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**Parent Policy: [Contract Review and Signing Authority Policy](#)**

## **Retention of External Legal Counsel Procedure**

<b>Office of Administrative Responsibility:</b>	Office of the General Counsel
<b>Approver:</b>	President and Vice-Chancellor
<b>Scope:</b>	Compliance with the University procedure extends to all members of the University community.

### Overview

The **Office of the General Counsel** is responsible for the provision of all legal advice, counsel and representation for matters involving the **University**, or matters within the official responsibilities of any officer or employee of the University, except for legal matters within the mandate of Technology Transfer Services. The provision of services by **external legal counsel** will, subject to the exceptions set out below, be arranged through the Office of the General Counsel to protect the University's legal interests. External legal counsel should be retained in a focused and cost-efficient manner that meets the needs of the full range of users within the University.

### Purpose

To establish the process for how and when external legal counsel is to be retained, and to promote the efficient and effective use of services provided by external legal counsel.

## **PROCEDURE**

### 1. AUTHORITY

External legal counsel may be retained or initially contacted on a matter only through the Office of the General Counsel, in the manner further described in this Procedure and subject to the exceptions set out below.

### 2. RETENTION THROUGH THE OFFICE OF THE GENERAL COUNSEL

All retention of external legal counsel must be done by the Office of the General Counsel. The Office of the General Counsel maintains a [list of positions within the University, developed in consultation with appropriate senior University administrators, which have the authority to contact the Office of the General Counsel seeking legal support](#). Upon receipt of such a request, the Office of the General Counsel will determine whether the matter should be handled internally by the Office of the General Counsel or by external legal counsel. Individuals not on this list may only contact the Office of General Counsel seeking legal advice in emergent situations.

If the Office of the General Counsel determines that external legal counsel is required, it shall retain the external legal counsel directly. In such cases, the University position requesting the legal advice shall be considered the **prime contact**. The prime contact will participate in all important discussions and decisions regarding the matter and will keep the Office of the General Counsel informed of all important developments.

### 3. EXCEPTIONS

a. The Board Chair (or delegate), President and Vice-Presidents may retain external legal counsel directly in emergent circumstances. In such cases, the Office of the General Counsel shall be notified of the retainer as soon as

possible, preferably by being copied on the request, if in writing. There may be exceptional circumstances where the Board Chair, Vice Chair, President or Vice-Presidents must retain external legal counsel on a matter for which the Office of General Counsel should not be involved (for reasons of Conflict of Interest only) and in such cases the Office of the General Counsel need not be notified.

b. The Office of the General Counsel may grant to a unit or department the authority to make direct contact with external legal counsel. Such authority may be granted only to those units or departments that require frequent contact with external legal counsel. The authority will be reviewed on an annual basis, or otherwise as determined by the Office of the General Counsel, and will specify which positions within the unit or department can make direct contact. For each of these units or departments, the Office of the General Counsel shall determine whether initial contact with external legal counsel will be made by the unit or department or by the Office of the General Counsel.

c. In the event of an emergency or where it is impossible or impracticable to contact the Office of the General Counsel, the positions described in s. 2 may retain external legal counsel without first submitting a request to the Office of the General Counsel. In such a case, the Office of the General Counsel will be immediately notified of the request that has been made to external legal counsel.

#### 4. ACTING OR INTERIM POSITIONS

Any individual who is in an acting or interim position on the list of positions referred to in sections 2 or 3 shall have the same authority as if he/she held that position.

#### 5. CORRESPONDENCE WITH EXTERNAL LEGAL COUNSEL

a. Individuals authorized to retain external legal counsel on a legal matter should contact external legal counsel to discuss the viability of the matter and possible ways in which the matter can be addressed or resolved.

b. Prior to commencing work on a matter (other than routine matters involving approximately 10 hours' worth of time or less on the part of external legal counsel, or matters of an emergent nature), external legal counsel will be required to send a brief summary of their understanding of the scope of the work requested and an estimate on the length of time it will take to complete the work to the individual requesting legal services. In turn, the individual requesting legal services will, in a timely manner, advise whether any changes to the scope or timing of the work are necessary. In addition:

i. Prior to the commencement of any litigation by the University, the University must obtain from external legal counsel a cost estimate for each major stage of the litigation, and an opinion on the likelihood that the University's claim will succeed. The approval of the Office of the General Counsel must be obtained before the commencement of any litigation; and

ii. Prior to retaining external legal counsel to assist in the drafting or negotiation of any major contracts (hereafter defined as any contract with a value of greater than \$500,000 or which otherwise has significant potential impact on the University and which would require significant legal input) or the handling of any other significant legal matter, the University must obtain from external legal counsel a cost estimate.

c. The Prime Contact and external legal counsel will advise the Office of the General Counsel on all major developments on a matter and will copy the Office of the General Counsel on all significant correspondence and documents, including opinion letters, court rulings, final versions of contracts, and all correspondence in which major strategic, tactical and/or precedent-setting decisions are discussed.

d. Individuals who retain external legal counsel will ensure that other departments of the University, such as Insurance & Risk Assessment, the Information and Privacy Office, the Research Services Office and Procurement are involved in the handling of a legal matter, where appropriate.

e. Individuals who retain external legal counsel will follow the guidelines set out in the document "*Retention of External Legal Counsel Procedure Appendix A: Guidelines for Dealing With External Legal Counsel.*"

## 6. MAJOR DECISIONS

Notwithstanding Section 3, but subject to Section 3(a), the Office of the General Counsel, in consultation with the President, appropriate Vice-President or other senior university administrator, shall approve all major strategic, tactical and precedent-setting decisions in legal matters.

## 7. INVOICES

External legal counsel will submit invoices to the University on a monthly basis or as otherwise requested by the Office of the General Counsel. The invoices will be submitted to the Office of the General Counsel and will be reviewed both by the Office of the General Counsel and the unit or department that initiated the request for legal services. The unit or department that initiated the request for the legal services described in the invoice will advise the Office of the General Counsel promptly if there are any questions or concerns about the invoice. The University reserves the right to not reimburse a unit for legal fees incurred in situations where this Procedure was not followed.

## 8. BOARD OF GOVERNORS

Nothing within this Procedure shall restrict the right of the Board of Governors to retain independent legal counsel in situations it deems appropriate.

## **DEFINITIONS**

Any definitions listed in the following table apply to this document only with no implied or intended institution-wide use. <a href="#">[▲ Top]</a>	
<b>Office of the General Counsel</b>	The University's General Counsel and any internal legal counsel of the University who reports directly or indirectly to the General Counsel.
<b>University</b>	The University of Alberta and all subsidiaries or affiliates controlled by the University of Alberta.
<b>External Legal Counsel</b>	Law firm or member of a law firm that has been approved by the Office of the General Counsel to provide legal services to the University.
<b>Prime Contact</b>	The University position requesting legal advice pursuant to Section 2 or Section 3(b).

## **FORMS**

There are no forms for this Procedure. [\[▲ Top\]](#)

Should a link fail, please contact [uappol@ualberta.ca](mailto:uappol@ualberta.ca). [\[▲ Top\]](#)

## **RELATED LINKS**

[Guidelines for Dealing with External Legal Counsel](#) (University of Alberta)

[Office of the General Counsel](#) (University of Alberta)