SAMPLE LEGAL DIVISION PRO BONO PROGRAM POLICY/PROCEDURE

I. PURPOSE OF THIS PROCEDURE

Under the Pro Bono Program, Company Legal Division employee volunteers provide legal and related services to clients who otherwise cannot afford them and to sponsoring organizations that assist those individuals. The Pro Bono Working Group (the "Working Group") oversees the Pro Bono Program, performs conflicts checks, maintains records and provides administrative support. The Pro Bono Program currently includes services to the following sponsoring organizations, which have been approved by the Working Group:

- Legal Services of Northern Virginia ("LSNV")
- Children's Law Center ("CLC")
- Whitman-Walker Health ("Whitman-Walker")
- Fairfax Court Appointed Special Advocates ("CASA")
- Tahirih Justice Center ("Tahirih"), and
- Capital Area Immigrants' Rights ("CAIR") Coalition

These and other approved organizations are referred to as a "Program Organization."

II. PROCEDURE

A. Participation

Consistent with ethical obligations created by many bar associations for pro bono services, each employee in the Legal Division is encouraged to spend up to 50 hours of Company work time annually on pro bono matters for Program Organizations, subject to individual workload constraints. Volunteers must arrange in advance for coverage of all Company work demands while the volunteer is out of the office on a pro bono matter. Time spent on pro bono matters for Program Organizations will be treated by the Legal Division as regular work time with the understanding that each volunteer will complete all Company work on a timely basis. If extended representation may require more than 50 hours in a given year, the employee must secure prior approval by his or her manager. A volunteer may devote personal time (in addition to their regular work day) to Program Organizations or to pro bono matters outside of the Pro Bono Program.

B. Client-Service Procedures

Employees should contact a member of the Working Group to participate in the Division's Pro Bono Program. From time to time, the Working Group may arrange for pro bono clinics or opportunities with Program Organizations, either directly or through the Association of Corporate Counsel National Capital Region ("ACC NCR"), and will notify the Division regarding these opportunities. The Working Group will provide for appropriate supervision of non-attorney volunteers.

If an applicant for pro bono services has a legal issue that requires extended representation and a volunteer wishes to provide such representation, the volunteer must follow the conflicts of interest procedure in Section II F.

C. Special Projects and New Initiatives

From time to time, a Program Organization may propose special projects of limited scope or duration. The Working Group will consider these requests, together with the Conflicts Coordinator for the Working Group, and may offer them to Division employees.

D. File and Record Maintenance

The volunteer should open a new client matter in the Legal Division's records management system for each new pro bono client who will receive legal services beyond that provided in a clinic or other than brief advice and counsel.

Volunteers must adhere to the file and record keeping guidelines located on the Legal Division website. Volunteers also should comply with all recordkeeping and documentary requirements of the Program Organization and, where applicable, return them as appropriate to the Program Organization.

Both hardcopy and electronic files should be labeled using this convention:

> PRO BONO – [VOLUNTEER LAST NAME, FIRST INITIAL] -- [CLIENT LAST NAME, FIRST NAME] – [further description or date]
>
> PRO BONO – CLIENT MATTER –
>
> PRO BONO – [NAME OF SPONSORING ORGANIZATION] – [MatterType], [Further Description] [Volunteer Last Name, First Name]

Hardcopy: Files should be secured in the volunteer's workspace when they are not being used. Inactive or closed client files should either be returned in their entirety to the sponsoring organization or maintained in the Legal Division in a separate, locked file cabinet designated specifically for pro bono files. Access to this cabinet is available through a member of the Working Group.

Electronic: Documents should be created in, or transferred to, the [applicable document management system], access to which is restricted to pro bono volunteers. Please contact the Files Administrator for assistance.

E. Time Keeping

Time spent on pro bono work for clinics or for the Working Group should be billed to matter [applicable matter number]. To assist with conflict checks and proper record keeping, if the volunteer is representing an individual client or clients, a new matter designated as "pro bono" should be opened and time should be billed to that matter number (See Section II D). The name for such matters should include "pro bono" and then the client's name as well as any opposing or adverse party. Volunteers are encouraged to report all pro bono hours, including those outside of official work hours and for clients outside of the Pro Bono Program, to the pro bono matter number. The Working Group in its discretion may report aggregate hours or participation rates to Program Organizations, the Pro Bono Institute, and other organizations.

F. Identifying Conflicts of Interest

Following the completion of an intake interview and before agreeing to represent a client, the volunteer must determine if there is a conflict of interest. If the volunteer needs assistance in determining whether the issues or parties in a given case present a conflict of interest, the volunteer must consult with the Conflicts Coordinator. To make this determination, the Conflicts Coordinator and the volunteer must consider whether the case presents an issue that is, or in the future could be, adverse to the interests of the Company, and whether the case might place the Company in an adversarial position to a party with whom the Company does not wish to be, or should not be, adversarial. Conflicts analysis must continue throughout the course of any volunteer representation, as an issue raising a conflict may present itself at any time. This is true for representation on matters for sponsoring organizations as corporate entities, as well as matters for individual clients.

The following situations would generally raise conflict of interest concerns:

(1) Company Direct Conflicts: any matter involving property/assets in which the Company has an interest as either an owner or a lender, or involving issues of law as to which the Company may, as an employer or otherwise, have a current or potential conflict of interest.

(2) Customers of the Company: any matter where the client's interests may be adverse to those of any customer or vendor of the Company. If bankruptcy or debtor issues are present, the volunteer attorney must identify the affected institution(s) and ask the Legal Division Files Administrator if the institution is a Company client. This inquiry can often be made by telephone during an intake interview.

(3) Federal Governmental Agencies: any matter in which the federal government is a party and representation may involve high profile litigation must be examined, and any matter involving a regulator of the Company (or any successor regulator). Generally, however, volunteers may represent clients in matters involving federal benefits or other civil matters.

(4) Politically Sensitive Issues: any matter with a party, issue or any other aspect that might be considered politically sensitive or pose "reputation risk." Such

representation should be brought to the immediate attention of the Conflicts Coordinator to evaluate in consultation with the Division's government affairs and/or regulatory affairs counsel.

If it is determined that a conflict exists, the volunteer must inform the applicant that the case may involve a conflict and decline the representation. The volunteer then should consult with an attorney at the sponsoring organization to review the issues presented in the interview so that the sponsoring organization can assume or reassign the matter as appropriate.

If, after review as described herein,

- it is determined that no conflict exists,
- the volunteer is willing to take the applicant's case,
- the sponsoring organization agrees to such representation,
- the volunteer's workload permits the proposed work, and
- the volunteer is a fully licensed active member of the applicable state bar(s) in which the volunteer is practicing and, if a different jurisdiction, the representation is occurring, or is working under the direct supervision of such an attorney,

the volunteer may work with the sponsoring organization to contact the applicant and enter into a written retainer agreement. The volunteer will work in conjunction with the sponsoring organization's attorney who has been assigned to assist with this case. When the representation is completed, the volunteer will complete the appropriate forms to terminate the representation. Volunteers are reminded to comply with all applicable state bar rules and to protect client confidences and secrets, which may be a continuing obligation.

G. Use of Company Equipment, Resources and Name

Pro bono work for a Program Organization is Company work for purposes of using office equipment and certain other corporate resources such as telephones, copiers, computers, printers, computer modems, office supplies, local couriers, fax machines, library materials, research materials, cell phones, e-mail and mail and administrative assistance.

Company letterhead may not be used for any communication with pro bono clients (but may be used with a Program Organization); however, volunteers are encouraged to check whether Program Organization letterhead is available for that purpose. Company business cards should not be distributed to pro bono clients (but may be provided to a Program Organization).

H. Expenses under the Pro Bono Program

Reasonable efforts must be made to minimize expenses. Subject to available budget (which is very limited), the Company:

- will reimburse volunteers' reasonable, verifiable out-of-pocket costs directly related to providing pro bono legal services, such as mileage, parking, and out of town meal costs, consistent with applicable corporate policies,
- may pay for certain court costs, transcripts and expert witness fees for pro bono clients or projects, and

- may cover registration fees and reasonable out-of-pocket costs for training directly related to pro bono legal services,

provided that any expense greater than $100 must be approved in advance (if possible) by the [applicable authorizing individual(s)] for this procedure.

I. Code of Ethics and Bar Licensing

All attorneys must comply with the applicable State Bar(s) Rules of Professional Conduct as well as any other applicable ethics rules[1] when engaged in any pro bono activities, with a special emphasis on rules concerning client confidences and conflicts of interest. In addition, attorney volunteers are responsible for supervising the work of any non-lawyers engaged on their matters.

J. Malpractice Insurance

The Company procures malpractice insurance coverage that extends (subject to applicable policy terms, conditions and limits) to pro bono legal services, whether provided through Program Organizations or conducted outside of the Division's Pro Bono Program, performed by Company attorneys who are full-time employees of the Company. Company attorneys who are part time employees must be individually named on the malpractice insurance policy for coverage to apply and should contact Corporate Insurance in the corporate Finance Division to be added to the policy.

K. Pro Bono Services Outside of the Pro Bono Program

Attorneys should not provide legal services (including pro bono legal services) to any Company employee or their immediate family members. An attorney receiving a request for pro bono legal assistance outside of a Program Organization should consider referring the individual in need to a Program Organization or another legal services provider or request that Working Group to approve the pro bono work using the procedures discussed in Section III.

L. Publicity

Subject to applicable corporate policies and standards and Division procedures, the Chairs of the Working Group may approve release of this Procedure and other information about the Legal Division's pro bono activities, including the time and participation matters referenced in Section II E, as requested or otherwise in the interest of encouraging in-house counsel and others to participate in pro bono services.

[1] For instance, attorneys who are members of bars other than Virginia may be subject to the ethics rules of those states as well.

III. ADDING PRO BONO OPPORTUNITIES TO THE PRO BONO PROGRAM

To request that a pro bono entity or opportunity be added to the Pro Bono Program, a Division employee should submit a request with the following information to the Working Group:

1. Name, address and, if available, website address of the organization
2. Name and contact information for someone in the organization's leadership or senior management
3. Type of work performed or mission statement, and any general information available about the organization
4. Whether you are or have been a volunteer with the organization

The Working Group will evaluate organizations and pro bono opportunities using the following criteria and make a recommendation to the [applicable authorizing individual(s)] on adding it to the Pro Bono Program:

- The organization must be a well-established 501(c)(3) non-profit with no political or religious affiliation or associations
- The organization's mission and targeted client population must not pose the potential for conflict of interest for the Company
- The organization and the pro bono opportunity must not present reputation risk to the Company
- The organization must screen potential clients for eligibility under its standards
- The organization must agree that pro bono work is an individual commitment by individual Company employees subject to other professional responsibilities
- The organization should provide or arrange for adequate training for Division volunteers prior to the service, preferably at the Company or at clinic sites

The organization should provide legal service opportunities in which attorneys, legal analysts and the administrative staff can participate. Pro bono legal work undertaken for an organization can be a short-term project or long-term, ongoing service.