

importance of linguistic diversity and augmenting the number of international students, faculty and courses. This additive approach, however, does not necessarily provide the typical law student with the diverse interaction needed to operate in the new world. In addition to updating its curriculum through the quantitative measures described above, American University, Washington College of Law (WCL) adopted a qualitative, process-oriented approach that sets into motion the dynamics necessary to transform the traditional, domestically-oriented legal education into training that is interconnected with the ever expanding international nature of law.

Realising that virtually every lawyer practising in the twenty-first century, regardless of his or her practice area, will encounter issues of international law, WCL modified its curriculum to incorporate international law concepts from the very beginning of the law school experience. International law concepts are woven into courses that are traditionally considered 'domestic.' Following a problem-solving approach, students are exposed simultaneously to issues that traditionally were classified as either 'domestic' or 'international'.

Lawyers practising in a global environment must understand legal traditions that influence other countries, an understanding that goes beyond international laws and norms regulating the conduct of nation states. This knowledge includes an understanding of the legal culture, whether it is common law, civil law, religious law or customary law. WCL fosters learning about other legal systems through courses, which examine these various traditions, either singly or in comparison, and by providing study abroad opportunities in countries with differing legal traditions. Lawyers practising in today's interconnected world must have an understanding of how culture affects the actions of

individuals and their relationship with a legal system. WCL offers many opportunities to gain such cultural perspective through its regular curriculum. (*Editor: examples are provided by the author.*) The students also benefit from a faculty with a strong international background.

WCL is deeply involved in a process of changing legal education to adapt to a new global reality. WCL is developing pedagogies that reflect the global nature of today's legal reality, rejecting the traditional focus on an autonomous domestic system. In this new educational theory, new skills are identified, social change and awareness are emphasised and a cross-cultural perspective is sought. This approach seeks to create an environment that is not restricted to only one view of the world. WCL also seeks to be profoundly ethical in preparing students to think of legal issues in terms of fairness, taking into account students' own cultural perspectives. WCL's curriculum represents a multi-dimensional academic approach embodying scholarship, service, experiential learning, policy development, and a movement toward the creation of a law school that truly engages the world.

#### **Teaching students how to become in-house counsel**

C C Day

51 *J Legal Educ* 4, 2001, pp 503–519

Thousands of attorneys work for corporations, large and small, as either in-house counsel or outside counsel. There are countless jobs for in-house counsel in non-profits and with the government or its agencies, ranging from city corporation counsel to the legal staff of federal agencies and departments. But until recently law schools did not address the specialised work and practice of corporate counsel.

This article describes the development at the Syracuse University College of Law of a course titled General Counsel Applied Learning

Course or General Counsel for short, which responded to the needs identified in the MacCrate Report by creating a course that integrates theory, substantive law and practical solutions in a true-to-life simulated corporate law office. The course teaches decision-making, problem-solving, management of issues, common sense, investigation and case management. Students handle a multitude of problems in case areas such as contracts, intellectual property, mergers, personnel relations and litigation management.

Today's corporate counsel has an expanded role. No longer are they in the backwater, confined to handling routine litigation and simple transactions. The corporate counsel is a professional, a manager and an employee. Inside counsel increasingly have non-legal functions. Their relationship with outside counsel encompasses selection of counsel, in-house management of outside work and the dual role of lawyer and client. The general counsel must relate to the board of directors and the corporate employees. The position also has an important ethics and compliance function.

The course has four goals: to familiarise students with the practice of corporate law from the perspective of in-house counsel; to provide students with practical real-life exercises in the practice of corporate law; to expose students to the various bodies of substantive law that affect corporations; and to familiarise students with the decision-making process customarily employed by in-house counsel in resolving and advising on legal issues.

The driving force behind such a course can come from either the corporate bar or the business law faculty. Both academic talents and corporate experience and skill are needed for a successful course. But a realistic course cannot be created without realistic problems, insight into

the day-to-day work of a general counsel and up-to-date battle-tested forms. Regardless of the pedagogical skills and substantive knowledge of the academic partner, a corporate-counsel partner is essential. The attorney could come from an in-house position or from a law firm that serves as general counsel for a corporation without an in-house staff.

To bring even more validity to the course and to expose our students to corporate practice, we have used more than 30 guest speakers and panellists. This has proved to be one of the most rewarding aspects of the course for both students and teachers. Students have also been invited to attend the monthly luncheon programs of the county bar association's corporate law section.

We wanted our students to have current and realistic in-house-counsel documents. There were no materials readily available in the form of casebooks or textbooks, so we were on our own and at liberty to fashion materials that we believed would have currency. We decided to select reading material from CLE coursebooks, practical law reviews and journals, the *National Law Journal*, *Business Law Today*, *Corporate Counsel*, *ACCA Docket* and other such publications. This is where many corporate attorneys turn for information. We also considered practitioner-oriented treatises as sources of materials that busy practitioners (and our students) would look to. Current forms and corporate documents are critical for a realistic simulated in-house experience. Our forms include board minutes, sample letters and memoranda and several fairly long acquisition agreements. The diskettes and the manual provide our students with a head start on a corporate form file.

Our course is a simulation. The students play the role of the newly hired corporate attorneys for WALO, a fictitious privately held New York

corporation. General Counsel exposes students to a number of areas of practice that are common for in-house counsel. They work individually and in teams and undertake simulations in agreement negotiation and drafting, employment problems and intellectual property practice. They learn how to handle complex problems in diverse areas and may conduct research, draft agreements, write file memoranda, conduct interviews, and negotiate to resolve issues raised in the practical exercises that we use throughout the course.

We do not try to make our students experts in the substantive law. Corporate counsels in many companies are jacks-of-all-trades. We and our guest speakers cover a number of substantive areas. Students are expected to do the readings, including reviewing and thinking about the assigned forms, and to prepare for class discussion. Often what we give them is an overview that links up to other substantive areas of corporate practice. Our students draft contracts, write contract reviews for managers, write memos to the personnel manager about firings and write letters to outside audiences. Within the purview of a student exercise, their writing corresponds to what corporate attorneys do.

Ten percent of law graduates go to work for corporations. One-half of all legal business is related to corporations. Representing corporations and working on their behalf requires competence and professionalism. General Counsel produces both. Everyone can profit from such a course. Clearly students who seek in-house employment will have a leg up when they interview. A number of the former students have found in-house employment and the balance has happily entered practice with business-oriented law firms. Even students planning to work for government agencies or non-profits will benefit from such a course. These employers have contracts to be reviewed, employment problems to be resolved

and increasingly significant intellectual property concerns. All clients can use good drafting, negotiation skills, management skills and a concern for ethics. General Counsel teaches these skills and imparts professional values and standards.

## LEGAL EDUCATION GENERALLY

### Landmarks, signposts, and directions in legal education in the United Kingdom

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51 *J Legal Educ* 3, 2001, pp 315–324

The cartographers of the legal education in the United Kingdom are the legal professions (ie. barristers and solicitors), the universities and government. While these institutional sources of policy and interest are common to the histories of legal education everywhere, the UK experience differs significantly from other jurisdictions in its insistence upon a two-stage process: the study of the foundations for legal knowledge followed by a practically based course accredited by each profession. The modern history of legal education is one of two powerful professions increasingly devolving responsibility for educating their entrants to the universities, a process that in recent years has seen the government intervening to promote the quality of service and the breadth of access to both.

In the UK the solidarity and maturity of government, profession and academy belie division and potential conflict within and between themselves. The professions are infamously divided between barristers and solicitors, although they are probably more significantly polarised economically and socially between the lawyers who serve the City and those who serve the citizen. Universities too are increasingly divided. A small elite builds on resource wealth, edu-