

## UNIVERSITY OF PITTSBURGH POLICY 01-05-01

**CATEGORY:** ADMINISTRATION  
**SECTION:** General Counsel  
**SUBJECT:** Legal Services  
**EFFECTIVE DATE:** April 27, 1990  
**PAGE(S):** 3

### I. SCOPE

This policy establishes the responsibilities of General Counsel for providing legal services to other units of the University, and identifies those matters that require legal review by General Counsel. It extends to all University matters for which any employee of the University or its subsidiaries or affiliates might want or need to consult an attorney.

Compliance with this policy will enable the University 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 attorneys on General Counsel's staff and, for matters specific to the Medical and Health Care Division (MHCD), the Vice President - Legal and Corporate Affairs of the MHCD and his or her staff.

### II. POLICY

#### General

The major responsibility of General Counsel is to ensure that the legal rights and opportunities of the University 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 General Counsel.

The matter should be submitted to General Counsel in writing, with full background explanation and documentation, as far as possible in advance of the time for final action. It should first have been reviewed by the chief administrator responsible for the activity.

General Counsel should be consulted in advance on the following particular matters, among others:

- Contracts and agreements (see below)
- Incoming subpoenas and other legal papers (see below)
- Government investigations (see below)
- Proposed actions entailing a substantial risk of civil or criminal liability
- Involuntary terminations of employees
- Student disciplinary matters where the possible sanction may be suspension for one term or more severe
- Government investigations
- Press inquires regarding pending or potential litigation
- Transactions where an adverse party is represented by counsel
- Any other situation in which legal or quasi-legal issues may be involved

General Counsel will manage all litigation and other legal proceedings on behalf of the

University and its employees, and will advise on all other legal matters. General Counsel will not provide legal services to employees or students in their personal capacities (but see Defense and Indemnification of Employees below).

### Contracts and Agreements

All proposed contracts and agreements (including offers of employment, bid specifications, intern placement agreements, leases, loans, letters of intent, and memoranda of understanding) to which the University is to be a party should be referred in writing to General Counsel for drafting or review as far as possible in advance of negotiations with the other party. Exceptions to this rule are standard agreements that have already been approved by General Counsel for routine use by other University units such as Purchasing or the Office of Research.

Generally, agreements should be submitted to General Counsel only after they have been approved in substance by the chief administrator responsible for the subject matter of the agreements. The administrator will have primary responsibility of obtaining any required review by other units of the University.

General Counsel will return the proposed agreement to the initiating administrator with written comments and recommendations.

### Incoming Subpoenas and Other Legal Papers

All subpoenas, summonses, complaints, wage attachments, and other legal papers served on employees in their business capacity, whether or not the University is named as a party to the proceedings, should be forwarded to General Counsel by hand immediately upon receipt.

### Government Investigations

If investigators from a government agency request an interview with a University employee, or seek data, documents, or access to files, they should be told that the University will generally cooperate, but only after consultation with its lawyers. Without any further response to the investigators, the employee should immediately telephone General Counsel for advice and instructions.

### Defense and Indemnification of Employees

The University will 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 University duties and authority, subject to the limitations contained in University policy and procedure 07-06-06, Faculty and Staff Indemnification.

### Outside Counsel

General Counsel will determine whether 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. Employees may not contact outside counsel directly on University business without the prior permission of 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 General Counsel (or outside counsel) and other University 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 University. In sensitive matters, employees should not create unnecessary documents.