Outside General Counsel Services

The Home Team

Kilpatrick Townsend's Outside General Counsel Services (OGCS) Team supports small to middle-market clients by combining an "in-house" delivery model with the knowledge and resources of a world-class, full-service firm with over 150 years of experience. Our OGCS Team can fill the role of the in-house general counsel, or supplement the solo general counsel or small in-house legal department. We partner seamlessly with our OGCS clients to provide business-oriented legal support that solves problems and drives growth by reducing complexity, managing risk, and adding predictability to outside legal expenses.

Reach

Comprehensive In-House Coverage

Our typical OGCS model covers, or supplements, the work usually performed by in-house counsel, including:

- Basic corporate governance, including board and stockholder meetings, minutes, and consents
- Negotiating, drafting, reviewing, and managing routine customer, vendor, and other contracts and agreements
- Drafting and revising customary employment contracts, termination agreements, and severance arrangements
- Routine real estate matters, including drafting and negotiating customary office leases, lease renewals, and terminations
- Basic advice on regulatory and legal compliance matters, including data privacy
- Oversight, rationalization, and planning of legal spend and staffing of key legal matters
- Basic advice on intellectual property portfolio management
- Drafting and implementing routine employment and legal compliance policies, forms, and handbooks

Approach

Responsive, On-Demand & Practical

The OGCS Team is purpose-built to serve clients with legal needs whose volume or level of sophistication requires meaningful oversight, but who are not ready or able to establish an in house legal department, or who have a general counsel or small legal team that needs additional support. For these clients, a core member of our OGCS Team serves as a single point of contact for the management team or general counsel, fielding questions, giving advice, and providing assistance. In the background, a dedicated multi-disciplinary group of OGCS lawyers works at the direction of this team member to support the client's legal needs.

Our core OGCS Team members are responsive, engaged, and practical, and many have significant prior experience as executives, general counsels, or members of in-house legal departments. They communicate in business terms, reducing complicated issues to the core elements that drive decisions,

and provide answers and recommendations, not just options and analysis. Our dedicated OGCS lawyers are committed to putting the client first, and are selected for their responsiveness and expertise with contracts and commercial agreements, corporate governance, labor and employment, litigation and dispute resolution, legal compliance, intellectual property, and other key service areas.

Features and Benefits

- *Predictable Cost*. We work with each client up front, and on an ongoing basis, to ensure that we employ the fee arrangement that's right for them, whether that's a retainer, hourly, flat -fee, or other flexible fee structure. In addition, we are able to help clients review and rationalize their legal budget, and establish legal procurement processes and strategies to ensure that they maximize their overall legal spend.
- *Invested for Efficiency*. Our OGCS Team embodies Kilpatrick Townsend's client service principles. Consistent with these principles, in each engagement we seek to gain a fundamental understanding of the client's strategy and vision, key goals, operational structure, methods of deliberation and decision-making processes, and legal and business risk tolerance. This level of understanding allows us to deliver advice and work product in a targeted, efficient, and timely manner to add value for each client.
- *Responsive*. We know that responsiveness requires a shared sense of urgency and an understanding of the client's operating cadence, so our OGCS Team drives work at the client's pace, approaching each question or project as a fully engaged member of the client's team.
- *Measurable Results*. Our OGCS Team understands the importance of process in the business setting, and we are able to work with clients who want to establish KPIs and performance metrics to measure the results of our engagement and track progress toward intended results. In addition, periodic stewardship meetings allow us to review performance and refine the terms of our engagement to meet our clients' evolving needs and challenges.
- *Proactive Advice*. Our OGCS Team excels at seeing the bigger picture, and can help clients plan and act in advance to address future legal challenges as they execute the various stages of their strategy. Frequently, our engagements include targeted legal audits, designed to identify current and future exposure and produce a long-term compliance roadmap.
- *Scalable Model*. Our scalable model allows us to design a customized menu of covered services, and to adjust those services over time to meet a client's immediate needs and match a client's growing business. In addition, our model can be tailored to supplement existing in-house legal departments by providing, among other things, depth to support specific projects or bench strength to cover specific functions.

Experience

When a client whose rapidly-expanding managed IT services business needed to free up management bandwidth to continue to grow, we tailored an outside general counsel arrangement to meet their needs.

Using a client-friendly fee structure, a seasoned and knowledgeable corporate attorney acts as the client's contact and go-to legal resource, overseeing a dedicated team covering the client's basic corporate, commercial contract, data privacy, and intellectual property legal needs.

As the primary legal resource for a highly successful outdoor lifestyle and media company, our representation covers the full portfolio of legal services. Consistent with the principles of our OGCS model, we have worked hand-in-hand with our client to provide a basket of well-defined services managed by a small group of lawyers under a retainer arrangement. We supplement that work with project-based and specialized engagements provided on a traditional hourly basis.

Primary Contacts



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