

ISSUED BY:	KHSC Board of Directors	NUMBER:	<b>V-4</b>
AUTHORIZED BY:	KHSC Board of Directors	ORIGINAL ISSUE:	April 2017
CATEGORY:	Board Effectiveness	REVIEW DATES:	April 2017, January 2022
COMMITTEE:	Governance	REVISION DATE:	March 2022
		PAGE:	1 OF 1

---

**SUBJECT: CONFIDENTIALITY**

---

Article 13 of the KHSC by-law broadly describes aspects of confidentiality. The following policy defines a Director's role and handling of confidential matters before the Board and ensures that confidential matters are not disclosed until disclosure is authorized by the board. This policy applies to all board and external<sup>1</sup> committee members.

1. The directors owe to the hospital a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the hospital received in their capacity as directors unless otherwise authorized by the board.
2. Every director shall ensure that no statement not authorized by the board is made by him or her to the press or public.
3. All matters that are the subject of closed sessions of the board are confidential until disclosed in an open session of the board.
4. All matters that are before a committee or task force of the board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the board.
5. All matters that are the subject of open sessions of the board are not confidential.
6. Minutes of closed sessions of the board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a director designated by the chair of the board.
7. All minutes of closed sessions of the board shall be marked confidential and shall be handled in a secure manner.
8. All minutes of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.
9. Notwithstanding that information disclosed or matters dealt with in an open session of the board are not confidential, no director shall make any statement to the press or the public in his or her capacity as a director unless such statement has been authorized by the board.

<sup>1</sup> An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.