

Recognizing the Social and Economic Value of Transactional Law Clinics: A View from the United Kingdom

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Traditionally, law school legal clinics have focused on the provision of free legal assistance to individuals who cannot afford to hire a lawyer. The basic rationale is that pro bono work should enhance access to justice for the most disadvantaged in society.¹ Many clinics thus choose to provide advice solely on issues that affect the underrepresented individual, such as housing, employment, crime, and welfare benefits.²

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1. There is considerable literature on clinical legal education. I do not intend to replicate all of it here. However, for further information see Margaret Martin Barry, Jon C. Dubin & Peter A. Joy, *Clinical Legal Education for This Millennium: The Third Wave*, 7 *CLINICAL L. REV.* 1 (2000); Jeff Giddings, Roger Burridge, Shelley A.M. Gavigan, & Catherine F. Klein, *The First Wave of Modern Clinical Legal Education: The United States, Britain, Canada, and Australia*, in *THE GLOBAL CLINICAL MOVEMENT: EDUCATING LAWYERS FOR SOCIAL JUSTICE* 3-22 (Frank S. Bloch ed., 2011) (hereinafter *THE GLOBAL CLINICAL MOVEMENT*). For a U.K. perspective, see *A STUDENT GUIDE TO CLINICAL LEGAL EDUCATION AND PRO BONO* (Kevin Kerrigan & Victoria Murray, eds, 2011); HUGH BRAYNE ET AL., *CLINICAL LEGAL EDUCATION: ACTIVE LEARNING IN YOUR LAW SCHOOL* (1998).
2. Stephen Wizner, for example, notes that clinicians "should focus their teaching on the supervised provision of legal services to low-income and other underrepresented clients." Stephen Wizner, *Is Social Justice Still Relevant?*, 32 *B.C. J.L. & SOC. JUST.* 345, 352 (2012).

In the United States, the last thirty-eight years has seen the development of clinics that assist businesses and entrepreneurs.³ They are known as transactional law clinics.⁴ A significant amount of literature has been published on the rise of transactional law clinics in the U.S. A number of articles, such as those written by Professor Susan Jones, have documented the day-to-day work of those clinics and the projects that they undertake.⁵

Transactional law clinics do exist in the United Kingdom.⁶ However, their history is unreported. There is very little published data on U.K. transactional clinics. My interest in this phenomenon is driven by my role as lead clinician in a transactional law clinic in the northeast of England. I am passionate about the service that the students working in my clinic provide to the local community. I also have firsthand experience of the social and economic benefits—for clients and students—that transactional law clinics can offer. I am disappointed that U.K. transactional law clinics receive scant attention in the literature.

A much-debated question in the U.K. is whether free legal advice to businesses should be a priority when government-funded legal aid—the “forgotten pillar of the welfare state”—has been all but eradicated.⁷ Campbell and Murray, for example, have argued that the U.K. needs to use its army of clinics to better support marginalized individuals who “face unsurmountable barriers to access to justice.”⁸ It is, of course, right that those who no longer have a government-funded safety net have access to free legal advice, and law school clinics that engage in pro bono work are a much-needed resource.

3. In their excellent article, Jones and Lainez provide a detailed history of transactional law clinics in the U.S. They note that while there was a Community Economic Development Clinic at Antioch School of Law in 1973 and a Housing Development Clinic at Georgetown University Law School in 1974, it wasn't until 1977 when the first transactional program focusing “exclusively on the representation of small businesses and non-profit groups”—the George Washington University Law School Small Business Unit—came into being. Susan R. Jones & Jacqueline Lainez, *Enriching the Law School Curriculum: The Rise of Transactional Legal Clinics in U.S. Law Schools*, 43 WASH. U. J.L. & POL'Y 85, 94-95 (2014).
4. See e.g., Dina Schlossberg, *An Examination of Transactional Law Clinics and Interdisciplinary Education*, 11 WASH. U. J.L. & POL'Y 195 (2003); Jones & Lainez, *supra*, note 3. In the U.K. we tend to use the phrase “business law clinics,” but I have used transactional law clinics throughout this article.
5. See Susan R. Jones, *Promoting Social and Economic Justice Through Interdisciplinary Work in Transactional Law*, 14 WASH. U. J.L. & POL'Y 249 (2004); Susan R. Jones, *Transactional Law, Equitable Development, and Clinical Legal Education*, 14 J. AFFORDABLE HOUSING & COMMUNITY DEV. L. 213 (2005); Susan, R. Jones, *Supporting Urban Entrepreneurs: Law, Policy, and the Role of Lawyers in Small Business Development*, 30 W. NEW ENG. L. REV. 71 (2007); Susan R. Jones, *Transactional Lawyers Supporting Economic Development in the Nation's Capitol*, 9 J. AFFORDABLE HOUSING & COMMUNITY DEV. L. 18 (1999).
6. See discussion *infra* pp. 4-7.
7. Emma Howard, *Legal Aid Cuts: “The Forgotten Pillar of the Welfare State”—A Special Report*, THE GUARDIAN (Sept. 25, 2014), <http://www.theguardian.com/law/2014/sep/25/sp-legal-aid-forgotten-pillar-welfare-state-special-report-impact-cuts>.
8. Elaine Campbell & Victoria Murray, *Mind the Gap: Clinic and the Access to Justice Dilemma*, 2 INT'L J. LEGAL & SOC. STUD., no. 3, 2015, at 94, 100.

However, it is perhaps just as important to have skilled, ethically and socially aware law graduates who understand the business world and can play a role in safeguarding the profession, their clients, and the community to which those clients belong. Transactional law clinics can play a valuable role in producing law graduates of that nature.

It is time for transactional law clinics in the U.K. to enter the legal education literature. This article seeks to take the first steps in that regard. Part I provides context and briefly sets out the development of clinical legal education in the U.K. generally. Part II identifies some of the different types of transactional law clinic on offer in the U.K. and draws on my experience leading the transactional law clinic at the Student Law Office, Northumbria University, in England. In Part III, I argue that transactional law clinics can offer lessons to students and economic benefits for clients that clinics for the poor cannot.

I: Clinical Legal Education in the United Kingdom

The foundations of clinical legal education in the United States can be traced back to the early twentieth century.⁹ In contrast, the U.K. started to embrace clinical teaching methods only in the 1970s,¹⁰ and their adoption was erratic during the next few decades. Newer universities, such as the University of Kent, established the first in-house advice and representation clinics in the 1990s.¹¹ In-house advice and representation clinics allow law students to provide a full legal service to members of the public, much like any other law firm. Supervision comes from clinical faculty within the University. These clinics were—and continue to be—seen as the “gold standard” in the U.K.¹² Other forms of clinic include advice-only clinics, where students provide initial advice on a specific issue of concern. Often advice-only clinics offer drop-in sessions and advice is provided by way of a letter. These clinics are also less likely to have in-house supervision and to rely on external lawyers to assist with casework supervision.

In the 1980s and 1990s there was “sporadic development”¹³ of clinical legal education in the U.K. However, even in 1995 only eight out of seventy-nine

9. See Barry et al., *supra* note 1; Jeff Giddings, Roger Burridge, Shelley A.M. Gavigan, & Catherine F. Klein, *The First Wave of Modern Clinical Legal Education: The United States, Britain, Canada, and Australia*, in *THE GLOBAL CLINICAL MOVEMENT*, *supra* note 1, at 3-22.
10. For a history of clinical legal education in the U.K., see Kevin Kerrigan, *What Is Clinical Legal Education and Pro Bono?*, in *A STUDENT GUIDE TO CLINICAL LEGAL EDUCATION AND PRO BONO*, *supra* note 1, at 1-19 (hereinafter *A STUDENT GUIDE*).
11. *Id.* at 1.
12. *Id.*
13. *Id.* at 10. This was perhaps linked to the establishment of the Clinical Legal Education Organisation (CLEO) in the U.K. In 2015, CLEO became a registered charity, with trustees drawn from clinical faculty across the U.K. 1161457 *Clinical Legal Organisation*, CHARITY COMM'N, <http://apps.charitycommission.gov.uk/Showcharity/RegisterOfCharities/CharityFramework.aspx?RegisteredCharityNumber=1161457&SubsidiaryNumber=0> (last visited Nov. 29, 2015) (showing that CLEO registered on April 28, 2015).

universities in the U.K. had any type of live-client clinic.¹⁴ They tended to be voluntary and non-credit bearing.¹⁵ Nevertheless, some clinics, such as those developed at Northumbria University (Student Law Office) and Sheffield Hallam University (Hallam Law), were established as credit-bearing classes.¹⁶

The Law School Pro Bono and Clinic Report, released on average every three years since 2000, is a useful source of information about the number of clinics in the U.K.¹⁷ The authors of the report survey U.K. law schools and analyze the results.¹⁸ In 2006, it was reported that 35% of survey respondents had a live client clinic.¹⁹ In 2010, this rose to 50%.²⁰ The latest survey results, published in early 2015, reported that this figure has increased to 70%.²¹ The report provides clear evidence that law schools in the U.K. have, in the past decade, embraced live client clinics.

Clinical legal education has received increased attention in the U.K. in the past two years as a result of the recent reform of legal aid. Legal aid was first established by the Legal Aid and Advice Act 1949.²² It was part of a “postwar effort to create a welfare state for those too poor to afford basic services.”²³ The legal aid scheme began to operate in 1950, at which time it provided 80% of the population with a means-tested entitlement to assistance with legal affairs.²⁴ By 1973 this had dropped to 40%, and by 2008 it covered only 29%

14. Giddings et al., *supra* note 9, at 5-7.

15. Richard Grimes, *Legal Skills and Clinical Legal Education*, WEB J. CURRENT LEGAL ISSUES (1995), <http://www.bailii.org/uk/other/journals/WebJCLI/1995/issue3/resear2.html>.

16. Kevin Kerrigan, *What Is Clinical Legal Education and Pro Bono?*, in A STUDENT GUIDE, *supra* note 10, at 10.

17. Surveys were conducted in 2000, 2003, 2006, 2010, and 2014. For more explanation of the history of the surveys, see DAMIAN CARNEY, FRANK DIGNAN, RICHARD GRIMES, GRACE KELLY, & REBECCA PARKER, LAWWORKS LAW SCHOOLS PRO BONO AND CLINIC REPORT 2014, at 5 (2014).

18. *Id.*

19. LAWWORKS, LAWWORKS STUDENTS PROJECT PRO BONO—THE NEXT GENERATION (2006), <http://www.probonogroup.org.uk/lawworks/docs/Student%20report%20Final.pdf>.

20. RICHARD GRIMES & MARTIN CURTIS, LAWWORKS STUDENTS PROJECT PRO BONO REPORT 2011 (2011). For a comprehensive history of legal education and training in England and Wales see Andrew Boon & Julian Webb, *Legal Education and Training in England and Wales: Back to the Future*, 58 J. LEGAL EDUC. 79 (2008).

21. CARNEY ET AL., *supra* note 17. See also Elaine Campbell, *Pro Bono Is Great Education for Students but They Shouldn't Fill the Gap Left by Legal Aid Cuts*, THE CONVERSATION (Nov. 21, 2015), <https://theconversation.com/pro-bono-is-great-education-for-law-students-but-they-shouldnt-fill-gap-left-by-legal-aid-cuts-34323>.

22. Legal Aid and Advice Act, 1949, 12 & 13 Geo. 6, c. 51 (Eng.).

23. Howard, *supra* note 7.

24. STEVE HYNES & JON ROBINS, THE JUSTICE GAP 21 (2009).

of the population.²⁵ In April 2014, as part of a package of austerity measures put in place by the Conservative Government, the Legal Aid, Sentencing and Punishment of Offenders Act 2012 (LASPO) came into force.²⁶ LASPO significantly reduced access to legal aid for a number of areas of law, and in some removed it entirely.²⁷ This led to closures of law centers that had previously relied on legal aid funding.²⁸

As a result of the cuts to legal aid, law schools and law students have either developed or supported projects designed to help those who might have previously received legal aid. Projects like the Personal Support Unit, in which students and volunteers help litigants complete forms and understand court procedures, have been established to address unmet legal needs.²⁹ However, these projects have come in for some criticism, particularly by those who argue that their efforts to canvass for the return of government-funded legal support may be blunted by well-meaning law students “filling the justice gap.”³⁰ Nevertheless, the significant reduction in legal aid does put additional pressure on law schools to provide assistance to those who are not in a position to pay for legal services. The focus is on clinics for disadvantaged individuals.

25. *Id.*

26. Legal Aid, Sentencing and Punishment of Offenders Act 2012, c. 10 (Eng.), <http://www.legislation.gov.uk/ukpga/2012/10/contents/enacted>.

27. The legal aid reforms were subject to significant criticism at the time. Recently, senior judges have been commenting on the consequences, particularly for those who are forced to represent themselves in complex family cases. Sir James Mumby, in *In Re D (A Child)*, has said that:

Thus far the state has simply washed its hands of the problem, leaving the solution to the problem which the state itself has created—for the state has brought the proceedings but declined all responsibility for ensuring that the parents are able to participate effectively in the proceedings it has brought—to the goodwill, the charity, of the legal profession.

In re D (A Child) [2014] EWFC 39 Swindon Fam. Ct., No. SN14C0004 [¶ 32] (Eng.), <http://www.judiciary.gov.uk/judgments/re-d-a-child/>.

28. See, e.g., Jonathan Rayner & Catherine Baksi, *One in Three Law Centres Set to Shut Down*, L. GAZETTE (Aug. 4, 2011), <http://www.lawgazette.co.uk/news/one-in-three-law-centres-set-to-shut-down/61688.fullarticle>.

29. *What We Do*, PERSONAL SUPPORT UNIT, <https://www.thepsu.org/about-us/what-we-do/> (last visited Nov. 29, 2015).

30. See, e.g., Steve Cornforth, *Who Needs Legal Aid When Lawyers Do It for Free??*, STEVE CORNFORTH BLOG (Nov. 3, 2014, 1:25 PM), <http://thestevecornforthblog.blogspot.co.uk/2014/11/who-needs-legal-aid-when-lawyers-do-it.html>; Becky Waller-Davies, *Students Should Not Have to Fill the Justice Gap*, THE LAWYER (Apr. 17, 2014), <http://www.thelawyer.com/analysis/behind-the-law/students-should-not-have-to-fill-the-justice-gap/3019476.article>; *Pro Bono Up As Solicitors Fill Legal Aid Void*, L. GAZETTE (Nov. 3, 2014), <http://www.lawgazette.co.uk/practice/pro-bono-up-as-solicitors-fill-legal-aid-void/5044779.article>.

II: The Emergence of Transactional Law Clinics in the U.K.

A. A Range of Models

Law schools in the United States have been assisting businesses, by way of transactional law clinics, since the 1970s.³¹ There are at least 140 transactional law clinics available at American Bar Association-approved law schools.³² Their diverse names—IP Patent Clinic,³³ Small Business and Nonprofit Transactional Law Clinic,³⁴ Intellectual Property and Entrepreneurship Clinic,³⁵ Entrepreneurship Law Center,³⁶ Technology/Intellectual Property Clinic,³⁷ Economic Development Clinic,³⁸ Internet and Intellectual Property Justice Clinic,³⁹ Social Enterprise & Economic Empowerment,⁴⁰ BioTech Startup Clinic,⁴¹ Organizations and Transactions Clinic,⁴² Entertainment

31. Susan R. Jones, *Small Business and Community Economic Development: Transactional Lawyering for Social Change and Economic Justice*, 4 CLINICAL L. REV. 195, 204 (1997).
32. Jones & Lainez, *supra* note 3, at 93. In 2012, the increase in transactional clinics led to the Association of American Law Schools Clinical Section creating a Transactional Clinics Committee. *Id.*
33. *IP Patent Clinic*, CHICAGO-KENT COLL. OF LAW, ILLINOIS INST. OF TECH., <https://www.kentlaw.iit.edu/academics/jd-program/certificate-programs/intellectual-property-law/ip-patent-clinic> (last visited Dec. 1, 2015).
34. *Small Business & Nonprofit Transaction Law Clinic*, WASHBURN UNIV. SCH. OF LAW, <http://washburnlaw.edu/practicalexperience/transactional/clinic.html> (last visited Nov. 29, 2015).
35. *Intellectual Property and Entrepreneurship Clinic*, UNIV. OF NOTRE DAME LAW SCH., <http://law.nd.edu/academics/clinics-and-experiential-learning/clinics/intellectual-property-and-entrepreneurship-clinic/> (last visited Nov. 29, 2015).
36. *Entrepreneurship Law Center*, NORTHWESTERN UNIV. SCH. OF LAW, <http://www.law.northwestern.edu/legalclinic/elc/> (last visited Nov. 29, 2015).
37. *Technology/Intellectual Property Clinic*, DEPAUL UNIV. COLL. OF LAW., <http://law.depaul.edu/academics/experiential-learning/legal-clinics/technology-intellectual-property/Pages/default.aspx> (last visited Nov. 29, 2015).
38. *Economic Development Clinic*, UNIV. OF IDAHO COLL. OF LAW, <https://www.uidaho.edu/law/academics/practical-skills/clinics/econ-dev> (last visited Nov. 29, 2015).
39. *Internet & Intellectual Property Justice Clinic*, UNIV. OF SAN FRANCISCO SCH. OF LAW., <https://www.usfca.edu/law/professional-skills/law-clinics/internet-IP-justice> (last visited Nov. 29, 2015).
40. *Social Enterprise & Economic Empowerment Clinic*, UNIV. OF CALIFORNIA-HASTINGS COLL. OF THE LAW., <http://www.uchastings.edu/academics/clinical-programs/clinics/socialenterpriseandeconomicempowerment/index.php> (last visited Nov. 29, 2015).
41. *BioTech Startup Clinic*, UNIV. OF CALIFORNIA-HASTINGS COLL. OF THE LAW, <http://uchastings.edu/academics/clinical-programs/clinics/biotechstartup/index.php> (last visited Nov. 29, 2015).
42. *Organizations and Transactions Clinic*, STANFORD LAW SCH., <https://law.stanford.edu/organizations-and-transactions-clinic/> (last visited Nov. 29, 2015).

Law Clinic,⁴³ Healthcare Entrepreneurship Program,⁴⁴ and Community Development Clinic⁴⁵—demonstrate the extent to which transactional law clinics have been embraced by U.S. law schools, and the extensive range of clients they serve and issues they tackle. Clinical faculty who direct and supervise those clinics have contributed a great number of articles and publications that explore economic development,⁴⁶ cross-disciplinary opportunities⁴⁷ and cross-cultural issues,⁴⁸ among other matters.

In sharp contrast, very little information exists about U.K. transactional law clinics. This does not mean that they don't exist, but it does make plotting their emergence challenging. Certainly, there is a gap in the literature.

I was the first to publish an article exploring the rise of transactional law clinics in the U.K. and how they fit (or don't) within the clinic community as a whole.⁴⁹ Nevertheless, even that piece referred only to the few clinics that I knew of through personal connections or that I discovered after searching on the Internet and reviewing various clinic websites. However, I was left with the impression that U.K. transactional law clinics have adopted a wide range of models.

The Student Law Office at Northumbria University, where I work, established a Small Business Clinic in 2007.⁵⁰ The Student Law Office is an in-house advice and representation clinic supervised by Senior Lecturers who are also qualified lawyers.⁵¹ It is fully integrated into the curriculum. Students are graded on their client work and their written reflections on that work.⁵² Other

43. *Entertainment Law Clinic*, CHAPMAN UNIV. SCH. OF LAW, <http://www.chapman.edu/law/legal-clinics/entertainment-contracts.aspx> (last visited Nov. 29, 2015).
44. *Health Entrepreneurship Program*, ARIZONA STATE UNIV. COLL. OF LAW, <https://web.law.asu.edu/clinics/TheClinicalProgram/HealthcareEntrepreneurshipProgram.aspx> (last visited Nov. 29, 2015).
45. *Community Development Clinic*, UNIV. OF ALABAMA SCH. OF LAW, <http://www.law.ua.edu/academics/law-clinics/community-development-clinic/> (last visited Nov. 29, 2015).
46. Jones & Lainez, *supra* note 3.
47. Paulette J. Williams, *Cross-Cultural Teaching in the Business Law Clinic*, 76 TENN. L. REV. 437 (2008).
48. *Id.*
49. Elaine Campbell, *A Dangerous Method? Defending the Rise of Business Law Clinics in the UK*, 49 L. TCHR. 165 (2015).
50. STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2007-2008, at 22 (2008) (hereinafter SLO ANNUAL REPORT 2007) (on file with author, copy available upon request).
51. STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2014-2015, at 3 (2015), <https://www.northumbria.ac.uk/media/7202427/3742401b-student-law-office.pdf> (hereinafter SLO ANNUAL REPORT 2015).
52. STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., A GUIDE TO SLO ASSESSMENT 2015-16, at 1 (2015) (hereinafter SLO GUIDE TO ASSESSMENT) (on file with author, copy available upon request).

models of transactional law clinic include City University London's "Start-Ed," a walk-in legal advice center for startups where students are supervised by local legal professionals.⁵³ QLegal is another advice-only clinic, situated at Queen Mary, University of London, which again uses external counsel to provide supervision.⁵⁴ It specifically targets the technology startup community and provides free legal advice, workshops, and other resources (including excellent "toolkits" written by its students).⁵⁵ Liverpool John Moores University has launched a service offering drop-in free legal advice to startup businesses.⁵⁶ Clients are offered fifteen to twenty minutes of free legal advice on corporate or commercial matters from a local solicitor, shadowed by the University's undergraduate and postgraduate law students.⁵⁷ Nottingham Trent University also announced that it will offer advice to young entrepreneurs if its planned expansion of its legal advice center goes ahead.⁵⁸ Most recently, Strathclyde University Law Clinic announced, via Twitter, that it is to launch a Small Business Law Unit in 2017.⁵⁹ This transactional law clinic will specifically target those who would not be able to start a business if they did not have access to this service.⁶⁰ The students working in the clinic will be supported through its pilot stage by lawyers at global law firm DLA Piper.⁶¹ While the number of transactional law clinics in the U.K. remains modest, the emergence of these new clinics is a promising sign.

53. *StartEd Commercial Law Clinic*, CITY LAW SCH., CITY UNIV. LONDON, <http://www.city.ac.uk/law/careers/pro-bono-professional/start-ed> (last visited Nov. 29, 2015).
54. *QLegal: the Small Print for BIG IDEAS*, QUEEN MARY UNIV. OF LONDON, <http://www.qlegal.qmul.ac.uk/> (last visited Nov. 29, 2015).
55. *Advice*, QLEGAL, QUEEN MARY UNIV. OF LONDON, <http://www.qlegal.qmul.ac.uk/advice/index.html> (last visited Nov. 29, 2015).
56. Neil Hodgson, *Small Firms to Get Free Legal Help from Liverpool JMU*, LIVERPOOL ECHO (Nov. 3 2014), <http://www.liverpoolecho.co.uk/news/business/small-firms-free-legal-help-8026986>.
57. *Welcome to the School of Law's Pro Bono Service*, LIVERPOOL JOHN MOORES UNIV. SCH. OF LAW, <https://www.ljmu.ac.uk/about-us/faculties/faculty-of-arts-professional-and-social-studies/school-of-law/copy-of-pro-bono> (last visited Nov. 29, 2015).
58. Although this will not be pro bono advice. See Nick Hilborne, *Law School ABS Aims to Provide Paid-for Advice to Young Entrepreneurs*, LEGAL FUTURES (Mar. 15, 2015), <http://www.legalfutures.co.uk/latest-news/law-school-abs-aims-to-provide-paid-for-advice-to-young-entrepreneurs>.
59. University of Strathclyde Law School Law Clinic (@StrathLawClinic), TWITTER (Oct. 28, 2015, 10:42 AM), <https://twitter.com/StrathLawClinic/status/659425007681064960>.
60. University of Strathclyde Law School Law Clinic (@StrathLawClinic), TWITTER (Oct. 28, 2015, 10:43 AM), <https://twitter.com/StrathLawClinic/status/659425376456810496>.
61. University of Strathclyde Law School Law Clinic (@StrathLawClinic), TWITTER (Oct. 28, 2015, 10:43 AM), <https://twitter.com/StrathLawClinic/status/659425185003606016>.

B. The Transactional Law Clinic at Northumbria Law School

i. The Student Law Office

At Northumbria University, all students in the four-year undergraduate law degree work in the Student Law Office in their final year.⁶² Since records began in 2007⁶³, 167 final year students, on average, have worked in the Student Law Office each year.⁶⁴ They are divided into teams of six, known as firms. Different firms deal with different legal issues. They include family, crime, civil litigation, housing, employment, business and commercial, and welfare benefits.⁶⁵ Each firm is supervised by a designated Senior Lecturer who is a qualified and experienced lawyer in that legal area.⁶⁶ Students are continually assessed on the work that they do throughout the year by their supervisor. They tend to work in pairs throughout the year, although they are assessed individually. At the end of the year, each student submits a portfolio, known as a “personal file.” The file acts as a reminder to the supervisor of the work that the student has carried out while in the Student Law Office. This practical element accounts for 70% of a student’s mark.⁶⁷ The remaining 30% is made up of two 2000-word reflective essays that the students submit at the end of the year.⁶⁸ The Student Law Office is a key part of the final year of the law degree. It is compulsory and it accounts for almost 40% of a student’s final-year grade.⁶⁹

62. *Areas of Work*, NORTHUMBRIA LAW SCH., <https://www.northumbria.ac.uk/about-us/academic-departments/northumbria-law-school/study/student-law-office/areas-of-work/> (last visited Nov. 29, 2015).

63. SLO ANNUAL REPORT 2007, *supra* note 51.

64. 150 students in 2007-2008. *Id.* at 5; 171 students in 2008-2009, STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2008-2009, at 4 (2009) (on file with author, copy available upon request); “approximately 170” students in 2009-2010, STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2009-2010, at 1 (2010) (on file with author, copy available upon request); 149 students in 2010-2011 STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2010-2011, at 1 (2011) (on file with author, copy available upon request); 173 students in 2011-12, STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2011-2012, at 1 (2012) (on file with author, copy available upon request); 173 students in 2012-13 STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2012-2013, at 1 (2013) (on file with author, copy available upon request); 176 students in 2013-14 STUDENT LAW OFFICE, NORTHUMBRIA UNIV. NEWCASTLE LAW SCH., ANNUAL REPORT 2013-2014, at 1 (2013) (on file with author, copy available upon request); and 174 students in 2014-2015, SLO ANNUAL REPORT 2015, *supra* note 51.

65. *Areas of Work*, NORTHUMBRIA LAW SCH., <https://www.northumbria.ac.uk/about-us/academic-departments/northumbria-law-school/study/student-law-office/areas-of-work/> (last visited Nov. 29, 2015).

66. SLO ANNUAL REPORT 2015, *supra* note 51, at 3.

67. SLO GUIDE TO ASSESSMENT, *supra* note 52.

68. *Id.*

69. SLO ANNUAL REPORT 2015, *supra* note 51, at 3.

In the Student Law Office, we are fortunate to have two full time administrators who process client enquiries.⁷⁰ They take the contact details and brief information about the legal issue. This information is passed on to the relevant supervisors. If the supervisor believes that the enquiry may fall within their expertise and it is not too urgent or complex, they will pass that enquiry to a pair of students within their firm. The students contact the enquirer in order to arrange a fact finding interview, which is called an “initial interview.” During the initial interview, the students obtain further information about the issue. After the interview, the students will discuss the enquiry with their supervisor. The supervisor will decide whether the matter is appropriate for the Student Law Office. They will contact the enquirer within 7 days to let them know the outcome of that discussion. If the matter is accepted, the students will prepare a letter setting out the scope of the advice that they will provide. They will then prepare a Practical Legal Research Report, setting out the law relating to the client’s matter, how that law applies to the client and their concluding advice. Once the supervisor is satisfied with that advice the students invite the client to visit the office again.⁷¹ The advice is provided face to face in a meeting and in a letter that the students write after the interview. The service is free.⁷²

ii. The Business and Commercial Firms

I lead the business and commercial firms in the Student Law Office. The services we provide can be broken down into three distinct areas: company, commercial, and intellectual property advice. Under the company heading, clients typically require assistance choosing a legal structure for their business, charity, or social enterprise, advice on corporate governance issues such as directors’ duties and statutory requirements relating to business administration. Commercial work is wide-ranging. Examples include drafting a set of terms and conditions of sale or an acceptable use policy for a website, as well as general e-commerce and consumer advice. It can also encompass data protection and confidentiality issues. With intellectual property matters, students regularly advise on copyright, trademarks, design rights, and patents. Registering trademarks is a common field of inquiry, as is general brand protection and suspicion that a third party has “stolen” a client’s concept.

The number of inquiries our transactional law clinic receives has increased at a steady but encouraging pace. For example, during its first year, in 2007, the clinic received 25 inquiries. By contrast, in the 2013/14 academic year there were 42 inquiries.

70. *Id.* at 3. On the whole, inquiries are made through email and telephone. The Student Law Office has its own email address and telephone number like any other law firm.

71. Work goes through many drafts before it is ready to be released to the client or another third party. This is one of the pedagogic benefits of experiential education—the students receive “live” feedback which they can apply immediately and see the outcome of that process.

72. Clients must pay for any disbursements, for example trademark and company registration fees and court fees.

a. How Do We Select Clients?

Five years ago, when I was first appointed to lead the business and commercial firms, they were known as the “small business” firms. I changed the title, because I wanted the name to reflect the fact that our clinic did not serve just small entities. Rather, we encourage businesses of all sizes and means to make an inquiry to see if we are able to assist. We do not inquire into our clients’ finances or ability to pay a private lawyer. This means that many, although not all, of the businesses we serve are medium or even high income. This is a major departure from U.S. transactional law clinics, which work with “economically disadvantaged clients.”⁷³

When we are faced with a new inquiry, my primary concern is whether the inquiry is suitable for my students to work on. It is a judgment call that takes into consideration the educational value of the inquiry and the welfare of the students who will be asked to work on it. I ask myself the following questions: Are the legal issues too complex for students to deal with? Will I end up doing all of the substantive work? Are the time constraints too demanding?

b. If Some Clients Can Afford to Pay, Why Is It a Free Service?

I have been asked on a number of occasions why we do not charge clients who could afford to pay for a lawyer. There are two reasons we continue to provide a pro bono service. First, the Student Law Office is a safe environment that allows students to develop, practically and personally, at a generally comfortable pace. Clients are informed verbally and in writing that students will require time to research the issues at hand and that all work must be checked by their supervisor. They know that the service will be slower than if they were paying a private lawyer. In an earlier life, when I was a transactional lawyer at a national law firm, I would have prepared a set of website terms of use for a client within an hour. It would be accompanied by a covering email setting out the key points. As a clinician, I have the privilege of seeing a pair of students go on a journey—having no clue what a set of website terms of use looks like, then finding useful precedents, then making decisions as to the appropriate clauses, then working through my feedback and preparing a second draft (and perhaps another), then explaining those clauses to the client, and finally finding the right structure, style, and tone for their covering email when they eventually send the terms to the client. This will take, on average, three to four weeks. Sometimes it will take longer. My concern is that journeys of discovery, like this example, and the pedagogic power of the live clinic will be curtailed if there is the added pressure of a paying client.

Second, our clients tell us that if we were not available as a resource they would simply not see a lawyer at all. They make the point that if it is a choice between paying a sum of money to a lawyer or risking a problem later down the line, they prefer to take the risk. Of course, clients do not come to the Student Law Office if they have extensive and complex transactional needs. Those

73. Susan R. Jones, *Promoting Social and Economic Justice Through Interdisciplinary Work in Transactional Law*, 14 WASH. U. J.L. & POL'Y 249 (2004), 249.

clients will always choose to pay experienced lawyers to act on their behalf. However, the clients whom we serve tell us that if it is a choice between paying a modest sum for advice or saving that money (using it to pay an employee a bonus or to fund the production of more stock, for example) and hoping that issues will not arise in the future, they will choose the latter. Providing a pro-bono service to those clients gives them access to a resource that can ultimately mean that their liability and the potential for future litigation is reduced.⁷⁴

III: The Value of Transactional Law Clinics

As Korsuri notes, clinical legal education tends to focus on words like “poverty” and “indigency,” but rarely “business” and “profit.”⁷⁵ The benefits of providing access to justice for the most disadvantaged in society are clear. Live-client clinics that focus on helping the poor are surely even more important given the loss of government-funded support. Yet, there are lessons that transactional law clinics can offer that clinics for underrepresented individuals do not. There are a number of practice and ethical issues that arise in transactional law clinics that do not in clinics for the poor. In addition, transactional law clinics can be at the heart of improving economic prosperity. This in itself is a social good.

A. Lessons for Law Students

i. Ethical Training

Clinical legal education is arguably a safe and effective tool through which to explore the standards expected of legal professionals. As Moliterno notes, “Connecting substantive law with professional responsibility merely presents students with connections between, for example, tort law and contingent fees But a broad-based skills/ethics connection gives students something much more immediate and compelling”⁷⁶ In an age when lawyers are being accused of preparing sham contracts,⁷⁷ making racist phone calls,⁷⁸ and breaching confidentiality agreements,⁷⁹ one could argue that ethical training by way of experiential learning is an absolute requirement for law graduates.

74. This is what Jones & Lainez, *supra* note 3, at 104, call the “added value” that transactional law clinics can offer.

75. Praveen Kosuri, *Clinical Legal Education at a Generational Crossroads: X Marks the Spot*, 17 CLINICAL L. REV. 205, 214 (2010).

76. James E. Moliterno, *On the Future of Integration between Skills and Ethics Teaching: Clinical Legal Education in the Year 2010*, 46 J. LEGAL EDUC. 67 (1996).

77. Martha Neil, *Attorney Faces Ethics Complaint Over ‘Sham’ Contract Drafted in Campaign-Finance Case*, ABA J. (Sept. 15, 2015, 5:15 AM), http://www.abajournal.com/news/article/attorney_faces_ethics_complaint_over_sham_contract_drafted_in_campaign-fina.

78. Debra Cassens Weiss, *Lawyer Left Abusive F-Bomb Voice Mails, Ethics Complaint Alleges; He Decries ‘Ridiculousness’*, ABA J. (Sept. 9, 2015, 6:45 AM), http://www.abajournal.com/news/article/lawyer_left_abusive_f_bomb_emails_ethics_complaint_alleges_he_decries_ridic/.

79. Debra Cassens Weiss, *Lawyer Says Concern for Safety of His Clients Motivated His Leak of*

Gouvin, an academic with a practice background in transactional lawyering, has expressed his fears that law schools are limiting their students' exposure to professional values.⁸⁰ He concludes that teaching is "skewed toward litigation practice and gives short shrift to transactional practice."⁸¹ Transactional law clinics can redress the balance.

The issue of multiparty clients is one of the more common ethical issues that students working in transactional law clinics face. Take, for example, the case of two sisters who have set up a property development business and come to the clinic for advice. The business is a registered company. The sisters have differing views as to the short-term goals for the business. In terms of basic procedure, the students in the clinic will need to determine whom to take instructions from, who owns the business, where (and to whom) correspondence should be addressed, and which person will sign the retainer. Then there are the more subtle issues. What happens if at a later date the students can speak to only one sister and cannot contact the other? What if the students check the register of companies and discover that the information they have been given is incorrect? What if the sisters provide conflicting instructions? What if one sister discloses to the students that she went to see another lawyer? All of the problems presented in this example are real issues that students (and I) have encountered in our transactional law clinic.⁸²

Another major challenge arises when an individual incorrectly presents as a figure of authority for a company. This happened recently in our clinic. The individual contacted the clinic and asked for advice on a number of issues relating to a registered company. He sent emails from a company account and his name was on the company website. However, when the students researched the company they discovered that the individual was an assistant and not a director. Therefore, that person did not have authority to instruct the clinic to act on behalf of the company. In these circumstances, we ask a company director to contact us and provide confirmation that we have authority to act. However, there are times when that does not occur⁸³ but the person who originally contacted the clinic still expects the legal advice to be given. The students are then left with an ethical dilemma. They have spoken to and built up a rapport with an individual who has a role within a company. They want to assist that person and help that company. Yet, professional ethics demands that they refrain from providing legal assistance in this circumstance. They have no

Confidential Documents (Aug. 11, 2015, 10:30 AM), http://www.abajournal.com/news/article/lawyer_says_concern_for_safety_of_his_clients_motivated_his_leak_of_confide.

80. Eric J. Gouvin, *Teaching Business Lawyering in Law Schools: A Candid Assessment of the Challenges and Some Suggestions for Moving Ahead*, 78 UMKC L. REV. 429, 430 (2009).

81. *Id.*

82. Hauber notes that client identification is "particularly challenging" when neighborhood groups and/or community coalitions are concerned. Laurie Hauber, *Complex Projects in a Transactional Law Clinic*, 18 J. AFFORDABLE HOUSING & COMMUNITY DEV. L. 247, 249 (2009).

83. Often clients are too busy to attend the office or it is merely an oversight.

evidence to suggest that those who direct the company are happy for the legal advice to be given. Explaining this to the individual (without causing offense by suggesting a lack of sufficient standing) can be a challenging conversation for the students. Nevertheless, it can also be an excellent learning experience. They can reflect on the potential consequences for themselves, their supervisor, and the clinic if they were to proceed with little regard for professional ethics.

We need judicious and farsighted graduates in our law firms and in the business world. Transactional law clinics can shine a spotlight on issues that are unseen in clinics that focus on poor individuals. Taking responsibility for finding an ethically sound solution to problems such as those I have highlighted above goes some way, I would argue, to creating shrewd and ethically minded law graduates.

ii. Project Management

Clinics for the poor tend to focus on helping an individual client with a problem. A client may be in dispute with a landlord or employer, or may require representation in court in a criminal matter. In contrast, transactional law clinic clients rarely present with a problem. Instead, they often want to know how to go about doing something. This could be company incorporation, setting up a franchise, or registering intellectual property. Alternatively, clients come to the clinic not entirely sure what they require. In those circumstances, we can review the company structure and its documents and then provide the requisite advice.

This means that law students working in the transactional law clinic can become skilled in project management. Rather than assisting the client with an issue, the students work on a project that has the client's business at its center. In my clinic, we will frequently advise one company on a number of matters. For example, a company may require a set of website terms of use, a data protection policy, advice on trademark registration and advice on corporate governance. Four students from the same firm will divide these tasks among them, each taking responsibility for a part of the overall project. They must then work together to make sure that any documentation they prepare for the company has the same look and feel, set deadlines and synchronize the delivery of their advice, communicate with one another so they all understand what is happening and when, and communicate with me so that I know how the project is being managed. This provides students with experience of handling and executing each phase of a successful transaction.

iii. Networking With Other Professionals and Potential Clients

Law graduates should be able to build connections with other professionals, for example, accountants, tax specialists, and fellow lawyers. In my experience, transactional law clinics can assist in the development of networking skills in two ways. First, in my clinic we are able to give advice on company, commercial, and intellectual property matters, but as a transactional lawyer I do not have the expertise to advise on employment or commercial property matters.

Nor do I have the knowledge to pursue or defend a litigious claim. In these circumstances, my students will work with other clinicians who specialize in those areas. They will also work with those clinicians' students. This is much like private practice, in which lawyers of different specialties come together to provide multifaceted advice to a client. Second, networking events are a regular feature of the business world. My students are frequently invited to attend external events and to explain the type of work that they undertake in the clinic. One such event is the annual "Inspiring Entrepreneurs" evening at the Newcastle Business & Intellectual Property Centre.⁸⁴ The British Library in London live-streams a question-and-answer session with a panel of Britain's most well-known entrepreneurs, who share their expert knowledge with the audience.⁸⁵ Our students, although many miles away from London, are still able to interact with the panel and the audience by way of social media. After the broadcast, they can speak to local entrepreneurs and professionals who have also attended the event. Occasionally a student will speak at an event to a business owner who later comes to the clinic and receives advice from that student. Networking opportunities are normally reserved for graduates who are expected to make connections and build business for their firm. Transactional law clinics can replicate this process and provide openings for students to learn both how to network and the value of networking for professionals.

B. Improving Economic Prosperity for the Country

My students are often surprised to learn that 99.9% of the five million private enterprises in the United Kingdom are small to medium-size businesses.⁸⁶ The success or failure of these enterprises is directly linked with the prosperity of the country. A thriving business community means a strong economy, which in itself brings investment and employment opportunities. When businesses fail, the community at large—the job-seekers, the tourist industry, and the charities that receive sponsorship from local business—suffers. In a speech to the Confederation of British Industry (CBI) in 2013, CBI President Sir Mike Rake noted that U.K. business had the same ambitions as those that our

84. The Business & IP Centre in Newcastle is the U.K.'s first regional Business & IP Centre. It opened in 2011. The main Business & IP Centre is based at the British Library, London. Given the success of the Business & IP Centre in Newcastle, the British Library now works with library authorities in Birmingham, Leeds, Liverpool, Manchester, Sheffield, Exeter, and Northampton. See *About, BUS. & IP CTR. NEWCASTLE*, <http://www.bipcnewcastle.co.uk/about-business-and-ip-centre/> (last visited Nov. 29, 2015).
85. Panel members have included Emma Bridgewater, various "dragons" from the television show "Dragons' Den," Sir Charles Dunstone, and Anya Hindmarch. See, e.g., *Inspiring Entrepreneurs: Question Time with Deborah Meaden*, BUS. & IP CTR. NEWCASTLE (Nov. 18, 2015).
86. A small business has fewer than fifty employees and less than €10 million turnover. A medium-size business has fewer than 250 employees and less than €50 million turnover. See *What Is an SME?*, EUROPEAN COMM'N, http://ec.europa.eu/enterprise/policies/sme/facts-figures-analysis/sme-definition/index_en.htm (last updated Nov. 26, 2015).

three main political parties put forward.⁸⁷ He said, “We want the economy to grow and to keep growing, we want there to be investment, job creation and prosperity, we want the standard of living to rise, for youth unemployment to reduce dramatically, and we want strong economies in the regions and devolved nations with healthy backstreets and resilient high streets.”⁸⁸

An (anonymized) example from my own clinical experience highlights how support from a transactional law clinic can have a tangible effect on investment, job creation, and prosperity. Imagine that you are a thirty-year-old woman with a family who is running a successful online business, mostly from home. You employ one assistant to help you field inquiries and keep up to date administratively. You are looking to expand. New premises and international trading are in your business plan for the next twelve months. The business, a registered company, has a strong annual turnover. You would like help with trademark registration and understanding how the law protects consumers. This may include having a set of terms and conditions drafted for your website. You do have funds available to engage a private-practice commercial law firm to do this work. However, you would pay approximately £3000 (\$4436). You come to the clinic and, over the course of an academic year, you are provided with the advice that you require. You use the money saved to move into new premises and set up a new business. That business starts to trade in Asia. You come back to the clinic for further intellectual property advice. The money you save goes toward funding a graduate student as a marketing assistant.

By helping businesses, clinics can have positive impacts on their local communities by promoting long-term sustainability and economy prosperity.⁸⁹ Even Dubin, a fierce proponent of legal clinics for the poor,⁹⁰ mentions the suffering of the urban and rural communities of San Antonio and South Texas from a lack of support in matters involving “housing stock creation, job and small business development, affordable childcare, job training and credit access, among others.”⁹¹ Transactional law clinics may have a plethora of different names, but they are all community and economic development clinics one way or another.

Conclusion

In writing this article I hope to have gone some way toward enhancing our understanding of the virtues of transactional law clinics. I have presented a small selection of the lessons that transactional law clinics can offer to law students. I am also confident that the benefits for clients go beyond the

87. Sir Mike Rake, President, Confederation of British Indus., Remarks at CBI Annual Conference (Nov. 4, 2013), http://www.cbi.org.uk/media/2453658/sir_mike_rake_speech_ac13_04.11.13.pdf.

88. *Id.*

89. Campbell, *supra* note 49, at 174.

90. Jon C. Dubin, *Clinical Design for Social Justice Imperatives*, 51 S.M.U. L. REV. 1461 (1998).

91. *Id.* at 1493.

example of economic prosperity that I have provided. Notwithstanding these limitations, this article aims to offer an insight into the value of transactional law clinics, even in a time of reduced access to free legal support for individuals. It also adds to a growing body of literature that looks at transactional law clinics from a U.K. perspective. The challenge is now for other U.K. clinicians to move the debate forward.