A. PURPOSE

To set out the authority, criteria, and process for the retention and compensation of External Legal Counsel on behalf of Grant MacEwan University and the Grant MacEwan University Foundation (collectively referred to as the “University”), and to promote the efficient and effective use of services provided by External Legal Counsel. This Procedure should be read along with the University’s Legal Resources Policy (the “Policy”).

B. REQUEST FOR LEGAL SERVICES

1. Request

Any employee of the University requiring legal services with respect to any matter involving the University shall, subject to certain exceptions specified in the Policy, refer the matter to the Vice President and General Counsel, in writing by or through an Officer.

2. Early Notice

Department, program or division leaders, or project managers, shall advise the Office of General Counsel of any significant anticipated legal requirements, including anticipated legal costs, as soon as the likelihood of incurring such requirements is known, usually at the planning or project approval stage.

C. RETENTION OF EXTERNAL LEGAL COUNSEL

External Legal Counsel will be retained in the manner described in this Procedure and the Policy.

Upon receipt of a request for legal services, the Vice President and General Counsel will, in consultation with the Officer making the request, determine the following:

   (a) whether External Legal Counsel should be retained, having regard to the nature of the matter, the risk involved, the availability of required resources within the Office of General Counsel and the cost; and
   (b) which External Legal Counsel should be retained and the terms of the retainer.

Subject to limited exceptions, the Vice President and General Counsel will directly retain External Legal Counsel on all University-related matters and retainer agreements entered into with External Legal Counsel.

Expenses associated with External Legal Counsel retained without the prior approval of the Vice President and General Counsel, or his or her designate, or as otherwise permitted or required in the Policy, shall be charged to the department responsible.
D. **MATTER MANAGEMENT**

In overseeing External Legal Counsel’s representation, the Vice President and General Counsel shall ensure that External Legal Counsel:

1. is accountable for the cost effective management of the assigned legal matter;
2. devotes the time and skill level appropriate to the tasks at hand;
3. complies with applicable rules of professional conduct and the highest ethical standards;
4. charges fees, costs, and disbursements which are reasonable and submitted for payment in writing;
5. submits to the requestor of the legal services any legal documents, draft agreements or opinions sufficiently in advance to allow for meaningful review prior to filing, negotiations or other use (as the case may be);
6. provides the Vice President and General Counsel with all significant documents, court rulings and opinions related to assigned legal matters; and
7. resolves litigation matters as effectively and expeditiously as possible.

The VP and General Counsel must be notified of all settlement demands, settlement offers made by other defendants and other settlement related communications. The VP and General Counsel must approve the settlement of all legal actions and disputes prior to any settlement arrangements being finalized.

Prior to the commencement of any litigation by the University, the VP and General Counsel will conduct or obtain an assessment of the likelihood that the University’s claim will succeed and estimated financial exposure and/or risk. The VP and General Counsel will make the determination of whether the University will commence any litigation.

E. **REVIEW AND APPROVAL OF EXTERNAL LEGAL COUNSEL ACCOUNTS**

The Office of General Counsel shall be responsible for verifying and processing External Legal Counsel accounts for payment. All such accounts will be paid out of the budget of the Office of General Counsel, provided the retainer was approved in accordance with Section C.

All accounts for services rendered by External Legal Counsel will be sent directly to the Vice President and General Counsel. The Vice President and General Counsel will provide copies of accounts to the Officer who requested the legal services for review and feedback. The Officer will either approve the account or raise any questions or concerns about the account with the Vice President and General Counsel. The Vice President and General Counsel will conduct the final review of accounts, will resolve any issues respecting any account with External Legal Counsel and, when appropriate, will approve accounts in accordance with billing guidelines provided to External Legal Counsel.
F. ATTACHMENTS

Attachment “A” – Management of External Legal Counsel Procedure Flowchart

G. DEFINITIONS

*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; and

*Officer* - The President, Vice Presidents, Associate Vice Presidents and equivalent positions, Deans, Directors and equivalent positions.
VP & GC receives a request for legal services from an Officer*

VP & GC reviews the matter with the requesting Officer

External Legal Counsel:
(1) takes all necessary steps to handle the matter on behalf of the University;
(2) keeps the VP & GC and requesting Officer apprised of status of matter; and
(3) seeks approval from VP & GC of all major strategic and tactical decisions

External Legal Counsel forwards account to VP & GC for payment

VP & GC provides a copy of account to requesting Officer for review and feedback

Requesting Officer raises any concerns/questions about the account with the VP & GC or approves the account

VP & GC conducts final review of account, resolves any concerns raised with External Legal Counsel and, if appropriate, approves payment

Account is paid out of budget of VP & GC

*Subject to certain exceptions specified within the Legal Resources Policy