



## CONFIDENTIALITY POLICY

### Purpose

The Coquitlam Foundation (the “**Foundation**”) is committed to protecting Confidential Information (defined below). While the Foundation appreciates that good governance requires full and frank disclosure between members of the Foundation’s board of directors (the “**Board**”), it recognizes that individuals or the Foundation itself may be harmed by the inappropriate disclosure of Confidential Information.

This policy applies to the Foundation’s directors, committee members, staff members, employees, consultants, contractors, agents, and volunteers (collectively, “**Representatives**”).

### Definition of Confidential Information

“**Confidential Information**” means any confidential or proprietary information received by the Foundation from a third party that the third party has provided in order to assist the Foundation in evaluating a grant application, and the proceedings of any meetings of the Foundation except for the Foundation’s annual general meeting. Confidential Information excludes the following:

- Information that is or becomes available to or known by the public, other than as a result of improper disclosure by the Foundation or its Representatives;
- information that is or was obtained from a source other than that third party or any person bound by a duty of confidentiality to that third party, in respect of information alleged to be confidential by that third party; and
- for greater certainty, information in grant applications received by the Foundation, and information about recipients of funds disbursed by the Foundation.

While information about grant applications and fund recipients is not considered to be Confidential Information, the following guidelines do apply:

- applicants’ and recipients’ information will be used with discretion and in accordance with the Foundation’s Privacy Policy; and
- no information obtained through involvement with the Foundation is to be used for personal gain, as outlined in the Foundation’s Conflict of Interest Policy.

### Responsibilities and Procedures

Without the prior written consent of the Board, Representatives shall:

- not disclose Confidential Information to the public, which includes the requirement to take reasonable steps to prevent any person who is not a Representative from accessing the Confidential Information; and
- only use Confidential Information to further the objects and purposes of the Foundation, as set forth in the *Coquitlam Foundation Act*.

In view of the above:

- Representatives shall not use Confidential Information for their personal financial or other benefit absent the prior written consent of the Board.
- Except for the Foundation's annual general meeting, which is open to the public, Board and committee meetings (each a "**Meeting**") shall be closed to persons who are not Representatives unless:
  - o the Board determines that the content of a Meeting may be made public, in which case a person who is not a Representative may attend all or part of that Meeting in response to being invited by the Board; or
  - o where appropriate, a person who is not a Representative is admitted to a Meeting subject to his/her written undertaking to maintain in confidence what he/she hears at that Meeting, in accordance with this Policy.

Before or upon assuming their duties, Representatives shall confirm in writing that they have read and agree to conduct themselves in accordance with this Policy.

Non-compliance by a Representative with this Policy may result in termination of that Representative's relationship with the Foundation. In the case of a director, a breach of this Policy may result in that director being asked to resign from the Board.

The obligations set out in this Policy shall survive the expiry of a Representative's relationship or association with the Foundation.