



Réseau de recherche sur les données de santé du Canada
Health Data Research Network Canada

HDRN Canada Board Confidentiality Policy



Purpose

The purpose of this policy is to ensure Board of Directors (the “Board”) and Board Committee Members understand their role in maintaining confidentiality such that confidential matters are only disclosed in the manner approved by the Board.

Application

This policy applies to Members of the Board and Board Committees.

Policy

Board and Board Committee Members owe the Corporation a duty of confidence. All matters before the Board or Board Committees, or that otherwise are received by a Board or Board Committee Member in his or her capacity as a Board or Board Committee Member, are to be treated as confidential and are not to be disclosed by that Member unless authorized to do so by the Board. Board and Board Committee Members are expected to maintain confidentiality of materials in their custody and control.

Board Spokespersons

The Scientific Director and CEO and the Chair of the Board, or their delegate, shall act as the authorized spokespersons for the Corporation and the Board. Media contact, responses to inquiries received, and public discussion of the Corporation’s affairs, shall only be made through the Board’s authorized spokespersons unless such statement has been authorized by the Board.

Materials

All matters that are before the Board and Board Committees are confidential unless they have been determined not to be confidential by the Board or Chair of the relevant Board Committee or Board itself.

Board and Board Committee Members will be provided with confidential materials to enable the governance of the Corporation and to inform participation in Board and Board Committee deliberations. Materials for meetings of the Board and Board Committees are property of the Corporation and will be made available through the Corporation’s electronic portal whose access is restricted only to those Members subject to this policy those necessary to provide administrative support to the Board and its Committees.

In the event that HDRN Canada Board-related materials are identified to be included in response to an access to information request, the Corporation should be notified prior to the release of any such documents.

Board and Board Committee Members are to securely dispose of meeting materials immediately following the meeting for which the material was provided. Board and Board Committee Members may leave their paper materials at the meeting site for secure disposal (e.g., shredding) by the Corporation’s Secretary, or their delegate. If



Board and Board Committee Members decide to take materials with them, the Board or Board Committee Member will dispose of the materials in a manner that is complete, permanent and secure.

Board and Board Committee Members will securely and permanently dispose of any and all materials provided to them in the course of their tenure by the Corporation. Board and Board Committee Members may return their materials to the Corporation's Secretary, or their delegate, for secure disposition, who will delete electronic materials from computers and mobile devices.

The Chair of the Board and the Chairs of Board Committees may retain materials for reference after the meeting date. Those materials may also be returned to the Corporation's Secretary, or delegate, for disposal. Chairs may also decide to dispose of those materials personally and will ensure such disposal is complete, permanent and secure.

Board and Board Committee Members will ensure complete, permanent and secure disposal of all notes made during the review and discussion of materials.

Deliberations

Matters discussed at all sessions of the Board should be considered confidential unless Directors are expressly told otherwise.

All matters discussed in closed (in camera) sessions of the Board are confidential until disclosed in a session of the Board that is open to Members or until such time as the authorized Board spokespersons determine that that information can be made public.

All matters that are before a Committee of the Board are confidential unless they have been determined not to be confidential by the Chair of the relevant Board Committee.

Procedure for Maintaining Minutes

All minutes of meetings of the Board and Board Committees shall be marked confidential and will be handled in a secure manner.

Minutes of meetings of the Board shall be recorded by the Secretary or delegate or, if the Secretary or delegate is not present, by a Director designated by the Chair.

The Secretary may issue certified copies of resolutions contained therein, under the seal of the Corporation, as may be required, either prior to or after verification.

Minutes will be presented for verification to a subsequent meeting of the Board.

After verification, minutes will be signed by the person who presided at the meeting and by the Secretary; verified minutes shall be maintained by the Secretary, where they may be examined by authorized persons during usual business hours.



Related Policies

Terms of Reference

Conflict of Interest Policy

Amendment: The Board may amend this policy.

Approval Date: May 28, 2020

Last Review:

Last Revision: