

A Lawyer's Job in Advising the							
Board							

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Presentation to Association of Corporate Counsel

Discussion Topics

- **Board Meeting Best Practices**
- **Preparing Effective Board Minutes**
- **Director Independence and Disinterestedness**
- **Internal Investigations**
- **Duties of Directors**

Role of Counsel in Promoting Best Practices

- **Procedure:** Help directors understand the appropriate procedural issues and the importance of using the proper procedure to accomplish board tasks
- **Confidentiality:** Exercise vigilance in ensuring that board meetings are confidential, especially when using technology to facilitate remote meetings
- **Oversight:** Observe conduct at meetings to ensure that they efficiently and effectively demonstrate oversight of the corporation's affairs

Role of Counsel – Who is the Client?

- In-house counsel's ultimate client is the Board of Directors as a whole – not management or individual directors
- Although in-house attorneys usually act at the direction of corporate insiders, this is a delegation of the Board's power
- In-house attorneys must make their role clear at all times, and they cannot act as both attorney and client