

**COLORADO SUPREME COURT STANDING COMMITTEE ON THE COLORADO
RULES OF PROFESSIONAL CONDUCT**

SUPPLEMENTAL MEETING MATERIALS FOR OCTOBER 16, 2015 MEETING

1. Report from Subcommittee on Recommended Pro Bono Policies for In-House and Governmental Attorneys [Dave Stark, June 5, 2015 packet, pages 107-109 and attached pages 141-168]

Marcy Glenn

From: Marcy Glenn
Sent: Tuesday, October 13, 2015 1:03 PM
To: Marcy Glenn
Subject: Subcommittee on in-house and government agency pro bono policies/FW: Review of state and local provisions affecting pro bono activities
Attachments: Draft Model Policy for In-House Legal Departments Redline.doc; Draft Model Policy for In-House Legal Departments Revised Clean Copy.doc; Draft Model Policy for In-House Legal Departments.doc

From: Stark, David W. [mailto:David.Stark@FaegreBD.com]
Sent: Wednesday, October 07, 2015 11:31 AM
To: Mai-Windle, Anh-Thu (CIV) (Anh-Thu.Mai@usdoj.gov); Carolyn Powell (caspowell@gmail.com); taubman, daniel (daniel.taubman@judicial.state.co.us); Dick Reeve (Hrr@denverda.org); Helen Eckardt Berkman (berkmanlaw@comcast.net); Jim Coyle; Marcy Glenn
Cc: Beamon, Sonja B.
Subject: Subcommittee on in-house and government agency pro bono policies/FW: Review of state and local provisions affecting pro bono activities

All,

Below you will see Anh's summary regarding limitations on pro bono by state or local employees.

Additionally, I want to give you a report on my meeting with Melanie Snyder, Leo Milan, and Vince Morscher of the Colorado Attorney General's Office. The A.G.'s office has an active pro bono and community service program. The office currently staffs the 18th Judicial District Post-Decree Clinic working through Metro Volunteer Lawyers. Last year they served 57 clients using 36 volunteers. They are considering an expansion of their program through the D.U. Wills Program and possibly the Faculty of Federal Advocates.

The office screens for conflicts and does not represent any party who has engaged in Domestic Violence. The volunteers do not go to court or enter an appearance, but instead counsel the clients at the clinic and help with filling out forms, gathering pertinent information, and preparation for a court appearance.

The lawyers at the A.G.'s office are required to bill 1800 hours per year, but are allowed to participate in pro bono over and above that amount. They can do pro bono during work hours with approval from their supervisor. The legal assistants are allowed 12 hours of administrative leave each year and use that leave to participate in the pro bono program. The office does not see a problem with any statutory restrictions, but follows the state personnel rules on conflicts of interest scrupulously.

The A.G.'s office is very interested in expanding their pro bono program and other community service work outside of legal advice and representation. They hope to complete a draft pro bono guidance policy later this year and are enthusiastic supporters of pro bono work.

The representatives asked if the Court might consider a stair-step approach on the 50 hour aspirational goal. I told them I would favor that kind of a suggestion to give the office more recognition.

I explained that the Court will probably add the short comment regarding government pro bono, rather than the longer version proposed earlier.

If you have questions or comments, please let me know.

David W. Stark

Partner

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From: Anh Mai-Windle [<mailto:atmwindle@hotmail.com>]

Sent: Wednesday, October 07, 2015 10:43 AM

To: Stark, David W.

Subject: Review of state and local provisions affecting pro bono activities

Dear Dave,

Please share the below summary regarding my review of limitations in engagement by state or local employees in pro bono activities. My apologies for the delay. Due to some technical difficulties, I was not able to send out what I had drafted. I would appreciate it if you could also circulate to the subcommittee as I am overseas and not able to access the prior emails with the distribution list.

Thank you,

Anh

The State of Colorado and its localities neither explicitly encourages nor prohibits pro bono activities. The language of provisions governing state and local government employees nonetheless can be, and has been, construed by many state and local authorities so as to discourage state and local government employees from engaging in pro bono work. Various concerns prompt the restrictive construction. Efforts across all state and local leadership levels are necessary to overcome the limitations and enable state and local government employees to serve as more active participants in pro bono work.

I. Many Colorado state and local provisions governing outside activities of employees contain language that can be interpreted as limitations on pro bono activities. Those having more significant affect on the policies and practices relevant to pro bono work by state and local government attorneys include the Colorado Revised Statutes, the Colorado Personnel Rules, and the Colorado Personnel Handbook.

The Colorado Revised Statutes Rule 24-50-117 addresses "Prohibited activities of employees." It states, "No employee shall engage in any employment or activity which creates a conflict of interest with his duties as a state employee. The board shall promulgate general rules on incompatible activities, conflicts of interest, and employment outside the normal course of duties of state employees."

The Colorado State Personnel Board has directed, among other things, under 4 CCR 801 at Board Rule 1-13 that

"No employee is allowed to engage in any outside employment or other activity that is directly incompatible with the duties and responsibilities of the employee's state position, including any business transaction, private business relationship, or ownership. The employee is not allowed to accept outside compensation for performance of state duties. This includes acceptance of any fee, compensation, gift, reward, gratuity, expenses, or other thing of monetary value that could result in preferential treatment, impediment of governmental efficiency or economy, loss of complete independence and impartiality, decision making outside official channels, and disclosure or use of confidential information acquired through state employment. Incompatibility includes reasonable inference that the above has occurred, may occur, or has any other adverse effect on the public's confidence in the integrity of state government."

Board Rule 1-16 further provides that "It is the duty of state employees to protect and

conserve state property. No employee shall use state time, property, equipment, or

supplies for private use or any other purpose not in the interests of the State of

Colorado."

Under the Colorado Personnel Handbook, paragraph D. 1 and 4, employees must "[p]rotect and conserve state property and use taxpayer dollars prudently. No state time, property, equipment, or supplies shall be used for private purposes or any other purpose not in the interests of the State of Colorado. . . . It is expected that your

state job will be your principal employment. Outside employment, either with another state department or an employer other than the state, or other activity (business transactions or ownership, volunteer positions, etc.) that is or could be perceived as incompatible with the duties and responsibilities of your state position is prohibited. You must get advance written approval from your appointing authority before engaging in outside employment. Failure to obtain approval before beginning outside employment may result in corrective or disciplinary action."

Agencies have promulgated policies consistent with this language. Descriptions of what "is or could be perceived as incompatible" apply variations of a reasonable person standard. See, e.g., Colorado Department of Youth Corrections policy at 3.3 (<http://www.colorado.gov/cdhsdyc/p-3-3.pdf>) ("The outside employment shall not be the type that could reasonably give rise to criticism or suspicion of conflicting interests or duties"); Colorado Department of Military and Veteran Affairs policy (<https://www.colorado.gov/pacific/sites/default/files/Policy-Outside%20Employment.pdf>) ("Incompatibility includes reasonable inference that the above has occurred, may occur, or has any other adverse effect on the public's confidence in the integrity of state government."). The agency policies emphasize that any activity, whether paid or unpaid, cannot be, or have the potential for being perceived as incompatible with the employee's duties and responsibilities of his or her position.

The rules applicable to local governments likewise can and have been interpreted as raising issues with having employees engage in pro bono work. For example, rules such as 20-1-201, 20-1-301, and 20-1-210 explicitly prohibit full-time deputy district attorneys and limit part-time deputies from "engag[ing] in the private practice of law."

II. The provisions can be and have been construed in a restrictive fashion due to concerns and expectations unique to government employees. The concerns generally focus on conflicts of interest and an expectation that government employees act consistent with duties and obligations to the public interest and fisc. The use of government resources and engagement of outside activities during business hours are therefore explicitly prohibited. While pro bono activities are not explicitly prohibited, they have been generally discouraged by many agencies. The main concern encompasses perception and not just whether an activity actually is incompatible. The rules are ultimately construed to protect the integrity of the system. (There are materials that touch on these considerations in more detail, so they are not covered in detail here.)

III. The concerns related to the engagement of state and local government employee participation in pro bono activities have resulted in an interpretation of rules and enactment of policies that at least limit if not preclude such activities. They must be considered and addressed at various levels of state and local leadership to enable government employees to participate more fully in pro bono work. Formal declarations and changes to legislation, rules, and policies specifically addressing pro bono work should be considered. It is likely required.

In some instances, it may involve adding clarifying language. Other cases may require amendments. The real challenge in enabling more government employee engagement in pro bono work is changing mindset. Such a change requires support.

The Colorado Attorney General's Office has enabled employees to engage in pro bono work. That office serves as a critical player in effecting changes at the state and local levels. The Federal Government addressed similar challenges in their pro bono efforts and may serve as a resource to facilitate the process. (A formal inquiry would need to be submitted to the Federal Inter-Agency Pro Bono Working Group Chair.) Having a summary of the actions taken at that level of government would help inform actions needed and appropriate at the state and local level of government for facilitating government employee participation in pro bono work. Based on a review of the provisions governing outside activities by government employees and the concerns of agencies, certain actions are required. Identifying key leadership and garnering support to effect legislative and policy changes is needed if state and local employees are to be able to participate fully in pro bono efforts.

Sent from my iPad

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Be yourself. Everybody else is taken.
Oscar Wilde

COLORADO RULES OF CIVIL PROCEDURE

APPENDIX TO CHAPTERS 18 TO 20
COLORADO RULES OF PROFESSIONAL CONDUCT

Rule 6.1. Voluntary Pro Bono Public Service

This Comment, **Model Pro Bono Policy for Colorado In-House Legal Departments**, is to be added to the Existing Comment in Rule 6.1. Voluntary Pro Bono Public Service.

Recommended Model Pro Bono Policy for Colorado In-House Legal Departments

Preface. Providing pro bono legal services to persons of limited means and organizations serving persons of limited means is a core value of Colorado licensed attorneys enunciated in Colorado Rule of Professional Conduct 6.1. Colorado lawyers who work in in-house legal departments have, historically, been an untapped source of pro bono volunteers. Rule 6.1 applies equally to in-house lawyers; however, the Court recognizes that the work environment for in-house lawyers is distinct from that of lawyers in private law firms, and may limit the amount of pro bono work lawyers can accomplish while working in-house.

To encourage Colorado in-house lawyers to commit to providing pro bono legal services to persons and organizations of limited means, the Court has adopted rules to overcome some of the barriers impeding in-house counsel from performing pro bono legal work. For example, an in-house attorney who is not licensed to practice in Colorado may obtain a license to perform pro bono legal work, as a "pro bono/emeritus attorney" under Rule 223 of Chapter 18, the Colorado Court Rules Governing Admission to the Bar. The attorney must pay a one-time fee of \$50, and must act under the auspices of a Colorado nonprofit entity whose purpose is or includes the provision of pro bono legal representation to persons of limited means.

The following Model Pro Bono Policy can be modified to meet the needs of individual in-house legal departments. Adoption of such a policy is entirely voluntary. The model policy below is designed to serve as a starting point for in-house legal departments within Colorado ~~that would like to encourage in-house pro bono service and to~~ put in place a structured program to encourage their lawyers to engage in pro bono service. The ~~model~~ policy should be adapted as needed to reflect the culture and values of the company or organization and its legal department. No formal pro-bono policy ~~is needed~~ required to launch an in-house pro bono program (indeed, many of the most successful in-

house pro bono programs ~~have no policy at all~~ operate without a structured program); however, the model below reflects some of the issues that an in-house legal department may wish to consider before launching a program. In a few instances below alternative language is suggested. Additional resources and model policies are available from the Pro Bono Institute, Corporate Pro Bono Project: <http://www.probonoinst.org/projects/corporate-pro-bono.html>.

Recommended Model Pro Bono Policy for Colorado In-House Legal Departments

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IX. Expertise

X. Company Affiliation

XI. Conflict of Interest

References

A. Preamble to the Colorado Rules of Professional Conduct

B. Colorado Rule of Professional Conduct 6.1

C. Chief Justice Directive 98-01, Costs for Indigent Persons Civil Matters

D. Colorado Rule of Civil Procedure, Chapter 18, Rule 223

I. Introduction

[“Company”] recognizes the importance of good corporate citizenship, and of supporting the communities in which it does business. Performing legal pro bono services benefits both the professionals who undertake the work as well as the individuals and organizations served. Pro bono work allows legal professionals to sharpen their existing skills, learn new areas of the law, connect more fully with their communities, and achieve a measure of personal fulfillment.

Rule 6.1 of the Colorado Rules of Professional Conduct sets forth an aspirational goal that each lawyer render at least 50 hours of pro bono public legal services per year, with a substantial majority of those hours without fee to (1) persons of limited means or (2) governmental or non-profit organization matters designed primarily to address the needs of persons of limited means.

~~*Insert statement about Company's existing or planned community service work*~~

Company encourages every member of the Legal Department to assist in providing pro bono legal services. ~~Company aspires and to aspire~~ to attain the goal of each Company attorney devoting a minimum of 50 hours per year to pro bono legal services, or a proportional amount of pro bono hours by attorneys on alternative work schedules.

II. Mission Statement

Through its pro bono program, the Legal Department intends to serve Company's communities and stake holders by providing pro bono legal services to individuals and organizations that otherwise might not have access to them. In addition, the Legal Department seeks to provide opportunities for rewarding and satisfying work, to spotlight Company's position as a good corporate citizen, for Legal Department professional skills and career development, and for collaboration and teamwork across Company's Legal Department and within the community in general for our attorneys and other professionals.

III. Pro Bono Service Defined

Pro bono service is the rendering of professional legal services to persons or organizations with limited means, without the expectation of compensation, regardless of whether such services are performed during regular work hours or at other times. It is this provision of volunteer legal services that is covered by this pro bono policy. ~~Because~~ The following activities, while meritorious, do not involve direct provision of

legal services to the ~~poor~~under served, and as such they are not pro bono services under this policy: (a) participation in a non-legal capacity in a community or volunteer organization; (b) services to non-profit organizations with sufficient funds to pay for legal services as part of their normal expenses; (c) non-legal service on the board of directors of a community or volunteer organization; (d) services provided to a political campaign; and, (e) legal work for family members, friends, or Company employees who are not eligible to be pro bono clients under an approved pro bono project.

IV. Pro Bono Service Participation

Every member of Company Legal Department is encouraged to provide pro bono legal services. The pro bono legal services should not interfere with regular work assignments ~~and must be approved by the Pro Bono Committee/Coordinator~~ or conflict with the attorney's or the Legal Department's obligations to Company. No attorney will be adversely affected -by a decision to participate in the program; conversely, no attorney will be penalized for not participating in the program.

Optional language: The Legal Department encourages each member to devote up to 50 hours of regular work time per year toward providing pro bono services. Legal Department members may need to use paid time off for any pro bono services provided in excess of 50 hours per year. *[Insert language for process of tracking those hours.]*

V. Pro Bono Committee/Coordinator

To facilitate and support Company's efforts to provide pro bono services, Company's Legal Department ~~has established~~ may wish to establish a Pro Bono Coordinator/Committee. The Committee/Coordinator will oversees the pro bono program, supervises and approves all pro bono matters, ensures that conflicts are identified and processes are followed, and ensures that all pro bono matters are adequately supervised. The Pro Bono Coordinator/Committee will encourages all employees within the Legal Department to bring to the Coordinator's/Committee's attention any pro bono projects of interest.

VI. Pro Bono Projects

All pro bono projects must ~~be pre-approved by the Pro Bono Coordinator/Committee~~ follow and fall within the parameters of Colorado Rule of Professional Conduct 6.1. Individuals may not begin their pro-bono representations in a particular matter until

~~Coordinator/Committee approval is received.~~—Individuals must obtain the approval of their supervisors to perform pro bono services during scheduled work hours. If Company has established a Pro Bono Coordinator Committee individual attorneys may not begin their pro bono representations in a particular matter until Coordinator Committee approval is received.

The Pro Bono Coordinator/Committee ~~plans to~~may identify and offer, from time to time, acceptable group projects~~that have already been approved.~~ In addition, members of

the Legal Department may seek approval for a new project by submitting to the Coordinator/Committee a project approval request that contains: the name of the proposed client, the name of the opposing parties and other entities (e.g. opposing attorney or law firm) involved, a description of the project including the scope of work to be done, the names of the Law Department members who would work on the project, an estimate of the time required from each person, an estimate of any anticipated costs associated with the project, anticipated schedule of the project and/or deadlines; supervision or training needs, whether malpractice coverage is provided by the project sponsor, and any other relevant information.

VII. Insurance Coverage

Company's insurance carrier provides insurance coverage for employees in the Legal Department and such coverage should include for work performed on approved pro bono projects. Members of the Legal Department must advise the Pro Bono Coordinator/Committee immediately should they learn that a complaint or disciplinary complaint may be filed concerning a pro bono matter.

OR

Company does not have malpractice insurance to cover pro bono work of its Legal Department members; however, many of the organizations that sponsor pre-approved pro bono projects carry malpractice insurance for their volunteer attorneys. The Pro Bono Coordinator/Committee will reject any project that does not provide malpractice coverage for the legal services provided. Members of the Legal Department must advise the Pro Bono Coordinator/Committee immediately should they learn that a complaint or disciplinary complaint may be filed concerning a pro bono matter.

[Note: The Pro Bono Institute has outlined additional options, such as self-insurance through the purchase of a policy from NLADA, in a paper available here: <http://www.cpbo.org/wp-content/uploads/2012/09/Insurance-Paper.pdf>]

VIII. Expenses and Resources

As with any other Company work assignment, individuals doing pro bono work may engage Legal Department legal assistants, paralegals and other support staff in a manner consistent with their job responsibilities. Legal Department members may use Company facilities, such as telephones, copiers, computers, printers, library materials, research materials, and mail, as appropriate to carry out pro bono work; however, in accordance with the section entitled "Company Affiliation" below, use of Company resources should not convey the impression that Company is providing

the pro bono services. Company may allow for Ordinary expenses (e.g., parking, mileage, etc.) may to be submitted for reimbursement. Expenses exceeding \$250 should be submitted to the Pro Bono Coordinator/Committee for prior approval. Company should determine what type and amount of pro bono expenses are “ordinary” and may require approval of these expenses prior to the individual incurring them. Legal Department members should make every effort to control expenses related to pro bono work just as they would for any other legal matter.

IX. Expertise

Legal Department members providing pro bono services should exercise their best judgment regarding their qualifications to handle the issues necessary to provide pro bono services. Those providing pro bono services should obtain training on the legal issues they will handle. Training is available through various pro bono organizations, bar associations, law firms, and CLE offerings.

OR

Because pro bono work may require Legal Department members to work outside of their areas of expertise and skill, the Legal Department will make available to all pro bono volunteers substantive support services, if requested on an approved project, to enable them to provide effective and efficient representation in pro bono matters.

X. Company Affiliation

Although Company strongly endorses participation in the pro bono program, participants are not acting as Company representatives or employees with respect to the matters they undertake, and Company does not necessarily endorse positions taken on behalf of pro bono clients. Therefore, Company Legal Department members participating in such activities do so individually and not as representatives of Company. Individuals who take on pro bono matters must identify themselves to their clients as volunteers for the non-profit organization and not as attorneys for Company.

Individuals providing pro bono services should not use Company's stationery for pro bono activities or otherwise engage in any other acts that may convey the impression that Company is providing legal services. Individuals should use the stationery provided by the pro bono referral organization, or if no stationery is provided, blank stationery (i.e. no Company letterhead). Similarly Company business cards must not be distributed to pro bono clients.

Optional Language: Most client interviews or other meetings should

take place at the offices of a partner organization. If this is not suitable, members of the Legal Department may host pro bono client meetings at a

Company location with the prior approval of the Coordinator/Committee. The Company attorney hosting the meeting should take care to remind the pro bono client that, although the meeting is taking place at a Company location, the client is represented by the attorney and not the Company.

XI. Conflict of Interest

Legal Department members may not engage in the provision of any pro bono service which would create a conflict of interest or give the appearance of a conflict of interest. This includes, but is not limited to, direct conflicts, business/public relations conflicts, and politically sensitive issues. Conflicts analysis must be ongoing throughout the course of any representation as an issue raising a conflict may present itself at any time during the course of representation. The Pro Bono Coordinator/Committee will review and resolve any potential conflict ISSUES.

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To encourage Colorado in-house lawyers to commit to providing pro bono legal services to persons and organizations of limited means, the Court has adopted rules to overcome some of the barriers impeding in-house counsel from performing pro bono legal work. For example, an in-house attorney who is not licensed to practice in Colorado may obtain a license to perform pro bono legal work, as a "pro bono/emeritus attorney" under Rule 223 of Chapter 18, the Colorado Court Rules Governing Admission to the Bar. The attorney must pay a one-time fee of \$50, and must act under the auspices of a Colorado nonprofit entity whose purpose is or includes the provision of pro bono legal representation to persons of limited means.

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legal services to the underserved, and as such they are not pro bono services under this policy: (a) participation in a non-legal capacity in a community or volunteer organization; (b) services to non-profit organizations with sufficient funds to pay for legal services as part of their normal expenses; (c) non-legal service on the board of directors of a community or volunteer organization; (d) services provided to a political campaign; and, (e) legal work for family members, friends, or Company employees who are not eligible to be pro bono clients under an approved pro bono project.

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COLORADO RULES OF CIVIL PROCEDURE

APPENDIX TO CHAPTERS 18 TO 20
COLORADO RULES OF PROFESSIONAL CONDUCT

Rule 6.1. Voluntary Pro Bono Public Service

This Comment, **Model Pro Bono Policy for Colorado In-House Legal Departments**, is to be added to the Existing Comment in Rule 6.1. Voluntary Pro Bono Public Service.

Recommended Model Pro Bono Policy for Colorado In-House Legal Departments

Preface. Providing pro bono legal services to persons of limited means and organizations serving persons of limited means is a core value of Colorado licensed attorneys enunciated in Colorado Rule of Professional Conduct 6.1. Colorado lawyers who work in in-house legal departments have, historically, been an untapped source of pro bono volunteers. Rule 6.1 applies equally to in-house lawyers; however, the Court recognizes that the work environment for in-house lawyers is distinct from that of lawyers in private law firms, and may limit the amount of pro bono work lawyers can accomplish while working in-house.

To encourage Colorado in-house lawyers to commit to providing pro bono legal services to persons and organizations of limited means, the Court has adopted rules to overcome some of the barriers impeding in-house counsel from performing pro bono legal work. For example, an in-house attorney who is not licensed to practice in Colorado may obtain a license to perform pro bono legal work, as a "pro bono/emeritus attorney" under Rule 223 of Chapter 18, the Colorado Court Rules Governing Admission to the Bar. The attorney must pay a one-time fee of \$50, and must act under the auspices of a Colorado nonprofit entity whose purpose is or includes the provision of pro bono legal representation to persons of limited means.

The following Model Pro Bono Policy can be modified to meet the needs of individual in-house legal departments. Adoption of such a policy is entirely voluntary. The model policy below is designed to serve as a starting point for in-house legal departments within Colorado that would like to put in place a structured program to encourage their lawyers to engage in pro bono service. The model policy should be adapted as needed to reflect the culture and values of the company or organization and legal department. No formal pro bono policy is needed to launch an in-house pro bono program (indeed, many of the most successful in-

house pro bono programs have no policy at all); however, the model below reflects some of the issues that an in-house legal department may wish to consider before launching a program. In a few instances below alternative language is suggested. Additional resources and model policies are available from the Pro Bono Institute, Corporate Pro Bono Project: <http://www.probonoinst.org/projects/corporate-pro-bono.html>.

**Recommended Model Pro Bono Policy for Colorado In-House Legal
Departments**

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References

- A. Preamble to the Colorado Rules of Professional Conduct
- B. Colorado Rule of Professional Conduct 6.1
- C. Chief Justice Directive 98-01, Costs for Indigent Persons Civil Matters
- D. Colorado Rule of Civil Procedure, Chapter 18, Rule 223

I. Introduction

Company recognizes the importance of good corporate citizenship, and supporting the communities in which it does business. Performing pro bono services benefits both the professionals who undertake the work as well as the individuals and organizations served. Pro bono work allows legal professionals to sharpen their existing skills, learn new areas of the law, connect more fully with their communities, and achieve a measure of personal fulfillment.

Rule 6.1 of the Colorado Rules of Professional Conduct sets forth an aspirational goal that each lawyer render at least 50 hours of pro bono public legal services per year, with a substantial majority of those hours without fee to (1) persons of limited means or (2) governmental or non-profit organization matters designed primarily to address the needs of persons of limited means.

[Insert statement about Company's existing or planned community service work]

Company encourages every member of the Legal Department to assist in providing pro bono legal services. Company aspires to attain the goal of each Company attorney devoting a minimum of 50 hours per year to pro bono legal services, or a proportional amount of pro bono hours by attorneys on alternative work schedules.

II. Mission Statement

Through its pro bono program, the Legal Department intends to serve Company's communities by providing pro bono legal services to individuals and organizations that otherwise might not have access to them. In addition, the Legal Department seeks to provide opportunities for rewarding and satisfying work, to spotlight Company's position as a good corporate citizen, for Legal Department professional skills and career development, and for collaboration and teamwork across Company's Legal Department and within the community in general for our attorneys and other professionals.

III. Pro Bono Service Defined

Pro bono service is the rendering of professional legal services to persons or organizations with limited means, without the expectation of compensation, regardless of whether such services are performed during regular work hours or at other times. It is this provision of volunteer legal services that is covered by this pro bono policy. Because the following activities, while meritorious, do not involve direct provision of

legal services to the poor, they are not pro bono services under this policy: participation in a non-legal capacity in a community or volunteer organization; services to non-profit organizations with sufficient funds to pay for legal services as part of their normal expenses; non-legal service on the board of directors of a community or volunteer organization; services provided to a political campaign; and legal work for family members, friends, or Company employees who are not eligible to be pro bono clients under an approved pro bono project.

IV. Pro Bono Service Participation

Every member of Company Legal Department is encouraged to provide pro bono legal services. The pro bono legal services should not interfere with regular work assignments and must be approved by the Pro Bono Committee/Coordinator. No attorney will be adversely affected by a decision to participate in the program; conversely, no attorney will be penalized for not participating in the program.

Optional language: The Legal Department encourages each member to devote up to 50 hours of regular work time per year toward providing pro bono services. Legal Department members may need to use paid time off for any pro bono services provided in excess of 50 hours per year. *[Insert language for process of tracking those hours.]*

V. Pro Bono Committee/Coordinator

To support Company's efforts to provide pro bono services, Company Legal Department has established a Pro Bono Coordinator/Committee. The Committee/Coordinator oversees the pro bono program, supervises and approves all pro bono matters, ensures that conflicts are identified and processes are followed, and ensures that all pro bono matters are adequately supervised. The Pro Bono Coordinator/Committee encourages all employees within the Legal Department to bring to the Coordinator's/Committee's attention any pro bono projects of interest.

VI. Pro Bono Projects

All pro bono projects must be pre-approved by the Pro Bono Coordinator/Committee. Individuals may not begin their pro bono representations in a particular matter until Coordinator/Committee approval is received. Individuals must obtain the approval of their supervisors to perform pro bono services during scheduled work hours.

The Pro Bono Coordinator/Committee plans to offer, from time to time, group projects that have already been approved. In addition, members of

the Legal Department may seek approval for a new project by submitting to the Coordinator/Committee a project approval request that contains: the name of the proposed client, the name of the opposing parties and other entities (e.g. opposing attorney or law firm) involved, a description of the project including the scope of work to be done, the names of the Law Department members who would work on the project, an estimate of the time required from each person, an estimate of any anticipated costs associated with the project, anticipated schedule of the project and/or deadlines; supervision or training needs, whether malpractice coverage is provided by the project sponsor, and any other relevant information.

VII. Insurance Coverage

Company's insurance carrier provides insurance coverage for employees in the Legal Department for work performed on approved pro bono projects. Members of the Legal Department must advise the Pro Bono Coordinator/Committee immediately should they learn that a complaint or disciplinary complaint may be filed concerning a pro bono matter.

OR

Company does not have malpractice insurance to cover pro bono work of its Legal Department members; however, many of the organizations that sponsor pre-approved pro bono projects carry malpractice insurance for their volunteer attorneys. The Pro Bono Coordinator/Committee will reject any project that does not provide malpractice coverage for the legal services provided. Members of the Legal Department must advise the Pro Bono Coordinator/Committee immediately should they learn that a complaint or disciplinary complaint may be filed concerning a pro bono matter.

[Note: The Pro Bono Institute has outlined additional options, such as self-insurance through the purchase of a policy from NLADA, in a paper available here: <http://www.cpbo.org/wp-content/uploads/2012/09/Insurance-Paper.pdf>]

VIII. Expenses and Resources

As with any other Company work assignment, individuals doing pro bono work may engage Legal Department legal assistants, paralegals and other support staff in a manner consistent with their job responsibilities. Legal Department members may use Company facilities, such as telephones, copiers, computers, printers, library materials, research materials, and mail, as appropriate to carry out pro bono work; however, in accordance with the section entitled "Company Affiliation" below, use of Company resources should not convey the impression that Company is providing

the pro bono services. Ordinary expenses (e.g., parking, mileage, etc.) may be submitted for reimbursement. Expenses exceeding \$250 should be submitted to the Pro Bono Coordinator/Committee for prior approval. Legal Department members should make every effort to control expenses related to pro bono work just as they would for any other legal matter.

IX. Expertise

Legal Department members providing pro bono services should exercise their best judgment regarding their qualifications to handle the issues necessary to provide pro bono services. Those providing pro bono services should obtain training on the legal issues they will handle. Training is available through various pro bono organizations, bar associations, law firms, and CLE offerings.

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