



MLA Board of Directors Confidentiality Agreement

Approved by: MLA Board of Directors September 2014

Directors have fiduciary duties of loyalty and care; this includes refraining from disseminating information to others that could harm the Michigan Library Association (MLA) and the interests of its stakeholders.

Directors must keep sensitive matters confidential. Accordingly, Directors agree to keep confidential, during and after their service on the Board, all sensitive information pertaining to the Association. This commitment to confidentiality includes, but is not limited to:

- Strategic and financial information and plans
- Contracts with vendors
- Executive Director’s performance evaluations
- Risk management/litigation
- Market and competitor’s analyses
- Contract terms for the provision of services
- Analyses/recommendations regarding pending mergers, acquisitions and disposition of major assets

It is the policy of Michigan Library Association (MLA) that directors may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with MLA to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom MLA has authorized disclosure. Directors shall use confidential information solely for the purpose of performing services as a Director. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Directors should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view.

Directors understand and agree that during their service they may obtain information and documents which is confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of employment or service. At the end of a Director’s term in office, he or she shall return, at the request of MLA, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession. Additionally, Directors are not allowed to use, forward or copy any information to be used for purposes other than those directly related to the work of MLA during and after their service.

The President of the Board is responsible for identifying sensitive topics that should remain confidential and for addressing infractions of confidentiality by individual Directors. Breaches of confidential information are subject to disciplinary action up to and including immediate removal through means specified in the Bylaws. Upon initial appointment and reappointment to the Board, each Director will attest they have read, understood and accepted this policy by signing below.

_____	_____	_____	_____
Name of Director	Date	Board President	Date