Board Confidentiality Policy

*Last updated April 2015*

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| --- | --- | --- | --- |
| Policy number | [insert number] | Version | [insert number] |
| Drafted by | [insert name] | Approved by Board on | [insert date] |
| Responsible person | [insert name] | Scheduled review date | [insert date] |

### Introduction

* 1. Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

### Purpose

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

### Policy

* 1. 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.
  2. The obligation to maintain confidentiality continues to apply even after a person has left the Board.
  3. Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:

*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.*
  1. 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 recognizing 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.
  1. 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.
  2. Any person [such as CEO or Secretary] 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.
  3. **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.

## Board Confidentiality Procedures

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| --- | --- | --- | --- |
| Procedure number | [insert number] | Version | [insert number] |
| Drafted by | [insert name] | Approved on | [insert date] |
| Authorised person | [insert name] | Scheduled review date | [insert date] |

### Responsibilities

* 1. The Chair is responsible for bringing this policy to the attention of prospective Board members.
  2. The Secretary must ensure that it is included in the induction kit (if such a kit exists) for new Board members.
  3. 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.

### Processes

* 1. 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 (including employees).
  2. 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 CEO will obtain legal advice on the matter to assist the Board in its consideration of the request.

### Related Documents

* [Transparency and Accountability Policy](https://communitydirectors.com.au/policies/transparency-and-accountability-policy)
* [Privacy Policy](https://communitydirectors.com.au/policies/privacy-policy)
* [Code of Ethics](https://communitydirectors.com.au/policies/code-of-ethics)

About this document

This policy sample has been developed by the [Institute of Community Directors Australia](https://www.communitydirectors.com.au?utm_campaign=policybank&utm_medium=doc&utm_source=website&utm_content=template) (ICDA) and is free for any not-for-profit organisation to download and use, so long as it is for a non-commercial purpose and that the organisation is not paying a consultant to carry out this work. [Click here](http://www.ourcommunity.com.au/general/general_article.jsp?articleId=2153#16) for our full copyright guidelines.

### Important notes

* You can't (or shouldn't) rely on these sample policies and procedures alone. They’re a starting point, but you will have to adapt them to suit your own language and requirements.
* Most samples include both policies and procedures (the policies provide guidance on standards, while procedures give instructions on implementing standards). We recommend adopting policies at a board level, while procedures can be developed/signed off by the organisation's CEO.
* We use the term ‘board’ to cover boards, committees of management, or anybody that has final authority in your organisation. And the term ‘CEO’ extends to executive directors, or your chief administrator. You should change the terms in these policies to match those used in your organisation.

### Other policies

There are numerous policies available on the [Community Directors website](https://communitydirectors.com.au/tools-resources/policy-bank). You can hunt for what you need with our site search function.

### Make a deposit

If you have some great policies that your organisation thinks would be of use to other groups, email them to [service@ourcommunity.com.au](mailto:service@ourcommunity.com.au). We'll review them, amend them so that they're applicable to the greatest number of not-for-profits possible, push them into our format, and load them up.

### Join us!

ICDA is a best-practice governance network for the directors serving on Australia’s 600,000 not-for-profit boards, committees and councils, and the senior Workers who support them.

ICDA members get access to a range of educational, capacity building and networking opportunities that build knowledge, connections and credentials.

If you appreciated this free policy, we would appreciate your ongoing support by joining ICDA from only $65 p.a

### The benefits of membership

1. Receive ‘responsible person’ status – ICDA members are recognised by the ATO under ‘responsible person’ rules
2. Recognition – three membership post-nominal options, providing community and professional recognition for educated and engaged not-for-profit members
3. Capacity building publications – current trends, issues and emerging areas of risk via member-only newsletters governance help sheets
4. Policy alerts – receive notification when changes are made to governance, human resources, financial management, values and communications policies you’ve downloaded through the Policy Bank
5. Preferential member pricing – members receive discounts for the Festival of Community Directors events and online Compact Courses
6. Alumni events – access to deep connections and a vibrant network of believers and doers. There’s an online forum, as well as regular invitations to events like Communities in Control Conference
7. Access to forums, networks, information and opportunities – boost your confidence (and competence) and open career doors
8. Budget-friendly – for as little as $65 a year you get all the benefits outlined above and so much more.

### Legal advice at a pre-agreed price

Please note that this is a template policy for guidance only. For assistance in tailoring this policy to suit your organisation, or for legal advice at a pre-agreed price or training in this area, please do not hesitate to contact Our Community’s preferred legal supplier [Maddocks](https://maddocks.com.au).

E: [NFPHelp@maddocks.com.au](mailto:NFPHelp@maddocks.com.au) | W: <https://maddocks.com.au>