

THE BRITISH COLUMBIA LIBRARY ASSOCIATION

Confidentiality Policy

Directors of The British Columbia Library Association (“**BCLA**”) have fiduciary duties to the organization. This includes, among other responsibilities, a duty to preserve the confidentiality of information they receive or have access to as Directors. Failure to uphold fiduciary duties may result in personal liability to the Director(s) in breach.

Employees of BCLA have contractual duties to BCLA, including a duty to preserve confidential information that they receive in the course of their duties.

The following policy is designed to guide Directors and employees in upholding their duty of confidentiality to BCLA.

1 Objectives

1.1 The objectives of this policy are:

- (a) to enhance public confidence in the integrity and governance of BCLA and its Board;
- (b) to ensure that Directors and employees understand their duties to BCLA and have the tools to uphold those duties to the standard required;
- (c) to clarify what kinds of information may be subject to confidentiality obligations; and
- (d) to provide guidelines for Directors and employees to ensure that adequate confidentiality is maintained.

2 Interpretation

2.1 In the case of any ambiguity in the interpretation of this policy or a matter arising out of it, the Board will determine the matter and the Board’s determination is final.

2.2 In this policy, capitalized terms reflect the definitions set out in the Bylaws and the following additional definitions apply:

- (a) “**Confidential Information**” means any and all information (including Personal Information), data, communications and materials, obtained from board meetings, committee meetings, in the course of duties as a Director or as a result of being a Director, but does not include information which is demonstrably available in the public domain;
- (b) “**Document**” includes any record in written or electronic format that is capable of reproduction; and
- (c) “**Personal Information**” means information which may, by itself or in connection with other information, be used to identify a person.

3 Access to Confidential Information

- 3.1 Directors and employees will, in the course of fulfilling their duties and responsibilities, receive, have access and otherwise be exposed to Confidential Information.
- 3.2 Directors do not have the individual authority to determine which information received is to be shared outside of the Board, whether to members, other stakeholder organizations, or the public generally. Only the Board, as a collective has the authority to determine which information may be shared or disclosed, how it may be shared or disclosed, and by whom.
- 3.3 Similarly, employees do not have the individual authority to determine which information may be shared outside of BCLA, unless specifically authorized by the Board or the Executive Director, or as demonstrably necessary to carry out their duties to BCLA.

4 Obligations

- 4.1 Directors and employees shall hold all Confidential Information in strict confidence unless authorized to disclose certain Confidential Information by the Board or required to disclose Confidential Information by operation of law.
- 4.2 For greater certainty, Directors and employees shall not disclose any Confidential Information to any person, firm, corporation or organization whatsoever except where, and to the extent, authorized by the Board to do so, and required to carry out their duties and responsibilities as a Director or employee, respectively.
- 4.3 Notwithstanding the above restriction, Directors may disclose and discuss information that BCLA has previously released or disseminated to members or to the public generally.
- 4.4 Directors and employees shall not use any Confidential Information for any purpose whatsoever except in connection with fulfilling their duties and responsibilities to BCLA and as authorized. In particular, Directors shall not use Confidential Information to obtain or derive any benefit, whether financial or otherwise for themselves, their family, friends or business associates unless expressly authorized by the Board.
- 4.5 The obligation to maintain confidentiality in accordance with this policy continues even after a Person ceases to be a Director or employee of BCLA

5 Protection of Confidential Information

- 5.1 Directors and employees are obligated to protect Confidential Information in their possession or control from accidental or inadvertent disclosure.
- 5.2 Directors and employees shall take all reasonable steps to minimize the risk of unauthorized disclosure of Confidential Information and to secure any Confidential Information in their possession or control against unauthorized access. This includes:
 - (a) not leaving hard copies of documents with Confidential Information where they can be seen and returning hard copies to closed folders, files or cabinets; and
 - (b) closing and securing e-mail programs with a password;
 - (c) using the e-mail addresses provided by BCLA for all e-mail communications related to BCLA.

6 Destruction of Confidential Information

- 6.1 A Director shall, on request by the Board, and an employee shall, on request by the Executive Director or the Board return to BCLA, destroy or delete all copies of Documents containing Confidential Information.
- 6.2 On ceasing to be a Director or employee, a Person shall return to BCLA, destroy or delete all copies of Documents containing Confidential Information.

7 Request for Permission to Disclose

- 7.1 A Director who believes there is a need to disclose Confidential Information in order to carry out their duties as a Director shall contact the Board President to explain the situation. In most cases, the Board President will refer the matter to the next Board meeting for discussion and determination. The requesting Director will not disclose unless and until authorized by the Board. In urgent situations, the President is permitted to authorize disclosure of such confidential information as may be required in the circumstances. In such cases, the issue will be discussed and ratified at the next meeting of the Board.
- 7.2 An employee who believes there is a need to disclose Confidential Information in order to carry out their duties shall contact the Executive Director to explain the situation and the Executive Director may authorize the disclosure, make directions to the employee, or refer the matter to the Board for consideration. The requesting employee will not disclose unless and until authorized.

8 Compelled Disclosure

- 8.1 If a Director or employee becomes legally compelled to disclose any Confidential Information, the Director or employee shall immediately notify the President or the Executive Director, respectively, of the requirement and the Confidential Information for which disclosure is required.
- 8.2 In addition, the Director or employee who is legally compelled to disclose Confidential Information will disclose only that portion of the Confidential Information which is legally required and will use their best efforts to obtain reliable assurance that confidential treatment will be accorded such Confidential Information.

Date of Approval: December 4, 2020.
