

The OHIO ASSOCIATION OF GERONTOLOGY AND EDUCATION, Inc. (OAGE)

CONFIDENTIALITY AGREEMENT

Our Board of Trustees ("Board") acknowledges the importance of confidentiality with respect to the affairs of the Ohio Association of Gerontology and Education (OAGE), and its subsidiaries. In light of this acknowledgement, each Trustee, Officer, and the Executive Staff ("Interested Parties") agrees to keep confidential, during and after service to the Organization, all information pertaining to the Organization, its subsidiaries and any related activities (the "Organization"). This commitment to confidentiality includes:

- Information regarding risk management information regarding professional performance, and reviews of attitudes and opinions of those who work in the Organization.
- Information regarding closures, mergers, joint ventures, affiliations and other strategic plans that may have impact on the Organization's competitive position relative to other associations (both institutional and individual) in the aging and education fields.
- Internal financial information including annual budgets, revenues, expenses, capital transactions, including capital equipment decisions, long-term capital expenditure plans and information regarding the Organization's financial condition such as debt, liquidity, return on investment and profitability.
- Cost projections, pricing and contract negotiation data are sole property of the OAGE. Any outside use of OAGE materials must be approved in advance by the OAGE President.
- Information regarding appointment and reappointment of professionals to the Board of Trustees and performance of members of the Board of Trustees.

Confidential information, and the duty of the Board of Trustees (of all subsidiaries) to keep such information confidential, shall not extend to:

- (1) Information which is widely publicly known;
- (2) Information which a Trustee must disclose pursuant to law; provided, however, that such information may be disclosed by the Trustee solely as required by law, and shall not be disclosed to others; and
- (3) Information which is in furtherance of Board authorized action, or which is disclosed in furtherance of the Director's duties as a Trustee, Officer, or other duties delegated by the Board.

It is the OAGE (and any subsidiary) Board's responsibility to address infractions of confidentiality by any Interested Party and to take actions to remedy the problem, including but not limited to removal of the Interested Party from his/her position with the corporation.

Date: _____

_____ Interested Party's Signature

_____ Interested Party's Signature