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To: Former TIME'S UP Staff

From: Monifa Bandele, Interim President & CEO

Date: October 7, 2021

Subject: Release from the Non-Disparagement Provision in the Employee Proprietary Information and Inventions Agreement

This memorandum serves as a follow up to the communication on August 20, 2021, by TIME'S UP leadership that released former employees from the non-disparagement provision in the Employee Proprietary Information and Inventions Agreement (PIIA). We are sending this follow up communication to ensure that all staff, past and present, have a clear understanding of what the release entails including changes/updates and what remains in effect.

Definitions

- **Non-Disclosure Agreement (NDA)**, also known as a confidentiality agreement, is a contract restricting an employee from disclosing confidential or proprietary information outside of the company.
- **Proprietary Information and Inventions Agreement (PIIA)** are typically trade secrets, processes, methods as well as inventions that a company wishes to keep confidential.
- **Non-Public Information** is any information that identifies, relates to, describes, or is capable of being associated with, a particular individual, including, but not limited to, her or his name, signature, social security number, physical characteristics or description, address, telephone number, passport number, driver's license or state identification card number or insurance policy number, education, employment, employment history, bank account number, credit card



number, debit card number, or any other financial information, medical information, or health insurance information.

Changes and updates

The communication from the August 20, 2021, email from TIME'S UP leadership **released past and present employees from the non-disparagement provision** in the PIIA. This means that the non-disparagement provision is **no longer applicable to anyone, will not be enforced**, and that individuals are **free to discuss with anyone else their personal experiences as an employee at TIME'S UP** and their personal views about TIME'S UP and its work, whether positive or negative (and any prior discussions or disclosures are similarly protected).

The communication also noted that the PIIA contains a provision, which remains in effect, making clear that **employees can always discuss or disclose working conditions at TIME'S UP, including to raise concerns about unlawful discrimination or harassment.**

TIME'S UP **will not use, enforce, or act on non-disparagement provisions in our PIIA** going forward. We updated our PIIA for existing employees to remove the non-disparagement provision. The updated PIIA also clarifies and explains various other circumstances in which an employee is permitted to disclose information notwithstanding the confidentiality obligations in the PIIA, such as disclosures required or protected by law, participating in an investigation by a government agency, disclosing terms and conditions of employment or working conditions under the National Labor Relations Act, any wage transparency or similar laws, and disclosing information about unlawful acts in the workplace (including, but not limited to, sexual harassment). The **updated PIIA has already been shared with all current staff.**



What has remained

The August 20, 2021, communication **does not release** past and present employees from other provisions in the PIIA, including provisions protecting TIME'S UP **proprietary and confidential business information and intellectual property**. TIME'S UP will continue to use provisions in agreements that protect TIME'S UP proprietary and confidential business information and intellectual property, including in agreements with employees and independent contractors.

For example, **non-public information** relating to TIME'S UP directors, officers, and employees, such as home addresses, personal phone numbers, and non-public email addresses for these individuals, that is learned or obtained by an employee in the course of their employment with TIME'S UP is **confidential information of TIME'S UP and may not be used for any purpose** by past or present staff without approval from TIME'S UP.

If you have any questions about this memorandum, please reach out to Tshombe Hubbard, Chief Financial Officer, at tshombe.hubbard@timesupnow.org.