

# NIRSA Confidentiality Policy

ADOPTED BY NIRSA BOARD OF DIRECTORS • MAY 10, 2017

The purpose of this Confidentiality Policy (this “Policy”) is to protect NIRSA’s “Confidential Information,” as defined below, and to facilitate open and candid deliberations by its Board of Directors (sometimes referred to herein as the “NIRSA Board”).

## Applicability

This Policy applies to all NIRSA directors and any offices or other persons regularly in attendance at NIRSA Board meetings. To the extent that any of these persons may have other relationships with NIRSA, such as an employment relationship, he or she might be subject to other NIRSA codes or policies, which are separate requirements and are not part of this Policy.

## General Policy

Subject to the limited exceptions set forth in this Policy, all persons subject to this Policy are required to maintain in strict confidence any and all nonpublic information regarding NIRSA and its operations that it entrusted to them or to which they have access by virtue of their service to NIRSA (referred to herein as “Confidential Information”) and to use any Confidential Information only in connection with satisfying their NIRSA-related responsibilities.

Confidential Information includes both nonpublic information about NIRSA’s operations, such as products and services, business plans, and financial conditions, as well as nonpublic information relating to the operations of the NIRSA Boards, such as meeting materials and the substance of discussion at NIRSA Board meetings. Confidential Information does not include information that is or becomes in the public domain without violation of this Policy; was known prior to its receipt from NIRSA; is rightfully received from a third party who did not acquire or disclose such information by a wrongful or tortious act; or is independently developed and is not directly or indirectly derived from or based upon Confidential Information. NIRSA will attempt to identify all Confidential Information at the time it is provided. However, the failure by NIRSA to label or otherwise identify Confidential Information will not serve to exclude it from the scope of this Policy.

A person in possession of electronic or written materials containing Confidential Information must promptly return such materials upon request or, in any event, at the termination of their term of office on the Board or other service to NIRSA.

protection and benefit of NIRSA and expects that such reporting will not be made in bad faith, for personal gain at the expense of NIRSA or another individual, or otherwise be made for any improper purpose or motive whatsoever.

## Authorized or Required Disclosure

Notwithstanding the foregoing, a person may disclose Confidential Information if such disclosure is authorized in writing by the NIRSA Board of Directors or is required by law. If anyone subject to this Policy is legally required by court order, law, or other governmental regulation or authority to disclose certain Confidential Information, such disclosure must be limited to only that portion of the Confidential Information which is legally required to be disclosed and, to the extent allowed by law, such disclosure may be made only after giving written notice to the NIRSA President or their designee and providing reasonable opportunity for NIRSA to pursue appropriate processes to prevent or limit such disclosure.

## Enforcement

Persons subject to this Policy should report any suspected violations of this Policy promptly to the NIRSA President or their designee. Any suspected violations of this Policy by the NIRSA President should be reported to NIRSA's President Designee. Suspected violations of this Policy will be investigated and appropriate corrective action taken in the event of a violation.