

# Sample Board Policy on Confidentiality

*Note: The following policy is intended to be an example that boards should adapt to meet their individual needs.*

## **Purpose**

To ensure that certain matters which should be confidential to members of the board are not disclosed unless disclosure is authorized by the board.

## **Policy**

Pursuant to the Duty of Loyalty, directors shall not disclose or discuss with another person or entity, the press or the public or use for their own purpose, confidential information concerning the business and affairs of the hospital received in their capacity as directors unless otherwise designated or authorized by the board. Every director shall ensure that no statement not authorized by the board for public comment is made by him or her to the press or public.

## **Application**

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

## **Confidential Information**

1. All information received by a board member in the capacity of a member of the board shall be considered confidential unless otherwise designated by the board.
2. All matters or information that are received by a member of a committee or task force of the board are confidential unless they have been designated as not confidential by the chair of the relevant committee or task force.

## **Procedure for Maintaining Minutes**

1. Minutes of closed or executive sessions of the board or of meetings of committees and task forces 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.
2. All minutes of closed or executive sessions of the board or of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.
3. All confidential minutes shall be marked confidential and shall be handled in a secure manner.
4. 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.

## **Amendment**

This policy may be amended by the board.

Approval Date:

Last Review Date: