

disclosure to the public (including the press) of corporate activities should be made only through the corporation's designated spokesperson, usually the chief executive or the board chair or, in large organizations, a public relations officer. The presumption of confidential treatment should apply to all current information about legitimate board or corporate activities.³⁵

Directors' Rights

As a corollary to all the previously described director duties, the director has rights appropriate to the discharge of such duties.

Management Access

Within the bounds of reason, board members should feel free to contact the chief executive, the board secretary, or similar staff person, to obtain information needed to fulfill the director's duties. Board members should be more restrained in contacting other members of management and should be cognizant of management's role, of not interfering with it, and of not undercutting the chief executive or other officers. Requests for such access to information or management staff are most effective (for both management and the board) if requested through the board chair, at board meetings, or pursuant to committee work or other delegations of authority from the board. If directors also serve as volunteers or receive services from the organization, they should be especially careful when in those other roles to not make demands or requests of staff that would be inappropriate for other volunteers or clients of the organization. All board members should benefit from equal access to management staff and the information management can provide.

Books and Records

A director has a right to inspect the corporation's books and records and to be provided with requested data derived from them. A board member may reasonably require that her or his accountant or attorney have access to such data. Any such request should be handled in a manner that does not unduly disrupt normal business operations.