

SMUD BOARD POLICY

Category: Board-Staff Linkage	Title: Board-General Counsel Relationship
Date of Adoption: December 19, 2002	Policy Number: BL-2
Revision Date: October 16, 2003	Resolution No. 02-12-14
Revision Date: April 6, 2006	Resolution No. 03-10-14
	Resolution No. 06-04-08

The General Counsel provides legal counsel to SMUD 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) 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 General Manager.
- 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 General Counsel shall not provide legal counsel to Board members except in their role as Board members.

Monitoring Method: Board Report
Frequency: Annual