

**Hackensack University Health Network
Governance Policy Manual**

Confidentiality

Policy #: 0002

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Page 1 of 1

Purpose: To assist the Board in their exercise of oversight, by establishing confidentiality obligations of Board Members and Officers of the Hackensack University Health Network its Subsidiaries (the "Corporation") to protect and preserve the confidentiality of corporate information, including, but not limited to, proprietary, trade secret, personal, privileged or otherwise sensitive data and information (collectively "Confidential Information").

Policy: Board Members and Officers shall be given access to Confidential Information for corporate purposes only and may not use or disclose Confidential Information for any purpose other than to conduct the business of the Corporation in a manner consistent with its charitable mission and corporate compliance plan.

Board Members and Officers shall not disclose, share, copy or transmit Confidential Information to those not authorized to receive it.

At all times, Board Members and Officers shall protect the integrity, security and confidentiality of Confidential Information which they may have access to or come into contact with which could be used in any reasonable way to negatively impact the Corporation, its reputation, strategic position or operations.

Information shall not be considered Confidential Information if it: (i) is publicly known other than through acts or omissions attributable to the disclosing party; (ii) as demonstrated by prior written records and/or is already known to the disclosing party at the time of the disclosure; (iii) is disclosed in good faith to a recipient party by a third party having a lawful right to do so; (iv) is subject to written consent of the Corporation authorizing disclosure; or (v) was independently developed by the disclosing party without reference to the Corporation. Furthermore, the specific terms of executive compensation arrangements approved by the Executive Compensation Committee shall be considered confidential for purposes of this Policy.

Any action by a Board Member or Officer in violation of this policy may subject such individual to disciplinary action, including removal from the Board and/or termination.

Board Members and Officers should be referred to the Vice President and General Counsel for any questions they may have with respect to the application of this Policy in general or whether a particular item is Confidential Information, in particular.

Reviewed: 08/07, 01/09