



## **ADM-102: Confidential Information – 1 February 2021**

### **Purpose**

This policy governs the handling of Confidential Information within INCOSE.

### **Definitions**

For the purpose of this policy,

- a) the term “Information” includes any and all technical and non-technical information, such as 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; data concerning research, experimental work development, design details and specifications; engineering artifacts; current and archived financial records, procurement requirements, customer and membership lists, business forecasts, sales and merchandising, and marketing plans and related artifacts.
- b) 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 and authorized relationship.
- c) “Confidential Information” is a legal term referring to items such as any 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.
- d) INCOSE includes the organization and all persons who are current or prior INCOSE members, agents, employees, contractors, or consultants acting on behalf of the organization.

### **Policy Content**

INCOSE shall comply with all laws, regulations, and agreements that relate to the receipt and use of confidential information by INCOSE, even when not specifically covered by law, regulation, or agreement, it is the INCOSE policy to prohibit use of information when there is reason to believe that such information has been disclosed inadvertently to INCOSE.

Unless there is a prior written agreement between the information source and INCOSE, no persons acting on behalf of INCOSE shall solicit, accept, use or possess:

- Information containing markings indicating that the information is Confidential Information



- Information containing markings indicating that the receipt, possession or use of the information is prohibited
- Any Confidential Information of a government or business entity where it is clear that release of that information is unauthorized
- Information where circumstances suggest that there is reason to believe that the information cannot lawfully be in the possession of INCOSE.

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, by name or role, the INCOSE persons who are authorized to receive and use the Confidential Information. For agreements on the handling of Proprietary Information, use form ADM-FORM-06, Proprietary Information Agreement (PIA) form.

All documentation containing Confidential Information must be clearly marked "CONFIDENTIAL". This includes documentation produced by INCOSE or used, accessed, or possessed by INCOSE under agreement.

No INCOSE persons acting on behalf of INCOSE shall disclose, divulge, or make accessible Confidential Information to any unauthorized person.

Every INCOSE member, particularly those with leadership responsibilities, shall be aware of the INCOSE policy prohibiting the unauthorized use of Confidential Information.

Agents, employees, contractors, or consultants of INCOSE shall be made aware of this policy by means of appropriate language in their respective contracts.

The INCOSE legal counsel shall provide guidance as required on the application of this policy to particular circumstances. In addition, they shall provide clauses for use in contracts and agreements and approve modifications or exceptions to such clauses on a case-by-case basis.

Any INCOSE Board member or other persons 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, upon termination of their relationship with INCOSE, or as otherwise stipulated by written agreement.

This policy is not intended to prevent legitimate disclosure required by law. Under no circumstances shall information covered by the scope of this policy be released in violation of the requirements of the INCOSE Countries of Concern chart and INCOSE policy CIO-101 relating to the protection of personal information.



### **Consequences of non-compliance**

Any violation of this policy shall be grounds for disciplinary action under ADM-107. Perceived INCOSE benefit shall not be accepted as justification for non-compliance with this policy.

### **Related Policies**

ADM-107: Disciplinary Policy

CIO-101: Personal Information Protection

### **Related Procedures, Templates, and Forms**

PUB-FORM-01: INCOSE Intellectual Proprietary General Release Form

**SUPERSEDES:** ADM-102 dated 26 April 2019

**APPROVED BY:** INCOSE Board of Directors, Remote, 1 February 2021

**POLICY OWNER (RACI Responsible R):** Secretary

**MAINTAINED BY (RACI Accountable A):** President