

## **Small Business Law Clinic (aka Entrepreneurial Legal Lab (VLSell))**

**FALL 2024**

**Professors Nicole Killoran, Jeannette Eicks, Oliver Goodenough, and Brian Bailey**

**Rounds on Wednesdays and Fridays in Oakes 211 from 12:45-2:00 PM**

### **Overview**

In this hybrid clinical course, you will work with professors and practicing attorneys to provide legal and strategic advice to entrepreneurs, start-ups and small businesses in many different stages of their lifecycle. You will have access to live client work, public presentations and webinars, research projects of your design, and/or preparation of educational materials for public use.

There are potentially two parts to your semester: clinical work, and external placement.

### **Clinical Work: Small Business Legal Education**

For the Clinic, you will educate, assist, and support small businesses in Vermont. You will work alongside faculty and other community partners to provide live client educational consults, public presentations, research projects, and/or preparation of educational materials for public dissemination. You must devote at least two credits (85 hours) to Clinic work.

Clinic projects during the Fall '24 semester may include a mix of the following:

- Research, prepare, and present on a legal topic or topics for a small business client (typically in a Zoom educational consult)
- Research and prepare resource summaries for clients, or edit and deliver drafted summaries
- Research and present as a panel member in a public webinar on a legal topic relevant to businesses in Vermont
- Help launch congressionally-funded initiatives to support small business legal services for climate resilience
- Assist with finding and applying for grants, and other fundraising efforts to support the Clinic
- Create helpful, layperson guides to common legal issues for small businesses
- Attend and participate in pop-up events in flood-affected towns, including paperwork clinics and educational Q&A sessions
- Prepare industry-specific materials and guidance, on topics such as the definition of farming applied to equine businesses, and how to design an accessible and inclusive website under the ADA

### **External Placement: Practice with a Mentor**

For a portion of your credit hours, if you submit a timely request, you may work with a mentoring attorney in an external placement. In addition to the minimum two credits of Clinic work, you may choose how many of your remaining Practicum credits/hours will be devoted to your external placement work (at 42.5 hours per credit).

### **Goals**

We want you to develop the following skills during this course:

- Spot legal issues and concerns in small businesses of all stages
- Develop awareness of business and legal ethics
- Understand entity formation, corporate liability and tax implications
- Understand other common issues for small businesses such as early-stage finance, contracting, leasing/real-estate, non-profit governance, regulatory law and government affairs, intellectual property, and employment law
- Find greater understanding of which areas of law might interest you in your future career(s)

- Develop innovative ways to deliver legal services
- Meet professionalism and course expectations

### **Client Work, VtSBDC Meetings, and Direct Services Referrals**

SBL Clinic is a part of the Vermont Small Business Law Center (the “Center”) at Vermont Law and Graduate School. The Center works with the Vermont Small Business Development Center (VtSBDC), and several other community partners, to educate small businesses about the law and their legal obligations. To that end we meet with clients referred from multiple sources, and provide legal education about topics ranging from entity formation to intellectual property to regulation and compliance. We provide resources to educational consult clients, and create layperson-friendly presentations, webinars, and written materials to share widely with clients and stakeholders about these topics.

At least every other week, we will have a ½ hour meeting with the VtSBDC to discuss our projects, clients, fundraising opportunities, and other workshops/events. This meeting will take place biweekly on Zoom at 10:30 A.M. on Fridays for the Fall ‘24 semester.

Finally, in this course we both educate businesses and work to connect them with pro bono or low bono legal services. Clients may be referred to an attorney in the community for paid services under one of the Vermont Small Business Law Center’s various projects. Occasionally, SBL Clinic students may provide legal services directly to clients, through their external placement. If you have been approved for an external placement, you may have opportunity to present to a client in an educational consult, prepare a business brief sharing information and resources, and also directly advise the client under your mentoring attorney’s supervision.

### **Workspace**

We are based out of the South Royalton Legal Clinic on the second floor of the Legal Services Building @ 190 Chelsea. As a clinician, you may use one of the four cubicles marked in the clinic as available for the “Small Business Clinic.” These are shared spaces, so unless you have made prior arrangements with the Director or Assistant Director, please feel free to keep some of your things at the cubicles but be respectful and leave room for others to use the space after you.

### **Rounds**

We will have two 75-minute Rounds session, weekly. The purpose of Rounds is to coordinate Clinic and Center work, prepare for consults and events, learn about substantive law, discuss professionalism, share reflections on your external placement work, ask substantive legal questions, and prepare for upcoming events. In addition, this is a good time to network with your fellow students and share experiences related to the legal profession and your growth as a legal professional. **For Fall ‘24 our weekly Rounds will take place in Oakes 211 on Wednesdays and Fridays from 12:45-2PM.**

### **Prep Sessions**

During the semester, students will be assigned to take the lead on educational consults with small business clients and public presentations, either in whole or in part. To help prepare them for these events, students may hold “prep sessions” with faculty. These “prep sessions” may be individual conversations with faculty, or they may be in a group setting during Rounds. Prep sessions have proven valuable to help students share their research, collaborate with their professors and fellow students, and build their confidence before they work directly with clients. **For Fall ‘24, our Wednesday Rounds will be primarily focused on preparing for upcoming events, and Fridays will be focused primarily on other Clinic business.** You are encouraged to attend the prep sessions as often and for as long as possible. Students benefit greatly from the conversations that take place during these prep sessions, even if they are not actively participating in an upcoming consult.

## **Office Hours**

Professor Killoran will hold office hours weekly in her office in the South Royalton Legal Clinic from 2-3PM on Wednesdays, immediately following Rounds.

## **Clio Timekeeping**

You are expected to maintain a record of your time spent working on clinic matters, as well as your time spent doing work for your external placement mentoring attorney. This record will include an accurate and detailed accounting of hours consulting with clients and mentor attorneys and hours working on projects for clients. You are required to keep track of these hours using Clio, and to report them using an AirTable form that will let the Director and Assistant Director track where you are on your semester's hours.

External placement work will be recorded in a private matter set up for each student in an external placement. Clinic client work will be recorded in matters for each business client, or in several program matters:

- *Individual client matters* - prep time and consult time, including meetings with faculty to prep for educational consults, will go into each business's separate matter
- *Weekly SBDC Meetings* - our weekly meeting with the VtSBDC, or presentations to VtSBDC business advisors
- *Webinars/Events* - prep time, travel time, and/or presentation time, including meetings with faculty to prep for events
- *Weekly Rounds/Meetings* - Rounds, prep session, office hours, including misc. meetings with faculty
- *Admin, Funding, Outreach* - time spent helping with miscellaneous administrative and fundraising tasks for the Clinic and Center, including activities like attending outreach meetings with community partners and grant research and drafting
- *Special Projects, Coursework, & Misc.* - time spent on coursework (included toward your hour totals), time spent on any special projects you take on that don't have a separate matter, or miscellaneous time doing work for the Clinic in any form

**PLEASE NOTE:** Do not log client names in Clio when you record your hours for your external placement work. A simple statement of the type of project you worked on, whether it was pro/low bono, and the hours spent is enough.

## **Journals (for External Placement Students Only)**

One of your requirements over the course of the term, if you are working with a mentoring attorney in an external placement, is the periodic submission of a reflective journal. Critical reflection is an essential part of learning through experience, and the act of writing about your experiences will help you organize and clarify your thoughts and feelings about your experiences working with clients. The journal is also an opportunity to engage your professors for their input as needed while you navigate your relationship with a mentor outside the clinic.

In your journal you may choose to address some of the following topics:

- Goals and objectives for the term;
- Your placement environment;
- Unexpected challenges;
- Substantive learning about the law;
- Your growth in legal skills;
- Areas of the law you would like to learn more about;
- Your professional obligations at your placement;
- What you are learning from watching your mentors;

- The on-boarding process with your placement;
- Rules or workplace policies; or
- Interactions with state agencies and the court system or things that bored you or excited you.

Your final journal entry should be less about the day-to-day experience and more about your overall experience in your practicum. Use your final entry to assess your performance in the practicum. Discuss the quality of lawyering you observed, both oral advocacy and the written work you have seen. Was the advocacy better or worse than you expected? Was the written work better or worse than you expected? In general, if work was of a poorer quality than you expected, what do you think might be the reasons for the poor quality that you observed? Sloppiness? Overwork/high caseloads? Inadequate supervision or training? How do you propose to avoid those pitfalls as a new lawyer? What was surprising, challenging and exciting about your experience? What thoughts do you have about the legal system since your work began? Has this experience sharpened your career path ideas? Also, be sure to include any final thoughts on your overall experience in Clinic.

Each journal entry should be around 250 words in length, and must reflect on what you are learning; a log of your activities will not suffice, you will be recording that information in your timesheets. Please submit your journals in the Canvas course every few weeks, as indicated (starting in Week 3).

**PLEASE NOTE:** You must be careful when writing your journals not to disclose any client confidential information, which includes any information obtained through representation regardless of whether it is available in the public record. If you have a question about whether it is appropriate to include a particular item, ask your mentoring attorney or ask one of your professors. **If you err, you must err on the side of non-disclosure.** No confidential information about external placement clients should ever be included in your journal.

### **Learning Plan, Mid-Semester Evaluation, and Site Visit (for External Placement Students Only)**

If you are completing an external placement as a portion of your SBL Clinic credits, you will have several additional assignments and/or events during the semester associated with work with your mentoring attorney.

**Learning Plan:** You will prepare at the beginning of the semester a learning plan setting out academic and professional goals you want to accomplish during the semester. The form for the learning plan, and instructions and materials to help you prepare your learning plan, are in Canvas.

**Mid-Semester Evaluation:** Midway through the semester, you will have an evaluation meeting with your mentoring attorney. Prior to your meeting, you will prepare a narrative self-evaluation assessing your progress thus far in the semester in a few areas of performance. You will then meet with your mentoring attorney in Week 8 to review your self-evaluation and request feedback. The form for the mid-semester self-evaluation is in Canvas.

**Site Visit:** At some point during the semester, between weeks 5-9, a professor will conduct a site visit with you and your mentoring attorney. This may be in person, at your work site, or it may be virtual via Teams or Zoom. The site visit is an opportunity for your professor to check in with you and your mentoring attorney on the work you have done under their supervision, discuss other opportunities available, and generally confirm that the external placement is meeting expectations of being a high-quality educational experience. Your professor will copy you on correspondence with your mentoring attorney to schedule this visit.

### **Deadlines**

**All students** must input their **time in Clio**, roughly every two weeks during the semester. **External placement students** must also submit a learning plan, a mid-semester evaluation, and journals every few weeks, as well as a final journal/essay at the end of the semester. All assignments may be submitted through Canvas, or if necessary you may email them to Professor Killoran. These assignments are due by 11:59 PM on Sundays beginning in Week 3, and every two weeks after

that. Your final time, is due the Friday after classes finish, by 11:59 P.M. For specific due dates for the semester, please see the assignment due dates in Canvas.

### **Deadlines Policy**

Meeting deadlines is critical for success in the legal field. Failure to meet deadlines means consequences for real people depending on you to perform work and meet expectations. But, a simple request for more time to meet an obligation or a deadline will almost always, in the real world, result in an extension of the deadline. In this pass/fail course, we follow the same philosophy. If you communicate in advance of a deadline and request additional time, you will be granted an extension. If you do not communicate in advance of a deadline, you will miss the deadline. Failure to meet two deadlines during the semester will put you in danger of a failing grade. Failure to meet three or more deadlines may guarantee a failing grade.

### **Accessibility**

Having the right environment in which to absorb and retain information is critically important. To that end, the following guidelines will be followed in the Canvas course and the classroom, in person and virtual, for the SBL Clinic:

- **Roaming Freedom:** If you need to get up and go potty, stand and listen, stretch your legs, wander, discharge nervous energy, focus your mind, etc., feel free to move around and do so at any time during class without announcing yourself.
- **Class Recordings:** By request (due to confidential nature of information discussed in Rounds), a recording will be made of Rounds and posted to the Canvas page.
- **Lighting:** If you are light-sensitive, we can darken a portion of our classroom for comfort.
- **Written Instructions:** If you receive verbal instructions from faculty or staff, we will provide written instructions on request.
- **Needs Supported:** If you have any particular needs with regard to materials, classroom conditions, information delivery, instructions, etc., or if you have ideas for how the class may be made more accessible and inclusive, let Prof. Killoran know so she can adjust and support your needs.
- **Open Communication:** Prof. Killoran is personally dedicated to helping each student feel supported, heard, understood, and accepted, as a foundation to strong learning during the semester. Please communicate questions, needs, feedback, concerns, and/or suggestions freely, and thank you.