

FOOD BANKS AND INVESTMENT BANKS: CLINIC DESIGN FOR  
CORPORATE PRACTICE

by  
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INTRODUCTION

The Organizations and Transactions Clinic (“O&T”) at Stanford Law School (“SLS”) represents only established nonprofit corporations, most with annual revenues in the \$1–\$25 million range, and some considerably larger.<sup>1</sup> The practice focuses on corporate governance, contracts, corporate structure, and program design and operations. The work is document-oriented. Project execution is collaboration-based; O&T carries out engagements through teams comprised of two students and an instructor, with the instructors actively engaged in hands-on analytical and editorial work. The formal instruction in the associated seminar concentrates on orientation to core commercial relationships (including acquisition, credit, and license), public company materials, and transaction planning and execution. These features mean, among other things, that core aspects of the O&T operating model differ in material respects from those of other transactional clinics.<sup>2</sup>

Why these choices on our part?

The short answer is that the O&T model reflects our institutional and community setting, the big firm practice environment in which most of our students will begin their careers, a set of learning objectives centered on documents, analysis, and work in a professional environment, and a view that the corporate form and programmatic activity of substantial nonprofit organizations generate deeply relevant and challenging work in line with our objectives. We describe in this Article the thinking underlying the model. Part I reviews institutional, community, and learning-objective considerations that influence clinic design. Part II describes the model, including client and project selection, project execution, and classroom activities. Part III discusses several weaknesses of the model. Part IV concludes.

<sup>1</sup> See *infra* note 24.

<sup>2</sup> For example, other clinics often work with a broader range of clients, including individual entrepreneurs, small and medium-size businesses, start-up nonprofits, community groups, and business, engineering, and other students in the home university. Other clinics also provide not only assistance with corporate and commercial matters but also advice about employment, permitting and licensing, and trademark registration. See generally Susan R. Jones & Jacqueline Lainez, *Enriching the Law School Curriculum: The Rise of Transactional Legal Clinics in U.S. Law Schools*, 43 WASH. U. J.L. & POL’Y 85, 98–100 (2013) (discussing clients and practices of transactional clinics).

## I. CLINIC DESIGN CONSIDERATIONS

### A. *Environment*

The institutional, community, and legal marketplace settings of a clinic necessarily influence its design. Here are some key factors relevant to O&T:

- *Quarter System.* SLS operates on the quarter system. The length of a quarter varies from ten to twelve weeks. Quarters are quite short; for example, there were 51 business days in the fall quarter of 2014.
- *Full-Time.* SLS clinical courses represent full-time commitments during the quarter of enrollment; students do not take any other courses. Each clinical course provides twelve credits. SLS permits students to take up to two full-time clinics during their second and third years.
- *Clinical Program Structure.* The SLS clinics, including O&T, operate as a single law firm with a public-interest orientation under a common administrative structure. In effect, the firm has practice groups focused on community, criminal defense, environmental, immigration, youth and education, intellectual property, religious liberty, Supreme Court litigation, international human rights and conflict resolution, and corporate matters. The clinical program is based in dedicated offices where students from multiple clinics work alongside the clinic faculty.
- *Clinic Clients and Activities.* A number of SLS clinics are centered on individual representation and provide students with intensive experiences in interviewing, counseling, and negotiating activities; other SLS clinics represent organizational clients on policy as well as litigation and corporate matters.
- *Clinic Class Sessions.* SLS clinical courses include a classroom component. Students and instructors generally meet as a full group twice a week in 90- to 120-minute sessions. Class preparation often includes short reading and other assignments. Students also participate in several general rounds sessions during the quarter where they meet with students from other clinics to discuss their cases and projects. The consequence is that students have meaningful “non-billable” but clinic-related commitments.
- *Other SLS Courses.* SLS offers a number of courses relating to transactional practice. They include multiple negotiations courses, advanced writing courses focused on contract drafting, and classes that entail study of venture capital, debt, private equity, acquisition, intellectual property licensing, and other transactions. SLS generally

offers every two years a course on nonprofit law and regularly offers a class on social entrepreneurship.

- *Institutional Goals.* SLS had two objectives when it decided to create a corporate clinic. The first objective was to help prepare SLS students for corporate and transactional practice. The second objective was to demonstrate that corporate lawyers, and not just litigators, can engage effectively in pro bono and public-service work.<sup>3</sup>
- *Student Career Paths.* O&T students typically have summer-associate positions and begin their private-sector careers in large law firms in major urban areas. Most begin in corporate practice; some become commercial litigators.
- *Big-Firm Practice.* Clients of big urban law firms are usually corporations. They face substantial corporate governance, financial disclosure, and compliance requirements. They often have complex capital structures, affiliate arrangements, and commercial relationships. The work—mergers and acquisitions, corporate finance, product commercialization, licensing, disclosure—is document-intensive, and the documents are often long, dense, and difficult. The materials are the products of collaborative work; engagements are regularly staffed by multi-lawyer teams, with associates working on discrete aspects of the project. One-on-one interviews with individuals and even in-person meetings with clients and counter-parties are uncommon; e-mails are innumerable.
- *Bar Admission.* Roughly half of SLS graduates take the California bar exam, and a substantial percentage take the New York bar exam.<sup>4</sup> The California bar is considering adopting a requirement that new lawyers engage in supervised provision of at least 50 hours of pro bono service before admission to the bar or during the first year

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<sup>3</sup> In a 2007 press release, the SLS associate dean for public service and clinical education stated that “[t]his new clinic will drive home the message that public service and pro bono practice takes place in many arenas—in the boardroom as well as the courtroom.” *News Center: Stanford Law School Appoints Jay Mitchell Director of Organizations and Transactions Clinic*, STAN. L. SCH. (May 9, 2007), <http://www.law.stanford.edu/news/pr/stanford-law-school-appoints-jay-mitchell-director-of-organizations-and-transactions-clinic>. The SLS website notes that the clinical program represents an “important part of [SLS’s] commitment to social responsibility.” *About the Clinic: What We Do*, STAN. L. SCH. (2015), <http://www.law.stanford.edu/clinics/about-the-clinic/what-we-do>.

<sup>4</sup> See *ABA—Required Disclosures*, STAN. L. SCH., <https://www.law.stanford.edu/facts/bar-passage-data>.

of practice.<sup>5</sup> The New York courts already require that individuals admitted to the bar on or after January 1, 2015, must complete at least 50 hours of “qualifying pro bono service” prior to filing an application for admission.<sup>6</sup>

- *Local Communities.* SLS is located in an area of over seven million residents. San Francisco, San Jose, and Oakland are all within an hour’s drive from campus. At the same time, rural communities and some of the world’s most important agricultural production regions are within an easy drive from campus.
- *Client Population.* SLS is located in the heart of Silicon Valley. The area is populated by entrepreneurs, businesses, and financiers of all kinds. It also has thousands of nonprofit organizations of diverse size and operating models, including several of the country’s largest philanthropic organizations.
- *Corporate Legal Services Supply.* The Bay Area has thousands of lawyers. Silicon Valley and San Francisco attorneys include experts in representing technology, life science, and other entrepreneurs; emerging and sophisticated corporations; venture capital and private equity investors; and social entrepreneurs. There are transactional clinics at a number of local law schools.<sup>7</sup> There is a local organization that places corporate projects for low-income business entrepreneurs as pro bono matters with local law firms.<sup>8</sup> Resources for nonprofits include several firms specializing in nonprofit representation, multiple law firms with substantial pro bono practices, and a clearinghouse that places projects for eligible nonprofits with local firms.<sup>9</sup>

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<sup>5</sup> See *Task Force on Admissions Regulation Reform (TFARR)*, ST. B. CAL. (2015), <http://www.calbar.ca.gov/AboutUs/BoardofTrustees/TaskForceonAdmissionsRegulationReform.aspx>.

<sup>6</sup> N.Y. COMP. CODES R. & REGS. tit. 22, § 520.16 (2015).

<sup>7</sup> For example, the University of California Hastings College of Law operates community economic development and social enterprise clinics. *Clinics*, U. CAL. HASTINGS C.L. (2015), <http://www.uchastings.edu/academics/clinical-programs/clinics/index.php>. The Santa Clara University Law School operates a clinic targeted to entrepreneurs. *Entrepreneurs’ Law Clinic*, SANTA CLARA L. (2014), <http://law.scu.edu/elc/>.

<sup>8</sup> The Legal Services for Entrepreneurs project of the Lawyers’ Committee for Civil Rights in San Francisco provides free business legal services to low-income individuals who want to start or develop for-profit businesses committed to community economic development. *Legal Services for Entrepreneurs*, LAW. COMMITTEE CIV. RTS. S.F. BAY AREA (2015), <http://www.lccr.com/get-help/economic-justice-legal-services-for-entrepreneurs-lse/>.

<sup>9</sup> For example, the Bar Association of San Francisco operates, through its Justice and Diversity Center, the Community Organizations Representation Project. The project supports Northern California charities by placing corporate projects on a pro

Two unusual features of our setting are immediately apparent: we are on the quarter system, and we are a full-time gig for our students.

*B. Learning and Professional-Development Objectives*

A second set of clinic-design considerations centers on learning and professional-development objectives.<sup>10</sup> Students make a big investment when they enroll in O&T; the full-time, exclusive obligation creates meaningful opportunity costs in terms of courses foregone. As noted, our students almost always start at big firms but practice in a range of areas; corporate finance on Wall Street is different than emerging-company work in Silicon Valley, and some students become litigators. Quarters are pretty short; we have students in the clinic for only 40 to 45 business days. What should we emphasize? What is transferable across different practice areas? What do we want students to get out of this (relatively brief) experience?

We answer those questions as follows: we want students to get a tangible sense of the materials and disciplines of corporate practice. Most immediately, we want to help students get a handle on documents, the basic products of the trade. Second, we want to suggest some ways of thinking about and gaining traction on corporate situations, problems, and responses. Third, we want to help students get a sense of the realities of and expectations for professional work, and to explore the many dimensions of serving clients and collaborating with colleagues in a firm. These of course are related subject matters—legal documents reflect methodical analysis and are prepared with exceptional care by busy people for busy people—but we present them separately here for discussion purposes.

*1. Documents*

We want to focus considerable attention on the *document*, broadly defined: contracts, governance materials, disclosure filings, advice deliverables, briefing materials, meeting agendas, e-mails, transaction plans, and so on. As one scholar observed:

Clients come to lawyers, as they come to engineers, with problems that they cannot solve themselves. The service both engineers and lawyers provide is the solving of those problems. But more than that, although both lawyers and engineers might solve clients' problems merely by offering advice and guidance, the central

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bono basis with local law firms. *Community Organization Representation Project (CORP)*, B. ASS'N S.F. (2015), <http://www.sfbar.org/jdc/legal-services/legalprojects/corp/corp.aspx>.

<sup>10</sup> Cf. SUSAN BRYANT ET AL., TRANSFORMING THE EDUCATION OF LAWYERS: THE THEORY AND PRACTICE OF CLINICAL PEDAGOGY 13–14 (2014) (“Intentional teaching starts with broad overall learning goals for a clinical course. These in turn shape the particular goals for each supervision, seminar class, rounds conversation, or fieldwork choice.”).

instrument for solving problems that both use is a device of some kind—usually a physical device in the case of engineers and a document in the case of lawyers . . . .

. . . .

The job lawyers do, from corporate finance to legislative drafting, of making things for clients is arguably the most important, and it is probably the most frequent, job they have.<sup>11</sup>

Documents are at the core of corporate practice, whether one represents investment banks, charities, or app developers. Lawyers spend their days reading, editing, and writing documents. Big-firm lawyers devote considerably more time to written materials than they do to interviewing clients. Legal and business documents are also unfamiliar, and often quite intimidating, to the typical law student.<sup>12</sup> It seems to us commonsensical that we should concentrate our attention on building student knowledge, respect, and confidence with these core products of the profession.

We approach this from several different standpoints:

- *Reading.* First, we see reading as a fundamental professional activity; we think it makes sense to make this feature of expert performance explicit, and work on it in an intentional way. We want to explore how to read as a lawyer, to really read analytically and imaginatively, and to not simply process a document. Scholars describe clinics as excellent venues for developing legal writing skills;<sup>13</sup> we think they are also great places for learning how to read.<sup>14</sup>

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<sup>11</sup> DAVID HOWARTH, *LAW AS ENGINEERING: THINKING ABOUT WHAT LAWYERS DO* 3, 51 (2013).

<sup>12</sup> See Victor Fleischer, Essay, *Deals: Bringing Corporate Transactions into the Law School Classroom*, 2002 COLUM. BUS. L. REV. 475, 483–86 (“First-year and second-year law firm associates exert a lot of misspent effort because they lack a basic understanding of why corporate documents look the way they do. . . . Starting out in corporate practice is more disorienting and frustrating than necessary because of the alien nature of financial documents.”); Katherine R. Kruse, *Legal Education and Professional Skills: Myths and Misconceptions About Theory and Practice*, 45 MCGEORGE L. REV. 7, 22 (2013) (noting that entry-level lawyers may not understand the purposes of contractual provisions or the thinking underlying them and therefore fail to add value); Therese H. Maynard, *Educating Transactional Lawyers*, in Robert C. Illig et al., *Teaching Transactional Skills Through Simulation in Upper-Level Courses: Three Exemplars*, 2009 TRANSACTIONS: TENN. J. BUS. L. (SPECIAL REPORT) 23, 27 (noting that experienced lawyers report that “today’s first-year corporate law associates were largely clueless as to what was expected of them when they were given projects such as reviewing documents or drafting agreements”).

<sup>13</sup> See, e.g., Cheri Wyton Levin, *The Doctor Is In: Prescriptions for Teaching Writing in a Live-Client In-House Clinic*, 15 CLINICAL L. REV. 157, 164 (2008) (noting that multiple factors make the “clinic the ideal environment for teaching writing”).

<sup>14</sup> See Jay A. Mitchell, *Reading (in the Clinic) Is Fundamental*, 19 CLINICAL L. REV. 297, 298–99 (2012).

- *Characteristics.* Second, we want to orient students to the wide range of documents that lawyers create and review. We want to talk about their variety, functionality, longevity, consequentiality, grounding in operations and markets, use of common structures and solutions, interrelatedness, and other characteristics.<sup>15</sup> We think it makes sense to call out the typical design, organizational schemes, and conventions of core corporate documents. We want to help students begin to “see” all that is going on to help them understand and appreciate documents as a lawyer.<sup>16</sup>
- *Craft and Professional Values.* Third, we believe that documents provide a concrete platform not only for learning substance and technique but also for reinforcing messages about legal practice and craft.<sup>17</sup> One would expect product characteristics to reflect the care, dedication, persistence, attention to detail, technical execution, and other values and qualities admired (and needed) by their producers. We want to take advantage of that platform.
- *Writing all the Time.* Fourth, we want students to write every day, and to write all sorts of things. We want them to both work with form and precedent documents and to create materials from scratch. We want students exposed to professional expectations for quality and to the effort and time required to produce quality work-products and client communications. We also want them to have meaningful experiences with reviewing and editing the work-product of other lawyers; after all, corporate lawyers spend a lot of time commenting on other people’s work.<sup>18</sup>

Deepening student appreciation for legal documents animates our approach to client and project selection, and to the work in our classroom. We want students to spend most of their time working with documents, thinking about how they work and fit together, trying and

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<sup>15</sup> See Jay A. Mitchell, Document Appreciation: Some Characteristics of Legal Documents (and Talking with Students About Them) (Mar. 7, 2014) (unpublished manuscript), available at [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2406047](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2406047) (identifying document characteristics, describing useful habits of mind for lawyers working with documents, and suggesting approaches for teachers who introduce students to legal documents).

<sup>16</sup> See *id.* at 15–16.

<sup>17</sup> See *id.* at 16–17.

<sup>18</sup> We do not intend our focus on documents to mean that we “morph into a legal drafting course, potentially to the neglect of other lawyering skills.” Robert R. Statchen, *Clinicians, Practitioners, and Scribes: Drafting Client Work Product in a Small Business Clinic*, 56 N.Y.L. SCH. L. REV. 233, 236 (2011–2012). To the contrary, we think documents, broadly defined, are terrific vehicles for learning about what lawyers do—and what it takes to do what lawyers do, and to do it right.

tossing out different approaches, and dealing with the realities of production. We also think there is a lot to be said, in terms of simply sharpening the mind, from engaging students in the imaginative and disciplined work of how best to present information in varied contexts to different audiences with efficiency, sensitivity, and polish.

## 2. *Gaining Traction and Imposing Structure*

A second area of emphasis for us is helping students learn to *gain traction on a problem*. It goes without saying that much of what we do as lawyers, whether we are litigators or corporate attorneys, is to put structure on unstructured situations. That occurs when we serve as a discussion partner for a client, develop advice, build a transaction plan, design an affiliation arrangement, draft a contract, or write a brief.<sup>19</sup> “Putting structure on it” or “putting things in buckets” are useful ways of thinking about legal practice, and ones that tie nicely to the analytical reasoning abilities emphasized during the first year of law school.

Filling up those buckets in a real-world setting, though, is a different experience than doing so in a first-year class. Knowing how to get started on situation assessment, or how to construct an advice piece or contract, comes hard for students and new lawyers. It is not easy for a novice to grasp an organizational problem.<sup>20</sup> Nor is it easy, without the benefit of prior exposure to legal products, to know what to build for the client in response to that problem. How do we get our hands around this situation? How do we go after this thing? How do we get started?

We think it useful to talk explicitly about these notions, about this way of understanding the job, and to experience, in overt, pragmatic, and metacognitive ways, the structure-imposition process as it occurs in the course of the work. Accordingly:

- We want engagements that require students to *work forward* to legal advice and products; to engage deeply in the tasks of listening, identifying, characterizing, categorizing, and organizing; and to try out different approaches to sorting things through.
- We want opportunities to *work backward* from existing products; to explore frameworks, angles of approach, and protocols for getting our minds around daunting legal documents or tasks.

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<sup>19</sup> As Alicia E. Plerhoples observes, “Lawyers are particularly adept at providing an analytical framework to help business clients think through the legal issues . . . .” Alicia E. Plerhoples, *Representing Social Enterprise*, 20 CLINICAL L. REV. 215, 254 (2013).

<sup>20</sup> Scholars of legal and professional education regularly note how experts can deal with unstructured situations in ways that novices cannot. *See, e.g.*, WILLIAM M. SULLIVAN ET AL., EDUCATING LAWYERS 25, 101 (2007) [hereinafter CARNEGIE REPORT] (noting that “experts can perceive aspects of situations in ways that are relevant to deploying their knowledge in ways beginners cannot. . . . [T]he expert first abstracts from a complex, often messy environment a set of factors that are most important. (This is just the skill the beginner does not have.)”).

- We want occasions to work from a blank slate, to figure out what we should make for the client, and to experiment with different ways to present information.
- We want students to have experiences in getting comfortable with feeling uncomfortable in the initial stages; tossing out ideas and prototypes; sensing progress as a structure, plan, and product emerge from the work; and then reflecting on how we got from lost at sea to safe on the beach.

The bottom line here: We want to help folks get a grip on how to get a grip, and to suggest some ways of thinking about the job.<sup>21</sup>

### 3. *Learning How to Work*

The third and final O&T objective concerns, quite literally, *how to work*. The full-time nature of the clinic gives us a unique opportunity to immerse students in the day-to-day of professional activity. In a law firm, lawyers sit at a desk in an office all day, work with legal and business documents all day, work (including writing) with other people all day, and produce something every day. Their products and performances are

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<sup>21</sup> For us, “traction” and “structure” encompass a number of educational considerations and objectives. Most importantly, it relates to problem-solving and to the nature of professional expertise. Karl S. Okamoto observes: “The essence of lawyering is ‘creative problem solving’ under conditions of uncertainty and complexity. . . . [E]xperts are good at solving problems because they recognize in new situations what ‘they have seen before.’ When problems are novel or complex, various mental models and strategies allow experts to ‘visualize’ potential solutions based on accumulated experience, and to create solutions for previously unseen problems.” Karl S. Okamoto, *Teaching Transactional Lawyering*, 1 DREXEL L. REV. 69, 83 (2009) (footnote omitted). We accept the assertion in the CARNEGIE REPORT that the work of teachers in professional schools centers on helping students begin to progress from novice to expert by, among other things, making “[f]eatures of expert performance . . . explicit for learners” through “protocols, and organizing metaphors for approaching situations or problems.” CARNEGIE REPORT, *supra* note 20, at 99; *cf.* Kruse, *supra* note 12, at 23 (noting that law schools could do more to develop “pedagogical methods and deliver[] instruction that exposes law students to the analytical constructs they will need to plan, structure, and problem-solve in non-litigation settings”); Roy Stuckey, *Teaching with Purpose: Defining and Achieving Desired Outcomes in Clinical Law Courses*, 13 CLINICAL L. REV. 807, 811 (2006) (“Helping students acquire an understanding of legal problem-solving and begin developing their expertise as problem-solvers is the most important task of legal education.”). The structure notion is suggestive of the “blueprint” and “theory of the project” approaches described by Alicia Alvarez and Paul R. Tremblay. See ALICIA ALVAREZ & PAUL R. TREMBLAY, INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE 77–107 (2013). In many ways our notion reflects an effort to focus on the “higher level skills of creative problem-solving, project management[, and] strategizing and planning,” as called out and encouraged by Praveen Kosuri. See Praveen Kosuri, “Impact” in 3D—*Maximizing Impact Through Transactional Clinics*, 18 CLINICAL L. REV. 1, 7 (2011). Finally, structure extends to development of work-products; we need to build something physical, a product that does work for a client. “Structure,” in short, provides a lot of structure for O&T.

visible to and scrutinized by clients, colleagues, bosses, regulators, and other professionals in varied fields. Other people are relying on them to be right, to be productive, and to be timely.

For many students, this routine makes for a new and often challenging experience. It is a rather different rhythm than that of the typical student, and the quality expectations for the written work, from e-mails onward, are unlike anything most students have ever encountered. We think it makes sense to be explicit about these challenges, and to create an environment that familiarizes students with the realities of a job that demands constant collaboration and hours of attention to documents.<sup>22</sup> Accordingly:

- We want students to deal with a variety of clients, colleagues, and work-styles.
- We want them to plan and carry out widely varied projects.
- We want the demands of the docket and curriculum to push students to think ahead; to confront them with heavy flows of e-mail, paper, and information; to require them to manage calendars and expectations; and to reinforce the importance of organization and productivity.
- We want them to understand and begin building the stamina and strength required to work with documents, draft after draft, day after day.

We also want to emphasize, at a very practical level, the importance of crisp and consistent execution across everything they do; for a lawyer, there are a lot of buttons to button to be buttoned up, and unbuttoned buttons are easily observed. Such things include proofreading, timesheets, gathering materials for client meetings, and making sufficient copies—all real, all visible, and all in bounds.

Finally, a phrase we use all the time in the clinic—“make life easier for the other person”—reflects a mindset we want students to embrace. “Other persons” of course include clients and colleagues. Clients really do need a hand; they have tough jobs. Executives are bombarded by information, demands, criticisms, and requests. They have much on their minds; from an executive’s perspective, a business situation requires

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<sup>22</sup> Okamoto observes that “we owe our students . . . some indication of how different the nature of work is when you move from student to lawyer. Students’ work is largely self-directed, generally conducted without strict deadlines; and it rarely requires meticulous precision. Furthermore, rarely do students understand that a significant part of legal practice is production—not just thinking, researching, and writing, but generating and distributing vast quantities of documents. Therefore law practice demands skills such as organization, self-discipline, and attention to detail, which in law school are rarely mentioned, let alone dramatized. But perhaps the most important difference is that while law students mostly work alone (and are judged individually), lawyers usually work in teams.” Karl S. Okamoto, *Learning and Learning-to-Learn by Doing: Simulating Corporate Practice in Law School*, 45 J. LEGAL EDUC. 498, 504 (1995).

consideration of multiple and often competing constituencies, objectives, and timeframes—with legal considerations being but one among them. So how do we help that person? We can help by not only knowing the law but also, as transactional skills teachers regularly emphasize, by knowing the business, recognizing the multiple factors at play, anticipating real-world implementation challenges, and communicating in thoughtful, accessible, and efficient ways.<sup>23</sup> The little stuff is really valuable, too. Folks notice and appreciate the well-organized binder, or the well-planned meeting, or the concise and crystal-clear e-mail message. We respect a client's time that way.

Our colleagues are busy and pressured, too; drama is to be avoided. Reliability, productivity, responsiveness, preparation, good cheer: those are welcomed. A Post-it® note on a draft, a stack of background documents on the chair, a draft before it is requested: those incidents of awareness, anticipation, thoughtfulness, and courtesy can go a long way.

We think “make life easier for the other person” is a useful formulation for helping students appreciate the many dimensions, large and small, of such an outward focus and orientation. We hope that it helps them see the differences between a student demonstrating her knowledge through solitary work and a lawyer working as a member of a team serving a client. “Make life easier,” like structure, gets a lot done for us. Working together full-time gives us plenty of opportunities to see it.

\* \* \* \*

The O&T design challenge, then, is to create a set of learning experiences relevant to students headed to big firms, consistent with a public-interest setting, differentiated and sustainable in a dense legal marketplace, doable within the ten-week timeframe, and useful from California and New York bar admissions standpoints. Given the full-time nature of the clinic and our learning-to-work objective, we need a model that generates plenty of clients, plenty of projects, and diverse assignments; and one that enables intensive collaboration. Given our emphasis on traction, a chunk of that business needs to consist of projects that are sticky, broad-scope, or loosely-defined in nature. Given our interest in documents, the engagements and classroom activities need to involve documents of all kinds, and lots and lots of them.

## II. CLINIC MODEL

We landed on to a model with five key elements:

- a client base consisting entirely of established nonprofit corporations;

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<sup>23</sup> See ANTHONY J. LUPPINO, REPORT TO THE EWING MARION KAUFFMAN FOUNDATION, CAN DO: TRAINING LAWYERS TO BE EFFECTIVE COUNSELORS TO ENTREPRENEURS 20 (Jan. 30, 2008), available at [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=1157065](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1157065).

- a scope of work focused on corporate governance, contracts, corporate structure, and program design and operations;
- a collaboration-based mode of project execution, with assignments carried out by student teams and actively-involved instructors;
- a classroom curriculum with roughly one-third of the time devoted to student-led discussion of client projects and the balance centered on private-sector corporate practice; and
- regular self-evaluation by students.

The balance of this Part describes each of these elements.

### A. *Clients*

Our clients are all established Northern California nonprofit corporations. The clients vary by size, policy focus, operating model, funding source, and location; a number are based in rural communities. Most generate annual revenues in the \$1–\$25 million range, and some are quite large.<sup>24</sup> A substantial number are active in sustainable agriculture, food security, small-scale farming, food-system reform, and agricultural education; we think the food system is an unusually attractive source of projects for transactional clinics.<sup>25</sup> Others are involved in education, youth development, legal services, visual and performing arts, and core human services such as mental health care, job training, and shelter. Each quarter, a large percentage of our projects reflect repeat business from continuing clients.

We target these organizations for four principal reasons.

First, they provide excellent material for students learning about organizational representation and institutional corporate and commercial practice:

- From a corporate perspective, established nonprofits are corporate entities that have meaningful governance and disclosure obligations, active boards of directors and board committees, audited financial statements, and sometimes subsidiaries and affiliates.<sup>26</sup> These attributes are all

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<sup>24</sup> For example, in the spring 2014 quarter, 3 of our 16 clients reported more than \$40 million in annual revenues, and 5 had revenues of \$20 million or more. We also had a set of smaller clients in the \$1–\$5 million range; average revenues for the entire group of smaller clients were roughly \$12.6 million.

<sup>25</sup> See generally Jay A. Mitchell, *Getting into the Field*, 7 J. FOOD L. & POL'Y 69 (2011).

<sup>26</sup> For example, most nonprofit organizations exempt from federal income taxation are required to report considerable financial, programmatic, compliance, governance, and other data in the annual Form 990 tax return. I.R.C. § 6033(a)–(b) (2012). These filings are public documents. *Id.* § 6104(b). Certain nonprofits in California are required to have audit committees and audited financial statements. CAL. GOV'T CODE § 12586(e) (West 2011).

productive of corporate work and directly relevant to institutional practice; boards are boards, bylaws are bylaws, financials are financials, mergers are mergers. It is easy to use, say, an audit committee charter for a large nonprofit as a springboard for discussing with students the extensiveness and granularity of public-company governance regulation, or a line of credit as a platform for exploring bond covenants.<sup>27</sup>

- From a commercial perspective, established organizations typically have physical facilities, multiple collaborations, diverse funding sources, and contractual relationships. They run complex programs. They create and license intellectual property. They rent, lease, and share real property. They may have affiliates and licensees, which generate operating, liability, and contractual issues. They confront the strategic and implementation challenges of geographic expansion. And they serve widely varied and often at-risk populations, which creates a tremendous demand for context-effective communication as well as careful program design and risk-management practices.

These organizations operate rich programs in a rich environment and, as foreshadowed here and discussed below, throw off interesting and challenging work (and lots of documents) for a corporate clinic.

Second, these clients are still small or lean enough that the clinic's primary contact is generally the CEO, CFO, board chair or, for larger clients, general counsel. Students are exposed to the world of management, find themselves being tested by sophisticated individuals, and are motivated by the opportunity to work with an organization's most senior leaders. We see not only statutes and paperwork but also politics and pressures. The window into organizational reality provides quite a useful view for a new corporate lawyer.

Third, the nonprofit sector is characterized by an uneven availability of precedent documents and related materials for practitioners. For example, there are model governance documents available through bar and other sources, and there is an extensive literature regarding tax-exempt organizations.<sup>28</sup> But that is not the case with respect to

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<sup>27</sup> As Alicia E. Plerhopes observes about her Social Enterprise and Nonprofit Law Clinic at Georgetown University Law Center: "[M]any of the Clinic's nonprofit clients have substantial corporate governance disclosure and reporting obligations and complex operations similar to public companies, although on a much smaller scale. . . . [T]his governance framework and institutional structure introduces students to a skill set and substantive knowledge of organizational complexity comparable to what they will employ in corporate or nonprofit law fields when they graduate." Plerhopes, *supra* note 19, at 232.

<sup>28</sup> For example, Public Counsel, a large pro bono law firm in Los Angeles, makes available on its website a set of comprehensively-annotated model articles of

programmatic matters; there may be examples of such documents on websites but rarely are there well-developed collections of contracts and other materials relating to such programs.<sup>29</sup> This environmental reality is ideal for us. In some cases our students can find and use precedents—something lawyers do all the time. In other cases we need to work from a blank slate, which places a premium on structure imposition and creativity. That is a perfect combination from our point of view.

Fourth, the approach reflects our professional and institutional pro bono responsibilities, the public-interest orientation of the SLS clinical program, and the institutional objective of helping students see the relevance and value of corporate-lawyer skills to community work. We devote all of our resources to representing charities, including dedicating substantial capacity to organizations located in rural communities where there are minimal pro bono resources. From a professional-development point of view, representation of nonprofits is a pro bono staple for corporate lawyers; the clinic may be a student's only exposure in law school to nonprofit organizations and nonprofit law, and exposure to the sector may trigger an interest in board service, management, and volunteer work as well as traditional pro bono service.<sup>30</sup> At a more pragmatic level, the approach enables us to benefit from the extraordinary depth and diversity of nonprofit activity in Northern California, and helps students to meet the pro bono service admission requirements of the California and New York bars.

In short: This client composition enables us to cover a lot of ground.<sup>31</sup>

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incorporation, bylaws, and governance policies for California nonprofit organizations. See *Community Development*, PUBLIC COUNSEL, [http://www.publiccounsel.org/practice\\_areas/community\\_development](http://www.publiccounsel.org/practice_areas/community_development). Public Counsel also makes available a wide-ranging collection of model governance policies prepared by a group of California nonprofit law practitioners. See [http://www.publiccounsel.org/useful\\_materials?id=0025](http://www.publiccounsel.org/useful_materials?id=0025). See also BRUCE R. HOPKINS, *THE LAW OF TAX-EXEMPT ORGANIZATIONS* (2007) for another general resource on non profit matters. *E.g.*, NICHOLAS P. CAFARDI & JACLYN FABEAN CHERRY, *UNDERSTANDING NONPROFIT AND TAX EXEMPT ORGANIZATIONS* (2006); I MARILYN E. PHELAN, *NONPROFIT ORGANIZATIONS: LAW & TAXATION* (2014); *Sample Policies & Documents*, CHARITIES REV. COUNCIL (2014), [http://www.smartgivers.org/Model\\_Documents.html](http://www.smartgivers.org/Model_Documents.html).

<sup>29</sup> We see this state of affairs regularly in the work with agricultural and food-system organizations. See Mitchell, *supra* note 25, at 93 (noting that community-supported agriculture, farmers'-market, and community-garden documents are available on websites but rarely are the subject of practitioner-oriented form collections).

<sup>30</sup> See, *e.g.*, Charles E. McCallum, A.B.A. Section of Bus. Law, *The Lawyer as Director of a Client*, 57 BUS. LAW. 387, 395 (2001) (“[L]awyers should be prepared and willing to consider taking volunteer positions as members of nonprofit corporation boards as a matter of public or community pro bono service.”).

<sup>31</sup> As is apparent, we do not represent technology entrepreneurs in Silicon Valley or students at Stanford. That may seem odd: a wonderful opportunity foregone. We do not see it that way. First, as discussed in this Part, we think the nonprofit sector is

## B. *Projects*

### 1. *Project Nature*

Our projects fall into three broad categories:

- First, we do comprehensive corporate “governance reviews.” These projects typically involve study of an organization’s existing governance and disclosure documents, discussions with the executive director or board chair, and preparation of a substantial deliverable. The work-product typically consists of a report setting out the team’s findings and recommendations, a set of draft documents (bylaws, board committee charters, policies), and a variety of practical pieces (questionnaires, calendars, checklists) to facilitate governance operations. Teams are typically invited to attend a meeting and formally present their recommendations to the client’s board or board committee charged with governance oversight.
- Second, we draft all sorts of contracts, policies, disclosures, and other documents relating to corporate structure, infrastructure, and especially programming. These materials range from simple one-pagers to suites of contracts and other materials for operations such as transitional housing, rental subsidy, agricultural education, and business-incubator programs. In some cases these documents are based on precedents; in others, we start from scratch, with a particular focus on accessibility and

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an excellent fit given our objectives. Second, we bring no competitive advantage to the technology market; the Silicon Valley legal community serves these individuals and businesses quite well. Third, there are other courses and activities at Stanford where students can learn about and engage in technology entrepreneurship. For example, SLS offers several courses in venture capital. One such course “follows the start-up process from initial formation of a new High-Tech venture through its private capitalization, the navigation of typical operational or strategic hurdles/milestones, and potential exit through merger or initial public offering.” *Courses: Venture Capital I*, STAN. L. SCH. (2015), available at <http://www.law.stanford.edu/courses/venture-capital>. The description for a second course notes that “[s]tudents who are interested in either starting companies or working with startup founders as their legal counsel will solidify their foundations in this course.” *Courses: Venture Capital II: Starting and Running a Venture-Backed Company*, STAN. L. SCH. (2014), available at <http://www.law.stanford.edu/courses/venture-capital-ii-starting-and-running-a-venture-backed-company>. SLS in recent years has spawned a number of legal technology start-ups. See Rachel M. Zahorsky, *Stanford Law Is a Hotbed for Tech Startups and Legal Entrepreneurs*, A.B.A. J. (May 22, 2013), [http://www.abajournal.com/news/article/stanford\\_law\\_hotbed\\_for\\_tech\\_startups\\_and\\_legal\\_entrepreneurs/](http://www.abajournal.com/news/article/stanford_law_hotbed_for_tech_startups_and_legal_entrepreneurs/). SLS students, including several O&T students, have worked at StartX, a nonprofit “whose mission is to accelerate the development of Stanford’s top entrepreneurs through experiential education.” STARTX, <http://startx.stanford.edu>. This area, in short, is well covered.

ease of use.<sup>32</sup> We also regularly develop program and contract summaries, compliance tools, and educational materials.<sup>33</sup>

- Third, we do “think” projects that typically involve a structure, program, collaboration, or proposed transaction. These assignments have addressed, for example, merger transactions, models for geographic expansion, affiliate relationships, intellectual-property profiles, compliance programs, spin-offs of programmatic activities into separate subsidiaries, and legal implications of strategic plans. The work-product generally consists of a report and, often, a set of documents reflecting the recommendations set out in the report.<sup>34</sup>

We focus on these sorts of projects because they are directly aligned with our document, structure, and learning-to-work objectives. Governance reviews, for example, acquaint students with fundamental corporate materials. Contract-development projects provide both exposure to archetypal products and, given that we work in areas without good precedents, opportunities to impose structure on situations and

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<sup>32</sup> These projects often involve review and rewriting of an organization’s existing forms. Sometimes client documents are home-grown and in need of both substantive and presentation upgrades. Other times they are products of a pro bono engagement with a law firm and are quite traditional in form, with the client looking for a shorter and more user-friendly document. We think these take-it-apart, put-it-back-together circumstances are packed with learning value. As Richard Sennett observes, “Repair is a neglected, poorly understood, but all-important aspect of technical craftsmanship. . . . [M]aking and repairing form a single whole.” RICHARD SENNETT, *THE CRAFTSMAN* 199 (2008).

<sup>33</sup> For example, in spring 2014 we prepared a set of briefing materials for a client who is party to a complex site agreement with the federal government. The team put together a detailed contract summary and compliance tool for the client’s executive director, a one-page overview for board-member orientation, and a one-page “what you need to know” piece for the organization’s on-site staff and volunteers. The work required close study of a lengthy contract and related technical exhibits, and development of documents for three very different audiences and contexts.

<sup>34</sup> Our involvement with food and agricultural organizations is illustrative of our scope. We have done governance reviews for a number of these organizations; drafted market rules, site agreements, and other contracts for farmers’-market operators; developed contracts, leases, loan documents, and operating policies for beginning-farmer education, commercial kitchen, catering, community produce gleaning, produce distribution, and local food-alliance programs; and created model documents for community gardens, farm leases, agricultural lending, municipal healthy-restaurant certification programs, and community financing of food-system businesses. We have given advice about local product-branding programs, urban-edge agricultural parks, spin-offs, and new-farmer savings programs. In some respects, our focus on agricultural and food-system clients represents an “impact strategy” element of our clinic design. See Kosuri, *supra* note 21, at 45 (“Clinics can cluster clients in order to target different modalities of impact . . .”). We hope and believe there is benefit to our clients and to the sector from our involvement with so many organizations, development of model documents, and so on.

create something new. Advisory and program assignments are largely about structure: tossing out ideas, putting things in buckets, developing a story, figuring out how to present it, and building the product.<sup>35</sup> Development of a summary or compliance tool exposes students to hard documents and helps them learn to get their hands around a situation—and to help others get their hands around a situation. Governance, advisory, and program-document projects require students to assemble a professional deliverable containing multiple, integrated, internally-consistent documents; generating such a product is a useful experience and one that illustrates how legal practice involves a good amount of production activity.<sup>36</sup> In a more traditional formulation, these projects expose students to institutional representation and concentrate student attention on analysis, advice development, counseling, drafting, and client communication.

We also like these sorts of projects because they generally can be scoped and managed in a way such that we can complete them during the quarter. We do not, for example, find ourselves waiting on a regulator or an investor to act. Students can work on a project from beginning to end.

## 2. *Deliverable Design*

We pay considerable attention to deliverable design.

First, we think format choice can facilitate teaching as well as client-service objectives. For example, for governance and advisory work-products, we typically create a consultant-style, landscape-format “deck,” not a memorandum. These pieces generally follow a one-topic-per-page format; pages may touch separately on process, assumptions, facts, doctrinal areas, recommendations, and suggestions for next steps, with pages addressing common topics set up in common formats.<sup>37</sup> From a client point of view, the format is easy to follow and helps to quickly identify key points for follow-up and discussion. From a teaching point of

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<sup>35</sup> For example, in spring 2014 we were asked by a large client to evaluate its intellectual-property practices with respect to development and dissemination of professional-development materials for educators. The deliverable ultimately included a schematic showing key activities, interactions, and legal interventions; multiple template contracts; a set of optional contract provisions relating to joint copyright ownership; and a plainspoken, bullet-point set of use guidelines for distribution to the organization’s clients. The package also included a lengthy “IP toolkit” for internal use that set out practices and policies for a range of external and internal development activities and for dissemination of materials to customers, academics, and the public through both hard-copy and digital means.

<sup>36</sup> See Okamoto, *supra* note 22, at 504. We think exposure to the “physical” side of practice is a good thing, and one in line with our emphasis on documents generally and learning to work specifically. There are plenty of buttons to be buttoned here.

<sup>37</sup> Governance-review deliverables, for example, typically include sections devoted to major topics (*e.g.*, bylaws, committee charters) and use a consistent organizational scheme for each such topic: what we did, why we did it, what this replaces, and how you adopt it.

view, the somewhat mechanical format forces methodical analysis, structure imposition, and logical document organization. Telling the story, one step at a time, is tough duty; this is traction in a tangible form.

Second, we think lawyers have much in common with the design community.<sup>38</sup> Corporate lawyers, after all, are described as “enterprise architects”<sup>39</sup> and, like designers, create complex and highly refined information products. We also think that lawyers have much to learn from designers, in terms of both approach to a problem and to execution of the product. Designers bring a stance toward the work focused deeply on the user and actual user experience, and attention to facilitating communicative effectiveness through careful attention to the presentation of text and image. We try in our work to reflect awareness of basic design, plain language, and typographical principles; we think it makes for better thinking and better products for the clients, whether the product is a contract, advice piece, briefing, diagram, or flow chart. We also think it resonates with the “make life easier” notion by helping students become more mindful about communicative effectiveness and the fact that we make products that busy people use in their work.

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<sup>38</sup> Cf. Jay A. Mitchell, *Putting Some Product into Work-Product: Corporate Lawyers Learning from Designers*, 12 BERKELEY BUS. L. J. (forthcoming 2014). As Mitchell notes: “There’s . . . much in the design literature that is familiar to a lawyer, and that might prompt the cynical among us to wonder what’s the big deal about ‘design thinking.’ After all, we legal grinders study businesses closely, try out different characterizations of situations, imagine the future (known as ‘anticipating future contingencies and states of the world’), sketch diagrams, reduce abstract to concrete, toss out ideas, identify needed actions in needed order, go through multiple drafts, spend hours polishing work-products, and create deliverables for clients to read, use, and distribute. This design stuff seems like a pretty good description of what happens when we structure a transaction or shape a decision-making process or create a prospectus. We may not use words like ‘inspiration’ and ‘ideation,’ or put Post-it® sticky notes all over the place, but isn’t this what we do? We lawyers and designers seem to share a fundamental orientation and approach to our work. . . . On the other hand, a central message of the literature is the fundamental importance of listening, of watching, of understanding and valuing individual needs and experiences, of creating something that works for the user. We lawyers hear all the time about (and emphasize to new lawyers) the importance of learning the business, and those of us with clinical experience hear all the time about client-centered lawyering, but it’s pretty hard to claim that the typical corporate lawyer preparing documents for a client approaches the task with the empathy, the close and sustained observation, the commitment to actual user experience and product functionality contemplated by the design discipline, much less the openness to new ideas or novel executions. We have our time-tested, marketplace-familiar, low-cost legal forms; attending to practical, on-the-ground implementation by regular people, making life easier for the individuals at the organization, departing from the firm’s standard document . . . maybe not so much.” *Id.* at 11–12.

<sup>39</sup> See George W. Dent, Jr., *Business Lawyers as Enterprise Architects*, 64 BUS. LAW. 279 (2009); cf. ALVAREZ & TREMBLAY, *supra* note 21, at 116–17 (noting the “architect” role of lawyers).

### 3. *Client Communications*

We try to bring the same attention to everyday client communications as we do to advice pieces and draft contracts. We devote considerable time to e-mails, meeting agendas, and presentation materials. We talk about how clients and other readers are wildly busy and want something short, to-the-point, practical, and clear about needed actions by the reader. These are wonderful occasions for considering how to make life easier for the other person; and, of course, the attention to routine business communications—and the fact that the expectations for service, efficiency, and quality carry right through to everything we do as lawyers—serves the student well in the firm.

### C. *Collaboration Approach*

#### 1. *Project Assignments*

We try to give students a mix of projects, including at least one governance assignment and multiple contract or advisory matters. Students typically work on projects for four clients during the quarter. We generally carry out each project through a two-student team with one instructor having lead supervision responsibility; we staff projects in a way that allows students to work with more than one other student partner and with each of the instructors. In addition, we often ask students to work individually on client matters that arise during the quarter.

This team approach to client work reflects big-firm practice and our learning-to-work theme. As described in the syllabus for the autumn 2014 quarter:

Working closely and writing with colleagues reflects real world practice, exposes you to different approaches, enhances quality control, and builds redundancy into our client service capability. In addition, working concurrently with different colleagues and instructors on multiple projects provides useful experiences in project, time, and people management in a law firm setting.<sup>40</sup>

Similarly, the assignment of multiple projects requires students to plan, develop an organizational system, manage the paper flow, and deal with deadlines. We believe in crowded radar screens and full e-mail inboxes.

#### 2. *Instructor Involvement*

The instructors are deeply involved in the work:

- We handle all client development and intake, including preparing engagement letters and gathering documents; the nature of the quarter system is such that we simply need projects fully teed up at the beginning of the term.
- We sit in on almost all client meetings and calls.

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<sup>40</sup> Autumn Quarter 2014 Syllabus, Stanford Law School Organizations and Transactions Clinic 2 (Sept. 16, 2014) (on file with authors).

- We regularly meet with students in structure-imposition and document-design sessions.<sup>41</sup>
- We regularly take on pieces of the assignment, or work on our own projects for clients, and then ask students to review our work.<sup>42</sup>
- As noted below, we edit all student work-product and client communications.

Given our document, structure, and learning-to-work objectives, we think there is a lot to be said for apprenticeship learning.<sup>43</sup> The structure sessions, for example, facilitate “reflection-in-action”; we can stand back from the whiteboard, both literally and figuratively, and talk explicitly about how we are getting our hands around a problem or a document architecture.<sup>44</sup> Asking students to review an instructor’s drafts gives the instructor an opportunity to model inviting—and then acting upon—criticisms and suggestions, exposes students to an experienced lawyer’s approach and execution, and gives students practice in the everyday work of commenting on another lawyer’s analysis and writing.

### 3. *Feedback on Student-Written Work*

Given our focus on documents as well as student unfamiliarity with the materials, much of the feedback we provide to students is in the form of questions and comments about the design, content, and execution of

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<sup>41</sup> These interactions often involve drawing pictures on a big sketchpad or wall-size whiteboard. We think, as do designers, that the visual nature and physical process of drawing a picture is useful in both sharpening the thinking and engaging the participants in the work. See Judith Burton, *Preface to THINKING THROUGH DRAWING: PRACTICE INTO KNOWLEDGE* 3, 3–4 (Andrea Kantrowitz et al. eds, 2011), available at [http://ttd2011.pressible.org/files/2012/05/Thinking-through-Drawing\\_Practice-into-Knowledge.pdf](http://ttd2011.pressible.org/files/2012/05/Thinking-through-Drawing_Practice-into-Knowledge.pdf); Brett G. Scharffs, *Law as Craft*, 54 VAND. L. REV. 2245, 2296 (2001) (“One of the most prized skills of the craftsperson is the ability to design, visualize, and compose.”); Jay A. Mitchell, *Sketch Pad as Legal Pad: Picturing Corporate Practice* (April 10, 2015), available at [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2593308](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2593308); see also SENNETT, *supra* note 32, at 40 (describing how architects “get to know a terrain by tracing and retracing it”). Our sense is that a lawyer can “get to know the terrain” of a legal or business problem through trying to capture it graphically.

<sup>42</sup> We begin the quarter with an exercise centered on student review and criticism of a document prepared by the instructors. See *infra* note 50.

<sup>43</sup> Cf. Okamoto, *supra* note 21, at 71, 85 (“The best way to learn to be a better deal lawyer is to watch really good deal lawyers work. . . . For the novice, apprenticeship is an effective model for learning by participation, allowing the neophyte to learn by watching an expert’s example and participating vicariously in the expert’s mental processes.”).

<sup>44</sup> See Paul S. Ferber, *Adult Learning Theory and Simulations—Designing Simulations to Educate Lawyers*, 9 CLINICAL L. REV. 417, 436 (2002) (noting that reflection-in-action is a “process of thinking about what we are doing while we are doing it and still can affect the task result”). Cf. CARNEGIE REPORT, *supra* note 20, at 179 (“Teaching for intentional learning aims explicitly at enabling students to become aware of what they are doing as they learn the law.”).

work-products and client communications. We edit student work hard, repeatedly, and relentlessly. We provide comments in the form of oral or written questions, mark-ups, redlined versions, and sometimes inserts or completely revised documents.<sup>45</sup> As stated in our syllabus:

Close supervision and thorough editing helps you become acclimated to the expectations, multiple-contributor nature, and relentless scrutiny of written work that characterize corporate practice. You see that advice development and document preparation are multi-layered, multi-draft processes that require big-picture thinking, attention to detail, patience, and stamina. You get experience in the everyday and often challenging lawyer work of incorporating comments from multiple readers.<sup>46</sup>

We think all this makes for a meaningful learning-to-work experience: eagle eyes, deep reading, sharp pencils, and thick skin are all good things.

#### 4. *Client Meetings and Calls*

Students take the lead role in live interactions with clients. They ask the questions at meetings, run conference calls, and do formal presentations at board and board-committee meetings. The instructors generally attend meetings and calls and sometimes speak up, but the students have first-chair responsibilities. As noted, we devote considerable time to developing meeting plans, agendas, and handouts; to the extent we address interviewing considerations, we do so in the course of those preparatory activities as well as through discussion in the car traveling to and from meetings, and through the reflection practice described below.<sup>47</sup> Students generally rehearse governance review and other formal presentations in front of the entire class, an exercise that not only results in better execution but also provides a platform for discussing meeting dynamics, participant roles, and other realities of working with governing bodies and other groups.

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<sup>45</sup> The intensive editing of student work and client communications reflects not only pedagogical considerations but also the rules in California relating to student legal practice. For example, the State Bar of California's Rules Governing the Practical Training of Law Students provide that the supervising attorney must "personally assume professional responsibility" for student work and "read, approve, and sign any document" prepared by a student for a client. CAL. R. ST. BAR 3.6(B) (3), (5).

<sup>46</sup> Autumn Quarter 2014 Syllabus, *supra* note 40, at 2; *see also* Angela J. Campbell, *Teaching Advanced Legal Writing in a Law School Clinic*, 24 SETON HALL L. REV. 653, 694 (1993) (observing that the clinic setting affords opportunity for students to "receive detailed, individualized feedback on their writing and to react to that feedback by producing subsequent drafts").

<sup>47</sup> *See infra* Part II.E.

*D. Class Sessions and Assignments*

We begin the term with a multi-day set of “boot camp” class sessions; these sessions include a half-day expressly focused on legal document characteristics and reading. During the balance of the quarter, we generally meet as a full group twice a week in 90-minute sessions. In line with conventional pedagogy, a number of the meetings are devoted to student-led discussions about client work. The group discusses substantive matters, work-product design, and client-relationship considerations; the conversation often centers on how best to impose structure on a client situation, and to communicate that structure.<sup>48</sup> We also use these gatherings for, as noted, rehearsal and debrief of student presentations to client boards of directors and the like.

The balance of the sessions are designed to help orient students to corporate practice. For example, the instructors lead explorations of core commercial relationships such as acquisition, credit, and license. We discuss transaction management and the public-company disclosure framework. We regularly review complex contracts, SEC filings, transaction planning and closing documents, and other materials encountered in big-firm practice. These walk-throughs provide opportunities for “working backward” and suggesting ways to apprehend difficult materials or core activities. For example:

- We talk a lot about *common sense*. One can get traction on analyzing a problem or understanding a document by simply imagining what the parties would be concerned (or excited) about in such circumstances. What would you worry about if you were loaning money to somebody? Or buying their business? Or letting them use your name to sell products?
- We suggest that students think about an organization’s *constituents*: An 80-page credit agreement is much more understandable if one thinks about the borrower’s constituents (*e.g.*, other lenders, future lenders, equity holders, subsidiaries, insiders) and how a lender might think about them. An asset purchase agreement and transaction plan makes more sense if you think about the

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<sup>48</sup> We talk frequently, in both the client-communication and work-product contexts, about the “information-manager” role of the lawyer in its multiple dimensions, whether writing an e-mail to a busy client, preparing a risk-assessment piece, or shaping the record of a board considering a transaction in anticipation of litigation. *Cf.* Peter J. Gardner, *A Role for the Business Attorney in the Twenty-First Century: Adding Value to the Client’s Enterprise in the Knowledge Economy*, 7 MARQ. INTELL. PROP. L. REV. 17, 45 (2003) (observing that business lawyers are well-suited to providing clients with “only the information necessary to make the decision at hand and presenting the result in an understandable and relevant way,” and that such work requires “intimate familiarity with a client’s decision-making processes”).

implications of the transaction for employees, licensees, customers, landlords, and so on.

- We consider governance as a set of *5W-and-how questions*: Who decides? Why that person or group? What information do they need? When do they act? How do they make decisions? How are those decisions documented?
- We see that “transactions” often involve *multiple transactions*: A leveraged acquisition involves both an acquisition and a financing; a strategic alliance can involve technology licensing, supply arrangements, and equity investments; and an asset sale consists of parallel transfers of personal property, real estate, and intellectual property—all with their own processes and conveyance documents.
- We learn that the *calendar* is central to deal planning: What needs to get done when? Are we worried about fiscal periods or debt maturities? How long are statutory waiting periods or contractual notice requirements? When is the board meeting? Is there a window in the market for the offering?
- We can see the utility of thinking about *approvals*: Who needs to sign off (both internally and externally)? What is the process? What information do they need? How long does it take? How do we document it?
- We can see the value of simply identifying needed *documents*: What paper do we need to get this done?

None of these are particularly sophisticated or subtle notions, but the exercises strike us as quite useful. First, they provide students with angles of approach to core transactions and daunting documents; thinking about the common sense of lending money—together with learning basic terminology, organizational schemes, and convention—should help students develop their own framework for dealing with a beast like a bond indenture. Second, new lawyers in a big firm are often tasked with working on documents that constitute only a small component of a major transaction. They can be overwhelmed by the volume and confused about the overall transaction and their particular piece of it. By calling out document and transaction attributes in a step-by-step, commonsensical manner, we think the discussions help orient students to practice and help them see how documents and deal components fit together.<sup>49</sup> Students tell us that these walk-throughs are among the most valuable experiences in the course.

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<sup>49</sup> Cf. Michelle M. Harner & Robert J. Rhee, *Deal Deconstructions, Case Studies, and Case Simulations: Toward Practice Readiness with New Pedagogies in Teaching Business and Transactional Law*, 3 AM. U. BUS. L. REV. 81, 85–86 (2014) (describing transactional documents as “valuable teaching tools” and discussing “deal deconstruction” as a tool

We do other things in class:

- We do exercises in the first-week boot camp and later class sessions. Exercises center on factual analysis and advice development, specific documents, and lawyer practices and sensibilities.<sup>50</sup> Many are based on client matters from prior terms. In some cases an exercise requires integrated document review and writing outside of class; others involve reading materials in class, a quick writing task (often an index card, or sometimes a drawing), small-group work at the whiteboard, or full-group discussion.<sup>51</sup>
- Students work on a substantial individual assignment about transaction planning. They read portions of a Form 10-K, consider various business and legal issues relating to a proposed sale of a company division, and answer a series of questions. We then share the responses with a mergers-and-acquisitions partner from a large Silicon Valley firm, who joins us for a class discussion about transaction planning and management.
- We do several short, self-graded, uncollected quizzes during the term. Quizzes may include advice development and passage recognition as well as vocabulary questions. We think true/false, fill-in-the-blank, and multiple-choice questions are useful for driving retention and quick recall

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for explaining deal structure and dynamics). John C. Coates et al., *What Courses Should Law Students Take? Lessons from Harvard's Big Law Survey*, 64 J. LEGAL EDUC. 443, 450 (2015) (survey respondents suggested that courses give more weight to “transaction planning and documentation,” including “hands-on experience with contracts (M&A contracts and loan agreements) and SEC filings,” and use of “real-life examples” of documents from transaction process).

<sup>50</sup> For example, on the first day of the term, we ask students to read the syllabus and to tell us, in a short note, whether they think the syllabus is “(i) a functional and user-friendly piece of business communication and (ii) a ‘good document’ should it be produced in a malpractice or breach of ethics claim against the clinic involving allegations of confidentiality or supervision deficiencies.” We also ask them to “couple [their] criticisms with any suggestions for improvement.” Autumn Quarter 2014 Class Exercises, Stanford Law School Organizations and Transactions Clinic 1 (Aug. 22, 2014) (on file with authors). The exercise requires students to think about multiple dimensions of a document—to begin to understand what it means to read and really “see” a document—and to articulate specific advice. From a modeling and how-lawyers-work point of view, we think it good that we start with multi-reader scrutiny of a document, and that the first piece to be tested is the work of the instructors.

<sup>51</sup> Homework exercises generally have tight length limitations: five to seven bullet points, one smartphone screen, and so on. Students often report that they were challenged by the limitations; they wanted to write more. Which is precisely the idea: this is another vehicle to reinforce that writing to a busy client is different than writing as a student.

of new words and basic concepts, and for reinforcing exposures to document content and text structures.<sup>52</sup>

- We have several guest speakers, including several CEOs of Bay Area nonprofits, a senior in-house employment lawyer, and a litigation partner from a major firm.

We do not use a textbook; our limited reading assignments come exclusively from non-academic sources. A set of readings concern evidentiary issues in the transactional context, with the focus on attorney-client privilege and record development.<sup>53</sup> We think it useful to sensitize students to litigation considerations in corporate practice likely not addressed in the typical evidence or transactional-skills class. We also regularly circulate updates and newsletters from law-firm and bar groups, with selections based on relevance to client matters or topics discussed in class.

### *E. Reflection*

In line with clinical pedagogy, we ask students to regularly reflect on their performance. For example, we ask students to complete brief “mini-reflections” following meetings or substantive phone calls with a client, submission to an instructor of the first draft of a major work-product, delivery of final work-product to a client, and completion of the substantial transaction-planning exercise. These exercises involve completion of a one-page document asking three questions; for example, the first draft prompt asks, “What do you like about this document? What do you not like about this document? What do you want the instructor to focus on?”

We also require students to write a substantial (six- to eight-page) self-evaluation at the end of the term. We ask them:

Consider your experiences in preparing professional-quality written work-product, talking with clients and working with collaborators. Take into account successes, disappointments, surprises, frustrations, realizations, satisfactions. Comment on your professional method and bedside manner, areas of strength and areas of weakness. Most importantly: comment on skills to build

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<sup>52</sup> Cf. Henry L. Roediger III, *How Tests Make Us Smarter*, N.Y. TIMES, July 20, 2014, at SR12 (noting learning value of “low-stakes quizzing in class”).

<sup>53</sup> These readings, all prepared by practitioners, address privilege and work-product doctrine generally; privilege and due diligence; privilege and fiduciary-duty litigation; and preparation of board minutes and other board materials, especially in the context of acquisition-related fiduciary-duty litigation. The litigation partner who speaks to the class touches on these topics as well as contract litigation and the preservation of notes and drafts. These activities—especially the study of how board materials are used in litigation—provide useful context to the governance reviews carried out for clients.

and habits/tendencies to encourage or discourage as you continue to develop as a lawyer.<sup>54</sup>

The exercise creates another (and slower-paced, longer-view) opportunity for student introspection and identification of focus areas for professional development going forward. In addition, like the mini-reflections, it yields useful information about aspects of the student experience not readily visible to the instructors.

In short, we care a lot about reading, writing, step-by-step analysis, collaboration, and self-assessment; we care less about individual live-performance skills.<sup>55</sup> Our client, project, and classroom approach reflects our learning goals and operating environment: We do analytical and document-intensive projects for corporations, we do them in a collaborative way, we do a lot of them, and we can get them done in ten weeks.

### III. CRITICISMS OF THE MODEL

#### A. *Representing Nonprofits Is Not Relevant*

There is an obvious question here: How, one could ask, could doing pro bono work for a rural charity prepare a student for representing JPMorgan? Or Twitter? Companies like these, and clients of big law firms generally, differ considerably from our nonprofit clients. Public companies are profit-driven and share-price focused. Nonprofit organizations are driven by their charitable mission. The core rules are different, too. Financial, technology, and other firms worry about the SEC, the Fed, and the antitrust regulators. Nonprofits worry about the IRS. And so on.

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<sup>54</sup> Autumn Quarter 2014 Instructions for End of Quarter Self-Evaluation, Stanford Law School Organizations and Transactions Clinic (Aug. 28, 2014) (on file with authors).

<sup>55</sup> Our objectives and approach are consistent with the emphasis in the transactional teaching literature on the importance of documents, problem solving, project management, and collaboration. *See, e.g.*, Jones & Lainez, *supra* note 2, at 96–98, 103. Where we may differ is the lack of overt, formal instruction in interviewing, counseling, and negotiation skills—topics that attract considerable attention in that literature. *See, e.g.*, ALVAREZ & TREMBLAY, *supra* note 21, at 21–183; RICHARD K. NEUMANN, JR., *TRANSACTIONAL LAWYERING SKILLS: CLIENT INTERVIEWING, COUNSELING, AND NEGOTIATION* 43–123 (2013). The fact that we do not have readings or simulations concerning those topics does not mean that we ignore them; we necessarily address them in the course of the client work, in preparation for client meetings, and especially in carrying out governance and think projects. We choose not to highlight or prioritize them in the curriculum because: (i) we think, in our (institutional, big-firm, corporate, ten-week) context, it makes more sense to concentrate attention on documents, structure, and work rather than performance in one-on-one live interactions; (ii) our client projects tend not to generate extended interviewing or negotiating experiences; and (iii) students can take other clinics and courses where those skills are emphasized.

We get and appreciate that. But, we do not think preparation for big business representation demands that we represent only for-profit businesses. As described in Part II, established nonprofits have attractive attributes for what we are trying to do in the clinic. They are corporations with meaningful governance obligations. They have subsidiaries and execute strategic transactions such as mergers and joint ventures. They carry out earned-income strategies, provide and procure services, sell products, and license intellectual property. They operate within dense regulatory regimes. Financial performance is front and center; nonprofits worry deeply about revenue generation, revenue composition, operating costs, cash flows, and liquidity. The diverse nature of their revenue sources, the impact of restricted funding, and the detailed disclosure and allocation of expenses makes for a complex set of financial statements.

These circumstances, in our view, add up nicely for JPMorgan. We learn about governance. We work with financials and contracts. We draw upon precedents and draft documents. We also have projects that enable us to go heavy on structure, to step into messy situations, and to imagine and create a range of deliverables—all activities that we think sharpen the mind and help prepare students for, say, working through a thicket of bond covenants or bank regulations. The document-intensive nature of the work provides multiple occasions for students to learn about the expectations for written work and the diligence and discipline required to execute it.

## B. *The Projects Are Not Relevant*

### 1. *It's Not Really a "Transactional" Clinic*

There is no doubt about it: our projects often lack the dynamics and urgency provided by live commercial transactions. Most of our projects involve internal matters: governance, advice about structure or programs, and template documents. We do not work on securities offerings, venture-capital investments, or technology alliances, and we cannot replicate the intense experience of working on a deal against marketplace time pressures. Unlike other clinics, we do not help businesses negotiate leases or close loans. We do not really have a “deal flow,” and the deals that do surface unfortunately often do not fit themselves easily into random ten-week blocks of time. Moreover, we do not face transaction time pressure, and our recommendations may not be implemented until weeks after the student leaves the clinic.<sup>56</sup>

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<sup>56</sup> Cf. Seth Freeman, Essay, *Bridging the Gaps: How Cross-Disciplinary Training with MBAs Can Improve Transactional Education, Prepare Students for Private Practice, and Enhance University Life*, 13 *FORDHAM J. CORP. & FIN. L.* 89, 107 (2008) (“[R]eal life clients’ problems may not lend themselves to resolution within a semester, which means students may never see the final results of their work.”). Laurie Hauber observes that project timescale is a challenge associated with handling complex matters in a clinic. Laurie Hauber, Commentary, *Complex Projects in a Transactional Law Clinic*, 18 *J. AFFORDABLE HOUSING & COMMUNITY DEV. L.* 247, 253 (2009).

The charge here, then, is that we may develop work plans and draft contracts, but without somebody on the other side of a table, without the documents getting signed and assets changing hands, without the clock ticking, we are not really preparing students for doing deals for JPMorgan.

That all said and acknowledged, we have several responses:

- First, not all “transactional” practice involves transacting. Lawyers devote considerable time to advising clients about structure, governance, compliance, and so on.<sup>57</sup> Our projects expose students to that central aspect of the practice.
- Second, the emphasis on documents and learning-to-work (including the importance of planning and organization) is directly relevant to deal work, as is the deep exposure to corporate governance.
- Third, the quarter system and the nature of our project portfolio create meaningful time pressure. The demands of multiple projects to be executed in a ten-week timeframe, each with varied components and its own deadlines, together with the time devoted to classwork and rounds sessions, seem to generate appropriate anxiety.
- Fourth, although there is not often a feisty opposing lawyer across the table, it is not as if our clients are potted plants. It is not unusual for them to send us e-mails with long lists of questions or written comments about a document, and a request that we respond straightaway.<sup>58</sup> Walk-through calls with clients, and presentations to (often quite sophisticated) boards of directors, routinely generate substantial discussion and a list of follow-up actions. Some clients put our work-product into action immediately, road test it, and come back for refinements. Clients from prior quarters regularly call us with requests for near-term help. After students leave the clinic, we make a point to update them with news of their clients, including reports about the client’s experience with the products in practice.

We wish we had and could accommodate more live transactions in the clinic. But, while we are not pulling all-nighters to close a financing,

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<sup>57</sup> See Dent, *supra* note 39, at 297 (“Much of the work of business lawyers does not involve transactions at all.”).

<sup>58</sup> For example, in the fall 2013 quarter, one governance-review client responded with a deluge of comments, which resulted in students preparing point-by-point written responses and participating in multiple conference calls with board members. A second client responded in a similar fashion. The same quarter, a third governance-review client engaged the students in a two-and-a-half hour working group session with the executive director and three board members.

our students do swim in documents, feel the heat to get work done, experience resistance, and see their products at use in the real world. We think we have a nice balance between that sort of pressure and the time and space provided in the clinical setting for slowing down, working through problems in a deliberate and explicit manner, walking through drafts line-by-line, and reflecting along the way.

## 2. *The Work-Product Differs*

JPMorgan might not find our attention to deliverable design immediately relevant. It is true; many O&T work-products, in terms of format and language, differ considerably from the typical documents prepared by corporate associates at big law firms. Those lawyers are working with well-developed but rigid forms; creativity and plain English are not the name of the game. The materials are dense, rampant with legalese, and visually unappealing; attention to typography is not typical. But they are really important; that is how business is done and, more significantly, they reflect standard practices and formulations for complex transactions and big-firm advisory matters, which corporate associates need to become familiar with early on in their practices.

So why are we spending time drawing pictures when our students are headed to a Wall Street or Silicon Valley world of traditional contracts, closing documents, and memos?

We have several responses:

- We do not ignore conventional work-products. A good chunk of classroom work is devoted to looking at these materials; we talk about function, organization, and conventions in an effort to orient and demystify.
- We devote considerable attention to learning to “see” documents as a lawyer, a stance that lawyers bring to all sorts of documents—traditional or not.
- We review and write governance materials, contracts, policies, and advice pieces in our client work. Our executions may differ but the functionality, legal principles, and seriousness are the same.
- We are keenly focused on client communication. No client, whether at an investment bank, a social media company, or a homeless shelter, is going to object to receiving e-mails that are crisp, clear, and concise.
- We absolutely drill the students on technical execution: consistent use of defined terms, accuracy of cross-references, internal consistency, matching captions to content, and so on.
- Our broader goals are to deepen analytical and communication skills and to build good professional habits. As discussed in Part I.B., we want students not only to become familiar with common contract structures and basic drafting techniques, but also to learn how to get

traction on a problem, present information effectively, and work with diligence and discipline. We think format choice is a useful tool for pursuing those objectives (as well as serving our clients).

Our conclusion: Our work-products may not always look like public company merger agreements or law firm closing opinions, but we think working on them, together with our activities in class, provides experiences that help students develop relevant awareness, aptitudes, and habits of mind.

### C. *Too Much Instructor Involvement*

JPMorgan probably would like the fact that the instructors are deeply involved in the client work. A proponent of the classical clinical pedagogy probably would not. The orthodoxy “encourages maximizing student ownership and minimizing instructor direction and intervention . . . . With written work, for example, the supervisor refrains from line edits to student work . . . instead focusing on posing questions about the student’s writing.”<sup>59</sup>

This is not our approach, and we do on rare occasion hear from students about their feeling a lack of ownership of some work-products, or at least a certain “distance” from products that ultimately look very different from the student’s initial draft. However, we think it is the right approach for us.

First, our clinic is fundamentally document-oriented. Most of the day-to-day work involves students learning about and writing these documents, and then writing to clients about them. A teaching approach in which the instructor does not closely edit student work seems, at a common-sense level, rather ineffective. It is no surprise that “in a clinic in which teaching legal writing is a primary educational goal, the clinician’s role is likely to be somewhat more directive or interventionist than in other types of clinics.”<sup>60</sup> And, as in the writing-oriented appellate litigation clinics, part of the learning (and socialization to practice) comes from students learning to deal with the edits and, more generally, with group production of a highly-polished piece of legal craft.

Second, and especially so given our emphasis on gaining traction and learning to work, we think there is considerable benefit from the instructors working alongside the students. Students can see in real-time how experienced lawyers assess complex situations, sketch out a deliverable, exercise judgment in decision-making, and engage in reflection mid-stream. They can see that lawyers really do work through documents multiple times for multiple reasons. Moreover, the role-

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<sup>59</sup> Jayashri Srikantiah & Jennifer Lee Koh, *Teaching Individual Representation Alongside Institutional Advocacy: Pedagogical Implications of a Combined Advocacy Clinic*, 16 CLINICAL L. REV. 451, 453, 472 (2010).

<sup>60</sup> Campbell, *supra* note 46, at 684.

modeling responsibilities are apparent and of considerable importance from a learning-to-work point of view; we need to be buttoned up, and we have constant opportunities to demonstrate what it means to make life easier for clients and colleagues.<sup>61</sup>

Third, given our objective to introduce students to the ways of working in corporate practice, it would seem odd to adopt a teaching approach at variance with the real-world culture of group work. Most corporate practice groups in large law firms serve clients in client teams; team members review and edit each other's work by passing drafts back and forth, or develop strategic advice through working-group sessions. A new lawyer gains valuable experience by serving as a member of a team.<sup>62</sup> This approach highlights ways of working professionally; for example, students learn how to deliver criticism in a constructive manner and to interact with senior attorneys.<sup>63</sup>

Finally, all of our work is for organizations. The leaders of those organizations generally have a relationship with one of the instructors, based on prior work or established through the client-development

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<sup>61</sup> There is considerable support in the literature for such an approach. The CARNEGIE REPORT notes that “[r]esearch suggests that learning happens best when an expert is able to model performance in such a way that the learner can imitate the performance while the expert provides feedback to guide the learner in making the activity his or her own.” CARNEGIE REPORT, *supra* note 20, at 26. Brook K. Baker argues that novices best acquire expertise through close collaboration with an expert in a real-world context “in which the expert shares information and expertise with the student in such a way that it empowers a student to act *and* intensifies the student’s sense of engagement.” Brook K. Baker, *Learning to Fish, Fishing to Learn: Guided Participation in the Interpersonal Ecology of Practice*, 6 CLINICAL L. REV. 1, 68 (1999). Okamoto describes the benefits of observing and interacting with experts in a transactional lawyering course. Okamoto, *supra* note 21, at 95, 100.

<sup>62</sup> As Dina Schlossberg observes, “A lawyer’s inability or unwillingness to understand her role as a member of a team which is working to achieve a client’s goals thwarts her effectiveness as a counselor and problem solver. . . . Appreciating and understanding one’s role within the context of a transaction is tantamount to a transactional lawyer’s success.” Dina Schlossberg, *An Examination of Transactional Law Clinics and Interdisciplinary Education*, 11 WASH. U. J.L. & POL’Y 195, 201–02 (2003). Harriet Katz argues that collaboration and modeling “are particularly effective ways to communicate high standards of practice skills and to impress students with regard to professional values” and that “[c]ollaboration is itself a problem-solving practice skill that students can learn while working with attorneys.” Harriet N. Katz, *Reconsidering Collaboration and Modeling: Enriching Clinical Pedagogy*, 41 GONZ. L. REV. 315, 317 (2005–2006); see also Srikantiah & Koh, *supra* note 59, at 477–84 (describing benefits of collaborative work).

<sup>63</sup> Srikantiah and Koh note that close work with instructors “may allow students to explore the nature of collaboration with individuals who are more experienced, provided the instructor consciously creates opportunities for discussion and reflection about the instructor-student collaborative relationship and future hierarchical relationships in practice. This kind of reflection is particularly important given that the first few years of practice strongly shape and influence the professional development of young lawyers.” Srikantiah & Koh, *supra* note 59, at 480 (footnote omitted).

process. Given our frame of reference, we try to attract larger clients and complex as well as discrete projects to the clinic which involve more sophisticated work. Achieving true student ownership in such circumstances, even if desirable, is impractical if not impossible.<sup>64</sup>

### CONCLUSION

Our model reflects our setting and our curricular objectives. We have students for ten weeks on a full-time basis. We are rooted in a public-interest program. Most of our students start their careers in big firms representing big corporations on big, complex, document-intensive, collaborative projects. We are located in a major urban area that has a high concentration of nonprofit organizations. Our learning objectives center on fundamentals: reading, thinking, writing, and working. Nonprofit organizations have attributes, including corporate form and varied programming, that expose our students to basic corporate structures and practices, challenge them to understand complex situations, and enable them to engage with colleagues in extensive analysis and designing, drafting, and editing of all sorts of work-products and client communications. Our model has its weaknesses. We think, though, that it fits our facts, and that it suggests the project and learning possibilities inherent in representing nonprofit clients. We also think it illustrates that, as with all clinics, the design challenge is to build around curricular goals, and to both accommodate the realities of, and take advantage of the opportunities prevailing in, one's institution and community.

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<sup>64</sup> Srikantiah and Koh describe the challenges of organizational representation in advocacy projects for institutional clients and the benefit of (and practical need for) instructor-student collaboration in such projects. *See id.* at 474-81.