

BPM Section 16. Board and Individual Director Consultations with and Directions to District, Staff, Consultants, and Attorneys.

- a. The Board and its members shall deal with the administrative services of the District only through the General Manager, and neither the Board nor any individual director shall give orders or instructions to any subordinate of the General Manager.
- b. District's Legal Counsel. Paragraph G of Resolution No. 98-1 is incorporated herein by reference.

Resolution No. 98-1, Section G. Legal Counsel: Duties: The Board shall employ an individual or firm of attorneys licensed to practice law in the State of California, to advise and represent the District to assure full compliance with the requirements of the District Enabling Act and applicable laws. Legal counsel shall serve at the pleasure of the Board of Directors at the direction of the General Manager, subject to direction by the Board. The resolution appointing the Legal Counsel shall include terms of an agreed upon fee schedule. Legal Counsel shall be responsible for:

1. reviewing, preparing as requested by the Board or General Manager and making appropriate comment on matters or recommendations presented in written or oral form;
 2. reviewing and preparing as requested by the Board or General Manager notices, agendas, resolutions, ordinances, minutes, agreements, contracts and supporting materials in advance of meetings;
 3. attending each meeting of the Board, unless excused, in advance or during a meeting, by the General Manager or President of the Board; and,
 4. attending Board Committees, upon request of the General Manager or Committee chairperson, as well as other business meetings of the District as requested by the General Manager.
- c. The Board of Directors shall appoint Special Legal Counsel to assist the Board and District when the Board determines that attorneys with specialized legal expertise are needed to represent or advise the Board and District staff. The legal services agreement with each Special Legal Counsel shall specify the scope of legal services to be provided.
 - d. The Legal Counsel and Special Legal Counsels report to the Board as a whole. However, the Legal Counsel is available to each individual director for consultation regarding legal matters particular to that individual director's participation in matters where the individual director may have a conflict of interest. An individual director (1) may not give directions to the Legal Counsel or any Special Legal Counsel without prior concurrence by the Board, and (2) may not request a legal opinion of the Legal Counsel or any Special Counsel without the prior concurrence by the Board, except as such requests relate to questions regarding that individual director's participation. The Legal Counsel and Special Legal Counsels shall be available to the General Manager and District staff to the extent authorized by the General Manager for consultation on applicable issues and activities within the scope of the applicable legal services agreement approved by the Board.