

Board Confidentiality

BACKGROUND

Board Members have fiduciary duties of loyalty and care to the Society. As such they are required to protect and hold confidential all non-public information obtained due to their position with the Society except in the case where there is an expressed or implied permission of the Board of Directors to disclose such information.

DEFINITION

Confidential information is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Society. It includes, but is not limited to, non-public information that might be harmful to the Society if disclosed, such as:

- non-public information about the Society's financial condition, prospects or plans, its marketing programs, software, resources and event management programs;
- non-public information concerning possible transactions with other organizations or information about the Society's participants, partners, or suppliers, which the Society is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors.

POLICY

Board members shall not share confidential information in any way. Board Members shall not use confidential information for his or her own personal benefit or to benefit persons or entities outside the Society and shall not disclose confidential information outside the Society, either during or after his or her service as a Director for the Society, except with authorization of the Board of Directors or as may be otherwise required by law.

All Board members shall sign a confidentiality form and will be bound by this declaration up to and including the time when they leave the board.

All confidential documents in possession of Board members shall be returned to the Society upon the member's resignation or completion of tenure.

At the discretion of the Board, a breach of confidentiality may result in the member(s) removal from the Board as outlined in the Society's Bylaws Section Bylaw III -Termination and Forfeiture of Membership, article 3.02. or other sanctions deemed appropriate.

This policy is not meant to supersede or contradict the Society's Whistleblower Policy.

It is important to note that the BC Games Society, as a crown corporation, falls under the Freedom of Information and Protection of Privacy Act (FOIPPA) (the Act), records relating to the members of the Board, Board meetings, etc. and as such all work of the organization and decisions of the board, including the management of a potential or actual breach of confidentiality, could be requested under, and made available under the Act.

PROCEDURE

Any breach of confidentiality shall be reported to the Board Chair in writing or verbally. The Chair may request that a verbal report be submitted in writing and that any written report be provided with details and documentation, as applicable.

Any breach of confidentiality shall be referred to the next board meeting for an in-camera review and discussion of the impact and risk assessment with consideration for resolution by the Board and/or the Board Chair. If the next meeting is more than three weeks away from the date of the receipt of the report of the alleged breach of confidentiality, the Chair will work with the President and CEO to hold a Board Meeting for the sole purpose of the discussion of this item. This meeting maybe held in-person or via conference call.

The Board Member who has committed the alleged breach of confidentiality will be permitted to attend part of the in-camera meeting to provide information and background but would be excused from the remainder of the meeting for the discussion and deliberation.

The Board Member who committed the alleged breach of confidentiality will be excluded from any subsequent Board activity until the decision on the breach of confidentiality has been made.

The Board Chair will deliver the decision of the Board to the Board Member at a time that is suitable but within two weeks of the meeting and of the decision being made.

Revised: November 1, 2016