

SAMPLE BOARD SERVICE LETTER TO NON-CLIENT ORGANIZATION

[Insert Date]

[Name of Chair, Board of Directors]

[Name of Non-Client Organization]

[Address]

Re: [Board Service]

Dear _____:

This letter is written in response to your invitation to me to serve **[on the board of] [as a corporate officer of] [name of organization]** (the "Organization"). I am grateful to the Organization for the confidence in me reflected by your invitation, and I am pleased to accept it. However, **[Law Firm]**'s policy and the Rules of Professional Conduct governing lawyers require that my service with the Organization be subject to the following understandings:

- (1) I will serve with the Organization in my personal and individual capacity only. I will not be acting as an agent or employee of **[Law Firm]**, and **[Law Firm]** will not be responsible for my conduct in my role as **[an officer/a director]**.
- (2) While serving with the Organization, I will not provide legal services to the Organization or the Board of the Organization, and there will be no attorney-client relationship between me or **[Law Firm]**, on the one hand, and the Organization, the Board of the Organization, or any member thereof, on the other.
- (3) Because I will be serving solely as **[an officer/a director]** and not as a lawyer for the Organization or the Board of the Organization, my communications with the Organization or members of the Organization's Board will not be protected as attorney-client communications.
- (4) 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]**.
- (5) For the full period of time during which I serve as **[an officer/a director]** of the Organization, the Organization shall indemnify me against liability with respect to my service, to the maximum extent permitted by law.
- (6) I will abstain from participation in any matter coming before the Board of the Organization or any committee thereof **[or me in my role as corporate officer]** that involves the interests of **[Law Firm]**. I will also abstain from participation in any matter coming before the Board of the Organization or any committee thereof

[or me in my role as corporate officer] that involves a client of **[Law Firm]**. In serving as **[an officer/a director]**. I will at all times be sensitive to the possibility that in this capacity I may acquire confidential information that is relevant to the interests of **[Law Firm]**'s clients. I will maintain an informational barrier or "ethics wall" against the disclosure by me to other **[Law Firm]** lawyers of any confidential information received by me in my role as **[an officer/a director]** of the Organization.

- (7) 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 letter 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 again for your confidence in me. I very much look forward to working with the Organization in the years to come.

Sincerely yours,

[NAME OF INDIVIDUAL LAWYER]

Acknowledged and approved
this ____ day of _____, 20__.

[ORGANIZATION NAME]

By: _____
Print Name: _____
Title: _____

