### [Name-of-your-company] OUTSIDE COUNSEL POLICY

### Introduction

At [Name-of-your-company] (“we,” “us,” or “our”), we are committed to ensuring that all legal work is conducted with the utmost professionalism, efficiency, and integrity. [As one of the world’s leading technology companies,] we expect the same standards of excellence from our outside counsel (“Outside Counsel”). Our Outside Counsel partners must share our core values, which include accountability for results, transparency, innovation in problem-solving, and a focus on delivering the highest quality service while maintaining strong ethical standards.

To maintain these standards, we developed a comprehensive set of billing guidelines. These guidelines are designed to ensure that our Outside Counsel provide services efficiently, avoid unnecessary expenses, and maintain detailed and accurate billing practices. In addition, these guidelines help us ensure that Outside Counsel’s staffing, budgeting, and resource management align with our expectations of cost-efficiency and professionalism.

These guidelines apply to all legal matters unless otherwise agreed upon in writing. By engaging with us, Outside Counsel agrees to abide by these guidelines. Failure to comply may result in adjustments or rejection of submitted invoices and, if necessary, termination of the working relationship.

### Scope and Application

These Billing Guidelines outline our expectations for Outside Counsel in key areas such as:

* Timekeeping and Billing Practices
* Staffing and Team Composition
* Expense Management
* Invoicing Procedures
* Record Keeping
* Compliance with Applicable Laws and Ethical Standards

All members of Outside Counsel’s team must be familiar with and adhere to these guidelines when providing services to us. Any deviation from these standards must be pre-approved in writing by our legal team or your primary contact with our business. These guidelines, along with any relevant laws, regulations, or engagement letters, constitute the full agreement between us and Outside Counsel.

### Timekeeping and Billing Practices

#### Detailed Time Entries

* Time entries must be recorded in increments of 0.1 hours (6-minute intervals) with detailed descriptions of the work performed. Descriptions such as “work on matter,” “attention to,” “regarding same,” “correspondence,” “emails,” or “calls” are insufficient (unless the underlying issues are particularly sensitive, in which case, please seek pre-approval prior to vague billing in an effort to avoid sensitive information becoming discoverable through timesheets). Each entry must specify the nature and purpose of the task to allow for comprehensive review and approval.
* Block billing, or grouping multiple tasks into one time entry, is strictly prohibited. Each task must be separately itemized.
* Time should be billed by the individual who performed the work. Billing for administrative or clerical work, such as scheduling meetings or organizing files, is not permitted.

#### 3.2 Billing for Meetings, Calls, and Emails

* Meetings, phone calls, or email correspondences should involve only those attorneys whose presence is necessary and who contribute substantively to the matter.
* More than two attorneys from the same practice group at the same firm attending the same meeting, call, or event requires prior approval from us.
* In general, we expect Outside Counsel to minimize overstaffing, particularly on routine matters, and duplicate billing for internal team discussions will not be reimbursed unless pre-approved.

### Staffing and Resource Management

#### 4.1 Staffing Efficiency

* Outside Counsel is expected to staff matters efficiently, using the most cost-effective timekeepers for each task. Partners should focus on high-level strategy and complex legal matters, while routine tasks should be delegated to associates or paralegals where appropriate.
* Any assignment of more than two attorneys on a matter requires pre-approval, and billing for overlapping efforts by multiple attorneys will be closely scrutinized.

#### 4.2 Prohibited Billing for Administrative Roles

* We will not pay for the time of clerks, secretaries, word processors, librarians, internal couriers, law clerks, summer associates, or other administrative staff. These roles are considered part of the law firm’s overhead.

#### 4.3 Use of Experts, Consultants, and Vendors

* The use of third-party experts, consultants, or additional outside counsel must be pre-approved by us in writing. If approval is granted, their fees must be passed through at cost with no mark-up. Any third-party fees should be itemized clearly on invoices, detailing the services rendered.

### Expense Management

#### 5.1 Travel and Related Expenses

* Pre-approval is required for all travel. Travel expenses should be kept to a minimum, and where possible, virtual meetings should replace in-person attendance.
* Economy class airfare is the standard for all flights, and accommodations should be reasonable and aligned with standard business rates. Business class airfare may only be approved for international flights over 8 hours in duration.
* Non-reimbursable travel expenses include in-flight entertainment or Wi-Fi, personal phone calls, laundry, or other incidental personal expenses.

#### 5.2 Disallowed Expenses

We will not reimburse the following expenses:

* Internal copying or printing fees.
* Courier services between offices.
* Office supplies, meals, or any other standard administrative overhead.
* Charges for online research services such as Westlaw, LexisNexis, or PACER unless directly related to the matter and pre-approved.
* Mark-ups on third-party vendor services.

### Invoicing Procedures

#### 6.1 Invoice Submission

* Invoices must be submitted monthly and no later than 30 days after the month in which the services were provided. We will endeavor to pay bills within 30 days of receipt of invoices.
* Each invoice must include a detailed breakdown of the work performed, the individual performing the work, the time spent, the billing rate, and a description of expenses.
* Invoices with insufficient detail or those that do not comply with these guidelines may be rejected or returned for revision.

#### 6.2 Invoice Requirements

### Invoices must include:

* A unique invoice number.
* Specific date and time entries for each task performed.
* A description of each task performed, broken down by activity, with no block billing.
* The name, role, and hourly rate of each timekeeper.
* A breakdown of expenses with itemized descriptions and receipts where applicable.

#### 6.3 Budget Monitoring and Updates

Invoices and charges that conform to this Policy will be processed for payment. Invoices or charges that do not conform to this Policy and do not contain the information outlined in Sections 3.1 and 6.2 may be returned to Outside Counsel, in whole or in part, for correction. Additional reasons for which invoices may be returned include, without limitation:

* Incorrect format;
* Mathematical error;
* Non-reimbursable expenses (see Section 5);
* Incorrect rates or discounts;
* Block-billed charges;
* Duplicate invoice or invoice number;
* Future invoice date;
* Charge date is in the future;
* Unapproved rate for timekeeper;
* Inappropriate or overstaffed calls, meetings, or the production of work product;
* Invoice not submitted in a timely manner

For example, an invoice containing the following entry will be returned (unless pre-approved):

|  |  |
| --- | --- |
| Hours | Description |
| 1.5 | Call with client re ongoing matters; review revised draft of client agreement and related documentation; correspondence regarding same |

An acceptable method to enter the time entry would be:

|  |  |
| --- | --- |
| Hours | Description |
| 1.5 | Call with client to discuss ongoing matters (.5); reviewed revised draft of client agreement indemnification provision (.3); drafted email to client to discuss merits of revisions to client agreement and indemnification (.7) |

#### 6.4 Budget Monitoring and Updates

For large-scale or ongoing matters, Outside Counsel is expected to provide detailed budgets. Deviations from the agreed budget exceeding 10% must be discussed with us and approved in advance in writing. Budget updates should be provided periodically to avoid surprises and ensure that costs align with expectations.

### Compliance and Ethical Standards

#### 7.1 Confidentiality and Data Security

Outside Counsel will have access to confidential and proprietary information during the course of representation. All such information must be handled with the highest levels of security and care. Any breach of confidentiality will be grounds for termination of the engagement and may result in further legal action.

#### 7.2 Compliance with Laws

Outside Counsel must comply with all applicable laws, including anti-corruption laws, data protection laws (such as GDPR), and regulations related to conflict of interest and financial transparency.

#### 7.3 Conflicts of Interest

Prior to accepting any engagement, Outside Counsel must perform a thorough conflict check. Any conflicts must be immediately disclosed to us, and a resolution must be reached before representation continues.

### Enforcement and Modifications

We reserve the right to audit any invoices or time records to ensure compliance with these guidelines. If any discrepancies are found, we may request revisions or reject invoices entirely. Additionally, we reserve the right to modify these Billing Guidelines at any time, with notice provided to Outside Counsel.

These guidelines are designed to ensure transparency, accountability, and efficiency in all legal matters. We expect our Outside Counsel to uphold these standards, and failure to do so may result in the termination of the engagement.