

Subsidiary Board Resolution Noting Parent’s Exclusion and Resolution to Exclude Parent Organization – Sample

I, *(Insert Full Name)*, the duly elected Secretary of *(Insert Name of Subsidiary Organization)*, a corporation in the State of *(Insert Name of State)*, do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the Board of Directors of said Corporation, at which a quorum was present, duly called, and held *(Insert Month Day, Year)*.

BE IT RESOLVED that officials of *(Insert Name and Address of Parent Organization)*, the parent organization of *(Insert Name and Address of Subsidiary Organization)*, shall not require and shall not have access to classified information in the custody of *(Insert Name of Subsidiary Organization)*, a subsidiary organization.

BE IT FURTHER RESOLVED that *(Insert Subsidiary)* hereby acknowledges the execution of a resolution by *(Insert Parent Name and Address)* whereby the Corporation, its officers and directors, as such, will not require and will not have access to classified information in the custody of *(Insert Subsidiary)*, a subsidiary corporation, and further that this action will not affect adversely the policies of said subsidiary involving the security and safeguarding of classified information or performance of classified contracts.

BE IT FURTHER RESOLVED that *(Insert Subsidiary)* acknowledges certificates executed by the individuals listed below who are officers or directors of *(Insert Parent)* and *(Insert Subsidiary)*, that they will not disclose classified information to *(Insert Parent)* or any of its agents.

(Full name and position)

(Full name and position)

BE IT FURTHER RESOLVED that these actions of the Board of Directors of the *(Insert Name of Subsidiary Organization)* are taken for the purpose of exempting the *(Insert Name of Parent Organization)* from the necessity of being processed for a Facility Security Clearance equivalent to that held by the *(Insert Name of Subsidiary Organization)* in conformity with the “National Industrial Security Program Operating Manual.”

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of *(Insert Name of Company)* this *(Insert Date)*.

Signature

Note: Two copies shall be furnished to the local DSS Industrial Security field office with an original signature and corporate seal on each. One copy shall be furnished to the subsidiary. Both the parent and subsidiary must execute a “Certificate Pertaining to Foreign Interest” (SF 328).

If the parent is to be excluded from a higher category of classified information, the next to last paragraph should read “... from the necessity of having to be processed for a Facility Security Clearance equivalent to that held by the (Name of Subsidiary).”