

Board duties

Discussion starter

Issue description :

Frequent debates on the CCWG mailings lists, some public comments as well as legal advice received by independent Counsel have addressed the question of the role and duties of the Board Directors. As stated in a memo from our independent Counsel : *“Under nonprofit corporate law, including California law, the purpose for which the non-profit is organized, as set forth in its articles of incorporation (and optionally supplemented in its bylaws), provides the “polestar” that guides the activities of the board and the duties of directors as fiduciaries.”*

The frequency of discussions on this issue do not necessarily imply that Board Directors would not be acting in accordance with these duties at this point but, at least, that confusion or misunderstandings regarding Board Director roles and duties are leading to pushback and distrust. It might be valuable for the CCWG recommendations to ensure the issue is clarified.

Potential concrete steps for CCWG :

The following ideas for recommendations of the CCWG could be explored :

- Director education on fiduciary duties and the purpose of Ican
- Define a Director “expected standards” document
- Review of all documents referring to Board Director roles (Bylaws, internal rules, etc.) to ensure consistency