

Texas Court Extends Attorney Immunity Shield to In-House Counsel in Landmark Business Court Case

By Michael Gennaro

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A Texas appellate court has issued a landmark decision for in-house counsel, extending attorney immunity protections to a corporate general counsel accused of helping orchestrate the ouster of a CEO pursuing a \$350 million wrongful termination claim.

In a July 14 opinion, the Fifteenth Court of Appeals conditionally granted mandamus relief to attorney Frank Jackson and ordered the Texas Business Court to dismiss him from a lawsuit brought by former Reynolds and Reynolds CEO Norman Thomas Barras Jr. The appellate court concluded that Jackson's alleged conduct—advising company leadership regarding Barras' termination fell squarely within the type of work lawyers perform on behalf of clients, and therefore was protected by the attorney-immunity doctrine.

The ruling carries significance beyond the underlying dispute, as it marks the first Texas appellate decision recognizing that attorney immunity protections apply to in-house lawyers providing legal advice and the first grant of dispositive mandamus relief arising from a Texas Business Court case since the specialized court system was launched in 2024.

The dispute stems from Barras' May 2025 termination as chief executive of Reynolds and Reynolds, a provider of software and technology services to the automotive industry. Barras alleged that he signed a 10-year employment agreement in 2024 and was entitled to compensation for the remainder of the contract



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if terminated without cause, which he estimated at roughly \$350 million. He sued Reynolds for breach of contract and also asserted a tortious interference claim against Jackson, alleging the lawyer helped engineer his removal.

According to the opinion, Barras alleged Jackson had previously served as attorney to Reynolds parent company founder Bob Brockman and later became a close adviser to Dorothy Brockman, who assumed control of the company after her husband's death. Barras claimed Jackson acted as a business adviser rather than a lawyer and inserted himself into company operations with the goal of forcing Barras out and potentially replacing him.

Jackson moved to dismiss the claim under Texas Rule of Civil Procedure 91a, arguing that attorney

immunity barred the suit because the allegations arose from legal advice provided within the scope of representing a client. After Jackson raised the defense, Barras amended his petition to remove references to Jackson serving as general counsel and instead characterized him as a business adviser. The business court denied the dismissal motion, prompting Jackson to seek mandamus relief from the appellate court.

Writing for the court, Chief Justice Scott Brister said the label attached to Jackson's role was not dispositive. Instead, the key inquiry was whether the conduct at issue was the type of conduct lawyers perform while discharging professional duties to clients.

"When a 'multi-billion-dollar' company (as the petition alleges) considers firing a former CEO with a potential claim for \$350 million, it would be foolish for the company not to seek legal advice," Brister wrote. "Rendering advice in that context is precisely the kind of conduct that corporate attorneys and general counsels are expected to perform."

Gregg Costa, a Gibson, Dunn & Crutcher partner who represented Jackson, said the court correctly recognized that the dispute centered on a legal judgment.

"The conduct in this case, advising on whether a termination of a CEO should be for cause, is quintessentially a legal determination, and it's the type of employment decision that lawyers, both in-house and law firm lawyers, make every day in the state of Texas," Costa said.

The court further held that Barras could not avoid the attorney immunity defense simply by recasting Jackson as a business adviser. The opinion noted that while Barras alleged Jackson was involved in numerous business matters, he failed to plead facts showing that the advice related to his termination was "entirely foreign" to a lawyer's duties.

"The only conduct pleaded against Jackson as tortious interference was advice rendered to Brockman and Reynolds, allegedly 'as a business adviser,'" the court wrote. "But in this context any such advice is precisely the kind of conduct a corporate attorney is expected to render."

A dissenting opinion by Justice April Farris argued that Barras had alleged sufficient facts to support his contention that Jackson was acting as a business adviser rather than in a legal capacity and warned that the majority's reasoning risked extending immunity too broadly. The majority rejected that view, concluding that advice concerning the termination of a corporate chief executive and the resulting legal exposure fell squarely within the work expected of a general counsel.

The ruling may have broader implications for corporate legal departments throughout Texas. While the Texas Supreme Court has repeatedly recognized attorney immunity for lawyers acting within the scope of representation, the Jackson case is believed to be the first Texas appellate decision expressly applying the doctrine to an in-house attorney serving as general counsel.

Costa said the decision reflects the reality that legal and business advice often overlap for corporate counsel.

"There's not such a clear divide between 'this is the business bucket' and 'this is the legal bucket.' They are providing legal advice every day on business decisions, but by providing that legal advice, they are performing the duties of a lawyer, and that's where you get immunity," Costa said.

The appellate court also emphasized that attorney immunity focuses on the function the lawyer was performing rather than allegations regarding motive or wrongdoing. Rejecting claims that Jackson acted out of personal ambition, the court wrote that the doctrine examines "the function and role the lawyer was performing, not the alleged wrongfulness, or even asserted criminality, of the lawyer's conduct."

In addition to finding that the business court abused its discretion, the appellate court held Jackson lacked an adequate remedy through a normal appeal because forcing him to litigate a claim seeking hundreds of millions of dollars would effectively deprive him of the benefits of immunity from suit. The court directed the business court to vacate its order denying Jackson's motion and dismiss him from the case.