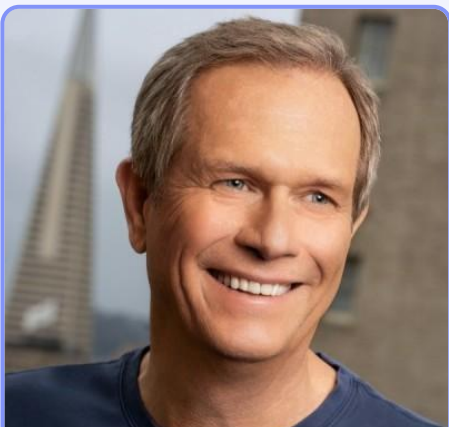




# A Practical Workshop for In-house Counsel on Maintaining Integrity

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**Rob Chesnut**

Author and former  
GC and Chief  
Ethics Officer at  
Airbnb



**Ashlyn Donohue**

Director of Legal  
LinkSquares



**Tim Parilla**

CLO  
LinkSquares

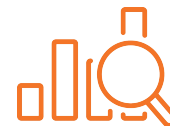


# Ethics as in-house counsel: Why it matters

- Ethics and Integrity
- Ethical obligations of counsel
- Integrity of the Company as a whole
- Your role as in-house counsel
- Potential Pitfalls



# Ethics and Integrity



## Intersection of ethics and integrity

- What is integrity in the first place?
- Difference between ethics and integrity
  - **Ethics:** Set of standards that helps us determine what's right or wrong in a given situation
  - **Integrity** is about consistency in actions, values, methods, and principles. It's about doing what's right, even when no one is watching
    - For a legal team, integrity means staying true to our ethical standards, even under pressure. It's about keeping our promises, being honest, and standing up for what we believe is right

## Ethics and integrity in the news

- Society is more connected than ever - anything can make the front page
- How has media (social and otherwise) changed the game?
- Recent examples



# Key ABA Ethical Obligations

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## **ABA Rules:**

- Rule 1.13 - Organization as a Client
- Rule 4.3 - Dealing with unrepresented persons
- Rule 5.3 - Responsibilities Regarding Nonlawyer Assistance
- Rule 5.5 - Unauthorized Practice of Law; Multijurisdictional Practice of Law
- Rule 8.4 - Maintaining The Integrity Of The Profession



# Integrity of the Company as a Whole

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## Ideas and questions to consider:

- Who within the company is responsible?
- How should companies think about integrity and ethical behavior?
- How should companies promote the right culture within the company?
- Protection of the leadership and the company as a whole



# Role of In-House Counsel

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## Thoughts and ideas to consider:

- What are the responsibilities of in-house counsel with regard to **integrity and ethical issues**?
  - **What about whistleblowers?**
- How to create a **non-punitive** environment

## How should the legal team lead the way to creating a culture of integrity?

- Trainings
- Employee orientation
- Regular communication
- Incentives and awards



# Potential Pitfalls



Here are some thoughts to consider:

- **Err on the side of transparency**
  - Build trust
  - When leaders are transparent, especially during challenging times, it encourages an ethical culture within the team.
- **Cautionary tales:**
  - Theranos
  - FTX
  - Volkswagen
  - Facebook

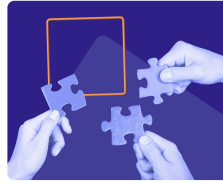
## **Multijurisdictional Practice:**

ABA Rule 5.5: Unauthorized Practice of Law; Multijurisdictional Practice of Law





# Additional Resources



Rob's bestselling book **Intentional Integrity: How Smart Companies Can Lead an Ethical Revolution—and Why That's Good for All of Us** -- an Inc. Magazine Top 10 Business Book of 2020, available now. See [www.intentionalintegrity.com](http://www.intentionalintegrity.com) for details.

**Model Rules of Professional Conduct - Table of Contents:**  
[American Bar Association](#)

# Thank you!

Questions?

# Appendix

# Rule 1.13: Organization as Client

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## **Explanation**

Attorney-Client relationship. *A lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents.*



# Rule 4.3 - Dealing with unrepresented persons

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## **Explanation**

*In dealing on behalf of a client with a person who is not represented by counsel, a lawyer shall not state or imply that the lawyer is disinterested. When the lawyer knows or reasonably should know that the unrepresented person misunderstands the lawyer's role in the matter, the lawyer shall make reasonable efforts to correct the misunderstanding. The lawyer shall not give legal advice to an unrepresented person, other than the advice to secure counsel, if the lawyer knows or reasonably should know that the interests of such a person are or have a reasonable possibility of being in conflict with the interests of the client.*

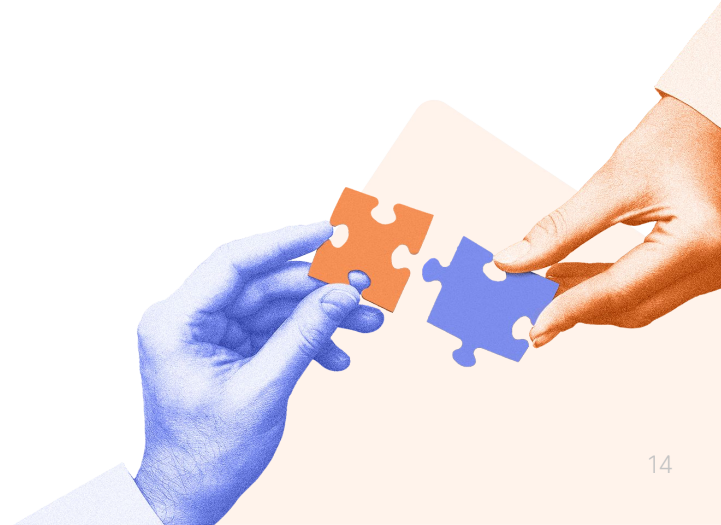


# Rule 5.3: Responsibilities Regarding Nonlawyer Assistance

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## Explanation

*a partner, and a lawyer who individually or together with other lawyers possesses comparable managerial authority in a law firm shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that the person's conduct is compatible with the professional obligations of the lawyer;*



# Maintaining the Integrity of the Profession

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## **Explanation: Rule 8.4: Misconduct**

*Lawyers can face disciplinary action if they violate or attempt to violate the Rules of Professional Conduct, or if they knowingly assist or induce another to do so. However, advising a client on legal actions they're entitled to take isn't prohibited.*

