

Board Member Affirmation of Confidentiality

Adopted: July 2008

Current revision: March 15, 2014

Last reviewed: February 2021

Next review: March 2024

As a member of the NSCA Board of Directors, I acknowledge the importance of confidentiality with respect to the affairs of NSCA. It is important that members of the NSCA Board function in an atmosphere of mutual trust and respect, and that all matters of a confidential nature acquired by virtue of one's position with NSCA are treated professionally and with due care and discretion.

As a Board member, I recognize that there are issues that come before the Board that should not be shared with individuals or organizations outside of the Board or the NSCA and that disclosure of proprietary, confidential or privileged information could harm NSCA, its business relationships or individual(s) associated with it. As part of the fiduciary duty of Board members, any issue brought before the Board that is propriety, confidential or privileged (or otherwise declared to be not for public dissemination) shall be treated in a confidential manner.

Information or topics requiring confidentiality and not subject for disclosure to any other party may include, but are not limited to, the following:

- Information regarding capital asset decisions, real estate transactions, borrowing decisions, expansions, closures or mergers, and other plans that may have impact on NSCA's competitive position relative to other organizations.
- Strategic and business plans, including as pertains to membership data and statistics shared with and discussed by the Board in a confidential manner.
- Financial information and budgets in the planning stages, prior to being finalized and available for publication.
- Contract negotiations.
- Information gained from staff performance reviews and personnel files, including information pertaining to performance, evaluation data, compensation, grievances or discipline.
- Issues related to the Board's legal responsibility for the oversight of statistical data, risk management information, and litigation information.
- Discussions with or advice provided by legal counsel, other professionals or consultant(s), to the extent confidential and/or privileged.
- Matters discussed in Executive Sessions of the Board of Directors.

I affirm my understanding of the foregoing and agree to keep confidential, during and after service on the Board, all confidential information acquired pertaining to NSCA and any related activities in the course of membership on the Board.

I understand that it is the Board's responsibility to address infractions of confidentiality by individual Board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by a Board member occur, it is the expectation that Board will take appropriate disciplinary action including, but not limited to, that the Board President will ask for the resignation of the Board member who has violated confidentiality.

I acknowledge that I have read all of the above and agree to abide by it.

Board Member Signature

Date