

Confidentiality of Board and College Body Meeting Guidelines

Area of College	Governance
Document Writer	Senior Governance Officer
Document Owner	Company Secretary
Approved by	Company Secretary
Effective Date	20/10/2022
Next Review Date	20/10/2025
References/Legislation	Corporations Act 2001 (Cth)
Associated RACP Documents	The RACP Constitution Board Charter Governance of College Bodies By-law
Applicability	Australia and Aotearoa New Zealand

Note: This is a controlled document within the [RACP Policy Framework](#). The Framework covers all RACP policies, procedures, by-laws, terms of reference, guidelines, forms and so forth. Any new documents or amendments of existing documents or changes to approver, owner or area of college should be done in accordance with the RACP Policy Framework and Document Control (RACP Policy Framework) Procedure.

TABLE OF CONTENTS

1. INTRODUCTION	3
2. PURPOSE	3
3. INSTRUCTIONS	3
4. DEFINITIONS	4
5. HISTORY	4

1. INTRODUCTION

The aim of confidentiality is not to stifle the flow of information but to ensure that information is properly managed by directors, College Body members and staff.

2. PURPOSE

The College is committed to maintaining confidentiality of College documents and information. This Guideline is to assist directors, College Body members and staff in maintaining confidentiality of College documents and information.

3. INSTRUCTIONS

- a. 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).
- b. Each College Body is responsible for and required to keep records of all meeting papers and minutes relevant to College Body meetings.
- c. The records retained by the College comprise the official record of all meetings of the College bodies.
- d. Meetings of College Bodies will not be electronically recorded, as this practice is considered to be invasive and an inhibitor to members from engaging in full, frank and free ranging discussion of relevant matters.
- e. Directors and College Body members are under no obligation to retain meeting papers.
- f. During their term on the Board or College Body, directors and members are entitled to access the meeting papers and minutes held by the secretariat. All Board or College Body records and documents are to be returned to the College after retirement from the Board or College Body.
- g. Under the Deed of Access and Indemnity a Board director subject to any legal claim may have access to College records for up to seven years.
- h. After the completion of directors and members term, directors and members undertake to observe the same duties of confidentiality to the College as if they remained a member of the Board or a College Body. However, the former College Body member may make disclosures as required by law for the purpose of those proceedings.
- i. It is best governance practice for Directors and College Body members to return meeting papers to the secretariat at the end of each meeting.
- j. 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.
- k. If the Board or College Body wishes a particular paper presented at a meeting to be more widely circulated it can pass a resolution allowing that paper to be distributed to a specified group.

Confidentiality of Board and College Body Meeting Guidelines

- I. At the end of each meeting the Board or College Body should determine general discussion points of items that Directors and College Body members can freely discuss with Fellows, and which items should remain confidential.

4. DEFINITIONS

Term	Means
“Board”	the Board of Directors of the College.
“College”	The Royal Australasian College of Physicians, ACN 000 039 047, an incorporated body limited by guarantee.
“Fellow”, “Trainee”, and “Member”	have the same meaning as in the College Constitution

5. HISTORY

Revision	Effective Date	Summary of Changes
1.0	21 Jun 2016	Initial approval/New Document
2.0	20 Oct 2022	Updated to new template. Combined the Board and the College Body Confidentiality Guidelines into the one document.
3.0		