

FOREST AND WOOD PRODUCTS AUSTRALIA LIMITED

In camera decisions policy

Document Control

Policy Title	Recording of In Camera Board Decisions
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Owner	Company Secretary
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Next Review Trigger	2 years or earlier if required

Drafting note: This clause-by-clause version consolidates the original November 2025 proposed process with the updated governance settings subsequently requested, including responsibility of the Deputy Chair (or, if no Deputy Chair is appointed, the Chair of FARM), provision of the record to the Company Secretary, and Director access rights during their term of service.

1. Purpose

This policy establishes the process for recording, maintaining and accessing actions arising from in camera (closed) Board discussions, in a way that preserves confidentiality while ensuring accountability and sound governance.

2. Scope

This policy applies to all FWPA Board in camera sessions and to any Board or Committee discussion formally designated as confidential or in camera.

3. Principles

3.1 In camera discussions are confidential and are not recorded in detail in the general Board minutes.

3.2 Only agreed outcomes, resolutions and actions are to be recorded. Deliberations, discussion detail and individual Director views are not to be recorded.

3.3 Actions arising from in camera discussions are to be recorded clearly enough to identify the action, the responsible person and, where applicable, the expected timeframe for completion.

3.4 Access to records of in-camera actions is to be managed in a controlled manner that protects confidentiality while recognising Directors' governance rights.

4. Recording Requirements

4.1 Board minutes – The official Board minutes will note that an in-camera session was held and will record any formal resolutions or high-level actions arising from that session but will not include detailed discussion or individual Director views.

4.2 In Camera Action Record – A separate In Camera Action Record will be maintained for actions arising from in camera discussions.

4.3 Responsibility for documenting actions – The Deputy Chair, where appointed, is responsible for documenting actions arising from in camera discussions. If no Deputy Chair is appointed, this responsibility will be undertaken by the Chair of the Finance, Audit and Risk Management (FARM) Committee.

4.4 Provision to Company Secretary – The Deputy Chair or, where applicable, the Chair of FARM will provide a copy of the documented in camera actions to the Company Secretary within a reasonable period following the meeting.

4.5 Action details – Each recorded action should, where relevant, identify:

- the action agreed by the Board;
- the person responsible for implementation or follow-up;
- any reporting requirements; and
- the expected timeframe for completion.

5. Storage, Control and Access

5.1 Custody of records – The Company Secretary is responsible for maintaining the In Camera Action Record securely and for ensuring records are retained in accordance with FWPA's governance and records management requirements.

5.2 Access by Directors – All Directors may access the record of actions taken during their term or terms of service upon request. Access will be facilitated by the Company Secretary in consultation with the Chair and provided in a manner that preserves confidentiality.

5.3 Restricted records – For particularly sensitive matters, including personnel, legal or Board performance matters, a restricted record may be maintained with access limited to the Chair and authorised Directors.

- Where a restricted record is maintained, the existence of the matter may still be noted at a high level in the Board minutes or action register where appropriate.
- The level of access granted will depend on the nature and sensitivity of the matter.

6. Reporting and Follow-Up

6.1 Progress of in camera actions may be reported back to the Board in summary form, with wording framed so as to preserve confidentiality.

6.2 Where appropriate, in camera actions may also be reflected in the Board Action Register using summarised or coded descriptions.

7. External Disclosure

7.1 If FWPA is required to provide records of in camera actions for court proceedings, parliamentary processes, regulatory requests or other legal purposes, retrieval and disclosure will be coordinated by the Company Secretary in consultation with the Chair and in accordance with applicable legal requirements.

8. Roles and Responsibilities

8.1 Chair – The Chair is responsible for confirming what outcomes or actions are to be formally recorded and for ensuring the Board’s decisions are captured without revealing confidential deliberations.

8.2 Deputy Chair / Chair of FARM – The Deputy Chair, or if none is appointed the Chair of FARM, is responsible for documenting the in-camera actions and providing a copy to the Company Secretary.

8.3 Company Secretary – The Company Secretary is responsible for secure custody of records, controlled access, integration with Board reporting systems where appropriate, and administration of Director access requests.

9. Review and Effective Date

9.1 This policy takes effect from the date of Board approval.

9.2 This policy will be reviewed periodically as part of FWPA’s governance review processes.