

# The 'General Counsel' Model

*Schulte Roth adopts an unusual version of comprehensive pro bono assistance to nonprofit organizations.*



NYLJ PHOTO/RICK KOPSTEIN

From left, Daniel L. Greenberg, Ophelia Dahl and Dr. Paul Farmer

**D**ANIEL L. Greenberg means to prevent the sort of managerial chaos that can easily hobble a public service mission that fails to take care of business.

Mr. Greenberg, special counsel at Schulte Roth & Zabel since April 2005, has adopted for his firm a rare model of comprehensive pro bono assistance to nonprofit organizations.

The "general counsel" model, as he calls it, should make life easier for agencies such as Partners in Health, the Boston-based provider of medical care to impoverished villages around the world. The agency was the first beneficiary Mr. Greenberg brought to Schulte Roth, which provides an on-call relationship with lawyers across all practice areas.

"This model says that you build a relationship with the [nonprofit] organization, where the firm gets to know it and becomes involved

in the life of the organization over time and change," said Mr. Greenberg.

While nonprofits have the occasional need of litigation—long a practice area full of pro bono opportunity—most have even greater need of transactional counsel, said Mr. Greenberg.

Typically, he said, only about 20 percent of lawyers at a large commercial firm are litigators, leaving the rest with only "ad hoc" pro bono opportunities.

As the former head of the nonprofit Legal Aid Society of New York, the logical outgrowth of his involvement in social change movements of the 1960s, Mr. Greenberg has personal familiarity with the mindset of idealists thrust into the role of boss, with all attendant and often undesired responsibilities.

"They're instantly thrown into problems such as a lease about to expire, or whether



FOUNDED in Boston 20 years ago to deliver basic medical care to the poorest citizens of **Haiti**, PARTNERS IN HEALTH now operates in seven additional countries: **Peru, Russia, Mexico, Rwanda, Lesotho, Malawi** and the **United States**.

The organization's aim is "medical and moral...rather than charity alone," according to the partnership mission statement.

A yearly budget of approximately \$50 million funds some 6,000 physicians and support staff attending to 2 million patient visits annually, along with thousands of community meetings, workshops, training sessions and home visitations.

Key to the partnership's success, according to executive director Ophelia Dahl, is the practice of training and employing cadres of local health workers to perpetuate the organization's mission beyond the vision and energy of its co-founder, Dr. Paul Farmer of Harvard University.

Partnership initiatives include:

- The Clinique Bon Sauveur in Cange, Haiti, which grew from a two-room clinic in 1985 to a full-fledged hospital.
- Expansion of tuberculosis treatment efforts in Tomsk, Siberia, and Carabayllo, Peru—as well as Boston, through the Division of Social Medicine and Health Inequalities at Brigham and Women's Hospital.
- Antiretroviral therapy projects in two districts of rural Rwanda, as well as new HIV treatment programs in Peru, Russia and Haiti.
- Peer prevention training for in Boston for Latinos in early recovery from substance abuse.

— Thomas Adcock

some employee is performing well enough, or other sorts of business issues they've spent their whole lives avoiding," Mr. Greenberg explained.

Absent the steady hand of a law firm full of transactional attorneys who dedicate their professional lives to those business issues, trouble will soon find a way to the idealist, as illustrated by two of Mr. Greenberg's own sorry experiences:

- While a professor at Harvard Law School in the early 1990s, Mr. Greenberg responded to call for help from his sister-in-law, Kristin Nelson, who was involved in the earliest days of Partners in Health and now serves as deputy to the executive director. It seemed that the co-founder, the visionary physician Paul Farmer, had run afoul of Massachusetts vehicle ownership law.

As informal counsel to Dr. Farmer's nascent mission, Mr. Greenberg appeared in the Somerville District Court when his client's unregistered, uninsured car was seized by police. Never mind that Dr. Farmer had just received a so-called "genius grant," bestowed upon some 30 Americans each year who show "exceptional merit and promise for continued and enhanced creative work," according to the MacArthur Fellows Program.

"You can't imagine what a hodgepodge the organization was at that stage," said Mr. Greenberg of Partners in Health.

- In June 2004, Mr. Greenberg resigned as president and chief attorney of Legal Aid when he became the focus of anger over budget cuts, and when Mayor Michael R. Bloomberg and John Feinblatt, the city's criminal justice coordinator, questioned the society's fiscal management practices.

"So a lot of my thinking on this new model comes from my own experience at Legal Aid," said Mr. Greenberg. Despite heading up the agency, he acknowledged, "business was not my forte."

Now Schulte Roth has provided three New York nonprofits in addition to Partners in Health with comprehensive legal services: Sanctuary for Families, assisting victims of domestic violence; Shoes4Africa, providing running shoes and AIDS education to the continent; and the Coalition for Asian American Children and Families, providing health and educational service to immigrants.

All four agencies receive a variety of counsel on topics including real estate, charitable incorporation, intellectual property, tax structuring and international contracts, leaving busy idealists-cum-execu-



NYLJ PHOTO/RICK KOPSTEIN

**Dr. Paul Farmer chats with, from left, Schulte Roth attorney Judith Kurzweil, legal assistant Sandra Massey and attorney Sara Solfanelli.**

tives to concentrate on their strengths.

Two such people—the globe-trotting Dr. Farmer and Ophelia Dahl, executive director of Partners in Health—dropped by Schulte Roth headquarters one morning earlier this month to thank partners and associates for their volunteer service.

"It's been extraordinary to have a big law firm as our champion and advocate," said Ms. Dahl. "We've had lawyers help us in the past, but it's been one lawyer at a time. Like doctors, they don't know everything about all medicines.

"And it's not as though we're a secondary client. It's not, 'Oh, when we have the time we'll get back to you,'" she said further. "We have the full attention of the firm on IP issues, mostly, and in doing business as a nonprofit in Africa. Can you imagine the complexity? There are quite sensitive human resource issues involved. And yet the Schulte Roth lawyers always straight-away ask us what the best outcome for us would look like—as opposed to a lot of people in the legal profession who just tell you what the result is going to be."

Ms. Dahl added, "We wanted to thank our lawyers personally. It's so easy when

we're back in Boston to forget what Schulte Roth does to keep our organization running smoothly, the meticulous and rather clever things they do, and how Danny [Greenberg] keeps his ear to the ground for us. There is absolutely no way that our organization could afford service like that."

Soon after their visit, Ms. Dahl returned to her Boston office. After giving his pitch to this year's crop of summer associates at Schulte Roth, Dr. Farmer headed off to the airport for his flight to Rwanda, where he lives and practices medicine when not doing the same in Haiti.

In these countries, Dr. Farmer and his fellow doctors often climb roadless hillsides to attend to the mission of treating at least some of the 10 million people worldwide that he said die each year of treatable disease.

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