



**Cedar Shake &  
Shingle Bureau**

## **CSSB BOARD OF DIRECTORS POLICY REGARDING CONFIDENTIALITY**

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**Purpose:** The CSSB Board of Directors (the “Board”) recognizes that, in the course of its conduct of work in support of the CSSB, its members regularly receive and exchange information that must be maintained under the strictest standards of confidentiality. The maintenance of confidentiality is vital to the operations of the CSSB Board in order to protect the information provided to the CSSB in confidence by its Members, to encourage the free sharing of information with and among Directors, and to prevent the use of any Member information for anticompetitive purposes.

The CSSB requires that all Directors sign a copy of this document, acknowledging their understanding and commitment to observe the Confidentiality Policy of the CSSB.

**Policy:** It is the policy of the CSSB that Directors are prohibited from disclosing Confidential Information belonging to, or obtained through their affiliation with the CSSB to any person, including (but not limited to) their relatives, friends, and business and professional associates (including superiors or subordinates), unless the CSSB has explicitly authorized disclosure. Directors are instructed to use the highest level of care to avoid unauthorized or inadvertent disclosures of Confidential Information.

The duty of confidentiality shall extend beyond the end of a Director’s term. At the conclusion of his or her term, a Director shall return all documents, papers, and other materials, that may contain Confidential Information, and shall continue to maintain the confidentiality of Confidential Information unless the CSSB has explicitly authorized disclosure pursuant to the Disclosure Authorization procedure described below.

**Confidential Information** shall include, but not be limited to:

- Any information regarding CSSB Members obtained as a result of CSSB Board membership;
- Any information whatsoever regarding Board meetings designated as “Confidential.” This includes, but is not limited to, the fact of the meeting, the topics discussed, the items voted upon, and the results of any such votes;
- Any information whatsoever provided in confidence by the CSSB’s outside legal counsel to any member of the Board;
- Non-public information regarding litigation involving the CSSB or its Members;
- Non-public information regarding transactions or proposed transactions involving the CSSB or its Members;
- Any other information obtained in connection with Board membership that the Director should reasonably understand to be confidential.

Confidential Information shall not include information that is publicly available, including information shared at non-confidential Board meetings or at general membership meetings, information published on the public portions of the CSSB website, information provided by the CSSB to all members, or information that has been publicly disclosed through other means, including, for example, public court filings or press coverage.

Questions regarding whether information is considered Confidential Information subject to this Policy should be directed to the CSSB Director of Operations, or to CSSB legal counsel.

**Disclosure Authorization:** Only the CSSB Director of Operations may authorize disclosure of information that would otherwise be considered to be Confidential Information pursuant to this Policy. Such authorization must be made in writing by the Director of Operations.

**Consequences of Non-Compliance:** Failure to adhere to this policy will result in discipline, up to and including termination of Board membership.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Please return signed document to Director of Operations at CSSB Office. Thank you.