

Policies and Procedures

Section: Governance	Policy Number: 2011-06
Subject: Confidentiality	Approved by: Board of Directors
Original Effective Date: June 8, 2011	Revision Dates: May 8, 2017

Chairperson

Date

Confidentiality - Draft 2

Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the board. This Policy applies to the Board all non Board members.

Policy

The directors owe to the corporation a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the corporation received in their capacity as directors **or Board Committee members** unless otherwise authorized by the board. All minutes of meetings of the Board or Board committees shall be marked confidential and shall be handled in a secure manner.

For matters related to Board spokesperson and media contact and public discussion refer to the Code of Conduct Policy 2011-04.

Confidentiality Agreement

All board members are to sign a confidentiality agreement prior to starting their term **and on an annual basis. See attached form.**

In Camera Meetings

When confidential topics need to be discussed, "In Camera" meetings **may** be held. **These are** generally meant for board members only but others may be invited **or excluded**. "In Camera" meeting procedures may be adjusted to meet special circumstances as determined by those in attendance.

In camera sessions have a legitimate purpose but their use should be limited because they may restrict the range and quality of information available to the board.

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The Board may, by motion and vote of the directors, add an in camera session to any meeting agenda where the item to be discussed concerns:

- **Confidential personnel matters about an identifiable individual, including employees, directors, or members**
- **Contractual matters, including matters subject to confidentiality agreements with third parties**
- **Litigation or potential litigation**
- **The receiving of advice that is subject to privilege, including communications necessary for that purpose.**

Procedure for Maintaining **In Camera** Minutes

The minutes of any board meeting that has involved an in camera session must reflect that the session took place. The subject of the in camera session, the decision made, and where possible, the reason(s) for the decision, should be recorded in the meeting minutes. The board will provide clear direction to the Secretary on what should be minuted and what should not be minuted with respect to this session.

Separate minutes of the In Camera session are to be recorded by the Secretary or designate using the Attached In Camera Meeting Template. The Board will provide direction on what is to be minuted.

The in camera session minutes will be distributed within one week to the Board Chair. At the subsequent Board meeting the *minutes will be shared with those who participated in the session and after their approval be kept confidential and separately along with any materials considered as part of the in camera meeting by the Board Chair. Member copies will be collected by the Secretary/designate and shredded. Any requests for access to in camera minutes by any individual should be directed to the Board Chair for consideration.

At the end of the Board Chair's term, the minutes of In Camera sessions will be passed along to the new Board Chair directly.

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***Minutes may be in the form of a hard copy for in person meetings or an electronic copy viewed by all for electronic meetings such as by Zoom.**