

3359-7-01 Office of the vice president and general counsel.

(A) Vice president and general counsel.

- (1) Pursuant to sections 109.02 and 3345.15 of the Revised Code, the attorney general is the chief legal officer for the university of Akron and the legal representation of the university remains within the direction and control of the attorney general pursuant to agreement between the attorney general and the board of trustees of the university. The attorney general has ultimate responsibility for rendering legal services to the university and for the selection of counsel to provide representation for the university. The vice president and general counsel shall be appointed by the board of trustees subject to the prior approval of the attorney general.

The vice president and general counsel shall hold office at the discretion of both the attorney general and the university board of trustees. Either the attorney general or the board of trustees may request the person in this position to cease serving in this position, and the person shall thereupon cease to serve. The associate vice president and deputy general counsel, and other associates or assistants thereto shall be appointed by the board with the prior written approval of the attorney general upon recommendation of the vice president and general counsel, and shall hold office at the discretion of both the attorney general and the board of trustees. Either the attorney general or the board of trustees may request the persons in these positions to cease serving in such positions, and the persons shall thereupon cease to serve.

The vice president and general counsel shall report directly to the president and shall work in close cooperation and coordination with the president, president's cabinet, and other university officers and administrators. The vice president and general counsel and associate vice president and general counsel, and other associates and assistant general counsels shall be appointed as assistant attorneys general. It is specifically understood that the nature of legal services are of such a personal and fiduciary nature that the attorney general is the sole judge of the adequacy of the legal services rendered pursuant to all appointments of attorneys as assistant attorneys general. All rights and conditions of employment pertaining to unclassified contract professional university employees shall apply to attorneys appointed assistant attorneys general except as provided otherwise in this rule.

Notwithstanding the direct reporting relation between the vice president and general counsel to the president, it shall be the duty and responsibility of the vice president and general counsel to coordinate with and keep the senior vice president and provost informed in advance on all matters, initiatives, or decisions within their area of responsibility that involve academic matters, or that have a reasonable expectation of involving or affecting the academic programs, activities, or directions of the university.

- (2) The vice president and general counsel shall serve as the chief legal advisor to the president, board of trustees, and university officers and administrators; and, shall be responsible to the president and the board for the direction and supervision of all legal matters of the university, including the provision of legal counsel, advice, and services in all matters pertaining to the practice of law on behalf of the university of Akron. The vice president and general counsel shall be assisted by the associate vice presidents and deputy general counsel and such associates and assistants as approved by the board of trustees and the attorney general. All attorneys practicing law on behalf of the university shall report to the vice president and general counsel. No attorney employed by the university of Akron shall be authorized to practice law on behalf of the university of Akron except those appointed assistant attorneys general and reporting to the general counsel.
- (3) Specific duties of the vice president and general counsel shall include responsibility for management of the office of general counsel and supervision of the legal staff, and directing and monitoring within the university, all legal matters on behalf of the university of Akron, including for example:
- (a) Litigation matters, such as representing or overseeing the representation of the institution, and when appropriate, its officers, administration and employees in judicial and administrative proceedings, and in negotiations with other state or federal entities;
 - (b) Review, advise, and assist with legal documents, contracts, policies, procedures, practices, actions, or any matter having legal significance to the management and operation of the university of Akron, and including but not limited to providing legal counsel and guidance to institutional officers and upper management on all legal matters relevant to a large public institution, such as employment law, and policies, procedures, rules and regulations pertaining to students;
 - (c) Legal review of judicial decisions, legislative or governmental regulatory developments, and recommended compliance procedures or strategies;
 - (d) Review, advise, and assist with property acquisitions, leases, labor relations, and personnel matters, insurance matters, intellectual property issues, including patent, trademark, and copyright matters;
 - (e) Advise and assist with compliance reviews by governmental agencies, higher education regulatory agencies and internal compliance and management audits;
 - (f) Assist the president and other administrative officers to identify and implement programs and strategies that will provide comprehensive and preventative legal guidance to the university of Akron, including anticipation of legal

issues and development of legal strategies and solutions in situations involving political, public relations, or financial risk or significance to the institution, its governing authority or management;

- (g) Obtain authorization from the attorney general when required by law for the settlement of claims or lawsuits; and obtain authorization from the attorney general prior to the commencement of any legal action;
 - (h) Maintains professional growth and development through professional affiliations, seminars and workshops to keep abreast of current developments in college and university law and related areas;
 - (i) Provides training and education to the campus community on various legal issues through meetings, memorandums, and the general provision of legal advice and counsel.
- (4) The vice president and general counsel shall be responsible for the safekeeping of all deeds, leases, mortgages, contracts, and like papers or instruments of value except for those instruments required to be kept by another institutional officer. The vice president and general counsel shall, on behalf of the university, be authorized to execute all contracts and legal documents, including without limitation, settlement documents approved by the attorney general of Ohio, routine settlements and releases pertaining to litigation or threatened litigation, including worker's compensation and unemployment compensation matters, collection matters, labor contracts, intellectual property documents, bond documents and supporting opinions, etc.
- (5) The vice president and general counsel, associate vice president and deputy general counsel, and associates or assistants thereto shall maintain the professional qualifications for appointment as assistant attorneys general of the state of Ohio, including compliance with the Ohio supreme court rules for the government of the bar and the Ohio code of professional responsibility; and shall provide general legal counsel and advice in accord with the professional standards established by the Ohio attorney general, and American bar association to the extent such are not in conflict with the state of Ohio supreme court code of professional responsibility or rules for the government of the bar. Any attorneys employed by the university to practice law on behalf of the university must have their appointments approved in advance by the attorney general, and the attorney general shall appoint such attorneys as assistants attorneys general, with appropriate limitations or conditions of appointment as may be deemed necessary by either the attorney general or the vice president and general counsel.
- (6) The vice president and general counsel shall coordinate the provision of legal counsel, advice, and services for the university of Akron with the Ohio attorney general, special counsel appointed by the Ohio attorney general, and provide

appropriate liaison with the bench, bar, and law enforcement authorities. The vice president and general counsel shall work closely with the chief of the education section within the office of the Ohio attorney general and shall keep the chief of the section informed of all significant pending legal matters involving the university. The vice president and general counsel shall serve as liaison with the office of the Ohio inspector general. The vice president and general counsel shall serve as the liaison person regarding legal matters with affiliated organizations, such as the university of Akron foundation.

(7) As legal counsel to the board of trustees, the vice president and general counsel shall report to the chairman of the board and shall provide reports to the board of trustees as required by the board, and shall:

- (a) Attend and provide legal counsel at meetings of the board and its committees;
- (b) Assist in preparation of agendas for board meetings, review documents presented to the board which may have legal implications, and review all minutes of board meetings prior to their submission for adoption;
- (c) Provide litigation and transactional legal risk analysis to the board and its committees;
- (d) Conduct inquiries and provide such other services as directed by the board, committees of the board, chairman or officers of the board;
- (e) Work closely with the president to ensure good board and campus relations and flow of information;
- (f) Maintain total confidentiality in regard to all board business and materials, as required by the code of professional responsibility;
- (g) When appointed as secretary or assistant secretary of the board of trustees, administer those functions and duties prescribed for the secretary or assistant secretary of the board of trustees as outlined in the bylaws of the board.

(B) Associate vice president and deputy general counsel.

With prior approval and at the direction of or during any absence by the vice president and general counsel, the associate vice president and deputy general counsel shall fulfill the duties of the vice president and general counsel.

(C) Assistant and associate general counsel.

The vice president and general counsel and the associate vice president and deputy general counsel shall be assisted by such assistant or associate general counsel as shall be appointed by the board, and each shall hold office at the discretion of the board,

and shall be under the supervision and direction of the vice president and general counsel.

(D) Amendments.

This rule shall not be altered, amended, repealed or otherwise modified without the concurrence of the then current Ohio attorney general.

Effective: 01/31/2015

Certification:

Paul A. Herold ~~Ted A. Mallo~~
Secretary
Board of Trustees

Promulgated Under: 111.15

Statutory Authority: 3359

Rule Amplifies: 3359

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