

# BOARD CONFIDENTIALITY POLICY & PROCEDURE



## INTRODUCTION

As a registered Group Training Organisation (GTO), *Apprenticeships Are Us Ltd* adheres to the *National Standards for Group Training Organisations*. This confidentiality policy supports *National Standard 3 – Effective Governance and Management* by ensuring that Board discussions, reports, and decisions are handled with the appropriate level of confidentiality. Effective governance relies on open, frank discussions, and maintaining confidentiality is critical to ensuring these discussions can occur without undue external pressure.

Apprenticeships Are Us Limited (ARU) Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

As a registered charity, *Apprenticeships Are Us Ltd* is required to comply with the *Australian Charities and Not-for-profits Commission (ACNC) Governance Standards*. These standards include promoting transparency and accountability while ensuring that sensitive information is protected. This confidentiality policy ensures compliance with ACNC requirements for maintaining the integrity of Board processes and safeguarding sensitive organisational information.

## PURPOSE

The purpose of this policy is to ensure effective governance of Apprenticeships Are Us Ltd (ARU) in accordance with relevant legal frameworks, including the Privacy Act, the Corporations Act, Australian Institute of Company Directors (AICD) guidelines, and Australian Charities and Not-for-profits Commission (ACNC) Governance standards. This policy emphasises ARU Board confidentiality and privacy considerations.

## LEGISLATIVE & GOVERNANCE FRAMEWORK

This policy operates in accordance with the following legislation, regulations and governance standards:

- **Corporations Act 2001 (Cth)** – including ss.180–184 (duties of care, diligence, good faith, and improper use of information)
- **Australian Charities and Not-for-profits Commission Act 2012 (Cth)**
- **ACNC Governance Standards**, particularly:
  - i. *Standard 1: Purposes and NFP character*
  - ii. *Standard 2: Accountability to Members*
  - iii. *Standard 5: Duties of Responsible Persons*
- **Privacy Act 1988 (Cth)** and Australian Privacy Principles
- **Cybersecurity Standards Act 2023 (Cth)**
- **National Standards for Group Training Organisations (2017)** – Standard 3 (Effective Governance)
- **Fair Work Act 2009 (Cth)** – hostile environment and confidentiality-related protections
- **WHS Act 2011 (NSW)** – psychosocial hazards and confidentiality around safety reporting

- **Apprenticeships Are Us Ltd Constitution**
- **ARU Governance Charter and Code of Ethics**

Board confidentiality is legally required for every ARU Responsible Person and is fundamental to maintaining integrity, trust, and compliance.

## **DEFINITIONS**

### **‘Confidential Information’**

All non-public information obtained through Board membership, including strategic documents, financial information, personal information, legal advice, commercial data, contracts, compliance reports, risk assessments, and any information marked confidential.

### **‘Board Papers’**

All documents prepared for, tabled at, or arising from Board or committee meetings, including agendas, minutes, submissions, reports, financial statements, legal advice, and digital materials stored in BoardPro.

### **‘Misuse of Position or Information’**

Using information obtained as a Board member to gain an advantage for oneself or others, or to cause detriment to ARU, contrary to ss.182–183 of the Corporations Act.

### **‘Permitted Disclosure’**

Disclosure required by law or authorised under this policy (e.g., whistleblowing, regulator reporting, or legal compliance).

### **‘Responsible Person’**

Any individual holding a governance position as defined under the ACNC Act, including all ARU directors and officeholders.

### **‘Third-Party Participant’**

Any external consultant, advisor, guest, committee observer or staff member attending Board meetings.

## POLICY

1. **Confidentiality and Privacy Obligation:** ARU Board members are required to maintain the confidentiality of all information related to matters discussed by the ARU Board. This includes, but is not limited to, board meeting minutes, agendas, reports to the ARU Board, associated documents, and the information contained within them. This obligation extends even after a person has left the ARU Board.
2. **Legal Duties:** ARU Board members are also subject to the *Corporations Act 2001 (Cth)*, which imposes duties to act in good faith, exercise care and diligence, and not misuse information. Under the Act, Board members are prohibited from using confidential information obtained in their role to benefit themselves or others or to harm the organisation. Any breaches of these duties may result in civil or criminal penalties under the Act.
3. **Access to Board Papers** When a request is made for access to ARU Board Papers, the ARU Board must consider its privacy obligations under the *Privacy Act 1988*. Access to ARU Board Papers containing personal, sensitive, or confidential information must be granted only in compliance with the Privacy Act, ensuring that the privacy rights of individuals are protected, and that information is not disclosed unlawfully. In making this decision, the ARU Board will consider:
  - The importance of maintaining confidentiality to facilitate effective ARU Board meetings.
  - Compliance with the law, including privacy laws, recognising that there may be legal duties to disclose or protect information.
  - Whether the requester is a member, understanding the role of members in holding the ARU Board accountable.
  - The need to ensure consistent treatment of documents and the potential consequences of establishing precedents or expectations.
4. **Professional Advice:** This policy does not prohibit the ARU Board from seeking confidential legal, accounting, financial, or other expert advice from independent professionals to assist in carrying out its functions.
5. **External Participants:** Any person who is not a member of the ARU Board but is present at ARU Board meetings (or part of a meeting) must also maintain confidentiality regarding information obtained as a result of their participation.

**Board Papers:** ARU Board Papers encompass all written communications to ARU Board members, including but not limited to monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers, and copies of other documents referred to in any of the above-mentioned documents made available to the Board member during their time in office.

## ONGOING CONFIDENTIALITY OBLIGATION

Confidentiality obligations continue indefinitely after a director:

- resigns
- is removed
- their term expires
- ceases to hold office for any reason

Former directors are strictly prohibited from using or disclosing ARU information, except where required by law.

## PERMITTED DISCLOSURES

Confidential information may only be disclosed when:

1. **Required by law** (e.g., subpoena, regulator request).
2. **Required for ACNC, ATO or regulatory reporting.**
3. **Necessary to obtain professional legal, financial, or technical advice**, provided that:
  - i. advisors are bound by confidentiality
  - ii. the Chair or Managing Director is notified
4. **Made under ARU's Whistleblower Policy** or the **Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.**
5. **Approved by the Chair or the ARU Board.**

ARU Board members must *not* disclose confidential information to:

- members of the public
- employees (unless authorised)
- media or external organisations
- personal contacts
- other entities or groups without Board authority

## PROHIBITED CONDUCT

The following conduct is strictly prohibited:

- sharing confidential information with unauthorised individuals.
- forwarding ARU Board papers outside BoardPro.
- downloading confidential information to personal devices in breach of ARU IT policy.
- discussing Board matters with third parties without authorisation.
- using confidential information to influence external relationships.
- retaining documents after leaving the ARU Board.

- copying ARU Board papers outside approved systems.

A breach may constitute misconduct, a breach of the Corporations Act, and a breach of ACNC Governance Standard 5.

## RESPONSIBILITIES

The ARU Board is responsible for ensuring that all ARU Board members are familiar with their confidentiality obligations and comply with the governance frameworks set out by the *Corporations Act 2001 (Cth)*, *ACNC Governance Standards*, and *National Standards for Group Training Organisations*. The ARU Board must also ensure that processes for managing and handling confidential information are regularly reviewed and updated to align with any changes in legislation or regulatory standards.

- **Chair:** The Chair is responsible for bringing this policy to the attention of prospective ARU Board members.
- **Managing Director:** The Managing Director must ensure that this policy is included in the induction kit for new ARU Board members.
- **Access Requests:** Requests for access to ARU Board Papers should be directed to the Chair, who will include consideration of the request as an item on the ARU Board agenda.

## DATA SECURITY AND CONFIDENTIALITY

To ensure confidentiality is maintained, ARU Board members must use secure systems for sharing and storing ARU Board Papers and other sensitive information. ARU utilises *Board Pro Software* to limit access to ARU Board documents, ensuring they are only available to authorised individuals. All ARU Board members must follow ARU's IT security protocols to protect sensitive information from unauthorised access or breaches.

## CYBERSECURITY & STORAGE REQUIREMENTS

All ARU Board members must comply with ARU's cybersecurity protocols, including:

- using multi-factor authentication.
- accessing ARU Board papers only via BoardPro.
- storing no confidential data on unencrypted personal devices.
- reporting any suspected breach or loss of information within 24 hours.
- complying with ARU's Cybersecurity Policy and the Cybersecurity Standards Act 2023.

Audit logs will be maintained for all document access.

## PROCESSES

1. **Handling of Board Papers:** The Managing Director is responsible for creating, maintaining, and distributing ARU Board Papers in a manner consistent with their confidential status. These documents must be kept

separately from other non-confidential documents and stored securely to limit access to unauthorised individuals, including employees. Access should be made available only through electronic means via Board Pro Software.

2. **Legal Advice:** In cases where there is a request for access to ARU Board Papers, and if there are concerns about laws governing disclosure or non-disclosure, the Managing Director will obtain legal advice to assist the ARU Board in its decision-making process. This ensures compliance with legal requirements, including privacy regulations.

This policy aims to align ARU's governance practices with relevant legal and industry standards, promoting confidentiality and privacy in the organisation's operations.

## ACCESS REQUEST PROCEDURE

When a request for access to ARU Board papers is received:

1. The request must be submitted in writing to the Chair.
2. The request must be placed on the agenda for the next ARU Board meeting.
3. The ARU Board must consider:
  - i. privacy obligations under the *Privacy Act 1988*
  - ii. confidentiality and commercial sensitivities
  - iii. whether the requester has a governance right to the information
  - iv. potential harm or risk arising from disclosure
4. The ARU Board may seek legal advice before making a determination.
5. The decision will be documented in the minutes, including reasons.

Access will not be granted where it would:

- breach privacy laws
- breach contractual confidentiality obligations
- expose ARU to legal or reputational risk
- prejudice ongoing investigations

## BREACH MANAGEMENT & DISCIPLINARY ACTIONS

A breach of this policy may result in:

- formal caution or warning
- removal from committees
- suspension from the ARU Board
- termination of ARU Board membership (in accordance with the Constitution)
- reporting to the ACNC for serious misconduct
- referral to ASIC for breaches of the Corporations Act obligations

- civil or criminal liability under ss.182–184 of the Corporations Act

All breaches will be assessed under the principles of:

- procedural fairness
- natural justice
- confidentiality
- proportionality

## CONFIDENTIALITY DECLARATION & INDUCTION REQUIREMENTS

All new ARU Board members must:

- sign a Board Confidentiality Declaration.
- complete the ARU Governance Induction Program.
- agree to adhere to the Constitution, Governance Charter, Code of Ethics, and this Policy.

A copy of this policy will be included in every ARU Board induction kit.

## RELATED DOCUMENTS

- [Transparency and Accountability Policy](#)
- [Privacy Policy](#)
- [Code of Ethics](#)

## AUTHORISATION

Michael Wentworth



**Managing Director**

Apprenticeships Are Us Limited

## DOCUMENT CONTROL

Version	Authorised by	Authorisation Date	Sections	Amendment
1.1	M. Wentworth	27/10/2022	All	N/A
1.2	M. Wentworth	07/11/2023	All	Cover page, information update
1.3	M. Wentworth	30/10/2024	All	Information update
1.4	M. Wentworth	27/11/2025	All	Information update