

**Guide to Making the Most
of Your**

**FRACTIONAL
GENERAL
COUNSEL**

CEO LAW CANADA

Commonly, business leaders struggle to decide when to hire their first in-house lawyer. Sometimes, you're not sure if you have enough work for a full-time resource. More often, you're simply too busy to consider how a dedicated lawyer could support the growth of your business. The result is typically a reactive legal strategy, that uses expensive external law firms, and overpays for resources to get up to speed each time they're engaged.

While it may be true that not every company requires a full-time General Counsel, having someone dedicated to building and supporting your company's legal strategy will ensure the right balance between working on proactive risk management, and handling reactive, time-sensitive matters that are most efficiently handled by someone who already understands your business. Today, many companies are turning to Fractional General Counsel as the solution.

With a Fractional General Counsel, you get access to a dedicated legal resource you can trust, without full-time commitment. You'll free up your own time to focus on growing your business, while maintaining peace of mind that a customized legal strategy is being built and executed by a lawyer who is integrated with your team.

CEO Law makes senior, Bay Street trained lawyers, with in-house experience, available to businesses starting at a commitment as little as one-day per month. Companies have the flexibility to scale-up to meet short-term demands, or as your business grows, and always have an experienced resource actively supporting your ongoing needs. Each engagement begins with a 60-minute strategy meeting between the client and the lawyer that sets a framework for how the lawyer will support the client. Additionally, scheduled monthly check-ins with both the lawyer and a dedicated account manager make certain that the engagement stays on track, even if priorities shift. The process is designed to have maximum impact on the companies CEO Law serves, while minimizing the amount of time you need to spend thinking about legal.

Recognizing that most corporate leaders aren't able to allocate the time necessary to know what your business should prioritize from a legal or risk management perspective, we've put together this document to help you understand **10 ways your Fractional General Counsel can help.**

#1

CORPORATE SUPPORT

A Fractional General Counsel can help with a wide range of corporate matters, from the required annual filings for your corporation, to minute book management - including managing your cap table, articles, bylaws, resolutions, shareholders agreements, and any other minute book materials. Other corporate support might include acting as corporate secretary at your board meetings, papering all director and shareholder resolutions, handling all shared ownership matters including any issuance of shares, any revisions to shareholder agreements including the addition of new shareholders, and managing employee stock option plans, or other incentive plans that will impact your cap table.

#2

COMMERCIAL SUPPORT

Commonly, Fractional General Counsel will support your sales team in the review and negotiation of customer contracts, in line with organizational standards your Fractional General Counsel will help you establish. Additional commercial support can include drafting, revising, and negotiating supplier contracts, partnership agreements, media and marketing agreements, and any other commercial agreements.

#3

EMPLOYMENT AND LABOUR MATTERS

Any company with employees, unionized labour, or contractors will need access to a lawyer to review employee and contractor agreements, handle performance management related issues, support terminations and manage workplace related claims (human rights, harassment, tribunals). When working with contractors, you also need to be protected from tests, which may be imposed by a judge or the CRA, that could see you exposed to the risk of having your contractors deemed to be employees. Companies working with unionized staff require specialized support from an experienced labour lawyer.

#4

IT AND TECHNOLOGY MATTERS

With technology at the forefront of nearly everything we do, IT and technology related matters are sure to be a core responsibility of your Fractional General Counsel. IT related customer and supplier contracts, privacy policies, terms of use, and website related legal requirements will need to be drafted or reviewed for almost any company. As an ever-evolving area of practice, with AI as the most recent topic requiring extra consideration, IT and technology legal expertise is critically important to companies when it comes to managing risk.

#5

REAL ESTATE MATTERS

While commercial lease reviews are often the most common real estate task for Fractional General Counsel, your Fractional General Counsel also can support a range of other real-estate projects including the purchase and sale of property, construction, development, liens, and municipal law matters.

#6

INTELLECTUAL PROPERTY MATTERS

Neglecting intellectual property matters can create unnecessary risk for your growing business. Having a Fractional General Counsel experienced in patent and trademark management will allow your company to stay on top of IP matters, and ensure you're protected against IP related risks.

#7

LITIGATION MANAGEMENT

Most companies hope to avoid litigation, but disputes can be unavoidable without a proactive plan carried out by a dedicated resource. Fractional General Counsel can send demand letters, manage collection risk, and support internal workplace investigations. They're also typically skilled in litigation management if a matter escalates to a statement of claim or statement of defence and a specialized litigator is required.

#8

TRANSACTIONAL SUPPORT

Transactional work can come in many forms, but companies with growth aspirations will likely require legal support to manage any number of the following activities:

- Raising funds - i.e. debt, equity, convertible debt, SAFEs
- Purchasing a business
- Selling a business
- Share purchase agreements
- Asset purchase agreements
- Joint ventures and partnerships
- Franchising or licensing arrangements

#9

US AND INTERNATIONAL MATTERS

For Canadian companies operating outside of the country, your Fractional General Counsel can help make sure operations and contracts with other companies, including customers, suppliers, and partners, comply with US and international laws. If you have employees or contractors outside of the country, you'll also want to make sure employment and labour laws in the country in which your workers reside are carefully considered.

#10

SUCCESSION PLANNING

A Fractional General Counsel can support succession planning by reviewing and drafting legal documents related to the transition of key personnel, ensuring compliance with employment laws, identifying potential legal risk associated with succession plans, advising on ownership transfer agreements, and facilitating knowledge transfer through documentation and mentorship programs - essentially acting as a legal advisor throughout the process to mitigate risk and ensure a smooth handover or transition. Your Fractional General Counsel also can help you consider Holdco and Opco structures, as well as family trusts, to help you manage and minimize taxes.

CEO LAW CANADA

The Key to A Successful Relationship with Your Fractional General Counsel

It's important for you to have a legal strategy built upon a plan. Too often, companies spend all of their legal budget putting out fires that could, or should, have been avoided with proactive measures. When legal matters that require a reactive response do arise, your actions can be managed more effectively by a dedicated Fractional General Counsel, acting with a response plan, and ensuring your risks are limited.

For a limited time, we're offering a no-obligation, 30-minute, planning and strategy session with our CEO, Steve Monk. Steve is a former Bay Street lawyer from one of Canada's top firms, Davies, Ward & Beck, former General Counsel including at an international public company, and the Founder of CEO Law. Steve will walk you through our proprietary planning framework, help you identify your legal priorities, and recommend the Fractional General Counsel lawyers on our team best suited to helping your company.

To book your no-obligation planning and strategy session, please contact our Director of Growth and Client Engagement, Melissa Simpson, at melissa@ceolawcanada.com.