

1.0 POLICY STATEMENT

- 1.1 To ensure consistency in the legal representation of MacEwan University and the Grant MacEwan University Foundation (collectively referred to as the “University”), appropriate protection of the University’s reputation and assets, the best use of its legal resources, and proper management of all legal costs, the Office of General Counsel shall coordinate all requests for legal services and contact with External Legal Counsel regarding University legal matters.

2.0 PURPOSE

- 2.1 The purpose of this policy is to:
- Prevent or reduce legal risk to the University through the appropriate use of the University’s legal resources;
 - Provide direction regarding the use of the University’s legal resources;
 - Indicate how and when the Office of General Counsel is to be engaged and how External Legal Counsel is to be retained; and
 - Ensure that the services provided through the University’s Office of General Counsel and External Legal Counsel support the University’s operations in an efficient and effective manner.

3.0 APPLICABILITY

- 3.1 Compliance with this policy is required by all Members of the University Community while conducting University affairs or operations. This policy does not apply in respect of legal matters that are of a personal nature and do not involve the University. This policy is subject to all applicable laws.

4.0 DEFINITIONS

Board

The Board of Governors of Grant MacEwan University.

Executive Officer

The President, Vice Presidents and equivalent positions.

External Legal Counsel

Law firm or member of a law firm that has been approved by the Office of General Counsel to provide legal services to the University.

Members of University Community

Those persons involved in conducting University affairs or operations or using University property, including all employees, agents and volunteers.

Office of General Counsel

The office of the University’s General Counsel, as appointed by the Board, and any delegate authorized by the General Counsel to act on behalf of the Office of General Counsel.

Officer

The President, Vice-Presidents, Associate Vice-Presidents and equivalent positions, Deans, Directors and equivalent positions.

5.0 POLICY ELEMENTS**5.1 Scope of Legal Services**

- 5.1.1 The Office of General Counsel is responsible for the provision of all legal services, counsel and representation for matters involving the University or matters within the official responsibilities of any Member of the University Community.
- 5.1.2 The Office of General Counsel shall provide and/or manage, for or on behalf of the University, all legal services required in relation to the following general areas:
- administrative and operational matters;
 - capital or major projects;
 - employment and labour relations;
 - strategic governance and business initiatives;
 - contractual matters including review, negotiation and drafting of contracts;
 - legislative interpretation;
 - review of policies for legal compliance;
 - liaise with Government of Alberta ministries and other external entities on legal matters, as necessary;
 - litigation management;
 - compliance with legal requirements; and
 - any other matter that may pose any risk (legal, financial, reputational or otherwise) to the University.

5.2 Requests for Legal Services

- 5.2.1 Subject to section 5.2.3, requests for legal services on University-related matters must be made by an Officer directly to the Office of General Counsel.
- 5.2.2 Officers shall engage the Office of General Counsel on matters specified in section 5.1.2, and in particular when:
- 5.2.2.1 entering into a contract of substantial value and/or high-risk on behalf of the University;
 - 5.2.2.2 in receipt of court related documents respecting the University, or its Board, employees, students, or volunteers;
 - 5.2.2.3 in receipt of communications from a lawyer (outside of the Office of General Counsel) regarding the University; or
 - 5.2.2.4 legal action or similar proceedings are threatened or anticipated against the University or its Board, employees, students, or volunteers arising out of their actions on behalf of the University.

5.2.3 Requests for legal services may be made to the Office of General Counsel by individuals other than at the Officer level, in the following circumstances:

5.2.3.1 court related documents respecting the University or its Board, employees, students or volunteers have been received;

5.2.3.2 legal advice or action is required in a timeframe that does not permit obtaining approval at the Officer level; and

5.2.3.3 the ability to request legal services has been delegated in writing by an Officer to one or more individuals within that Officer's department, which delegation may be made either on an ongoing or a time limited basis, as specified by the particular Officer in the written delegation.

5.3 Retention of External Legal Counsel

5.3.1 Subject to sections 5.3.2 and 5.3.3, the Office of General Counsel has the sole authority to authorize the retention of External Legal Counsel on behalf of the University (including any of its departments, programs, or portfolios) where appropriate to protect the University's legal interests.

5.3.2 Nothing within this policy shall restrict the right of the Board or the President to retain External Legal Counsel for particular matters as they may deem appropriate.

5.3.3 In the event of an emergency, or where it is impossible or impracticable to contact the General Counsel prior to retaining External Legal Counsel, any other Vice-President or the Associate Vice-President Human Resources may retain External Legal Counsel without first submitting a request through the General Counsel. In such a case, the General Counsel will be notified of the request that has been made to External Legal Counsel as soon as possible, at which time the General Counsel may authorize the retention of External Legal Counsel for appropriate budget allocation.

5.4 Management of External Legal Counsel

5.4.1 The Office of General Counsel is responsible for managing External Legal Counsel and associated costs on behalf of the University in accordance with the Management of External Legal Counsel Procedure.

5.4.2 The General Counsel is responsible for:

5.4.2.1 selection and evaluation of External Legal Counsel in accordance with the Procurement Policy, and practices as agreed to from time to time;

5.4.2.2 management of legal matters in progress; and

5.4.2.3 maintenance and review of External Legal Counsel billing practices and related guidelines.

5.5 Major Decisions

- 5.5.1 The Office of General Counsel, in consultation with the appropriate Officer, shall approve all major strategic, tactical and precedent-setting decisions in legal matters, including the commencement of any legal action on behalf of the University and settlement of all legal actions and disputes impacting the University prior to any settlement arrangements being finalized.

5.6 Cost for Legal Services

- 5.6.1 All costs for legal services shall be borne by the Office of General Counsel, and shall not be back-charged to a department, operational division or program, except:
- 5.6.1.1 capital projects for which legal services are an anticipated requirement or other significant projects, where a budget for legal costs shall be included in the budget for the project;
 - 5.6.1.2 where otherwise agreed to by a department, operational division or program and the Office of General Counsel;
 - 5.6.1.3 payment of arbitrator/mediator fees and/or monetary settlements relating to labour relations matters and uninsured legal matters in accordance with the Handling of Labour Relations and Legal Disputes Procedure; and
 - 5.6.1.4 as otherwise required by University accounting practices.
- 5.6.2 Only invoices arising from retainers authorized in accordance with section 5.3 will be paid out of the budget of the Office of General Counsel. Invoices for matters not so approved will be paid out of the budget of the department or program responsible for the retainer.

6.0 ASSOCIATED PROCEDURES

- Management of External Legal Counsel Procedure
- Handling of Labour Matters and Legal Disputes Procedure

7.0 RELATED POLICIES, FORMS, AND OTHER DOCUMENTS

- Procurement Policy
- Delegation of Signing Authorities Policy

8.0 ACCOUNTABILITY

Policy Sponsor
General Counsel

Responsible Office
Office of General Counsel

9.0 HISTORY

Relevant Dates

Approved: **22.11.23**
Effective: **22.11.23**
Next Review: **2027.11**

Modification History

81.10.22: Approved by Board Motion 14-5-81/82. Replaces items 4 and 6 of Policy 6.1 approved by Board Motions 5p-3-75/76 and 22-5-75/76.

03.02.01: Format updated.

09.10.08: Terminology updated to reflect name change to Grant MacEwan University. Approved by Board motion 01-10-8-2009/10.

13.04.25: Revised and renamed from Legal Counsel to Legal Resources. Approved by Board motion 01-04-25-2012/13.

22.11.23: Comprehensively revised. Approved by Audit and Risk Committee of the Board of Governors motion #ARC-02-11-23-2022/23.