



• Since 1973 •
AACMA

Board Confidentiality Policy

1. Overview

- 1.1. The Australian Acupuncture and Chinese Medicine Association Ltd (ACN 010 020 390) (**AACMA**) acknowledges that the maintenance of Board confidentiality is an important element of good governance.
- 1.2. Board confidentiality is important because it:
 - a) encourages open and frank discussion at Board meetings;
 - b) assists in facilitating the development of vision and the implementation of an effective strategy to achieve that vision, and
 - c) protects information that is confidential, personal, or relates to employment, commercial or legal matters.

2. Definitions

For the purposes of this Policy:

- 2.1. **Board** also includes any committee or subcommittee of the Board;
- 2.2. **Board Member** also includes any member of a committee or subcommittee of the Board; and
- 2.3. **Board Papers** means all written communications to or from Board members (or to or from a member of a committee or subcommittee of the Board) including without limitation:
 - a) Board meeting agendas;
 - b) Board meeting minutes;
 - c) submissions to the Board;
 - d) letters to or from the Board;
 - e) Board memoranda;
 - f) Board committee and sub-committee papers;
 - g) reports to the Board and associated documents;
 - h) information contained in the above documents; and
 - i) copies of other documents referred to in any of the above documents made available to the Board Member in their capacity as a Board Member during their time in office.

3. Purpose

- 3.1. The purpose of this Policy is to facilitate the effective governance of AACMA by ensuring Board confidentiality.

4. Policy

- 4.1. A Board Member must keep confidential all information pertaining to matters dealt with by the Board including all Board papers (**Board Papers**).
- 4.2. The obligation to maintain confidentiality also requires a Board Member who obtains information because they are a Board Member to not improperly use the information to:
 - a) gain an advantage for themselves or for someone else; or
 - b) cause detriment to AACMA.



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- 4.3. 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).
 - 4.4. In considering a request under clause 4.3, the Board will have regard to:
 - a) the importance of maintaining confidentiality to facilitate effective Board meetings;
 - b) the importance of complying with the law, including privacy law, and recognising that the law sometimes creates duties to disclose or protect information;
 - c) whether the person requesting one or more Board Papers is an AACMA Member, and the important role of AACMA Members in holding the Board accountable; and
 - d) the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.
 - 4.5. 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.
 - 4.6. Any person (e.g. the secretary or chief executive officer) who is not a Board Member but is present at a Board meeting, Board committee meeting or Board sub-committee meeting (or part of such a meeting) must maintain the confidentiality of all information obtained as a result of their participation in that meeting.
 - 4.7. The obligation to maintain confidentiality continues to apply even after a Board Member has left the Board.
- 5. Enforcement**
- 5.1. AACMA reserves the right to take legal action against any Board member who breaches this Policy.
- 6. Review**
- 6.1. This Policy will be reviewed from time to time or as legislation is amended, in light of current good practice and applicable regulatory advice.
- 7. Authorisation of Policy**

Waveny Holland
AACMA President
10th January 2024

Paul Stadhams
AACMA Company Secretary
10th January 2024