



THE UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION Information Disclosure Policy

The University of Southern Mississippi Foundation (the Foundation), a private Mississippi nonprofit corporation, is committed to conducting its business with integrity to maintain the trust of its constituents, The University of Southern Mississippi (the University) and the Public. To that end, the Foundation will strive to operate openly and transparently by making available appropriate information regarding its operations upon reasonable request while protecting donor or other personal, commercial, proprietary or trade secret confidential information. The Foundation will at all times respect and protect the privacy of its donors and, as with any entity, maintain the confidentiality of its business and operational practices and strategies and other confidential, proprietary and trade secret information.

The Foundation may periodically receive requests from individuals or organizations regarding the assets and operations of the Foundation. Each appropriate request will be carefully and respectfully considered and a response will be provided to the requestor in an accurate and timely manner in accordance with this policy.

This document sets forth policy with respect to maintenance and dissemination of information regarding the assets and operations of the Foundation. Any question concerning the interpretation of this policy shall be determined by the Foundation. This policy is subject to revision by the Foundation.

For purposes of this policy, the term “the Public” shall be defined as relating to or affecting the whole body of people, is common to all and is open to common use.

ARTICLES OF INCORPORATION, BYLAWS, BOARD OF DIRECTORS AND ORGANIZATIONAL DOCUMENTS

The Foundation’s Articles of Incorporation and any amendments are filed with the Mississippi Secretary of State’s office and are available to the Public (fee charged). The Foundation’s Bylaws are not filed and no disclosure is required by Mississippi law. A copy of the Foundation’s Bylaws is available, however, on the Foundation’s website.

The Foundation Board of Directors is responsible for the governance of the Foundation, which is classified as a 501(c)(3) non-profit corporation by the Internal Revenue Service. The Board bears fiduciary responsibility for the investment and management of all funds raised by the Foundation on behalf of the University. A list of current Board members is maintained on the Foundation’s website.

The Foundation has entered into an Affiliation Agreement with the University outlining the roles and responsibilities of each organization. This agreement, approved by the Board of Trustees for the Mississippi Institutions of Higher Learning (the IHL), governs the relationship between the entities. A copy of the Affiliation Agreement is available on the Foundation’s website.

Other Foundation documents made available on the website include the Conflict of Interest Policy, the Code of Ethics, the Whistleblower Policy and this Information Disclosure Policy.

CORPORATE GOVERNANCE DOCUMENTS

The Foundation maintains meeting agendas, minutes and related supporting materials for all Board, Committee and Subcommittee meetings. The materials are provided to and for the use of the members of the Board, its Committees and Subcommittees. Unless otherwise approved by the Board of Directors, these materials are not permitted to be disclosed to the Public.

DONOR GIVING RECORDS, BIOGRAPHICAL AND PROSPECT INFORMATION

The Foundation maintains information on University alumni and friends as well as donors and donor prospects. Some of this information is generally available from third-party sources (i.e., telephone and internet directories, business publications, press clippings, etc.). The Foundation also maintains internal reports documenting donor giving records and other financial information, contacts, philanthropic interests and interactions not available to the Public. This information is considered internal work product and would also be considered “proprietary” or “trade secret” information vital to the Foundation’s business objective. The Foundation derives independent economic value from this information that is not generally known to and is not readily ascertainable by other persons to obtain economic value from the information. The Foundation takes reasonable efforts to protect this information.

Donors, defined as individuals and organizations that make direct gifts to the Foundation, may choose to contribute gifts to designated funds which impose restrictions on the use of the gift pursuant to a Fund Agreement. The Fund Agreement is executed by and between the fund’s Donor Representative and the Foundation. The Donor Representative is generally the initial donor to a named fund but in some cases may not be a donor to the fund. The Fund Agreement is a confidential document not available to the Public. The Fund Agreement is provided to the Signature Authority of the fund. The Signature Authority is the individual who is authorized as a function of his or her role at the University to access a Foundation designated fund and is responsible for expending the dollars available from the fund for the purposes specified in the Fund Agreement. This information is considered confidential and proprietary and remains the property of the Foundation. Signature Authorities with access to this information are required to sign a Confidentiality Agreement with the Foundation in order to protect this and other confidential and proprietary information.

The Foundation receives requests for lists of alumni and donor contact information from University personnel for mailings for newsletters and other communications. The Foundation also makes available a listing of contributors, the amounts given and the designation of the gifts received to appropriate University personnel so that proper acknowledgement of the gifts may be made by the beneficiary unit. This information is considered confidential and proprietary and remains the property of the Foundation. Individuals with access to this information are required to sign a Confidentiality Agreement with the Foundation in order to protect this and other confidential and proprietary information.

In the event a donor wishes to see his or her own biographical data, giving or other personal information, the Foundation will make reasonable efforts to provide this information in an accurate and timely manner.

From time to time, the Foundation may release lists of donors for specific purposes. Unless expressly prohibited by the donor, all donor names may be disclosed. Lists of donor names will generally be made available for any appropriate request at the discretion of the Foundation’s management.

The Foundation may utilize University personnel and Foundation volunteers and may engage paid fundraisers to assist in its efforts to cultivate, solicit and steward donors, raise funds or for other business purposes. Appropriate donor information such as contact information and giving history may be shared with University personnel, Foundation volunteers and paid fundraisers for these purposes. This information is considered confidential, proprietary and a trade secret and remains the property of the Foundation. University personnel, Foundation volunteers and paid fundraisers with access to this information are required to sign a Confidentiality Agreement with the Foundation in order to protect this and other confidential and proprietary information.

GIFT CLUBS

The Foundation administers donor recognition clubs. Lists of members of these clubs are available on the Foundation's website and are published from time to time in various Foundation and University publications. All club members are permitted to opt out at any time from public recognition of this membership. Specific giving records are not published; however donor names may be listed in a range of giving. Previously published lists will generally be made available for any appropriate request at the discretion of the Foundation's management. The Foundation reserves the right to redact previously published lists to respect requests by donors for confidentiality or anonymity.

FINANCIAL DATA

The Foundation engages an independent third party auditor to perform an audit of certain financial records following the end of each fiscal year. This auditor shall be recommended by the Finance and Audit Committee of the Foundation and approved by the Foundation Board of Directors and the IHL. The results of the audit are presented to the Finance and Audit Committee and copies of the report are provided to the entire Board of Directors. A copy of the audited financial statements is also provided to the University and submitted to the IHL. There is no requirement to disclose the results of this audit under Mississippi law; however, a copy of the audit report and audited financial statements is available on the Foundation's website.

The Foundation prepares an Annual Report which includes the financial statements as well as other relevant financial data. The Annual Report, which is voluntarily distributed to all Board members, major donors and others, may also include stories about donors and the impact of giving on the University. It is also available on the Foundation's website.

The Foundation releases fundraising totals for new gifts and pledges to the Public at the conclusion of a fiscal year. Interim fundraising totals are provided to members of the Board of Directors, its Committees and Subcommittees and appropriate University personnel but are not made available to the Public.

An annual accounting of the activity in each designated fund is prepared and made available to the Donor Representative for that fund. The information generally included in the report is the balance in the fund as well as a summary of donations to and expenditures from the fund. To protect donor privacy, the amounts of individual contributions are not provided; however, a list of contributors to a designated fund and their addresses may be provided to the Donor Representative for acknowledgement purposes.

Details of individual funds and transactions including donors to the fund and amounts contributed, as well as disbursement amounts and payees, is provided to the Signature Authority of each fund upon request. The information being provided is confidential and proprietary and remains the property of the Foundation. Individuals with access to this information are required to sign a Confidentiality Agreement with the Foundation in order to protect this and other confidential and proprietary information.

IRS FORM 990

The IRS Form 990 is filed by tax-exempt organizations and other entities to provide the Internal Revenue Service with information required by federal tax law. The Foundation files an IRS Form 990 annually. The Form 990 is reviewed and approved by the Finance and Audit Committee and disseminated to all Board members prior to filing. Public inspection copies of IRS Form 990 are available on the Foundation's website.

FOUNDATION DATABASE AND FINANCIAL MANAGEMENT SYSTEMS

The Foundation maintains an electronic database as well as a financial system which includes fund and gift data which is available to authorized users, including both Foundation and non-Foundation personnel. The database is shared with the USM Athletic Foundation and the USM Alumni Association by virtue of a Confidentiality Agreement among all three entities. Some University personnel are granted access to allow those personnel to assist the Foundation in accomplishing its goals and objectives. All users, regardless of level of access, are required to sign a Confidentiality Agreement acknowledging the Foundation's ownership of all data and enumerating restrictions on the access, use and dissemination of any such information. Unauthorized printing, downloading or dissemination of this information by University personnel may result in disciplinary action to the employee.

FOUNDATION INFORMATION TRANSMITTED TO THE UNIVERSITY OF SOUTHERN MISSISSIPPI

Any Foundation information including commercial or financial information or data of a proprietary nature sent by paper or electronic means to any University personnel is confidential and proprietary and remains the property of the Foundation and is shared with the University to be used only for the purposes intended. Once the data is no longer needed for the intended purposes, the information is required to be destroyed or returned to the Foundation with no copies retained by the University. Foundation information is not subject to public record disclosure. During the time the information is maintained by the University it is exempt from disclosure from Mississippi's public record law. All University personnel receiving Foundation information are required to sign a Confidentiality Agreement acknowledging the Foundation's ownership of all data and enumerating restrictions on the access, use and dissemination of any such information. Unauthorized printing, downloading or dissemination of this information by University personnel may result in disciplinary action to the employee.

EXPENDITURE OF FOUNDATION FUNDS

The Foundation makes available to the University President and other authorized University personnel funds for expenses that support programmatic, fundraising and other appropriate University activities through the operating budget of the Foundation. In addition, other designated funds are available for

restricted purposes. Prior to submission of withdrawal requests, such requests are verified for payment by the appropriate University official. Additionally, the Foundation exercises oversight with respect to the use of these funds to verify expenditure for use in accordance with donor intent.

In the event the Foundation receives a request for information on these expenditures, the Foundation will review the request and the relevant expenditures to determine whether release of information is appropriate. As a general rule, information may be released only as appropriate stewardship to the Donor Representative of a designated fund. Information on fund expenditures may also be released to the appropriate Signature Authority, the direct supervisor of the Signature Authority or a member of the University's Executive Cabinet, if an appropriate need arises.

The Foundation regularly reports expenditures of a compensatory nature to the Tax Compliance Officer of the University for inclusion of these items in the appropriate employee's compensation amount for a given calendar year. The Foundation also complies with necessary 1099 reporting requirements as determined by the Internal Revenue Service.

EXCEPTIONS

Any exceptions to the disclosure policies contained herein must be approved in advance by the Executive Director of the Foundation, the Foundation's Board of Directors or the Foundation's Executive Committee.