



The corporate records of the T.J. Martell Foundation and its regional offices (hereafter the “Foundation”) are important assets. Corporate records include essentially all records you produce as an employee, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract or a case study, or something not as obvious, such as a computerized desk calendar, an appointment book or an expense record.

The law requires the Foundation to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject you and the Foundation to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place the Foundation in contempt of court, or seriously disadvantage the Foundation in litigation.

The Foundation expects all employees to fully comply with any published records retention or destruction policies and schedules, provided that all employees should note the following general exception to any stated destruction schedule: If you believe, or the Foundation informs you, that Foundation records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until the Legal Counsel determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If you believe that exception may apply, or have any question regarding the possible applicability of that exception, please contact the Human Resources Director.

From time to time the Foundation establishes 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 bear special consideration are identified below. While minimum retention periods are suggested, 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 identified above, as well as any other pertinent factors.

- a) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Foundation’s revenues. Tax records should be retained for at least six years from the date of filing the applicable return.
- b) Employment Records/Personnel Records. State and federal statutes require the Foundation to keep certain recruitment, employment and personnel information. The Foundation should also keep personnel files that reflect performance reviews and any complaints brought against the Foundation or individual employees under applicable state and federal statutes. The Foundation should also keep all final

memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Employment and personnel records should be retained for six years.

- c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Foundation's minute book. A clean copy of all Board and Board Committee materials should be kept for no less than three years by the Foundation.
- d) Press Releases/Public Filings. The Foundation should retain permanent copies of all press releases and publicly filed documents under the theory that the Foundation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against that Foundation.
- e) 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 years.
- f) Marketing and Sales Documents. The Foundation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three 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 at least three years beyond the life of the agreement.

- g) 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 Foundation and are protected as a trade secret where the Foundation:
  - i. derives independent economic value from the secrecy of the information; and
  - ii. the Foundation has taken affirmative steps to keep the information confidential.

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

Failure to comply with this Document Retention Policy may result in punitive action against the employee, including suspension or termination. Questions about this policy should be referred to Laura Heatherly (615-256-2002; [LHeatherly@tjmartell.org](mailto:LHeatherly@tjmartell.org)), who is in charge of administering, enforcing and updating this policy.