GUIDELINES FOR OUTSIDE COUNSEL

INTRODUCTION

We appreciate your willingness to assist us in representing St. Louis Community College, Missouri’s largest public community college. These guidelines are intended to summarize certain basic principles concerning the retention of outside counsel by the College and to give structure and predictability to our relationship. The goal of the General Counsel/Chief Legal Officer is to provide to the College quality legal representation in a cost-effective manner. As a public institution, we have a duty to expend resources efficiently. With the assistance of outside counsel, we strive to provide best-in-class legal services.

THE RELATIONSHIP

The College’s General Counsel supervises all outside counsel and acts as in-house liaison, and is the principal contact with the College and its employees. The General Counsel will facilitate client contacts, approve your budget(s) (if requested), participate in drafting and review of significant documents and court filings, assist with discovery, attend meetings, depositions and trial where appropriate and review your invoices. Through your contacts with the General Counsel, we expect to keep surprises as to strategies, outcomes, or fees and expenses at a minimum. All matters between outside counsel and the College shall be handled through the General Counsel. Outside counsel shall not accept retention or assignments from other College employees or representatives without the approval of the General Counsel. This does not apply to workers’ compensation related matters or subrogation cases referred by Human Resources.

If you have been hired to assist us in litigation, we anticipate at least the following meetings with the General Counsel:

- Initial meeting with General Counsel
- Initial case evaluation
- Proposed budget, if requested
- Pre-mediation meeting and mediation
- Pre-trial meeting
- Post-trial meeting

Additionally, outside counsel will be expected to provide to the General Counsel with monthly updates of litigation matter and to provide to the General Counsel for review, in advance, any
significant documents such as dispositive motions and mediation statements. The General Counsel or her designee will assist you in complying with discovery obligations, including e-discovery, so as to ethically and efficiently meet the College’s obligations in this regard. Legal research memoranda, major motions and similar documents may already exist in our office’s document bank. Please consult with the General Counsel before undertaking any significant fact or legal research.

COMMUNICATION

Absent other arrangements, in each matter the General Counsel should routinely receive copies (electronic format preferred) of:

- All substantive pleadings
- Copies of legal research or factual investigative memos
- Summaries of written discovery responses, including medical records, which address how the information may affect previous assessments of liability and damages

POTENTIAL CONFLICTS OF INTEREST

We expect our outside counsel to be vigilant in identifying and avoiding conflicts of interest, or the appearance of such conflicts. Outside counsel must discuss any existing or potential conflict with the General Counsel at the outset of the representation or as soon as the conflict or potential conflict becomes apparent. All potential or actual conflicts must be resolved to the satisfaction of the General Counsel before the representation may begin or continue. Should the College elect to waive the conflict, it will do so in writing. Any such waivers will be granted on a case-by-case basis. In no case will the College agree in advance to a blanket waiver of unknown future conflicts involving the assertion of a claim or charge against the College.

BUDGETS

General. As a public institution, the College strives to anticipate and budget for costs and expenses whenever possible. The nature of legal services makes budgeting difficult, but General Counsel believes it is possible through planning to develop a reasonable estimate of costs and expenses of litigation which can be shared with the College’s Vice Chancellor for Finance and Administration and Chancellor. When requested by the General Counsel, counsel should present anticipated budgets and strategies for discussion at an early stage of the representation, and on a regular basis thereafter.

The Initial Budget. An initial budget estimate may be requested by the General Counsel early in the engagement. All budgets must contain the scope of work, broken out by tasks, with the estimated fees and expenses allocated to each task, and the names of attorneys and paralegals with their proposed billing rates for each task, if possible.

Revisions. Revisions to budgets should be done as soon as possible and before exceeding an existing budget. Note that the purpose of a budget revision is to assist the College in timely allocating the necessary funds.
**Proposed Rates.** As a publicly-funded institution, the College expects firms to offer the most favorable hourly rate that your firm gives to any other similar client (e.g., a university, school district, or other public or not-for-profit organization). Rates may not be increased without written pre-approval of the General Counsel.

**Non-Attorney Expenses.** Experts should be approved in advance by the General Counsel and requests for the use of an expert should be included in the budget for the work. If you anticipate computerized research for which you expect the College to pay, this must be approved by the College and included in any budget you present.

**Alternative Fee Arrangements.** The College is open to proposals for alternative fee arrangements such as consultation retainers, pricing by subject matter or task, and welcomes such proposals.

**STAFFING**

**Generally.** Work on College matters should be staffed with the minimum number of attorneys consistent with high quality legal services. Ordinarily, no more than one partner and one associate should be assigned to a matter without the permission of the General Counsel. Staffing of meetings, depositions, mediations and arguments should be as efficient as possible. Only one person from the firm should attend unless more are required to accomplish the purpose and the firm has obtained prior approval from the General Counsel.

**Level.** All matters should be handled at the most cost effective and competent level (partner, associate, paralegal, clerk or secretary), consistent with high quality legal services. Partner time should be billed only for partner-level work, e.g. sophisticated legal work requiring partner-level experience and expertise; associate time only for associate-level work; and paralegal time for non-clerical work. Generally, cases/matters should be assigned to an attorney that has the lowest billing rate, while still possessing the requisite experience and expertise to handle the matter with a high degree of quality. Bills should indicate the person doing the work and detail the work sufficiently so that it is clear that the level of work is appropriate to the person performing it.

**Continuity.** The initial meeting between you and the General Counsel attorney should identify who will be working on the matter and the role each is expected to play. Generally, lawyers initially assigned to a case/matter should remain assigned to it, absent extenuating circumstances. Lawyers should not be assigned to a case/matter on a “spot” or one-time basis, absent extenuating circumstances and approval from the supervising attorney. The College should not be charged for transition or learning time for such staffing changes.

**Work by General Counsel.** Outside counsel should consider what tasks can/should be handled by inside counsel and offer inside counsel the opportunity to perform such tasks.

**BILLING**

**Generally.** The College expects invoices to be accurate and detailed. Fees and expenses should be reviewed by the appropriate firm attorney before the bill is submitted to the College; fees and expenses, or portions thereof, that are not necessary for the task or that are inconsistent with these guidelines should be deleted or modified before submission to the College for payment.
Invoices and the fees and the costs submitted should be such that you would be satisfied if you were the one billed for them and such that you will not be concerned if they were audited or publicly disclosed.

**Fees.** The hourly rates to be charged by attorneys, paralegals and other professionals should be stated at the outset of the representation, agreed to by the General Counsel, and included in any budget or budget revision. As a public institution, the College expects to be charged no more than the most favorable hourly rate that you and other members of your firm provide to any other similar client. Rates should not be increased without the written preapproval of the General Counsel.

**Invoice Information.** Each matter for which you or your firm is engaged should be invoiced separately and clearly identified. All bills should contain at least the following information on fees:

- The date the task was performed;
- The name of the person performing the task;
- A brief but detailed and specific description of each individual task;
- The time devoted to each task recorded in one-tenth of an hour increments;
- The cost of each task.

Descriptions of tasks should be sufficiently detailed so that the General Counsel can readily understand what was done and why it took the amount of time charged for it without further reference to other items or descriptions. General or cryptic descriptions of tasks will not be paid without further explanation. Impermissible descriptions include “review file;” “review correspondence;” “interoffice conference;” “draft pleadings;” “draft discovery;” “phone call with” an individual; etc.

**Block Billing.** There should be no summary or combined billings for the day. Each task should be set out separately with an amount of time associated with it. Block-billed time records that lump together several tasks with a single total for the time spent to perform those tasks are not acceptable and will be returned to the law firm when clarification is needed.

**Legal Research.** Legal research time should be billed separately, with each topic researched identified, and the time spent researching that topic.

**Summary Information.** Bills should contain a summary for the period covered by the bill of time and charges for each attorney or other personnel billing and should include the amount of the budget and the total fees and expenses invoiced to date.

**Prohibited Fees.** Unless approved by the General Counsel, fees for the following time will not be permitted:

- Preparation of budgets, invoices or responses to billing questions;
• Clerical (as opposed to attorney or paralegal) work performed by attorneys or paralegals;
• Training or educating of personnel;
• Administrative time;
• Basic research on matters presumed to be within the firm’s expertise, e.g. local rules;
• Unnecessary internal conferences about a College matter;
• Communications with General Counsel or staff for scheduling purposes;
• Unidentified “miscellaneous charges.”

Expenses. In general, bills should contain an itemization of disbursements and costs, including the date incurred and at whose request each disbursement was made. Unless otherwise specifically addressed by these guidelines or pre-approved in writing by the General Counsel, an expense is to be billed at the firm’s actual out-of-pocket cost. Out-of-pocket expenses for amounts larger than seventy-five dollars ($75.00) must be accompanied by receipts. Expenses for non-local lodging, meals and transportation are to be at reasonable rates. The College will not reimburse the cost of air travel other than coach and expects that travel arrangements will take advantage of any cost-effective discounts or special rates, including planning ahead to get lower fares. Out of town mileage will be reimbursed at the current rate applicable at the College.

Prohibited Expenses. Unless approved in advance by the General Counsel, the following charges will not be permitted:

• Secretarial, word-processing, proofreading, or other clerical services;
• Photocopy expenses at more than actual cost or 10 cents a page, whichever is less, (unless specifically authorized);
• Internal computer time;
• Lexis, Westlaw, or other computerized research unless approved in advance by the College;
• Costs associated with the maintenance of offices;
• Local telephone expenses;
• Local travel;
• Local outgoing or any incoming faxes;
• Other overhead or capital expenses;
• Unidentified or “Miscellaneous” charges;
• Meals, unless related to out of town travel;
• Messenger invoices;
• Postage;
• Entertainment or personal expenses.

**Frequency.** Bills must be sent no less frequently than monthly unless some other billing frequency is agreed to by the General Counsel.

**Research.** The results of all research billed to the College should be forwarded to the General College for potential future use.

**Compliance.** Unless these guidelines are followed, the College may withhold or refuse to pay all or portions of noncompliant bills.

**ENGAGEMENT LETTERS**

We recognize that your firm may have a standard form engagement (or retention) letter. The letter may contain terms and conditions beyond those mentioned in this document. We are open to considering those additional terms. To the extent the terms of your letter conflict with the terms of this document, the terms of this document shall prevail and your letter will need to agree to this.

**CERTAIN PRACTICE AREAS**

The College may implement supplemental guidelines in certain areas, such as patent prosecution, that address issues not specifically covered herein. You will be provided with a copy of these supplemental guidelines as part of the engagement process. To the extent the terms of any engagement letter conflict with those supplemental guidelines, the terms of the supplemental guidelines shall prevail and your engagement letter will need to agree to this.

**PUBLIC SERVICE**

The College’s mission is to expand minds and change lives every day by offering high-quality educational experiences leading to degrees, certificates, employment, university transfer, and life-long learning. We take great pride in being the first choice for academic excellence, and in leading the way in student success, innovation, and community transformation. We especially value relationships with service providers who recognize, embrace, and support the College’s mission in the St. Louis community and its Core Values:

• Academic Excellence;
• Learning;
• Integrity;
• Accountability;
• Innovation;
• Dignity and Civility; and
• Intercultural Competence.
CONCLUSION

The College looks forward to working with your law firm. We hope you find these guidelines helpful and welcome any suggestions as to how they may be improved. If you believe one or more of the guidelines should be modified in light of your particular facts and circumstances, please give us a call. We will confirm the approval of any modifications in writing. Thank you for your service to St. Louis Community College.