

Antioch University

AURA - Antioch University Repository and Archive

3.100 & 3.200 Administrative Governance
(Business Management)

3.000 Business Management

October 2011

3.111 Legal Counsel and the Office of Legal Affairs

Follow this and additional works at: https://aura.antioch.edu/policies_300_1x

Recommended Citation

(2011). 3.111 Legal Counsel and the Office of Legal Affairs. https://aura.antioch.edu/policies_300_1x/13

This Article is brought to you for free and open access by the 3.000 Business Management at AURA - Antioch University Repository and Archive. It has been accepted for inclusion in 3.100 & 3.200 Administrative Governance (Business Management) by an authorized administrator of AURA - Antioch University Repository and Archive. For more information, please contact hhale@antioch.edu.



Type of Policy <input checked="" type="checkbox"/> System Board <input type="checkbox"/> Antioch University <input type="checkbox"/> Interim		Legal Counsel and the Office of Legal Affairs Policy 3.111	
CCG System Business Policies		Effective date: November 6, 2010	
Policy History:	Approved by:	Resolution #	Date:
	Board of Governors	11.6.10:8	November 6, 2010
	Chancellor	N/A	February 27, 2017
Revised:	Chancellor	N/A	July 1, 2020
Responsible Office:	Responsible Administrator:	Contact information:	Applies to:
Board of Directors	President, Board of Directors	937-769-1351	Coalition for the Common Good; CCG Services, Inc. directors, employees and other constituents

I. Introduction and Purpose

The Office of Legal Affairs is the in-house law firm of the Coalition for the Common Good (hereinafter, “CCG” or “the Corporation”). It is managed by the Chief Legal Officer (“CLO”) of the Corporation and is composed of lawyers, paralegals and other support staff. The purpose of this policy is to define the role, purpose, authority, and responsibilities of the CLO and the Office of Legal Affairs (“Office”).

II. Chief Legal Officer

The Chief Legal Officer (“CLO”) of the Corporation is an elected officer of the Corporation and may be linked to the office of Corporate Secretary. The CLO is a licensed attorney, in good standing with the bar of their state, charged with the responsibility of managing the legal affairs of the Corporation. The office of CLO is distinguished from the attorney’s job title. The CLO may have a number of different job titles from time to time, as determined by the President and Chief Executive Officer of the Corporation, such as General Counsel, University Counsel, or Corporate Counsel. The CLO represents the client through its duly authorized constituents, including the CCG Board of Directors, the Advisory Board of Governors of Antioch University, corporate officers, and administrators or other employees of the Corporation. The Corporate Counsel ordinarily reports directly to the CEO-President, or the Vice President- Chancellor, as well as to the CCG Board of Directors.

The primary responsibility of the Office of Legal Affairs is to ensure the Corporation is operating in a manner that fully complies with all federal, state and local laws and regulations, to advise the client and provide an informed understanding of the client’s legal rights and obligations; to advocate for the client and assert its position under the rules of the courts and adversary systems; to negotiate for the client and seek results advantageous to the client; to evaluate and report to the client about all of its legal affairs; and to ensure that the Corporation and its operating divisions use best practices to manage exposure to potential legal liability.

III. Ethical Responsibility

From a legal ethics perspective, an attorney-client relationship exists between the CLO and other attorneys employed in the Office of Legal Affairs and the Corporation. As such, the CLO and other attorneys in the Office of Legal Affairs have an ethical obligation to act in the best interest of the Corporation. The CLO and all attorneys employed in the Office of Legal Affairs are bound to act in accordance with the Ohio Rules of Professional Conduct, as adopted by the Ohio Supreme Court for the regulation of the legal profession, or other such ethical codes of the states of licensure of the CLO or associate counsel. The lawyers employed or retained by the Corporation owes ethical duty to the organization, and not to any member, officer, employee or other constituent of the Corporation.

Constituents of the Corporation, including directors, governors, officers, and employees, may not be represented by the CLO or the Office of Legal Affairs in an individual capacity, except where the Corporation has specifically consented to dual representation.

IV. Conflicts of Interest

At times, the interests of the Corporation may conflict with the interests of one or more Constituents. In those circumstances, the CLO and the Office of Legal Affairs will advise

Constituents to obtain independent representation. Where the interests of the Board of Directors conflicts with the interests of the President or Chancellor, the Office of Legal Affairs may advise one, or both parties, to obtain independent representation, and to assist them in doing so. For example, in the context of negotiating the terms of employment between the President or Chancellor and the Corporation, it is best practice that both the Board and the employee should engage separate legal counsel.

V. Protecting Privilege and Confidentiality

Communications between the Office of Legal Affairs and Constituents are privileged, and the attorneys within the Office of Legal Affairs have an ethical obligation to keep such communications confidential as prescribed by the rules of legal ethics. Except as provided in Section VI below, communications between the CLO and members of the Board of Directors will not be disclosed to other Constituents of the Corporation, including the President or Chancellor, without the Board of Directors' consent.

Similarly, except as provided in Section VI below, communications between the CLO or Office of Legal Affairs and the President or Chancellor will not be disclosed to other Constituents of the Corporation, including the Board of Directors, without the President's or Chancellor's consent. However, the CLO, at all times, has the obligation to advise all Constituents in a manner that advances the best interests of the Corporation.

VI. Reporting Unlawful Conduct

If the Office of Legal Affairs becomes aware that the act of a Constituent, or refusal to act, is unlawful or violates a legal obligation to the Corporation which is likely to result in substantial injury to the Corporation, then the CLO or other attorneys within the Office of Legal Affairs have an ethical obligation to proceed in the best interest of the Corporation. Where necessary to enable the Corporation to address the matter in a timely and effective manner, attorneys within the Office of Legal Affairs are ethically bound to refer the matter to a higher authority within the Corporation, and it is the policy of the Corporation that such reporting occurs.

VII. Engagement Guidelines

All Constituents, including the Board of Directors, officers, administrators and employees, should have the benefit of open communication with the Office of Legal Affairs to ensure that the Corporation is operating within the law. It is appropriate that the Office of Legal Affairs be aware of all transactions and activities of the University, including those that may be in only the preliminary stages. Early involvement will ensure limited risk exposure to the Corporation's finances, personnel, and public image. To effectively manage communications between the Office of Legal Affairs and the Constituents of the Corporation, and to prioritize

needs and ensure the optimal use of the resources of the Office of Legal Affairs, it is the policy of the Corporation that the following guidelines shall apply:

- A. Board of Directors and Board of Governors.** Members of the Board of Directors or Board of Governors shall normally communicate with the Office of Legal Affairs through the Chair of the Board of Directors. Communications with the Office of Legal Affairs regarding specific work or projects of the Board may be delegated by the Board Chair to other members of the Board. It is generally understood, for example, that communications regarding the work of any standing or ad hoc committee of the Board shall normally occur through the committee chair. The Board Chair, President and Chancellor shall normally be apprised of all such communications except where such would violate the obligations of privilege and confidentiality.
- B. President.** The President is the chief executive officer of the Corporation, responsible for directing and supervising the efforts of all other officers, administrators, and employees of the Corporation. Therefore, it is the policy of the Corporation that the President, along with the Chair of the Board of Governors, shall have the highest level of direct communication with the CLO and Office of Legal Affairs. Except as specifically delegated below, all other officers and employees of the Corporation shall communicate with the CLO and Office of Legal Affairs through the President. It is generally understood that communications regarding the work of major operating units of the Corporation, including Antioch University and its operating departments, shall ordinarily be through the Chancellor, or Vice Chancellors charged with the operations of those divisions or departments. The Board Chair, President and Chancellor shall normally be apprised of all such communications except where such would violate the obligations of privilege and confidentiality.
- C. Vice President and Chancellor.** As the chief executive officer of the operating division, Antioch University, the Chancellor will have a high degree of interaction with the CLO and the Office of Legal Affairs. Except as specifically delegated below, all other Constituents of the Division, Antioch University shall communicate with the CLO and Office of Legal Affairs through the Chancellor. It is generally understood that communications regarding the work of major operating units of Antioch University will ordinarily be through the Vice Chancellors charged with the operations of those divisions or departments. The Board Chair, President and Chancellor shall normally be apprised of all such communications.
- D. Chief Financial Officer.** The Chief Financial Officer (“CFO”) will communicate directly with the CLO and Office of Legal Affairs regarding all aspects of financial management and risk avoidance of the Corporation, including, but not limited to, the oversight of all pending and threatened litigation and claims that may have a

material impact on the Corporation's financial statements, compliance audits, internal audits, enterprise risk management. The CFO will also directly communicate with the CLO and Office of Legal Affairs regarding the legal issues and aspects of all significant business transactions affecting the Corporation. The Office of Legal Affairs will ordinarily keep the President and Chancellor apprised of all such communications except where such would violate the obligations of privilege and confidentiality.

- E. All Other Constituents and Employees.** All Constituents or employees other than those described above will ordinarily communicate with the Office of Legal Affairs through the President or Chancellor. The Office of Legal Affairs will ordinarily keep the President and Chancellor apprised of all such communications except where such would violate the obligations of privilege and confidentiality.

VIII. Retention of Outside Counsel

- A.** Attorneys within the Office of Legal Affairs have an ethical obligation to perform competently. From time to time, it may be necessary to engage outside counsel, counsel licensed in other states, or counsel with specialized knowledge beyond the capacity of the CLO or Office of Legal Affairs. The CLO is responsible for reviewing the qualifications of each such outside, local, or special counsel prior to engaging that counsel.
- B.** In retaining outside counsel, the CLO will generally consult with the President or Chancellor of the unit needing representation to determine if there are attorneys or firms known to them who are able and willing to undertake such representation. However, the final decision with respect to the employment of any particular firm or individual rests with the CLO, who shall sign any necessary engagement letters on behalf of the Corporation.
- C.** Before retention by the CLO of any outside local or special counsel, all potential conflicts of interest must be explored and resolved. The CLO shall also comply with the Corporation's [Purchasing, Requests for Proposal and Ethical Sourcing Policy 3.423](#). The CLO shall review the outside counsel's experience, expertise, and hourly rates. If the matter involves litigation for which insurance coverage is not available, the CLO shall discuss a litigation budget, if appropriate, at the time of retention. The CLO shall establish with each firm the manner and frequency of reporting and billing, and shall review and approve any fee statements. Billing statements shall contain the level of detail needed for the CLO to monitor legal services being performed.
- D.** The engagement letter for outside counsel shall ordinarily provide that all

documents, including contracts, pleadings, motions, memoranda, etc., must be submitted to the CLO prior to filing or transmittal to a third party, unless time does not permit such review, in which case, the CLO may authorize the filing or transmittal subject to subsequent review and amendment.

- E. The CLO shall deal directly with the outside counsel handling any matter referred to it.
- F. The CLO should review all settlement possibilities early and regularly. Signatory authority for settlement is governed by the [Expenditure, Contract, and Signature Authority Policy 2.403](#).
- G. The CLO will monitor legal expenses of outside, local, and/or special counsel, authorize deviation from litigation or project legal budgets, and determine legal strategy consistent with a cost/benefit approach.
- H. As much work as possible should be performed within the Office of Legal Affairs in cooperation with outside counsel to help reduce expenses. Within the outside firm, an effort will be made to have all work performed by the least expensive employee of the firm who has the requisite skills and experience to perform it in a satisfactory and efficient manner. Statements for legal services shall not be paid without the prior review and approval by the Office of Legal Affairs.
- I. Legal fees and expenses of outside counsel shall be charged to the budget of the unit upon whose behalf such legal services are rendered unless the President, Chancellor, or Corporation's CFO determines that such fees and expenses should be allocated in some other manner.

Policy Cross References

Procurement, RFP, and Ethical Sourcing Policy	Policy 3.423
Expenditure, Contract, and Signature Authority	Policy 2.403