Last week, the SEC announced its decision to implement certain portions of the Sarbanes-Oxley Act by proposing rules setting minimum standards of conduct for attorneys representing public companies. [http://www.sec.gov/news/digest/11-06.txt]. While the proposal is not yet available, the announcement suggests that the SEC will seek to impose a "misconduct reporting" obligation on such lawyers. In this context, I read <i>The Social Obligation of Corporate Counsel: A Communitarian Justification for Allowing In-House Counsel to Sue for Retaliatory Discharge,</i> 11 Geo. J. Legal Ethics 665 (1998).

I do not believe that the remedy of retaliatory discharge is appropriate because blurring the lines between lawyers and employees will only limit the potential for in-house counsel to serve as non-employee, professional members of management with appropriate incentive to police corporate governance.

My comments to the authors are attached. 111202 Social Obligations of Corporate Counsel.pdf