

January 25, 2021

UNIVERSITY SECRETARY AND

purposes of this Policy, a Senior Administrator is one of the President, a Vice President, an Associate Vice-President, a Dean, and the University Librarian.

3.2 Without limiting the scope of legal services, Senior Administrators shall engage the General Counsel when:

- a. Entering a contract on behalf of the University of substantial value and/or risk;
- b. Preparing a contract intended to be used by the University as a precedent or template for recurring purposes;
- c. In receipt of court related documents respecting the University or its Board of Governors, employees, students, or volunteers;
- d. On receipt of communications from a lawyer (external to the University) regarding the University; or
- e. Legal action or similar proceedings are threatened or anticipated against the University or its Board of Governors, employees, students, or volunteers arising out of their actions on behalf of the University.

4.1 Subject to sections 4.2 and 4.3, the University Secretary and General Counsel has the sole authority to authorize the retention of external legal counsel on behalf of the University (including any of its academic departments, administrative units, or programs) where appropriate to protect the University's legal interests.

4.2 The following may retain outside legal counsel on behalf of the University from time to time as they deem necessary:

Chair of the Board of Governors
President and Vice-Chancellor
A Vice-President
General Counsel

4.3 In the event of an emergency, or where it is impossible or impracticable to contact the General Counsel prior to retaining external legal counsel, any Vice-President may retain external legal counsel without first submitting a request through the General Counsel and may do so on behalf on any Senior Administrator in such circumstances. In such a case, the General Counsel will be notified of the request that has been made to external legal counsel as soon as possible.

4.4 Normally, external counsel shall be engaged only for those matters which:

set a significant precedent in policy or procedure within the University;
have a high external profile;
may result in substantial liability for the University; and/or
are too complex or specialized to be handled internally.

Management of External Legal Counsel Procedures (Attached)

1.1 External legal counsel shall be retained in the manner described in the Legal Resources Policy and this Procedure.

1.2 Upon receipt of a request for legal services, the University Secretary and General Counsel will consult with the Senior Administrator making the request to determine the following:

- a. Whether external legal counsel should be retained, having regard to the nature of the matter, the risk involved, the availability of required resources within the budget and the cost; and
- b. Which external legal counsel should be retained and the terms of the retainer.

1.3 Once a determination is made to retain external legal counsel, the University Secretary and General Counsel will, subject to those limited exceptions provided for in the Legal Resources Policy, directly retain external legal counsel.

2.1 In overseeing external legal counsel's representation, the University Secretary and General Counsel will ensure that external legal counsel:

- a. Is accountable for the cost-effective management of the assigned legal matter;
- b. Devotes the time and skill level appropriate to the tasks at hand;
- c. Complies with applicable rules of professional conduct and the highest ethical standards;
- d.