

BOARD POLICY

BOT-03 - Confidentiality and Authorized Spokespersons

Owner: General Counsel

Key Points

- This policy applies to The MetroHealth System (MHS) Board of Trustees (Board).
- The policy seeks to protect and promote the effectiveness of the Board's considerations of proprietary and otherwise confidential material necessary for the proper conduct of MHS business.
- In addition, this policy supports the general fiduciary duty of the members of the Board (Trustees) and is intended to support MHS' and Trustees' compliance with applicable Ohio ethics and confidentiality laws.
- This policy supplements, but does not replace, any applicable county, state or federal laws governing confidentiality applicable to MHS or Trustees.

Policy

1. Current and former Trustees do not disclose or use, without appropriate authorization, any Confidential Information. Confidential Information includes information acquired by the Trustee in the course of the Trustee's official duties that:
 - 1.1. Is confidential under federal or state law (including, but not limited to, trade secrets, protected health information, attorney-client privilege, executive session deliberations, and quality assurance protections); or
 - 1.2. Has been clearly designated to the Trustee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of MHS business.
2. No Trustee shall, unless the Trustee has previously received proper authorization from the Board Chairperson or the Legal Department:
 - 2.1. Disclose or discuss Confidential Information with any other person or entity; or
 - 2.2. Use Confidential Information for their own purposes or for the benefit of others.
3. Trustees adhere to the following guidelines:
 - 3.1. Trustees demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of Confidential Information and should, for example, refrain from leaving Confidential Information contained in documents or on computer screens in plain view.
 - 3.2. If a Trustee is unsure whether specific information is Confidential Information, the Trustee consults with the Board Chairperson or the Legal Department before disclosing it.
 - 3.3. Trustees handle and maintain Confidential Information in a secure manner. For example, Confidential Information is stored in locked file drawers to the extent practicable, and is password protected in the case of electronically stored records.
 - 3.4. Trustees exercise caution when transporting Confidential Information.
 - 3.5. Trustees return Confidential Information to MHS at the end of the Trustee's term.

4. If any Trustee is requested or required as a result of a judicial or regulatory proceeding (by oral questions, interrogatories, requests for information or documents, subpoena, civil investigative demand or similar process, or otherwise) to disclose any Confidential Information, the Trustee shall, to the extent permitted by law, provide the Board with prompt notice thereof so that the Board may seek an appropriate protective order. The Trustee so requested/required shall cooperate reasonably with the Board and MetroHealth in: (a) their efforts to obtain protection for the Confidential Information; and (b) in the absence of a protective order, the determination of the scope of the required disclosure.
5. Authorized Spokespersons
 - 5.1. The Board Chairperson (or the Chairperson's designee) speaks on behalf of the Board.
 - 5.2. Except as may be requested by the Board Chairperson and the President and CEO (CEO), individual Trustees do not communicate in such a way that suggests they are speaking for or on behalf of the Board and shall refrain from representing or otherwise discussing MHS' interests with governmental representatives.
 - 5.3. Notwithstanding the Chairperson's role as the voice of the Board and in order to ensure clarity and consistency to protect MHS' interests, the CEO has the sole authority to engage in discussions on behalf of MHS with federal, state, and local governmental bodies, including Cuyahoga County.
6. Policy Violations
 - 6.1. If the Board has reasonable cause to believe that a Trustee has disclosed Confidential Information or engaged in communications in contravention of this policy, the Board shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged unauthorized disclosure.
 - 6.2. If, after hearing the response of the Trustee and making such further investigation as may be warranted in the circumstances, the Board determines that the Trustee has, in fact, disclosed Confidential Information without authorization or communicated in contravention of this policy, it shall take appropriate disciplinary and corrective action, including removal from committees or other confidential sessions and/or public censure by the Board.

References

[R.C. § 102.03](#)