

TID BOARD POLICY

Title: **Board-General Counsel Relationship**

Policy Number: **TIDBP-12**

The General Counsel provides legal counsel to TID and to the Board. The General Counsel reports both to the Board and to the General Manager.

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

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

With respect to the Board, the General Counsel shall:

- A. Give his or her advice or opinion whenever he or she deems necessary or when required by the Board.
- B. Inform the Board of material legal issues impacting TID or the Board.
- C. Provide counsel to the Board and individual Board members with regard to conflict-of-interest issues.
- D. Provide counsel to the Board and individual Board members with regard to the ethical matters except that any advice given to an individual Board member on such issues shall not establish an attorney-client relationship between the General Counsel and that individual Board member.
- E. Assist the Board and Board members in complying with applicable statutes and laws.

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

Date of Adoption: 12-23-14

Resolution No.: 2014-114