

BPM Section 16. Board and Individual Director Consultations with and Directions to General Manager and Attorneys. Relationship and authorities between General Manager and 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.
- b. 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 and 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. 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 by the General Manager pursuant to Water Code Section 30580, 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. The General Manager may request that Legal Counsel or Special Legal Counsel review and/or prepare notices, agendas, resolutions, ordinances, minutes, agreements, contracts and supporting materials pursuant to Water Code Section 30580;
  3. Attending each meeting of the Board, unless excused, in advance or during a meeting; and attending other meetings as authorized by the Board; and,
  4. Attending Board Committee meetings, upon request of the General Manager or the Board, as well as attending other business meetings of the District as requested by the 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 direction to the Legal Counsel or any Special Legal Counsel without prior concurrence from 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 Board, or authorized by the General

Manager pursuant to Water Code Section 30580, for consultation on applicable issues and activities within the scope of the applicable legal services agreement approved by the Board.

- e. Legal Counsel and Special Legal Counsels shall report directly to the Board and General Manager all potential legal problems and liabilities they notice or discover during their employment by the District.
- f. Legal Counsel and Special Legal Counsels shall be available to answer questions from the Board during closed-sessions. Any director may email Legal Counsel and Special Legal Counsels questions on closed-session items before Board meetings but such Counsel shall not perform any work on such questions unless and until directed by the Board in closed session. The General Manager shall be copied on all such messages to Legal Counsel or Special Legal Counsel.
- g. The President or the Board may appoint directors to Ad Hoc Committees for each legal case. -The Board may grant 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 in a resolution when any such Ad Hoc Committee is created. The Ad Hoc Committee shall report in closed session (if permitted) to the Board at the next Board meeting following any direction given by the Ad Hoc Committee to Legal Counsel and Special Legal Counsels and any other actions taken. See also Section 12.C.
- h. Legal Counsel and Special Legal Counsels shall immediately notify the Board and the General Manager about important events, rulings or decisions made regarding the District's case(s).
- i. Legal Counsel and Special Legal Counsels shall email the entire Board and the General Manager copies of all briefs, dockets, applicable court calendars, motions and filings submitted to the Court and all documents and notices received from the Court and opposing parties
- j. Legal Counsel and Special Legal Counsels shall only perform work that has been authorized by the Board or by the General Manager pursuant to Water Code Section 30580.