

**Rancho Santiago Community College District**  
**BOARD POLICY**  
Chapter 2  
Board of Trustees

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**BP 2800 Special Counsel to the Board of Trustees**

**Reference(s):**

California Government Code Sections 54950-54963 (Brown Act)  
California Education Code Sections 70902, 72000 et seq.  
Government Code Section 31000 et seq. (Contracts)  
Government Code Section 825 et. Seq.

**Purpose**

The Board of Trustees (“Board”) recognizes that the interests of the Board as a governing body may require independent legal advice separate from that provided by the District’s General Counsel or other District selected legal counsel. This policy establishes the authority and process for retaining special counsel to represent the Board.

**Authority to Retain Special Counsel**

The Board may retain special counsel to provide legal advice and representation solely to the Board when:

1. The Executive Committee of the Board determines that independent legal counsel is necessary to preserve the Board’s fiduciary responsibilities, ensure unbiased legal advice, or address matters involving potential conflicts of interest, governance disputes, or investigations affecting Board operations; and
2. The need for special counsel is reported to the full Board in open or closed session, if there is a Brown Act exception.

Retention of special counsel under this policy is limited to matters involving the Board’s institutional governance role or effecting District/college operations and the acts or omissions of individual trustees within the scope of their official duties. It does not extend to representation of individual trustees in personal matters.

**Initiation of Request**

A request to retain special council may be initiated by:

1. The Board President and a majority of the Executive Committee; or
2. A majority vote of the full Board in open or closed session, if there is a Brown Act exception.

## **Selection Process**

When special counsel is deemed necessary:

1. The Executive Committee or the Board shall identify and evaluate one or more qualified law firms or attorneys with demonstrated expertise in public agency governance, education law, or the relevant subject matter;
2. The Executive Committee or the Board may request proposals, conduct interviews, or rely on documented qualifications and references;
3. The Executive Committee or the Board shall recommend a selected firm or attorney to the full Board for approval in open or closed session, if there is a Brown Act exception.
4. Notwithstanding the foregoing, a majority of the full Board can approve or disapprove the decision to select or not select the hiring of special counsel and does not have to follow the recommendation of the Executive Committee in hiring the special counsel.

## **Approval and Engagement**

The retention of special counsel requires approval by a majority vote of the Board in open or closed session, if there is a Brown Act exception. The scope of engagement, billing structure, and term of representation shall be documented in a written engagement agreement approved by the Board.

## **Oversight and Reporting**

Special Counsel retained under this policy shall report directly to the Board President, the Board or its Executive Committee, as specified in the engagement agreement. The Board shall periodically review the continued need for special counsel and may terminate the engagement at any time by Board action.

## **Fiscal Responsibility**

All expenditures for special counsel shall be subject to Board-approved budgetary limits commensurate to similar contracts for legal counsel, and applicable procurement and contracting requirements, unless an emergency or urgent circumstance necessitates expedited retention, as permitted by law.

## **No Waive of District Counsel Authority**

Nothing in this policy diminishes the authority or role of the District's General Counsel or regular legal counsel as the primary legal advisor to the District, except as expressly provided herein for Board-specific representation.

**Adopted: February 17, 2026**