



Irene Gomez-Bethke Papers.

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CENTRO LEGAL, INC.


A NON-PROFIT COMMUNITY LAW OFFICE

179 E. ROBIE STREET
ST. PAUL, MN 55107
(612) 291-0110

400 EAST LAKE STREET
MINNEAPOLIS, MN 55408
(612) 825-5503

TO: EXECUTIVE COMMITTEE MEMBERS

DATE: JANUARY 30, 1987

FROM: IRENE GOMEZ-BETHKE 

REPLY TO:

SUBJECT: ADMINISTRATIVE REORGANIZATION DRAFT MATERIAL

DEAR COLLEAGUES:

ENCLOSED ARE COPIES OF; 1. REORGANIZATION RESOLUTION, 2. STAFF FLOW CHART, 3. CHIEF LEGAL OFFICER JOB DESCRIPTION, AND 4. CHIEF EXECUTIVE OFFICER JOB DESCRIPTION, FOR YOUR REVIEW. PLEASE TAKE A MINUTE TO DIGEST THE DRAFTS AS WELL AS THE IMPLICATIONS IN ORDER FOR A POLICY POSITION TO BE RECOMMENDED. PLEASE CALL ME IF YOU HAVE ANY QUESTIONS OR COMMENTS. I WILL ASSUME IF I HAVE NOT HEARD FROM ANY ONE BY FEBRUARY 6, THAT WE WILL BE READY FOR BOARD APPROVAL BY VOICE VOTE OVER THE TELEPHONE.

RESPECTFULLY:





minnesota council of churches

122 W. FRANKLIN, ROOM 230, MINNEAPOLIS, MN 55404

TELEPHONE: (612) 870-3600

MARCH 3, 1987

MEMORANDUM

To: Irene Gomez-Bethke
President, Centro Legal

From: Carlos Mariani-Rosa
Board Member

CMR

Re: Management Reorganization

I have received the material dated February 17, 1987 regarding the management reorganization issue and offer you my response. First, however, let me register my disapproval of finalizing any action on this matter via a telephone vote. I do not believe that something as important as this should be decided in this manner. I would suggest a special board meeting to decide this issue or wait until our regularly scheduled board meeting. I would also suggest that the board develop some guidelines for how, and when, to utilize telephone voting on board decisions.

My understanding for why we are engaged in this effort is for two reasons. First, the responsibility of administering, fundraising and lawyering is an overwhelming one for one person to do. It is my understanding our present Administrator was hired to deal with the fundraising and financial management. He has however, gradually taken over the function of overseeing staff, staffing the board and developing programs. Second, funding sources are confused over who to deal with in funding requests. Because we are a non-profit law firm our staff makeup is different. In most non-profits the Executive director is responsible for contract compliance. With our current titles of "Managing Attorney" and "Administrator" it is understandable how a funding source would be confused as to who will steward their resources. Nonetheless, staff has indicated that after an explanation, funders have come to understand our staffing rationale.

Given this reality, we have as I see it, 5 options before us. They are;

- 1) Do nothing
- 2) Keep current staff hierarchy but, find an individual to be Managing Attorney and still administer the entire operation of the agency.
- 3) Keep current staff hierarchy but make the Administrator the Executive Director supervising the Managing Attorney.
- 4) Change the current staff hierarchy. Create dual directors, one administrative and the other legal with both reporting to the board.
- * 5) Keep current staff hierarchy but, change job descriptions and position titles.

#1 and #2 are out. We do need to do something but, we do not think it is healthy to have a person devote full time to attorney responsibilities and administrative functions. [Although, we have not discussed the possibility of trimming back direct client caseload to free up administrative time.]

#3 is most likely not permissible under rules and regulations governing law firms. It seems a lawyer must head the agency insofar as a lawyer is the final arbiter of legal decisions.

#4 is basically Sue's suggestion, and a modified Executive Committee suggestion. It does two things; changes titles [Managing Attorney" to "Chief Legal Officer" (CLO) and "Administrator" to "Chief Executive Officer" (CEO)], and shifts job responsibilities between the two. The major changes in job descriptions are, for the CLO; supervises legal personnel only, no longer staffs the board, coordinates public relations, and describes more fully legal responsibilities. For the CEO the changes are; supervises support staff only, manages finances, staffs the board.

#5 would call for changes in title, although I would suggest "Chief Executive Administrator" (CEA) for the Administrator position, and "Chief Executive and Legal Officer" for the Managing Attorney position. It would agree with Sue's recommended responsibility changes except for the following; a) CLO will review all staff with the CEA, CEA will be primarily responsible for supervision of non-legal staff, b) CLO will review CEA with assistance of the board, c) CLO reports to the board with assistance of CEA, d) CLO is responsible for all contract compliance.

I would encourage us to go with #5. It keeps the current staff flow chart but changes the titles to better equip us to deal with funders, and changes job responsibilities to reflect a more efficient use of staff resources. It is not as drastic a step as #4 yet still addresses our concerns.

I spoke with a director of a non-profit and a program officer of a foundation, using a hypothetical, to get a feel for a model as demonstrated in the current proposed reorganization. Both expressed negative thoughts. Both thought such an arrangement make for a vague contract compliance element. One thought having two people with direct access to the board can be a set up to divisive politics given the wrong personalities. The funder responded that it was "hard to be encouraging" of the idea, for his experiences with similar ideas have been almost all negative. He went further to say that it can be perceived as an action taken by a weak board's inability to deal effectively with personnel issues.

Irene, I am not prepared to vote in favor of the management reorganization scheme that the Executive Committee or Sue have recommended. I think the ramifications in terms of public perception, funders perceptions, and legal questions cause me to shy away from what I think is too major a move for a minor problem. If we were to go with that idea I would encourage posting job openings to avoid being accused of setting our Administrator up for an exclusive shot at the directorship. However, that is another issue. I do feel at this point that my proposal #5 is the proper way to handle this. I suggest we try it for a year and evaluate it at that time. I realize that this marks a shift in my previous voting, but I feel that I have had more time to think about this matter.

Please share this memo with others on the board so as to facilitate discussion on this matter.

DRAFT

CENTRO LEGAL BOARD OF DIRECTORS

RESOLUTION

WHEREAS, the Board of Directors desires to create a managerial structure for Centro Legal which is consistent with its administrative, service and legal service goals; and

WHEREAS, the Board of Directors has determined that the supervision of legal services and the supervision of program administration and fund raising can and should be separated for reasons of increased program efficiency,

NOW, THEREFORE, be it resolved that, in addition to the Chief Executive Officer, this corporation shall appoint a Chief Legal Officer to be hired by the Board, and be it

FURTHER RESOLVED, that the Chief Legal Officer shall be responsible for the quality of legal services and shall be the final authority in this corporation for legal judgments made in client cases, and be it

FURTHER RESOLVED, that this corporation, its Chief Executive Officer and Chief Legal Officer shall carry out their duties with attention to and in conformity with the Rules on Lawyers Professional Responsibility, adopted by the Minnesota Supreme Court on June 18, 1986, and as subsequently amended, and be it

FURTHER RESOLVED, that the Chief Executive Officer and Chief Legal Officer shall carry out their duties with attention to and in conformity with similar rules of professional responsibility in other jurisdictions, and be it

FURTHER RESOLVED, that the Board of Directors hereby appoints Susan Connolly as its Chief Legal Officer and Don Vargas as its Chief Executive Officer, effective immediately.

Approved this ____ day of _____, 1987.

Chairman of the Board

CENTRO LEGAL, INC.

M E M O:

TO: IRENE GOMEZ-BETHKE
FROM: ALBERTO GARCIA JR. *AG*
DATE: MARCH 6, 1987
RE: TELEPHONE POLL RE: MGMT. REORGANIZATION PLAN

The results of the telephone poll regarding the management reorganization plan is as follows;

IN FAVOR OF THE EXECUTIVE COMMITTEE PLAN:

Irene Gomez-Bethke
Juan Lopez
Tom Barrett (Board meeting ratification)
Al Garcia (Board meeting ratification)

IN FAVOR OF SUE CONLEY'S SUGGESTED MODEL (CO-MGMT.):

Olivia Arredondo
Wesley Iijima

IN FAVOR OF FURTHER BOARD DISCUSSION BEFORE ACTION:

Guadalup Luna
Carlos Mariani-Rosa

HAVE NOT READ HANDOUTS UNABLE TO STATE POSITION:

Doug Hall
Miguel Garza

OUT OF TOWN/UNABLE TO CONTACT:

Steve Hoffmeyer

CENTRO LEGAL, INC.

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HAVE NOT READ HANDOUTS UNABLE TO STATE POSITON:

Doug Hall
Miguel Garza

OUT OF TOWN/UNABLE TO CONTACT:

Steve Hoffmeyer

MARCH 3, 1987

MEMORANDUM

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From: Carlos Mariani-Rosa - *V. pres.*
Board Member

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179 E. ROBIE STREET
ST. PAUL, MN 55107
(612) 291-0110

400 EAST LAKE STREET
MINNEAPOLIS, MN 55408
(612) 825-5503

TO: BOARD OF DIRECTORS AND KEY STAFF

DATE: FEBRUARY 17, 1987

FROM: IRENE GOMEZ-BETHKE 

REPLY TO:

SUBJECT: MANAGEMENT REORGANIZATION MATERIAL

Dear Colleagues:

Enclosed are draft copies of; 1. Reorganization Resolution, 2. Staff flow chart, 3. Chief Legal Officer job description and 4. Chief Executive Officer job description that were developed at the Executive committee meeting on 1/22/87. Susan Conley, unable to attend the 1/22 meeting has made adjustments to the flow chart and job descriptions, which she has enclosed labeled "B". Take all changes into consideration when reviewing the material. Please take a minute to digest the draft material as well as the policy implications. Staff will contact you the week of 2/23 to garner your position by telephone vote, on the proposed management reorganization issue. Please call me at 537-0469 if you have any questions or comments.

Respectfully:



POPHAM, HAIK, SCHNOBRICH, KAUFMAN & DOTY, LTD.

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MINNEAPOLIS, MINNESOTA 55402

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THOMAS E. SANNER
BRUCE B. MCPHEETERS
GARY D. BLACKFORD
SCOTT E. RICHTER
PAUL J. LINSTROTH
SCOTT A. SMITH
ELIZABETH A. THOMPSON
KEITH J. HALLELAND
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BRIAN W. OHM
STEVEN A. CHELESNIK

OF COUNSEL
FRED L. MORRISON

(612) 344-0676

January 26, 1987

Mr. Don Vargas
Centro Legal
179 East Robie
St. Paul, MN 55107

Dear Don:

Here is the draft of the resolutions we discussed.

Sincerely,



Thomas J. Barrett

TJB/kal/5012r
Enclosure



DRAFT

A

CENTRO LEGAL BOARD OF DIRECTORS

RESOLUTION

WHEREAS, the Board of Directors desires to create a managerial structure for Centro Legal which is consistent with its administrative, service and legal service goals; and

WHEREAS, the Board of Directors has determined that the supervision of legal services and the supervision of program administration and fund raising can and should be separated for reasons of increased program efficiency,

NOW, THEREFORE, be it resolved that, in addition to the Chief Executive Officer, this corporation shall appoint a Chief Legal Officer to be hired by the Board, and be it

FURTHER RESOLVED, that the Chief Legal Officer shall be responsible for the quality of legal services and shall be the final authority in this corporation for legal judgments made in client cases, and be it

FURTHER RESOLVED, that this corporation, its Chief Executive Officer and Chief Legal Officer shall carry out their duties with attention to and in conformity with the Rules on Lawyers Professional Responsibility, adopted by the Minnesota Supreme Court on June 18, 1986, and as subsequently amended, and be it

FURTHER RESOLVED, that the Chief Executive Officer and Chief Legal Officer shall carry out their duties with attention to and in conformity with similar rules of professional responsibility in other jurisdictions, and be it

FURTHER RESOLVED, that the Board of Directors hereby appoints Susan Connolly as its Chief Legal Officer and Don Vargas as its Chief Executive Officer, effective immediately.

Approved this ____ day of _____, 1987.

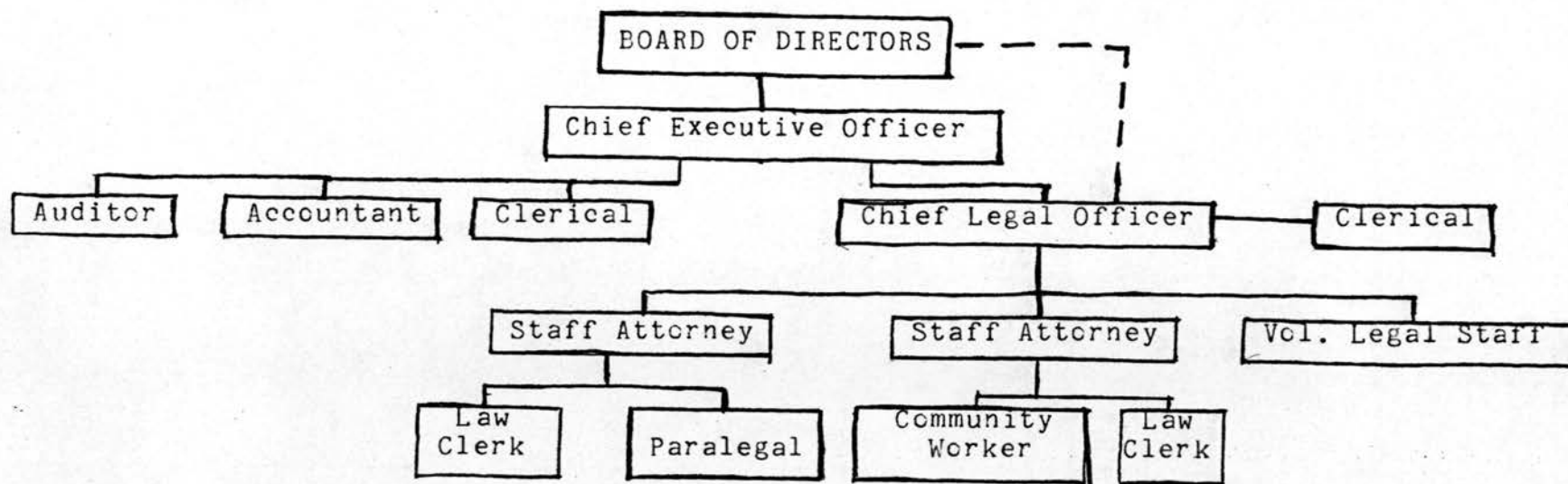
Chairman of the Board

DRAFT

4

CENTRO LEGAL, INC.

STAFF FLOW CHART
1987



DRAFT

A

CENTRO LEGAL, INC.

Job Description

JOB TITLE:

CHIEF LEGAL OFFICER

The Chief Legal Officer shall be responsible for the quality of legal services and shall be the final authority in this corporation for legal judgments made in client cases.

QUALIFICATIONS:

- Graduate of an accredited Law School
- Admitted to practice at least least three years
- Demonstrated experience in legal services programs
- Demonstrated experience in management procedures.
- Bilingual (Spanish/English)

HIRED BY:

Board of Directors

Duties:

- Monitor and implement program services
- Legal Personnel and project supervision
- Case Management
- Individual client representation
- Advocacy
- Fundraising duties: Oral presentations
- Assist in the development of program goals and objectives.
- Coordinate project evaluations
- Coordinate / Maintain client demographic reports

DRAFT

A

CENTRO LEGAL, INC.

Job Description

Job Title:

CHIEF EXECUTIVE OFFICER

QUALIFICATIONS:

- B.A. Degree or 3 years experience in office procedures
- Demonstrated knowledge and aptitude in accounting procedures
- Demonstrated ability in proposal writing and fundraising
- Bilingual (Spanish/English)
- Practical experience with Human Services and non-profit organizations

HIRED BY/*RESPONSIBLE TO*:

Board of Directors

DUTIES:

- Research and develop proposals for fundraising
- Supervision of support staff
- Develop reports for distribution to Board.
- Staff Liason to Board of Directors
- Financial management
- Operations management
- Assist in the development of program goals and objectives
- Assist in and monitor program evaluations
- Other duties as directed by the Board of Directors

"B"



CENTRO LEGAL, INC.
A NON-PROFIT COMMUNITY LAW OFFICE

179 E. ROBIE ST.
ST. PAUL, MN 55107
(612) 291-0110

SUSAN E. CONLEY
MANAGING ATTORNEY

LISA YBARRA
PARALEGAL

2929 FOURTH AVE. SO.
SUITE M
MINNEAPOLIS, MN 55408
(612) 825-5503

MARTIN A. DIAZ
ATTORNEY AT LAW

REPLY TO:

MEMORANDUM

TO: Board of Directors
FROM: Susan Conley, Executive Director
RE: Management Reorganization Draft Materials
DATE: February 2, 1987

I have received a copy of the draft materials developed by the Executive Committee at its meeting on January 22, 1987. I was at a training seminar in Chicago on that date and was not able to participate in that meeting. After reviewing the draft materials, I have some additional comments and suggestions for the Board's consideration. This memo includes some background information for our non-lawyer Board members.

A. Nature of Centro Legal as an Organization. Because Centro Legal is an organization incorporated to provide legal services to its clients, our organization is governed by the Rules of Professional Responsibility for Lawyers. Failure to comply with these rules by a lawyer can result in that lawyer being disciplined by the State Supreme Court. Such discipline may range from private or public reprimands, suspension of the license to practice law or disbarment from the practice of law. These rules govern all lawyers.

For non-lawyers to get a clear understanding of what these rules mean for Centro Legal, I will give a brief background.

1. Definitions. There is a definition in the Rules with which you should be familiar when looking at these rules and how they affect Centro Legal: "Firm" or "Law Firm" denotes a lawyer or lawyers in a private firm, lawyers employed in the legal department of a corporation or other organization and lawyers employed in a legal services organization". Keep this definition in mind when you look at the following rules and when you analyze the draft flow chart and job descriptions.

B. Rules of Professional Responsibility. This memo will not discuss all the rules of professional responsibility. However, it may be useful for non-lawyer Board Members to understand the kinds of things that these rules cover. A lawyer must abide by the rules and assure compliance with the rules in these areas or face discipline:



- a. Protecting the confidences and secrets of the client (assuring client confidentiality).
- b. Avoiding conflicts of interest (not taking a case for a client if you represent or have counselled the other side on the case, as well as other conflicts).
- c. Safekeeping of clients' property (maintaining a client trust account and keeping clients' money separate from the organization's money).
- d. Determining when the "firm" should or must withdraw from representation of a client.
- e. Advertising of services of the organization within the Rules' guidelines.

C. Law Firms and Associations. These rules relate more directly to the proposed management structure of Centro Legal and I have attached a copy of these rules.

a. Responsibilities of a Partner or Supervisory Lawyer. This rule relates to the proposed "Chief Legal Officer's" duty to ensure that the other lawyers in the firm comply with the Rules of Professional Responsibility.

b. Responsibility Regarding Non-Lawyer Assistants. This rule makes the "Chief Legal Officer" ultimately responsible for the actions of paralegals, law clerks, investigators and secretaries. This rule suggests areas of responsibility to include supervision, training and work product.

c. Professional Independence of Lawyer. This rule governs how a lawyer may or may not do business in association with non-lawyers.

d. Unauthorized Practice of Law. This rule requires a lawyer to ensure that non-lawyer staff members do not "practice law". It does not prohibit lawyers from delegating work to non-lawyers so long as the lawyer supervises and retains responsibility for the work.

D. Management Structure of Centro Legal. It is clear from the Rules of Professional Responsibility that there are many aspects of Centro Legal for which the "Chief Legal Officer" is ultimately responsible. The job descriptions and management structure should reflect that responsibility with corresponding authority. The management structure must be set up in such a way that, if something "goes wrong", whoever has the ultimate "blame" or responsibility for that failure also has the ultimate authority to have ensured that it wouldn't go wrong.

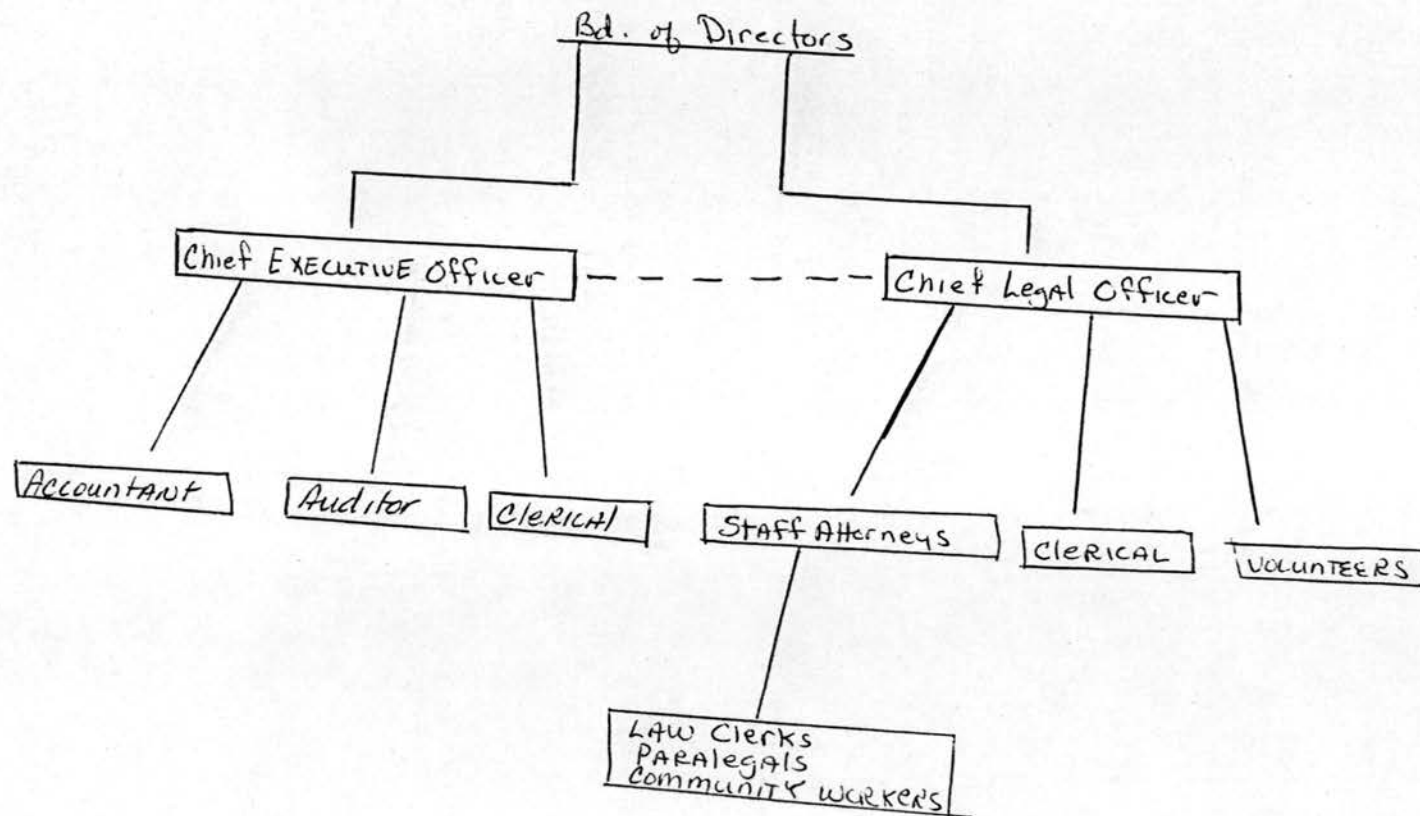
With these matters clearly in mind, I would propose some changes to the draft flow chart and draft job descriptions. Those suggested changes are attached.

SEC:

"B"

proposed

Centro Legal
STAFF FLOW CHART
1987



"B"

DRAFT

CENTRO LEGAL, INC.

Job Description

JOB TITLE:

CHIEF LEGAL OFFICER

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QUALIFICATIONS:

- Graduate of an accredited Law School
- Admitted to practice at least least three years
- Demonstrated experience in legal services programs
- Demonstrated experience in management procedures.
- Bilingual (Spanish/English)

HIRED BY:

Board of Directors

Duties:

- Monitor and implement program services
- Legal Personnel ^{supervision and training} and project supervision ^{Legal personnel defined as paralegals, law clerks, clerks and secretaries}
- Case Management ^{including volunteers.}
- Individual client representation
- ~~Coordinate public relations with media & Advocacy~~ ^{community, on services.}
- Fundraising duties: Oral presentations
- Assist in the development of program goals and objectives.
- Coordinate project ^{program} evaluations
- Coordinate / Maintain client demographic reports
- ~~Coordinate maintenance of client~~ ^{Trust accounts}
- ~~Coordinate client grievance procedure~~
- Other duties as directed by Bd of Directors

Good
prints

"B"

DRAFT

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- Other duties as directed by the Board of Directors

COURT RULES

RULE 4.4 Respect for Rights of Third Persons

In representing a client, a lawyer shall not use means that have no substantial purpose other than to embarrass, delay, or burden a third person, or use methods of obtaining evidence that violate the legal rights of such a person.

COMMENT:

Responsibility to a client requires a lawyer to subordinate the interests of others to those of the client, but that responsibility does not imply that a lawyer may disregard the rights of third persons. It is impractical to catalogue all such rights, but they include legal restrictions on methods of obtaining evidence from third persons.

LAW FIRMS AND ASSOCIATIONS

RULE 5.1 Responsibilities of a Partner or Supervisory Lawyer

(a) A partner in a law firm shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that all lawyers in the firm conform to the Rules of Professional Conduct.

(b) A lawyer having direct supervisory authority over another lawyer shall make reasonable efforts to ensure that the other lawyer conforms to the Rules of Professional Conduct.

(c) A lawyer shall be responsible for another lawyer's violation of the Rules of Professional Conduct if:

- (1) the lawyer orders or, with knowledge of specific conduct, ratifies the conduct involved; or
- (2) the lawyer is a partner in the law firm in which the other lawyer practices, or has direct supervisory authority over the other lawyer, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

COMMENT:

Paragraphs (a) and (b) refer to lawyers who have supervisory authority over the professional work of a firm or legal department of a government agency. This includes members of a partnership and the shareholders in a law firm organized as a professional corporation; lawyers having supervisory authority in the law department of an enterprise or government agency; and lawyers who have intermediate managerial responsibilities in a firm.

The measures required to fulfill the responsibility prescribed in paragraphs (a) and (b) can depend on the firm's structure and the nature of its practice. In a small firm, informal supervision and occasional admonition ordinarily might be sufficient. In a large firm, or in practice situations in which intensely difficult ethical problems frequently arise, more elaborate procedures may be necessary. Some firms, for example, have a procedure whereby junior lawyers can make confidential referral of ethical problems directly to a designated senior partner or special committee. See Rule 5.2. Firms, whether large or small, may also rely on continuing legal education in professional ethics. In any event, the ethical atmosphere of a firm can influence the conduct of all its members and a lawyer having authority over the work of another may not assume that the subordinate lawyer will inevitably conform to the Rules.

Paragraph (c)(1) expresses a general principle of responsibility for acts of another. See also Rule 8.4(a).

Paragraph (c)(2) defines the duty of a lawyer having direct supervisory authority over performance of specific legal work by another lawyer. Whether a lawyer has such supervisory authority in particular circumstances is a question of fact. Partners of a

COURT RULES

private firm have at least indirect responsibility for all work being done by the firm, while a partner in charge of a particular matter ordinarily has direct authority over other firm lawyers engaged in the matter. Appropriate remedial action by a partner would depend on the immediacy of the partner's involvement and the seriousness of the misconduct. The supervisor is required to intervene to prevent avoidable consequences of misconduct if the supervisor knows that the misconduct occurred. Thus, if a supervising lawyer knows that a subordinate misrepresented a matter to an opposing party in negotiation, the supervisor as well as the subordinate has a duty to correct the resulting misapprehension.

Professional misconduct by a lawyer under supervision could reveal a violation of paragraph (b) on the part of the supervisory lawyer even though it does not entail a violation of paragraph (c) because there was no direction, ratification or knowledge of the violation.

Apart from this Rule and Rule 8.4(a), a lawyer does not have disciplinary liability for the conduct of a partner, associate or subordinate. Whether a lawyer might be liable civilly or criminally for another lawyer's conduct is a question of law beyond the scope of these Rules.

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(a) A lawyer is bound by the Rules of Professional Conduct notwithstanding that the lawyer acted at the direction of another person.

(b) A subordinate lawyer does not violate the Rules of Professional Conduct if that lawyer acts in accordance with a supervisory lawyer's reasonable resolution of an arguable question of professional duty.

COMMENT:

Although a lawyer is not relieved of responsibility for a violation by the fact that the lawyer acted at the direction of a supervisor, that fact may be relevant in determining whether a lawyer had the knowledge required to render conduct a violation of the Rules. For example, if a subordinate filed a frivolous pleading at the direction of a supervisor, the subordinate would not be guilty of a professional violation unless the subordinate knew of the document's frivolous character.

When lawyers in a supervisor-subordinate relationship encounter a matter involving professional judgment as to ethical duty, the supervisor may assume responsibility for making the judgment. Otherwise a consistent course of action or position could not be taken. If the question can reasonably be answered only one way, the duty of both lawyers is clear and they are equally responsible for fulfilling it. However, if the question is reasonably arguable, someone has to decide upon the course of action. That authority ordinarily reposes in the supervisor, and subordinate may be guided accordingly. For example, if a question arises whether the interests of two clients conflict under Rule 1.7, the supervisor's reasonable resolution of the question should protect the subordinate professionally if the resolution is subsequently challenged.

RULE 5.3 Responsibilities Regarding Nonlawyer Assistants

With respect to a nonlawyer employed or retained by or associated with a lawyer:

(a) A partner 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;

(b) A lawyer having direct supervisory authority over the nonlawyer shall make reasonable efforts to ensure that the person's conduct is compatible with the professional obligations of the lawyer; and

(c) A lawyer shall be responsible for conduct of such a person that would be a violation of the Rules of Professional Conduct if engaged in by a lawyer if:

COURT RULES

- (1) the lawyer orders or, with the knowledge of the specific conduct, ratifies the conduct involved; or
- (2) the lawyer is a partner in the law firm in which the person is employed, or has direct supervisory authority over the person, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

COMMENT:

Lawyers generally employ assistants in their practice, including secretaries, investigators, law student interns, and paraprofessionals. Such assistants, whether employees or independent contractors, act for the lawyer in rendition of the lawyer's professional services. A lawyer should give such assistants appropriate instruction and supervision concerning the ethical aspects of their employment, particularly regarding the obligation not to disclose information relating to representation of the client, and should be responsible for their work product. The measures employed in supervising nonlawyers should take account of the fact that they do not have legal training and are not subject to professional discipline.

RULE 5.4 Professional Independence of a Lawyer

(a) A lawyer or law firm shall not share legal fees with a nonlawyer, except that:

- (1) an agreement by a lawyer with the lawyer's firm, partner, or associate may provide for the payment of money, over a reasonable period of time after the lawyer's death, to the lawyer's estate or to one or more specified persons;
- (2) a lawyer who undertakes to complete unfinished legal business of a deceased lawyer may pay to the estate of the deceased lawyer the proportion of the total compensation which fairly represents the services rendered by the deceased lawyer; and
- (3) a lawyer or law firm may include nonlawyer employees in a compensation or retirement plan, even though the plan is based in whole or in part on a profit-sharing arrangement.

(b) A lawyer shall not form a partnership with a nonlawyer if any of the activities of the partnership consist of the practice of law.

(c) A lawyer shall not permit a person who recommends, employs, or pays the lawyer to render legal services for another to direct or regulate the lawyer's professional judgment in rendering such legal services.

(d) A lawyer shall not practice with or in the form of a professional corporation or association authorized to practice law for a profit, if:

- (1) a nonlawyer owns any interest therein, except that a fiduciary representative of the estate of a lawyer may hold the stock or interest of a lawyer for a reasonable time during administration;
- (2) a nonlawyer is a corporate director or officer thereof; or
- (3) a nonlawyer has the right to direct or control the professional judgment of a lawyer.

COMMENT:

The provisions of this Rule express traditional limitations on sharing fees. These limitations are to protect the lawyer's professional independence of judgment. Where someone other than the client pays the lawyer's fee or salary, or recommends employment of the lawyer, the arrangement does not modify the lawyer's obligation to the client. As stated in paragraph (c), such arrangements should not interfere with the lawyer's professional judgment.

COURT RULES

RULE 5.5 Unauthorized Practice of Law

A lawyer shall not:

- (a) practice law in a jurisdiction where to do so violates the regulation of the legal profession in that jurisdiction; or
- (b) assist a person who is not a member of the bar in the performance of activity that constitutes the unauthorized practice of law.

COMMENT:

The definition of the practice of law is established by law and varies from one jurisdiction to another. Whatever the definition, limiting the practice of law to members of the bar protects the public against rendition of legal services by unqualified persons. Paragraph (b) does not prohibit a lawyer from employing the services of paraprofessionals and delegating functions to them, so long as the lawyer supervises the delegated work and retains responsibility for their work. See Rule 5.3. Likewise, it does not prohibit lawyers from providing professional advice and instruction to nonlawyers whose employment requires knowledge of law; for example, claims adjusters, employees of financial or commercial institutions, social workers, accountants and persons employed in government agencies. In addition, a lawyer may counsel nonlawyers who wish to proceed pro se.

RULE 5.6 Restrictions on Right to Practice

A lawyer shall not participate in offering or making:

- (a) a partnership or employment agreement that restricts the rights of a lawyer to practice after termination of the relationship, except an agreement concerning benefits upon retirement; or
- (b) an agreement in which a restriction on the lawyer's right to practice is part of the settlement of a controversy between private parties.

COMMENT:

An agreement restricting the right of partners or associates to practice after leaving a firm not only limits their professional autonomy but also limits the freedom of clients to choose a lawyer. Paragraph (a) prohibits such agreements except for restrictions incident to provisions concerning retirement benefits from service with the firm.

Paragraph (b) prohibits a lawyer from agreeing not to represent other persons in connection with settling a claim on behalf of a client.

PUBLIC SERVICE

RULE 6.1 Pro Bono Publico Service

A lawyer should render public interest legal service. A lawyer may discharge this responsibility by providing professional services at no fee or a reduced fee to persons of limited means or to public service or charitable groups or organizations, by service in activities for improving the law, the legal system or the legal profession, and by financial support for organizations that provide legal services to persons of limited means.

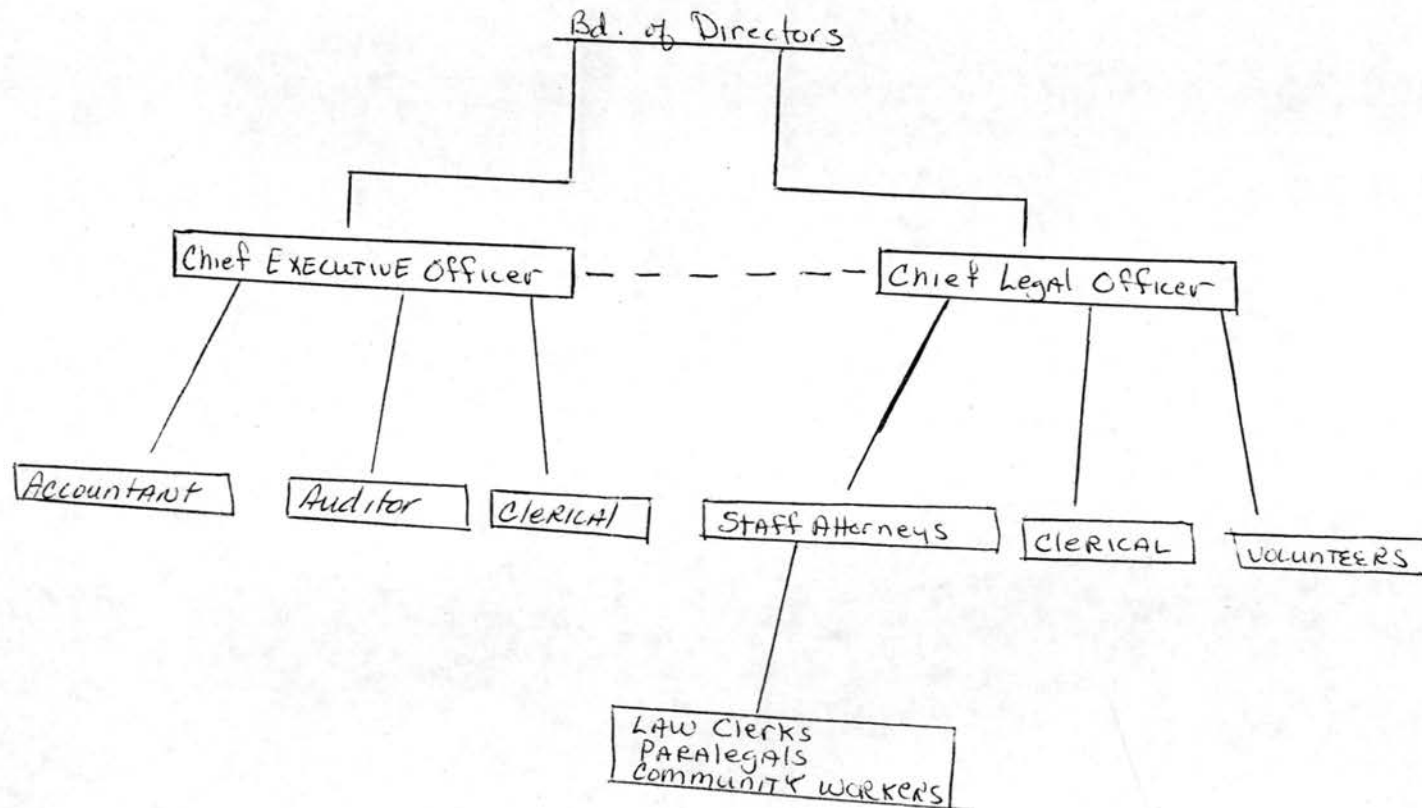
COMMENT:

The ABA House of Delegates has formally acknowledged "the basic responsibility of each lawyer engaged in the practice of law to provide public interest legal services" without fee, or at a substantially reduced fee, in one or more of the following areas: poverty law, civil rights law, public rights law, charitable organization representation and the administration of justice. This Rule expresses that policy but is not intended to be enforced through disciplinary process.

Centro Legal
STAFF FLOW CHART
1987

proposed

B



DRAFT

B.

CENTRO LEGAL, INC.

Job Description

JOB TITLE:

CHIEF LEGAL OFFICER

The Chief Legal Officer shall be responsible for the quality of legal services and shall be the final authority in this corporation for legal judgments made in client cases.

QUALIFICATIONS:

- Graduate of an accredited Law School
- Admitted to practice at least least three years
- Demonstrated experience in legal services programs
- Demonstrated experience in management procedures.
- Bilingual (Spanish/English)

HIRED BY:

Board of Directors

Duties:

- Monitor and implement program services
- Legal Personnel ^{supervision and training} and project supervision ^{Legal personnel defined as paralegals, law students, clerks and secretaries}
- Case Management ^{including volunteers}
- Individual client representation
- ~~Coordinate public relations with media +~~ ^{community services}
- Advocacy
- Fundraising duties: Oral presentations
- Assist in the development of program goals and objectives.
- Coordinate project ^{program} evaluations
- Coordinate / Maintain client demographic reports
- ~~Coordinate maintenance of client~~
- ~~Trust accounts~~
- ~~Coordinate client grievance procedure~~
- Other duties as directed by Bd of Directors

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CENTRO LEGAL, INC.

Job Description

Job Title:

CHIEF EXECUTIVE OFFICER

QUALIFICATIONS:

- B.A. Degree or 3 years experience in office procedures
- Demonstrated knowledge and aptitude in accounting procedures
- Demonstrated ability in proposal writing and fundraising
- Bilingual (Spanish/English)
- Practical experience with Human Services and non-profit organizations

HIRED BY:

Board of Directors

DUTIES:

- Research and develop proposals for fundraising
- Supervision of ^{administrative} support staff
- Develop reports for distribution to Board.
- Staff Liason to Board of Directors
- Financial management
- Operations management
- Assist in the development of program goals and objectives
- Assist in and monitor program evaluations
- Other duties as directed by the Board of Directors

COURT RULES

RULE 4.4 Respect for Rights of Third Persons

In representing a client, a lawyer shall not use means that have no substantial purpose other than to embarrass, delay, or burden a third person, or use methods of obtaining evidence that violate the legal rights of such a person.

COMMENT:

Responsibility to a client requires a lawyer to subordinate the interests of others to those of the client, but that responsibility does not imply that a lawyer may disregard the rights of third persons. It is impractical to catalogue all such rights, but they include legal restrictions on methods of obtaining evidence from third persons.

LAW FIRMS AND ASSOCIATIONS

RULE 5.1 Responsibilities of a Partner or Supervisory Lawyer

(a) A partner in a law firm shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that all lawyers in the firm conform to the Rules of Professional Conduct.

(b) A lawyer having direct supervisory authority over another lawyer shall make reasonable efforts to ensure that the other lawyer conforms to the Rules of Professional Conduct.

(c) A lawyer shall be responsible for another lawyer's violation of the Rules of Professional Conduct if:

- (1) the lawyer orders or, with knowledge of specific conduct, ratifies the conduct involved; or
- (2) the lawyer is a partner in the law firm in which the other lawyer practices, or has direct supervisory authority over the other lawyer, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

COMMENT:

Paragraphs (a) and (b) refer to lawyers who have supervisory authority over the professional work of a firm or legal department of a government agency. This includes members of a partnership and the shareholders in a law firm organized as a professional corporation; lawyers having supervisory authority in the law department of an enterprise or government agency; and lawyers who have intermediate managerial responsibilities in a firm.

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COURT RULES

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COURT RULES

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COURT RULES

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PUBLIC SERVICE

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COMMENT:

The ABA House of Delegates has formally acknowledged "the basic responsibility of each lawyer engaged in the practice of law to provide public interest legal services" without fee, or at a substantially reduced fee, in one or more of the following areas: poverty law, civil rights law, public rights law, charitable organization representation and the administration of justice. This Rule expresses that policy but is not intended to be enforced through disciplinary process.

CENTRO LEGAL, INC.

A NON-PROFIT COMMUNITY LAW OFFICE

179 E. ROBIE ST.
ST. PAUL, MN 55107
(612) 291-0110

SUSAN E. CONLEY
MANAGING ATTORNEY

LISA YBARRA
PARALEGAL

2929 FOURTH AVE. SO.
SUITE M
MINNEAPOLIS, MN 55408
(612) 825-5503

MARTIN A. DIAZ
ATTORNEY AT LAW

REPLY TO:

MEMORANDUM

TO: Board of Directors *EXEC. COMMITTEE*
FROM: Susan Conley, Executive Director
RE: Management Reorganization Draft Materials *SC*
DATE: February 2, 1987

I have received a copy of the draft materials developed by the Executive Committee at its meeting on January 22, 1987. I was at a training seminar in Chicago on that date and was not able to participate in that meeting. After reviewing the draft materials, I have some additional comments and suggestions for the Board's consideration. This memo includes some background information for our non-lawyer Board members.

A. Nature of Centro Legal as an Organization. Because Centro Legal is an organization incorporated to provide legal services to its clients, our organization is governed by the Rules of Professional Responsibility for Lawyers. Failure to comply with these rules by a lawyer can result in that lawyer being disciplined by the State Supreme Court. Such discipline may range from private or public reprimands, suspension of the license to practice law or disbarment from the practice of law. These rules govern all lawyers.

For non-lawyers to get a clear understanding of what these rules mean for Centro Legal, I will give a brief background.

1. Definitions. There is a definition in the Rules with which you should be familiar when looking at these rules and how they affect Centro Legal: "Firm" or "Law Firm" denotes a lawyer or lawyers in a private firm, lawyers employed in the legal department of a corporation or other organization and lawyers employed in a legal services organization". Keep this definition in mind when you look at the following rules and when you analyze the draft flow chart and job descriptions.

B. Rules of Professional Responsibility. This memo will not discuss all the rules of professional responsibility. However, it may be useful for non-lawyer Board Members to understand the kinds of things that these rules cover. A lawyer must abide by the rules and assure compliance with the rules in these areas or face discipline:



1. Hire Marty
2. Negotiate w Marty
3. Marty's position

1. Open it up

1- Marty Inhouse
2.

27,300 base + fringe June 1, 1987
June 1, 1988 in house
1 trial 4 months

long term
short term
salary range
experience
location (office)
(fringe Benefits)

- a. Protecting the confidences and secrets of the client (assuring client confidentiality).
- b. Avoiding conflicts of interest (not taking a case for a client if you represent or have counselled the other side on the case, as well as other conflicts).
- c. Safekeeping of clients' property (maintaining a client trust account and keeping clients' money separate from the organization's money).
- d. Determining when the "firm" should or must withdraw from representation of a client.
- e. Advertising of services of the organization within the Rules' guidelines.

C. Law Firms and Associations. These rules relate more directly to the proposed management structure of Centro Legal and I have attached a copy of these rules.

- a. Responsibilities of a Partner or Supervisory Lawyer. This rule relates to the proposed "Chief Legal Officer's" duty to ensure that the other lawyers in the firm comply with the Rules of Professional Responsibility.

- b. Responsibility Regarding Non-Lawyer Assistants. This rule makes the "Chief Legal Officer" ultimately responsible for the actions of paralegals, law clerks, investigators and secretaries. This rule suggests areas of responsibility to include supervision, training and work product.

- c. Professional Independence of Lawyer. This rule governs how a lawyer may or may not do business in association with non-lawyers.

- d. Unauthorized Practice of Law. This rule requires a lawyer to ensure that non-lawyer staff members do not "practice law". It does not prohibit lawyers from delegating work to non-lawyers so long as the lawyer supervises and retains responsibility for the work.

D. Management Structure of Centro Legal. It is clear from the Rules of Professional Responsibility that there are many aspects of Centro Legal for which the "Chief Legal Officer" is ultimately responsible. The job descriptions and management structure should reflect that responsibility with corresponding authority. The management structure must be set up in such a way that, if something "goes wrong", whoever has the ultimate "blame" or responsibility for that failure also has the ultimate authority to have ensured that it wouldn't go wrong.

With these matters clearly in mind, I would propose some changes to the draft flow chart and draft job descriptions. Those suggested changes are attached.

SEC: