



Confidentiality Agreement

Amended September 15, 2017

This Confidentiality Agreement is effective between _____ (the undersigned) and the Council on Foundations (COF or “the Council”).

Members of the board of directors of the Council on Foundations and its various committees have an ethical and legal obligation to respect the privacy of members, board and committee volunteers, and staff.

Premature or inappropriate release of information can hinder:

1. Public perception of the professionalism of the Council on Foundations
2. Collegial relations with other philanthropic support organizations
3. Staff working relationships with professional colleagues; and
4. Board, committee, and staff trust relationships.

The following policy applies to board and committee members of the Council on Foundations and should be signed at the outset of each term of service.

1. Meetings: From time to time board and committee members, volunteers and/or COF employees may attend meetings or engage in other activities where sensitive and confidential information is discussed or presented in writing. Confidential information means any information or material that is proprietary to, or that is not generally known, outside of COF. Confidential information includes but, is not limited to: information about Council finances, fundraising for special initiatives; operating plans; investment management; the member sanctions process; personnel matters; internal discussions and other information that may be deemed proprietary.

Votes: Board votes or the "sense of the board" on particular matters may be conveyed when the sharing of such information is helpful in communicating the board's positions or concerns. On voice votes, no member shall suggest or imply the vote of another member. In contested votes the final vote will be recorded in the meeting minutes which are available to the public.

Executive Sessions: Executive session minutes are subject to the Council's policy on executive session and are not published, copied, or otherwise disclosed either to the membership or the general public. However, if specific actions are taken in executive session, the board shall memorialize such actions in full and open sessions of the board in ways that provide a clear record of such action, while respecting the confidential nature of such discussions.

2. Home Contact Information: The home postal and email addresses, phone and fax numbers of members of the board, committees of the board or of the Council, volunteers and staff members will not be given out to any individual or organization without the express permission of the person affected.
3. Disclosure: The Council complies with both the letter and spirit of all public disclosure requirements, including the open availability of its Form 990 tax returns.

This confidentiality policy shall not be construed in any manner to prevent the Council from disclosing information to tax authorities, other governmental agencies or courts having regulatory control or jurisdiction over the organization. In addition, the Council's auditors, legal counsel and other contractors are authorized to review records as required for the purposes for which they are engaged.

This Confidentiality Agreement between the above-mentioned parties establishes that any confidential information discussed, heard or transcribed will not be released, copied, modified, discussed or shared in any manner with any individual outside of the current Council on Foundations Board, concerned committee members or staff of COF without prior consent of the board chair or the President and CEO; provided, however, that the parties recognize the ability of the signatory to disclose information as may be necessary to obtain advice of counsel as needed in order to execute his or her responsibilities to the Council.

I have read the above statement regarding confidentiality and agree to abide by it to the best of my ability.

Signed

Date

Print Name

Council on Foundations Business Rules Regarding Member and Foundation Information*

Council practices are summarized below recognizing that the Confidentiality Agreement may occasion questions about how the organization handles such information.

A. All Member Mailing Lists

Mailing addresses are available to fellow members on request (name and address only, no phone or email).

B. All Member E mail Lists

Are used only within the Council. The Council does not sell or rent e-mail addresses to anyone outside of the organization.

C. Website

The Council's complete electronic privacy policy is available at the bottom of the Council's homepage at www.cof.org

D. Survey Results

The Council is committed to ensuring that foundation administrators, academic centers, government and the general public have wide access to timely information about the internal workings of foundations and corporate giving programs. To meet that commitment, the Council regularly collects information, via surveys, and shares it through publicly-available survey reports. While some of the information we collect is provided by the grantmaker in its 990 or 990-PF, most of it is not.

Information on board or staff compensation or administrative expenses is not released except in the aggregate or with identifying information deleted. Other information from an individual organization's survey is shared:

- only with other members of the Council on Foundations and with Council staff, and
- only if the survey respondent indicated on their survey that they are willing to be contacted about their management practices. More detail on survey data collection, dissemination and disposal is provided on the Council's website www.cof.org (click research).

E. Conference Attendee Mailing Addresses

Are available in label form for one time use by diamond (highest paying category) exhibitors. Conference participants may opt out of receiving such mailing on their registration forms.

*Under Review