**Confidentiality policy**

### **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 Centrecorp Foundation 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.

**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.