

September 2025 - Leaving a Law Firm – Communication with Clients

This month's question was posed by a law firm associate leaving his law firm. The associate wanted to know whether he (as opposed to the firm) needed to personally write to clients in matters on which he had worked to inform the clients of his departure, and whether he would be responsible for the cost of notifying clients.

Quick Answer: Both the departing lawyer and the firm share responsibility to inform clients of a material change in the representation of the client. Ideally, they issue a joint notice; if that's not feasible, the departing lawyer may notify clients for whom they had substantial responsibility. Cost allocation is typically governed by firm policies or agreements.

The Ethical Obligation to Notify Clients

The question raises a number of potential issues because both the departing lawyer and the firm the lawyer is leaving have ethical obligations to ensure that clients' interests are represented competently, diligently, and with loyalty during the transition period. It is important to remember that clients may remain with the firm, continue with the departing lawyer, or select different counsel, and their informed direction controls.

Guidance from the ARDC, Courts, and the ABA

A good place to start for a discussion of these issues is a 2020 article on the ARDC's website entitled "Leaving a Law Firm: A Guide to the Ethical Obligations in Law Firm Departure" by ARDC Education Counsel Mary F. Andreoni. The article can be found here: (https://www.iardc.org/Files/Leaving_a_Law_Firm.pdf).

As the article explains, because there are no specific ethical rules directly addressing a lawyer's departure, a leaving lawyer should consult the Rules of Professional Conduct (rules governing client communication, confidentiality, conflicts of interest, and solicitation may apply), case law and ethics opinions; the firm's employment agreement; and other potentially relevant law such as the law governing business entities and trade secrets. The Illinois Supreme Court's opinion in *Dowd & Dowd, Ltd. v. Gleason*, 181 Ill. 2d 460 (1998), and the opinion of the appellate court after remand, *Dowd & Dowd, Ltd. v. Gleason*, 352 Ill. App. 3d 365 (1st Dist. 2004), set forth ethical guideposts as to how far a departing lawyer may go with regard to pre-departure preparatory activities, including what efforts a departing lawyer may properly take in communicating with clients without breaching the lawyer's fiduciary duty owed to the firm.

A lawyer should give reasonable notice to the firm of the lawyer's intent to leave the firm before notifying any clients. Part of the departing lawyer's and the law firm's obligations to clients include a duty to inform firm clients of any material change in the representation, which would include the departure of a lawyer who has substantial responsibility for a matter, and to obtain the client's informed direction as to how the client wishes its work to be handled going forward. Ideally, notice to clients should be a joint communication from the departing lawyer and the firm. If a joint communication is not possible, a departing lawyer may communicate his

or her departure to clients for whom the lawyer is currently handling active matters and clients for whom the lawyer has played a principal role in the current delivery of legal services.

What Departure Notices Should Include

ABA Formal Op. 99-414 (1999) provides guidance on the information that should be put in departure communications to clients, including the timing of the departure; the current status of the client matter; an accounting of any funds or property the firm is currently holding for the client; how any paid fees will be handled; and, most importantly, the client's option to remain with the law firm, choose representation by the departing lawyer, or choose representation by another lawyer or law firm. A firm may not impede the departing lawyer's ability to practice law or provide legal services to the clients who wish to remain with the departing lawyer.

Allocation of Notification Costs

No specific ethics rule addresses the costs associated with notifying clients of a lawyer's departure from a firm. Costs logically should be a shared responsibility of the departing lawyer and the firm, since, again, both owe duties to the clients. A lawyer's employment agreement or firm policies may determine how those costs are handled.

Have a question about professional responsibility? Contact the Ethics Inquiry Program at (312) 565-2600 or (800) 826-8625.