



Board: Confidentiality Policy

Introduction

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

The purpose of this policy is to facilitate effective governance of Transcend Australia Ltd by ensuring Board confidentiality.

Policy

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes Board meeting minutes, agendas, reports 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 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.*

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 of Transcend Australia Ltd, 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.

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.

Any person 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, submissions, minutes, letters and working group 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 their time in office.

Responsibilities

The Board Chair is responsible for bringing this policy to the attention of prospective Board members. The Secretary must ensure that it is included in the induction materials for new Board 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.

Procedures

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 of Transcend Australia Ltd).

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 Board Chair will obtain legal advice on the matter to assist the Board in its consideration of the request.

All Board members have a responsibility to keep Board Papers in a safe place.

Board members must not share Board Papers, or the content of these papers with people who are not on the Board.

If a Board member or volunteer believes that there has been a breach of this policy, they should notify the Board Chair or Secretary.

All documentation should be returned to the Board Secretary upon vacating your position on the Board.

Breaches of this policy may result in disciplinary action such as dismissal from the Board.

Document History

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