

In-House Counsel Fundamentals Spring 2026, Law 5349 Section 19041

Title: In-House Counsel Fundamentals

Professors: Brandie J. Holmes (Adjunct)

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Credits: 3

Course Area: Business and Commercial Law

Class Time: T/TH 10:30a-12:00p

Room: 311

Format: Lecture and Discussion

Course Description: This course will give students insight into the complex function of in-house counsel and provide the basic tools needed to succeed in an in-house role. The course will focus on developing skills in risk management, corporate communications, commercial contracts, compliance, ethics, litigation management at all stages, advising and counseling on common employment issues, and gaining the trust of your organization. Students will also see how basic legal principles regarding attorney-client privilege, contract formation, and corporate governance are used on an everyday basis. Course instruction will take students through their first year as in-house counsel at MiniPrivateCo and MegaPublicCo using case studies based on real-world examples. This course will benefit all students interested in a legal career advising businesses, whether it be as in-house or outside counsel.

Pre-requisites: Contracts

Recommended: Business Organizations, Professional Responsibility

Satisfies ABA Experiential Course Requirement: Yes

Course Materials:

\*Miller, Sterling L. *Ten Things You Need to Know as In-House Counsel*. American Bar Association, 2017.

\*Miller, Sterling L. *Ten More Things You Need to Know as In-House Counsel*. American Bar Association, 2019.

*Optional* - Lovett, Steven L. *Corporate Counsel Guides: Practice Basics*. American Bar Association, 2013.

*Other:* Other documents and materials will be distributed throughout the semester.

\*The contents of these books can also be found online at [www.sterlingmiller2014.wordpress.com](http://www.sterlingmiller2014.wordpress.com) and do not have to be purchased.

### Assessment:

Your grade is based on a semester-long evaluation incorporating all aspects of the course. This will include attendance, class participation and quizzes. As a simulation course, participation and attendance are a significant portion of your grade. You may only make the pass/fail election for this course if you are not taking this course to fulfill your experiential course requirement.

There is a possibility to earn up to 100 points as follows:

- Attendance 10 points
- Participation 30 points
- Quiz Points 60 points (3 quizzes at 20 points each)

Final Exam – None.

The final grade distribution will be subject to any required grading protocols mandated by the University of Houston Law Center (“UHLC”).

### Learning Outcomes:

At the conclusion of this course, students will (1) understand a lawyer’s role in a company; (2) know how to establish effective working relationships with company departments; (3) be able to recognize common risks for a company; and (4) have working knowledge of various areas of law commonly encountered by in-house counsel.

### Syllabus Changes:

As in-house counsel, your day will rarely go as planned, and you must learn to be flexible and adapt to your clients’ needs. The same can be said for this class. We will attempt to diligently follow the syllabus outlined below, but you can expect changes. Some topics may require more or less time. The last day before Spring Break is listed as an “Unscheduled Meeting.” You will get to participate in a lot of these as in-house counsel. We may use this day at any point in the semester when we need a little extra time to meet the desired learning objectives. This day will be used and should not be considered as a day off.

### Recording of Class:

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the Professor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

### UH Email:

Please check and use your CougarNet email for communications relating to this course. To access this email, login to your Microsoft 365 account with your CougarNet credentials.

<b>Class</b>	<b>Reading Assignments</b>	<b>Topics</b>
1.	Ten Things – How to Be a Successful In-House Counsel (pg. 3)  <i>*optional reading - Corporate Counsel Guides: Practice Basics (“CCG”) Text – Chap 1</i>	I. <u>Introduction to In-House Fundamentals</u> : a. Expectations working in-house b. Reality working in-house c. I wish I had asked...
2.	Handout – Org Chart	II. <u>Meet the Characters</u> a. MiniPrivateCo vs. MegaPublicCo b. AllCo: Board of Directors, C-Suite, Money-Makers, Cost-Centers c. MegaPublicCo: Shareholders, More Cost-Centers
3.	Ten Things – The Attorney-Client Privilege – What You Need to Know (pg. 263); Common Ethics Issues for In-House Counsel (pg. 279)  <i>*optional reading - CCG Text – Chap 2</i>	III. <u>A Spin on the Basics</u> a. Who is your client? b. Protecting Privilege c. Resources
4.	Ten Things – Basic Corporate Governance for In-House Counsel (pg. 219)	IV. <u>Pre-Game Prep</u> a. Internal Corporate Governance b. External Corporate Governance c. Delegation of Authority
5.	Ten Things – How to be a Practical In-House Lawyer (April 27, 2022)  <i>*optional reading - CCG Text – Chap 3</i>	V. <u>Starting in the Deep End</u> a. Following the rules b. Asking questions c. Time is of the Essence d. Prioritization
6.	Ten Things – Spotting, Analyzing, and Managing “Risk” (pg. 239)  <i>*optional reading - CCG Text – Chap 6</i>	VI. <u>Risk</u> a. Chief Risk Officer – That’s YOU b. Spotting, evaluating, and mitigating risk c. Reading discussions

<b>Class</b>	<b>Reading Assignments</b>	<b>Topics</b>
7.	Ten More Things – Presenting Legal Issues to Senior Executives (pg. 9) Ten Things – Writing Skills for In-House Counsel (It’s Different In-House) (pg. 28); Explaining Litigation to the Board and the CEO (pg. 53)	VII. <u>Communications 101</u> a. Internal communications b. External communications c. Differing deliverables
8.	Ten More Things – Making Legal the Department of Yes (pg. 99); Career – Killers – What Not to Do as In-House Counsel (pg. 223); How to Make Your In-House Clients Love You (and the Legal Department) (pg. 345)	VIII. <u>Legal Department Reputation</u> a. Legal department - Love vs Hate b. Checking your ego c. Department of Yes
9.		IX. <u>Quiz #1</u>  Learning Objectives: Following completion of this section of the course, students will understand (i) the basic structure of a business organization and the purpose of its various departments, (ii) corporate governance principles used daily, (iii) the nuances in representing your client in-house, (iv) how to triage daily demands, the daily trials of meeting the business’ demands, (v) in-house vs. outside counseling, and (vi) how to establish and maintain a positive reputation for the legal department.
10.	Handout – Contract Primer <i>*optional reading - CCG Text – Chap 5.2</i>	X. <u>Contracts in the Real World</u> a. What is a contract? b. Common contracts c. Contract alternatives d. Battle of the Forms
11.	Handout – Sample Contract Provisions	XI. <u>Contracting for the Actual Bargain I</u> a. Overflow from previous class b. Make it your business c. Key commercial elements of a contract  <i>*review of Quiz #1</i>
12.	Handout – Sample Contract Provisions Ten More Things – I know It’s Only Boilerplate (but I Like It)! (pg. 105)	XII. <u>Mitigating Risk While Getting the Benefit I</u> a. Key “Legal” Elements of a Contract b. Boilerplate Blues c. The Big Three

<i>Class</i>	<i>Reading Assignments</i>	<i>Topics</i>
13.	Ten More Things – I Know It’s Only Boilerplate (but I Like It)! (pg. 105)	XIII. <u>Mitigating Risk While Getting the Benefit II</u> a. Boilerplate Blues ( <i>continued</i> ) b. The Big Three continued...
14.	Ten More Things – I Know It’s Only Boilerplate (but I Like It)! (pg. 105) Ten Things – How to Negotiate – Practical Tips for In-House Counsel (pg. 85)	XIV. <u>Whose negotiation is this?</u> a. The Big Three continued... b. Your role in negotiations
15.	Ten Things – Help Your Clients Get Their Contract Through Legal Quickly (pg. 79) Ten More Things – Creating a Good Contract Playbook (pg. 115)	XV. <u>The Deal is Done</u> a. Finalizing Approvals b. Post-Mortem c. Review for Quiz #2
16.	Quiz #2 Handout – Commercial Contract	XVI. <u>Guest Speaker</u>
<b>SPRING BREAK</b>		
17.		XVII. <u>Quiz #2</u>  Learning Objectives: Following completion of this section of the course, students will understand (i) the basic elements of commercial contracting (ii) how to evaluate a contract for risk, (iii) how to negotiate a contract internally and externally, and (iv) how to drive a contract to completion.

18.	Ten Things – All I Want for Christmas Is an FCPA/Anti-Bribery Health Check (pg. 145); Trade Associations and Antitrust Risk (pg. 150); Data Privacy – The Essentials (pg. 156)	XVIII. <u>Compliance Guest Speaker</u>
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19.	<p>Ten More Things: Early Case Assessments – What In-House Lawyers Need to Know (pg. 73)</p> <p>Ten Things: Your Company Has Just Been Sued – Now What? (pg. 49)</p> <p><i>*optional reading - CCG Text - § 5.6.3</i></p>	<p>XIX. <u>First Stages of Litigation</u></p> <ul style="list-style-type: none"> <li>a. Pre-litigation</li> <li>b. Developing a strategy/time to triage</li> <li>c. Litigation hold</li> <li>d. Outside vs In-house matter?</li> <li>e. Selecting outside counsel</li> </ul> <p><i>*review of Quiz #2</i></p>
20.	<p>Ten More Things: Getting Internal Investigations Right (pg. 213)</p> <p><i>*optional reading - CCG Text - § 5.3.5, and CCG Text - § 5.6.2</i></p>	<p>XX. <u>Litigation I</u></p> <ul style="list-style-type: none"> <li>a. Conducting internal investigations</li> <li>b. Interviewing external/internal players</li> <li>c. Corrective actions</li> </ul>
21.	<p>Ten Things: Explaining Litigation to the Board and the CEO (pg. 52)</p> <p>Ten Things: Litigation Financing – A Primer for In-House Counsel (pg. 67)</p> <p>Ten Things: Settlement Agreements – Making Sure It’s Really Over (pg. 61)</p>	<p>XXI. <u>Litigation II</u></p> <ul style="list-style-type: none"> <li>a. Litigation cost analysis</li> <li>b. Discovery</li> <li>c. Communicating details to Board/C-Suite officers</li> <li>d. Settlement/wrap-up</li> </ul>
22.		<p>XXII. <u>Guest Speaker – In-House Litigation</u></p>
23.	<p>Ten More Things – Drafting an Enforceable Non-Compete Agreement (pg. 131)</p> <p><i>*optional reading - CCG – Text § 5.1.1 – 5.1.4</i></p>	<p>XXIII. <u>Employment Law for In-House</u></p> <ul style="list-style-type: none"> <li>a. Primary Responsibilities</li> <li>b. Key areas of law</li> <li>c. Most common employment-related agreements</li> <li>d. Most common employment-related claims</li> </ul>
24.	<p>Ten More Things – The Essentials of a Successful Trans-Border Transaction (pg. 91)</p>	<p>XXIV. <u>M&amp;A Primer *Guest Speaker</u></p> <ul style="list-style-type: none"> <li>a. The Internal Players</li> <li>b. The External Players</li> <li>c. Process Outline</li> </ul>
25.	<p>Handout</p>	<p>XXV. <u>Before The Action Begins *Guest Speaker</u></p> <ul style="list-style-type: none"> <li>a. Establish Your Role</li> <li>b. The “D” Word</li> <li>c. Fun with Acronyms</li> </ul>

26.		<p>XXVI. <u>Quiz #3</u></p> <p>Learning Objectives: Following completion of this section of the course, students will understand (i) the role of in-house counsel litigation; (ii) how to conduct an internal investigation; (iii) how to negotiate and finalize valid settlements; (iv) how to identify and address employment-related matters; and (v) the basics of an M&amp;A transaction and the role in-house counsel plays in that type of transaction.</p>
27.	<p>Ten Things Blog – Taking Advantage of Opportunities to Build Your In-House Career (Sept. 30, 2021); When to Send Work to Outside Counsel (And When to Bring It In-House) (July 28, 2022)</p> <p>Ten Things – What In-House Lawyers Want From Outside Counsel (pg. 35); Ten Habits of Highly Effective In-House Lawyers (pg. 14)</p>	<p>XXVII. <u>That’s a Wrap</u></p> <ul style="list-style-type: none"> <li>a. Learnings for Outside Counsel</li> <li>b. Parting Advice for In-House Counsel</li> </ul>
28.	<p>Panel Discussion</p> <p>Quiz Review</p>	<p>XXVIII. <u>In-House Panel Discussion (TBD)</u></p> <p><i>* review of Quiz #3 if time permits</i></p>

### Security Escorts and Cougar Ride:

UHPD continually works with the UH community to make the campus a safe place to learn, work, and live. Our Security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students, faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety please call 713-743-3333. Arrangements may be made for special needs. Parking and Transportation Services also offers a late-night, on-demand shuttle service called Cougar Ride that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride/>.

### Diversity, Inclusion, and Wellness:

At UHLC, we are committed to ensuring inclusive online and classroom learning spaces, where you'll be treated with respect and dignity, and where everyone is provided the equitable opportunity to participate, to contribute, and to succeed.

In this course, all students are welcome regardless of socio-economic status, age, race, ethnicity, disability, religion, national origin, veteran's status, sex, sexual orientation, gender identity, gender expression, political affiliation, marital status and other diverse identities that we each bring to class. Our class is richer for this diversity.

Inclusive learning spaces facilitate the innovation and creative thought that enhance student success. This success arises from the participation, support, and understanding of you and your colleagues. I encourage you to speak up and to share your views, but also understand that you are doing so in a learning environment in which we're all expected to engage respectfully and with regard to the dignity of all others.

If you feel like your class performance is impacted in any way by your experiences inside or outside of class, please reach out to Student Services at 713-743-2182. Finally, I encourage you to bring any issues negatively impacting UHLC's openness to diversity and inclusion to the Law Center's Diversity and Inclusion committee. The D&I committee's charge includes "[building] on the Law Center's strengths as a diverse and inclusive environment." You can contact the committee directly at [UHLCD&I@uh.edu](mailto:UHLCD&I@uh.edu). Your suggestions are encouraged and appreciated.

### Accessibility and Accommodations:

UHLC is committed to ensuring that all students enjoy equal access and full participation.

If you anticipate or experience barriers based on a disability (including any chronic or temporary medical or mental health condition), and you require any support services, you may contact Ms. Samantha Ary, Academic Records Coordinator. Ms. Ary is located in room 44A TU-II in the Office of Student Services suite, and she can be reached at [sary@central.uh.edu](mailto:sary@central.uh.edu) or 713-743-7466. Requests for accommodation



that involve graded assignments must be directed to Ms. Ary and should be made as soon as possible to allow adequate time to document and to process the request.

If you observe religious or cultural holidays that will coincide with synchronous class sessions or conferences, please let me know as soon as possible, so that we may make arrangements.

#### Chosen Names and Preferred Pronouns:

I will gladly honor your request to address you by an alternate name or gender pronoun. Please advise me of this preference early in the semester so that I may make appropriate changes to my records.

#### Honor Code:

The UHLC Honor Code applies to all aspects of my class. *You are responsible for knowing all Honor Code provisions and for complying with the Honor Code.* Please ask me if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to my course. *It is an Honor Code violation to review the graded assignments distributed to, or written by, any of my students from prior years.*

#### Counseling and Psychological Services:

("CAPS") can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. You can reach CAPS by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. No appointment is necessary for the "Let's Talk" program, a drop-in consultation service at convenient locations and hours around campus.

The Texas Lawyers' Assistance Program ("TLAP") also supports law students who are dealing with stress, anxiety, depression, substance abuse, and other mental health problems. You can reach TLAP at any time at 1-800-343-8527. TLAP's website includes a page with links to sources about mental health that are of interest to law students: <https://www.tlaphelps.org/law-students>.

#### Anti-Discrimination and Sexual Misconduct Policies:

UHLC and the University of Houston are committed to maintaining and strengthening an educational, working, and living environment where students, faculty, staff, and visitors are free from discrimination and sexual misconduct. If you have experienced an incident of discrimination or sexual misconduct, a confidential reporting process is available to you. For more information, please refer to the University System's Anti-Discrimination Policy SAM 01.D.07 and Sexual Misconduct Policy SAM 01.D.08.

Please be aware that under the sexual misconduct policy, SAM 01.D.08, faculty and other University employees are required to report to the University any information received regarding sexual misconduct as defined in the policy. Due to this reporting requirement, faculty members and other employees are not a confidential resource. The reporting obligations under the sexual misconduct policy extends to alleged conduct by University employees and students.

Additional UH Resources:

- [Diversity and Inclusion Statement](#)
- [Non-Discrimination Statement](#)
- [Center for Diversity and Inclusion](#)
- [Center for Students with DisABILITIES](#)
- [LGBTQ Resource Center](#)
- [Cougars in Recovery](#)
- [Counseling and Psychological Services](#) (see Section XIII)
- [Veterans Services](#)
- [Cougar Cupboard](#)
- [CoogsCare](#) (student assistance resources)
- [DACA: What You Need to Know](#)
- [Student Health Center](#)
- [Wellness](#)