

**Bob Kelson**

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► **Trans-Tasman IP Attorneys Board**

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**Dear Board Members,**

In relation to the question of incorporated attorneys owned by a holding corporation, I offer the following suggestion:

No director of the holding corporation may be a director (whether executive or non-executive) of any of the subsidiary attorney corporations, and no director (whether executive or non-executive) of one subsidiary attorney corporation may be a director (whether executive or non-executive) of any other of the subsidiary corporations.

Communications between the holding corporation and its subsidiaries should be via non-director executives, e.g., CEOs or CIOs.

This may limit the perception of sharing of information leading to a duty-interest or duty-duty conflict, especially if such limitation of communication is publicly known. However, there is no guarantee of that. The question of perception of conflict is one that has to be addressed by the parties in question, unless the Board considers that it has a duty to address it.

Respectfully,



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**Bob Kelson**  
6/2/2017

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