

CONFIDENTIALITY POLICY

Approved by: Board of Governors
Authorizer: Governance Committee
Version: V3
Date of Approval: June 30, 2026

POLICY STATEMENT

The governors owe to the College a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purposes, confidential information concerning the business and affairs of the College received in their capacity as governors unless otherwise authorized by the Board.

SCOPE

This policy applies to all Board and non-Board committee members.

DEFINITIONS

Board: The board of governors of the College.

Chair: The chair of the Board.

College: The Conestoga College Institute of Technology and Advanced Learning.

Secretary: The secretary of the College.

PRINCIPLES

The following principles shall guide the application and interpretation of this policy:

1. Governors are entrusted with confidential information in order to discharge their fiduciary duties to the College and must protect that information in the best interests of the College at all times.
2. Confidential information shall be accessed, used, and disclosed only to the extent necessary for the performance of governance responsibilities and only for authorized College purposes.
3. The duty of confidentiality continues during and after a governor's term of office.

POLICY

Confidential Matters

1. All matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.
2. All matters that are before a committee or task force of the Board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the Board.
3. All matters that are the subject of open sessions of the Board are not confidential.
4. Notwithstanding that information disclosed or matters dealt with in an open session of the Board are not confidential, no governor shall make any statement to the press or the public in their capacity as a governor unless such statement has been authorized by the Board.

Procedure for Maintaining Minutes

1. Minutes of closed sessions of the Board shall be recorded by the Secretary or designate or if the Secretary or designate is not present, by a governor designated by the Chair.
2. All minutes of closed sessions of the Board shall be marked confidential and shall be handled in a secure manner.
3. All minutes of meetings of committees and task forces of the Board shall be marked confidential and shall be handled in a secure manner.

Acknowledgement and Confirmation

Each governor will be asked to provide a signature of commitment to the Confidentiality Agreement attached hereto as Schedule A, upon becoming a Board member and annually (September).

RELEVANT LEGISLATION AND RELATED DOCUMENTS

- By-Law No. 1 2026

REVISION LOG

- April 12, 2022: Governance Committee Approved
- May 9, 2022: Executive Committee Approved
- May 15, 2022: Board of Governors Approved
- June 30, 2026: Administrator Approved

CONFIDENTIAL INFORMATION ACKNOWLEDGEMENT AND CONFIRMATION

As a governor of The Conestoga College Institute of Technology and Advanced Learning (the “**College**”), I, _____, acknowledge and confirm to the College as follows:

1. For the purposes of this Acknowledgement and Confirmation, “**Confidential Information**” shall mean any information that is provided to, obtained by, or made available to me in my capacity as a governor of the College, in whatever form or medium, whether written or verbal, and whether or not it is designated as confidential, except that such term will not include (i) information already known by me without an obligation of confidentiality, (ii) information that is or becomes publicly known other than through a breach by me of any of my obligations under this Acknowledgement and Confirmation, and (iii) information received by me from a third party who is not under an obligation of confidence to the College.
2. I shall use Confidential Information solely for the purpose of performing my duties as a governor of the College and not for any other purpose.
3. I have a fiduciary duty to protect Confidential Information. I am required by law to act honestly and in good faith with a view to the best interests of the College in exercising my powers and discharging my duties as a governor of the College.
4. Unless specifically authorized by the board of governors of the College, I will only use, discuss or otherwise disclose the Confidential Information with or to other governors of the College to the extent that such disclosure is required for the College’s purposes.
5. Where in doubt, I will consult with the College prior to making disclosure of the Confidential Information to ensure that the disclosure is consistent with my duties and not detrimental to the College’s interests and/or operations.
6. If requested by the College, or when it has served its purpose, I will securely return to the College or securely destroy Confidential Information in my possession or under my control.
7. I acknowledge that any breach of this Acknowledgement and Confirmation would constitute a breach of my duties to the College in my capacity as a governor and may result in appropriate action by the College in accordance with its governing documents and applicable law.
8. I will notify the College immediately upon discovery of any unauthorized use or disclosure of the Confidential Information or any other breach of this Acknowledgement and Confirmation, and will cooperate with the College to regain

possession of the Confidential Information and prevent its further unauthorized use or disclosure.

9. In the event that I become legally compelled, by way of a summons or other instrument, to disclose Confidential Information in a manner that is inconsistent with this Acknowledgement and Confirmation, I will give the College prompt notice of the details so that it may seek an appropriate protective order or other remedy.

Acknowledged and confirmed this _____ day of _____, _____.

Signature: _____