



BOARD OF REGENTS POLICY: ***Legal Defense and Indemnification of Employees***

Subd. 1. Protection Described.

Subject to subdivisions 2-4, the regents of the University of Minnesota shall defend, save harmless and indemnify any employee of the University against any threatened, pending or completed action, suit or proceeding, direct or indirect, whether civil, criminal, administrative, derivative or investigative, whether groundless or otherwise, wherever brought, arising out of an alleged act or omission occurring during the period of employment if the employee was acting within the scope of the employment or official capacity, against expenses, attorneys' fees, judgments, fines, penalties, punitive damages and amounts paid in settlement, actually and reasonably incurred.

Subd. 2. Definition of Employee.

The term employee shall include the following:

- (1) members of the Board of Regents;
- (2) persons employed by the University;
- (3) volunteers when their work is accepted, contracted for or consented to by the University and is under the direction and control of the University; and
- (4) persons serving with or without compensation as a member of a board, task force, commission or committee established by the University to advise on matters of policy, procedure or employment decisions.

The term employee does not include an independent contractor.

Subd. 3. Eligibility Criteria; Certain Conduct Not Protected.

To be eligible under this policy an employee must have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the regents of the University of Minnesota, and, with respect to any criminal action or proceeding, the employee must have had no reasonable cause to believe the conduct was unlawful. There shall be no obligation either to defend or to indemnify in the event of malfeasance in office or willful or wanton neglect of duty or other actions. There shall also be no duty to defend or indemnify an employee with respect to an action brought by the regents or their authorized representatives. Furthermore, this policy shall only apply in those cases where the employee seeking a defense and indemnification has given prompt written notice of the action, suit or proceeding to the regents of the University of Minnesota, has requested defense by the University and has provided complete disclosure and cooperation in the defense of the claim or demand.

Subd. 4. Determination of Eligibility.

The determination of the eligibility of an employee to the protection described above shall be made by the president of the University after appropriate investigation. A determination of eligibility may include limitations or exceptions. The president shall make this determination in writing and provide a copy to the individual. The chair of the Board of Regents shall determine the eligibility of the president to the protection described herein. The chair shall determine the eligibility of other regents unless the chair is also named as a defendant. If the chair is a named defendant, the general counsel or special legal counsel retained on behalf of the University by the general counsel shall determine the eligibility of the chair and other regents under this policy.

Subd. 5. Other Laws.

The provisions of this policy are in addition to and not in derogation of any other obligation, limitation, condition, notice provision, or restriction provided by law including but not limited to Minn. Stat. § 3.732-736.

REVISION HISTORY

Adopted: March 8, 1985

Last Comprehensive Review: 2018