SAMPLE

University of Nebraska College of Law
Law 658/G: Weibling Entrepreneurship Clinic

Brett C. Stohs
Assistant Professor of Law
Cline Williams Director of the Weibling Entrepreneurship Clinic

LeAnn Frobom
Legal Assistant

I. MISSION

The mission of the Weibling Entrepreneurship 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.

<u>*Client Selection*</u>. 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 Invest Nebraska, the SCC Entrepreneurship Center, 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, and what legal matters to undertake, will be largely based on information learned during initial intake meetings that will be handled by Student Attorneys.

<u>*Scope of Work*</u>. 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 (including trademark prosecution), and regulatory and compliance matters (including employment, licensing, and other state and local matters). Real estate and financing matters may arise from time to time. There are certain matters that the E-Clinic will not handle, including litigation, immigration law, patent searches or applications, and complex tax advice. At completion of the representation, clients will be referred to members of the private bar, where appropriate.

<u>*Matter Assignment*</u>. 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.

<u>*Student Engagement*</u>. 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 <u>primary responsibility</u> 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 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, update emails, draft deliverables and correspondence, reflection memos, 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 a biweekly 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 may be consulted at any time.

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

> *Seminar Meetings*: All Student Attorneys and the Director will meet weekly for seminar meetings, many of which will focus on discussing client matters.
>
> *Outside Attorney Contacts*: In consultation with 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 and Director approval.
>
> *Student Attorney Consultations*: Your colleagues are likely working through similar issues and challenges. Seeking feedback and guidance from your colleagues may prove a very fruitful endeavor, which is one of the main reasons we have an office hours requirement.
>
> *Advisor Discussions*: During the semester, local attorneys, businesspeople, and other members of the startup community 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 and Director 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 a presentation outside the E-Clinic on one or more appropriate legal topics. Examples of past audiences include:

- **<u>Lincoln</u>**: local entrepreneurs and supporting organizations at Fuse Coworking, the SCC Entrepreneurship Center, Union Bank Catalyst, the Lincoln Non-Profit Hub, and the Lincoln Community Foundation; and UNL students in the Engler Agribusiness Entrepreneurship Program, the Raikes School of Computer Science and Engineering, and the College of Business Administration;

- **Greater Nebraska**: the Nebraska MarketPlace Conference (West Point), the 2016 Agri/Eco-Tourism Workshop (Grand Island), the SBA Women Entrepreneurs Conference (Grand Island), and the Community Crops Growing Farmers Series; and
- **Omaha**: local entrepreneurs and supporting organizations at The Startup Collaborative, local artists and musicians at Artist Inc. Live in collaboration with Hear Nebraska, and undergraduate engineering students in the UNO Scott Scholar Program.

Information regarding the particulars of this assignment will be forthcoming during the first few weeks of the semester; however, there is frequently an immense amount of opportunity for Student Attorneys to direct their experiences to match their educational and/or professional goals.

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 startup accelerator program, Lincoln Startup Week, quick pitch and business plan competitions, and weekly open coffees. More details about where to identify these opportunities are set forth in **Exhibit A**.

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 half of the total 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 and pursuant to a separate reflection component memo. Reflection memoranda are a private dialogue between each Student Attorney and the Director and shall not be shared without your explicit permission. There is no single best method for drafting reflection memoranda; however, it should be organized in a way that is systematic, intentional, and thoughtful. Approximate length expectations will be set forth in the reflection component memo; 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 demonstrate diligence in client service, preparation for all meetings and seminars, and thoughtfulness in completing assignments. To earn an above average grade, Student Attorneys must demonstrate a sustained and focused commitment to their clients and all E-Clinic requirements.

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

Grades will be determined in accordance with the following allocations:

<u>Client Representation</u>: 60%

See **<u>Exhibit B</u>** for anticipated metrics that will be used to evaluate Student Attorneys with respect to Client Representation.

<u>Outreach & Engagement</u>: 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.

<u>Seminar & Reflection</u>: 20%

Attendance. Attendance is mandatory. Unavoidable conflicts must be cleared in advance of an absence per subsection IV.I 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 your 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 taking the E-Clinic must perform **a minimum of 255 hours** during the semester, which nets out to over 18 hours/week for each of 14 weeks (excluding the weeks of Thanksgiving and Finals). 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. Students may count all work on behalf of E-Clinic clients, seminar time and preparation, outreach and engagement conducted on behalf of the E-Clinic, and other related 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 will not only increase 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 "face time" 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. How you spend your time while physically present in the E-Clinic is up to you; it need not always be utilized for clinic-related activities. However, only the time that you spend engaged in clinic activities may be counted toward your overall minimum hour expectations.

D. Update Emails and Director Meetings.

Student Attorneys shall send the Director update emails pursuant to the schedule set forth in the E-Clinic master calendar. Update emails should ***succinctly summarize*** (1) actions taken since the preceding update email, and (2) anticipated actions to be taken in advance of the next update email. Protocols for update emails are set forth in the administrative handbook. In addition, Student Attorneys shall arrange meetings with the Director pursuant to the schedule set forth in the E-Clinic master calendar. These meetings shall be arranged early in the semester.

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 administrative handbook 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 Sunday evenings at 11:59pm.*** 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 at the end of the semester as an educational tool to help our clients understand the scope of services provided and appropriately value attorney time going forward. Please prepare your time entries accordingly.

G. Seminar Meetings.

Seminars typically meet on Thursday afternoons from 2:30-4:30pm. 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 will require use of a laptop computer (e.g., technology training), ***laptops will not be allowed during seminar meetings unless specifically required or permitted by the Director***. Laptops will be needed for those seminar meetings denoted with a on the E-Clinic master calendar. For additional information regarding the rationale for this policy, please see https://goo.gl/1a3jgz.

H. Assigned Readings.

Reading assignments will typically be contained in materials outlined in the E-Clinic master calendar. Any additional readings will typically be circulated prior to the relevant seminar. It is each Student Attorney's responsibility to be prepared to discuss assigned readings in detail; however, in light of the expectation that you allocate your time proportionately between different clinic obligations, be efficient in this regard.

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 impacted by 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 precedent 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, Assistant Dean Marc Pearce, and/or the Office of Services for Students with Disabilities 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
Resources for Monitoring Engagement Opportunities

Weibling Entrepreneurship Clinic **@LawProfStohs**
https://www.facebook.com/NELawEClinic/

Startup LNK (Lincoln Chamber of Commerce) **StartupLNK**
http://startuplnk.com/
https://www.facebook.com/StartupLincoln/
Startup Events Calendar: http://startuplnk.com/calendar/

Open coffee 8-9:30am Thursdays at Crescent Moon Coffee (140 N 8th)

SCC Entrepreneurship Center **@SCC_Eship**
https://www.facebook.com/SCC.Eship/

Free coffee 10am Thursdays at SCC Entrepreneurship Center (285 S 68th Street Pl, 2nd Floor)

1 Million Cups Lincoln **@1MillionCupsLNK**
https://www.facebook.com/1MillionCupsLNK/
http://www.1millioncups.com/lincoln

Free coffee 9am Wednesdays at Nebraska Global (151 N 8th, basement)

1 Million Cups Omaha **1MillionCupsOMA**
http://www.meetup.com/1MCNebraska/
https://www.facebook.com/1MCOmaha/

Free coffee 9am Wednesdays at Do Space (7205 Dodge Street, Omaha)

Association of Business Leaders & Entrepreneurs ("ABLE")
https://www.memberplanet.com/able-lincoln

Meetings 7:30-9am on the 1st Friday of each month at Lazlo's South (5900 Old Cheney Road); Stohs may take 1-2 students

The Startup Collaborative **@Startup_Collab**
https://www.facebook.com/TheStartupCollaborative/
http://startupcollaborative.co/

Lincoln Startup Week (typically in Sept/Oct)
https://lincoln.startupweek.co/

Omaha Startup Week (typically in May)
https://omaha.startupweek.co/

Startup Nebraska Facebook Group
https://www.facebook.com/groups/startupnebraska/ (click 'Join')

Rural Enterprise Assistance Project ("REAP")
https://www.facebook.com/Rural-Enterprise-Assistance-Project-REAP-293181060098
http://www.cfra.org/reap

Fuse Coworking **@FUSEcowork**
https://www.facebook.com/FUSECoworking/
http://www.fusecoworking.com/

NMotion Accelerator **@NMotionStartup**
https://www.facebook.com/NMotionStartup/
http://www.nmotion.co/

Silicon Prairie News **@SiliconPrairie**
http://siliconprairienews.com/
https://www.facebook.com/SiliconPrairieNews/

Ladies Launch Lincoln **@LadiesLaunchLNK**
https://www.facebook.com/LadiesLaunchLincoln/

Exhibit B
Client Representation Evaluation Guidelines

Client Interviewing & Counseling

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

Research & Information Gathering

- Considering possible sources of information, determining how best to obtain information, gathering information about the client's operations and goals
- Thorough factual and legal research, conducting research necessary to understand potential legal issues
- 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

- Understanding underlying business issues
- Analysis of your matters in light of legal and practical considerations
- Ability to reconsider and refine action plan as new information develops

Supervision

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

Work Product

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

Thinking & Acting Outside the Box

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

General Professionalism

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

File Maintenance

- Updating files ir fashion with me
- Retaining all doc organizing them useful

Other Office Work

- Maintaining tim accordance with procedures
- Adhering to offi including mainta hours, keeping a and updating cal

Ethical Issues

- Responsiveness client and your within the legal counselor, drafts advocate)
- Ethical sensitivit issues as they ar case (able to ide and address ethi professional resp issues)
- Maintaining clie confidentiality
- Adhering to E-C procedures rega security

Reflective Lawyerin

- Ability to identi strengths and we
- Openness to crit others; ability to self-critique
- Ability to modif practices to max strengths and mi weaknesses base