



NORTHWEST FLORIDA STATE COLLEGE

Memo

To: Board of Trustees
From: Lori Kelley, Chair
Date: April 15, 2025
Re: College Legal Services Update

In 2012, the Board of Trustees adopted a policy for legal services to the College through a Board Attorney, which is reflected in GP 9.00. Over time, as the College grew and regulations evolved, the College hired in-house counsel for day-to-day management of legal matters while retaining outside counsel to support Board matters specifically coming before the Board. Regardless of title or whether employed with the College, ultimately, legal counsel is responsible to the Board of Trustees for the provision of legal services, because the Board is corporate body of the College.

Since 2018, the Board Attorney has been Mr. Hayward Dykes with Hand Arendall Harrison Sale, who worked alongside the College's in-house attorney on Board matters. In March 2025, the College's in-house counsel, Ms. Whitney Rutherford, left her role in-house to join Hand Arendall Harrison Sale. The President determined to enter a legal services agreement with the firm to continue working with Ms. Rutherford, retaining institutional history and procedures while offloading the full-time General Counsel position. The cost for the agreement through the end of the fiscal year fell within the existing budget between the firm purchase order and Office of Legal Counsel personnel budget.

This approach to legal services also offers the Board an opportunity to streamline fees for Board matters. Rather than having two attorneys attend meetings and review materials, the College recommends streamlining through the legal services agreement to have Ms. Rutherford serve as lead counsel, fulfilling the Board Attorney duties as well, with Mr. Dykes available in the event of a conflict or unavailability for Ms. Rutherford. This model retains the institutional history with the College, but also reduces costs, as shown below.

| Legal Budget | FY25 | FY26 |
|---|---------------------|---------------------|
| In-House (2 full-time salary and benefits and operational budget) | \$304,748.00 | - |
| Outside Counsel (Purchase Order) | \$30,000.00 | \$186,000.00 |
| Total | \$334,748.00 | \$186,000.00 |

While additional specialty costs could be incurred if the College has any financing projects or litigation not covered by insurance, this approach locks in the baseline budget for legal services and releases more than \$100,000 in budget for reassigning or repurposing other aspects of the General Counsel/Chief of Staff/Associate Vice President position and department budget. It also connects the College with the Education Law practice at Hand Arendall Harrison Sale with valuable experience beyond the attorneys listed in the engagement agreement.

The College makes this recommendation to the Board for consideration and approval, because, while the President has the authority to enter this agreement for legal services within the limits for spending the President may approve, the Board approves the engagement and work of the Board Attorney under GP 9.00.

RECOMMENDATION:

The Board of Trustees approves the enclosed revised agreement for legal services with Hand Arendall Harrison Sale, as presented.