



Policy, Procedure and Agreement - Board and Committees Confidentiality

Purpose

Board confidentiality is important to encourage open and frank discussions at meetings, help facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protect information that is confidential, personal, or relates to employment, commercial or legal matters.

The purpose of this policy is to facilitate effective governance of this entity by ensuring Board and *committee confidentiality.

Policy Statement

This policy also relates to any committee members and information.

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes, but is not limited to, 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.

Maintaining confidentiality will also help ensure observance by Board members of the following legal duty (*Corporations Act 2001*):

A person who obtains information because they are, or have been, a member of the Board 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 Constitution and 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.

Any person [such as a member, note taker, presenter, facilitator or consultant/advisor] 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 (written and spoken) obtained due of their participation/attendance in the meeting.

NOTE:

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.

****Board Papers** means all written communications to Board member/s including, but not limited to, board papers, submissions, minutes, letters, memoranda, emails, 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.

Responsibilities

- The Chair is responsible for bringing this policy to the attention of prospective Board and Committee members.



Policy, Procedure and Agreement - Board and Committees Confidentiality

- The Secretary must ensure that it is included in the induction and induction kit for new Board and Committee members.
- Requests for access to Board Papers should be made to the Secretary who should include consideration of the request as an item on the Board agenda.

Procedure Statement

The Secretary shall ensure that Board Papers are created, maintained and distributed in a manner which is consistent with their confidential status. They shall be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons.

All Member Protection Policy (MPP) paperwork must be kept secure and according to the MPP directions and privacy legislation.

In circumstances where a request for access to Board Papers has been made, and there is reason to believe that there are laws governing the disclosure or non-disclosure of the document, the Chair and/or Secretary will obtain legal advice on the matter to assist the Board in its consideration of the request.

*Definition - The mention of the word/s 'committee/s' or 'committee meeting/s' is taken here to also mean any type of national or otherwise group created by the Board e.g. committee, taskforce, project group etc.

This policy has been read and agreed to by –

Board/Committee Member's Name and Signature

----- Date -----

Document Authorisation

Name and Signature of Board Chair

----- Date -----

Date of approval by the Board -----

This document history and instructions

Update:

Review and adopt – The last meeting of the Board before an AGM and when the Constitution changes.

1. Version: Draft - 16/07/2018
2. Version: 1 Adopted - 29/08/2018
3. Version: 2 Adopted – 27/03/2019 – minor name changes
4. Version: 3 - Adopted – 10/02/2020 – definition update (27/01/2020)
5. Logo updated – 10/07/2020

Related Documents:

Name	Status	Status Date