



NONDISCLOSURE AND CONFIDENTIAL INFORMATION POLICY

The purpose of the Nondisclosure and Confidential Information Policy is to protect the confidential, proprietary, and sensitive information of Central Indiana Community Foundation, Inc. (“CICF”) and to ensure that board members, officers, and staff fulfill their fiduciary, legal, and ethical obligations.

Maintaining confidentiality is a core component of the fiduciary duties owed under Indiana law and is essential to preserving donor and community trust, protecting donor intent, complying with the law and governance best practices, and safeguarding CICF’s mission and reputation.

This policy applies to members of the board of directors; officers; full-time, part-time, and temporary employees; committee and advisory board members, including scholarship committees and the Joint Investment Board; and contractors or consultants where applicable by agreement.

Confidential Information

“Confidential Information” includes, but is not limited to:

1. Organizational and strategic information, such as board meeting materials, strategic plans, business plans, internal reports, nonpublic policies, and internal communications;
2. Financial and donor information, such as budgets, financial statements, audits, investment information, donor identities, giving history and amounts, donor intent, and grant information;
3. Fund-specific information, such as donor-advised fund recommendations and histories; donor intent statements; current and future fund agreements; scholarship applications, reviews and recipient information; grant evaluations, site visit materials, and advisory committee deliberations; and investment allocations, assets mixes, and manager evaluations;
4. Personnel and employment information, such as employee and contractor records, compensation, benefits, evaluations, disciplinary matters, medical or leave-related information;
5. Legal and compliance information, such as contracts, vendor information, legal advice, investigations, litigation matters, and nonpublic regulatory filings; and
6. Personal and sensitive data, such as personal identifying information of donors, employees, board members, and other stakeholders and data protected by privacy, data security or confidentiality laws.

Confidential information may be written, electronic, oral, visual, or otherwise communicated.

“Confidential Information” does not include information that:

1. Is publicly available through lawful means;
2. Becomes public through no breach of this policy;



3. Was lawfully known prior to disclosure by CICF; or
4. Is independently developed without the use of Confidential Information.

Use of Confidential Information

All board members, officers, and staff members must:

1. Use Confidential Information solely for legitimate organizational purposes;
2. Exercise reasonable care to protect Confidential Information from unauthorized access or disclosure;
3. Limit access to Confidential Information to those with a legitimate need to know;
4. Refrain from discussing Confidential Information in public or unsecured settings; and
5. Comply with all applicable data protection and cybersecurity policies.

Board members, officers, and staff members must not use Confidential Information for personal benefit or the benefit of any third party.

Protection of Donor Intent

Importantly, Confidential Information includes all documents and communications relating to donor intent, whether memorialized in fund agreements, correspondence, or internal records. These confidentiality obligations survive the donor's lifetime and continue indefinitely.

Protected Disclosures

Nothing in this policy restricts or prohibits: reporting suspected unlawful, unethical, or improper conduct; making disclosures protected under whistleblower or other applicable state or federal laws; or cooperating with governmental investigations or legal proceedings.

Return or Destruction of Confidential Information

Upon termination of service, employment, or engagement, or upon request, individuals must return or securely destroy all Confidential Information belonging to CICF, except as required by law, and must not retain any copies thereof.

Policy Enforcement

Violations of this policy may result in corrective action, including removal from board, committee, or advisory service or disciplinary action for employees, up to and including termination.

In the event of a violation of this policy, CICF shall have the right to injunctive relief, in addition to any other rights and remedies available to it under Indiana law, which shall be cumulative and not in the alternative. In any action regarding a violation of this policy, the prevailing party shall be entitled to receive its reasonable attorneys' fees and costs.



Survival of Obligations

The obligation to protect Confidential Information survives the termination of employment, board or committee service, volunteer engagement, or any other relationship with CICF and continues indefinitely with respect to all Confidential Information obtained during such service or engagement.

Administration and Review

This policy shall be administered by the CICF CEO in consultation with the Chair of the CICF Board of Directors and reviewed periodically by the CICF Board of Directors.