

# **NIRSA CONFIDENTIALITY POLICY**

[Adopted by NIRSA Board of Directors Oct. 8, 2004]

## **Confidentiality**

A Director of NIRSA, Non-Director Committee Member, or NIRSA Staff person, shall not disclose Confidential Information. Confidential Information is information that is acquired while participating in an executive session of a meeting of the Board of Directors or of a NIRSA committee which is being conducted in executive session.

The President of NIRSA and any other Director in the appointment of members to task forces and committees shall advise such individuals to conduct meetings in executive session where Confidential Information shall be disclosed.

## **Disclosure in the Event of Wrongful or Illegal Actions**

This Policy should not be construed to prevent a Director, Non-Director Committee Member or NIRSA staff person, in good faith, from disclosing Confidential Information to protect NIRSA's interests or to otherwise bring to light wrongful or illegal practices for the protection of NIRSA. In the event a Director, Non-Director Committee Member or NIRSA staff person has a good faith reason to suspect of any wrongful or illegal practices involving any NIRSA activity, Director, Non-Director Committee Member, staff person or any other person or vendor associated with NIRSA which involves or relates to Confidential Information, such person is authorized and encouraged under this Policy to disclose the same to the NIRSA President or the NIRSA Executive Director. In the event the NIRSA President and the NIRSA Executive Director are suspected to be involved in the suspected wrongful or illegal practices, the complainant is authorized and encouraged to disclose his or her concerns to any other Director who is not suspected to be involved with the wrongful or illegal practices. After disclosure and consideration of the nature of the alleged impropriety and an appropriate course of action, the parties may elect to disclose the wrongful or illegal practices as may be necessary to remedy the wrongful or illegal practices and to protect the interests of NIRSA. Notwithstanding the terms of this policy discussed above, the complainant is also specifically authorized to disclose Confidential Information, as it relates to suspected wrongdoing or illegal practices, to appropriate state and/or federal law enforcement or regulatory authorities as may be necessary in a given matter.

Any person disclosing Confidential Information under the circumstances set forth in this Policy shall be entitled to all protections available under state and federal "whistleblower" laws, in accordance with NIRSA's Whistleblower Policy, which protect individuals from retaliation when disclosing truthful information of alleged wrongdoing or illegal practices. NIRSA encourages such reporting of wrongdoing or illegal practices for the 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.