

**Midwest Reliability Organization**  
**Policy and Procedure 5: Confidentiality Policy**

**Objective**

The objective of this Policy and Procedure is to maintain the confidentiality of sensitive business information of Midwest Reliability Organization (“MRO”) Members and others subject to Reliability Standards.

**Policy**

In connection with preparing and/or receiving reports regarding potential investigations and/or compliance audits of MRO members, directors and committee members of any organizational group may gain access to confidential and/or proprietary information regarding MRO members or those subject to Reliability Standards, their personnel and their operations. It shall be the responsibility of every director to maintain the confidentiality of such information in accordance with the policy set forth herein.

**Responsibilities**

In furtherance of the above policy, directors and committee members of any organizational group shall keep confidential all information related to investigation, potential violation, and any other compliance audit information, designated as “Confidential Information”, except as otherwise directed by a determination of a majority of the board of directors or required to by law.

**Provisions**

1. “Confidential Information” may include, but is not limited to, proprietary or confidential information, technical data, trade secrets or know-how, including, but not limited to, research, product plans and designs, products, services, customer lists and customers, markets, software, developments, inventions, processes, formulas, technology, designs, drawings, engineering, marketing, distribution systems, finances and other business information relating to such entity’s operations that is not generally available to the public.
2. “Confidential Information” shall also include knowledge of potential violations of Reliability Standards and Organizational Standards. Confidential Information does not include (i) information already known or independently developed by a director; (ii) information in the public domain through no wrongful act of the director, or (iii) information received by a director from a third party who was free to disclose it.
3. This obligation to maintain the confidentiality of member-related and MRO-related Confidential Information applies both during and after a director’s or committee member’s term of service.