



## BOARD OF DIRECTORS DUTIES AND CODE OF CONDUCT

Serving on the Board of Directors of the International Legal Technology Association (ILTA) carries with it certain legal obligations and fiduciary duties to the association. These include the duties of care, loyalty and obedience, and inherent in these are duties to maintain the association's confidentiality and avoid conflicts of interest and improper self-dealing.

Failure to fulfill these duties can lead to personal liability for the Director and liability for the association, its members, and non-members who are injured by a Director's failure to uphold these obligations. Directors' adherence to ILTA's policies and procedures mitigates exposure to personal liability.

Directors and those serving on Board committees must uphold a code of conduct that reflects ILTA's core values and mission. While these values apply to all members of the association, Directors and Board committee members are expected to set an example of professional and personal conduct that demonstrates respect for colleagues and commitment to the highest professional and ethical standards.

## FIDUCIARY DUTIES OF THE BOARD OF DIRECTORS

### Duty of Care

A Director's Duty of Care continues indefinitely, beyond an individual's years of service on the Board. This duty includes the obligations to:

- Exercise ordinary and reasonable care and due diligence in the performance of their duties, exhibiting honesty and good faith
- Comply with all applicable laws regarding the fiduciary duties of a Director
- Protect confidential association information which includes, but is not limited to, financial reports, membership reports and records, information provided by legal counsel and any other documentation or discussion of a sensitive nature

### Duty of Loyalty

A Director's Duty of Loyalty includes the obligations to:

- Pursue the best interests of the association rather than personal or financial interests
- Act in good faith to avoid fraud or misrepresentation
- Avoid or disclose actual or potential professional, financial and personal conflicts of interest
- Demonstrate undivided allegiance to the association's mission and values

## **Duty of Obedience**

A Director's Duty of Obedience includes the obligations to:

- Act consistently with the association's mission and purpose
- Understand and abide by all governance documents including the Articles of Incorporation and Bylaws, as well as related Board-approved policies and procedures

## **CODE OF CONDUCT**

ILTA's core values guide all members' conduct. The Board of Directors and individuals who serve on Board committees must set the highest example of professional and personal conduct by respecting colleagues and committing to the highest professional and ethical standards. Directors and Board committee members must conform their behavior to these values, which includes committing to:

- Lead by example in serving the needs of the association and its members
- Avoid any conduct that would compromise, discredit or diminish the association's integrity
- Maintain high ethical and moral character, professionally and personally, so that their behavior reflects positively upon ILTA
- Establish sound working relationships with ILTA volunteers and professional staff
- Respectfully consider the opinions of others during discussions to integrate viewpoints or build consensus

### **Professional Excellence**

Directors and Board committee members must maintain a professional level of courtesy, respect and objectivity in performing their duties and representing the association. These individuals strive to uphold these practices and to help ILTA volunteers, members, partners and staff do the same. They promote collaboration, cooperation and partnership among association members and partners, as well as others in the legal technology community.

### **Active Participation**

Directors and Board committee members are expected to exercise the duties and responsibilities of their positions with enthusiasm, integrity, collegiality and care, including:

- Attending and actively engaging in meetings, conference calls and working sessions
- Being prepared to discuss the issues and business items included on meeting agendas, having reviewed all background material relevant to the topics
- Cooperating with and respecting the opinions of fellow Directors and committee members and striving to exclude personal biases from discussions and decision making
- Always representing the association positively and professionally
- Respecting established lines of communication between the Board, committees, CEO and professional staff
- Publicly supporting Board decisions, independent of individual preference expressed during discussions or deliberations

### **Prohibition against Sexual Harassment**

ILTA strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, the association's policy specifically prohibits sexual harassment. Any Director or Board committee member found to have engaged in discriminatory or harassing conduct is subject to immediate removal from the Board or committee.

### **Confidentiality**

Directors and Board committee members are reminded that information identified as confidential or that is reasonably considered confidential may be included in Board and/or committee materials and/or discussed from time to time. Examples include finances, personnel matters, information provided by the association's legal counsel and/or materials or discussions related to the association, staff, business partners and/or members. Directors and Board committee members must protect the confidentiality of this information, and this obligation continues indefinitely for the individual's life.

## COMMITMENT

Recognizing the important responsibility I am undertaking in serving as a member of ILTA's

\_\_\_\_\_, I, \_\_\_\_\_,  
*Board of Directors / Specific Board Committee*                      *Printed Name*

hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role and to abide by this **Code of Conduct**. I understand that failure to do so may result in my removal, pursuant to the requirements and processes provided in the association's governing documents.

\_\_\_\_\_  
*Printed Name*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*