

## Confidentiality Statement

### *Introduction*

Board members need to be able to speak freely and candidly while discussing confidential issues before taking action. Similarly, the members of the organization need to be fully informed about the process and activities of the Board of Directors. Occasionally there can be tension and conflict between these two valid interests.

Ultimately it is the decision of the Board of Directors that is reported and not what is said in getting there that is determinative. That is why the minutes of most organizations such as ARRL contain only a procedural summary and the results of Motions and not details of the debate. Whenever possible the rationale for the Board of Directors action should be stated along with the decision.

### *Defining and Determining Confidential Matters*

Except when disclosure is authorized or legally required, Board members have an obligation to maintain the confidentiality of information entrusted to them by the Association, as well as any other confidential information that comes to them from whatever source in their capacity as a Board member. It is the obligation of each member of the Board to act in a position of trust and confidence concerning the organization which they serve. While not technically a “trustee,” they have a responsibility of a fiduciary nature. This includes the responsibility to maintain confidential certain information which, if disclosed, would be harmful to the organization, and the obligation to avoid communications in a format, in a forum, and at a time, which would lead to disclosure of confidential information.

Confidential information is information that is not generally known to the public about the Association or other parties with whom the Association has a relationship and who have an expectation of confidentiality. Confidential information includes all non-public information that might be of use to others with interests diverse to the Association, or harmful to the Association if disclosed. Confidential information can include but is not limited to, terms of ongoing contract negotiations, information regarding Association plans and strategy, business issues, regulatory issues, litigation, and current and pending personnel matters.

Certain other communications, while not strictly issues of confidentiality, are equally inappropriate and could hurt the ARRL in the event of litigation, (for example, e-mail discussions containing personal opinions concerning an election matter which might be subpoenaed if the ARRL election decision is judicially challenged.) Comments that could be construed as defamatory toward a person or entity are equally inappropriate and should never be made by members of the Board, even in jest, when using ARRL official communications channels.

The Board should take care to identify confidential information and limit confidentiality to truly significant information. In the absence of a compelling reason for confidentiality, confidence in

the process requires that Board actions and the reasons for those actions should be open and accessible to members.

### ***Decision Making***

None of the foregoing is intended to foreclose debate or preclude communications between or among members of the Board, or between or among members of the Board and staff. Nor should a Director or Vice Director feel inhibited about communicating generally with ARRL members or other radio amateurs in their Division, or in gathering information necessary to keep fully informed about Amateur Radio issues, or issues of interest to their Division.

In an organization the size of ARRL, the members often have diverse interests and there is a need to be aware of and sensitive to the full range of views and interests. Achieving broad support may increase confidence in the action and minimize the need for confidentiality. While it may not be possible to satisfy every interest when taking Board action, an effort should be made to find an option that has the broadest possible endorsement and support.

### ***Authorized Board Sources***

An Officer or Director should never feel as though anything that should properly be disclosed must be kept from the membership, or that matters which are important to the organization should be censored or not debated. The time, place, and manner of such communications, however, must be considered in determining what is proper to disclose or debate in a certain factual setting, and a Director or Officer should not unilaterally decide what to disclose.

If you are not sure what the confidentiality requirements are on a particular issue, the wise course is to ask the President or Secretary. They are the only persons authorized by the Board to speak for the Board.

### ***Guidelines for Board Members include:***

1. Do not make unilateral disclosures to a member of the Amateur Radio press or own industry representatives concerning Board of Directors deliberations, except to note what the Board of Directors decided as a factual matter. It is fine to disclose what a Board member's thinking is on that subject unless it is a matter that is confidential, such as staff employment issues, which should never be discussed publicly in any forum outside the Board room.
2. Keep entirely confidential information concerning matters that require confidentiality, such as organizational strategies, including litigation strategies as the BPL Court Appeal strategies; contract negotiations with vendors; business information such as publication strategies; or employment matters.
3. Each Board member must exercise discretion in what is said beyond a simple statement of the decision, as might appear in the Minutes. When a news release is prepared it must reflect the substance of the Board of Directors' action and decision. In the event of doubt, it is advisable to confirm the wording of such a news release or bulletin with the President or Secretary.