

Attorneys on the Board of Directors

Navigating CAA Board Membership as an Attorney

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CAPLAW

Board Member Duties: Duty of Care

- Attendance and engagement at board meetings
- Independent thought and engagement of issues
- Remain informed about the organization's mission, structure, and strategy

Board Member Duties: Duty of Loyalty

- Loyalty to the organization, not to any individual
- Put the organization's interests above personal interests/the interests of others
- Ensure that the organization's activities and transactions advance its mission
- Anticipate and address conflicts of interest

Special Duties for Attorney Board Members?

- No special board duties for attorneys
- Attorney board members owe the same duty of care and duty of care as all board members
- No duty to provide legal services

Establishing Open Communications

- Have conversations and ask questions about board membership
- Develop open and continuous lines of communication with fellow board members
- Ongoing communication about the role and expectations
- Openness and transparency

Possible Expectations?

- Time commitment
- Financial commitment
- Fundraising
- Service on committees
- Coordination of events
- Share network
- Legal counsel in an official capacity
- Use of legal skills
- Be an advocate for the organization

Bring Your Legal Skills to the Table

- Attention to detail
- Analytical skills
- Research
- Advocacy
- Issue-spotting
- Risk management
- Logical reasoning
- Oral and written communication skills

What to Consider Before Joining a CAA Board

- Motivation for joining the board
- Availability
- Experience with the organization
- The organization's mission and structure
 - Helpful resources include CAPLAW publications, board trainings, training manuals, board retreats
- Organizational documents
 - May want to ask for governing documents, policies, financial information, insurance
- Role on the board

May I Serve as Legal Counsel for the Board?

- Make sure you are competent to serve in the area of law
- Paid or pro bono?
- Write an engagement letter
 - Outline the scope, duration, and responsibilities of the legal relationship
- Clearly separate time as a board member from time as legal counsel
- Check for conflicts of interest
 - Recuse yourself from conflicts of interest that arise
- Impact on attorney-client privilege

Possible Conflicts of Interest

- The board is deciding whether to retain the law firm that provides legal services to the board, and you work for that firm
- An individual board member/staff member asks you for legal advice
- An individual board member/staff member asks you to represent him or her in a legal capacity
- The CAA is the defendant in a lawsuit brought by the firm you work for
- You or your law firm represent another party in a transaction or legal proceeding involving the CAA
- Board members want to have offline discussions about the CAA

Additional Questions?