

TRINITY COLLEGE

POLICY

TITLE: OUTSIDE COUNSEL POLICY

ISSUED/REVISED:
February 2016

Trinity College retains outside legal counsel from time-to-time to provide advice and representation in numerous contexts, including but not limited to litigation, investigations, transactions in real estate and finance, contract negotiations, and governmental relations. Selection of the right counsel can be crucial to the College's success in the particular matter. Moreover, certain law firm relationships can become strategically important to the College with those firms acting as historical repositories of the College's information. The College also has a strong interest in making sure its matters are handled effectively as well as efficiently – at the lowest expense possible, and the College believes this is best achieved with the Office of the General Counsel's ("OGC") oversight of outside counsel's activities. To promote these goals, the College therefore adopts the following policy for the use of outside counsel for Trinity College.

Retention of Outside Counsel

OGC attempts to handle matters internally when staffing levels and expertise permit. When necessary, OGC will select and retain outside counsel. OGC will endeavor whenever possible to accommodate recommendations for outside counsel from the institutional client, but OGC can select alternative counsel in its discretion. Although OGC must approve outside counsel, the College understands that in certain limited circumstances it may not be possible to consult with OGC prior to the engagement of outside counsel, and in such cases, OGC should be promptly notified of, and should review, the retention of the law firm. No law firm should invoice the College for any matter if OGC has not approved the retention. OGC will vet any proposed law firm to ensure that selected counsel is appropriate for, and can efficiently handle, the particular matter, and that the retention is consistent with the College's strategic priorities for use of legal counsel.

Please contact OGC if you need counsel, or if anyone attempts to serve you with notice of litigation or a subpoena.

Engagement Letters

There should be an engagement letter for most matters. OGC will review the terms of the engagement of any law firm, including the fee structure, and sign any law firm engagement letter.

The engagement of any law firm will be subject to the College's *Guidelines for Outside Counsel*, which will be provided to each law firm engaged by OGC. Any exception requires approval of the General Counsel.

Conflict Waivers

Law firms from time-to-time ask the College to waive a conflict of interest and to permit the law firm to represent a party in a matter that may be adverse to the College. As a general matter, the College does not waive conflicts, but will evaluate each proposal on a case-by-case basis. This requires an analysis of the prior work done for the College, the nature of the current matter, expected future dealings with that law firm, and the likelihood of harm to the College if the waiver is granted. Please forward any request for a conflict waiver to OGC. The General Counsel must pre-approve and sign any waiver.

TRINITY COLLEGE
POLICY

TITLE: OUTSIDE COUNSEL POLICY

ISSUED/REVISED:
February 2016

Legal Bills

The College's *Guidelines for Outside Counsel* requires law firms to issue electronic invoices, in an effort to promote timely and efficient processing of invoices, which includes more timely payment of legal bills (as this is important to the maintenance of good relationships with outside counsel).

In general, if this policy is followed, OGC should be aware of all legal matters being handled by outside counsel before receiving an invoice for legal services.

Reporting

OGC will produce periodic summary level reporting to the institutional clients.

Legal Accruals and Budgets

OGC, working with the Comptroller, creates accruals for legal fees to cover expected expenses incurred that calendar year but not yet billed. Institutional clients may also propose accruals – which OGC will review and can adjust prior to finalization.

Policy History

Issued February 2016