



Committee Confidentiality Policy
AS ADOPTED BY THE AWEA BOARD OF COMMITTEE MEMBERS

Members of AWEA committees, work groups, and task forces (the "Committee members"), will keep all non-public information received in the course of performing Committee duties, including information provided by other committee members, guests, speakers, AWEA board members, staff, or outside consultants, in written or verbal form, including by electronic communication, in print, or in the course of any meeting, call or other gathering, (the "Confidential Information") in strict confidence.

No Committee member shall disclose the Confidential Information to any individual or entity, including other members of that committee, AWEA Board members, or AWEA staff or outside consultants who does not have a specific "need to know," without the prior written approval of the AWEA Board of Committee members or Chief Executive Officer ("CEO").

Notwithstanding the foregoing, each Committee member may share the Confidential Information *only* with those employees, agents, or surrogates of that individual who have a very specific "need to know" the information to assist the Committee member in performing that member's committee duties (each, an "Agent"). Each Agent must agree to comply with this Policy and the disclosing Committee member will be responsible for ensuring its Agents' compliance with this Confidentiality Policy.

Committee members shall use their best judgment to determine if a "need to know" exists. If a Committee member is unsure whether sharing confidential information is permitted, the Committee member shall seek guidance from the Committee Chair, AWEA Committee staff liaison, or AWEA's outside counsel before disclosing any Confidential Information. Certain sensitive Confidential Information such as staff compensation should not be shared with any party outside the committee.

Committee members shall use the Confidential Information only to fulfill their committee duties and for no other purpose, including, without limitation, any purpose competitive with, or detrimental to, AWEA. Each Committee member or Agent will forward any request for information about AWEA from any outside person or entity, including the press, other organizations, or government entities to AWEA's CEO, without providing information to, or otherwise substantively commenting to, the requesting party on any such request. Furthermore, each Committee member will immediately, and prior to disclosing any Confidential Information, notify AWEA's CEO if he or she receives any request for AWEA information in the form of a subpoena or compulsory legal process in any civil or criminal legal action.

Failure to comply with this Confidentiality Policy may provide a basis to terminate a Committee member. That Committee member's employer may not substitute another employee as an alternate on said committee unless approved in writing by AWEA's CEO or Board Chair. In the event any Committee member is terminated or resigns from the Committee, he/she shall promptly return or destroy (at AWEA's option) all Confidential Information in its or its Agents' possession and immediately cease all use of the Confidential Information. Each Committee member acknowledges that its failure to comply with this Confidentiality Policy may cause AWEA and/or its members and constituents substantial harm. Each Committee member agrees that AWEA may enforce this Confidentiality Policy by seeking equitable relief and/or pursuing any and all available remedies at law or in equity.