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**E-84-12 Corporate counsel serving on board of directors**

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**Question**

May a lawyer serve simultaneously on the board of directors of a corporation and as counsel to the corporation?

**Opinion**

It is not unethical per se for a lawyer to serve on his or her corporate (whether profit or non-profit) client's board of directors; however, the lawyer should abstain from taking any part in the decision whereby he or she is retained. Formal Opinion E-82-15, Wis. Bar Bull., June 1984, at 80; ABA Informal Opinion 930 (April 1966).

In addition, a lawyer in such a situation should carefully consider potential ethical problems and, after fully disclosing the matter to corporate officials, satisfy himself or herself that his or her service will not give rise to conflicts between his or her duties. New Jersey State Bar Opinion 462 (November 1980), ABA/BNA *Lawyer's Manual on Professional Conduct*, at 801:5802. A primary consideration is that, except with the client's consent, a lawyer may not accept employment if the exercise of his or her professional judgment on behalf of the client will be or reasonably may be affected by his or her own financial, business, property or personal interest. Wisconsin Supreme Court Rule 20.24(1); *see also* SCR 20.23(3)(e) (lawyer owes allegiance to corporation); SCR 20.27(1) (limiting business relations with client).