

**From:** Dick Corso dick.corso@me.com  
**Subject:** 20160129 - Letter to the TVLC Board: Standards of Conduct  
**Date:** January 29, 2016 at 12:27 PM  
**To:** BOD@Trivalley BOD@trivalleylearning.org



On October 22, President Hall referred to a corporate practice that the president and CEO alone are to speak on behalf of the corporation. He then further noted Article 7, Section 11 of your bylaws indicating that a board member may be removed for conduct detrimental to the best interest of the corporation.

It is necessary to distinguish between speaking on behalf of the board and speaking with and within the communities of people who may be able to provide you with information you need to make decisions. That includes the constituent families of the schools you run, civic leaders, members of authorizing agencies, members of the community at large and more. You have a right and a responsibility to perform due diligence in doing your job as board members. You are accountable to your decisions whether you perform the due diligence or not.

You should be listening to and connecting with those people via all means reasonable including connecting with them on social media groups, email, in person or which ever medium works best for you and them.

When you are attempting to do due diligence and it is with people outside the board or the corporation recognize that there seems to be a conversation about “fidelity to the board”.

I need not advise you strongly for you to understand that you have a higher accountability than to the TVLC Board. You have an accountability to the tax payers of the State of California, the tax payers of the cities in which you operate, and you have an accountability to the parents who entrust their students to you.

California Nonprofit Public Interest Corporation Law. (Section 2, Article 3) is entitled Standards of Conduct.

In it, Section 5231 (paraphrased) states

A director shall perform the duties of a director...in a manner that director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

The full text can be found at the following URL:

<http://www.leginfo.ca.gov/cgi-bin/displaycode?section=corp&group=05001-06000&file=5230-5239>

It goes on to discuss what and in whom you may rely upon for that information and includes persons of professional or expert competence.

Your staff may be included in that, but you are not restricted to their inputs. Decisions you make are personally and collectively your accountability. Do not allow any one person, other than yourself, be your guide. You have an important role in the running of schools and the spending of tax payer dollars.

There are facts about which you are unaware relative to the operations of your corporation; facts that you must dig in to in order to understand. You have an important role to play. Your communities need you to play that role.