

SUBPART 10-4
**PROVISION OF LEGAL REPRESENTATION FOR OTHER OFFICERS
AND EMPLOYEES OF THE UNIVERSITY; INDEMNIFICATION**

Sec. 10-401. Policy on Provision of Legal Representation for Other Officers and Employees of the University. Subject to the limitations and conditions set forth in this subpart, the University shall provide legal representation for its officers and employees (other than the President and the Trustees), including student employees and properly appointed volunteers, or indemnify them for the cost of legal representation made necessary or desirable by the existence of all of the following conditions:

(1) The officer or employee has been made a party to, or is threatened to be made a party to, a civil, criminal or administrative suit, proceeding, action, or investigation.

(2) The suit, proceeding, action, or investigation relates to conduct or inaction of the officer or employee which was within his/her scope of authority and course of employment, or which the officer or employee reasonably believed to be within his/her scope of authority and course of employment.

(3) The conduct or inaction at issue was the result of the officer or employee acting in good faith.

Sec. 10-402. Limitations on Indemnification for Legal Representation.

(1) The University may, in its discretion, designate and engage an attorney on behalf of the officer or employee who is in need of legal representation. If the officer or employee declines such representation, the University shall have no obligation to indemnify the officer or employee for the cost of legal representation.

(2) The officer or employee seeking indemnification for legal representation shall have a duty to cooperate fully with the counsel approved by or appointed by the University. If the officer or employee fails to cooperate with the counsel, legal representation may be withdrawn, and the University shall have no obligation to indemnify the officer or employee for the cost of legal representation. In the event that legal representation is withdrawn, the Board will be provided with a summary of the reasons for such withdrawal at the next meeting of the Board.

(3) If at any time during the suit, proceeding, action or investigation, it is determined by the University either (a) that the officer or employee does not satisfy the requirements for indemnification set forth in Sec.10-401, or (b) that the officer or employee did not comply with University procedures, legal representation shall be withdrawn, and the University shall have no obligation to indemnify the officer or employee for the cost of legal representation.

(4) The obligation to provide legal counsel or indemnification for legal representation shall not apply if the suit, proceeding, action or investigation is commenced by the Board.

(5) The duty to provide legal counsel or indemnification for legal representation shall not apply if the officer or employee fails to seek prior approval of indemnification as specified in University procedures.

(6) The duty to provide legal counsel or indemnification for legal representation shall apply only if the conduct or inaction involved did not constitute an intentional violation of federal or State law.

Sec. 10-403. Responsibilities of President. The President of the University shall be responsible for administering policies and procedures governing indemnification and legal counsel for officers and employees of the University other than the President and Board of Trustees. Such policies and procedures shall outline (1) the steps to be taken to request indemnification and/or legal counsel, (2) conditions for indemnification for judgments, settlements, and fines, and (3) identification of University officials responsible for communicating on suits, legal proceedings and/or investigations.

Cross Reference:

Subpart 9-4. Provision of Legal Counsel for the President and Trustees;
Indemnification.

Business Policy, *Legal Representation and Indemnification*

Prior Board Action:

Entire Subpart 10-4 included in October 19, 2001 Codification, Phase I.

Entire Subpart 10-4 included in October 22, 2004 Codification, Phase II.