



Best Practices for Governance in a Digital Age



Nisha Thakker, Esq.

Partner

Tenenbaum Law Group PLLC

International Association of Optometric Executives

Friday, November 14, 2025

What Is Governance?

- The bodies, tools, and documentation that oversee an organization and provide strategic direction
- Distributed between the Board, committees, task forces, etc.
- Management of regional or local chapters and affiliates

Hierarchy of Governance

- State Nonprofit Corporation Law
- Articles of Incorporation
- Bylaws
- Policies and Procedures

Fiduciary Obligations - Board

- **Duty of Care**

- Prudent steward of the organization
- Due diligence in decision-making
- Exercise good business judgment at all times

- **Duty of Loyalty**

- Act in the best interests of the (entire) organization
- Avoid conflicts of interest that are harmful to the organization
- Includes a duty of confidentiality

- **Duty of Obedience**

- Faithful to the mission and purposes of the organization
- Follow the governing documents and external laws and rules

Governance Practices

- Regular meetings of the Board and committees
- Participation and preparation
- Proper meeting minute-taking
- Strategic direction
- Prudent oversight and fiduciary duties

Paper-Age Challenges

- Board Books
 - Cumbersome to prepare
 - Must be prepared in advance
 - Information not timely
 - Potential for loss
- Travel
 - Attending in-person meetings can be challenging
 - Expensive for the association
- Paper Files
 - Messy
 - Ability to get lost

Digital Tools in Governance

- Virtual/hybrid meetings of the Board, committees, and membership
- Recording meetings
- Board books
- Communication tools
- AI

Virtual Meetings

- Allow for remote participation – increased chances of obtaining quorum
- Save on travel expenses
- Many options for platforms at a variety of price points
- Ability to call for a meeting on short notice
- Ability to record or AI-enabled note-taking for ease of discussion recollection

Board Books

- Multiple options for platforms
- Able to update quickly for timely information
- Portable
- Accessible on a variety of devices
- Can segregate information depending on audience – Board, committees, staff
- Discussion/chat features
- Revocation of credentials/access
- Restrict printing ability

Communication Tools

- Online communities
- Ability to reach audiences quickly
- Ongoing communication between Board/committee meetings

Artificial Intelligence

- Streamline reporting and documentation
- Guide strategic discussions
- Can pool information from a variety of resources

Sounds Great! What's the Catch?

- Associations must consider all of the benefits and risks when implementing technology solutions in their governance
- Missing out on interpersonal engagement
- Statutory requirements
- Complying with your own governing documents
- Data privacy
- Personal privacy
- Intellectual property protection

Virtual Meetings

- Does your state nonprofit corporation law allow you to have a meeting using remote communications? What are the requirements? Different requirements for Board/committee and membership meetings
- Some state statutes require the use of virtual meetings to be expressly authorized in governing documents
- Relying solely on virtual meetings can reduce active preparation and participation
- Can miss out on making connections and building strong relationships

Board Books

- Organizations need a policy governing the use of a digital Board book
- Sharing passwords and access are violative of a Director's fiduciary obligations to the organization
- Data breaches/hacks
- It's unlikely you can use your Board software for voting without a meeting – again your state law and Bylaws need to be checked!

Communication tools

- Staff time to monitor these communities
- Antitrust concerns when Directors/members are engaging in communities that are not monitored
- Potential for breaches of confidentiality
- Organizations should have a policy for all users to agree to – behaviors and consequences

Artificial Intelligence

- Data privacy concerns – when using AI, often your own information makes it out into the public space. Make sure you notify your members/constituents how their information will be used
- Intellectual property – be mindful that you are not sharing confidential or proprietary information
- Potential for inaccuracies – must be carefully reviewed

Digital Literacy

- Important to understand the tools you're using along with the risks and benefits
- Without oversight, there could be additional privacy risks or risks to the organization generally
- Consider a digital policy – including the use of AI or other digital tools

Well, Great. Now I'm Scared.

- Digital tools streamline and make for more effective governance
- Organizations can use digital tools to continue to evolve and encourage more robust participation
- It's important to be mindful of both the pros and cons and take the necessary steps to protect against the risks

Questions?

T E N E N B A U M
L A W G R O U P P L L C



Nisha G. Thakker, Esq.
Partner

Tenenbaum Law Group PLLC

601 13th Street, NW, 12th Floor

Washington, DC 20005

202-221-8004

nthakker@TenenbaumLegal.com

www.TenenbaumLegal.com