This policy establishes the responsibilities of the College’s General Counsel for providing legal services to other units of the College, and identifies those matters that require legal review by the General Counsel. This policy extends to all College-related matters for which any employee of the College might want or need to consult an attorney.

Compliance with this policy will enable the College to minimize the risk of litigation; reduce uncertainty and disruption in its affairs; and take advantage of its legal rights, protections, and opportunities.

General Counsel, for purposes of this policy, includes the College’s in-house General Counsel and staff, the Allegheny County Solicitor’s Office, and any outside counsel engaged by the College to represent it in connection with one or more specific matters.

**GENERAL**

The major responsibility of the General Counsel is to ensure that the legal rights and opportunities of the College and its employees are protected, and that their legal obligations are met. Any employee who suspects that an attorney's advice might be helpful or necessary on a particular matter should promptly submit that matter for review to the General Counsel.

In addition, the following matters require advance notice to and review of the General Counsel:

- Material contracts and agreements (as defined below)
- Incoming subpoenas, Right to Know Requests and other legal papers
- Proposed actions entailing a substantial risk of civil or criminal liability
- Involuntary termination or separation of any employee
- Proposed reductions in force, layoffs or furloughs (voluntary or involuntary)
- Proposed actions based on the results of employment-related background checks or clearances
- Student disciplinary matters where the possible sanction may involve a suspension or expulsion
- Governmental investigations or audits
• Pending or threatened litigation, administrative claims and grievances under the College’s applicable collective bargaining agreements
• Press inquiries regarding pending or potential litigation
• Transactions or negotiations in which the other party is represented by counsel
• New or revised College or Board policies
• Any other situation in which legal or quasi-legal issues may be involved

The General Counsel will manage all litigation and other legal proceedings on behalf of the College and its employees, and will advise on all other legal matters. The General Counsel cannot and will not provide legal services to employees or students in their individual or personal capacities.

MATERIAL CONTRACTS AND AGREEMENTS

The following types of contracts and agreements require review by the General Counsel prior to entering into the engagement:

• Employment Agreements
• Offers of employment that do not utilize an approved standard form or which materially revise the terms of an approved standard form
• Contracts or agreements that do not utilize an approved standard form or which materially revise the terms of an approved standard form
• Contracts which specify a term in excess of one (1) year
• Contracts or agreements of any type which convey or purport to convey exclusive rights to any third party
• Bid Specifications
• Construction Contracts
• Engineering/Architect/Professional Design Services Contracts
• Professional Consulting Agreements
• Contracts for the purchase or lease of real estate
• Letters of Intent
• Collective Bargaining Agreements
• Memorandums of Understanding
• License agreements for use of software or other intellectual property from third parties
• Agreements to license College name, logos or other intellectual property to a third party
• Agreements requiring approval and signature of the College President or Board of Trustees under Board Policy V.02.
Standard form agreements previously approved by the General Counsel for use by other College departments, such as form agreements utilized by the Procurement and Contracts Departments, do not require prior review by the General Counsel.

**Procedure**

Except for agreements involving employment-related matters, proposed contracts and agreements should initially be referred to the College’s Director of Contracts for review and/or drafting as far as possible in advance of negotiations with the other party. The Director of Contracts will be responsible for the following:

- Confirming that the substance of the agreement, including its financial and business terms, has been approved by the administrator responsible for the subject matter of the agreement;
- Reviewing and/or drafting the initial agreement;
- Reviewing and/or revising agreements prepared by a third party;
- Reviewing and/or responding to new or revised terms proposed by a third party;
- Obtaining review and/or support from the General Counsel as needed and/or as required under the terms of this policy;
- Coordinating signatures necessary for execution of the final agreement;
- Providing an original signed copy of the agreement to the responsible custodian, as identified in the College’s Record Retention Schedule, and maintaining a copy for contract administration and tracking purposes.

Contracts or agreements involving employment-related matters, including memorandums of understanding or agreements with collective bargaining units or representatives, will initially be reviewed by the Office of Human Resources, which will be responsible for coordinating review by the General Counsel as needed or required hereunder.

**GOVERNMENT INVESTIGATIONS**

If investigators from a government agency, including but not limited to the Equal Employment Opportunity Commission (EEOC), the Office of Civil Rights (OCR), the Department of Veterans Affairs, the federal or state Departments of Education, the state Auditor General, the Family Policy Compliance Office (FPCO), the Office of Federal Contract Compliance Programs (OFCCP), the Pennsylvania Human Relations Commission (PHRC), or the City of Pittsburgh Commission on Human Relations, contact or request an interview with a College employee, or seek data, documents, or access to files, the investigator(s) in question should be advised that the College will generally cooperate, but only after consultation with its attorneys. The employee should immediately then contact the General Counsel for advice and instructions.
DEFENSE AND INDEMNIFICATION OF EMPLOYEES

The College will generally defend and/or indemnify employees in connection with actual or threatened legal proceedings that arise out of the employees' actions within the scope of their College duties and authority, subject to the conditions and limitations contained in Board Policy II.05.

OUTSIDE COUNSEL

The General Counsel will determine whether specific legal matters require the assistance of outside counsel and, if so, will select outside counsel and will supervise and approve outside counsel's services and fees. All outside counsel engaged by the College must acknowledge and agree to comply with the Case and Matter Management Guidelines established by the General Counsel as a condition of the engagement. Employees may not contact outside counsel directly on College business without the prior permission of the General Counsel.

CONFIDENTIALITY AND PRIVILEGE

For both legal and ethical reasons, confidentiality is of utmost importance in many matters referred to attorneys. In order to preserve confidentiality and legal privilege for oral and written communications between the General Counsel (or outside counsel) and other College employees, all matters involving counsel should be treated confidentially, unless they are obviously suitable for disclosure to the public. Administrators in their correspondence with counsel should state explicitly if they are "requesting legal advice," "anticipating litigation," or furnishing counsel "confidential information," since these points are important to creating and maintaining a legal privilege for the communications. Employees should also keep legal files segregated from open files. Legal files should be disclosed only on the strictest need-to-know basis and only within the College to authorized personnel. In sensitive matters, employees should not create unnecessary documents and should follow the College's established Record Creation and Management Guidelines.

REFERENCES

Board Policy II.05: Indemnification
Board Policy V.02: Contracts
Administrative Regulations: Records Management and Retention