

October 21, 2013

BPM Section 16. Board and Individual Director Consultations with and Directions to ~~District~~General Manager, Staff, Consultants, and Attorneys. Relationship and authorities between General Manager, Legal Counsel and Special Legal Counsels.

- a. The Board and its members shall deal with the administrative services of the District only through the General Manager, and neither the Board nor any individual director shall give orders or instructions to any subordinate of the General Manager. The General Manager shall not direct nor allow subordinates to give direction to any Director, Legal Counsel or Special Counsels.
- b. District's Legal Counsel. Paragraph G of Resolution No. 98-1 is incorporated herein by reference.

Resolution No. 98-1, Section G. Legal Counsel: Duties: The Board shall employ an individual or firm of attorneys licensed to practice law in the State of California, to advise and represent the District to assure full compliance with the requirements of the District Enabling Act and applicable laws. Legal counsel shall serve at the pleasure and direction of the Board of Directors ~~at the direction of the General Manager, subject to direction by the Board.~~ The resolution appointing the Legal Counsel shall include terms of an agreed upon fee schedule. Legal Counsel shall be responsible for:

1. reviewing, preparing documents as requested by the Board ~~or General Manager~~ and making appropriate comment on matters or recommendations presented in written or oral form;
 2. reviewing and preparing documents as requested by the Board in advance of meetings. ~~or The General Manager may request Legal Counsel to review and/or prepare~~ notices, agendas, resolutions, ordinances, minutes, agreements, contracts and supporting materials that has been authorized by the Board in advance of meetings;
 3. attending each meeting of the Board, unless excused, in advance or during a meeting, ~~by the General Manager or President of~~ and other meetings as authorized by the Board; and,
 4. attending Board Committees, upon request of the General Manager ~~or Committee chairperson,~~ as well as other business meetings of the District as requested by the ~~General Manager~~Board.
- c. The Board of Directors shall appoint Special Legal Counsel to assist the Board and District when the Board determines that attorneys with specialized legal expertise are needed to represent or advise the Board and District staff. The legal services agreement with each Special Legal Counsel shall specify the scope of legal services to be provided.
 - d. The Legal Counsel and Special Legal Counsels report to the Board as a whole. However, the Legal Counsel is available to each individual director for consultation regarding legal matters particular to that individual director's participation in matters where the individual director may have a conflict of interest. An individual director (1) may not give directions to the Legal Counsel ~~or~~ any Special Legal Counsel without prior concurrence by the Board, and (2) may not request a legal opinion of the Legal Counsel ~~or~~ any Special Counsel without the prior concurrence by the Board, except as such requests relate to questions regarding that individual director's participation. The Legal Counsel and Special Legal Counsels shall be available to the General Manager and District staff to the extent authorized by the ~~General Manager~~Board for consultation on applicable issues and activities within the scope of the applicable legal services agreement approved by the Board.

- e. The General Manager shall not give directions to the Legal Counsel or Special Legal Counsels.
- f. Legal Counsel and Special Legal Counsels shall report to and receive directions only from the Board. Legal Counsel and Special Legal Counsels shall not report to nor receive directions from the General Manager.
- g. Legal Counsel and Special Legal Counsels shall report directly to the Board all potential legal problems and liabilities they notice or discover during their employment by the District.
- h. Legal Counsel and Special Legal Counsels shall be available to answer questions from the Board on closed-session items.
- i. Any director may email Legal Counsel and Special Legal Counsels questions on closed-session items before Board meetings. Legal Counsel and Special Legal Counsels shall discuss these questions during closed session and provide answers to the Board.
- j. The Board may appoint directors to Ad Hoc Committees for each legal case and authorize limited authority to the Ad Hoc Committees to direct Legal Counsel and Special Legal Counsels. The limited authority will be assigned and described by the Board when the Ad Hoc Committees are formed. The Ad Hoc Committee shall report to the Board at the next Board meeting any direction given to Legal Counsel and Special Legal Counsels and any actions taken.
- k. The Board may authorize the President and Vice President limited authority to direct and give direction to Legal Counsel and Special Legal Counsels for certain special circumstances. The limited authority shall be described when the Board authorizes. The President and Vice President shall report to the Board at the next Board meeting any direction given to Legal Counsel and Special Legal Counsels and any action taken.
- l. Legal Counsel and Special Legal Counsels shall email all the Directors and the General Manager the status of the case(s), future plan of actions, requested direction from the Board and tasks they are working on at least three (4) days before the Board meeting or at any other time as directed by the Board.
- m. Legal Counsel and Special Legal Counsels shall notify the entire Board and the General Manager all important events, rulings or decisions made on the case(s) they are involved and all requested actions or decisions to be made by the Board on their cases.
- n. Legal Counsel and Special Legal Counsels shall email the entire Board and the General Manager all briefs, dockets, court calendar, motions and filings submitted to the Court and all documents and notices received from the Court and opposing parties.
- o. Legal Counsel and Special Legal Counsels shall not perform any tasks or work that have not been approved or authorized by the Board.-