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## Inside a Law School's In-house Training Program

### From the Experts

*Steve Yeager*

Five years ago when I joined the SMU Dedman School of Law as director of career services, I noticed that some law schools were starting to offer classes on in-house practice. As a former general counsel, I thought that such a class would make sense here—business law is one of our strengths, and many corporations are headquartered in Dallas-Fort Worth. So I created an upper-level class called “The Role of the General Counsel,” which proved very popular. Offered in the fall and spring semesters, the class always exceeded its 45-seat capacity. In-house counsel at area corporations were invited to guest lecture in certain classes.

As a result of teaching the class, however, I realized that the in-house world is virtually unknown to law students. In addition to teaching them about legal and ethical issues facing inside counsel, I wanted to give them a glimpse of what in-house lawyers actually do. And I found a partner in my mission—Marc Steinberg, the Rupert and Lillian Radford Professor of Law. Together, we designed an academic program combining a corporate counsel class with externships in corporate legal departments.

We proposed our idea to the curriculum committee, and it was ap-



proved at the end of 2012, giving us very little time to recruit corporations to participate and to take student applications. But we made it. The Corporate Counsel Externship Program was launched in fall 2013 with 30 companies hosting students: American Airlines; AmerisourceBergen Specialty Group; AT&T; Baylor Health Care System; CLMG/Beal Service Corp.; Commercial Metals Company; Crosstex Energy Services LP; Dean Foods Company; Denbury Resources Inc.; Dr. Pepper Snapple Group; Fluor Corporation; Fossil Group Inc.; G6

Hospitality LLC; Hewlett-Packard Company; Interstate Batteries; Le Duff America Inc.; Lennox International Inc.; Sky Chefs Inc. d/b/a LSG Sky Chefs; Michaels Stores; Mothers Against Drunk Driving; NACCO Industries Inc.; NTA Life Insurance Company; North Texas Tollway Authority; Orix USA Corporation; RealPage Inc.; Reddy Ice Holdings Inc.; SMU Office of Legal Affairs; Summit Midstream Partners LLC; The Beck Group; and Zale Corporation.

Steinberg serves as director of the program, and I am the faculty supervisor.

In the weekly classroom compo-



ment, students learned about different substantive areas of the law encountered in an in-house practice, such as corporate governance practices, intellectual property, employment law and securities filings, as well as the ethical responsibilities of in-house counsel. Other classes focused on practical skills, such as working with outside counsel, conflicts of interest, litigation management, contract drafting and conducting internal investigations. As with the "Role of the General Counsel" course, corporate counsel served as guest lecturers in certain classes. For example, Gary Kennedy, the former general counsel of American Airlines, taught a class on conducting internal investigations, while John Torres and Betty Ungerman, the chief legal officer and deputy general counsel of Lennox International Inc., taught students about working with outside counsel and contracts.

Each student was assigned to a "field supervisor" at his or her placement. These seasoned attorneys oversaw and trained the externs and

evaluated their legal skills, professionalism, quality of work and responsiveness. Steinberg remarked, "We are extremely grateful to the field supervisors for their support of the program. These attorneys are incredibly busy, yet took time away from their practices to work with our students. There is no academic substitute for the experience our students had this semester. The training and feedback they received from accomplished attorneys on real-world projects will benefit them immensely when they start practicing law."

Externs' projects and experiences were as broad and varied as the different companies participating in the program. As an example, one student assisted attorneys with a credit agreement and observed the agreement evolve from the first draft to the closing. Another student worked on compliance checklists and schedules, allowing her to delve into regulations governing public companies and to review the company's policies for compliance. A different student worked on a

project involving both legal and accounting issues. As a CPA, she said that the project allowed her to learn about how the legal and accounting departments within the company worked together to formulate an approach to solving the issues.

The program served as a capstone learning experience for many students. Stacy Phillips, a third-year student assigned to Reddy Ice Holdings Inc., described the experience as the "icing on the cake" of her legal education. "Property law was my Achilles' Heel in law school because I really didn't have a frame of reference for any of the topics we covered," she said. "It all suddenly made sense after working on a project involving real estate titles, title insurance policies and land survey plats."

The extern at Interstate Batteries, Jeff Connor, said, "My biggest learning experience was drafting a contract from scratch. I feel fortunate because most law students do not get this opportunity. It certainly opened my eyes to how much I do not know just yet. But I gained con-

confidence when I successfully finished the contract, with a lot of guidance from [Interstate general counsel] Chris Willis along the way.”

Looking back now, I realize there were many side-benefits to the program beyond the legal knowledge the students gained. These students will be at an advantage when they are first-year associates at law firms because they will better understand what qualities and services corporations are looking for when they select outside counsel. As John Torres with Lennox explained, “This program is going to give the law students an opportunity to see the dynamics of that buy-sell relationship. The purchaser’s point of view is not entirely the same as the seller’s point of view.”

Students also developed valuable practical skills. Externs shadowed attorneys, watching how they conducted themselves in meetings, communicated with outside counsel and opposing counsel and interacted with clients. Will Murchison, the extern at Michaels Stores, said, “I enjoyed sitting in on the contract negotiations. The experience was unique, and I felt I gained insights on how to hold myself in a professional, but adversarial, setting.

One of the highlights of this program for me was watching our students develop professionally and gain an appreciation of “soft skills” that I did not learn until much later in my legal career. Students were often included in office lunches, birthday celebrations and, in the case of Murchison, an office Halloween costume contest and parade. These activities helped students learn the importance of teamwork and workplace culture, and they met other in-house attorneys and their business colleagues.

Benjamin Perez, a third-year student placed at the North Texas Tollway Authority, says that the program gave him “a practical ex-

perience that is unmatched with anything that I could have learned in the classroom,” and was “hands down the best experience throughout my law school career.” He added that one of his biggest challenges was “learning to use the telephone instead of sending out emails when communicating with different business clients. As a student, I am so accustomed to sending texts and emails, and I didn’t realize that in-house lawyers conduct so much of their work over the phone.”

Tyler Hokanson, a law student interested in real estate, externed with the Dallas construction and development firm The Beck Group. He said the program gave him insight into the political realities of a small legal department. “It has given me perspective on how an inside lawyer should interact with his client in order to preserve credibility and influence,” he said. “My most valuable learning experience was hearing many of the real-world experiences of Tonya Johannsen, the general counsel, which has helped me to set my expectations for life as a lawyer.”

Another side benefit is that students may be more attractive to prospective employers. As a result of their externships, students had additional experience to list on their resumes. Most of the students worked on transactional matters; however, two externs interested in litigation were placed with companies where we knew they would be exposed to litigation matters.

The third-year student at Lennox, Anne Moretti, counts the relationships that she formed at Lennox as one of the reasons why the externship program exceeded her expectations. “Betty [Ungerman], John [Torres] and the other attorneys were all so willing to do everything they could to put me in touch with connections they had at firms,” Moretti said. “I am so thankful that they took

the time to reach out to their connections on my behalf, and also that I had the opportunity to talk with so many of them to get their advice and learn about their legal careers.” The relationships that Moretti formed during her externship were instrumental in helping her to secure an associate position in the corporate section of a large firm in Dallas.

In addition, two externs who graduated in May have already secured in-house counsel positions with corporations that did not participate in the program.

Bryn Krough, the extern at Zale, says, “I was able to experience and be involved in the inner workings of a large public company, and this experience could not be matched by any other program. The Zale attorneys were very focused on ensuring that I gained as much benefit from the program as possible.”

Although the experience has come to an end for this group of students, SMU Dedman Law is offering the program again in fall 2014. This year, we are adding new classes on cybersecurity and commercial real estate leases, as well as new placements at the Dallas Cowboys Football Club, EXCO Resources Inc., Hunt Consolidated Inc., J.C. Penney Company Inc. and Kimberly-Clark Corporation.

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