

# Representing Organizational Clients

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Goals

# Duties toward Organizational Clients

Client = Organization, not agents

MR 1.13(a)

Confidentiality & Providing Information to Client

# Different types of clients

- Individuals v. Organizations
- Private v. Public Sector
- Clients with duties to 3<sup>rd</sup> parties (e.g., a fiduciary)

# Model Rule 1.13

If a constituent commits

– violation of

- legal obligation to org.
- law imputed to org.

– likely to result in substantial injury to org.

– related to lawyer's representation of org.

# Model Rule 1.13

- Shall refer matter to higher internal authority
- May disclose **externally** if:
  - Highest authority insists on / fails to address
  - Clear violation of law
  - Reasonably certain to result in
  - Substantial injury to organization

# Problem Regarding Washington Bank & Trust

# Instruction Sheet – Internal Investigations

Is it  
consistent  
with  
Model Rule  
1.13(f)  
?



## Model Rule 1.13(f)

In dealing with an organization's . . .  
employees, . . .

a lawyer shall explain the identity of the client  
when the lawyer knows or reasonably should  
know that the organization's interests are  
adverse to those of the constituents  
with whom the lawyer is dealing .

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# Internal Investigation – Instructions

“My name is \_\_\_\_\_. As you may be aware, the Inspector General of the \_\_\_\_\_ Department is investigating the activities of the Company. We represent the company and are conducting our own review and investigation of this matter. The company has requested that all of its employees cooperate fully and completely in our efforts, and we trust that you will be forthcoming and truthful in your responses. . . .

. . . Although we do not represent you personally, what you tell us today is privileged from disclosure outside the Company. However, the Company determine, in its own discretion, to advise government agencies and investigators or others outside the Company of the results of our work. The decision of whether to disclose this information will be made solely by the Company. If you believe it is necessary, you are free to retain your own lawyer. . . .

Do you understand this?"

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