

DELEGATION OF AUTHORITY

Office of the General Counsel

Delegation Number	009.1
Effective Date	<u>5/29</u> , 2015
Subject	Authority to Retain Outside Counsel
Sources of Delegation	Regents Bylaw 21.2 (www.universityofcalifornia.edu/regents/bylaws/bl21.html#bl21.2); Regents Policy 4000 (http://www.universityofcalifornia.edu/regents/policies/4000.html)
From	General Counsel and Vice President for Legal Affairs Charles F. Robinson
To	Chief Deputy General Counsel; Deputies General Counsel; Chief Campus Counsel and equivalent titles (excluding Chief Laboratory Counsel)
Related Delegations	Amends OGC Delegation of Authority No. 009, which superseded No. 001, in part, and No. 2009-03.

Under Regents Bylaw 21.2 and Regents Policy 4000: Policy on University of California Legal Services, the General Counsel and Vice President for Legal Affairs shall, subject to the direction of the President of the University, oversee the provision of all legal services to the University. This includes the provision of legal services by outside counsel and the retention and cost of those legal services.

For purposes of this delegation, the terms "Litigation" and "Claim" are defined as in Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements. "Litigation" is defined as "legal proceedings in the form of a lawsuit, arbitration proceeding, or internal or external administrative proceeding." "Claim" is defined as "any demand for payment from an entity or individual, including a University employee, which is disputed in whole or in part and is made other than through litigation. Commercial negotiations to adjust amounts payable under a contract shall not be treated as 'claims.'"

Effective immediately, I delegate to the Chief Deputy General Counsel the authority to retain outside counsel to work on all Litigation, Claim, and other matters. I further delegate to the Deputies General Counsel the authority to retain outside counsel to work on Litigation, Claim, and other matters arising within their respective practice areas. The Chief Deputy General Counsel and the Deputies General Counsel must seek my approval before retaining outside counsel in a matter where the total

anticipated cost is \$50,000 or more, with the exception of retentions of panel counsel for matters in the University's Risk Program. Moreover, effective immediately, I delegate to each of the Chief Campus Counsel (or those in equivalent titles) the following authority for their respective campuses:

- The authority to retain outside counsel to work on all non-litigated matters when the total anticipated cost of outside counsel on a matter does not exceed \$25,000. This includes Claims and other matters, but not Litigation, as defined above.
- The authority to retain outside counsel in connection with an unlawful detainer, a restraining order, or a civil action to enforce a contract or otherwise to recover amounts owed under contract to The Regents so long as (1) the amount at issue totals no more than \$100,000; (2) the Chief Deputy General Counsel has confirmed that any such matter cannot be handled in-house by an Oakland-based attorney; and (3) the total anticipated cost of outside counsel does not exceed \$50,000.

The appropriate Deputy in the Oakland Office of the General Counsel will handle the retention of outside counsel for any other matter. Please also contact the appropriate Deputy for any of your retentions if it turns out that the retention may exceed the limits stated above.

The following conditions relate to all retentions covered by this delegation:

- You must provide me with advance notice of any proposed retentions for matters that relate to significant questions of University policy or are likely to draw political or media attention.
- You should use the relevant retention letter template and attach the guidelines for outside counsel prepared by the Office of the General Counsel.
- You must enter the matter into the Office of the General Counsel's billing system so that we can track categories of legal expense and affirm that the work was done in accord with the retention letter.

To the Deputy General Counsel – Health Law & Medical Center Services only:

You are authorized to redelegate to the chief medical center counsel (and equivalent titles) the authority to retain counsel for the following matters, up to a maximum of \$25,000 per year: (i) to represent UC Health facilities in connection with involuntary commitment proceedings; (ii) to secure temporary restraining orders barring individuals who are believed to present a threat to the health or safety of faculty, staff, students, or patients receiving services at the UC Health facilities from entering those facilities; (iii) to secure court permission for treatment of patients without capacity to consent for medically necessary services and with no designated surrogate decisionmakers; and (iv) to defend against lawsuits filed by patients or their families to force UC Health facilities or practitioners to provide "medically ineffective" (futile) care or otherwise to provide health care items or services inconsistent with the standard of care.

In your re delegation, you must require attorneys to provide you and the relevant Chief Campus Counsel (or equivalent title) with advance notice of any proposed

retentions for matters that relate to significant questions of University policy or are likely to draw political or media attention. You must further require that any attorney who retains outside counsel pursuant to your redelegation to promptly notify you and the relevant Chief Campus Counsel (or equivalent title) of such retention, of significant developments in the case, and of any facts suggesting that a matter is likely to result in a professional or general liability claim or litigation against the University.

No other redelegation is permitted.

This delegation amends OGC Delegation of Authority No. 009 (*Authority to Retain Outside Counsel*), dated May 1, 2015, which superseded OGC Delegations of Authority No. 001 (*Authority to Commence Unlawful Detainer Actions and Certain Other Civil Litigation and to Settle Specified Litigation and Claims*), dated June 24, 2011, in part, and No. 2009-03 (*Authority to Sign Retention Letters and Approve Outside Counsel Bills; Associated Annual Budgets*), dated September 28, 2009.



Charles F. Robinson
General Counsel and Vice President
for Legal Affairs

cc: OGC Leadership Team