



BOARD OF DIRECTORS CONFIDENTIALITY AGREEMENT

Boards of Directors have fiduciary duties of loyalty and care; this includes refraining from disseminating information to others that could harm the organization and the interests of its stakeholders.

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

- Strategic and financial information and plans
- Contracts with vendors
- Accreditation challenges
- Risk management/litigation
- Market and competitors analyses
- Contract terms for the provision of services
- Analyses/recommendations regarding pending mergers, acquisitions and disposition of major assets
- All other items (whether verbal or in print) of interest that are brought before the Directors and expressed in confidential terms.

The organization will make every effort to specifically note which information, analyses, reports, other materials and associated Board discussions/deliberations are confidential. However, Board of Directors are expected to exercise reasonable caution, prudence and common sense in determining which information should be kept confidential. Questions should be directed to the AMC Institute Chair and CEO.

The level of protection/security that should be applied to the organization's confidential matters is the same as the Director would apply to his/her own confidential matters.

The Chair of the Board is responsible for addressing infractions of confidentiality by individual Board members. If behavior persists in violation of this confidentiality policy, the Chair will seek removal of the offending Board member through means specified in the Bylaws.

Upon initial appointment and reappointment to the Board, each Board of Directors designate or Board of Directors will attest they have read, understood and accepted this policy by signing below.

Signature

Date

Current Directors & Officers Liability Insurance will be maintained by AMC Institute.