

## **ACFAS Confidentiality Policy**

Members of the Board of Directors and Employees of the American College of Foot and Ankle Surgeons (the "College") must not disclose proprietary or confidential information that becomes available to them because of their positions as directors or employees of the College. The College has adopted this policy to help ensure that information that is proprietary or confidential to the College is not disclosed or used by directors or employees outside the parameters of their positions as directors or employees.

SCOPE: The Board of Directors acknowledges the importance of each director and each employee in fulfilling his or her fiduciary duty of loyalty to the College maintaining the confidences of the College. In light of this acknowledgement, each Board member and employee will keep confidential both during and after his or her service on the board or his or her employment by the College all confidential or proprietary information to which the director or employee has access or acquires in the course of membership on the Board or employment by the College.

The obligation of confidentiality includes but is not limited to information regarding the College's various programs and services; its financial information, including annual budgets, revenues, long term capital expenditures and information regarding the College's financial condition; compensation and employment information concerning College employees; all matters discussed in any Executive session of the Board of Directors; information concerning the College's strategic position with other podiatric organizations and all other information which a director or employee in furtherance of the exercise of his or her fiduciary duty of loyalty and good business judgment would conclude should be kept confidential.

It is the policy of the Board of Directors that each Director and each employee shall sign the Confidentiality Agreement. It is the further policy of the Board of Directors that any Director who has been determined to have violated the Board's Policy on Confidentiality, which determination shall be made by a majority vote of disinterested Directors, shall be deemed to have submitted his or her resignation as a Director. Each employee determined to have violated the Board's Policy on Confidentiality shall be subject to termination, which determination shall be adjudicated by the Executive Director who has the sole authority to administer all College personnel matters.

## **ACFAS Board Policy on Duality of Interest**

To ensure that members of the Board of Directors are not placed in the untenable position of serving organizations whose overall goals and objectives conflict with those of the College, it is the policy of the College that each member shall disclose his or her officer, director, committee, or consulting positions with organizations that have conflicting or dual goals and objectives or have competing business and professional interests or activities and resign from the conflicting position or positions held in the other organization or organizations or, alternatively, resign his or her position as a Director of the College.