



LAURENTIAN UNIVERSITY'S STUDENTS' GENERAL ASSOCIATION BOARD OF DIRECTOR CONFIDENTIALITY AGREEMENT

1. PURPOSE

- 1.1. This Policy is designed to provide guidance for each Board and Committee Member with regard to confidential matters that come before the Board, any Committees.
- 1.2. The objective of this Policy is to address matters of confidentiality in a manner that permits the board of directors of the SGA/AGÉ to maintain the highest business and ethical standards, to protect the integrity of the SGA/AGÉ and to achieve appropriate levels of transparency and accountability in matters before the Board, and to support the maintenance of effective relationships among, SGA/AGÉ administration and stakeholders.
- 1.3. Board and committee members have a duty to maintain confidentiality with respect to all matters that come into their knowledge or possession while exercising a power or performing their duties on the Board, on any committee appointed by the Board, or in the course of performing any duties under the Constitution or policies.

2. GENERAL REQUIREMENTS

- 2.1. Members will recognize the responsibility to maintain confidentiality and will undertake to refrain from providing any information or discussing any matter expressed in board or committee meetings, except where:
 - 2.1.1. The facts are already in the public domain and are authorized by the Board for discussion;
 - 2.1.2. A consensus has been reached by the Board with respect to discussion of a particular matter;
 - 2.1.3. The matter is one of general principle (e.g. principles of penalty, recognized ethical and professional standards) where confidential information about an individual matter would not be disclosed;
 - 2.1.4. In response to a specific request by any board member, the Board authorizes the discussion or release of information
- 2.2. Members must take reasonable steps to ensure that information relating to all matters that come into their knowledge or possession in the course of their duties on the Board, on any committee appointed by the Board, or in the course of performing any duties under the Regulations or Bylaws is not improperly disclosed or used. This includes properly securing the source or location of the information that is in the member's possession or control, specifics of which follow.
- 2.3. Where any member is unclear about whether an inquiry can be responded to, the member should raise the matter before the Board or, if this would cause unreasonable



delay and the matter is urgent, the member should contact the President and Chief Executive Officer.

- 2.4. On many occasions the issues discussed by the Board or committees will generate debate and invoke differing opinions prior to a decision being reached. Once a decision is reached, members should limit their comments to the decision per se and to the principles governing that decision. Members must not discuss the varying opinions of individual members and, in particular, should not discuss their own opinion if this differs from the decision reached by the Board or committee.
- 2.5. Members will not solicit or engage in public interviews with the media, or agencies, governmental or otherwise, with respect to issues involving the Board, committees or matters before either. Members should refer the media or any agencies requesting information to the Office of the President and Chief Executive Officer.
- 2.6. Members will not engage in discussion or activities which undermine the goals or the public perception of the Board or the organization. Members will often be contacted by members of the public who wish to express their views on general or specific matters which have been reported in the media. In these situations, the response of all members shall be governed by these guidelines. Where appropriate, an offer can be made to bring the concerns to the attention of the Board for information and discussion purposes. In appropriate circumstances the Board may then direct that a response be made or a position stated.
- 2.7. Members will return to the SGA/AGÉ any information confidential to the SGA/AGÉ that is in their possession or control promptly upon ceasing to be a member or at the request of the SGA/AGÉ.
- 2.8. Members are bound by this duty of confidentiality during their term as a board member and this duty continues after their term ends.
- 2.9. Members will be required to sign a copy of this Confidentiality Policy as indicated below. Members will be proactive in identifying and reporting any breach of this policy.

3. SOURCE OF THE DUTY OF CONFIDENTIALITY

- 3.1. Board members of a non-profit corporation are in a fiduciary relationship with the corporation. This means that they are obliged to act honestly and in good faith in respect of the corporation.
- 3.2. The obligation has many components, including a duty to avoid conflicts of interest and a duty to avoid abusing their position to gain personal benefit.
- 3.3. One component of board members' fiduciary obligation is a duty to maintain the confidentiality of information that they acquire by virtue of their position.

4. WHEN IS THE DUTY OF CONFIDENTIALITY ENGAGED



- 4.1. Board members' duty of confidentiality can affect their actions in a variety of scenarios. Below are some examples of situations in which the duty of confidentiality can become engaged.
 - 4.1.1. In some cases, the duty of confidentiality may relate to the disclosure of personal information to which the board member is privy as a result of his or her position, for example personal health information, employee information, or information regarding a member's financial position.
 - 4.1.2. In some circumstances, the duty of confidentiality may be closely linked with directors' duty to avoid conflicts of interest. For example, a board member may have loyalties towards a constituency, special interest group or individual within the membership of the organization. If the board is engaged in making a decision that the group or individual has a position on or would be affected by, it would be inappropriate for the board member to share with the group or individual information that the board member learned through his or her position. It is the board member's duty to maintain the confidentiality of information gained through his or her position, regardless of obligations or loyalties to other organizations or individuals.
- 4.2. The board may engage in heated discussion in the course of decision-making. It would be inappropriate for a board member to gossip among the wider organization about "who said what" after the decision has been made or during the course of discussion.

5. CONSEQUENCES OF BREACHING THE DUTY OF CONFIDENTIALITY

- 5.1. The organizational consequences of a confidentiality breach at the board level will vary. If board members do not have confidence that their colleagues will keep board discussions in confidence, the organization's governance will suffer, since good governance requires full and frank disclosure at the board level.
- 5.2. In addition, individuals or the organization itself may be harmed by the inappropriate disclosure of information.