

AZUSA PACIFIC UNIVERSITY
POLICIES AND PROCEDURES

Title: Role of the Office of the General Counsel Policy
Policy Number: PO2020048
Replacing Policy Number: Retention of Legal Counsel and Conduct of Litigation
(PO2010028; effective October 12, 2010)
Effective Date: February 11, 2020
Issuing Authority: Office of the President
Responsible Office: Office of the General Counsel

Policy Statement

It is the policy of Azusa Pacific University (“APU” or “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 President or the Board of Trustees.

Role of the Office of the General Counsel

The role of the Office of the General Counsel is to fulfill its mission through counseling and representing. The General Counsel manages the Office of the General Counsel and the Office of Risk Management. The General Counsel reports directly to the President and has a dotted-line reporting relationship to the Board of Trustees through the Board Chair as the initial point of contact.

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 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 Academic Cabinet and above. Thus, whenever feasible and except where otherwise permitted by the University’s Whistleblower Policy, 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.

However, the Office of the General Counsel is available to address any and all legal questions about matters relating to the University or its subsidiaries. Any University employee may contact the Office of the General Counsel for consultation about legal matters related to APU. 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 require or allow all employees to consult with the Office of the General Counsel directly (e.g., Child Abuse Prevention and Reporting Policy; Whistleblower Policy; Conflicts of Interest Policy; Contract Management Policy).

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 APU'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 in Building B on the grounds of the Foothill Community Church, 777 East Alostia Avenue, Azusa, California 91702. Employees should not 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 or if any such documents are mailed to your office, 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 APU employee tasked with ensuring compliance with governmental authority (e.g., law, regulation, administrative order, guideline) is unsure of how to interpret APU's obligations under that authority
- Before APU terminates any employee who is in a legally protected class
- When a third party accuses APU of breaching any contractual obligation
- When APU needs to make a claim against its insurance carrier for any reason (In some situations, notice to the Office of Risk Management is sufficient.)
- 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 (e.g., Child Abuse Prevention and Reporting Policy; Whistleblower Policy; Conflicts of Interest Policy; Contract Management Policy; Policy on Policies)
- When forming, selling, or dissolving any legal entities owned or controlled by APU

Retention of Outside Counsel

APU 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.

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.

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.

Cross-References to Other APU Policies

Child Abuse Prevention and Reporting Policy
Conflicts of Interest Policy
Employee Handbook section 3.18 (“Subpoena and Legal Process Receipts”)
Contract Management Policy
Policy on Policies
Whistleblower Policy

[end]