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New BPM **Section 44, "Directions to and Communications with District's Legal Counsel and Special Legal Counsels."**

A. As provided in this Board Procedures Manual, the Board of Directors is the governing body of the District and acts as the unit of authority within the District. A Director has no individual authority and "may not commit the District to any policy, act, or expenditure." The Board of Directors appoint the District's Legal Counsel and appoint any Special Legal Counsel needed to represent the District in litigation and in administrative and regulatory proceedings or actions and where specialized legal knowledge and experience are needed (collectively, "legal proceedings"). All such attorneys serve at the pleasure of the Board.

B. Directions to and communication with the District's various attorneys regarding any legal proceeding need to be conducted in an orderly manner in order to promote effective communications among the Board, the General Manager, and the applicable attorneys and to avoid inefficiencies and the additional legal costs resulting therefrom. To that end, the following policies shall apply:

(1) The Board of Directors shall establish the policy goals and objectives of the District in any legal proceedings, which specific policy goals and objectives shall be communicated directly to the applicable District attorney(s) or through the General Manager. If communicated directly to the attorney(s), the Board shall insure that the General Manager is informed of all such directives. As the legal proceeding progresses, the Board will normally review the policy goals and objectives and determine whether any of them should be revised and new ones established. Where the lead attorney is other than the District's Legal Counsel, the Board shall specify the duties of the District's Legal Counsel in the legal proceeding.

(2) The General Manager shall be the District's day-to-day contact with the District's attorney in all legal proceedings and shall have the authority to give directions to each attorney in conformance with the policy goals and objectives established by the Board.

(3) All questions or comments by an individual Director on any matter in the legal proceeding shall be channeled through the General Manager and not directly to any attorney unless such direct communication is specifically authorized by the Board in that legal proceeding. See, for example, Section B(5) below.

(4) The District's attorney shall keep the General Manager informed of progress and developments in the legal proceeding. The General Manager shall keep the Board of Directors and the District's Legal Counsel informed of such progress and developments.

(5) The Board President may appoint an Ad Hoc Committee of the Board pursuant to the President's authority under Section 9.B, but the scope of the delegated authority of the Ad Hoc committee, including, but not limited to, the authority to direct and communicate directly with the applicable District's attorney(s), must be approved by a vote of the Board. If the members of the Ad Hoc Committee cannot agree on any matter, then the matter must be submitted to the Board for resolution.

C. This section shall not apply to the legal review of agenda items to be considered by the Board of Directors at a regular or special Board meeting. The procedure for individual Director review, comments, and questions of such agenda items is addressed separately in Section _____.

Additional BPM revision:

Add this new Section 44 to the list of Sections references in Section 43, Director's Violation of Policies.

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