SMUD BOARD POLICY

SMUD®

Category:	**Board-Staff Linkage**
Policy No.:	**BL-2**
Title:	**Board-Chief Legal Officer and General Counsel Relationship**

The Chief Legal Officer and General Counsel provides legal counsel to SMUD and to the Board. The Chief Legal Officer and General Counsel reports both to the Board and to the Chief Executive Officer and General Manager (CEO).

The Board of Directors is ultimately responsible for hiring and terminating the Chief Legal Officer and General Counsel. As a general practice, the Board and the CEO shall participate jointly in hiring and terminating the Chief Legal Officer and General Counsel.

The CEO is responsible for evaluating the Chief Legal Officer and General Counsel's performance. The CEO shall solicit the Board's input in evaluating the performance of the Chief Legal Officer and General Counsel, and the Board may, at its discretion, participate in that evaluation.

With respect to the Board, the Chief Legal Officer and General Counsel shall:

a)   Serve as the Board Secretary.

b)   Give his or her advice or opinion whenever he or she deems necessary or when required by the Board.

c)   Inform the Board of material legal issues impacting SMUD or the Board.

d)   When necessary, act independently of the CEO.

e)   Provide counsel to the Board and individual Board members with regard to conflict-of-interest issues.

f)   Provide counsel to the Board and individual Board members with regard to other ethical matters.

g)   Assist the Board and Board members in complying with applicable statutes and laws.

The Chief Legal Officer and General Counsel shall not provide legal counsel to Board members except in their role as Board members.

Monitoring Method: Board Report
Frequency: Annual
Versioning:

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October 16, 2003	Resolution No. 03-10-14	Date of Revision.
April 6, 2006	Resolution No. 06-04-08	Date of Revision.
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September 21, 2023	Resolution No. 23-09-02	Date of Revision. [Current Policy]