

EXECUTIVE COMMITTEE MEETING
September 5, 2019

AGENDA ITEM: 5.F.

SUBJECT: General Counsel Services

ACTION FOR CONSIDERATION:

Appoint Steve Underwood and Mike Pott as Legal Counsel.

BACKGROUND:

The EIA's bylaws state that the Executive Committee shall appoint Legal Counsel who shall serve in an advisory capacity to the Board of Directors and the Executive Committee. Effective July 1, 2019, the Executive Committee approved the reclassification of Chief Claims Officer Mike Pott to Chief Legal Counsel with the idea being that he would assume some of the general counsel duties that were previously handled by long time EIA contract General Counsel Steve Underwood. Additionally, Mr. Underwood was to continue to perform some general counsel duties for the EIA over the next year with a move toward transitioning all legal counsel duties to Mr. Pott effective July 1, 2020. Staff was directed to bring a plan to the Executive Committee detailing which EIA-related tasks Mr. Pott and Mr. Underwood would be handling during the 2019/20 transition year.

In an effort to transition the duties over the next twelve months, Mr. Underwood and Mr. Pott have come up with a plan to split the Counsel services for the 2019/20 Fiscal Year. Then, on July 1, 2020, the remaining General Counsel duties that Mr. Underwood was performing will move to Mr. Pott.

The split of duties for the 2019/20 year is as follows:

Mr. Underwood's Areas of Responsibility

- Questions regarding who can become a member of the EIA
- Subpoenas
- Public Record Act requests
- Contracts with members (borrowing agreements, national expansion, etc.)
- Governance advice (Operation of EIA, Governance Documents, Program Documents)
- EIO advice
- Backup to Mr. Pott on his assigned duties

Mr. Pott's Areas of Responsibility

- Brown Act advice to Committees and attend closed sessions
- Vendor Contracts
- NDAs
- Oversee litigation involving the EIA

- HR advice for EIA
- Backup to Mr. Underwood on his assigned duties
- Other duties as assigned

FISCAL IMPACT: None

RECOMMENDATION:

As the bylaws require the Executive Committee appoint Legal Counsel, staff recommends that Mr. Underwood and Mr. Pott be appointed to each serve as Legal Counsel for the EIA for the 2019/20 year with the areas of responsibility as set forth above, effective July 1, 2019. Staff also recommends that effective July 1, 2020, Mr. Pott be appointed as sole Legal Counsel for the EIA as Mr. Underwood's contract for these services ends June 30, 2020.

TYPE OF VOTE REQUIRED: Majority vote of the Committee (6)