

Policy and Procedures Manual

SUBJECT: GOVERNANCE

Policy 117: CSUS Board Legal Services Policy

Board Policy

The Board has assigned responsibility to the Office of the General Counsel to review the legal impact of changes in policy, procedures, and rules; manage all contract disputes; claims; provide advice and counsel concerning intellectual property; draft and review documents for real property transactions; draft and/or review all institutional contracts; offer legal advice on all aspects of the employment process; advise on student activities and student conduct matters; represent the CSUS, in cooperation with the Attorney General (AG) of the State of Colorado, in all matters before all judicial tribunals and administrative entities or agencies; and act in all respects as the attorney for the CSUS, the Chancellor, and the Board, with direct access to the Board, assuring the legal services required for the functioning of the CSUS. In that regard, the CSUS General Counsel provides legal advice to the Chancellor, Board, and CSUS personnel only on matters of official CSUS business, not on personal legal matters unrelated to CSUS business.

In the fulfillment of these responsibilities, the CSUS General Counsel shall report periodically to the Chancellor and the Board the status of pending litigation, resolution of lawsuits, and the settlement of claims, and keep the Chancellor and Board abreast of legal and regulatory developments in the State and nation. The CSUS General Counsel is responsible for managing all legal work performed for CSUS, the Board and its institutions.

The attorney-client privilege, under Colorado law, protects all legal advice and communications, both oral and written, from the CSUS General Counsel to the Board. Colorado law requires affirmative action by the entire Board to waive the attorney-client privilege; no Board member, by individual action, has the legal authority to waive the privilege. Any disclosure of privileged information without the affirmative vote of the entire Board constitutes a breach of fiduciary obligation, subject to appropriate sanction.

The CSUS General Counsel has the exclusive authority on behalf of the Board and the CSUS to request an opinion from the Attorney General of the State of Colorado. In addition, either the Board or the CSUS General Counsel must approve any and all requests to retain outside counsel, and must also approve all payments for legal services rendered by outside counsel. The CSUS General Counsel hires and supervises a staff of attorneys as authorized by the Board -- including Deputy General Counsel, Senior Associate Counsel, other Associate Counsel(s), and any other staff authorized by the Board, supervising and evaluating the performance of all attorneys on staff.

All attorneys providing legal services to CSUS and its respective institutions report to the CSUS General Counsel and must be designated as Special Assistant Attorneys General. CSUS General Counsel is the only person authorized to request SAAG designations from the AG.

Procedures

- A. The CSUS General Counsel and the attorneys assigned to that office report directly to the Board.
- B. The CSUS General Counsel advises the Board on all legal issues during Executive Session or in one-on-one consultation.
- C. In accordance with the Board Evaluation Policy, the Evaluation Committee evaluates the performance of the CSUS General Counsel and reports the results to the Board.
- D. The Chancellor, in consultation with the Board Chair, conducts the search in the event of a vacancy in the position of the CSUS General Counsel, and recommends appointment to the Board.

History: Policy and Procedures Manual effective October 4, 2013 by Board Resolution Amended August 2, 2017 by Board Resolution