



Non-Disclosure Agreement Massachusetts Medical Society Committee on Nominations

As a member or alternate member of the Massachusetts Medical Society (“MMS”) Committee on Nominations (the “Committee”), you acknowledge that personal, sensitive and confidential information may be disclosed to you during the course of Committee activities.

1. As a condition of your participation on the Committee you will use reasonable efforts to preserve the confidential or proprietary nature of all information received by you in connection with Committee activities. Information made available to you during Committee activities may be used only in conjunction with the Committee's work and not for any other purpose and shall not be disclosed to any other party beyond other members or alternate members of the Committee or MMS staff with a need to know in furtherance of the Committee's work.

2. This limitation of disclosure does not extend to information (i) previously known to you with no restriction on your further use or disclosure, or (ii) publicly known through the actions of others without any violation of this Agreement, or (iii) independently developed or received by you apart from Committee related activities, or (iv) which you are compelled to disclose by legal process (provided that you give prompt notice of such process to the MMS General Counsel and MMS has the opportunity to oppose such process). In addition, this limitation of disclosure does not extend to disclosure of information by the Committee in accordance with the Procedures of the Committee on Nominations.

3. The work of the Committee will occur only during meetings of the Committee, except that members and alternates from the same district may discuss Committee business with one another outside of Committee meetings, and members and alternates may communicate outside of Committee meetings with their own district leadership and with MMS staff regarding the work of the Committee. Consequently, Committee members may discuss information relating to the work of the Committee—including potential candidates, candidates, or nominees—with Committee on Nominations member(s) and alternates from other districts *solely* during the meetings of the Committee.