

In the Supreme Court of the State of Utah

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In re: Hayman-Woodward Human Capital LLP/HW Human
Capital LLP

ORDER TERMINATING AUTHORIZATION TO PRACTICE LAW AND GRANTING PARTIAL WAIVER OF RULE 5.4

Based upon the Utah Supreme Court's plenary and constitutionally granted authority to regulate the practice of law in Utah, and the tenets of Standing Order 15, the Utah Supreme Court orders that Hayman-Woodward Human Capital LLP/HW Human Capital LLP's ("Hayman-Woodward Human Capital") authorization is terminated, but that Utah-licensed lawyers may continue to practice law with Hayman-Woodward Human Capital under the terms set forth below.

"The Utah Constitution imposes on this court the duty, and grants it the concomitant authority, to govern the practice of law within the state of Utah." *In re Anthony*, 2010 UT 3, ¶ 11, 225 P.3d 198. Pursuant to that authority, the Court established a pilot legal regulatory sandbox ("Sandbox") to test whether changing the way it regulates the practice of law can increase access to legal services without increasing consumer harm.

On September 21, 2022¹, the Court authorized Hayman-Woodward Human Capital to operate in the Sandbox as a low-innovation alternative business structure ("ABS"), in which services are provided by lawyers partnering with, employed by, or sharing profits with nonlawyers.

The Sandbox is a seven-year pilot project set to expire on August 14, 2027, unless otherwise provided. After assessing the data from four years of Sandbox operations, the Court exercised its discretion to narrow the scope of the Sandbox to focus on moderate- and high-innovation service models designed to reach Utah consumers currently underserved by the legal market ("the Utah innovation requirement"). As a result, the Court ended the ABS-only portion of the Sandbox on December 31, 2024.

The Court directed the Legal Services Innovation Committee to identify low-innovation ABS entities whose Sandbox authorizations should be

¹ This order was amended on December 21, 2022.

terminated. The Court also asked the Committee to recommend whether Utah-licensed lawyers should be allowed to work for or partner with those terminated entities, without being subject to discipline under rule 5.4 of this Court's Rules of Professional Conduct.

Pursuant to that charge, the Committee has recommended that Hayman-Woodward Human Capital's Sandbox authorization be terminated because it is a low-innovation ABS entity that does not meet the Utah innovation requirement. The Committee also recommends that Utah-licensed lawyers working for or partnering with Hayman-Woodward Human Capital receive a partial waiver of rule 5.4.

In light of the Court's responsibility to the public to effectively regulate the practice of law in Utah, and in keeping with the tenets of Standing Order 15, the Court now orders as follows:

Any and all orders authorizing Hayman-Woodward Human Capital to provide services within the Sandbox are hereby terminated.

Utah-licensed lawyers may practice law with Hayman-Woodward Human Capital even though a financial interest is held or managerial authority is exercised by one or more persons who are non-lawyers. *See* SUP. CT. R. PRO. PRAC. 5.4(d). The court waives the requirement in rule 5.4(d) that Hayman-Woodward Human Capital be authorized as required by Standing Order 15.

Utah lawyers employed by or partnering with Hayman-Woodward Human Capital remain subject to all other Rules of Professional Responsibility, including but not limited to the following provisions of rule 5.4:

- Ensuring that there is no interference with the lawyer's professional independence of judgment, duty of loyalty to a client, and protection of client confidences, *id.* 5.4(a);
- Providing written notice to a prospective client, before accepting a representation, that one or more nonlawyers holds a financial interest in the organization in which the lawyer practices or that one or more nonlawyers exercises managerial authority over the lawyer,

id. 5.4(d)(1), and

- Setting forth in writing to a client the financial and managerial structure of the organization in which the lawyer practices, *id.* 5.4(d)(2).

This order applies only to Utah lawyers practicing within the scope of their Utah bar license. It has no effect on any other aspect of Hayman-Woodward Human Capital's operations. This order is not transferable to any other entity.

This waiver will automatically terminate at the conclusion of the Sandbox pilot project on August 14, 2027, unless the Court, in its sole discretion, determines that there is good cause to revoke the waiver before that date. Good cause may include, but is not limited to, any actions that alter Hayman-Woodward Human Capital's non-lawyer ownership/management structure or expand Hayman-Woodward Human Capital's scope of operations beyond those represented in its Sandbox application(s) and authorized by the Court. Prior to the termination date, Hayman-Woodward Human Capital's or Utah lawyers associated with the entity may petition the Court to extend the waiver by submitting a written request to the Office of Legal Services Innovation setting forth good cause for an extension.

DATED this 27th day of January, 2025.

A handwritten signature in black ink, appearing to read 'Matthew B. Durrant', is written over a horizontal line.

Matthew B. Durrant
Chief Justice