

BOARD CONFIDENTIALITY POLICY & PROCEDURES

Introduction

Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and 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 Whistlewood Common Limited (WCL) by ensuring Board confidentiality.

Policy

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

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

Maintaining confidentiality as a rule will also help ensure observance by Board members of the following legal duty:

- A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:
 - gain an advantage for themselves or someone else.
 - cause detriment to the organization.

If a request is made for access to one or more board papers*, the Board may, on a case-by-case basis, resolve to provide access to the 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 complying with the law - including privacy law - and recognizing that the law sometimes creates duties to disclose or protect information.

- Whether the person requesting the document is a member, and the important role of members in holding the Board accountable.
- The need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.
- There is a desire for transparency in all matters consistent with appropriate levels of confidentiality.

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) must maintain in confidence all information obtained because of their participation in the meeting.

Responsibilities

The Chair is responsible for bringing this policy to the attention of prospective Board members. Requests for access to board papers should be made to the Chair who should include consideration of the request as an item on the Board agenda.

Procedures

The Chair shall ensure that board papers* are created, maintained and distributed in a manner which is consistent with their confidential status. They shall be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by any unauthorised person/s.

In circumstances where a request for access to Board Papers has been made, and there is reason to believe that there are laws governing the disclosure or non-disclosure of the document, the Chair will obtain legal advice on the matter to assist the Board in its consideration of the request.

**Board papers mean all written communications to Board members including, without limitation, monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers and copies of other documents referred to in any of the above-mentioned documents made available to the Board member as a Board member during their time in office.*

Approved: WW Board PJ, CG, GT, RD, AC, FG

DATE 31/7/2025