



GUIDELINES ON THE CONFIDENTIALITY OF BOARD MEETINGS

- The aim of confidentiality is not to stifle the flow of information but to ensure that information flows to Fellows are properly managed by the College, rather than by individual Fellows.
- Confidentiality requirements also ensure that the same information is generally available to all Fellows, rather than selectively available to certain groups.
- Under the Corporations Act the College is required, via the Company Secretary, to keep minutes of all meetings of Directors (board meetings) and members (annual general meetings).
- The College also keeps records of all papers relevant to Board meetings.
- The responsibility to keep records of meeting minutes and papers falls on the College, and not individual Directors. The records retained by the College comprise the official record of all meetings of the College bodies.
- Meetings of College bodies will not be electronically recorded, as this practice is generally considered to be invasive and an inhibitor to members of College bodies from engaging in full, frank and free ranging discussion of relevant matters.
- Directors are under no obligation to retain Board papers.
- During their term on the Board Directors are entitled to access the Board papers and minutes held by the Company Secretary.
- After their retirement from the Board Directors who are subject to any legal claim have access to College records for up to seven years under the Deed of Access and Indemnity.
- After their retirement from the Board Directors are also required, under the Deed of Access and Indemnity, to return to the College any records or documents in their possession.
- Further, under the Deed of Indemnity, after their retirement from the Board, Directors undertake to observe the same duties of confidentiality to the College as if they remained a Director. However the former Director may:-
 - a. Disclose relevant information regarding any legal proceedings of any nature brought against the former Director by any person (including the College) to their legal advisors and to any third parties connected with those proceedings; and
 - b. Make disclosures as required by law for the purpose of those proceedings.
- It is best governance practice for Directors or Committee members to return Board papers to the Company Secretary at the end of each meeting.
- Directors may choose to retain their Board papers. Any papers retained or notes made by Directors may be requisitioned as evidence in court, and any ambiguous, inconsistent or incomplete records or notes may cause embarrassment in legal proceedings.
- If notes are made it is advisable that they be destroyed after the minutes of the meeting have been approved and signed, as the minutes constitute the record of the meeting's proceedings.
- If the Board wishes a particular paper presented to the Board to be more widely circulated it can pass a resolution allowing that paper to be distributed to a specified group.
- At the end of each meeting the Board should determine general discussion points of items that Directors can freely discuss with Fellows, and which items should remain confidential. The report of the Board at the end of each meeting provides context in explaining the Board's discussions and considerations and is available to all stakeholders.