

NATIONAL RAILWAY HISTORICAL SOCIETY

Policy on Confidentiality, Revision A, April 10, 2013 Edited September 4, 2022

This confidentiality policy is designed to help directors, National Representatives, officers, employees, contractors and staff members of the NATIONAL RAILWAY HISTORICAL SOCIETY, INC. (NRHS) identify and deal with situations that present a need for confidentiality. All capitalized terms are defined in Sections 1 of this policy.

1. Definitions.

A. A "Responsible Person" is any person serving as an officer, employee, contractor, committee member, member of the Board of Directors, or member of the Advisory Council including Alternate Representatives, of NRHS.

B. A "Family Member" is a spouse, domestic partner recognized by any state or local municipality, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

C. "Confidential NRHS Information" includes all internal communications from officers or National Staff to Board members of NRHS, Advisory Council members of NRHS, officers, staff members, employees, and contractors, including but not limited to written information, electronic communication, and internal memoranda.

This information includes but is not limited to all distributed minutes prior to their approval by the Board of Directors, and includes other notes of the meetings of the Board of Directors, and/or the Executive Committee of the Board of Directors. It also includes written or electronic communications of any committee, either standing or ad hoc. Additionally, this information consists of commercial business agreements and proposals, applications for grants or scholarships, applications to participate in RailCamp, personal information contained in NRHS records and files except when used for a legitimate NRHS business purpose, including drafts and internal memoranda.

This does not affect the statutory right of members of the Board of Directors to inspect formalized and completed minutes of meetings of the Board of Directors.

2. Confidentiality.

Each Responsible Person shall exercise care not to disclose confidential information including "Confidential NRHS Information". Furthermore, a Responsible Person shall not disclose or use information relating to the business of NRHS for the personal profit or advantage of the Responsible Person or a Family Member. Each responsible person shall exercise all deliberate care not to knowingly misrepresent NRHS business information, including information disseminated at meetings of the Board of Directors.

3. Review of Policy.

A. Each Responsible Person shall review a copy of this policy and abide by its terms. Each Responsible Person shall execute the letter attached hereto on a tri-annual basis. Each letter shall therefore be valid for three calendar years after its execution by a Responsible Person.

B. At its annual membership meeting, NRHS shall review the confidentiality policy. In addition, the Board, each committee of the Board, any ad hoc committee shall at their first meeting of the calendar year review the confidentiality policy, for the benefit of new members of the Board.

C. Each Responsible Person shall review this policy every **two** years, at or before the appropriate organizational meeting of the Board of Directors, and appropriate organizational meeting of the Advisory Council or upon their appointment, or service as an Alternate Representative. Any changes to the policy shall be communicated immediately to all Responsible Persons. Every **two** years, subsequent to the annual membership meeting, NRHS shall mail or email a copy of the confidentiality policy to each Responsible Person, and annually to the president of each active chapter, so that the policy may be provided to those appointed as Alternate Representatives prior to their participation.