

Final

**Rhode Island Supreme Court
Ethics Advisory Panel Op. 2025-7
Issued June 16, 2025**

FACTS

The inquiring attorney works as a staff attorney for a non-profit organization, providing pro bono legal representation primarily to domestic violence victims. The inquiring attorney's employer maintains a business relationship with a law firm (the "Firm") in which the Firm's attorneys train the inquiring attorney for a fee. Such training includes permitting the inquiring attorney to observe the Firm's attorneys in action at client meetings, hearings, and consultations, engaging in regular, direct discussions of the inquiring attorney's ongoing cases, providing the inquiring attorney with document drafting and hearing preparation assistance as needed (including having a Firm attorney sometimes accompany the inquiring attorney to hearings in a supporting role), and answering the inquiring attorney's practice questions as they arise. The inquiring attorney does not share office space with the Firm, is not held out to the public or to the Firm's clients as an associate or member of the Firm, and is not included in the Firm's advertising or social media or on its letterhead or website.

The inquiring attorney's employer intends to craft a referral list of law firms to which prospective clients presenting a conflict of interest may be referred. The inquiring attorney wishes to add the Firm to the referral list but is unsure whether doing so would violate the Rules of Professional Conduct. The inquiring attorney also asks whether the Firm may accept referred prospective clients at reduced or no cost depending on the clients' circumstances.

ISSUE PRESENTED

The inquiring attorney presents two (2) issues for consideration: (1) may the inquiring attorney refer prospective clients presenting a conflict of interest to the Firm; and (2) may the Firm accept referred clients at reduced or no cost depending on the clients' circumstances?

OPINION

It is the Panel's opinion that the inquiring attorney may not refer prospective clients presenting a conflict of interest to the Firm unless the parties' training relationship is terminated or, if it continues, unless affected prospective clients give informed consent, confirmed in writing, to the referral.

REASONING

As an initial matter, the Panel will not address the inquiring attorney's question regarding whether the Firm may accept referrals from the inquiring attorney's employer at reduced or no cost depending on the prospective clients' circumstances, because its jurisdiction does not encompass requests seeking advice about the conduct of a lawyer other than the inquiring attorney.

See Rule 2(a) of the Rules of the Rhode Island Supreme Court Ethics Advisory Panel. The Firm is free to submit a written request for an advisory opinion should it desire a response to this query.

The inquiring attorney's other question inculcates Rule 1.10, concerning imputation of conflicts of interest:

(a) While lawyers are associated in a firm, none of them shall knowingly represent a client when any one of them practicing alone would be prohibited from doing so by Rules 1.7 or 1.9, unless the prohibition is based on a personal interest of the prohibited lawyer and does not present a significant risk of materially limiting the representation of the client by the remaining lawyers in the firm.

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

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

(2) any lawyer remaining in the firm has information protected by Rules 1.6 and 1.9(c) that is material to the matter.

(c) When a lawyer becomes associated with a firm, no lawyer associated in the firm shall knowingly represent a person in a matter in which that lawyer is disqualified under Rule 1.9 unless:

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

(2) written notice is promptly given to any affected former client to enable it to ascertain compliance with the provisions of this Rule.

(d) A disqualification prescribed by this rule may be waived by the affected client under the conditions stated in Rule 1.7.

(e) The disqualification of lawyers associated in a firm with former or current government lawyers is governed by Rule 1.11.

The resolution of this issue turns on whether the inquiring attorney and the Firm are "associated in a firm" under the Rules of Professional Conduct. Rule 1.0(c) generally defines "firm" to mean "lawyers in a law partnership, professional corporation, sole proprietorship, or other association authorized to practice law; or lawyers employed in a legal services organization or the legal department of a corporation or other organization." "Whether two or more lawyers constitute a firm under this definition can depend on the specific facts," however. Rule 1.10, Comment [1]. For example, "any two or more lawyers who, by signs, letterhead, or any form of advertising, list

their names in succession will likely be regarded as a firm for the purposes of these Rules, notwithstanding disclaimers such as ‘an association of independent attorneys.’” Rule 1.0, Comment [2].

At first glance, the relationship between the inquiring attorney and the Firm does not appear to rise to the level of a “firm” under Rule 1.0(c). The Firm does not hold the inquiring attorney out as an associate or member to either the public or to its clients. The inquiring attorney and the Firm do not share office space, a sign, letterhead, email addresses, advertising, social media, a website, or other traditional, public indicia of firm formation. Thus, there is little danger their training arrangement confuses or misleads the public. See Rhode Island Supreme Court Ethics Advisory Panel Op. 91-17.1 (determining that two attorneys who shared office space but did not share client trust accounts, business checking accounts, files, stationary, or business cards did not constitute a “firm”); cf. Rhode Island Supreme Court Ethics Advisory Panel Op. 2025-04 (finding that a group of unaffiliated attorneys who were listed on the same letterhead with a single physical address and shared a website address, telephone number, fax number, and email domain constituted a “firm”).

With that said, the determination of a “firm” relationship demands a fact-specific inquiry rather than completion of a preordained checklist of factors. See Rule 1.10, Comment [1]. In this case, the Panel finds significant the fact that the training relationship between the inquiring attorney and the Firm involves the regular, direct discussion of the inquiring attorney’s ongoing cases, providing the inquiring attorney with document drafting and hearing preparation assistance as needed (including having a Firm attorney sometimes accompany the inquiring attorney to hearings in a supporting role), and answering the inquiring attorney’s practice questions as they arise. Such routine intermixing of the inquiring attorney’s practice with the Firm’s attorneys—particularly, the sharing of information from the inquiring attorney’s cases—creates substantive connections sufficient in the Panel’s view to constitute a “firm” relationship for the purposes of imputation of conflicts of interest under Rule 1.10. See Rhode Island Supreme Court Ethics Advisory Panel Op. 2018-02 (determining that two unassociated attorneys who shared a common employee who had access to both practices’ client information constituted a “firm” under Rule 1.10).

Accordingly, prospective clients presenting conflicts of interest for the inquiring attorney will also do so for the Firm, thereby prohibiting referral. See Rule 1.10(a). This prohibition may be lifted only under two (2) scenarios. First, the parties may terminate their training relationship, eliminating the facts binding them together as a “firm” under Rule 1.0(c) and obviating the application of Rule 1.10. Second, should the training relationship remain referral is possible if each affected client gives his or her informed consent to the referral, confirmed in writing.