Operational Instruction Ref. OI.LG.2025.01 Legal Advisors Roles and Responsibilities and Legal Practice

1. **Authority**

1.1 This Operational Instruction (OI) is promulgated by the General Counsel under OD.LG.2018.01: Legal.

2. **Purpose**

2.1 The purpose of this OI is to identify UNOPS legal practice, Legal Advisors, and areas requiring and not requiring legal review and advice by a UNOPS Legal Advisor.

3. **Effective Date**

This OI shall become effective on 7 May 2025.

4. **Consequential changes**

4.1 This OI shall supersede and replace Operational Instruction Ref. OI.LG.2018.01: Legal Advisor Roles and Responsibilities and Legal Practice. The purpose of the revision is to remove reference to the Engagement Acceptance Committee (EAC), section 1.3 referring to an obsolete structure of the Legal Group, and section 4 of the OI setting out an obsolete list of designated legal advisors, until a further revision of the OI is undertaken.

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1. Introduction

1.1. The Legal Group (LG) provides legal advice on UNOPS activities that may have legal consequences, using external services providers for highly-specialised advice such as the conduct of arbitration.

1.2. The LG is headed by the General Counsel, who is accountable to the Deputy Executive Director.

2. Core Functions of Legal Advisors

2.1. In order to properly carry out the core functions of the LG, the General Counsel designates Legal Advisors (official titles maybe Legal Specialist, Legal Officer, Legal Analyst or Legal Associate) to assist him/her. Such Legal Advisors and only such Legal Advisors have, by such designation, the authority to perform core legal functions on behalf of UNOPS. Legal Advisors must be admitted to practice law in a national jurisdiction.

2.2. These core functions include:

2.2.1 Providing legal advice on institutional, commercial, and personnel-related matters;

2.2.2 Reviewing UNOPS documents where such legal review is required, pursuant to promulgated prescriptive content, pursuant to the specific areas of focus set forth in the next section of this OI, below, or where UNOPS personnel so request;

2.2.3 Representing UNOPS in matters under the Administration of Justice system and in commercial disputes with the assistance of the UN Office of Legal Affairs; and

2.2.4 Representing the General Counsel in internal and external meetings.

2.3. Legal Advisors do not undertake matters where the General Counsel is specifically and personally mandated by the Executive Director or the Deputy Executive Director, unless otherwise instructed by the General Counsel.

2.4. Legal Advisors may engage legal assistants through their operational group. Legal assistants are not Legal Advisors. Such legal assistants shall be supervised by a Legal Advisor and are not authorized to provide legal advice with respect to core legal functions.

2.5. Project UNOPS personnel engaged for the purpose of providing legal support regarding particular projects may continue to do so in accordance with their Terms of Reference.

2.6. Legal advice provided to UNOPS personnel, whether given orally or in writing, is protected by attorney-client privilege, in addition to the privileges and immunities of UNOPS that are otherwise applicable. Accordingly, legal advice should be considered confidential information of UNOPS and not shared with any third parties except when determined by an authorised UNOPS official that it is in the best interest of UNOPS to do so.

2.7. Legal advice is not a substitute for and does not replace a business related decision; therefore obtaining legal advice does not discharge UNOPS personnel of their professional and personal liability arising from engagements undertaken on behalf of UNOPS within the respective delegated authority.

3. Specific Areas Requiring Legal Review

3.1. Legal Advisors will undertake a number of core functions, reviewing UNOPS documents where such legal review is required, and handling claims and disputes brought against UNOPS.

3.2. While legal review is necessary for any documents for the receipt of funds (even if they have been prepared using a standard template) such as agreements and amendments, as well as any other documents that involve deviations from templates used for the disbursement of funds in the areas of procurement, grant support, finance and human resources, legal advice should also be sought for correspondence which may expose the organization to any legal, financial or reputational risk.

3.3. If a document is only partly based on a standard template for the disbursement of funds (e.g. it does not include some provisions in the standard template, or it contains additional provisions, or it contains provisions that have been modified in a material way), it is considered nonstandard, and therefore requires the approval of a Legal Advisor. The clauses which always materially affect the contract, and are of crucial importance to UN contracts in particular, are those dealing with:

3.3.1 UN privileges and immunities;

3.3.2 Applicable law;

3.3.3 Indemnification/liability;

3.3.4 Standards of conduct;

3.3.5 Dispute resolution, including arbitration;

3.3.6 Asset title and disposal;

3.3.7 Intellectual property rights;

3.3.8 Insurance;

3.3.9 Audit (or any other activity which would allow a non-UN party access to UNOPS' records or to assess UNOPS' internal control systems);

3.3.10 Events of force majeure;

3.3.11 Publicity and the use of name or emblem of UNOPS and/or the UN;

3.3.12 Liquidated damages; and

3.3.13 Termination of contract.

3.4. The above clauses must not be changed in any manner without the approval of a Legal Advisor.

3.5. Legal Advisors shall ensure that UNOPS' project activities are carried out in the context of (a) the applicable Host Country Agreement; (b) UNDP's Standard Basic Assistance Agreement or other United Nations system organizations' host agreement, applicable to UNOPS activities mutatis mutandis; or (c) the host government's acknowledgement of UNOPS' project activities obtained through the Ministry of Foreign Affairs or such appropriate offices governing the relationship between the host government and United Nations system organizations.

3.6. Lease agreements which involve rent or real property (or both) must also be submitted to a Legal Advisor for review, even if they have been prepared using a UNOPS standard form or template.

3.7. Termination letters must also be submitted to a Legal Advisor for review, even if they have been prepared using a UNOPS standard form or template.

3.8. Legal certification in write off submissions to HQCPC (according to which there is no legal basis to expect a third party to pay/reimburse UNOPS) must be obtained only from a Legal Advisor.

3.9. A Legal Advisor must be consulted before any UNOPS insurance coverage is established or modified.

3.10. UNOPS personnel shall report to a UNOPS Legal Advisor, as soon as practicable, any claims, as instructed in the OI on Claims Reporting.

3.11. All potential and actual disputes regarding the rights and duties of UNOPS personnel vis-à-vis UNOPS must be referred to a UNOPS Legal Advisor, such as:

3.11.1 Whether a member of UNOPS personnel has a legal right to a particular benefit or entitlement;

3.11.2 Whether a selection process complies with all applicable legal requirements;

3.11.3 Whether a position may be abolished for a reason other than the end of a project; and

3.11.4 Whether a person's contract may be allowed to expire for a reason other than the end of a project.

3.12. Legal Advisors shall provide appropriate frameworks for cooperation between UNOPS and other organizations, both within and outside the UN system.

3.13. Legal Advisors shall develop legal methods and instruments for better coordinated relationships between UNOPS and other UN organizations, and between UNOPS and organizations outside the UN, paying due regard to their separate legal personalities and the need to avoid conflicts of interest.

3.14. Legal Advisors shall follow the development of public international law, in particular as it affects the activities of UNOPS and its partners.

3.15. Legal Advisors shall liaise with counterparts in other organizations, both within and outside of the UN system, and advise on the impacts of the latter's formal decisions on UNOPS activities.