

THE COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND ART

POLICY ON UNIVERSITY INFORMATION

Protection of The Cooper Union for the Advancement of Science and Art's (the "University") information is essential. Accordingly, the following shall apply to, and be complied by Covered Persons, defined as members of the Board of Trustees of Cooper Union, each member of a committee of the Board of Trustees, each Officer of Cooper Union, and any key person (defined as a person, other than a Trustee or Officer who a) has responsibility, or exercises powers or influence over the affairs of Cooper Union as a whole similar to the responsibilities, powers, or influence of Trustees and Officers; b) manages Cooper Union, or a segment of Cooper Union that represents a substantial portion of the activities, assets, income or expense of Cooper Union, or c) determines a substantial portion of Cooper Union's capital expenditures, operating budget, or investment decisions):

1. Ownership of Assets and Intellectual Property. The information and objects in the University's collections and possession, the documentation of such information and objects and all additional documentation, materials and information developed subsequent to or in connection with their acquisition or maintenance are the property of the University. Any and all materials or items developed, written, designed, prepared, constructed, installed or utilized by Covered Persons while carrying out their responsibilities as members of the Board are the property of the University. Unless otherwise agreed in writing by both the Trustee and the Chair of the Audit Committee or the Chair of the Board, the University is the sole owner of any materials written, designed or produced by the Trustee in the scope of his or her service to the University, or through the use of University equipment and/or assets, including all copyrights and other intellectual property rights in and to these materials.

2. Protection of University Information. One of the University's most valuable assets is its body of confidential information. Failure to protect this information adequately can lead to the loss of highly confidential data that may place the University at risk (legally and otherwise). Because of this risk of harm to the University and its community members, no Trustee shall, without the written consent of the University during or subsequent to the term of employment or service to the University as the case may be, use for his or her own benefit or disclose to others any information obtained during the course of service to the University. Of course, these same principles apply to the safeguarding by other Covered Persons of the University's confidential information. Confidential information includes, but is not limited to, the University's methods, processes, techniques, computer software, equipment, service marks, copyrights, research data, marketing and sales information, personnel data, donor lists, member lists, non-public information about the University (including, without limitation, its assets, liabilities, programs, community members, business relations or other constituents), financial data, plans and all other know-how and trade secrets of the University and which have not been published or disclosed to the general public by the University. Covered Persons are responsible and accountable for the integrity and protection of the University's information and must take steps to protect information that has been entrusted to the Board. For example, Covered Persons must not make inappropriate modifications of information or destroy or disclose information except as authorized. Documents containing sensitive data should be handled carefully by Covered

Persons during work hours and must be properly secured at all times. Particular attention must be paid to the security of data stored on computer systems.

3. Information Owned by Others. Like the University, other organizations and individuals have intellectual property they want to protect. Like the University, these other parties are sometimes willing to disclose their confidential information for a particular purpose. Covered Persons on the receiving end of another party's confidential information must proceed with caution to prevent any accusations that such Trustee or the University misappropriated or misused the information. To avoid the risk of any Trustee or the University being accused of misappropriating or misusing someone's confidential or restricted information, there are certain steps every Trustee should take before receiving such information. The receipt of confidential or restricted information, whether oral or in writing, must not take place until the terms of its use have been formally agreed to by the University and the other party in a written agreement approved by the Governance and External Affairs Officer. Furthermore, unless otherwise delegated, establishing such an agreement for the receipt of confidential or restricted information of another party will require the prior written approval of the Governance and External Affairs Officer. Once another party's confidential or restricted information is properly in a Trustee's hands, such Trustee must not use, copy, distribute or disclose that information unless such Trustee does so in accordance with the terms of the agreement. In any case, no Trustee should take the status of information for granted. If any Trustee has information in their possession that such Trustee believes may be confidential to a third party or may have restrictions placed on its use, such Trustee should consult with the Governance and External Affairs Officer. If the University is subject to a nondisclosure agreement pertaining to another party's confidential information, then a Trustee in possession of such information must also execute and be subject to the agreement.