



## **ADM-102: Confidential Information – April 17, 2009**

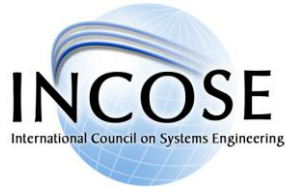
It is the policy of INCOSE to comply with all laws, regulations, and agreements that relate to the receipt and use of confidential information by INCOSE, INCOSE members, agents, employees, contractors, and consultants. Even if not specifically covered by law, regulation, or agreement, it is the INCOSE policy to prohibit receipt or use by its members, employees, consultants or agents of information when there is reason to believe that such information was inadvertently disclosed to INCOSE. For the purpose of this policy, the term “Information” includes any and all technical and non-technical information including documents, video and audio materials, electronic data, techniques, sketches, drawings, models, inventions, know-how, processes, apparatus, equipment, algorithms, software programs, software source documents, and formulae related to the current, future and proposed products and services of a company, information concerning research, experimental work development, design details and specifications, engineering, financial information, procurement requirements, purchasing manufacturing, customer lists, business forecasts, sales and merchandising and marketing plans and information. The term “Confidential” refers to information that is identified by the source to be privileged information that is only to be communicated within a legally recognized confidential relationship. Confidential Information is a legal term. Examples of Confidential Information include, but are not limited to: Information identified as Proprietary Information, Classified Information, Competition Sensitive Information, Export Controlled Information, Protected Information, Attorney-Client Information, Work Product Privileged Information, and Trade Secrets.

Without a prior written agreement between the source and INCOSE, no INCOSE member, agent, employee, contractor, or consultant acting on behalf of INCOSE shall solicit, accept, use or possess:

- (a) Document(s) containing a legend indicating that such document(s) are of a confidential nature or the receipt, possession and/or use of the information is prohibited by the legend.
- (b) Any information of a government or business entity where it is clear that release of that information is unauthorized or in circumstances where there is reason to believe that such information cannot lawfully be in possession of INCOSE members, employees, agents or consultants.

All written agreements that permit receipt and use of Confidential Information are subject to approval by an Officer or Officers of INCOSE authorized by the Board of Directors to approve such agreements. The agreements shall identify the INCOSE members, agents or consultants who are authorized to receive and use the Confidential Information.

No INCOSE member, agent, employee, contractor, or consultant acting on behalf of INCOSE shall disclose, divulge, or make accessible confidential information to any unauthorized person.



Any INCOSE Board member, INCOSE member, agent, employee, contractor, or consultant acting on behalf of INCOSE shall return all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information at the end of a term of office or upon termination of their relationship with INCOSE.

Any violation of this policy shall be grounds for disciplinary action, up to and including dismissal from membership in or employment by INCOSE. Perceived INCOSE benefit shall not be accepted as justification for non-compliance with this policy.

The INCOSE legal counsel shall provide guidance as required on the application of this policy to particular circumstances; and provide clauses to be used in contracts and consultant agreements and approve modifications or exceptions to such clauses on a case-by-case basis.

Consultants and agents of INCOSE shall be made aware of the responsibility by means of appropriate language in their respective contracts.

Every INCOSE member, particularly those with leadership responsibilities, shall be made aware of the INCOSE position prohibiting the unauthorized use of the information of others.

This policy is not intended to prevent disclosure where disclosure is required by law.

**SUPERSEDES: July 1, 2001**

**APPROVED BY: INCOSE Board of Directors, Quorn, Leicestershire, UK, April 17, 2009**

**MAINTAINED BY: Secretary**