The 2008 Dan K. Moore Program in Ethics

Ethics Issues for In-house and Outside Corporate Lawyers

October 3, 2008

Program Highlights Include:
- 4 hours of CLE ethics credit
- Selecting and working with outside counsel
- Ideas for maximizing the relationship between in-house and outside counsel
- Unauthorized practice of law issues
- Lawyer truthfulness in negotiations
- Update on lawyer screening to avoid conflicts of interest

Register Online!

The Carolina Club, George Watts Hill Alumni Center
UNC-Chapel Hill, Chapel Hill, North Carolina

Co-sponsored by the UNC School of Law Center for Banking and Finance
The Dan K. Moore Program in Ethics

The Dan K. Moore Program in Ethics is a very well regarded continuing legal education program sponsored annually by the UNC School of Law. This program is dedicated to the exemplary legacy of professional ethics left to us by the distinguished life and work of Dan K. Moore, the esteemed former governor of North Carolina and a 1929 graduate of the UNC School of Law.

For the past six years the Dan K. Moore program has focused on issues relevant to attorneys who advise corporate clients. The 2002 program discussed lawyer liability and responsibility in a post-Enron world, the 2003 program focused on the SEC’s new rules under the Sarbanes-Oxley Act governing lawyer conduct and the relationship of those rules to the lawyer conduct rules of the state bars, the 2004 program addressed new challenges in ethics and governance for corporate lawyers, the 2005 program considered the lawyer’s role in responding to enforcement actions against a corporate client, the 2006 program discussed ethical issues arising from the relationship between lawyers and accountants in their representation of a corporate client and the 2007 program addressed conflicts of interest for corporate lawyers.

The response to these programs from those who advise corporate clients as outside attorneys or in-house attorneys was overwhelming. Thus, the program is again directed to this audience and will explore a variety of ethical issues that may arise in the representation of a corporate client.

The program will address a variety of ethical issues of interest to both in-house counsel and attorneys in private practice. The panelists will discuss ways to maximize the working relationship between in-house and outside counsel. Their discussion will include attitudes about signing conflicts waivers, billing issues, staffing by outside counsel, the use of new associates, the value of a diverse legal team, how to make a favorable impression in a “beauty” contest, effective firm websites and email communications. The panelists represent a range of experiences and perspectives on each of these issues. The panel will also consider unauthorized practice of law issues regarding in-house counsel and whether outside counsel not licensed in one jurisdiction may or should opine on another state’s law. Other issues to be considered include lawyer truthfulness in negotiations and an update on the ABA’s action on a proposed Model Rule to make screening more available to avoid conflicts of interest.

Our distinguished panelists draw on a wealth of experience as seasoned private practitioners, former loss prevention counsel for professional liability insurance carriers, corporate general counsel with experience with a number of companies and as a consultant to law firms on ethics issues. As was the case with prior programs, the discussion among the panelists is guaranteed to be lively and there will be ample opportunity for questions from and interchange with the audience.

About this Year’s Program

The program will address a variety of ethical issues of interest to both in-house counsel and attorneys in private practice. The panelists will discuss ways to maximize the working relationship between in-house and outside counsel. Their discussion will include attitudes about signing conflicts waivers, billing issues, staffing by outside counsel, the use of new associates, the value of a diverse legal team, how to make a favorable impression in a “beauty” contest, effective firm websites and email communications. The panelists represent a range of experiences and perspectives on each of these issues. The panel will also consider unauthorized practice of law issues regarding in-house counsel and whether outside counsel not licensed in one jurisdiction may or should opine on another state’s law. Other issues to be considered include lawyer truthfulness in negotiations and an update on the ABA’s action on a proposed Model Rule to make screening more available to avoid conflicts of interest.

After lunch, each table will be asked to discuss their approach to an ethical problem that will be distributed at the program. This additional opportunity for discussion and interaction is a unique and popular aspect of this program.

The Center for Banking and Finance was established at the UNC School of Law on July 1, 2000. The Center was created to recognize and further the important role of banking and finance to the economy of North Carolina, as well as the leadership role played by North Carolina-based financial institutions in the continuing evolution of the financial services industry.

The Center studies the legal and policy issues related to banking and finance, advances the teaching of these important areas, and sponsors conferences for industry professionals, including the Eighth Annual Consumer Law & Consumer Credit Symposium at the Festival of Legal Learning, February 6-7, 2009, at the Friday Center on the UNC campus in Chapel Hill and the Thirteenth Annual Banking Institute, March 30-31, 2009, at The Westin in Charlotte, NC.

The Center is directed by professor Lissa Broome and guided by a distinguished Board of Advisors. For more information about the Center or its activities, please contact Lissa Broome, (919) 962-7066 or lbroome@email.unc.edu, or visit www.law.unc.edu/centers/banking.

Program Panelists

Peter C. Buck
Partner, Robinson, Bradshaw & Hinson, P.A., Charlotte

William Freivogel
Attorney and Consultant, Chicago

Marc E. Manly
Group Executive and Chief Legal Officer, Duke Energy Corporation, Charlotte

J. Norfleet Pruden III
Partner, K&L Gates, Charlotte

Joseph M. Spagnardi
Senior Vice President, General Counsel and Secretary, Inspire Pharmaceuticals Inc., Durham
9:30 a.m.  Registration and Coffee

10:00 a.m.  Welcome & Introduction to Program

Professor Lissa L. Broome, Wachovia Professor of Banking Law and Director of the Center for Banking and Finance, UNC School of Law

10:15 a.m.  Maximizing the Working Relationship Between In-house and Outside Counsel

The panel will discuss how to maximize the relationship between in-house and outside counsel or how to get hired, continue to be retained, and get referrals from your corporate clients. Our panelists with experience as in-house counsel and as outside lawyers will provide their perspective on “beauty contests,” effective firm websites, billing practices, staffing issues, diversity of outside counsel teams, conflicts waivers and other ethical issues sure to arise in this symbiotic relationship.

11:30 a.m.  Break

11:45 a.m.  Maximizing the Working Relationship (continued) Unauthorized Practice of Law

The panel will continue to discuss the myriad of ways to have the best relationship possible between in-house and outside counsel. This segment of the program will also cover unauthorized practice of law issues for the in-house lawyer and outside lawyer. For the in-house lawyer: whether an out-of-state licensed in-house lawyer may practice in another jurisdiction if services are rendered to the employer and the ABA’s proposed Model Rule regarding registration, legal education, and discipline by the local bar. Additionally, for the outside lawyer: whether outside counsel may opine on the law of a state in which they are not licensed.

12:30 p.m.  Lunch

12:45 p.m.  Break-out Discussions

While participants are finishing lunch, each table will be asked to discuss how they would approach an ethical challenge that will be assigned at the program.

1:30 p.m.  Break

1:45 p.m.  Lawyer Truthfulness in Negotiations Screening to Avoid Conflicts

The panel will address the ABA Model Rules and a formal opinion from the ABA Standing Committee on Ethics and Professional Responsibility on lawyer truthfulness in negotiations. The panel will also consider when or whether nondisclosure in a negotiation might rise to the level of fraud and under what circumstances a lawyer is required to disclose a material fact to a third person to avoid assisting a fraudulent act by a client. The panel will also discuss the ABA’s actions at its August meeting on a proposal to make ethical screening more available in firms so as to avoid conflicts of interest.

2:45 p.m.  Additional discussion and concluding comments

Thomas Lee Hazen, Cary C. Boshamer Distinguished Professor of Law, UNC School of Law

3:00 p.m.  Adjournment
Program Panelists

Peter C. Buck
Buck is a partner at Robinson, Bradshaw & Hinson, P.A. in Charlotte. He previously served as deputy general counsel of Duke Energy Corporation. He practices in the areas of mergers and acquisitions, corporate law, banking and finance and energy law. He co-authored, “Confidentiality of Communications by In-House Counsel for Financial Institutions,” 6 N.C. Banking Institute 265 (2002). He has been named to numerous “best lawyer” lists, including Chambers USA: America’s Leading Lawyers, Business North Carolina’s Legal Elite and North Carolina Super Lawyer. Buck received his bachelor’s and law degrees from Duke University.

William Freivogel
Freivogel is an independent consultant to law firms on ethics and professional liability. He practiced law in Chicago and Danville, Illinois, for over twenty years as a trial lawyer with expertise in antitrust, civil rights, constitutional law, products liability and intellectual property. Since 1987, he has concentrated on legal ethics and lawyer malpractice, serving as senior vice president and loss prevention counsel for Attorneys’ Liability Assurance Society (ALAS) and as senior vice president — loss prevention for Aon Risk Services. He publishes Freivogel on Conflicts (www.freivogelonconflicts.com) as an online resource dedicated to conflicts of interest. He frequently writes and speaks about issues of ethics and professional conduct. Freivogel received his undergraduate and law degrees from the University of Illinois at Urbana-Champaign.

Marc E. Manly
Manly is group executive and chief legal officer for Duke Energy. He leads the office of general counsel, which includes internal audit, ethics and compliance and the corporate secretary. He was named to his current position in April 2006 and then assumed responsibility for the human resources function in November 2007. His prior experience includes serving as executive vice president and chief legal officer of Cinergy Corp., general counsel at NewPower Holdings, and chief counsel for the consumer services group at AT&T Corp. Manly also served as an associate and partner at Sidley & Austin. Manly received his undergraduate degree from Amherst College and he earned a master’s degree in economics and a law degree from the University of Michigan.

J. Norfleet Pruden III
Pruden is a partner at K&L Gates and was partner at Kennedy Covington prior to its merger with K&L Gates. Pruden has broad experience in many areas of business law with a focus on mergers and acquisitions, securities, private equity and general corporate representation. He also serves as special counsel to independent committees, individual directors and minority shareholders in connection with corporate change-in-control transactions and internal investigations. He is a former president of the North Carolina Bar Association and has been named to a variety of lists, including North Carolina Super Lawyer, the Legal Elite Hall of Fame, Best Lawyers in America, and Chambers USA: America’s Leading Business Lawyers. Pruden received his undergraduate degree from UNC and his law degree from the University of Virginia School of Law.

Joseph M. Spagnardi
Spagnardi is the senior vice president, general counsel and secretary of Inspire Pharmaceuticals Inc. headquartered in Durham. He joined Inspire in May 2005 and became general counsel in March 2006. Prior to joining Inspire, Spagnardi spent over ten years at GlaxoSmithKline (and its predecessor Glaxo Wellcome). He began his career with Winthrop, Stimson, Putnam & Roberts (now Pillsbury Winthrop Shaw Pittman, LLP), where his practice focused on multinational transactions in securities and mergers and acquisitions. Spagnardi received his undergraduate degree from the University of Delaware and his law degree from UNC School of Law.

Program Directors

Lissa L. Broome
Broome is the Wachovia Professor of Banking Law and director of the Center for Banking and Finance. She teaches banking law and secured transactions and has taught contracts and ethical issues for business lawyers. She is the co-author of the Regulation of Bank Financial Service Activities, a banking law casebook and co-author of Securitization, Structured Finance and Capital Markets. She also directs the Director Diversity Initiative, which works to increase the diversity of corporate boards of directors through its training programs, advocacy, research and diverse director database (ddi.law.und.edu/default.aspx). Broome received her undergraduate degree from the University of Illinois and her law degree from Harvard Law School.

Thomas Lee Hazen
Hazen is the Cary C. Boshamer Distinguished Professor of Law. He teaches business associations and securities regulation, and is the author or co-author of casebooks in corporations, corporate finance, broker-dealer regulation, mergers and acquisitions and securities regulation. He is the author of a widely regarded six-volume treatise on securities regulation, a three-volume treatise on derivatives regulation, and a two-volume treatise on broker-dealer law. He has also served as an expert witness in a number of high-profile securities cases. Hazen received his undergraduate and law degrees from Columbia.
Please register me for The 2008 Dan K. Moore Program in Ethics

Please print the following information:

**Registration Information**

☐ Mr.  ☐ Ms.  ☐ Mrs.  ☐ Dr.
Name: ____________________________

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Daytime Phone: ____________________________ Fax: ____________________________
E-mail address: ____________________________

Name as you would like it to appear on nametag: ____________________________

☐ I am a graduate of the UNC School of Law.  ☐ I am not a graduate of the UNC School of Law.

☐ I would like to receive CLE credit in North Carolina.  ☐ I would like to receive CLE credit in the state of: ____________________________

My N.C. Bar number is: ____________________________ My Bar Number* is: ____________________________

*Attendance is reported to the state you request; however, out-of-state fees are the responsibility of the attendee.

**Payment Information**

Program Fee: $195 or $150 (corporate discount for 3 or more)

To Pay by Check: Please send your registration form and a check made payable to “School of Law — Office of CLE” (please, no staples) to: UNC School of Law — Office of CLE, CB #3380, Chapel Hill, NC 27599-3380, Attn: DKM Registration.

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**By Fax**
With a credit card number (919) 843-7779
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Online Registration
Online registration is available for all Carolina Law CLE programs. Simply go to our Web site at www.law.unc.edu/cle, click on the online registration link and have your credit card ready! To register for the 2008 Dan K. Moore Program in Ethics, just enter all the details and submit the registration request for processing. No printing, no mailing, no postage! Immediate confirmation. What could be easier? Registering for a CLE program has never been faster or more convenient.

To Register
Registration Fee: $195 or Group Discount (send 3): $150
To register for The 2008 Dan K. Moore Program in Ethics, please detach the registration form and return it to the School of Law with a check made payable to “UNC School of Law – CLE.” The $195 registration fee includes all text materials, a continental breakfast, lunch and beverages. Onsite registration will be permitted subject to space availability.

Cancellations/Refunds
Cancellations received before September 19 will be honored and fees refunded, less a $50 processing fee. Cancellations made after this date may be subject to additional fees or no refund at all. In fairness to all attendees, confirmed participants who do not attend are liable for the entire fee unless other arrangements have been made with director of continuing legal education.

CLE Credit
Credit Hours: 4 hours of Ethics
Continuing legal education credit will be reported to the N.C. State Bar Board of Continuing Legal Education by the UNC School of Law. Please indicate on your registration form if you desire CLE credit for this program.

CLE Credit in Other States
Please indicate the states in which you would like to receive credit on your registration form, and we will assist in that process. Payment of any out-of-state fees are the responsibility of the attendee.

Location
The Carolina Club, UNC-Chapel Hill
The 2008 Dan K. Moore Program in Ethics will be held at the Carolina Club in the George Watts Hill Alumni Center on the UNC-Chapel Hill campus. There is convenient parking in the Rams Head parking garage adjacent to the Carolina Club for an hourly fee. A map and parking information will accompany registration confirmation. Messages for program attendees on the day of the program may be left at (919) 962-1101.

For more information about CLE programs, contact Carolina Law:
By Email: jcarlock@email.unc.edu
Online: www.law.unc.edu/cle
By Phone:
Call the Office of CLE at (919) 962-1679
9:00 a.m. - 5:00 p.m., Monday - Friday

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