

# Fermilab Contractor Assurance System (CAS)

## (M16) Legal Office

**Management System Owner:** General Counsel  
**Revision and Date:** Revision 0.3, 2014-06-18

### 1.0 Purpose

Provide protection to the Fermi Research Alliance operations at Fermilab through Litigation Management in accordance with (i.a.w.) 10 CFR 719 (DOE Litigation Management rules). Ensure Risk Management through appropriate insurance coverage for Laboratory operations and appropriate advice to Laboratory Subject Matter Experts (SMEs) on risk of litigation for operational and support functions. Additionally, review matters for issues of allowable cost i.a.w. Federal Acquisition Regulations (FAR) rules. Provide Ethics Programs and advice.

### 2.0 Roles and Responsibilities

Title	Responsibilities
General Counsel	<ul style="list-style-type: none"><li>• Advises Senior Lab Management on matters in Litigation. Matters of potential Liability and Cost Allowability.</li><li>• Ensures the Lab is protected from Liability through appropriate Insurance arrangements</li><li>• Works with SMEs to ensure appropriate legal guidance on operational and support matters</li><li>• Provides Ethics training and advice to Lab population</li><li>• Maintains a current copy of the Prime Contract between FRA and DOE (DE-AC02-07CH11359)</li></ul>
Chief Financial Officer (CFO)	<ul style="list-style-type: none"><li>• Work together to ensure knowledge of potential liabilities for Budget planning and audit/ reporting purposes</li></ul>
Chief Operating Officer (COO)	<ul style="list-style-type: none"><li>• Advise on Prime Contract requirements as required. Help develop lab policy on Contractually mandated matters ensure appropriate legal expertise is available to the lab in matters such as IP and ES&amp;H</li></ul>
Associate Laboratory Directors	<ul style="list-style-type: none"><li>• Assist in preparing Documents for Collaboration and other project/experimental matters</li></ul>
Laboratory Director	<ul style="list-style-type: none"><li>• Advise on Corporate Governance matters and other matters as requested</li></ul>

### 3.0 Primary Requirements

- **M&O Contract**
  - Provide Litigation Management for matters in litigation i.a.w. 10 CFR 719 DOE Litigation Management requirements as contained in Section I Clause I.112 of the Prime Contract.
  - Provide advice to the Laboratory on the maintenance of appropriate legal services as required by 10 CFR 719 and prime contract section C.4.

- Provide Risk Management to Lab operations by advising on appropriate Insurance levels i.a.w. Section I Clause I.112 of the prime contract.
- **Other requirements**
  - Provide insurance claims processing for general liability and auto liability purposes.
  - Ensure FRA has ongoing ethics training and advice program i.a.w. prime contract requirements and best business practices.
  - Process and maintain the prime contract on the Legal web site to ensure acceptance of modifications and currency of the document for review of current prime contract requirements.
  - Provide legal services to Procurement through advice on Subcontract Terms and Conditions as well as specific guidance on matters under negotiation.
  - Accept service on behalf of the lab for all matters of litigation and or violation of law or regulation.
  - Ensure appropriate recertification of Limited Liability Company (LLC) status to Illinois annually and as necessary.

## 4.0 Management System Description Overview

**Litigation Management System:** As prescribed in Clause I 112 of the Prime Contract DE-AC02 - 07CH0359 and set out in 10 CFR 719. The Contract mandates reporting to DOE on matters of litigation as well as procedures for obtaining and managing outside counsel.

**Procurement Matters:** Legal reviews all Purchase Orders of 100K and above as well as questions procurement administrators have on specific clauses in the various Fermilab Terms and Conditions (FL's).

**Risk Management:** Develop Insurance requirements as well as compete the requirements to obtain General Liability Insurance and other types of insurance to protect FRA and the Lab from various types of liability. Review various matters to determine whether the costs for such issues are allowable – thus assessing risk for management.

**Ethics:** Provide annual training as well as ethics opinions as requested. Review outside employment forms to determine potential conflicts and prepare and distribute an “ALL Hands” letter as an annual reminder on how to identify and report Fraud, Waste and Abuse.

**Prime Contract: Interpretation, Modification, and Update:** Work with DOE on the modifications and with system managers to implement.

**Project Management:** Provide advice to Project Managers as requested on all matters related to a specific project from project planning to close out of applicable contracts.

## 5.0 Reports, Audits, Assessments and Required Records

Contingent Liability Reports to DOE 2x each year

Contingent Liabilities Reports to Accounting Annually

Report on Litigation to outside Auditors

Prepare costs of outside counsel to accounting annually

Maintain litigation file folders

Provide legal report to Board of Directors prior to each meeting

## 6.0 Additional References

Prime Contract Clauses for which legal has input to SME's and or Lab Management

C.3.1.4 Operational and Financial Management Excellence ... shared responsibility with Senior managers to ensure applicable law and regulation is known and understood

C.4(c)(7)

H.22

H.37 Defense and Indemnification of Employees

I.8(a) Limitation on Payments to influence certain federal transactions

I.8(f) Cost Allowability

I.8A(a)(b)(c) Contractor Code of Business Ethics training and Compliance

I.10C System for Award Management

I.14 Order of Precedence

I.51 Disputes

I.52 A Applicable Law

I.90 Laws, Regulations and Directives

## 7.0 Definitions of Acronyms and Terms

Acronym	Definition
GC	Laboratory General Counsel
MSO	Management System Owner
SME	Subject Matter Expert