



Washington University in St. Louis

Mark S. Wrighton
Chancellor

September 24, 2010

Mr. Michael R. Cannon
Executive Vice Chancellor and General Counsel
Washington University in St. Louis
Campus Box 1058

Dear Michael:

I write to renew and restate the policy on retention and instruction of outside counsel that I first formalized thirteen years ago. As we have discussed, I believe it is important, for a wide range of reasons, that the University speak with one clear, consistent voice in all its dealings with outside counsel and the legal matters entrusted to them.

Accordingly, outside counsel for the University will be selected, retained, supervised, and instructed only by the Executive Vice Chancellor and General Counsel or his designee. By the same token, the decision whether to refer a matter to outside counsel in the first place or to provide the necessary legal services internally lies solely within the discretion of the Office of the Executive Vice Chancellor and General Counsel. I do not believe it would be appropriate for any other University personnel (obviously excepting myself and the Chairman of the Board) to act on behalf of the University in any of these particular matters. This policy applies to all departments and activities of the University.

I also know, however, that in discharging your responsibilities in such matters, you will continue to consult closely with the deans, officers, department heads and others whose University operations may be most affected by the legal matters entrusted to outside counsel.

I would be happy to talk with you further, particularly so if a contentious issue along these lines should arise between your office and others at the University.

Sincerely yours,

Mark S. Wrighton

MSW:se

xc: The Honorable Stephen F. Brauer, Chairman of the Board
Members of the University Council

