

SAY San Diego **Confidentiality and Ethics Agreement (2024)**

Members of the board of directors of SAY San Diego, board committees, and members of the executive team have an ethical and legal obligation to respect the privacy and value of SAY San Diego assets and information. Further, premature or inappropriate release of information can potentially harm or hinder public perceptions, as well as working relationships. Therefore, this confidentiality and ethics policy applies broadly and is signed annually in October.

Meetings and communications:

Board members, committee members, management staff and other SAY associates and consultants attend meetings where one may receive sensitive and confidential information in conversation, in formal or informal documents, or by email, postal mail, or other means. Confidential information may also be conveyed via telephone and/or text messaging. Confidential information/material that is proprietary to, or not generally known outside of SAY San Diego, includes, but is not limited to:

- Information about finances, cash flow, investment and audits;
- Donors, fund raising goals, development strategies and information;
- Operating plans and data;
- Personnel matters or sanctions, including legal matters;
- Strategic and internal discussions, including program design, organizational development, internal assessments, policies and procedures, and any other information that may be deemed proprietary.

Complaints or concerns brought to members of the board:

Given the duties of care that board members have for effective and ethical operations, board members are asked to disclose any complaints or concerns received from staff, volunteers and/or clients, and other members of the community, as such information shared with an individual board member may constitute a grievance or whistleblower report.

If a board member is privy to information that is of this nature from by staff, volunteers, clients, or community members, they are to tell the Board President at the earliest convenience, preferably by direct communication on the phone or in person. As needed, following the steps of the appropriate remediation, grievance or whistleblower process will be required.

Executive sessions:

Executive sessions of the Board generate minutes that are not published, copied or otherwise disclosed to the staff, clients or the public. However, if specific actions are taken in executive session, the board shall memorialize such actions, as needed, in a clear record of the action taken. To protect the confidential nature of the discussion, executive session minutes must be held in a sealed or passcode protected file. These files are kept by the staff liaison to the board.

Home/non-work contact information:

The home and/or non-work contact information of members of the board and committee members, volunteers and staff shall not be given out to any individual or organization without the express permission of the person affected.

Disclosure:

SAY San Diego complies with both the letter and spirit of all public disclosure requirements, including public posting of the IRS Form 990 tax return. This policy shall not be construed in

any way to prevent SAY San Diego from disclosing information to tax authorities, other governmental agencies or courts, or if disclosure is required by law.

By signing, I indicate that I fully understand that I cannot release, copy, modify, discuss or share in any manner with any individual, outside of the current SAY Board of Directors and CEO, concerned committee members, and senior management (where applicable), any confidential or proprietary information discussed, heard or transcribed in correspondence, conversations or meetings held by SAY San Diego.

I understand that a breach of confidentiality is a serious breach and may result in removal from my position. I agree to abide by both the spirit and the letter of this agreement.

Printed Name_____

Signature_____ Date_____