

Small Business Law Clinic (aka SBL Clinic)

FALL 2025

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TL;DR (but please come back and read the rest of the syllabus):

- Rounds for FA25 will be announced ASAP, includes one Zoom attendance option each week, and will be a combination of TWO of the following options:
 - Mondays, 11:20 AM-12:35 PM
 - Wednesdays, 12:45-2:00 PM
 - Fridays, 11:20 AM-12:35 PM
- VtSBDC standing meeting for FA25 is biweekly on Fridays (10:30 AM) on Zoom, starting 8/29/25; attendance encouraged
- Track all time in Clio (including Rounds/prep/coursework)
- Attend as many consults and presentations as you can
- Meet deadlines, or ask for more time BEFORE the deadline, and you'll likely get a passing grade
- External placement students also have a learning plan, site visit, and final essay
- I aim to provide a classroom that supports all types of brains, needs, and quirks; please let me know what I can do to support you and whatever you need to absorb information and enjoy doing this work!

Overview

In this 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 three credits (127.5 hours) to Clinic work.

Clinic projects 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 initiatives to support small business legal services
- 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

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 three 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 ‘25 semester, beginning 8/29/25.

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. For the Fall ‘25 semester, the South Royalton Legal Clinic needs all 16 of their workspaces in the suite. If you’d like a workspace on campus or in the Clinic, please let Prof. Killoran know (via email) so we can arrange something.

Rounds

We will have two 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 '25 our weekly Rounds will be some combination of two of the following, and can include one Zoom attendance per week:

- **Mondays, 11:20 AM-12:35 PM**
- **Wednesdays, 12:45-2:00 PM**
- **Fridays, 11:20 AM-12:35 PM**

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. You are encouraged to attend any and all 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 Oakes 107, from 1-2PM on Mondays and .

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

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.

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 Check-In: Midway through the semester, you will have an oral evaluation meeting with your mentoring attorney, and one of your professors will check in with you and your mentoring attorney to discuss your progress and work.

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, and a final essay at the end of the semester. All assignments may be submitted through Canvas, or if necessary you may email them to Professor Killoran. For due dates, please see 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.

Accommodations for Disabilities

Vermont Law and Graduate School encourages students with disabilities, visible or hidden, to seek appropriate accommodations. If you have a disability and would like to request an accommodation, please review The Vermont Law and Graduate School Disability Policy at: <https://www.vermontlaw.edu/community/students/academic-success/accommodations>

On that webpage, there is also an on-line form to complete and upload your supporting documentation. If you have questions, please contact the Vice Dean for Students, Joseph Brennan. Please make your request as soon as possible.

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, regardless of individual accommodations each semester:

- **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.