



# Legal Defense and Indemnification

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## POLICY STATEMENT

Cornell University provides legal defense and indemnification to eligible individuals with respect to claims that arise from activity within the scope of university employment and/or in the performance of authorized duties. To qualify, an individual must also request such defense and/or indemnification and cooperate in the defense of any action or proceeding as provided herein.

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## REASON FOR POLICY

This policy defines the circumstances under which the university protects individuals with respect to legal actions brought against them and outlines the procedures to be followed.

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## WHO SHOULD READ THIS POLICY

- University Employees
- Emeritus Professors
- Emeritus Trustees
- Employees and Directors of Wholly Owned Subsidiary Corporations of the University
- Members of the Medical College Board of Overseers
- Members of the Advisory Councils
- Volunteers

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## WEBSITE ADDRESS FOR THIS POLICY

[www.dfa.cornell.edu/treasurer/policyoffice/policies/volumes/governance/indemnification.cfm](http://www.dfa.cornell.edu/treasurer/policyoffice/policies/volumes/governance/indemnification.cfm)

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## ENTITIES AFFECTED BY THIS POLICY

Endowed Ithaca and Contract Colleges of the University including the Joan and Sanford I. Weill Medical College

*The Policy Office Web pages house the most current versions of all standardized university policies, at [http://www.policy.cornell.edu]. This policy is derived from applicable Board of Trustee legislation and provides the user with information in a standardized format. In the event of a conflict, the legislative language is controlling.*

## Policy 4.9 Legal Defense and Indemnification

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### RELATED DOCUMENTS

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#### [University Policies](#)

[University Policy 3.2, University Travel](#)

[University Policy 6.5, University Volunteers](#)

#### **Other Documents**

[University Bylaws](#)

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### CONTACTS

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Direct any general questions about University Policy 4.9, Legal Defense and Indemnification, to your department's administrative office. If you have questions about specific issues, call the following office:

<b>Subject</b>	<b>Contact</b>	<b>Telephone</b>
Clarification/ Interpretation	Office of University Counsel	(607) 255-5124
Insurance Issues	Risk Management and Insurance	(607) 254-1575

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### DEFINITIONS

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<b>Indemnification</b>	Payment of any judgment for monetary damages assessed against you in a legal proceeding.
<b>Legal Defense</b>	Provision of an attorney to represent you and give you legal advice (such as preparing you for a trial), and payment of your court and case-related costs.

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## Policy 4.9 Legal Defense and Indemnification

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### PROCEDURES

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#### Eligibility

Employees acting within the scope of university employment, and in the performance of their authorized duties, are protected by the university's indemnification policy.

Additional classes of individuals who are protected by this policy when acting on behalf of the university within the scope of their authorized duties include the following:

- Members of an advisory council of a school or college authorized by Article XX of the university Bylaws
- Members of the Medical College Board of Overseers
- Directors or employees of a wholly owned subsidiary corporation of the university
- Volunteers, while acting at the specific prior request of an authorized university official to perform unsalaried services on behalf of the university and in accordance with University Policy 6.5, University Volunteers
- Emeritus professors
- Emeritus trustees

Acts of intentional wrongdoing, gross negligence, and recklessness fall outside of the scope of authorized duties. The university will not defend or indemnify individuals for such acts. The university also will not defend or indemnify individuals in any action or proceeding brought against them by the university itself.

◆ **Note:** This policy does not refer to members of the Board of Trustees, including any employee concurrently serving as a trustee, with respect to acts or omissions arising out of the performance of trustee responsibilities. The indemnification of these persons is governed by the New York Not-For-Profit Corporation Law, and University Bylaw Article XXII, and shall be subject to such procedures as the Board of Trustees may adopt from time to time.

#### Request Process

As a condition of defense and/or indemnification under this policy, an individual must:

1. Submit to the Office of University Counsel the original or a copy of any summons, complaint, process, notice, demand, or pleading within 10 calendar days after s/he has been served with such documentation.

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### PROCEDURES, CONTINUED

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2. Request, in writing, to be represented and indemnified by the university and include in that request the reasons why s/he believes s/he is eligible for such representation and indemnification under this policy.

Decisions on the extent of eligibility for defense and/or indemnification, and the selection of counsel, are made on a case-by-case basis by University Counsel, after an investigation into the facts. The decisions of University Counsel, which will be communicated in writing, are final and not subject to university appeal or grievance.

#### **Individual Responsibility**

As a condition of defense and/or indemnification under this policy, an individual must cooperate fully with the university in the defense of any action or proceeding brought against him or her as well as any other action or proceeding brought against the university based upon the same act or omission.

◆ **Note:** In addition to university insurance, personal insurance coverage may apply. A determination will be made in consultation with University Counsel and the Office of Risk Management and Insurance.

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### RESPONSIBILITIES

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The major responsibilities each party has in connection with University Policy 4.9, Legal Defense and Indemnification, are as follows:

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<b>You</b>	Read and understand the Indemnification policy. Notify the Office of University Counsel within 10 calendar days of receiving any summons, complaint, process, notice, demand or pleading. Request indemnification in writing. Cooperate fully with the university in your own defense.
<b>University Counsel</b>	Determine eligibility for legal defense and/or indemnification. Defend and indemnify eligible individuals.

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