

**BOARD OF DIRECTORS
EL CAMINO REAL ALLIANCE**

**BOARD POLICY
COMMUNICATIONS WITH OUTSIDE COUNSEL**

The Board of Directors (the “Board”) of El Camino Real Alliance (“ECRA”), a nonprofit public benefit corporation, seeks to establish policy regarding communicating with its outside counsel on legal matters.

WHEREAS, the Board recognizes that having multiple Board members communicate with outside legal counsel would be costly; and

WHEREAS, multiple communications on substantive matters between outside counsel and Board members could potentially result in violations of the Brown Act; and

WHEREAS, it has been the Board’s practice to have communications directed through the Board Chair, who can then disseminate the information to the Board; and

WHEREAS, the Board believes that it would be most prudent and efficient to have legal questions from Board members directed first to staff, including the Executive Director, Chief Compliance Officer and/or Chief Business Officer, as applicable.

NOW, THEREFORE, the Board adopts the following policy:

1. Whenever practical and possible, ECRA staff should be the primary contact with outside counsel for legal matters;
2. All Board communications to outside counsel should be made through the Board Chair, absent exigent circumstances which would warrant direct communication to outside counsel, or when the Board Chair is unavailable or non-communicative for any reason;
3. Should exigent circumstances exist or the Board Chair is unavailable or non-communicative, Board communications to outside counsel should be made through the Vice-Chair of the Board (if any), or the Secretary of the Board, whenever possible and practical;
4. In the event a question comes from a Board member to staff and the question is referred to outside counsel, the response from outside counsel shall be provided to the questioning Board member unless doing so would violate the Brown Act.

Adopted: May 17, 2017