

Document Name:	Confidentiality for Board and Committee Members		
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Review Period:	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	Manual: Governance Policy Manual	
Classification:	Board of Directors	Section: Board Effectiveness	
Owner: President & CEO	Signing Authority: Board of Directors		

POLICY STATEMENT:

The directors owe to the hospital 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 hospital received in their capacity as directors unless otherwise authorized by the board. Members will sign a Confidentiality Agreement.

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

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

PROCEDURE:

Confidential Matters

1. All matters that are the subject of closed sessions of the board are confidential until disclosed in an open session of the board.
2. 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.
3. All matters that are the subject of open sessions of the board are not confidential.
4. Each member shall sign a Confidentiality Agreement ([51-A-172-xx](#)).
5. If an alleged breach occurs, the following steps will be taken:
 - 5.1 The breach will be investigated by the Governance Committee or an appointed representative to determine its nature, scope, and impact of the breach of confidentiality.
 - 5.2 If the allegation is founded, the Governance Committee will determine the appropriate course of disciplinary action up to and including the removal of the Director from the Board.

Procedure for Maintaining Minutes

1. 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

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by the chair of the board.

2. All minutes of closed sessions of the board shall be marked confidential and shall be handled in a secure manner.
3. All minutes of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.
4. Notwithstanding that information disclosed or matters dealt with in an open session are not confidential, no director shall make any statement to the press or the public in his capacity as a director unless such statement has been authorized by the board.

ASSOCIATED FORMS:

FORM NUMBER	FORM NAME
51-A-172-XX	Confidentiality Agreement

REFERENCES:

1. Guide for Good Governance, OHA