

WAIVING THE ATTORNEY-CLIENT PRIVILEGE BY PLACING ADVICE OF COUNSEL IN ISSUE

You have been the very picture of prudence. You run every important decision by your primo outside counsel so that, if anything goes wrong, you have a chip shot "advice of counsel" defense. Well, something has gone wrong. Your tax shelter goes awry. Your securities filings are attacked. Your internal investigation is challenged. Your interpretation of a contract is held in bad faith. Your lawyers send in the A-team litigators for your defense. So far, so good. But wait! The plaintiff has subpoenaed your trial lawyers' firm? What's this business about implied waiver?

By John K. Villa

Author of Corporate Counsel Guidelines, published by ACCA and West



John K. Villa is a partner with Williams & Connolly LLP in Washington, DC. He specializes in corporate litigation (civil and criminal) involving financial services, directors', officers', and lawyers' liabilities, and related issues. He is an adjunct professor at Georgetown Law School and a regular lecturer for ACCA. He is also the author of *Corporate Counsel Guidelines*, published by ACCA and West. He is available at JVilla@wc.com.

Most lawyers know or should know that expressly invoking advice of counsel as an element of their client's defense will be deemed at least a partial waiver of the attorney-client privilege.¹ The jurisprudential principle on which this rule is

based, however, has been applied more broadly and inconsistently to situations in which the client has merely asserted an innocent state of mind. For example, the implied waiver theory has been applied in cases in which the client's position in practical effect relies upon the lawyer's advice even if the client expressly disavows reliance on counsel. Well-counseled corporations who run major matters by their lawyers and expect to rely upon the lawyers' advice must therefore consider the effect that this reliance may have on their ultimate ability to protect their lawyers' advice from prying eyes in the event of litigation over the propriety of the underlying corporate decision and the limitations that it may impose on their selection of trial counsel.

Any informed treatment of the general topic of waiver of privilege in the corporate context must also identify several other related risks that we will raise here but leave to another day for a more extensive analysis: the *Garner* doctrine, which can permit a shareholder in a derivative action, upon a showing of "good cause," to discover communications between a corporation's management and its counsel (both inside and outside); the new Department of Justice ("DOJ") guideline that may condition favorable treatment of the corporate client upon waiver of the attorney-client privilege;² and the prohibition in Model Rule 3.7 of a lawyer appearing as an advocate in a case in which the lawyer is likely to be a necessary witness.

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