

<b>Effective Date</b>		<b>Date of Revision</b>		<b>Policies, Rules And Regulations</b>
INSERT DATE				
<b>Chapter Name</b>		<b>Chapter No.</b>	<b>Page</b>	
INDEMNIFICATION OF EMPLOYEES AND AGENTS		INSERT	Page 1 of __	
		<b>Issue</b>		
		INDEMNIFICATION		

## I. Policy

It is the University's policy to defend and indemnify employees and agents of the University (hereafter, "Indemnitees") who become parties to legal proceedings by virtue of their good faith efforts to perform their responsibilities on behalf of the University.

- A. Authority for decisions about the application or revocation of this policy rests with \_\_\_\_\_, in consultation with the President or other executive officers, as appropriate. Authority for the selection of appropriate legal counsel rests with the Office of the General Counsel.
- B. In proceedings in which both the University and an Indemnitee are parties, the University shall have the sole discretion to determine when a conflict of interest exists between the University and the Indemnitee such that separate representation of the Indemnitee shall be provided by the University.
- C. The University shall have sole authority over litigation and settlement strategies and decisions for those proceedings for which it is providing legal counsel to an Indemnitee. The Indemnitee's full cooperation with legal counsel is a condition of continued defense and indemnification.
- D. The University reserves the right to revoke its initial decision to defend and indemnify an Indemnitee based on information received subsequent to that decision, e.g., that the Indemnitee did not satisfy a condition required by this policy. In that event, the University may seek restitution from the Indemnitee of expenses, including attorney's fees and costs, incurred prior to the revocation
- E. Indemnitees may, at their own expense, retain separate counsel rather than avail themselves of this policy. In such a situation, the University will not

indemnify the Indemnitee for any settlement, judgment, or expense incurred.

- F. This policy does not apply to an Indemnitee's involvement in internal University proceedings.
- G. All inquiries about this policy and about how to seek a determination whether it applies to particular proceedings should be directed to the Office of the General Counsel.

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**BOARD OF REGENTS**  
EASTERN MICHIGAN UNIVERSITY

SECTION:
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DATE: June 23, 2009
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**RECOMMENDATION**

**INDEMNIFICATION POLICY**

**ACTION REQUESTED**

It is recommended that the Board of Regents approve the attached Indemnification Policy that would be applicable to employees and agents of the University.

**STAFF SUMMARY**

Provisions for the indemnification of employees and agents of Eastern Michigan University (EMU) are currently set forth in Article VIII of the Bylaws of EMU's Board of Regents. The Board of Regents is concurrently considering an amendment of its Bylaws that includes a revision of Article VIII. The proposed revision of Article VIII sets forth provisions for the defense and indemnification of members of the Board of Regents and does not reference employees and agents of the University. The attached proposed Indemnification Policy sets forth provisions for the defense and indemnification of employees and agents of the University who become parties to legal proceedings by virtue of their good faith efforts to perform their responsibilities on behalf of the University.

**FISCAL IMPLICATIONS**

The adoption of the Policy would provide for the continuation of the University's current policies and practices in regards to the defense and indemnification of employees and agents of the University. The Policy would not expand the scope of the defense and indemnification that the University currently provides to employees and agents.

**RECOMMENDATION**

The proposed Board action has been reviewed and is recommended for Board approval.

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University Executive Officer

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Date