



Name of Policy	Confidentiality for directors	
Applicable sections of the <i>Societies Act</i> and/or by-laws		
Policy number	Approval date	Review Date(s)
2	March 4, 2020	March 2023

**Purpose**

This policy is designed to facilitate effective governance of the Halifax Pride Society (the “Society”) by ensuring Board confidentiality.

**Definitions**

A fiduciary duty: a duty arising in the context of trust. The word “fiduciary” comes from the Latin word for *fidelity* or *trust*. A fiduciary is a person in a position of trust to someone else.

Fiduciary law may generally be described as the law of faithfulness or fidelity. It is settled law that Board members owe fiduciary duties to the non-profit societies they serve.

**Scope**

This policy applies to all directors on the Board of the Society, including those appointed or elected, voting or non-voting, ex-officio and those no longer serving on the Board.

**Confidentiality**

1. Directors of the Society owe a fiduciary duty of care to the Society. This includes a duty of confidentiality.
2. Directors will become privy to information which is confidential and proprietary in nature.
3. All private information and documentation that Directors receive from the Society and others in connection with their service on the Board must be treated with strict confidentiality. Neither the contents nor the existence of this information or

documentation will be shared with anyone other than the directors, employees, and authorized agents of the Society.

4. Directors must exercise good judgment and care to avoid unauthorized or inadvertent disclosures of private information, including refraining from leaving confidential information contained in documents or on computer screens in plain view.
5. The obligation to maintain confidentiality continues to apply even after a director has left the Board.
6. Directors must return all materials, files, plans, journals, notes, computer files, electronic documents, or other confidential materials in their possession at the time they cease to be a director of the Society.
7. Directors will refer any questions regarding their confidentiality obligations to the Chair of the Board.
8. This policy is not intended to prevent disclosure where disclosure is required by law.