



UNIVERSITY POLICIES AND PROCEDURES

Title:	The Role of The Office of the General Counsel Policy
Policy Number:	UPP-2022-04-07
Replacing Policy:	No Prior Policy
Date Approved:	April 7, 2022
Effective Date:	Upon Approval
Date of Amendments:	N/A
Issuing Authority:	Board of Trustees
Responsible Office:	The Office of the General Counsel

Policy Statement

It is the policy of the University of Redlands (“University”) that the Office of the General Counsel is responsible for managing all legal matters relating to the University and its subsidiaries. All requirements of this policy apply equally to all employees and members of the Board of Trustees, except as otherwise authorized by the Board of Trustees or the President.

Role of the Office of the General Counsel

The role of the Office of the General Counsel is to fulfill its mission through advice/counsel and advocacy/representation. The University’s General Counsel manages the Office of the General Counsel. The General Counsel’s client is the organization itself, acting through its duly authorized trustees, officers, employees, members, or other constituents overseeing the particular engagement. The General Counsel reports directly to the President. The General Counsel also has a dotted-line reporting relationship to the Board of Trustees through the Board Chair as the initial point of contact, for those narrow and rare situations where, in compliance with the California Rules of Professional Responsibility, the General Counsel believes the best lawful interests of the organization will be served by taking a matter directly to the board.

In the role of advisor/counselor, the General Counsel advises on legal compliance and helps to mitigate legal risks and resolve disputes before they escalate to litigation. In the role of advocate/representative, the General Counsel defends the University zealously against claims when litigation and other third-party disputes do arise.

Requesting and Rendering Legal Advice

The Office of the General Counsel is available to address any and all legal questions about matters relating to the University or its subsidiaries. The General Counsel generally works directly with employees who are tasked by the organization with the duty to decide on the course of action. Usually that is senior management – members of the President’s Cabinet or deans and above. Thus, whenever feasible and except where otherwise permitted or required



by the University policy (e.g., whistleblower policies), employees who are not within one direct reporting level to a President's Cabinet member should first inform their supervisor of the need for legal advice in order to allow the President's Cabinet member the opportunity to contact the Office of the General Counsel directly.

Notwithstanding the foregoing, any University employee may contact the Office of the General Counsel for consultation about legal matters related to the institution. This "open door" policy fosters transparency and encourages employees to elevate matters of concern where they can be addressed and referred to the appropriate office. Some policies may require or allow all employees to consult with the Office of the General Counsel directly.

In most cases, the Office of the General Counsel will provide prompt advice to the University agent requesting the advice. The General Counsel has discretion to inform the President or the relevant President's Cabinet member of any advice sought or rendered. The General Counsel shall inform the Board of Trustees and/or the President of any advice sought or rendered, as required by applicable law or rule of professional responsibility.

Legal Claims and Service of Process

The General Counsel is the University's registered agent for the service of all legal process. All service of process, court summonses and complaints, court orders, search warrants, requests for records, writs, earnings withholding orders, and the like must be served on the Office of the General Counsel, which, as of the effective date of this policy, is located at the University of Redlands, Administration Building, 1200 E. Colton Avenue, Suite 302, Redlands, California 92373. University employees are not authorized to accept any of the foregoing documents and should refer all process servers to the Office of the General Counsel. Should a process server leave a document with an employee or in their office, or if any such documents are mailed or emailed to an office on campus, please make a note of the date, time, and location of receipt, and immediately contact and then deliver the document to the Office of the General Counsel.

All other legal claims or threatened legal claims must be brought promptly to the attention of the Office of the General Counsel.

No litigation or other legal proceedings may be brought in the name of the University or any of its subsidiaries without advance approval of the University's General Counsel.

Other Specific Legal Issues

The following issues must be brought promptly to the attention of the Office of the General Counsel:

- When any University employee tasked with ensuring compliance with governmental authority (e.g., law, regulation, administrative order, guideline) is unsure of how to interpret the University's obligations under that authority



- Before the University terminates any employee for cause or who is in a legally protected class
- When a third party accuses the University of breaching any contractual obligation
- When the University needs to make a claim against its insurance carrier for any reason
- Before the purchase or sale of real property or other significant assets of the institution
- When drafting and implementing any policies that bind more than one department or that are required to comply with any law or regulation
- Any other issues required by policy to be brought to the attention of the Office of the General Counsel
- When forming, selling, or dissolving any legal entities owned or controlled by the University

Retention of Outside Counsel

Lawyers in the Office of the General Counsel will endeavor to provide required advice using internal resources. Where lack of either time or expertise prevent lawyers employed in the Office of the General Counsel from rendering competent legal advice, the General Counsel at his or her sole discretion may associate with outside counsel in furtherance of the Professional Rules of Responsibility.

University employees may not retain outside counsel or seek legal advice about matters relating to the University or its subsidiaries without notifying and receiving direction from the Office of the General Counsel. The retention of lawyers providing legal services to the University or any of its subsidiaries must be approved in advance and retained directly by the Office of the General Counsel. All communications to or from outside counsel relating to matters being handled for the University must include the Office of the General Counsel. The General Counsel often will arrange for appropriate, direct contact between outside legal representatives of the University and University employees to enable the efficient collection of information and rendering of accurate legal advice.

Payment of Legal Fees

Generally, legal fees for outside counsel are paid from the budget of the Office of the General Counsel. In some cases, where legal fees are necessary to support a revenue generating initiative of the University, the department with the budget line for that revenue will be charged for the necessary legal fees. No department may charge the General Counsel's legal fee budget line for legal fees without advance written approval of the General Counsel.

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