

GUIDELINES FOR LEGAL COUNSEL OF
MARIN HEALTHCARE DISTRICT

Adopted: July 21, 1987
Amended: February 28, 1989
Amended: May 29, 1990
Amended: June 13, 1995
Reviewed: September 23, 2002

1. The Chair of the Board shall be responsible for coordination, monitoring and liaison with District legal counsel.

2. All requests by Board Members for the preparation of legal opinions, legal memoranda, contracts, corporate documents or other substantive and/or substantial legal work, or the production of any documents held by counsel (whether or not such Board member shall have a right to such documents) shall be either:
 - a. Approved by the Board at a regular, special or closed meeting of the Board; or
 - b. Requested by the Chair of the Board, set forth in writing with a copy to all Board members; or
 - c. Requested by the Secretary of the Board within the scope of his/her duties, set forth in writing with a copy to all Board members;
 - d. Requested by a Committee of the Board, set forth in writing or in the minutes of the Committee meeting, with a copy to all Board members;

3. The following requests are subject to oral approval and review by the Chair of the Board and shall not require written authorization:
 - a. Assistance in the preparation of Board and Committee agendas and minutes, Board resolutions, memoranda which are necessary for or otherwise document Board action (such as required for closed sessions of the Board); or
 - b. Attend Board and Committee meetings at the request of a Committee Chair or the Chair of the Board; or
 - c. Activities approved by the Chair of the Board in furtherance of counsel's representation of the District on legal matters, including meetings and other activities which implement Board policy or

decisions or which will be brought to the Board for action.

4. In connection with the Claims Committee of the District, legal counsel shall distribute copies of claims, legal memoranda, and other informational documents to all Board Members at the same time such claims, memoranda and other documents are submitted to the Claims Committee. In addition, copies of all responses or other documents relating to the processing and disposition of a claim shall be distributed to all Board Members at the same time.

5. These Guidelines shall be reviewed triennially by the Management, Finance and Audit Committee, with recommendations submitted by the Board at its first regular meeting of each year.