

1 that a lawyer of reasonable prudence and competence would ascertain the
2 matter in question.

3 (k) “*Screened*” denotes the isolation of a lawyer from any participation
4 in a matter through the timely imposition of procedures within a firm that are
5 reasonably adequate under the circumstances to protect information that the
6 isolated lawyer is obligated to protect under these rules or other law.

7 (l) “*Substantial*” when used in reference to degree or extent denotes a
8 material matter of clear and weighty importance.

9 (m) “*Tribunal*” denotes a court, an arbitrator in a binding arbitration
10 proceeding, or a legislative body, administrative agency, or other body acting
11 in an adjudicative capacity. A legislative body, administrative agency, or
12 other body acts in an adjudicative capacity when a neutral official, after the
13 presentation of evidence or legal argument by a party or parties, will render a
14 binding legal judgment directly affecting a party’s interests in a particular
15 matter.

16 (n) “*Writing*” or “*written*” denotes a tangible or electronic record of a
17 communication or representation, including handwriting, typewriting,
18 printing, photostating, photography, audio or videorecording, and e-
19 ~~mail~~electronic communications. A “signed” writing includes an electronic
20 sound, symbol, or process attached to or logically associated with a writing
21 and executed or adopted by a person with the intent to sign the writing.

22 **Comment**

23 *Confirmed in Writing*

24 [1] If it is not feasible to obtain or transmit a written confirmation at
25 the time the client gives informed consent, then the lawyer must obtain or
26 transmit it within a reasonable time thereafter. If a lawyer has obtained a
27 client’s informed consent, the lawyer may act in reliance on that consent so
28 long as it is confirmed in writing within a reasonable time thereafter.

29 *Firm*

30 [2] Whether two or more lawyers constitute a firm within paragraph (c)
31 can depend on the specific facts. For example, two practitioners who share
32 office space and occasionally consult or assist each other ordinarily would not
33 be regarded as constituting a firm. However, if they present themselves to the
34 public in a way that suggests that they are a firm or conduct themselves as a
35 firm, they should be regarded as a firm for purposes of the rules. The terms of
36 any formal agreement between associated lawyers are relevant in determining
37 whether they are a firm, as is the fact that they have mutual access to
38 information concerning the clients they serve. Furthermore, it is relevant in
39 doubtful cases to consider the underlying purpose of the rule that is involved.
40 A group of lawyers could be regarded as a firm for purposes of the rule that

1 the same lawyer should not represent opposing parties in litigation, while it
2 might not be so regarded for purposes of the rule that information acquired by
3 one lawyer is attributed to another.

4 [3] With respect to the law department of an organization, including the
5 government, there is ordinarily no question that the members of the
6 department constitute a firm within the meaning of the Iowa Rules of
7 Professional Conduct. There can be uncertainty, however, as to the identity
8 of the client. For example, it may not be clear whether the law department of
9 a corporation represents a subsidiary or an affiliated corporation, as well as
10 the corporation by which the members of the department are directly
11 employed. A similar question can arise concerning an unincorporated
12 association and its local affiliates.

13 [4] Similar questions can also arise with respect to lawyers in legal aid
14 and legal services organizations. Depending upon the structure of the
15 organization, the entire organization or different components of it may
16 constitute a firm or firms for purposes of these rules.

17 *Fraud*

18 [5] When used in these rules, the terms “fraud” or “fraudulent” refer to
19 conduct that is characterized as such under the substantive or procedural law
20 of the applicable jurisdiction and has a purpose to deceive. This does not
21 include merely negligent misrepresentation or negligent failure to apprise
22 another of relevant information. For purposes of these rules, it is not
23 necessary that anyone has suffered damages or relied on the
24 misrepresentation or failure to inform.

25 *Informed Consent*

26 [6] Many of the Iowa Rules of Professional Conduct require the lawyer
27 to obtain the informed consent of a client or other person (e.g., a former client
28 or, under certain circumstances, a prospective client) before accepting or
29 continuing representation or pursuing a course of conduct. *See, e.g.,* rules
30 32:1.2(c), 32:1.6(a), 32:1.7(b), 32:1.9(a), 32:1.11(a), 32:1.12(a), and 32:1.18(d).
31 The communication necessary to obtain such consent will vary according to
32 the rule involved and the circumstances giving rise to the need to obtain
33 informed consent. The lawyer must make reasonable efforts to ensure that
34 the client or other person possesses information reasonably adequate to make
35 an informed decision. Ordinarily, this will require communication that
36 includes a disclosure of the facts and circumstances giving rise to the
37 situation, any explanation reasonably necessary to inform the client or other
38 person of the material advantages and disadvantages of the proposed course
39 of conduct, and a discussion of the client’s or other person’s options and
40 alternatives. In some circumstances it may be appropriate for a lawyer to
41 advise a client or other person to seek the advice of other counsel. A lawyer
42 need not inform a client or other person of facts or implications already
43 known to the client or other person; nevertheless, a lawyer who does not

1 personally inform the client or other person assumes the risk that the client
2 or other person is inadequately informed and the consent is invalid. In
3 determining whether the information and explanation provided are reasonably
4 adequate, relevant factors include whether the client or other person is
5 experienced in legal matters generally and in making decisions of the type
6 involved, and whether the client or other person is independently represented
7 by other counsel in giving the consent. Normally, such persons need less
8 information and explanation than others, and generally a client or other
9 person who is independently represented by other counsel in giving the
10 consent should be assumed to have given informed consent.

11 [7] Obtaining informed consent will usually require an affirmative
12 response by the client or other person. In general, lawyer may not assume
13 consent from a client's or other person's silence. Consent may be inferred,
14 however, from the conduct of a client or other person who has reasonably
15 adequate information about the matter. A number of rules require that a
16 person's consent be confirmed in writing. See rules 32:1.7(b), 32:1.9(a),
17 32:1.11(a), 32:1.12(a), and 32:1.18(d). For a definition of "writing" and
18 "confirmed in writing," see paragraphs (n) and (b). Other rules require that a
19 client's consent be obtained in a writing signed by the client. See, e.g., rules
20 32:1.8(a) and (g). For a definition of "signed," see paragraph (n).

21 *Screened*

22 [8] This definition applies to situations where screening of a personally
23 disqualified lawyer is permitted to remove imputation of a conflict of interest
24 under rule 32:1.10, 32:1.11, 32:1.12, or 32:1.18.

25 [9] The purpose of screening is to assure the affected parties that
26 confidential information known by the personally disqualified lawyer remains
27 protected. The personally disqualified lawyer should acknowledge the
28 obligation not to communicate with any of the other lawyers in the firm
29 with respect to the matter. Similarly, other lawyers in the firm who are
30 working on the matter should be informed that the screening is in place and
31 that they may not communicate with the personally disqualified lawyer with
32 respect to the matter. Additional screening measures that are appropriate
33 for the particular matter will depend on the circumstances. To implement,
34 reinforce, and remind all affected lawyers of the presence of the screening, it
35 may be appropriate for the firm to undertake such procedures as a written
36 undertaking by the screened lawyer to avoid any communication with other
37 firm personnel and any contact with any firm files or other
38 ~~materials~~information, including information in electronic form, relating to the
39 matter, written notice and instructions to all other firm personnel forbidding
40 any communication with the screened lawyer relating to the matter, denial of
41 access by the screened lawyer to firm files or other ~~materials~~information,
42 including information in electronic form, relating to the matter, and periodic
43 reminders of the screen to the screened lawyer and all other firm personnel.

44 [10] In order to be effective, screening measures must be implemented

1 as soon as practical after a lawyer or law firm knows or reasonably should
2 know that there is a need for screening.

3

4 **Rule 32:1.1: COMPETENCE**

5 **A lawyer shall provide competent representation to a client.**
6 **Competent representation requires the legal knowledge, skill,**
7 **thoroughness, and preparation reasonably necessary for the**
8 **representation.**

9 **Comment**

10 *Legal Knowledge and Skill*

11 [1] In determining whether a lawyer employs the requisite knowledge
12 and skill in a particular matter, relevant factors include the relative complexity
13 and specialized nature of the matter, the lawyer's general experience, the
14 lawyer's training and experience in the field in question, the preparation and
15 study the lawyer is able to give the matter, and whether it is feasible to
16 refer the matter to, or associate or consult with, a lawyer of established
17 competence in the field in question. In many instances, the required
18 proficiency is that of a general practitioner. Expertise in a particular field of
19 law may be required in some circumstances.

20 [2] A lawyer need not necessarily have special training or prior
21 experience to handle legal problems of a type with which the lawyer is
22 unfamiliar. A newly admitted lawyer can be as competent as a practitioner
23 with long experience. Some important legal skills, such as the analysis of
24 precedent, the evaluation of evidence, and legal drafting, are required in all
25 legal problems. Perhaps the most fundamental legal skill consists of
26 determining what kind of legal problems a situation may involve, a skill
27 that necessarily transcends any particular specialized knowledge. A lawyer
28 can provide adequate representation in a wholly novel field through
29 necessary study. Competent representation can also be provided through
30 the association of a lawyer of established competence in the field in question.

31 [3] In an emergency a lawyer may give advice or assistance in a matter
32 in which the lawyer does not have the skill ordinarily required where referral
33 to or consultation or association with another lawyer would be impractical.
34 Even in an emergency, however, assistance should be limited to that
35 reasonably necessary in the circumstances, for ill-considered action under
36 emergency conditions can jeopardize the client's interest.

37 [4] A lawyer may accept representation where the requisite level of
38 competence can be achieved by reasonable preparation. This applies as well
39 to a lawyer who is appointed as counsel for an unrepresented person. See
40 *also* rule 32:6.2.

1 *Thoroughness and Preparation*

2 [5] Competent handling of a particular matter includes inquiry into
3 and analysis of the factual and legal elements of the problem, and use of
4 methods and procedures meeting the standards of competent practitioners.
5 It also includes adequate preparation. The required attention and preparation
6 are determined in part by what is at stake; major litigation and complex
7 transactions ordinarily require more extensive treatment than matters of
8 lesser complexity and consequence. An agreement between the lawyer and the
9 client regarding the scope of the representation may limit the matters for
10 which the lawyer is responsible. See rule 32:1.2(c).

11 *Retaining or Contracting With Other Lawyers*

12 [6] Before a lawyer retains or contracts with other lawyers outside the
13 lawyer's own firm to provide or assist in the provision of legal services to a
14 client, the lawyer should ordinarily obtain informed consent from the client
15 and must reasonably believe that the other lawyers' services will contribute to
16 the competent and ethical representation of the client. See also rules 32:1.2
17 (allocation of authority), 32:1.4 (communication with client), 32:1.5(3) (fee
18 sharing), 32:1.6 (confidentiality), and 32:5.5(a) (unauthorized practice of law).
19 The reasonableness of the decision to retain or contract with other lawyers
20 outside the lawyer's own firm will depend upon the circumstances, including
21 the education, experience, and reputation of the nonfirm lawyers; the nature
22 of the services assigned to the nonfirm lawyers; and the legal protections,
23 professional conduct rules, and ethical environments of the jurisdictions in
24 which the services will be performed, particularly relating to confidential
25 information.

26 [7] When lawyers from more than one law firm are providing legal
27 services to the client on a particular matter, the lawyers ordinarily should
28 consult with each other and the client about the scope of their respective
29 representations and the allocation of responsibility among them. See rule
30 32:1.2. When making allocations of responsibility in a matter pending before
31 a tribunal, lawyers and parties may have additional obligations that are a
32 matter of law beyond the scope of these rules.

33 *Maintaining Competence*

34 [68] To maintain the requisite knowledge and skill, a lawyer should keep
35 abreast of changes in the law and its practice, including the benefits and
36 risks associated with relevant technology, engage in continuing study and
37 education, and comply with all continuing legal education requirements to
38 which the lawyer is subject.

39

1 **Rule 32:1.4: COMMUNICATION**

2 **(a) A lawyer shall:**

3 **(1) promptly inform the client of any decision or circumstance with**
4 **respect to which the client's informed consent, as defined in rule**
5 **32:1.0(e), is required by these rules;**

6 **(2) reasonably consult with the client about the means by which the**
7 **client's objectives are to be accomplished;**

8 **(3) keep the client reasonably informed about the status of the**
9 **matter;**

10 **(4) promptly comply with reasonable requests for information; and**

11 **(5) consult with the client about any relevant limitation on the**
12 **lawyer's conduct when the lawyer knows that the client expects**
13 **assistance not permitted by the Iowa Rules of Professional Conduct or**
14 **other law.**

15 **(b) A lawyer shall explain a matter to the extent reasonably**
16 **necessary to permit the client to make informed decisions regarding the**
17 **representation.**

18 **Comment**

19 [1] Reasonable communication between the lawyer and the client is
20 necessary for the client effectively to participate in the representation.

21 *Communicating with Client*

22 [2] If these rules require that a particular decision about the
23 representation be made by the client, paragraph (a)(1) requires that the lawyer
24 promptly consult with and secure the client's consent prior to taking action
25 unless prior discussions with the client have resolved what action the client
26 wants the lawyer to take. For example, a lawyer who receives from opposing
27 counsel an offer of settlement in a civil controversy or a proffered plea bargain
28 in a criminal case must promptly inform the client of its substance unless the
29 client has previously indicated that the proposal will be acceptable or
30 unacceptable or has authorized the lawyer to accept or to reject the offer. See
31 rule 32:1.2(a).

32 [3] Paragraph (a)(2) requires the lawyer to reasonably consult with the
33 client about the means to be used to accomplish the client's objectives. The
34 lawyer should also discuss relevant provisions of the Standards for
35 Professional Conduct and indicate the lawyer's intent to follow those
36 Standards whenever possible. See Iowa Ct. R. ch. 33. In some situations—

1 depending on both the importance of the action under consideration and the
2 feasibility of consulting with the client—this duty will require consultation
3 prior to taking action. In other circumstances, such as during a trial when an
4 immediate decision must be made, the exigency of the situation may require
5 the lawyer to act without prior consultation. In such cases the lawyer must
6 nonetheless act reasonably to inform the client of actions the lawyer has
7 taken on the client’s behalf. Additionally, paragraph (a)(3) requires that the
8 lawyer keep the client reasonably informed about the status of the matter,
9 such as significant developments affecting the timing or the substance of the
10 representation.

11 [4] A lawyer’s regular communication with clients will minimize the
12 occasions on which a client will need to request information concerning the
13 representation. When a client makes a reasonable request for information,
14 however, paragraph (a)(4) requires prompt compliance with the request, or if
15 a prompt response is not feasible, that the lawyer, or a member of the lawyer’s
16 staff, acknowledge receipt of the request and advise the client when a
17 response may be expected. ~~Client telephone calls should be promptly~~
18 ~~returned or acknowledged.~~A lawyer should promptly respond to or
19 acknowledge client communications.

20 *Explaining Matters*

21 [5] The client should have sufficient information to participate
22 intelligently in decisions concerning the objectives of the representation and
23 the means by which they are to be pursued, to the extent the client is
24 willing and able to do so. Adequacy of communication depends in part on
25 the kind of advice or assistance that is involved. For example, when there is
26 time to explain a proposal made in a negotiation, the lawyer should review
27 all important provisions with the client before proceeding to an agreement.
28 In litigation a lawyer should explain the general strategy and prospects of
29 success and ordinarily should consult the client on tactics that are likely to
30 result in significant expense or to injure or coerce others. On the other hand,
31 a lawyer ordinarily will not be expected to describe trial or negotiation
32 strategy in detail. The guiding principle is that the lawyer should fulfill
33 reasonable client expectations for information consistent with the duty to
34 act in the client’s best interests, and the client’s overall requirements as to
35 the character of representation. In certain circumstances, such as when a
36 lawyer asks a client to consent to a representation affected by a conflict of
37 interest, the client must give informed consent, as defined in rule 32:1.0(e).

38 [6] Ordinarily, the information to be provided is that appropriate for a
39 client who is a comprehending and responsible adult. However, fully
40 informing the client according to this standard may be impracticable, for
41 example, where the client is a child or suffers from diminished capacity. See
42 rule 32:1.14. When the client is an organization or group, it is often
43 impossible or inappropriate to inform every one of its members about its legal
44 affairs; ordinarily, the lawyer should address communications to the
45 appropriate officials of the organization. See rule 32:1.13. Where many

1 routine matters are involved, a system of limited or occasional reporting may
2 be arranged with the client.

3 *Withholding Information*

4 [7] In some circumstances, a lawyer may be justified in delaying
5 transmission of information when the client would be likely to react
6 imprudently to an immediate communication. Thus, a lawyer might withhold
7 a psychiatric diagnosis of a client when the examining psychiatrist indicates
8 that disclosure would harm the client. A lawyer may not withhold
9 information to serve the lawyer's own interest or convenience or the interests
10 or convenience of another person. Rules or court orders governing litigation
11 may provide that information supplied to a lawyer may not be disclosed to
12 the client. Rule 32:3.4(c) directs compliance with such rules or orders.

13

1 **Rule 32:1.6: CONFIDENTIALITY OF INFORMATION**

2 (a) A lawyer shall not reveal information relating to the
3 representation of a client unless the client gives informed consent, the
4 disclosure is impliedly authorized in order to carry out the
5 representation, or the disclosure is permitted by paragraph (b) or
6 required by paragraph (c).

7 (b) A lawyer may reveal information relating to the representation
8 of a client to the extent the lawyer reasonably believes necessary:

9 (1) to prevent reasonably certain death or substantial bodily harm;

10 (2) to prevent the client from committing a crime or fraud that
11 is reasonably certain to result in substantial injury to the financial
12 interests or property of another and in furtherance of which the client
13 has used or is using the lawyer's services;

14 (3) to prevent, mitigate, or rectify substantial injury to the financial
15 interests or property of another that is reasonably certain to result or
16 has resulted from the client's commission of a crime or fraud in
17 furtherance of which the client has used the lawyer's services;

18 (4) to secure legal advice about the lawyer's compliance with these
19 rules;

20 (5) to establish a claim or defense on behalf of the lawyer in a
21 controversy between the lawyer and the client, to establish a defense
22 to a criminal charge or civil claim against the lawyer based upon
23 conduct in which the client was involved, or to respond to allegations
24 in any proceeding concerning the lawyer's representation of the client;
25 ~~or~~

26 (6) to comply with other law or a court order; or

27 (7) to detect and resolve conflicts of interest arising from the
28 lawyer's change of employment or from changes in the composition or
29 ownership of a firm, but only if the revealed information would not
30 compromise the attorney-client privilege or otherwise prejudice the
31 client.

32 (c) A lawyer shall reveal information relating to the representation of
33 a client to the extent the lawyer reasonably believes necessary to prevent
34 imminent death or substantial bodily harm.

35 (d) A lawyer shall make reasonable efforts to prevent the inadvertent
36 or unauthorized disclosure of, or unauthorized access to, information
37 relating to the representation of a client.

1 **Comment**

2 [1] This rule governs the disclosure by a lawyer of information relating
3 to the representation of a client during the lawyer's representation of the
4 client. See rule 32:1.18 for the lawyer's duties with respect to information
5 provided to the lawyer by a prospective client, rule 32:1.9(c)(2) for the
6 lawyer's duty not to reveal information relating to the lawyer's prior
7 representation of a former client, and rules 32:1.8(b) and 32:1.9(c)(1) for the
8 lawyer's duties with respect to the use of such information to the
9 disadvantage of clients and former clients.

10 [2] A fundamental principle in the client-lawyer relationship is that, in
11 the absence of the client's informed consent, the lawyer must not reveal
12 information relating to the representation. See rule 32:1.0(e) for the
13 definition of informed consent. This contributes to the trust that is the
14 hallmark of the client-lawyer relationship. The client is thereby encouraged
15 to seek legal assistance and to communicate fully and frankly with the lawyer
16 even as to embarrassing or legally damaging subject matter. The lawyer
17 needs this information to represent the client effectively and, if necessary, to
18 advise the client to refrain from wrongful conduct. Almost without
19 exception, clients come to lawyers in order to determine their rights and
20 what is, in the complex of laws and regulations, deemed to be legal and
21 correct. Based upon experience, lawyers know that almost all clients follow
22 the advice given, and the law is upheld.

23 [3] The principle of client-lawyer confidentiality is given effect by related
24 bodies of law: the attorney-client privilege, the work product doctrine, and the
25 rule of confidentiality established in professional ethics. The attorney-client
26 privilege and work-product doctrine apply in judicial and other proceedings
27 in which a lawyer may be called as a witness or otherwise required to
28 produce evidence concerning a client. The rule of client-lawyer
29 confidentiality applies in situations other than those where evidence is sought
30 from the lawyer through compulsion of law. The confidentiality rule, for
31 example, applies not only to matters communicated in confidence by the
32 client but also to all information relating to the representation, whatever its
33 source. A lawyer may not disclose such information except as authorized or
34 required by the Iowa Rules of Professional Conduct or other law. *See also*
35 *Scope*.

36 [4] Paragraph (a) prohibits a lawyer from revealing information relating
37 to the representation of a client. This prohibition also applies to disclosures
38 by a lawyer that do not in themselves reveal protected information but could
39 reasonably lead to the discovery of such information by a third person. A
40 lawyer's use of a hypothetical to discuss issues relating to the representation is
41 permissible so long as there is no reasonable likelihood that the listener will
42 be able to ascertain the identity of the client or the situation involved.

43

1 *Authorized Disclosure*

2 [5] Except to the extent that the client's instructions or special
3 circumstances limit that authority, a lawyer is impliedly authorized to make
4 disclosures about a client when appropriate in carrying out the representation.
5 In some situations, for example, a lawyer may be impliedly authorized to
6 admit a fact that cannot properly be disputed or to make a disclosure that
7 facilitates a satisfactory conclusion to a matter. Lawyers in a firm may, in the
8 course of the firm's practice, disclose to each other information relating to a
9 client of the firm, unless the client has instructed that particular information
10 be confined to specified lawyers.

11 *Permissive Disclosure Adverse to Client*

12 [6] Although the public interest is usually best served by a strict rule
13 requiring lawyers to preserve the confidentiality of information relating to the
14 representation of their clients, the confidentiality rule is subject to limited
15 exceptions. Paragraph (b)(1) recognizes the overriding value of life and
16 physical integrity and permits disclosure reasonably necessary to prevent
17 reasonably certain death or substantial bodily harm. Such harm is
18 reasonably certain to occur if it will be suffered in the near future or if there
19 is a present and substantial threat that a person will suffer such harm at a
20 later date if the lawyer fails to take action necessary to eliminate the threat.
21 Thus, a lawyer who knows that a client has accidentally discharged toxic
22 waste into a town's water supply may reveal this information to the authorities
23 if there is a present and substantial risk that a person who drinks the water
24 will contract a life-threatening or debilitating disease and the lawyer's
25 disclosure is necessary to eliminate the threat or reduce the number of
26 victims.

27 [7] Paragraph (b)(2) is a limited exception to the rule of confidentiality
28 that permits the lawyer to reveal information to the extent necessary to
29 enable affected persons or appropriate authorities to prevent the client from
30 committing a crime or fraud, as defined in rule 32:1.0(d), that is reasonably
31 certain to result in substantial injury to the financial or property interests of
32 another and in furtherance of which the client has used or is using the
33 lawyer's services. Such a serious abuse of the client-lawyer relationship by
34 the client forfeits the protection of this rule. The client can, of course,
35 prevent such disclosure by refraining from the wrongful conduct. Although
36 paragraph (b)(2) does not require the lawyer to reveal the client's misconduct,
37 the lawyer may not counsel or assist the client in conduct the lawyer knows
38 is criminal or fraudulent. ~~See rule 32:1.2(d).~~ See also rule 32:1.16
39 with respect to the lawyer's obligation or right to withdraw from the
40 representation of the client in such circumstances, and rule 32:1.13(c),
41 which permits the lawyer, where the client is an organization, to reveal
42 information relating to the representation in limited circumstances.

43 [8] Paragraph (b)(3) addresses the situation in which the lawyer does
44 not learn of the client's crime or fraud until after it has been consummated.

1 Although the client no longer has the option of preventing disclosure by
2 refraining from the wrongful conduct, there will be situations in which the loss
3 suffered by the affected person can be prevented, rectified, or mitigated. In
4 such situations, the lawyer may disclose information relating to the
5 representation to the extent necessary to enable the affected persons to
6 prevent or mitigate reasonably certain losses or to attempt to recoup their
7 losses. Paragraph (b)(3) does not apply when a person who has committed
8 a crime or fraud thereafter employs a lawyer for representation concerning
9 that offense.

10 [9] A lawyer's confidentiality obligations do not preclude a lawyer from
11 securing confidential legal advice about the lawyer's personal responsibility to
12 comply with these rules. In most situations, disclosing information to secure
13 such advice will be impliedly authorized for the lawyer to carry out the
14 representation. Even when the disclosure is not impliedly authorized,
15 paragraph (b)(4) permits such disclosure because of the importance of a
16 lawyer's compliance with the Iowa Rules of Professional Conduct.

17 [10] Where a legal claim or disciplinary charge alleges complicity of the
18 lawyer in a client's conduct or other misconduct of the lawyer involving
19 representation of the client, the lawyer may respond to the extent the lawyer
20 reasonably believes necessary to establish a defense. The same is true with
21 respect to a claim involving the conduct or representation of a former client.
22 Such a charge can arise in a civil, criminal, disciplinary, or other proceeding
23 and can be based on a wrong allegedly committed by the lawyer against the
24 client or on a wrong alleged by a third person, for example, a person
25 claiming to have been defrauded by the lawyer and client acting together.
26 The lawyer's right to respond arises when an assertion of such complicity has
27 been made. Paragraph (b)(5) does not require the lawyer to await the
28 commencement of an action or proceeding that charges such complicity, so
29 that the defense may be established by responding directly to a third party
30 who has made such an assertion. The right to defend also applies, of
31 course, where a proceeding has been commenced.

32 [11] A lawyer entitled to a fee is permitted by paragraph (b)(5) to prove
33 the services rendered in an action to collect it. This aspect of the rule
34 expresses the principle that the beneficiary of a fiduciary relationship may not
35 exploit it to the detriment of the fiduciary.

36 [12] Other law may require that a lawyer disclose information about a
37 client. Whether such a law supersedes rule 32:1.6 is a question of law
38 beyond the scope of these rules. When disclosure of information relating to
39 the representation appears to be required by other law, the lawyer must
40 discuss the matter with the client to the extent required by rule 32:1.4. If,
41 however, the other law supersedes this rule and requires disclosure,
42 paragraph (b)(6) permits the lawyer to make such disclosures as are necessary
43 to comply with the law.

1 Detection of Conflicts of Interest

2 [13] Paragraph (b)(7) recognizes that lawyers in different firms may need
3 to disclose limited information to each other to detect and resolve conflicts of
4 interest, such as when a lawyer is considering an association with another
5 firm, two or more firms are considering a merger, or a lawyer is considering
6 the purchase of a law practice. See rule 32:1.17, comment [7]. Under these
7 circumstances, lawyers and law firms are permitted to disclose limited
8 information, but only once substantive discussions regarding the new
9 relationship have occurred. Any such disclosure should ordinarily include no
10 more than the identity of the persons and entities involved in a matter, a brief
11 summary of the general issues involved, and information about whether the
12 matter has terminated. Even this limited information, however, should be
13 disclosed only to the extent reasonably necessary to detect and resolve
14 conflicts of interest that might arise from the possible new relationship.
15 Moreover, the disclosure of any information is prohibited if it would
16 compromise the attorney-client privilege or otherwise prejudice the client
17 (e.g., the fact that a corporate client is seeking advice on a corporate takeover
18 that has not been publicly announced; that a person has consulted a lawyer
19 about the possibility of divorce before the person's intentions are known to
20 the person's spouse; or that a person has consulted a lawyer about a criminal
21 investigation that has not led to a public charge). Under those
22 circumstances, paragraph (a) prohibits disclosure unless the client or former
23 client gives informed consent. A lawyer's fiduciary duty to the lawyer's firm
24 may also govern a lawyer's conduct when exploring an association with
25 another firm and is beyond the scope of these rules.

26 [14] Any information disclosed pursuant to paragraph (b)(7) may be
27 used or further disclosed only to the extent necessary to detect and resolve
28 conflicts of interest. Paragraph (b)(7) does not restrict the use of information
29 acquired by means independent of any disclosure pursuant to paragraph
30 (b)(7). Paragraph (b)(7) also does not affect the disclosure of information
31 within a law firm when the disclosure is otherwise authorized, see comment
32 [5], such as when a lawyer in a firm discloses information to another lawyer
33 in the same firm to detect and resolve conflicts of interest that could arise in
34 connection with undertaking a new representation.

35 [1315] A lawyer may be ordered to reveal information relating to the
36 representation of a client by a court or by another tribunal or governmental
37 entity claiming authority pursuant to other law to compel the disclosure.
38 Absent informed consent of the client to do otherwise, the lawyer should
39 assert on behalf of the client all nonfrivolous claims that the order is not
40 authorized by other law or that the information sought is protected against
41 disclosure by the attorney-client privilege or other applicable law. In the
42 event of an adverse ruling, the lawyer must consult with the client about
43 the possibility of appeal to the extent required by rule 32:1.4. Unless review
44 is sought, however, paragraph (b)(6) permits the lawyer to comply with the
45 court's order.

1 [416] Paragraph (b) permits disclosure only to the extent the lawyer
2 reasonably believes the disclosure is necessary to accomplish one of the
3 purposes specified. Where practicable, the lawyer should first seek to
4 persuade the client to take suitable action to obviate the need for disclosure.
5 In any case, a disclosure adverse to the client's interest should be no greater
6 than the lawyer reasonably believes necessary to accomplish the purpose. If
7 the disclosure will be made in connection with a judicial proceeding, the
8 disclosure should be made in a manner that limits access to the information
9 to the tribunal or other persons having a need to know it and appropriate
10 protective orders or other arrangements should be sought by the lawyer to the
11 fullest extent practicable.

12 [417] Paragraph (b) permits but does not require the disclosure of
13 information relating to a client's representation to accomplish the purposes
14 specified in paragraphs (b)(1) through (b)(6). In exercising the discretion
15 conferred by this rule, the lawyer may consider such factors as the nature
16 of the lawyer's relationship with the client and with those who might be
17 injured by the client, the lawyer's own involvement in the transaction, and
18 factors that may extenuate the conduct in question. A lawyer's decision not
19 to disclose as permitted by paragraph (b) does not violate this rule.
20 Disclosure may be required, however, by other rules. Some rules require
21 disclosure only if such disclosure would be permitted by paragraph (b). See
22 rules 32:1.2(d), 32:4.1(b), 32:8.1, and 32:8.3. Rule 32:3.3, on the other hand,
23 requires disclosure in some circumstances regardless of whether such
24 disclosure is permitted by this rule. See rule 32:3.3(c).

25 *Acting Competently to Preserve Confidentiality*

26 [418] Paragraph (c) requires a A lawyer must to act competently to
27 safeguard information relating to the representation of a client against
28 unauthorized access by third parties and against inadvertent or
29 unauthorized disclosure by the lawyer or other persons who are participating
30 in the representation of the client or who are subject to the lawyer's
31 supervision. See rules 32:1.1, 32:5.1, and 32:5.3. The unauthorized access
32 to, or the inadvertent or unauthorized disclosure of, information relating to
33 the representation of a client does not constitute a violation of paragraph (c) if
34 the lawyer has made reasonable efforts to prevent the access or disclosure.
35 Factors to be considered in determining the reasonableness of the lawyer's
36 efforts include, but are not limited to, the sensitivity of the information, the
37 likelihood of disclosure if additional safeguards are not employed, the cost of
38 employing additional safeguards, the difficulty of implementing the
39 safeguards, and the extent to which the safeguards adversely affect the
40 lawyer's ability to represent clients (e.g., by making a device or important
41 piece of software excessively difficult to use). A client may require the lawyer
42 to implement special security measures not required by this rule or may give
43 informed consent to forgo security measures that would otherwise be required
44 by this rule. Whether a lawyer may be required to take additional steps to
45 safeguard a client's information in order to comply with other law, such as
46 state and federal laws that govern data privacy or that impose notification

1 requirements upon the loss of, or unauthorized access to, electronic
2 information, is beyond the scope of these rules. For a lawyer’s duties when
3 sharing information with nonlawyers outside the lawyer’s own firm, see rule
4 32:5.3, comments [3]-[4].

5 [1719] When transmitting a communication that includes information
6 relating to the representation of a client, the lawyer must take reasonable
7 precautions to prevent the information from coming into the hands of
8 unintended recipients. This duty, however, does not require that the lawyer
9 use special security measures if the method of communication affords a
10 reasonable expectation of privacy. Special circumstances, however, may
11 warrant special precautions. Factors to be considered in determining the
12 reasonableness of the lawyer’s expectation of confidentiality include the
13 sensitivity of the information and the extent to which the privacy of the
14 communication is protected by law or by a confidentiality agreement. A client
15 may require the lawyer to implement special security measures not required
16 by this rule or may give informed consent to the use of a means of
17 communication that would otherwise be prohibited by this rule. Whether a
18 lawyer may be required to take additional steps in order to comply with other
19 laws, such as state and federal laws that govern data privacy, is beyond the
20 scope of these rules.

21 *Former Client*

22 [1820] The duty of confidentiality continues after the client-lawyer
23 relationship has terminated. See rule 32:1.9(c)(2). See rule 32:1.9(c)(1) for
24 the prohibition against using such information to the disadvantage of the
25 former client.

26 *Required Disclosure Adverse to Client*

27 [1921] Rule 32:1.6(c) requires a lawyer to reveal information relating
28 to the representation of a client to the extent the lawyer reasonably believes
29 necessary to prevent imminent death or substantial bodily harm. Rule
30 32:1.6(c) differs from rule 32:1.6(b)(1) in that rule 32:1.6(b)(1) permits, but
31 does not require, disclosure in situations where death or substantial bodily
32 harm is deemed to be reasonably certain rather than imminent. For purposes
33 of rule 32:1.6, “reasonably certain” includes situations where the lawyer
34 knows or reasonably believes the harm will occur, but there is still time for
35 independent discovery and prevention of the harm without the lawyer’s
36 disclosure. For purposes of this rule, death or substantial bodily harm is
37 “imminent” if the lawyer knows or reasonably believes it is unlikely that the
38 death or harm can be prevented unless the lawyer immediately discloses the
39 information.

40

1 **Rule 32:1.10: IMPUTATION OF CONFLICTS OF INTEREST: GENERAL**
2 **RULE**

3 (a) While lawyers are associated in a firm, none of them shall
4 knowingly represent a client when any one of them practicing alone
5 would be prohibited from doing so by rule 32:1.7 or 32:1.9, unless

6 (1) the prohibition is based on a personal interest of the
7 prohibited-disqualified lawyer and does not present a significant risk of
8 materially limiting the representation of the client by the remaining
9 lawyers in the firm; or

10 (2) the prohibition is based upon rule 32:1.9(a) or (b) and arises out
11 of the disqualified lawyer's association with a prior firm, and

12 (i) the disqualified lawyer is timely screened from any participation
13 in the matter and is apportioned no part of the fee therefrom;

14 (ii) written notice is promptly given to any affected former client to
15 enable the former client to ascertain compliance with the provisions of
16 this rule, which shall include a description of the screening procedures
17 employed; a statement of the firm's and of the screened lawyer's
18 compliance with these rules; a statement that review may be available
19 before a tribunal; and an agreement by the firm to respond promptly to
20 any written inquiries or objections by the former client about the
21 screening procedures; and

22 (iii) certifications of compliance with these rules and with the
23 screening procedures are provided to the former client by the screened
24 lawyer and by a partner of the firm, at reasonable intervals upon the
25 former client's written request and upon termination of the screening
26 procedures.

27 (b) When a lawyer has terminated an association with a firm, the
28 firm is not prohibited from thereafter representing a person with
29 interests materially adverse to those of a client represented by the
30 formerly associated lawyer and not currently represented by the firm,
31 unless:

32 (1) the matter is the same or substantially related to that in which
33 the formerly associated lawyer represented the client; and

34 (2) any lawyer remaining in the firm has information protected by
35 rules 32:1.6 and 32:1.9(c) that is material to the matter.

36 (c) A disqualification prescribed by this rule may be waived by the
37 affected client under the conditions stated in rule 32:1.7.

1 **(d) The disqualification of lawyers associated in a firm with former**
2 **or current government lawyers is governed by rule 32:1.11.**

3 **Comment**

4 *Definition of “Firm”*

5 [1] For purposes of the Iowa Rules of Professional Conduct, the term
6 “firm” denotes lawyers in a law partnership, professional corporation, sole
7 proprietorship, or other association authorized to practice law; or lawyers
8 employed in a legal services organization or the legal department of a
9 corporation or other organization. See rule 32:1.0(c). Whether two or more
10 lawyers constitute a firm within this definition can depend on the specific
11 facts. See rule 32:1.0, comments [2] – [4].

12 *Principles of Imputed Disqualification*

13 [2] The rule of imputed disqualification stated in paragraph (a) gives
14 effect to the principle of loyalty to the client as it applies to lawyers who
15 practice in a law firm. Such situations can be considered from the premise
16 that a firm of lawyers is essentially one lawyer for purposes of the rules
17 governing loyalty to the client, or from the premise that each lawyer is
18 vicariously bound by the obligation of loyalty owed by each lawyer with
19 whom the lawyer is associated. Paragraph (a)(1) operates only among the
20 lawyers currently associated in a firm. When a lawyer moves from one firm to
21 another, the situation is governed by rules 32:1.9(b), 32:1.10(a), and
22 32:1.10(b).

23 [3] The rule in paragraph (a) does not prohibit representation where
24 neither questions of client loyalty nor protection of confidential information
25 are presented. Where one lawyer in a firm could not effectively represent a
26 given client because of strong political beliefs, for example, but that lawyer
27 will do no work on the case and the personal beliefs of the lawyer will not
28 materially limit the representation by others in the firm, the firm should not
29 be disqualified. On the other hand, if an opposing party in a case were
30 owned by a lawyer in the law firm, and others in the firm would be
31 materially limited in pursuing the matter because of loyalty to that lawyer,
32 the personal disqualification of the lawyer would be imputed to all others in
33 the firm.

34 [4] The rule in paragraph (a) also does not prohibit representation by
35 others in the law firm where the person prohibited from involvement in a
36 matter is a nonlawyer, such as a paralegal or legal secretary. Nor does
37 paragraph (a) prohibit representation if the lawyer is prohibited from acting
38 because of events before the person became a lawyer, for example, work that
39 the person did while a law student. Such persons, however, ordinarily must
40 be screened from any personal participation in the matter to avoid
41 communication to others in the firm of confidential information that both the
42 nonlawyers and the firm have a legal duty to protect. ~~In addition, written~~

1 ~~notice must be promptly given to any affected former client to enable the~~
2 ~~former client to ascertain compliance with the provisions of this rule. See~~
3 ~~rules 32:1.0(k) and 32:5.3.~~

4 [5] Rule 32:1.10(b) operates to permit a law firm, under certain
5 circumstances, to represent a person with interests directly adverse to those
6 of a client represented by a lawyer who formerly was associated with the
7 firm. The rule applies regardless of when the formerly associated lawyer
8 represented the client. However, the law firm may not represent a person
9 with interests adverse to those of a present client of the firm, which would
10 violate rule 32:1.7. Moreover, the firm may not represent the person where
11 the matter is the same or substantially related to that in which the formerly
12 associated lawyer represented the client and any other lawyer currently in the
13 firm has material information protected by rules 32:1.6 and 32:1.9(c).

14 [6] Rule 32:1.10(c) removes imputation with the informed consent of the
15 affected client or former client under the conditions stated in rule 32:1.7.
16 The conditions stated in rule 32:1.7 require the lawyer to determine that the
17 representation is not prohibited by rule 32:1.7(b) and that each affected client
18 or former client has given informed consent to the representation, confirmed
19 in writing. In some cases, the risk may be so severe that the conflict may
20 not be cured by client consent. For a discussion of the effectiveness of client
21 waivers of conflicts that might arise in the future, see rule 32:1.7, comment
22 [22]. For a definition of informed consent, see rule 32:1.0(e).

23 [7] Rule 32:1.10(a)(2) similarly removes the imputation otherwise
24 required by rule 32:1.10(a), but unlike section (c), it does so without requiring
25 that there by informed consent by the former client. Instead, it requires that
26 the procedures laid out in sections (a)(2)(i)-(iii) be followed. A description of
27 effective screening mechanisms appears in rule 32:1.0(k). Lawyers should be
28 aware, however, that, even where screening mechanisms have been adopted,
29 tribunals may consider additional factors in ruling upon motions to disqualify a
30 lawyer from pending litigation.

31 [8] Paragraph (a)(2)(i) does not prohibit the screened lawyer from
32 receiving a salary or partnership share established by prior independent
33 agreement, but that lawyer may not receive compensation directly related to
34 the matter in which the lawyer is disqualified.

35 [9] The notice required by paragraph (a)(2)(ii) generally should include a
36 description of the screened lawyer's prior representation and be given as soon
37 as practicable after the need for screening becomes apparent. It also should
38 include a statement by the screened lawyer and the firm that the client's
39 material confidential information has not been disclosed or used in violation of
40 the rules. The notice is intended to enable the former client to evaluate and
41 comment upon the effectiveness of the screening procedures.

42 [10] The certifications required by paragraph (a)(2)(iii) give the former
43 client assurance that the client's material confidential information has not

1 been disclosed or used inappropriately, either prior to timely implementation of
2 a screen or thereafter. If compliance cannot be certified, the certificate must
3 describe the failure to comply.

4 [711] Where a lawyer has joined a private firm after having represented
5 the government, imputation is governed by rule 32:1.11(b) and (c), not this
6 rule. Under rule 32:1.11(d), where a lawyer represents the government after
7 having served clients in private practice, nongovernmental employment, or in
8 another government agency, former-client conflicts are not imputed to
9 government lawyers associated with the individually disqualified lawyer.

10 [812] Where a lawyer is prohibited from engaging in certain transactions
11 under rule 32:1.8, paragraph (k) of that rule, and not this rule, determines
12 whether that prohibition also applies to other lawyers associated in a firm
13 with the personally prohibited lawyer.

14

1 **Rule 32:1.17: SALE OF LAW PRACTICE**

2 **A lawyer or a law firm may sell or purchase a law practice, or an**
3 **area of law practice, including good will, if the following conditions are**
4 **satisfied:**

5 **(a) The seller ceases to engage in the private practice of law, or in**
6 **the area of practice that has been sold, in the geographic area in which**
7 **the practice has been conducted;**

8 **(b) The entire practice, or the entire area of practice, is sold to one**
9 **or more lawyers or law firms;**

10 **(c) The seller gives written notice to each of the seller's clients**
11 **regarding:**

12 **(1) the proposed sale;**

13 **(2) the client's right to retain other counsel or to take possession of**
14 **the file; and**

15 **(3) the fact that the client's consent to the transfer of the client's**
16 **files will be presumed if the client does not take any action or does not**
17 **otherwise object within 90 days of receipt of the notice.**

18 **If a client cannot be given notice, the representation of that**
19 **client may be transferred to the purchaser only upon entry of an order**
20 **so authorizing by a court having jurisdiction. The seller may disclose to**
21 **the court in camera information relating to the representation only to**
22 **the extent necessary to obtain an order authorizing the transfer of a file.**

23 **(d) The fees charged clients shall not be increased by reason of the**
24 **sale.**

25 **Comment**

26 [1] The practice of law is a profession, not merely a business. Clients
27 are not commodities that can be purchased and sold at will. Pursuant to
28 this rule, when a lawyer or an entire firm ceases to practice, or ceases to
29 practice in an area of law, and other lawyers or firms take over the
30 representation, the selling lawyer or firm may obtain compensation for the
31 reasonable value of the practice as may withdrawing partners of law firms.
32 See rules 32:5.4 and 32:5.6.

33 *Termination of Practice by the Seller*

34 [2] The requirement that all of the private practice, or all of an area of
35 practice, be sold is satisfied if the seller in good faith makes the entire

1 practice, or the area of practice, available for sale to the purchasers. The
2 fact that a number of the seller's clients decide not to be represented by the
3 purchasers but take their matters elsewhere, therefore, does not result in a
4 violation. Return to private practice as a result of an unanticipated change
5 in circumstances does not necessarily result in a violation. For example, a
6 lawyer who has sold the practice to accept an appointment to judicial office
7 does not violate the requirement that the sale be attendant to cessation of
8 practice if the lawyer later resumes private practice upon being defeated in a
9 retention election for the office or resigns from a judiciary position.

10 [3] The requirement that the seller cease to engage in the private practice
11 of law does not prohibit employment as a lawyer on the staff of a public
12 agency or a legal services entity that provides legal services to the poor, or as
13 in-house counsel to a business.

14 [4] This rule contemplates that a lawyer who sells an entire practice
15 may continue in the practice of law in Iowa provided that the lawyer practices
16 in another geographic area of the state.

17 [5] This rule also permits a lawyer or law firm to sell an area of
18 practice. If an area of practice is sold and the lawyer remains in the active
19 practice of law, the lawyer must cease accepting any matters in the area of
20 practice that has been sold, either as counsel or co-counsel or by assuming
21 joint responsibility for a matter in connection with the division of a fee with
22 another lawyer as would otherwise be permitted by rule 32:1.5(e). For
23 example, a lawyer with a substantial number of estate planning matters and
24 a substantial number of probate administration cases may sell the estate
25 planning portion of the practice but remain in the practice of law by
26 concentrating on probate administration; however, that practitioner may not
27 thereafter accept any estate planning matters. Although a lawyer who leaves
28 a geographical area typically would sell the entire practice, this rule permits
29 the lawyer to limit the sale to one or more areas of the practice, thereby
30 preserving the lawyer's right to continue practice in the areas of the practice
31 that were not sold.

32 *Sale of Entire Practice or Entire Area of Practice*

33 [6] The rule requires that the seller's entire practice, or an entire area
34 of practice, be sold. The prohibition against sale of less than an entire
35 practice area protects those clients whose matters are less lucrative and who
36 might find it difficult to secure other counsel if a sale could be limited to
37 substantial fee-generating matters. The purchasers are required to
38 undertake all client matters in the practice or practice area, subject to client
39 consent. This requirement is satisfied, however, even if a purchaser is unable
40 to undertake a particular client matter because of a conflict of interest.

41 *Client Confidences, Consent, and Notice*

1 [7] Negotiations between seller and prospective purchaser prior to
2 disclosure of information relating to a specific representation of an identifiable
3 client no more violate the confidentiality provisions of rule 32:1.6 than do
4 preliminary discussions concerning the possible association of another lawyer
5 or mergers between firms, with respect to which client consent is not required.
6 See rule 32:1.6(b)(7). Providing the purchaser access to ~~client-specific detailed~~
7 information relating to the representation, ~~and to such as the client's file,~~
8 however, requires client consent. The rule provides that before such
9 information can be disclosed by the seller to the purchaser the client must be
10 given actual written notice of the contemplated sale, including the identity of
11 the purchaser, and must be told that the decision to consent or make other
12 arrangements must be made within 90 days. If nothing is heard from the
13 client within that time, consent to the sale is presumed.

14 [8] A lawyer or law firm ceasing to practice cannot be required to
15 remain in practice because some clients cannot be given actual notice of the
16 proposed purchase. Since these clients cannot themselves consent to the
17 purchase or direct any other disposition of their files, the rule requires an
18 order from a court having jurisdiction authorizing their transfer or other
19 disposition. The court can be expected to determine whether reasonable
20 efforts to locate the client have been exhausted, and whether the absent
21 client's legitimate interests will be served by authorizing the transfer of the file
22 so that the purchaser may continue the representation. Preservation of client
23 confidences requires that the petition for a court order be considered in
24 camera.

25 [9] All elements of client autonomy, including the client's absolute
26 right to discharge a lawyer and transfer the representation to another, survive
27 the sale of the practice or area of practice.

28 *Fee Arrangements Between Client and Purchaser*

29 [10] The sale may not be financed by increases in fees charged the
30 clients of the practice. Existing arrangements between the seller and the
31 client as to fees and the scope of the work must be honored by the purchaser.

32 *Other Applicable Ethical Standards*

33 [11] Lawyers participating in the sale of a law practice or a practice area
34 are subject to the ethical standards applicable to involving another lawyer in
35 the representation of a client. These include, for example, the seller's
36 obligation to exercise competence in identifying a purchaser qualified to
37 assume the practice and the purchaser's obligation to undertake the
38 representation competently (~~see see~~ rule 32:1.1); the obligation to avoid
39 disqualifying conflicts, and to secure the client's informed consent for those
40 conflicts that can be agreed to (~~see see~~ rule 32:1.7 regarding conflicts and rule
41 32:1.0(e) for the definition of informed consent); and the obligation to protect
42 information relating to the representation (~~see see~~ rules 32:1.6 and 32:1.9).

1 [12] If approval of the substitution of the purchasing lawyer for the
2 selling lawyer is required by the rules of any tribunal in which a matter is
3 pending, such approval must be obtained before the matter can be included
4 in the sale ~~(see rule 32:1.16)~~. See rule 32:1.16.

5 *Applicability of the Rule*

6 [13] This rule applies to the sale of a law practice of a deceased,
7 disabled, or disappeared lawyer. Thus, the seller may be represented by a
8 nonlawyer representative not subject to these rules. Since, however, no
9 lawyer may participate in a sale of a law practice which does not conform to
10 the requirements of this rule, the representatives of the seller as well as the
11 purchasing lawyer can be expected to see to it that they are met.

12 [14] Admission to or retirement from a law partnership or professional
13 association, retirement plans and similar arrangements, and a sale of
14 tangible assets of a law practice, do not constitute a sale or purchase
15 governed by this rule.

16 [15] This rule does not apply to the transfers of legal representation
17 between lawyers when such transfers are unrelated to the sale of a practice
18 or an area of practice.

19

1 **Rule 32:1.18: DUTIES TO PROSPECTIVE CLIENT**

2 (a) A person who consults with a lawyer about the possibility of
3 forming a client-lawyer relationship with respect to a matter is a
4 prospective client.

5 (b) Even when no client-lawyer relationship ensues, a lawyer who
6 has learned information from a prospective client shall not use or reveal
7 that information, except as rule 32:1.9 would permit with respect to
8 information of a former client.

9 (c) A lawyer subject to paragraph (b) shall not represent a client
10 with interests materially adverse to those of a prospective client in the
11 same or a substantially related matter if the lawyer received
12 information from the prospective client that could be significantly
13 harmful to that person in the matter, except as provided in paragraph
14 (d). If a lawyer is disqualified from representation under this paragraph,
15 no lawyer in a firm with which that lawyer is associated may knowingly
16 undertake or continue representation in such a matter, except as
17 provided in paragraph (d).

18 (d) When the lawyer has received disqualifying information as
19 defined in paragraph (c), representation is permissible if:

20 (1) both the affected client and the prospective client have given
21 informed consent, confirmed in writing, or;

22 (2) the lawyer who received the information took reasonable
23 measures to avoid exposure to more disqualifying information than was
24 reasonably necessary to determine whether to represent the prospective
25 client; and

26 (i) the disqualified lawyer is timely screened from any participation
27 in the matter and is apportioned no part of the fee therefrom; and

28 (ii) written notice is promptly given to the prospective client.

29 **Comment**

30 [1] Prospective clients, like clients, may disclose information to a
31 lawyer, place documents or other property in the lawyer's custody, or rely on
32 the lawyer's advice. A lawyer's consultations with a prospective client usually
33 are limited in time and depth and leave both the prospective client and the
34 lawyer free (and sometimes required) to proceed no further. Hence,
35 prospective clients should receive some but not all of the protection afforded
36 clients.

37 [2] A person becomes a prospective client by consulting with a lawyer
38 about the possibility of forming a client-lawyer relationship with respect to a

1 matter. Whether communications, including written, oral, or electronic
2 communications, constitute a consultation depends on the circumstances.
3 For example, a consultation is likely to have occurred if a lawyer, either in
4 person or through the lawyer’s advertising in any medium, specifically
5 requests or invites the submission of information about a potential
6 representation without clear and reasonably understandable warnings and
7 cautionary statements that limit the lawyer’s obligations, and a person
8 provides information in response. *See also* comment [4]. In contrast, a
9 consultation does not occur if a person provides information to a lawyer in
10 response to advertising that merely describes the lawyer’s education,
11 experience, areas of practice, and contact information, or provides legal
12 information of general interest. Such a person communicates information
13 unilaterally to a lawyer, without any reasonable expectation that the lawyer
14 is willing to discuss the possibility of forming a client-lawyer relationship,
15 and is thus not a “prospective client.” Moreover, a person who communicates
16 with a lawyer for the purpose of disqualifying the lawyer is not a “prospective
17 client.”

18 [3] It is often necessary for a prospective client to reveal information
19 to the lawyer during an initial consultation prior to the decision about
20 formation of a client-lawyer relationship. The lawyer often must learn such
21 information to determine whether there is a conflict of interest with an existing
22 client and whether the matter is one that the lawyer is willing to undertake.
23 Paragraph (b) prohibits the lawyer from using or revealing that information,
24 except as permitted by rule 32:1.9, even if the client or lawyer decides not to
25 proceed with the representation. The duty exists regardless of how brief the
26 initial conference may be.

27 [4] In order to avoid acquiring disqualifying information from a
28 prospective client, a lawyer considering whether or not to undertake a new
29 matter should limit the initial consultation to only such information as
30 reasonably appears necessary for that purpose. Where the information
31 indicates that a conflict of interest or other reason for nonrepresentation
32 exists, the lawyer should so inform the prospective client or decline the
33 representation. If the prospective client wishes to retain the lawyer, and if
34 consent is possible under rule 32:1.7, then consent from all affected present or
35 former clients must be obtained before accepting the representation.

36 [5] A lawyer may condition a consultation with a prospective client on
37 the person’s informed consent that no information disclosed during the
38 consultation will prohibit the lawyer from representing a different client in the
39 matter. *See* rule 32:1.0(e) for the definition of informed consent. If the
40 agreement expressly so provides, the prospective client may also consent to
41 the lawyer’s subsequent use of information received from the prospective
42 client.

43 [6] Even in the absence of an agreement, under paragraph (c), the
44 lawyer is not prohibited from representing a client with interests adverse to
45 those of the prospective client in the same or a substantially related matter

1 unless the lawyer has received from the prospective client information that
2 could be significantly harmful if used in the matter.

3 [7] Under paragraph (c), the prohibition in this rule is imputed to other
4 lawyers as provided in rule 32:1.10, but, under paragraph (d)(1), imputation
5 may be avoided if the lawyer obtains the informed consent, confirmed in
6 writing, of both the prospective and affected clients. In the alternative,
7 imputation may be avoided if the conditions of paragraph (d)(2) are met and all
8 disqualified lawyers are timely screened and written notice is promptly given
9 to the prospective client. See rule 32:1.0(k) (requirements for screening
10 procedures). Paragraph (d)(2)(i) does not prohibit the screened lawyer from
11 receiving a salary or partnership share established by prior independent
12 agreement, but that lawyer may not receive compensation directly related to
13 the matter in which the lawyer is disqualified.

14 [8] Notice, including a general description of the subject matter about
15 which the lawyer was consulted, and of the screening procedures employed,
16 generally should be given as soon as practicable after the need for screening
17 becomes apparent.

18 [9] For the duty of competence of a lawyer who gives assistance on the
19 merits of a matter to a prospective client, see rule 32:1.1. For a lawyer's
20 duties when a prospective client entrusts valuables or papers to the lawyer's
21 care, see rule 32:1.15.

22

1 **Rule 32:4.4: RESPECT FOR RIGHTS OF THIRD PERSONS**

2 (a) In representing a client, a lawyer shall not use means that have
3 no substantial purpose other than to embarrass, delay, or burden a third
4 person, or use methods of obtaining evidence that violate the legal rights
5 of such a person.

6 (b) A lawyer who receives a document or electronically stored
7 information relating to the representation of the lawyer's client and
8 knows or reasonably should know that the document or electronically
9 stored information was inadvertently sent shall promptly notify the
10 sender.

11 **Comment**

12 [1] Responsibility to a client requires a lawyer to subordinate the
13 interests of others to those of the client, but that responsibility does not imply
14 that a lawyer may disregard the rights of third persons. It is impractical to
15 catalogue all such rights, but they include legal restrictions on methods of
16 obtaining evidence from third persons and unwarranted intrusions into
17 privileged relationships, such as the client-lawyer relationship. For example,
18 present or former organizational employees or agents may have information
19 protected by the attorney-client evidentiary privilege or the work product
20 doctrine of the organization itself. If the person contacted by the lawyer has no
21 authority to waive the privilege, the lawyer may not deliberately seek to obtain
22 the information in this manner.

23 [2] Paragraph (b) recognizes that lawyers sometimes receive a documents
24 document or electronically stored information that ~~were~~~~was~~ mistakenly
25 sent or produced by opposing parties or their lawyers. A document or
26 electronically stored information is inadvertently sent when it is accidentally
27 transmitted, such as when an email or letter is misaddressed or a document or
28 electronically stored information is accidentally included with information that
29 was intentionally transmitted. If a lawyer knows or reasonably should know
30 that such a document or electronically stored information was sent
31 inadvertently, then this rule requires the lawyer to promptly notify the sender
32 in order to permit that person to take protective measures. Whether the lawyer
33 is required to take additional steps, such as returning the ~~original~~~~document~~~~or~~
34 electronically stored information, is a matter of law beyond the scope of these
35 rules, as is the question of whether the privileged status of a document or
36 electronically stored information has been waived. Similarly, this rule does not
37 address the legal duties of a lawyer who receives a document or electronically
38 stored information that the lawyer knows or reasonably should know may have
39 been ~~wrongfully~~~~inappropriately~~ obtained by the sending person. For purposes
40 of this rule, “document or electronically stored information” includes, in
41 addition to paper documents, email and other forms of electronically stored
42 information, including embedded data (commonly referred to as “metadata”),
43 that is ~~e-mail or other electronic modes of transmission~~ subject to being read
44 or put into readable form. Metadata in electronic documents creates an

1 obligation under this rule only if the receiving lawyer knows or reasonably
2 should know that the metadata was inadvertently sent to the receiving
3 lawyer.

4 [3] Some lawyers may choose to return a document or delete
5 electronically stored information unread, for example, when the lawyer learns
6 before receiving ~~the document~~ it that it was inadvertently sent ~~to the wrong~~
7 ~~address~~. Where a lawyer is not required by applicable law to do so, the
8 decision to voluntarily return such a document or delete electronically stored
9 information is a matter of professional judgment ordinarily reserved to the
10 lawyer. See rules 32:1.2 and 32:1.4.

11

1 **Rule 32:5.3: RESPONSIBILITIES REGARDING NONLAWYER**
2 **ASSISTANTSASSISTANCE**

3 **With respect to a nonlawyer employed or retained by or associated**
4 **with a lawyer:**

5 **(a) a partner, and a lawyer who individually or together with other**
6 **lawyers possesses comparable managerial authority in a law firm shall**
7 **make reasonable efforts to ensure that the firm has in effect measures**
8 **giving reasonable assurance that the person's conduct is compatible with**
9 **the professional obligations of the lawyer;**

10 **(b) a lawyer having direct supervisory authority over the nonlawyer**
11 **shall make reasonable efforts to ensure that the person's conduct is**
12 **compatible with the professional obligations of the lawyer; and**

13 **(c) a lawyer shall be responsible for conduct of such a person that**
14 **would be a violation of the Iowa Rules of Professional Conduct if engaged**
15 **in by a lawyer if:**

16 **(1) the lawyer orders or, with the knowledge of the specific conduct,**
17 **ratifies the conduct involved; or**

18 **(2) the lawyer is a partner or has comparable managerial authority**
19 **in the law firm in which the person is employed, or has direct**
20 **supervisory authority over the person, and knows of the conduct at a**
21 **time when its consequences can be avoided or mitigated but fails to take**
22 **reasonable remedial action.**

23 **Comment**

24 ~~[1] Lawyers generally employ assistants in their practice, including~~
25 ~~secretaries, investigators, law student interns, and paraprofessionals. Such~~
26 ~~assistants, whether employees or independent contractors, act for the lawyer~~
27 ~~in rendition of the lawyer's professional services. A lawyer must give such~~
28 ~~assistants appropriate instruction and supervision concerning the ethical~~
29 ~~aspects of their employment, particularly regarding the obligation not to~~
30 ~~disclose information relating to representation of the client, and should be~~
31 ~~responsible for their work product. The measures employed in supervising~~
32 ~~nonlawyers should take account of the fact that they do not have legal~~
33 ~~training and are not subject to professional discipline.~~

34 ~~[21] Paragraph (a) requires lawyers with managerial authority within a~~
35 ~~law firm to make reasonable efforts to establish internal policies and~~
36 ~~procedures designed to provide to ensure that the firm has in effect measures~~
37 ~~giving reasonable assurance that nonlawyers in the firm and nonlawyers~~
38 ~~outside the firm who work on firm matters will act in a way compatible with the~~
39 ~~professional obligations of the lawyer. Iowa Rules of Professional Conduct.—See~~
40 ~~rule 32:1.1, comment [6] (retaining lawyers outside the firm) and comment [1]~~

1 ~~to~~ rule 32:5.1, comment [1] (responsibilities with respect to lawyers within a
2 firm). Paragraph (b) applies to lawyers who have supervisory authority over
3 the work of a nonlawyer such nonlawyers within or outside the firm.
4 Paragraph (c) specifies the circumstances in which a lawyer is responsible
5 for the conduct of a nonlawyer such nonlawyers within or outside the firm that
6 would be a violation of the Iowa Rules of Professional Conduct if engaged in
7 by a lawyer.

8 Nonlawyers Within the Firm

9 [2] Lawyers generally employ assistants in their practice, including
10 secretaries, investigators, law student interns, and paraprofessionals. Such
11 assistants, whether employees or independent contractors, act for the lawyer
12 in rendition of the lawyer's professional services. A lawyer must give such
13 assistants appropriate instruction and supervision concerning the ethical
14 aspects of their employment, particularly regarding the obligation not to
15 disclose information relating to representation of the client, and should be
16 responsible for their work product. The measures employed in supervising
17 nonlawyers should take account of the fact that they do not have legal
18 training and are not subject to professional discipline.

19 Nonlawyers Outside the Firm

20 [3] A lawyer may use nonlawyers outside the firm to assist the lawyer in
21 rendering legal services to the client. Examples include the retention of an
22 investigative or paraprofessional service, hiring a document management
23 company to create and maintain a database for complex litigation, sending
24 client documents to a third party for printing or scanning, and using an
25 Internet-based service to store client information. When using such services
26 outside the firm, a lawyer must make reasonable efforts to ensure that the
27 services are provided in a manner that is compatible with the lawyer's
28 professional obligations. The extent of this obligation will depend upon the
29 circumstances, including the education, experience, and reputation of the
30 nonlawyer; the nature of the services involved; the terms of any arrangements
31 concerning the protection of client information; and the legal and ethical
32 environments of the jurisdictions in which the services will be performed,
33 particularly with regard to confidentiality. See also rules 32:1.1 (competence),
34 32:1.2 (allocation of authority), 32:1.4 (communication with client), 32:1.6
35 (confidentiality), 32:5.4(a) (professional independence of the lawyer), and
36 32:5.5(a) (unauthorized practice of law). When retaining or directing a
37 nonlawyer outside the firm, a lawyer should communicate directions
38 appropriate under the circumstances to give reasonable assurance that the
39 nonlawyer's conduct is compatible with the professional obligations of the
40 lawyer.

41 [4] Where the client directs the selection of a particular nonlawyer service
42 provider outside the firm, the lawyer ordinarily should agree with the client
43 concerning the allocation of responsibility for monitoring as between the client
44 and the lawyer. See rule 32:1.2. When making such an allocation in a matter

1 pending before a tribunal, lawyers and parties may have additional obligations
2 that are a matter of law beyond the scope of these rules.

3

4 **Rule 32:5.5: UNAUTHORIZED PRACTICE OF LAW; MULTIJURISDICTIONAL**
5 **PRACTICE OF LAW**

6 (a) A lawyer shall not practice law in a jurisdiction in violation of
7 the regulation of the legal profession in that jurisdiction, or assist
8 another in doing so.

9 (b) A lawyer who is not admitted to practice in this jurisdiction
10 shall not:

11 (1) except as authorized by these rules or other law, establish an
12 office or other systematic and continuous presence in this jurisdiction
13 for the practice of law; or

14 (2) hold out to the public or otherwise represent that the lawyer is
15 admitted to practice law in this jurisdiction.

16 (c) A lawyer admitted in another United States jurisdiction, and not
17 disbarred or suspended from practice in any jurisdiction, may provide
18 legal services on a temporary basis in this jurisdiction that:

19 (1) are undertaken in association with a lawyer who is admitted to
20 practice in this jurisdiction and who actively participates in the matter;

21 (2) are in or reasonably related to a pending or potential proceeding
22 before a tribunal in this or another jurisdiction, if the lawyer, or a person
23 the lawyer is assisting, is authorized by law or order to appear in such
24 proceeding or reasonably expects to be so authorized;

25 (3) are in or reasonably related to a pending or potential
26 arbitration, mediation, or other alternative dispute resolution
27 proceeding in this or another jurisdiction, if the services arise out of or
28 are reasonably related to the lawyer's practice in a jurisdiction in which
29 the lawyer is admitted to practice and are not services for which the
30 forum requires pro hac vice admission; or

31 (4) are not within paragraphs (c)(2) or (c)(3) and arise out of or are
32 reasonably related to the lawyer's practice in a jurisdiction in which the
33 lawyer is admitted to practice.

34 (d) A lawyer admitted in another United States jurisdiction, and not
35 disbarred or suspended from practice in any jurisdiction, may provide
36 legal services in this jurisdiction that provide legal services through an

1 **office or other systematic and continuous presence in this jurisdiction**
2 **that:**

3 **(1) are provided to the lawyer's employer or its organizational**
4 **affiliates and are not services for which the forum requires pro hac vice**
5 **admission; or**

6 **(2) are services that the lawyer is authorized to provide by federal**
7 **law or other law of this jurisdiction by federal or other law or rule to**
8 **provide in this jurisdiction.**

9 **Comment**

10 [1] A lawyer may practice law only in a jurisdiction in which the lawyer
11 is authorized to practice. A lawyer may be admitted to practice law in a
12 jurisdiction on a regular basis or may be authorized by court rule or order or
13 by law to practice for a limited purpose or on a restricted basis. Paragraph
14 (a) applies to unauthorized practice of law by a lawyer, whether through the
15 lawyer's direct action or by the lawyer assisting another person. For example,
16 a lawyer may not assist a person in practicing law in violation of the rules
17 governing professional conduct in that person's jurisdiction.

18 [2] The definition of the practice of law is established by law and
19 varies from one jurisdiction to another. Whatever the definition, limiting the
20 practice of law to members of the bar protects the public against rendition of
21 legal services by unqualified persons. This rule does not prohibit a lawyer
22 from employing the services of paraprofessionals and delegating functions to
23 them, so long as the lawyer supervises the delegated work and retains
24 responsibility for their work. See rule 32:5.3.

25 [3] A lawyer may provide professional advice and instruction to
26 nonlawyers whose employment requires knowledge of the law; for example,
27 claims adjusters, employees of financial or commercial institutions, social
28 workers, accountants, and persons employed in government agencies.
29 Lawyers also may assist independent nonlawyers, such as paraprofessionals,
30 who are authorized by the law of a jurisdiction to provide particular law-
31 related services. In addition, a lawyer may counsel nonlawyers who wish to
32 proceed pro se.

33 [4] Other than as authorized by law or this rule, a lawyer who is not
34 admitted to practice generally in this jurisdiction violates paragraph (b)(1) if
35 the lawyer establishes an office or other systematic and continuous presence
36 in this jurisdiction for the practice of law. Presence may be systematic and
37 continuous even if the lawyer is not physically present here. Such a lawyer
38 must not hold out to the public or otherwise represent that the lawyer is
39 admitted to practice law in this jurisdiction. See also rules 32:7.1(a) and
40 32:7.5(b).

1 [5] There are occasions in which a lawyer admitted to practice in another
2 United States jurisdiction, and not disbarred or suspended from practice in
3 any jurisdiction, may provide legal services on a temporary basis in this
4 jurisdiction under circumstances that do not create an unreasonable risk to
5 the interests of their clients, the public, or the courts. Paragraph (c)
6 identifies four such circumstances. The fact that conduct is not so identified
7 does not imply that the conduct is or is not authorized. With the exception
8 of paragraphs (d)(1) and (d)(2), this rule does not authorize a lawyer to
9 establish an office or other systematic and continuous presence in this
10 jurisdiction without being admitted to practice generally here.

11 [6] There is no single test to determine whether a lawyer's services are
12 provided on a "temporary basis" in this jurisdiction, and may therefore be
13 permissible under paragraph (c). Services may be "temporary" even though
14 the lawyer provides services in this jurisdiction on a recurring basis, or for an
15 extended period of time, as when the lawyer is representing a client in a single
16 lengthy negotiation or litigation.

17 [7] Paragraphs (c) and (d) apply to lawyers who are admitted to practice
18 law in any United States jurisdiction, which includes the District of Columbia
19 and any state, territory, or commonwealth of the United States. The word
20 "admitted" in paragraph (c) contemplates that the lawyer is authorized to
21 practice in the jurisdiction in which the lawyer is admitted and excludes a
22 lawyer who, while technically admitted, is not authorized to practice
23 because, for example, the lawyer is on inactive status.

24 [8] Paragraph (c)(1) recognizes that the interests of clients and the public
25 are protected if a lawyer admitted only in another jurisdiction associates with
26 a lawyer licensed to practice in this jurisdiction. For this paragraph to apply,
27 however, the lawyer admitted to practice in this jurisdiction must actively
28 participate in and share responsibility for the representation of the client.

29 [9] Lawyers not admitted to practice generally in a jurisdiction may be
30 authorized by law or order of a tribunal or an administrative agency to
31 appear before the tribunal or agency. This authority may be granted
32 pursuant to formal rules governing admission pro hac vice or pursuant to
33 informal practice of the tribunal or agency. Under paragraph (c)(2), a lawyer
34 does not violate this rule when the lawyer appears before a tribunal or
35 agency pursuant to such authority. To the extent that a court rule or other
36 law of this jurisdiction requires a lawyer who is not admitted to practice in
37 this jurisdiction to obtain admission pro hac vice before appearing before a
38 tribunal or administrative agency, this rule requires the lawyer to obtain that
39 authority.

40 [10] Paragraph (c)(2) also provides that a lawyer rendering services in
41 this jurisdiction on a temporary basis does not violate this rule when the
42 lawyer engages in conduct in anticipation of a proceeding or hearing in a
43 jurisdiction in which the lawyer is authorized to practice law or in which
44 the lawyer reasonably expects to be admitted pro hac vice. Examples of such

1 conduct include meetings with the client, interviews of potential witnesses,
2 and the review of documents. Similarly, a lawyer admitted only in another
3 jurisdiction may engage in conduct temporarily in this jurisdiction in
4 connection with pending litigation in another jurisdiction in which the
5 lawyer is or reasonably expects to be authorized to appear, including taking
6 depositions in this jurisdiction.

7 [11] When a lawyer has been or reasonably expects to be admitted to
8 appear before a court or administrative agency, paragraph (c)(2) also permits
9 conduct by lawyers who are associated with that lawyer in the matter, but
10 who do not expect to appear before the court or administrative agency. For
11 example, subordinate lawyers may conduct research, review documents,
12 and attend meetings with witnesses in support of the lawyer responsible for
13 the litigation.

14 [12] Paragraph (c)(3) permits a lawyer admitted to practice law in
15 another jurisdiction to perform services on a temporary basis in this
16 jurisdiction if those services are in or reasonably related to a pending or
17 potential arbitration, mediation, or other alternative dispute resolution
18 proceeding in this or another jurisdiction, if the services arise out of or are
19 reasonably related to the lawyer's practice in a jurisdiction in which the
20 lawyer is admitted to practice. The lawyer, however, must obtain admission
21 pro hac vice in the case of a court-annexed arbitration or mediation or
22 otherwise if court rules or law so require.

23 [13] Paragraph (c)(4) permits a lawyer admitted in another jurisdiction
24 to provide certain legal services on a temporary basis in this jurisdiction
25 that arise out of or are reasonably related to the lawyer's practice in a
26 jurisdiction in which the lawyer is admitted but are not within paragraphs
27 (c)(2) or (c)(3). These services include both legal services and services that
28 nonlawyers may perform but that are considered the practice of law when
29 performed by lawyers.

30 [14] Paragraphs (c)(3) and (c)(4) require that the services arise out of
31 or be reasonably related to the lawyer's practice in a jurisdiction in which
32 the lawyer is admitted. A variety of factors evidence such a relationship.
33 The lawyer's client may have been previously represented by the lawyer, or
34 may be resident in or have substantial contacts with the jurisdiction in which
35 the lawyer is admitted. The matter, although involving other jurisdictions,
36 may have a significant connection with that jurisdiction. In other cases,
37 significant aspects of the lawyer's work might be conducted in that
38 jurisdiction or a significant aspect of the matter may involve the law of that
39 jurisdiction. The necessary relationship might arise when the client's
40 activities or the legal issues involve multiple jurisdictions, such as when the
41 officers of a multinational corporation survey potential business sites and seek
42 the services of their lawyer in assessing the relative merits of each. In
43 addition, the services may draw on the lawyer's recognized expertise
44 developed through the regular practice of law on behalf of clients in matters
45 involving a particular body of federal, nationally uniform, foreign, or

1 international law. Lawyers desiring to provide *pro bono* legal services on a
2 temporary basis in a jurisdiction that has been affected by a major disaster,
3 but in which they are not otherwise authorized to practice law, as well as
4 lawyers from the affected jurisdiction who seek to practice law temporarily in
5 another jurisdiction, but in which they are not otherwise authorized to
6 practice law, should consult Iowa Court Rule 31.17.

7 [15] Paragraph (d) identifies two circumstances in which a lawyer who
8 is admitted to practice in another United States jurisdiction, and is not
9 disbarred or suspended from practice in any jurisdiction, may establish an
10 office or other systematic and continuous presence in this jurisdiction for the
11 practice of law as well as provide legal services on a temporary basis. Except
12 as provided in paragraphs (d)(1) and (d)(2), a lawyer who is admitted to
13 practice law in another jurisdiction and who establishes an office or other
14 systematic or continuous presence in this jurisdiction must become admitted
15 to practice law generally in this jurisdiction.

16 [16] Paragraph (d)(1) applies to a lawyer who is employed by a client to
17 provide legal services to the client or its organizational affiliates, i.e., entities
18 that control, are controlled by, or are under common control with the
19 employer. This paragraph does not authorize the provision of personal legal
20 services to the employer's officers or employees. The paragraph applies to in-
21 house corporate lawyers, government lawyers, and others who are employed
22 to render legal services to the employer. The lawyer's ability to represent the
23 employer outside the jurisdiction in which the lawyer is licensed generally
24 serves the interests of the employer and does not create an unreasonable risk
25 to the client and others because the employer is well situated to assess the
26 lawyer's qualifications and the quality of the lawyer's work.

27 [17] If an employed lawyer establishes an office or other systematic and
28 continuous presence in this jurisdiction for the purpose of rendering legal
29 services to the employer, the lawyer must register and follow the requirements
30 of Iowa Court Rule 31.16.

31 [18] Paragraph (d)(2) recognizes that a lawyer may provide legal
32 services in a jurisdiction in which the lawyer is not licensed when
33 authorized to do so by federal or other law, which includes statute, court
34 rule, executive regulation, or judicial precedent.

35 [19] A lawyer who practices law in this jurisdiction pursuant to
36 paragraph (c) or (d) or otherwise is subject to the disciplinary authority of this
37 jurisdiction. See rule 32:8.5(a).

38 [20] In some circumstances, a lawyer who practices law in this
39 jurisdiction pursuant to paragraph (c) or (d) may have to inform the client that
40 the lawyer is not licensed to practice law in this jurisdiction. For example,
41 that may be required when the representation occurs primarily in this
42 jurisdiction and requires knowledge of the law of this jurisdiction. See rule
43 32:1.4(b).

1 [21] Paragraphs (c) and (d) do not authorize communications advertising
2 legal services in this jurisdiction by lawyers who are admitted to practice in
3 other jurisdictions. Whether and how lawyers may communicate the
4 availability of their services in this jurisdiction is governed by rules 32:7.1 to
5 32:7.5.