

Board Confidentiality Policy

1. Application

This Policy applies to all Directors, Officers, non-Director Board committee members, and individuals employed or engaged by Vector Institute (“Corporation”), including permanent and temporary employees and volunteers. Such individuals are collectively referred to as “Individuals” in this Policy. Nothing in this policy shall limit any disclosure required by the Transfer Payment Agreement with the Ontario Ministry of Economic Development, Job Creation and Trade.

2. Purpose

The purpose of this Policy is to ensure that confidential matters are not disclosed until disclosure is authorized by the CEO, COO/CFO, Chair, Treasurer or Secretary of the Board, or the Board.

3. Definitions

Confidential Information

For the purposes of this Policy, Confidential Information means corporate information, personal information, proprietary information and the content of any and all deliberations and discussion of the Board, of any Board or management committee or *subcommittee including* advisory committees, and the associated information or documents obtained by the Individuals in the course of fulfilling their duties for the Corporation.

For greater certainty, for the purposes of this Policy, Confidential Information does not include research developed in the normal course of activities at the Corporation, provided that the Individual involved manages the research in accordance with any and all other applicable policies and agreements of the Corporation.

4. Non-Disclosure

No Individual may, at any time, during or after his or her engagement with the Corporation:

- disclose Confidential Information;
- make public or private statements about Confidential Information;
- use Confidential Information for his or her own benefit or for the benefit of third parties;
- allow any third party to gain access to any Confidential Information,

unless such use or disclosure is expressly authorized by the CEO, COO/CFO or the Chair, Treasurer, or Secretary of the Board, or the Board.

5. Return of Records of Confidential Information

Each Individual shall either destroy or return all copies of documents containing Confidential Information to the Corporation upon its request and upon termination of his or her engagement with the Corporation.

6. Amendment

This Policy may be amended by the Board on the recommendation of the Audit and Finance Committee.