

IACRN Policies

Definitions

The International Association of Clinical Research Nurses (IACRN) shall be referred to in this document as the "Association." The Board of Directors of the Association shall be referred to in this document as the "BoD."

POLICY 1: Membership

Categories

The Association shall have 4 categories of members: Full Member, Associate Member, Life Member, and student. No member may hold membership in more than one category or more than one membership in the same category of membership in the Association.

Qualifications

Any registered nurse who is interested in clinical research nursing and who subscribes to the mission and vision of the Association, agrees to abide by the Bylaws and Association Policies and meets other membership criteria as established by the Bylaws or by the Board of Directors shall be eligible for membership.

Rights and Benefits

Members shall have the rights as described in this section conferred and no other rights. Members shall have the benefits determined by the BoD of this Association.

The qualifications, rights and benefits for the various categories of membership are the following:

Full Member: Full members shall be a registered nurse or the international equivalent, currently working in a research role or a role supporting clinical research. A Full Member shall have the right to vote, to make nominations, and to chair, serve and vote on committees, hold an elected or appointed office, and other privileges as determined by the BoD.

Associate Member: Associate members shall be registered nurses that have an interest in clinical research but are not currently working in a research role or a role supporting clinical research. Associate members hold all the same benefits of Full Membership except they may not hold elected office or chair committees.

Student Member: Student members shall be currently enrolled in a full-time accredited nursing program. Proof of enrollment is required. Student members do not have the right to vote, make nominations, or chair a committee.

Life Member: Life membership is awarded to the IACRN President at the completion of the term as Immediate Past President. Past Presidents who are Life Members shall have all the privileges of full membership. They are not eligible to hold an elected office for 2 years following the completion of their term as Past President.

Emerging Economic Country Member: Members from emerging economic countries classified by the World Bank as “low or middle income” will be offered a reduced annual membership with benefits commensurate for the member level for which they qualify.

Annual Membership Renewal

The BoD of the Association shall determine the dues for membership annually. The Association allows members to join and renew anytime during the calendar year. Membership is good for one to two years based on length of membership chosen. Dues are required annually or biannually. An email is sent to Full and Associate members when their membership has lapsed. Members remain active for a 30 day period of time. After that time the member whose Association dues become delinquent shall be automatically dropped from the Association membership. Membership and its benefits will be terminated upon delinquency. Members can reinstate upon payment of their dues. Dues are not refundable or transferable.

A member who continues to meet eligibility requirements of membership and whose dues are paid in full for the current year shall be considered a member in good standing.

Termination of Membership

The membership of any member of the Association shall terminate upon the occurrence of any of the following events:

- a. The revocation or suspension of a member’s license or registration as a nurse.
- b. The conviction of a member for a felony which indicates that the member may be a danger to public health or safety.
- c. The exhibiting of behavior determined to be inappropriate, unethical, or which could place the Association and/or its membership at risk.

The BoD maintains the right to remove a member for conflict of interest, unethical behavior or obstructive behavior that precludes a committee or the Association from functioning effectively.

Policy 2: Membership Meetings/Conference

Annual Conference

The general membership meeting shall be known as the *Annual Conference*. The Annual Conference shall be held at a time and place determined by the BoD for the purpose of gathering experts in the field of clinical research nursing to discuss salient topics of the specialty practice, exchange ideas for best practices and network with other research nurse professionals in order to disseminate best practices to the public. The conference will include a business meeting consisting of: reports from the BoD and committees, elections of officers, and other business as needed. The general membership may request new business items to be added to the business meeting agenda at the annual conference with a two week advanced notice to the President or the Secretary of the Association.

Special meetings

Special meetings of the members may be called at any time by the President or by a majority of the BoD, or upon the written request of five percent (5%) of the total eligible voting membership. The purpose of the meeting shall be stated in the request and sent to the President or the Secretary of the Association.

Quorum

Ten percent (10%) of the voting members must be present, or represented by proxy, at any full membership meeting of the Association to constitute a quorum. If a quorum is not present at a meeting, any action taken at that meeting will not be considered a valid action.

Policy 3: Board of Directors

Number, Powers and Qualifications

The Association shall be governed by a Board of Directors composed of approximately seven (7) to nine (9) members, including the Immediate Past President, President, President-Elect, Secretary, Treasurer, Treasurer-Elect (every other year), three Members at Large, and an Emeritus member in the state of incorporation. Each member of the BoD shall be a member in good standing. Insofar as possible, members of the BoD shall be elected from different geographical areas and represent the diversity of the Association. Members at large shall be elected for 2 years or until their successors are elected. It is acceptable to create 2-year positions and stagger the election years of the members-at-large. The BoD will evaluate annually the needs for additional representation from the Association. If a member of the BoD holds office in a local chapter, they must relinquish their local officer position as soon as possible, taking into consideration smooth transition and succession planning at the local level. In addition, it is recommended that no Association BoD member should serve as a chairperson of an Association

committee while holding a BoD position. If the newly elected BoD member is currently chairing a committee, plans must be made to transition to a new chairperson.

The BoD, with the advice and assistance of the Management Company, shall control and direct the affairs of the Association including;

1. Establish the vision, mission, and values statements for the Association
2. Determine its policies
3. Execute its purposes
4. Administer its funds
5. Ensure effective organizational planning
6. Manage resources effectively
7. Determine, monitor, and strengthen the Association's programs and services
8. Uphold legal and ethical integrity
9. Recruit and orient new BoD members and assess BoD performance

The BoD shall perform such other duties as are specified in the Bylaws and these policies. The BoD shall act in alignment with the Association, and has no power which is not given to them by the Bylaws.

Meetings

Regular meetings of the BoD shall be held at such times and at such places as the BoD by resolution may determine for the purposes of the Association, and the consideration of any other business which may properly be brought before the meeting. A special meeting of the BoD may be called by the President or shall be called upon the written request of two BoD members.

The BoD shall meet at least quarterly and may meet via electronic or conferencing media.

Quorum

A majority of the directors, three of whom are officers, shall be necessary to constitute a quorum of the BoD at any meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Vacancies of Board Position

The BoD has discretion to appoint an interim position or create a special election, whichever is in the best interest of the Association.

Removal of Directors

Grounds to remove a Director include conflict of interest, unethical behavior, obstructive behavior, or lack of engagement that precludes the board from functioning effectively. A Director who has missed two or more consecutive meetings of the BoD and has failed to obtain prior approval from the President for those absences shall be deemed to have resigned and the Director position shall be declared vacant. The vacancy shall be filled in accordance with Policy 3 “Vacancy”.

The BoD will vote upon removal. Removal of a Director will require affirmative vote of two-thirds of members present and voting when such a vote is taken. Voting will commence at a regularly scheduled meeting of the BoD or at special meeting of the BoD as needed depending upon the urgency of removal.

Bonding

The BoD may require, at the expense of the Association, a good and sufficient surety bond from any officer, subordinate officer, employee or agent which the Directors deem advisable for the faithful performance of their duties. All members of the BoD shall be bonded at the expense of the Association for the term of their office. During their terms of office, all board members’ Association activities shall be covered by liability insurance at the expense of the Association. Coverage under such policies shall be effective on the first day of the term of office at 12:01 am and shall expire midnight on the last day of the elected term.

Policy 4: Officers

Number

The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and such other board members that the BoD may authorize. An officer shall not hold more than one office at a time. Officers must be members in good standing of the Association. These elected Officers shall sit on the BoD and shall perform the duties prescribed by the Bylaws and Policies of the Association. It is acceptable to combine offices, and stagger the election years of the Officers as determined by the BoD.

Term of Office

The Officers shall be elected for one or two year terms or until their successors are elected. Their term of office shall begin on January 1. No Officer shall be eligible to serve more than two consecutive terms in the same office. The President-elect assumes the role of President at the completion of the President’s term; therefore there is no election for President.

Vacancies

In the event the office of President becomes vacant, the President-elect shall serve as President for the unexpired term as well as their expected term of President. In the event the office of Treasurer becomes vacant, the Treasurer-elect shall serve as Treasurer for the unexpired term as well as their expected term of Treasurer. In the event of vacancies in other offices the BoD has discretion to appoint an interim position or create a special election, whichever is in the best interest of the Association.

President

The President shall serve as presiding officer of all regular and special meetings of the general membership and BoD; shall be an ex-officio member of all committees; shall make all required appointments of standing and special committee and task force chairs; shall perform such other duties as are assigned by the bylaws or the BoD. (See position description).

President Elect

The President-elect shall become familiar with the duties of the President and shall succeed to the Presidency at the expiration of the President's term of office or should the President be unable to complete their term for any reason. (See position description).

Secretary

The Secretary shall maintain all records as required by law; oversee the proper recording of the proceedings of the general membership and of the BoD; shall submit minutes to the BoD for approval and shall make approved minutes available to the general membership within 30 days of the meeting; shall manage and direct activities of the Association as approved by the BoD and shall be responsible to the BoD and shall perform other duties as assigned by the Bylaws and the BoD, including but not limited to the following:

1. Maintaining correspondence for the Association by answering IACRN email
2. Notifying members of meetings
3. Supporting the duties of the President & BoD
4. Coordinating nominations and elections
5. Appointing an alternate when unable to participate in a meeting

(See position description).

Treasurer

The Treasurer shall be a resident of the United States until the Association can support broader financial interests. The BoD has responsibility for updating this requirement as the Association grows.

The Treasurer shall oversee the financial affairs of the Association and take appropriate action regarding Association finances at the direction of the BoD. The Treasurer shall perform such other duties as are assigned by the Bylaws and the BoD, including but not limited to the following:

- a. Maintaining ethical financial operations and documentation
- b. Supporting the duties of the President & BoD
- c. Substituting for the President if President or President-elect are unavailable
- d. Overseeing funds, banking, and annual tax preparation
- e. Providing annual fiscal report(s) and documentation of membership
- f. Presenting a financial statement at the annual conference
- g. Bringing any expenditure before the quorum of the BoD if it is greater than \$500.00.
- h. The Treasurer has the ability to approve expenditures of \$500.00 or less.

(See position description).

Policy 5: Other Board Constituents

Emeritus Member

A past member of the BoD shall have Emeritus status in order to maintain Association Articles of Incorporation in the State of Wisconsin. This emeritus status shall be appointed by the BoD. Emeritus status shall have all the privileges of full membership. (See position description).

Treasurer-Elect

The Treasurer-Elect shall be a resident of the United States until the Association can support broader financial interests. The BoD has responsibility for updating this requirement as the Association grows. The Treasurer-Elect shall become familiar with the duties of the Treasurer and shall succeed to the Treasurer position at the expiration of the Treasurer's term of office or should the Treasurer be unable to complete their term for any reason. (See position description).

Member-at-Large

The Members-at-Large shall serve on the BoD and shall complete requests by the BoD to edit documents, provide feedback or provide information. They shall be required to participate in at least one Association committee as a BoD liaison. They shall assist with raising awareness about the mission and goals of the Association to the community and complete specific tasks and assignments of the BoD as needed. There shall be three Members-at-Large at any given time, each serving a two-year term which shall expire on alternating years. One Member-at-Large shall be a Global Member (non-US), one Member-at-Large shall be a US member (See position description).

Immediate Past President

The Immediate Past President shall serve on the BoD and assist the President as requested. They shall be required to participate in at least one Association committee as a BoD liaison. They shall assist with raising awareness about the mission and goals of the Association to the

community and complete specific tasks and assignments of the BoD as needed. (See position description).

Management Company

The BoD may decide to hire a management company and assign to the company the duties of daily financial operations of the Association. These duties are stipulated by the contract between the management company and the Association. The duties include but are not limited to:

- a. Maintaining regular communication with the Treasurer and BoD
- b. Maintaining ethical financial operations and documentation
- c. Accounting procedures related to Association banking, membership fee collection; conference registration, grant and sponsorship income management, and consultation for annual tax preparation
- d. Providing monthly profit and loss statements to BoD; annual fiscal report(s) and documentation of membership.

Terms of Office

The term of office for the Treasurer-Elect shall be a one year term. The Treasurer-Elect assumes the role of Treasurer at the completion of the Treasurer's term; therefore there is no election for Treasurer.

The term of office for President and Members-at-Large shall be two years. The Members-at-Large shall begin their term on alternate years.

The term of office for the Immediate Past President and the President-Elect shall be one year terms.

Policy 6: Elections and Voting by Members

Nominations

The BoD shall appoint 5 members to a Nominations Committee to be announced within the first quarter of every other fiscal year. One member of the Nomination Committee will be selected by the BoD to chair the committee. The Nomination Committee chair will report directly to the BoD. The Nomination Committee chair and members will serve a two-year term. The BoD can replace members as outlined under "Association Committees", Policy 7.

The President/President-Elect will inform the members of their appointments with an explanation of the procedures, schedule for submitting nominees, and overview of roles and responsibilities as outlined in the Nomination Committee SOP. The names of the Nomination Committee members will be posted on the Association web page.

The Nomination Committee will propose nominees for consideration for Officers and Members-at-Large of the Association to the BoD. The BoD will vet the nominees and will submit a final list. This list will be comprised of voting members of the Association. The list of nominees, along with their resumes shall be submitted to all eligible voting members approximately 60 days

prior to the end of the calendar year. The BoD will make every effort to announce the slate of candidates at the annual conference prior to voting by the membership.

Voting

The slate of nominees presented by the Nominating Committee to the voting membership of the Association shall be placed on ballots, which will be distributed by mail or electronic means to all voting members of the Association. Votes are to be cast by the date established by the BoD. Votes received after the deadline established by the BoD will not be accepted for tally.

Officers and Members-at-Large shall be elected by a plurality of the votes cast for each office. The Membership will be given the option to vote yea or nay for unopposed candidates. Officers and Members-at-Large that run unopposed shall be elected by a majority of the “yea” votes cast.

The newly elected Officers and other constituents shall assume their responsibilities beginning on the first day of the calendar year immediately following their election.

Policy 7: Association Committees

Association committees shall be created based on identified Association needs and approved by the BoD. Each committee’s purpose must align with the mission and vision of the Association. Chairpersons for newly developed committees will be appointed by the BoD for one term; subsequent chairpersons will be decided by the individual committee through election or appointment and final approval by the BoD. The exception to this is the Nominating Committee.

Committee Structure, Membership and Leadership

Every committee will be led by a chair and ideally a co-chair. The first year of the committee’s existence, the chair and co-chair will be appointed by the BoD. The co-chair of the committee will succeed the chair, allowing opportunity for continuity of leadership.

Chairperson Responsibilities

1. Responsible to advance committee work and communicate with committee members
2. Responsible for being aware of and in alignment with IACRN strategic plan
3. Responsible for reporting to the BoD upon request

Removal of Committee Chairperson

The BoD maintains the right to remove a chairperson for conflict of interest, unethical behavior or obstructive behavior that precludes the committee from functioning effectively.

Committees are responsible for developing the structure and guidelines for terms of participation using the Association SOP. Committees will identify the number of members required to meet

the committee goals. All committee members will be a member in good standing. Each committee will use a volunteer form to vet applicants for experience, skills and the needs of the committee.

Annual Committee Goals

Committees will be responsible to report on annual goals, objectives, and outcomes to the BoD. Chairs will send committee goals to the BoD as requested. Goals will be created using the Association template. Annual goals require identification of value to the mission and vision of the Association and state necessary resources requested to meet those goals. Annual goals and objectives will be approved by the BoD prior to the annual meeting.

Committee Reporting

Each committee chair and/or co-chair will be responsible to report committee progress quarterly during Committee Chair conference calls. The progress report will consist of a verbal report to the BoD at a prearranged time and during a regularly scheduled call of the BoD. The report should consist of a progress report on annual goals including accomplishments and obstacles to meeting the goals. All committees shall provide a written mid-year status report. The BoD may request additional reports as needed.

BoD Liaison to Committees

Each year the President will assign at least one BoD member as a liaison to each committee. The purpose will be to ensure oversight of the committee's progress toward the goals, mission and vision of the Association. The liaison will also provide additional feedback to the BoD as needed when any obstacle to meeting the goals of the committee requires BoD intervention.

Policy 8: Association Local/Regional Chapters

Association local and regional chapters are ambassadors of the Association and exemplify its mission: "to define, validate and advance clinical research nursing as a specialty practice and to support the professional development of registered nurses who directly or indirectly impact the care of clinical research participants".

Association chapters promote the Association's mission in their local communities by:

1. Promoting and advancing the Association's key initiatives
2. Providing continuing education for clinical research nurses
3. Providing networking opportunities to advance research nursing practice

Establishing a local or regional chapter of the Association and then achieving Association chapter status requires a multi-step application process. Full details of the chapter application process including a step by step guide for developing chapters, pre-requisites for membership, a description of fiscal responsibilities, and description of the chapter relationship to the Association can be found in the *IACRN Step by Step Guide for Developing a Chapter*.

Policy 9: General Provisions

Fiscal Affairs

The fiscal year of the Association shall be January 1st through December 31st.

Fiscal Responsibilities

The Association is a nonprofit, 501c6 corporation. Its financial management policies are established by the BoD, which has fiduciary responsibility. The BoD may delegate limited authority over its financial affairs to the Treasurer and to a representative of the management company; however, the BoD retains full responsibility and fiscal authority.

The Treasurer works directly with the BoD to oversee the management of fiscal procedures and to oversee the management company as it fulfills the daily financial operations of the Association. The Treasurer and representative of the management company regularly report on financial position and investments of the Association to the full BoD.

If the financial implications of entering into a commitment, approving an invoice for payment, and/or signing a contract are not included in the budget, the BoD's approval is required before the commitment can be made over the amount of \$500.00.

It is the policy of the Association to give responsibility for disbursement, including check signing to the Treasurer of the BoD and to a bonded representative of the management company, where appropriate. Neither the Treasurer nor the management company representative shall sign any checks made payable to self nor authorize any other non-approved disbursement to self. The President and Treasurer shall have the ability to approve any expenditure up to \$500.00. All disbursements require approved invoices or expense vouchers. A check in excess of \$10,000 requires two signatures, one of which may be that of the President. The person who approved the invoice or expense voucher may not sign a single signature check.

Financial Statements

The Treasurer will prepare, with the help of the BoD and management company, an annual budget that reflects the Association's strategic plan. The BoD will approve the annual budget before the start of the fiscal year. The budget will show revenue and expense projections for the fiscal year and an estimate of cash flow needs, showing the timing of revenue and expenses.

Additional reports may be prepared as requested by the BoD, including but not limited to: balance sheets, monthly projections of expenses/income, membership revenue.

It is the policy of the Association to prepare quarterly financial statements, including a Statement of Financial Position (actual versus budget) and Membership Revenue Statement. Statements will be distributed to the BoD on a quarterly basis. A fiscal statement will be shared with the membership at the Business Meeting of the annual conference.

Contracts

No contract or agreement for the Association or Membership shall be entered into agreement without prior BoD approval.

Review

These policies will be reviewed by the BoD at a minimum of every three years.

Policy 10: Conflict of Interest

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions: Interested Person

Any Director, Officer, or member of a committee with BoD delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the BoD decides that a conflict of interest exists.

Article III

Procedures, Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with BoD delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

All potential conflicts of interest must be brought to the attention of the BoD. After disclosure of the conflict and all material facts, and after any discussion with the interested person, he/she shall leave the BoD meeting while the determination of a conflict of interest is discussed and voted upon. The remaining BoD members shall decide if a conflict of interest exists.

Procedures for Addressing Conflict of Interest

An interested person may make a presentation at the BoD meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the BoD shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the BoD shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the BoD shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the BoD has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BoD determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the BoD and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the BoD's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

At this time the Association has no compensated BoD, Officer or Member. If at a later date the Association compensates Members, BoD, or Officers, language will be added to these policies to reflect conflict of interest and compensation.

Article VI

Annual Statements

Each Director, Officer and Member of a committee with BoD board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Association is charitable and, in order to maintain its federal tax exemption status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Responsibility for this process is overseen and directed by the Secretary of the Association.

Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BoD of its responsibility for ensuring periodic reviews are conducted.

Policy 11: Confidentiality

Respecting the privacy of our members, staff, and volunteers of the Association itself is a basic value of the Association. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Association BoD. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared. Employees, volunteers and members of the Association may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of the Association that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including BoD members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

All BoD, Committee Chairs & Members, Employees and other individuals as deemed appropriate will be required to sign a confidentiality agreement.