**Model Corporate Policy**

**Employee Service on Outside Boards**

This policy explains the process for obtaining permission to serve on boards of directors, boards of trustees, advisory and other boards for both for profit and non-profit entities that are *not* affiliated with the company (the “Outside Board”). This policy applies to all employees, including executives and executive officers.

***[Note: Consider whether this policy should apply to all employees or a subset of employees, such as “management” or “senior management.”]***

**General Guidelines**

The Company is committed to supporting the professional development of its employees.

The Company considers board service on an Outside Board to be a significant way for employees to gain experience, learning and networking opportunities, particularly in areas of corporate governance, business, and community service. The Company recognizes that employees with a diversity of experience and active commitment to the greater business and charitable communities, at large, are a benefit to the Company. The Company also recognizes that Outside Board service offers a wealth of opportunity for employees to gain knowledge and experience that will enhance their respective careers and their work at the Company, including:

1. Networking Opportunities: by providing the opportunity to meet, work with and make business connections with, new contacts and develop synergistic relationships;
2. Learning Opportunities: by providing the opportunity to gain knowledge and understanding about businesses and organizations, board duties and responsibilities, corporate governance, processes and trends and succession planning;
3. Experience Opportunities: by providing opportunities to learn new skill sets, through, for example, participation on board committees (such as Audit Committee skills);
4. Visibility Opportunities: by providing opportunities to enhance and expand the employee’s and the Company’s reputation and profile both internally and externally in different communities and circles;
5. Communication and Leadership Opportunities: by providing employees with the opportunity to develop and improve leadership, business and board communication skills;
6. Career Growth Opportunities: by providing increased internal visibility and increased skills that will lead to improved morale, career growth and employee retention.

The Company requires employees to obtain permission before accepting any Outside Board position. If the Company determines that an employee’s proposed board service may adversely impact the employee’s job performance, constitute an actual or perceived conflict of interest or breach the employee’s duty of loyalty to the Company, then, in its sole and absolute discretion, the Company may require that the employee reject the offered Board position. In addition, the Company may require that the employee cease or limit participation on an Outside Board, if the Company finds at a later time that changes in circumstances warrant the withdrawal of permission to serve.

Notwithstanding anything in this policy, no employee may serve on more than ***[2]*** Outside Boards at the same time.

**Service on Boards for Non-Profit and For Profit Entities**

The Company encourages its employees to actively support charitable and community activities, including service as board members for such entities.

All employees, including executives and executive officers, must obtain permission before accepting a position on an Outside Board of either a for profit or non-profit company in accordance with this policy.

**Procedure for Obtaining Permission to Accept Membership on an Outside Board**

This policy applies to all employees, including those currently serving on an outside corporate board prior to the effective date of this policy.

Non-executive employees must first submit a written request to his or her **manager *[designate appropriate level]*** for permission to serve on the Outside Board. Executive employees must submit the request to their immediate supervisor: The request should include:

(i) The name and address of the outside entity,

(ii) A description of the outside entity’s business,

(iii) A description of businesses and organizations with which the outside entity is likely to interact,

(iv) A description of the board position the employee has been offered or, is currently serving if board participation predates the effective date of this policy,

(v) A description of the anticipated obligations of the board position, including anticipated time commitment (both during and outside Company business hours),

(vi) A description of any anticipated obligation of the Company associated with the employee’s participation on the Board (for example, provision of meeting rooms, use of support staff or other resources, and contributions).

(vi) Whether the position is a volunteer or paid, and if paid, the amount of the compensation,

(vii) The names and affiliations of other current board members, and

(viii) A short statement as to why the employee wishes to serve on Outside Board.

The Company will consider each employee’s request to serve on an Outside Board on a case-by-case basis in a timely manner and will respond in writing. Factors the Company will take into consideration in reviewing requests to serve on an Outside Board include whether service on the Outside Board would:

* Promote, or have the potential to promote, the interests of the Company;
* Provide positive professional development opportunities for the employee;
* Be inconsistent with the Company’s mission, values, or policies, including policies governing employee investments in other companies;
* Constitute a conflict of interest or undue appearance of conflict, or breach of the employee’s duty of loyalty;
* Materially interfere with the employee’s duties at the Company;
* Entail the use of Company resources or other support;
* ***[If a paid position, whether, compensation due to the employee may be retained by the employee, or must be remitted in whole or in part to the Company.]***
* ***[Other]***

**Requirements of Employees Serving on Outside Boards**

The Company requires employees to be vigilant about avoiding conflicts of interest and protecting the Company’s confidential and proprietary information. Employees must recuse themselves from any involvement in matters which may adversely impact, conflict with, or create an appearance of conflict with the Company, and in appropriate circumstances, resign from the Outside Board. The Company requires employees to avoid any Outside Board activities, including Outside Board financial and investment activities, which may adversely impact, or reflect negatively upon, the Company.

Further, except with express written permission, employees may not use Company resources, including the time of any Company employee (such as an administrative assistant) in any capacity relating to the Outside Board position, except as to basic administrative matters such as making travel and scheduling arrangements.

Employees must notify **[*Identify position]***promptly of any significant changes in the Outside Board position, including as to time commitment and compensation.

The Company expects employees to consult and cooperate with Company management, Human Resources and the Legal Department, with regard to any questions or issues regarding this policy or the employee’s participation on an Outside Board. The Company will endeavor to resolve any questions and issues that may arise equitably and expeditiously.

Attachment:   
Outside Board Service Approval Form