Practical Lessons
WNEC Students, Budding Entrepreneurs Help Each Other Reach Their Potential

By GEORGE O’BRIEN

A unique program involving students at Western New England College School of Law and entrepreneurs in the Springfield Enterprise Center is providing valuable, real-life lessons for the former, and much-needed legal assistance for the latter.

Eric Gouvin says that for years now, law students at schools across the country have been engaged in what is known as “experiential learning,” or what amounts to learning by doing.

The concept has provided an effective bridge between the classroom and the courtroom, said Gouvin, a professor of Law at Western New England College and associate dean of Administration, Alumni, and Career Services, who noted that practicing law is much different than reading about it in a book.

But historically, the vast majority of experiential learning programs have involved litigation — practical experience arguing a case before a judge or jury — and Gouvin, a business law specialist, has long desired a clinical format that would provide his students with practical experience in dealing with the myriad aspects of that broad area of the law.

And he wanted to do it without stepping on the toes of those lawyers already working for a living.

After exploring and ultimately rejecting a number of options, Gouvin found what he considers a perfect laboratory for his students — the business incubators in the Springfield Enterprise Center (SEC) at Springfield Technical Community College.

The SEC has two incubators: one for students, and the other for ‘graduates,’ entrepreneurs who have established businesses and are engaged in taking them to the next level. The common denominator in both facilities is a group of aspiring individuals who could use some help from the legal profession — and often don’t have the wherewithal to pay for it.

“It’s a captive audience in a way,” Gouvin said of the tenant mix in the SEC’s incubators, adding that the program he has created is the hands-on aspect of a class titled Small Business Clinic. The course, which also includes reading and lectures from Gouvin and a host of area business leaders and lawyers, is a unique hybrid (believed to the school’s first) that involves students in WNEC’s schools of Law and Business, who provide a wide range of services, free of charge, to SEC tenants.

MBA candidates provide services that include accounting, tax planning, and business valuation, while the law students become involved in everything from employee handbooks to choosing a business classification, protection of intellectual property to securing a patent.

Deborah King, director of the business incubator, says the collaborative with WNEC provides a effective complement to the consultative services already provided by the staff at the SEC and a 35-member advisory board. She said the SEC was created to provide fledgling companies with the technical support needed to survive the rugged first years in business.

“Our tenants have to do a lot of bootstrapping,” said King. “That’s why this program works so well. Most of the tenants don’t have the ability to pay for legal services, but they really need them. We have some lawyers on the advisory board, and they and others provide some basic legal advice. But to have some second- and third-year law students working with you for an entire semester — that’s a tremendous asset.”

For the students, the clinic provides an opportunity to go beyond what’s in the textbook, and also to gain valuable experience working for a client — something one can’t do in a classroom.

“Experiencing the challenges and joys of working with a client is what makes lawyering real,” said Amy Munnings, who took the class last spring, graduated from WNEC Law in May, and now has a date with the bar exam. “That’s what made the clinic so valuable for me.”

Case in Point
In his course outline, Gouvin sends a direct message to his students about what they’re up against in Small Business Clinic. “This course actually involves you in practicing law,” he writes. “It is very serious stuff, and it will demand a lot of time and effort.”

He also describes the course as a bridge between law school and a law practice. In the latter setting, he told BusinessWest, lawyers continue the process of teaching themselves. And he wants them to begin getting practice doing just that as they provide a host of services to the business owners in the SEC.

Referring to business lawyers — good ones, anyway — as “problem solvers,” Gouvin said they are part of a team of professionals...
that business owners need to make their ventures successful. Sensing that young lawyers could become better problem solvers with more practical experience in the trenches, he sought a way to provide that hands-on work.

“When I was in law school, I knew I wanted to be a business lawyer, but I knew there were no opportunities for people with that orientation to learn by doing. When I became a law professor, I said, ‘why not?’”

His first endeavor was a simulation course, one that created a hypothetical business and dealt with its hypothetical problems. But he ultimately decided this wasn’t real enough. His next inclination was to approach area microlenders to see if his students could act as their lawyers in some of the deals they made. The lenders were enthusiastic, but Gouvin was worried that he would not have a predictable flow of cases.

Eventually, Gouvin discussed the matter with Russell Denver, president of the Affiliated Chambers of Commerce of Greater Springfield, who eventually put him touch with Thomas Goodrow, vice president of Economic and Business Development at STCC. The two put the wheels in motion for a program that both organizations are calling a classic win-win.

The primary beneficiaries are the tenants in the incubators, said King, noting that businesses in the SEC have been involved in other collaboratives, including one with Springfield College that involves students in its marketing program. The collaborative with the two schools at WNEC — Law and Business — takes the practical and technical assistance being offered to SEC tenants to a higher plane, she said.

There are now nine businesses in the SEC, said King, and they cross a number of business sectors. There are several technology-oriented companies, a firm selling Russian herbs, another that makes customized umbrellas, and a recent addition that has patented a new kind of skateboard wheel.

Each tenant has some specific needs, she said, but there are many legal matters common to all small businesses, said King, noting that businesses have been provided with assistance in a number of areas, particularly contracts, employment law issues such as benefits and policies, and work with patents and copyrights.

When first offered a year ago, the clinic involved only entrepreneurs in the student incubator, said King, adding that for this summer, two companies — Banana Publishing and C2C Communications — located in the larger business incubator were added to provide a broader range of work to students and assist other, more established businesses.

**Firm Grasp**

Describing his role with the class, Gouvin said he acts essentially as a partner in each of the “law firms” set up for the course.

The six students are divided into three firms, he explained, and each company is assigned two businesses in the SEC. For the 15 weeks of the spring semester, the students act essentially as legal counsel for the businesses to which they are assigned.

Because students are not actually lawyers, their work must be reviewed and approved by an individual who is licensed — in this case, Gouvin — before it can be considered “client-ready.”

The process begins with an introductory meeting, at which the students and business owners are thoroughly versed about what each can expect from the other. Individual interviews are then conducted between firms and their clients, said Gouvin, in a manner similar to the way it would happen if the companies in question were paying for the services.

“Any time a business begins a relationship with a lawyer or firm, there is a meeting to familiarize the lawyer with the company, its goals, and what its short- and long-term needs are,” he explained, adding that the clinic is premised on the idea that business lawyers must not only master the legal knowledge and analysis necessary for competent performance, but they must also understand the needs of their clients, the underlying business, and entrepreneurship in general.

After the initial meeting — which is conducted in the SEC’s Deliso Videoconferencing Center and reviewed by Gouvin — students then get to work on specific projects assigned by the clients. Most of the issues to be raised will be typical of what actual lawyers see from clients in the start-up phase of their enterprise, said Gouvin. These include choice-of-entity decisions, employment matters, intellectual property issues, and review of contracts for the sale of goods and services.

At Banana Publishing Inc. (BPI), a now three-year-old enterprise, there is a long list of projects already underway, said company President Stephen Cosenke, who told BusinessWest that by semester’s end, he expects that his business will have received some valuable service, and the students will have gained some invaluable experience.

The company, which publishes phone books that cross the Massachusetts/Connecticut border, has assigned its students the task of reviewing copyright issues, especially those pertaining to photographs BPI may want to use on its covers. Also, the company has requested a thorough review of its employee manual to make sure that it is current with the many changes in employment law, and it has also sought review of car-allocation policies and a profit-sharing proposal.

“I think this is a great program,” said Cosenke, noting that the company made use of a Springfield law firm to handle the many business-formation issues to arise, but has not sought legal assistance lately, preferring instead to focus on the product and market penetration. “We just started a few weeks ago, but I can already see that this is going to benefit our company and the students.”

Gouvin said that while the first semester of the program went well, he has already identified many areas for improvement, and believes there will be more tweaking to maximize the experience for both the students and their clients.

Part of that tweaking involved setting priorities for the work, so that those firms who really needed legal assistance — as opposed to help from the MBA students — were scheduled accordingly.

“Some of the people that didn’t really need legal help we handled first anyway, so that was a little frustrating for my students,” Gouvin said of the first semester.

“And with some of the people who really had some interesting issues, we didn’t get to them until the end, so we couldn’t really get them what they needed. So this spring, we did a little triage in a way.”

**Final Exam**

Students participating in the collaborative do not get paid for their services, said Gouvin, but they do keep track of their time and bill clients — an exercise which actually benefits both parties.

“Law students should get in the habit of keeping track of their hours and understanding the business aspect of this profession,” he said. “Meanwhile, these business owners should understand that legal services cost money — and they’ll have to pay for them down the road.” Those lessons are among the many that this unique program provides. As Gouvin said, the exercise amounts to learning by doing, and in this case that means both the budding entrepreneur and the lawyer-in-waiting.

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