

Policy: CalPERS Board Confidentiality Policy

Background CalPERS Board Members regularly receive information that must be kept confidential. Disclosure of confidential information could subject CalPERS, Board Members, staff, service providers, and investment partners to legal liability and could damage CalPERS relationship with its members, contracting agencies, other state agencies, contracting vendors, and investment partners. Disclosure of attorney-client privileged communications could result in a waiver of the attorney-client privilege and exposure of those communications and related legal advice to the public.

This Confidentiality Policy is established to ensure that CalPERS Board Members understand their legal and fiduciary duties to keep this information confidential.

Board Members receive many types of confidential information during the course of their duties as Board Members. The following information is collectively referred to as “Confidential Information:”

- Confidential contract, financial, investment, and legal information;
- Member data, account, and health information;
- Information about individual members which relates to their personal lives or which identifies or describes an individual;
- Confidential information (including proprietary information) about service providers, investment partners, contracting public agencies and other state agencies;
- Employee personnel, medical, or other personally identifiable information;
- Information covered by the attorney-client privilege between CalPERS and its legal advisors;
- Information technology, including systems and methods used to safeguard the security of information at CalPERS and at service providers, investment partners, contracting public agencies, and other state agencies; and
- Other information identified as confidential.

Information that is in the public domain or is otherwise considered public information, but is also included in a confidential memorandum or other confidential communication, is not considered Confidential Information under this policy.

Confidential Information that becomes public is no longer considered Confidential Information under this policy. However, confidential attorney-client communications which are disclosed inadvertently or without the consent of CalPERS continue to be considered Confidential Information until the system consents to disclosure.

CalPERS staff will label or otherwise inform the Board of information which is intended to be confidential at the time it is provided and, if the information is intended to be confidential only for a specific time period, the duration of the period of confidentiality.

Board Members shall only access Confidential Information in the discharge of their duties and responsibilities as a CalPERS Board Member. Board Members shall have the following responsibilities in handling Confidential Information:

- Board Members may not use Confidential Information for any purpose except for fulfilling their duties as Board Members.
- Board Members may not use Confidential Information for private gain or advantage, or for the private gain or advantage of others.
- Board Members may not accept employment or engage in any business or professional activity that will require the Board Member to disclose Confidential Information.
- Board Members may not provide Confidential Information to persons or entities who are not authorized to receive it.
- The Board President may take all actions necessary to ensure that Confidential Information in the possession of Board Members is not improperly disseminated or revealed.

Nothing in this policy is intended to supercede or modify the obligations of CalPERS under the Public Records Act.

Disciplinary Action if Violated Unauthorized access, inspection, use, disclosure, or modification of Confidential Information or any attempt to engage in such acts may result in discipline in accordance with the Board Governance Policy.

Resources CalPERS *Board Governance Policy*
CalPERS *Statement of Incompatible Activities*

Effective Date This Confidentiality Policy is effective _____, 2012.