted by the Director*. For additional information regarding the reasoning for this policy, please see <http://www.scientificamerican.com/article/a-learning-secret-don-t-take-notes-with-a-laptop/>.

**H. Assigned Readings.** Reading assignments will typically be contained in textbook materials outlined in the E-Clinic master calendar. Any additional readings will typically be circulated by close of business on the Friday prior to the relevant seminar. It shall be each Student Attorney's responsibility to obtain all readings and be prepared to discuss them in detail.

**I. Seminar Attendance.** *Attendance is mandatory.* While individual meetings in the E-Clinic augment the seminars, seminar discussions are critical to the class. Absent emergency, advance notice of an absence must be given to the Director. *If, for any reason, you*

*cannot make a seminar — and absences must be backed up by a valid reason — students shall seek guidance from the Director regarding alternative arrangements.* A student's final grade will be decreased for each unexcused absence. Absent special circumstances, multiple missed classes during a semester shall be grounds for failure.

**J. Policy on Academic Honesty.** All students of the University of Nebraska College of Law are responsible for knowing and adhering to the Honor Code. Your research, analysis and writing in this course should reflect your own work. *A simple rule: if you cite to language or an idea that is not your own, give attribution to the proper source.* The Director takes plagiarism seriously and, if you plagiarize, such action is grounds for failure of the course and referral to the Student-Faculty Honor Committee.

Notwithstanding the above, one aspect of the E-Clinic is that you will be working with form documents that you did not originally draft. If you have questions concerning attribution under these circumstances, please ask the Director. You are encouraged to utilize these and other research sources to inform your analysis and drafting.

Students who are found to be in violation of the Honor Code will be subject to both academic sanctions from the faculty member and non-academic sanctions (including but not limited to university probation, suspension, or dismissal). Any questions about whether or not an act constitutes academic dishonesty are welcome. See the Honor Code at <http://law.unl.edu/honor-code/>.

**K. Policy on Discrimination and Harassment.** The University of Nebraska-Lincoln policy on discrimination and harassment (<http://www.unl.edu/equity/notice-nondiscrimination>) applies to all students, staff and faculty. Any student, staff or faculty member who believes s/he has been the subject of discrimination or harassment based upon race, color, national origin, sex, age, disability, religion, sexual orientation, or veteran status should contact the Office of Institutional Equity and Compliance at 402-472-3417. Information about the Office and resources available to assist individuals regarding discrimination or harassment can be obtained at <http://www.unl.edu/equity/>.

**L. Students with Disabilities.** Students with disabilities are encouraged to contact the Director for a confidential discussion of their individual needs for academic accommodation. It is the policy of the University of Nebraska-Lincoln to provide flexible and individualized accommodations to students with documented disabilities that may affect their ability to fully participate in course activities or to meet course requirements. To receive accommodation services, students must be registered with the Services for Students with Disabilities (SSD) office, 132 Canfield Administration, 402-472-3787 voice or TTY.

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## **EXHIBIT A**

### **Client Representation Evaluation Guidelines**

#### Client Interviewing & Counseling

- A. Active listening, establishing rapport with the client, issue identification, structural fact gathering, action plan development
- B. Effective oral and written client communications
- C. Assisting the client in identifying options and making choices
- D. Determining how to execute the client's choice

#### Research & Information Gathering

- A. Considering possible sources of information, determining how best to obtain information, gathering information about the client's operations and goals
- B. Thorough factual and legal research, conducting research necessary to understand potential legal issues
- C. Investigation and planning done so as to permit reflection on and refinement of action steps, awareness of client's deadlines and time constraints

#### Problem Solving

- A. Working to understand underlying business issues
- B. Analysis of your matters in light of legal and practical considerations
- C. Ability to reconsider and refine action plan as new information develops

#### Supervision

- A. Attendance at all scheduled supervision meetings
- B. Seeking supervision beyond planned meeting times, when appropriate
- C. Preparing for supervision meetings, including developing meeting agendas, proposing plans of action in individual matters, considering updates that need to be given, prioritizing among matters in need of attention

#### Work Product

- A. Developing a plan and setting reasonable client expectations for deliverables
- B. Effective client counseling
- C. Drafting clear and coherent legal documents and client communications, delivered in a timely manner

### Thinking & Acting Outside the Box

- A. Ability to expand your efforts beyond the narrow bounds of the matter itself
- B. Willingness to go the extra mile for the client

### File Maintenance

- A. Updating files in a timely fashion with memos and notes
- B. Retaining all documents and organizing them in way that is useful

### Other Office Work

- A. Maintaining time records in accordance with E-Clinic procedures
- B. Adhering to office procedures, including maintaining office hours, keeping appointments, updating calendars, checking your mailbox regularly

### General Professionalism

- A. Attention to professionalism in working with clients; understanding your role as an advocate
- B. Attention to relationships with others, including Student Attorney partners, clinic staff, and adverse parties
- C. Respect for and sensitivity to difference

### Ethical Issues

- A. Responsiveness to needs of client and your various roles within the legal system (counselor, draftsman, zealous advocate, officer of the court, etc.)
- B. Ethical sensitivity to potential issues as they arise on your case (able to identify, discuss and address ethical/ professional responsibility issues)
- C. Maintaining client confidentiality
- D. Adhering to E-Clinic procedures regarding data security

### Reflective Lawyering

- A. Ability to identify your own strengths and weaknesses
- B. Ability to thoughtfully critique your own work
- C. Openness to critique from others
- D. Ability to modify your practices to maximize your strengths and minimize your weaknesses based on critique