



General Counsel and Secondment

Many of Federman's clients are entrepreneurs or growing mid-sized businesses that are large enough to require advice on sophisticated legal issues but not yet ready to employ a full-time in-house lawyer or executive level general counsel, as such a hire often requires legal recruiter fees, significant salary, costly benefits and, potentially, equity ownership in the business. Federman satisfies the legal needs of these clients across a range of industries by serving as our clients' outside general counsel, developing an intimate knowledge of a client's internal systems and external relationships. Retaining outside general counsel can be a very cost effective first step for growing companies that believe they will need a full-time general counsel or in-house lawyer in the future. Federman provides scalable legal advice, whether on-call, on retainer, on a project basis, or with more robust, on-site secondment support (replete with in-house email addresses and phone extensions) when clients' needs are intensive. These engagements narrowly tailor the scope of the legal services to a client's specific need with the added benefit of cost control and certainty. The efficiencies created by such arrangements often result in savings exponentially greater than the cost of such services.

Regardless of which form it takes, retention of outside general counsel to perform routine legal tasks, contract review and many basic human resource functions can free up the business owners or executive officers to focus on the business and to strategies that drive growth. Whether dealing with corporate governance issues, negotiating a contractual relationship with a new vendor, addressing the termination of an employee or providing advice on how to minimize expense associated with a lawsuit, Federman works proactively with its clients as an integrated part of their business team to effectively and efficiently manage the legal issues that impact their growing businesses.

Outside general counsel can also design an appropriate legal services solution to address a specific legal project, acquisition or discrete litigation, by delegating and managing matters that are best handled by specialized counsel. For instance, a Federman general counsel may serve as a liaison to manage specialist attorneys who have a particular emphasis on labor and employment, tax, securities, or business litigation. Federman often forms teams of legal professionals for its clients to accomplish certain business objectives. This process begins by distilling a scope for specialized counsel, interviewing lawyers and firms at different price points, negotiating alternative fee

arrangements (if appropriate), and managing (and holding accountable) the specialized counsel through completion of the project or litigation.

For start-ups and other emerging companies, our lawyers help navigate entity formation, ownership structures, employment matters, intellectual property issues and financing alternatives, including venture capital, private equity and traditional lenders. We also ease the transition and onboarding of full-time in-house counsel when appropriate. For clients with more seasoned businesses, outside general counsel can also act as a legal advisor to senior management of the business, whether the CEO, the head of human resources, or other department heads facing critical legal issues. Federman lawyers work closely with their clients to gain an in-depth understanding of their industries, business objectives and regulatory environment, helping Federman's clients to craft a customized, more proactive approach to better manage legal risk for their companies. We examine the legal health and compliance posture of a company across a number of areas and skill sets, from reviewing corporate structures, contracts and policies to developing strategies to minimize tax exposure, improve operations and maintain compliance, all of which assist in the achievement of broader organizational objectives.

In addition to their experience as outside corporate counsel and former in-house counsel, Federman lawyers are principals in operating businesses, directors on the boards of companies and not-for-profits, and trustees for closely held family-owned businesses. As businesspeople and consumers of legal services, Federman attorneys understand the complex challenges and growing pains these organizations may experience and the types of legal services necessary to overcome such obstacles.

Examples of the type of outside general counsel services Federman frequently provides to its clients include:

- Choice of business entity structure and organization
- Drafting and maintaining all organizational and governance documents
- Advising on compliance by all stakeholders with corporate governance
- Conducting board meetings and drafting minutes
- Counseling officers and directors on fiduciary duties and strategic considerations
- Drafting confidentiality agreements, NDAs, non-circumvention agreements
- Drafting letters of intent
- Drafting retainer agreements and detailed scopes for professional services clients
- Managing outside litigators in connection with “bet the farm” litigation and arbitration
- Developing legal forms unique to an organization’s business
- Advising on issues with employees and independent contractors
- Advising on employee and executive compensation structures
- Drafting offer letters, employment agreements and severance agreements
- Developing employee handbooks and policy manuals
- Reviewing promotional and marketing materials and agreements
- Advising in connection with naming and branding
- Organizing and conducting board meetings and shareholder meetings
- Drafting and negotiating professional services agreements
- Drafting and negotiating licensing agreements
- Drafting and negotiating space and equipment leases

- “Cleaning up” corporate legal files prior to marketing and sale of company
- Advising with respect to insurance coverage disputes
- Selecting, retaining and serving as liaison with all manner of specialty counsel

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