

CATEGORY: PERSONNEL
SECTION: Employee Support
SUBJECT: Defense and Indemnification of Volunteers
EFFECTIVE DATE: November 25, 1991

I. PURPOSE

To provide instructions for volunteers seeking defense and/or indemnification from the University in the event of actual or threatened legal proceedings.

II. SCOPE

This procedure is applicable to all current and former volunteers for the University, in connection with legal Actions arising out of their University functions and duties.

III. DEFINITIONS

Volunteer A person performing services for the University at the University's request without compensation other than reimbursement for actual expenses incurred. The term includes a person not employed by the University who at the University's request, provides a reference on a current or prospective University faculty member.

Indemnification Payment of judgments, settlements, and any other expenses actually and reasonably incurred in connection with a legal Action as defined below.

Action Actual or threatened legal action.

IV. ADMINISTRATIVE RESPONSIBILITIES

The Committee on Indemnification, composed of the Provost, the Senior Vice President for Health Sciences, and the Senior Vice President for Business and Finance, is responsible for making the final determination, after disposition of the Action, whether the volunteer will be indemnified under Policy 07-06-07, Defense and Indemnification of Volunteers.

General Counsel is responsible for determining whether to defend or indemnify the volunteer pending final disposition of the Action providing in-house counsel or selecting outside counsel, and supervising the legal defense provided or indemnified.

V. PROCEDURE

Responsibility

Action

Volunteer

1. Notify General Counsel in writing immediately upon becoming aware of a substantial possibility of an Action.
2. Apply to General Counsel for defense and/or indemnification prior to incurring expenses to be reimbursed or otherwise acting in connection

with an Action.

- Application made after incurring expenses to be reimbursed or otherwise acting in connection with the Action may be grounds for denial of the application if such has prejudiced the volunteer's case or increased the costs of defense in any way.
- a. Provide to General Counsel all pertinent information, including detailed information about the act or failure to act that is the subject of the Action.

NOTE: The University may, in its sole discretion, decide to defend or indemnify a volunteer, in whole or in part, in advance of the final disposition of the Action, upon receipt of an agreement by or on behalf of the volunteer to repay any indemnification if it is ultimately determined that the volunteer should not have received indemnification under law, agreement, or University policy.

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| General Counsel | 3. Decide whether to make the advance defense or payments described above. <ul style="list-style-type: none">- The decision may be appealed, in the academic area, to the Provost or Senior Vice President for Health Sciences, or, in the case of non-academic volunteers, to the Senior Vice President for Business and Finance, whose decisions on advance defense and payments shall be final. |
| Committee on Indemnification | 4. Make the final determination, after disposition of the Action, whether the volunteer shall be indemnified. |
| General Counsel | 5. If the University tentatively determines, before the final disposition of the Action, to defend or indemnify the volunteer, select competent in-house or outside counsel, and supervise the cost, quality, and strategy of any legal defense provided or indemnified, except to the extent that doing so would constitute a conflict of interest, in which case other appropriate arrangements shall be made. |
| Volunteer | 6. Cooperate fully in the defense of the Action. <ul style="list-style-type: none">- Any unreasonable failure to provide full information or to cooperate with the General Counsel will be cause for denial of defense and/or indemnification. |

7. Promptly notify General Counsel of any personal or other insurance coverage which provides for defense and/or indemnification.
 - The University may require that any available benefits under such insurance be exhausted before providing benefits under the Defense and Indemnification of Volunteers policy.
8. Promptly notify General Counsel in the event an entity apart from the University with which the volunteer was connected in the course of the actions or omissions that gave rise to the Action may be obligated or able to provide defense and/or indemnification.
 - The University may require that any available benefits from such entity (or its insurers) be exhausted before providing benefits under the Defense and Indemnification of Volunteers policy.
9. If requested by the University, produce proof of any such alternative sources of protection described in steps 6 and 7 above, or lack thereof.

VI. REFERENCE

- [Policy A0 13, Defense and Indemnification of Volunteers](#) (formerly 07-06-07).