

## **Confidential Information**

The Academy owns and maintains certain confidential and proprietary information that has been and may be revealed to an employee during their employment with the Academy. The protection of Confidential Information, as defined below, is vital to the interests and success of the Academy.

**Please make note of the Intellectual Property Policy, which you may find at Appendix B to this Employee Handbook.**

All Confidential Information is the property of the Academy, and the employee is obligated to maintain the confidentiality of this information at all times during and after their employment. This means that, during and after employment with the Academy, an employee may not, directly or indirectly, use or disclose, or authorize use or disclosure, to anyone outside of the Academy, any Confidential Information unless or until: (i) such disclosure or use during their employment is consistent with the Academy's obligations or is for the sole purpose of carrying out the Academy's mission or operations; (ii) Confidential Information shall have been made public by an act or omission of a party other than the employee; (iii) the employee receives on a non-confidential basis such Confidential Information from an unrelated third party who is not in breach of any fiduciary duty; or (iv) such disclosure is in accordance with the Academy's Whistleblower Policy included in this Handbook.

The Academy requires that Confidential Information obtained or created during the course of Academy business will be disclosed only to those in the Academy with a need to know such information.

Access to certain types of information may also be restricted by law regardless of the age of the information. In addition, such information shall not be disclosed to outside parties without the prior consent of the employee in charge of the appropriate administrative office. Therefore, each employee must maintain the confidentiality and privacy of the information entrusted to them, follow established guidelines regarding the retention or destruction of the information, and use it solely in furtherance of the Academy's mission.

Employees who improperly use or disclose Confidential Information may be subject to disciplinary action, up to and including termination of employment, and legal action, regardless of whether the employee actually benefits from the disclosed information.

In addition, under federal law, if an employee is found to have wrongly misappropriated Trade Secrets (defined below), they may be liable for, among other things, treble damages and attorney's fees.

## **Definitions**

"Confidential Information" means any and all information that an employee learned or developed during the course of their employment with the Academy, including information that is: (i) not generally known to the public, and (ii) has value in the Academy's mission and

operations. Confidential Information takes many forms — electronic, written or verbal — and includes, but is not limited to, the Academy’s educational plans and goals; lists of and information about the Academy’s employees, applicants, students, families, alumni, donors or prospects; the Academy’s strategic, financial, academic, health and other types of information created and obtained in the course of carrying out the Academy’s mission; information regarding research and development, management systems, means of accessing the Academy’s computer systems or networks; information protected by applicable laws governing the confidentiality of information, any other confidential information or intellectual property that provides the Academy with a competitive advantage; Trade Secrets (as defined below); confidential information of third parties regarding which the Academy has accepted obligations of confidentiality; and information regarding any claims and investigations relating to the Academy.

“Trade Secrets” means information, including a formula, pattern, compilation (including compilations of key person contact information), program, device, method, technique or process, which both: (i) derives independent economic value, actual or potential, from not being generally known to or readily ascertainable by people who can obtain economic value from its disclosure or use; and (ii) is the subject of the Academy’s reasonable efforts to maintain its secrecy.

### **Confidential and Proprietary Information of Third Parties**

The Academy is not interested in acquiring from employees any Trade Secrets or confidential business information that they may have acquired from others. Therefore, an employee shall not, during their employment with the Academy, improperly use or disclose any proprietary information or Trade Secrets of any former employer, or any other person or entity with whom the employee has an agreement or to whom they owe a duty to keep such information in confidence.

### **Communicating Honestly and Responsibly**

Employees are required to disclose and record all Academy-related transactions in a timely manner. No secret or unrecorded funds or records are permitted. Employees are required to ensure that recording of all transactions is timely, accurate and complete.

### **Protecting the Academy’s Rights and Privileges**

The Academy’s rights, property and facilities should be used only for the Academy’s benefit and purposes, and never for the personal benefit of individuals. For example, employees’ telephone numbers, exeter.edu email addresses, job titles, business addresses and business cards may not be used to promote an employee’s personal business interests. Likewise, the Academy’s name, marks, logo and reputation may not be used to promote an employee’s personal business interests.