



Inside Business Law

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BUSINESS LAW TODAY

The ABA Business Law Section's Online Resource

Inside Business Law July 2012

Focus on the Middle Market and Small Business Committee

The mission of the Middle Market and Small Business Committee is to guide U.S. and international corporate and transactional lawyers who counsel clients ranging from private family and middle market enterprises to smaller public companies on the myriad of business “life cycle” issues they confront in their practices. The Committee’s [Business Visions](#) newsletter is a critical means of accomplishing that mission, and this [latest edition](#) includes updates on crowdfunding and the SEC advisory committee on small business capital formation.

Cyberspace Law Update

These days, few practice areas in business law are as “frothy” as cyberspace law. *Inside Business Law* is no stranger to this trend, bringing you the latest on this dynamic, ever-changing area of the law, courtesy of the Cyberspace Law Committee:

- Emerging growth companies in the mobile application, online advertising, and social networking sectors rely on user-provided information to an unprecedented degree in creating and providing novel, useful products. However, one of the potential costs of this innovation can be unwarranted disclosure of users’ private information, and companies that do not adequately guard against such disclosure can face significant liability exposure. This program from the Business Law

Section’s Spring 2012 meeting, titled “[Avoiding the Privacy Cross-Hairs: Keeping Companies that Advertise on the Internet and App Providers Away from Privacy Regulators and the New Class Action Plaintiffs](#)” (audio) provides a comprehensive overview on how to best advise these emerging companies away from such privacy-related liability exposure.

- The “Cloud,” today’s pervasive high technology buzzword, embodies a promise of truly distributed data and applications access whereby users can leverage capabilities previously inaccessible without a large IT budget and centralized capabilities. However, with that promise can come legal dangers, particularly with regards to the security and privacy of sensitive information that is now essentially “outsourced.” James Bryce Clark, Roland L. Trope, and Sarah Jane Hughes give us a thought-provoking analysis of this issue in their presentation, “[A Few Cautionary Words for the Traveller in the Clouds](#).”
- The ubiquity of data transfer on the Internet also gives rise to the ubiquity of unauthorized use of intellectual property and the proliferation of defamatory content. Jon M. Garon gives us a detailed analysis on how to advise our victimized clients in “[Tidying up the Internet: Take Down of Unauthorized Content under Copyright, Trademark and Defamation Law](#).” (audio).

Corporate Counsel

- Does your corporation’s executive protection program adequately protect directors and officers from personal and criminal liability? These materials contain a helpful checklist intended to guide an attorney serving as corporate counsel tasked with overseeing specialists in risk management and insurance who recommend an executive protection program. “[Protecting the Corporate Director](#)” (audio)
- As most business attorneys are aware, it is important for corporations to properly observe corporate formalities. These materials provide an overview on best practices for private company board meetings and contain helpful tips on how to avoid common pitfalls. “[Guiding the Private Company Board Meeting—Best Practices and Avoiding Pitfalls](#)” (audio)
- During internal investigations, tensions can easily run high between in-house and outside counsel who can disagree from the onset regarding the scope of the investigation, the breadth of e-discovery, and how to handle individual employees who may be potential government targets. This program focuses primarily on what ethical and practical considerations can arise during a typical internal investigation and the additional complications when outside counsel coordinates. “[Can’t We All Just Get](#)

[Along? How In-House and Outside Counsel Manage the Other During Internal Investigations](#)” (audio)

- Ethical issues often arise for business lawyers in a number of situations. These program materials address the ethical issues arising from new technology, global law firms, and lawyer movements between law firms. “[What You Need to Know About Ethics 20/20 and Why You Need to Know It](#)” (audio)
- Should in-house counsel be navigating in the choppy waters of corporate compliance? This presentation seeks to address this question and provide helpful recommendations for corporate counsel. “[Should In-House Counsel be Navigating in the Choppy Waters of Corporate Compliance?](#)”

Trends in Healthcare M&A

The Supreme Court’s recent ruling upholding substantive provisions of the Patient Protection and Affordable Care Act reinforces the fact that profound change is happening now in the healthcare sector, and this change will drive how business lawyers approach mergers and acquisitions involving healthcare providers. For a timely and exceptionally useful analysis of trends in healthcare M&A, you won’t want to miss this presentation from the Mergers & Acquisitions Committee. “[Let’s Play Doctor: Acquisition and Financing of Healthcare Facilities](#)” (audio)