



Policy Title:

## Legal Protection & Indemnification Policy

University Classification & Policy Number:

B-001

Approval Body:

University Administration

Responsible Designate:

The Vice-President (Finance and Administration) is responsible for the communication, administration, and interpretation of this Policy.

Established:

10/09/13

Revised:

02/02/21

Editorial Revisions:

Not applicable

Scheduled Review:

2026

### 1.0 Policy Purpose

The purpose of this Policy is to define the conditions under which the University will:

- a. provide legal counsel for an executive officer, director, trustee, member of the Board of Regents (or of a committee of the Board of Regents), member of the executive, volunteer or employee of the University (hereinafter referred to as "the individual"); and
- b. indemnify the individual.

### 2.0 Definitions

The following definitions apply to terms as they are used in this Policy:

- 2.01 Individual: An executive officer, director, trustee, member of the Board of Regents (or of a committee of the Board of Regents), member of the executive, volunteer or employee of the University.

### 3.0 Scope

This policy and the procedures outlined herein apply to The University.

### 4.0 Policy Elements

This Policy relates to individuals involved in legal proceedings arising from their acts or omissions in the course of their employment by or conduct of the business and affairs of the University so long as they have not attempted to procure judgment in its favour:

- 4.01 If an executive officer, director, trustee, member of the Board of Regents, member of the executive, volunteer or any employee of the University in carrying out their respective designated duties for the University, is named, charged or may be named or charged, as a defendant in civil, criminal or administrative proceedings, the University shall cause any such proceedings and

negotiations preceding such proceedings, to be represented and defended on behalf of the individual by legal counsel of the University's choosing at its expense, provided that:

- a. the individual has acted honestly, in good faith, without malice and with a view to the best interests of the University and in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing their conduct was lawful;
- b. there is no conflict of interest, either real, apparent or potential between the University and the individual;
- c. the individual has executed a copy of the Legal Representation Request form as attached hereto and being Appendix A to this policy;
- d. the individual fully cooperates with legal counsel chosen by the University to conduct such representation and defence; and,
- e. the individual does not act (or omit to act) in any way that they ought reasonably to know may prejudice the representation or defence by counsel.

**4.02** If the individual breaches the provisions of 4.01(d) or (e) above, during the course of their representation or defence by the University's selected legal counsel, such representation and defence shall thereafter be at the sole expense of the individual, whether or not the said legal counsel is able for whatever reason to withdraw from the record, and all expenses so incurred by the University on the individual's behalf shall be a debt due and owing to the University.

**4.03** If at any time during the course of the Individual's representation or defence by the University's selected legal counsel, the Individual wishes to be represented or defended by legal counsel of their own choosing, the individual may retain such other legal counsel and the University's selected legal counsel shall no longer represent or defend the individual. From that point thereon the individual shall be solely responsible for their own expenses, defence or representation associated therewith as well as for all expenses incurred by the University on the individual's behalf to that time, which expense shall be a debt due and owing to the University.

**4.04** For the purpose of this policy, the term "expense" shall include all legal fees, disbursements, court costs and witness fees.

#### **4.05 Indemnity**

Where a judgement, order, or monetary penalty has been issued or a settlement agreement has been recommended by legal counsel chosen by the University and:

- a. the individual has acted honestly, in good faith, without malice and not contrary to the express instructions of the University and in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful;
- b. there is no conflict of interest, either real, apparent or potential between the University and the individual;

the University may indemnify the individual up to 100% of the amount of such judgment, order, monetary penalty or amount agreed on in a settlement agreement as well as legal costs and disbursements.

#### **4.06 Authority**

**4.06.01** The Vice-President (Finance and Administration) is expressly authorized to exercise all powers and authority under this Policy including decisions under section 4.05 above up to and including the amount of \$250,000.00 unless:

- a. the Vice-President (Finance and Administration) is named as the defendant or accused in the proceeding in question in which case the President shall exercise the powers and authority under this Policy including decisions under paragraph 5.
- b. the President is named as the defendant or accused in the proceeding in question in which case the Chair of the Board of Regents shall exercise the powers and authority under this Policy including decisions under section 4.05, or
- c. the Chair of the Board of Regents) is named as the defendant or accused in the proceeding in question in which case the Chair of the Audit and Risk Committee of the Board of Regents shall exercise the powers and authority under this Policy including decisions under section 4.05.

**4.06.02** Where the decision under section 4.05 involves an amount greater than \$250,000.00, the Chair of the Board of Regents shall be authorized to make the decision unless the Chair of the Board of Regents is named as the defendant or accused in the proceeding in question in which case the Chair of the Audit and Risk Committee of the Board of Regents shall be authorized to make the decision.

## **5.0 Relevant Legislation**

- The Corporations Act, C.C.S.M. c. C225i

## **6.0 Related Policies, Procedures and Institutional Documents**

- Purchasing Policy