

Board Records Policy



Policy number	POL005	Version	A
Drafted by	FOP Australia Board	Approved by Board on	02/07/2019
Responsible person	FOP Australia Board	Scheduled review date	02/07/2022

INTRODUCTION

Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of FOP Australia's vision, 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 FOP Australia by ensuring confidentiality at the Board level.

POLICY

Board members must keep confidential all information pertaining to matters dealt with or considered by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and the information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has ceased to be a Board member.

Maintaining confidentiality as a general rule will also help ensure that Board members comply with the duties set out in the Australian Charities Not-for-Profit Commission (**ACNC**) Governance Standard 5, including the following legal duty:

A Board member must not misuse information obtained in their performance of their duties as a director of FOP Australia to:

- *gain an advantage for themselves or someone else; or*
- *cause detriment to FOP Australia. .*

If a person requests access to one or more Board Papers*, the Board may on a case by case basis resolve to provide access to the relevant 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 preserving any legal professional privilege that may attach to any legal advice prepared for the benefit of FOP Australia or the Board;
- the importance of complying with the law – including privacy laws - and recognising that the law sometimes may create an obligation disclose

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information (e.g. to regulators or under a court order) or protect the disclosure of information (e.g. under privacy laws);

- whether the person requesting the document is a member of FOP Australia, and the important role of members in holding the Board accountable; and
- the need to be consistent in the way that Board Papers are treated, and the consequences of establishing any precedent or expectation regarding disclosure of documents / information discussed at Board meetings.

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) as an observer or otherwise must be informed, prior to their attendance at the Board meeting, of the importance of maintaining in confidence all information they become privy to as a result of their participation in the meeting.

Board Papers means all written communications to Board member/s including without limitation monthly/quarterly board papers, submissions, minutes, letters, memoranda, legal advice, board committee and sub-committee papers and copies of other documents referred to in any of the above mentioned documents made available to a Board member during his or her time in office.

AUTHORISATION

02/07/2019
FOP Australia

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RESPONSIBILITIES

The Chair is responsible for bringing this policy to the attention of prospective Board members.

The Secretary must ensure that this policy is included in the Induction Package for new Board members.

Any request to access Board Papers should be made to the Secretary. The Secretary must include this request for access as a Board agenda item for the Board's consideration.

PROCEDURES

The Secretary must ensure that Board Papers are created, maintained and distributed in a manner which is consistent with their confidential status. Board Papers must be stored in FOP Australia's electronic records system, kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).

Board members will have access to the archive of Board Papers (including electronic records) during their term, with access being granted within fourteen days of a request for access.

FOP Australia members may be granted temporary access on a case by case basis to all or part of the FOP Australia Board Papers that are stored electronically in order to assist with FOP Australia activities. Any such access will be granted at the discretion of the Board having regard to the principles and procedures set out in this policy.

Within the FOP Australia's electronic records systems, any documents in draft form must be identified as such. Once a document has been endorsed by the Board, the document can be finalised and the date of endorsement recorded on the document and/or meeting minutes.

In circumstances where a request for access to Board Papers has been made, and there is uncertainty as to whether the disclosure or non-disclosure of the document is permitted, including where there are concerns that legal professional privilege attaches to the relevant document, the Board will obtain legal advice to assist the Board in its consideration of the request.

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