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# Confidentiality (Board of Directors)

# TEMPLATE

## Purpose

The purpose of this policy is to facilitate effective governance of [ORGANISATION] by ensuring Board confidentiality.

## Application

This policy applies to current and past Directors of the Board of [ORGANISATION] unless otherwise specified. This includes where Directors are representing [ORGANISATION] as a Board member, attending a Board meeting, attending a [ORGANISATION] conference or function, including retreats and social events.

## Definitions

**Board Papers** means all written communications to Board member/s including without limitation monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to the Board member as a Board member during his or her time in office.

## Policy

* Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.
* The obligation to maintain confidentiality continues to apply even after a person has left the Board.
* A Director must not improperly use the information to:
  + gain an advantage for themselves or someone else; or
  + cause detriment to the organisation.
* If a request is made for access to one or more Board Papers, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:
  + the importance of maintaining confidentiality to facilitate effective board meetings;
  + the importance of complying with the law – including privacy law - and recognising that the law sometimes creates duties to disclose or protect information;
  + whether the person requesting the document is a member, and the important role of members in holding the Board accountable; and
  + the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.
* Nothing in this policy is intended to prevent the Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.
* Any person who is not a member of the Board but is present at a Board meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.
* Board Papers will be created, maintained and distributed in a manner which is consistent with their confidential status. They will be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).

## Relevant legislation

* Corporations (Aboriginal and Torres Strait Islander) Act 2006
* Privacy Act 1988

## Associated policies

* Code of Conduct (Board)
* Communications Policy
* Conflict of Interest (Board) Policy

## Authorisation

<Signature of Board Chair>  
<Signature of Manager>  
<Date of approval by the Board>  
<Name of Organisation>