

**WPI Policy of Indemnification for Faculty, Professional Staff and All Other "Exempt"
Employees**

(Approved by the Board of Trustees, February, 1986)

WPI shall indemnify all of its Faculty, Professional Staff and all other "Exempt" Employees including those who serve at its request as Faculty, Officers, Employees or other Agents of any other organization in which WPI has an interest, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, whether civil or criminal, or both, in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been in one of the above described relationships of WPI, or of such other organization. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of WPI and conformed to the requirements of his employment. Each person to be indemnified shall provide WPI with an undertaking to repay the amounts advanced on his behalf if he shall be adjudicated not to have been entitled to indemnification, which undertaking may be accepted without reference to the financial ability of such person to make repayment.