



Cambrian College Foundation Board of Directors – Confidentiality Policy (Board Governance)

Original Date Approved: June 12, 2018

Date Reviewed by Governance Committee: September 6, 2019

Date Revised:

1. Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the Board. This policy is further to the Confidentiality clause of the Board Bylaw. Directors should also refer to the Code of Conduct Policy for more information on this matter.

2. Policy

The directors owe to the Foundation 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 Foundation received in their capacity as directors unless otherwise authorized by the Board.

Every director shall ensure that no statement not authorized by the Board is made by him or her to the media or public.

3. Applications

This policy applies to all Board and non-Board committee members.

4. Confidential Matters

- a) All matters that are the subject of closed (*in camera*) sessions of the Board are confidential until disclosed in an open session of the Board.
- b) All matters that are before a committee or task force of the Board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the Board.
- c) All matters that are the subject of open sessions of the Board are not confidential.

5. Procedure for Maintaining Minutes

- a) Minutes of closed sessions of the Board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a director designated by the chair of the Board.
- b) All agendas and minutes of closed sessions of the Board shall be marked confidential and shall be handled in a secure manner.



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- c) All minutes of meetings of committees and task forces of the Board shall be marked confidential and shall be handled in a secure manner.
- d) Notwithstanding that information disclosed or matters dealt with in an open session of the Board are not confidential, no director shall make any statement to the press or the public in their capacity as a director unless such statement has been authorized by the Board.

6. Amendment

This policy may be amended by the Board.

Signature _____

Date _____