

BOARD OF TRUSTEES CONFIDENTIALITY POLICY

PURPOSE

The purpose of this document is to ensure that all confidential matters and documents considered by the Board of Trustees and its Committees are held in confidence and to provide guidance to Trustees and members of the University administration in how to maintain confidentiality.

For the purposes of this Policy, reference to the Chair includes the Chair of the Board and the Chair of a Committee, as the context requires.

SCOPE

This Policy applies to the members of the Board of Trustees, Board Committees and Board Subcommittees in the conduct of Board affairs.

POLICY STATEMENT

1. **Obligation of confidentiality**

Trustees are expected to respect and maintain the confidentiality of confidential Board documents and discussions. Matters or documents identified as confidential, either in writing or orally, must be not disclosed to or discussed with any individual who is not a member of the Board or who is not a member of the University administration who was present for the confidential discussion.

2. **Marking documents confidential**

All documents submitted for Board and Committee meeting agendas that are deemed confidential must be clearly marked confidential before being provided to the University Secretariat for distribution to the Board and Committees. All documents marked Closed, In Camera or Confidential shall be deemed confidential.

3. **Distribution of confidential documents**

The Secretariat will make confidential documents available to Trustees using appropriate security and encryption, such as posting the materials in the Board's secure online document sharing system.

4. **Distribution of highly confidential documents**

In exceptional circumstances, documents considered highly confidential in the opinion of the Chair may be distributed to Trustees in print or on screen during a meeting, provided that Trustees are given adequate time to read the material before

discussion. Any confidential material distributed in print will be collected and retained in a secure confidential file by the Board Secretary in accordance with the University's records retention requirements. If the Chair determines that it would be beneficial for members to receive the highly confidential materials in advance of a meeting, the Chair may direct that the materials be made available in advance in a secure format that appropriately protects the security and confidentiality of the materials.

- 5. Maintaining confidentiality when attending meetings remotely**
Any trustee who attends a Board or Committee meeting remotely through teleconferencing or online meeting technology must ensure that confidential discussions during the meeting cannot be overheard, that confidential materials shared or shown on screen during the meeting are not visible to any other person, and that no confidential information or deliberations are disclosed through the meeting technology functionality (such as a chatfeature).
- 6. Access to confidential documents by non-Board members**
The Chair will determine which, if any, resource staff or guests receive confidential documents.
- 7. Withholding of confidential documents**
Where a conflict of interest has been identified or declared by a member, the Chair may at their discretion withhold from such member any document which relates to the conflict of interest.
- 8. Storage and destruction of confidential documents**
Trustees who receive confidential documents have an obligation to ensure that they are stored using appropriate security and encryption or securely destroyed.
- 9. Duration of confidentiality**
All material marked confidential will remain confidential unless officially declared to be public information by the Board of Trustees.

COMPLIANCE AND REPORTING

- 10. Consequences of breach**
Respect for confidentiality is of the utmost importance and any breach of confidentiality by a Trustee may be subject to sanction in accordance with the Board bylaws.

Policy owner:	Chair of the Board Governance/Nominating Committee
Authorized by:	Board of Trustees on June 23, 2016
Effective date:	September 24, 2026
Next review:	September 1, 2029
Revision history:	June 2018, December 2018, July 2016
Related documents:	• Board of Trustees Bylaw • Board of Trustees Code of Conduct