

**DOCUMENT RETENTION POLICY
OF
THE NEAL PEIRCE FOUNDATION**

Adopted by the Board of Directors as of September 29, 2020

ARTICLE I: PURPOSE

The purpose of this document retention policy (the “*Policy*”) is to enhance the compliance of The Neal Peirce Foundation (the “*Corporation*”) with applicable law and to promote the proper treatment of corporate records of the Corporation.

ARTICLE II: POLICY

Section 2.1 General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that can grow unreasonably if records are not eliminated in accordance with this Policy. A mass of records also increases the difficulty of finding pertinent records.

Section 2.2 Future Guidance. From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2.3 Minimum Retention Periods for Specific Categories.

- (a) Organizational Documents. Organizational records include the Corporation’s articles of incorporation, by-laws, IRS Form 1023 or 1023EZ (as applicable), board resolutions, and company policies. Organizational records should be retained permanently. IRS regulations require that the Form 1023/Form 1023EZ be available for public inspection upon request.

- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation’s revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

- (c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

- (d) Board of Directors and Board Committee Materials. Meeting minutes and a record of all actions taken by the Board of Directors or any Board Committee without a meeting should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board of Directors and Board Committee materials should be kept for no less than three (3) years by the Corporation, except that organizational documents should be retained in accordance with Section 2.3(a).

- (e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

- (g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for the time period specified in the applicable provisions of this Section 2.3.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

(i) derives independent economic value from the secrecy of the information;
and

(ii) has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret or intellectual property information for at least the life of the trade secret or intellectual property.

(i) Contracts. Final, executed copies of all contracts, leases, licenses and other legal agreements entered into by the Corporation should be retained. The Corporation should retain copies of such final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, and other documents relating to insurance policies should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Section 2.4 Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

- (ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Section 2.5 Exception for Litigation Relevant Documents. The Corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If any officer, director or employee believes, or the Corporation informs any officer, director or employee, that Corporation records are relevant to litigation, or potential litigation (including disputes that could result in litigation), then such officer, director or employee must preserve those records until the Corporation informs such officer, director or employee that the records are no longer needed.

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