

**SAMPLE BOARD SERVICE LETTER TO CLIENT ORGANIZATION**  
**(ATTORNEY NOT PERSONALLY REPRESENTING ORGANIZATION)**

[Insert Date]

**[Name of Chair, Board of Directors]**

**[Name of Organization]**

**[Address]**

Re: Service [on Board of Directors] [as Corporate Officer] as it relates to  
Engagement of [Law Firm]

Dear \_\_\_\_\_:

As you know, I am an attorney with [Law Firm] in its \_\_\_\_\_ office. [I am currently a member of the Board of Directors [or serve as a corporate officer] of \_\_\_\_\_ (the "Organization"). The Organization is considering engaging [Law Firm] to perform certain legal services on behalf of the Organization.] [The Organization is currently a client of [Law Firm] with respect to the provision of legal services on behalf of \_\_\_\_\_ (the "Organization"). I am under consideration for appointment to the Board of Directors [as a corporate officer] of the Organization.] Described below is the [Law Firm] policy pertaining to my service as an [officer/director] of the Organization at any time that the Organization is a client of [Law Firm].

While I am an attorney with [Law Firm] and also serve as [an officer/director] of the Organization, I will not function as an attorney on behalf of the Organization. In all of my relationships with the Organization, I will not act as a partner, employee, agent, or other representative of [Law Firm] and [Law Firm] will not be responsible for any act or omission by me.

All [Law Firm] lawyers performing legal services for the Organization shall act wholly independently from me and my services as [an officer/a director]. When the Organization requires legal advice or services at a meeting of its Board of Directors or otherwise, [Law Firm], if requested, will provide attorneys other than me to perform those legal services, and I shall not participate in any way in rendering such services. Accordingly, any statements that I might make during the meeting of the Board [or in the context of review or decision making] or of any committee of the Board, or otherwise in connection with my relationship with the

Organization, should not be regarded as legal advice or services by me or by **[Law Firm]**, but simply as my own individual position as **[an officer/a director]**.

All **[officer's/director's]** fees and remuneration paid to me by the Organization will be solely my own income and will not be shared with **[Law Firm]**. Expenses incurred by me in serving as **[an officer/a director]** of the Organization will not be paid or reimbursed to me by **[Law Firm]**.

The Organization should recognize that my relationship could in some circumstances jeopardize the attorney-client privilege. To minimize this risk, in the conduct of litigation or other matters in which **[Law Firm]** is acting as counsel to the Organization and in which the maintenance of the attorney-client privilege might become important, my service as **[an officer/a director]** of the Organization should be on the basis that no communications concerning such a matter should be given to me that are not intended to be provided to other **[officers/directors]** of the Organization. You should also know that my participation as **[an officer/a director]** of the Organization could disqualify or detract from **[Law Firm]** serving as attorneys for the Organization in litigated matters in which I may be needed as a critical witness on behalf of the Organization.

I cannot serve as liaison between the Organization and **[Law Firm]**. Information relevant to **[Law Firm]**'s representation of the Organization must be communicated to it by persons other than me. All responses by **[Law Firm]** to auditor inquiries concerning the Organization will expressly indicate that the response does not include information that may have been acquired by me while serving in my capacity as **[an officer/a director]** of the Organization.

I shall abstain from participation in any matter coming before the Board of Directors of the Organization or any committee thereof **[or me in my role as corporate officer]** that involves another existing client of **[Law Firm]**. In serving as **[an officer/a director]**, I shall at all times be sensitive to the possibility that in this capacity I may acquire confidential information that is relevant to the interests of other **[Law Firm]** clients. I shall maintain an informational barrier or "ethics wall" against the disclosure by me to other **[Law Firm]** lawyers of any confidential information received by me as **[an officer/a director]** of the Organization.

I shall abstain from participation in any matter coming before the Board of Directors of the Organization or any committee thereof **[or me in my role as corporate officer]** that involves the interests of **[Law Firm]**.

Continued service by me as **[an officer/a director]** of the Organization requires as a condition precedent the approval by **[Law Firm]**. That approval has been granted, subject to agreement by the Organization with the terms and conditions of this letter. If the Organization does agree, then I request that each officer and director of the Organization be informed of the general nature of the terms and conditions of my services as **[an officer/a director]** as set forth herein.

The matters and issues set forth above are not intended by me or by **[Law Firm]** to be exclusive, and I will discuss with you or the other directors, amendments, additions or deletions,

as appropriate, to the terms and conditions that will govern my service as **[an officer/a director]**. If it would be helpful to you, I encourage you to seek advice from independent counsel on these matters.

Please let me know if you have any questions regarding the conditions of my service and, if you do not, please confirm your understanding and acceptance of them by signing this letter in the space provided below and returning the signed original to me, keeping a copy for your records. **[Insert if the return of the signed letter is to take place via facsimile and the appropriate fax number, or insert language that a stamped, addressed envelope is enclosed for return of the signed letter.]**

Thank you.

Sincerely yours,

**[NAME OF INDIVIDUAL LAWYER]**

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**Acknowledged and approved**  
**this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.**

**[ORGANIZATION NAME]**

**By:** \_\_\_\_\_

**Print Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

Acknowledged and approved  
this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

[NAME OF ORGANIZATION]

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_