

### Board of Director's Confidentiality Statement

#### Purpose:

Parliamentary law prohibits board members from divulging specific actions taken in executive business or closed session. This does not prohibit a board member from expressing an individual position outside of the executive business session on a matter that was discussed and acted upon by the board in executive business sessions.

~~However,~~ Board members should use caution and discretion in discussing ~~items discussed by~~ business brought before the Board of Directors in executive business session. Although it may be possible for a board member to discuss a matter without ~~divulging anything which occurred regarding the matter~~ breaching confidentiality, ~~at an executive business session,~~ the line between the board member's independent expression and what transpired at the executive business session may not always be clear. Once an action is taken by the board, members should articulate that position. Some executive matters should not be discussed by a board member in any context outside the executive business session – personnel matters, strategy with regard to litigation, and other matters of delicacy where any perceived breach of confidentiality may prejudice the best interests of the association.

#### Policy:

1. Officers and Directors have fiduciary duties of loyalty and care; this includes refraining from disseminating information to others that could harm the organization.
2. **Officers and Directors must always refrain from disclosure of confidential information. Disclosure of confidential information is prohibited by any ~~communications~~ means, including but not limited to e-mail, web posting, hard copy document, or verbal communication.**
3. **Officers and Directors must keep sensitive matters confidential.** Accordingly, Officers and Directors agree to keep confidential, during, and after their service on the Board, all sensitive information pertaining to the organization. This commitment to confidentiality includes, but is not limited to:
  - Executive Director and executive team performance evaluations
  - Strategic and financial information and plans, including organizational changes and membership data not made public
  - Contracts with vendors
  - Risk management/litigation
  - Market and competitors analyses
  - Contract terms for the provision of services

- Analyses/recommendations regarding pending mergers, acquisitions and disposition of major assets
4. **All information shared or discussed in executive session or closed meetings shall be treated as confidential and shall not be disclosed unless explicitly permitted by the ANA-Illinois ~~president~~ President or by majority vote of the board of directors.** The organization will make every effort to specifically note which information, analyses, reports, and other materials and associated Board discussions/deliberations are confidential. However, Directors are expected to exercise reasonable caution, prudence, and common sense in determining which information should be kept confidential. Questions should be directed to the ANA-Illinois President or Executive Director.
  5. The level of protection/security that should be applied to the organization's confidential matters is the same as the Officer, or Director would apply to his/her own confidential matters. This includes all reasonable protections of electronic and hard copy information.
  6. Disciplinary action may be based upon a violation of this confidentiality policy.

Upon initial election and re-election to the Board, each Officer or Director will by written signature attest they have read, understood and accepted this policy

Adopted by Board of Directors  
November 17, 2012  
Revised March 2023



**Board of Directors Confidentiality Agreement**

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Disciplinary action may be based upon a violation of this confidentiality policy.

Upon initial election and re-election to the Board, each Officer or Director will attest they have read, understood and accepted this policy by signing below.

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Signature \_\_\_\_\_ Date \_\_\_\_\_