



The Nonprofit Center at La Salle University's
School of Business

In the Business of Nonprofits since 1981
1900 West Olney Avenue
Philadelphia, PA 19141
215-951-1701
215-991-2967
nonprofitcenter@lasalle.edu
www.lasallenonprofitcenter.org

SAMPLE ONE: CONFIDENTIALITY AGREEMENT

I hereby acknowledge that as a Board Member for XYZ Organization, I shall have access to confidential information concerning the XYZ Organization, including but not limited to board discussions and initiatives; information on XYZ Organization clients, employees, donors, contracts, investments, and vendors; and legal, financial, and other proprietary information about the organization.

I agree that I will not at any time—during my tenure on the Board or in the years following that tenure--divulge any such confidential information, nor transfer any such confidential information to any third party, nor use any such confidential information for my own purpose or for any purpose other than in connection with my authorized role as a Board Member of XYZ organization, unless such disclosure shall have been approved in writing in advance by XYZ Organization.

I understand that for purposes of this agreement “confidential information” shall not include information that I can establish was (i) in my possession as of this date, or (ii) was generally available to the public at the time of the disclosure.

I agree that upon completion of my participation as a Board Member of XYZ Organization I will return to XYZ Organization all confidential information on the organization in my possession or under my control.

Board Member Name

Board Member Signature

Date

Board President Signature

Date

SAMPLE TWO: CONFIDENTIALITY AGREEMENT

From US Composting Council

Code of Ethics and Confidentiality:

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of the US Composting Council believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of USCC that each director and staff member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

Board members acknowledge that any violation of this policy could cause harm to USCC and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to of his/her Board position.

In order to ensure compliance with applicable laws and to protect USCC, its members, officers, directors, staff, and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, USCC endorses and adopts the following statement of policy:

I. Duty of Loyalty

Among the fiduciary obligations of an officer, director, staff member, or committee member of a non-profit corporation is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by USCC 's Board of Directors. As representatives of USCC, officers, directors, staff, and members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board or meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

II. Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of USCC believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of the USCC that each director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.

I have read and understand the above expectations for the position of Director for the US Composting Council and agree to abide by this Code of Ethics and duty of confidentiality.

Signature

Date

NOTE: This is provided for educational purposes only and should not be considered legal or other professional advice.