

**Presbyterian Church (U.S.A.), A Corporation Policy
on Engagement and Hire of Outside Counsel**

1. The General Counsel (or if there none, the Acting General Counsel or most senior in tenure of any Associate or Deputy General Counsel) of the A Corporation, or her or his designees from time to time, shall be authorized to retain, oversee, and provide for payment of outside counsel for the following (each a "Named Person or Entity") as clients or potential clients of the Legal Services Office:
 - a. The A Corporation;
 - b. The General Assembly;
 - c. All commissions, committees, task forces, and other bodies formally appointed or elected by or in the name of the General Assembly, other than the respective boards of directors or advisory committees of the Foundation of the Presbyterian Church (U.S.A.), the Board of Pensions of the Presbyterian Church (U.S.A.), the Presbyterian Publishing Corporation, and the Presbyterian Investment & Loan Program, Inc.;
 - d. All constituents of the General Assembly and the A Corporation, including, but not limited to the following (but excluding for this purpose, for avoidance of doubt, the Foundation of the Presbyterian Church (U.S.A.), the Board of Pensions of the Presbyterian Church (U.S.A.), the Presbyterian Publishing Corporation, and the Presbyterian Investment & Loan Program, Inc.):
 - i. The Presbyterian Mission Agency and its formal divisions, departments, constituent groups, and advisory committees;
 - ii. The Presbyterian Mission Agency Board and its formal committees, task forces, and advisory committees;
 - iii. The Office of the General Assembly and its formal divisions, departments, constituent groups, and advisory committees;
 - iv. The Committee on the Office of the General Assembly and its formal committees, task forces, advisory committees, and individual board members acting within the scope of their duties;
 - v. The Administrative Services Group of the A Corporation and its formal divisions, departments, constituent groups, and advisory committees;
 - vi. The constituent corporations of the A Corporation as defined in Annex A of its bylaws;
 - vii. The individual directors, officers, and members of each of the above acting within the scope of their official duties;
 - viii. Any employee of the A Corporation acting within the scope of such employee's official duties; and
 - e. Any person or entity (including any otherwise excluded above) with which the A Corporation has contracted to provide or manage legal services.
2. No other person or entity of any kind shall absent approval by vote of the Board or as otherwise provided herein, have power or authority, actual or implied, to retain, oversee, instruct, or pay or provide for payment of outside counsel for any Named Person or Entity described in paragraph 1 above.
3. The Legal Services Office shall:
 - a. in all instances, consult with the Stated Clerk of the General Assembly with respect to any selection of outside counsel required by the Stated Clerk in the discharge of the Stated Clerk's duties pursuant to Sections IV.B.2.a and IV.B.2.c of the Organization for Mission of the Presbyterian Church (U.S.A.) or otherwise under the Constitution of the Presbyterian Church (U.S.A.), which duties traditionally have included the power to participate directly in litigation involving potential interpretation of the United States Constitution and its First Amendment in the United States Supreme Court;

- b. in appropriate instances, advise the Board of the A Corporation as to delegation of express authority to the Stated Clerk to speak for the A Corporation in such litigation; and
 - c. if reasonable to do so under the circumstances, in all other instances seek to consult with an appropriate representative of the particular Named Person or Entity seeking or needing outside counsel before selection of such counsel.
4. The Legal Services Office shall treat the particular Named Person or Entity seeking or needing outside counsel as a client or prospective client of the Legal Services Office with respect to the appropriate division of decision-making authority between lawyer and client.
 5. In any legal matter if outside counsel believes it is not appropriate to receive instruction from or report in the ordinary course to the General Counsel, Acting General Counsel, or other lawyer in the Legal Services Office, outside counsel shall promptly communicate this to the President and Chair or Co-Chairs of the Board of the A Corporation, or if that is not appropriate, the Chair of the Audit, Legal, and Risk Management Committee of the Board of the A Corporation, and shall take instruction from them as to who shall instruct outside counsel and to whom outside counsel shall report..
 6. This Action does not determine against which budget any payment required for outside counsel shall be charged and does not obligate the Legal Services Office to pay for such counsel out of its budget or the budget of the A Corporation. The appropriate funding source for each retention of outside counsel shall initially be determined after consultation with the Named Person or Entity but may later be changed as required.
 7. This Action does not alter or amend, but rather supplements, Item P.103 approved by the Board at its meeting held on September 5, 2018. The authority granted to the General Counsel and the Legal Services Office, in the actions, words or substance, in Item P.103 also applies to all of the Named Persons or Entities corporations, councils, entities, bodies, and persons listed in and covered by this Action.
 8. This Action is retroactive in effect and applies to all pending legal matters for which outside counsel has been or will be retained.

Approved by the Presbyterian Church (U.S.A.), A Corporation Board
July 19, 2019