

BOT-10 – Management Duty to Disclose

Key Points

- This policy applies to The MetroHealth System (MHS) Workforce Members.
- This policy establishes the expectations and process for the Chief Executive Officer (CEO) and senior leadership to report to the Board the practices, activities, and decisions of MHS to ensure that they are lawful, prudent, and in compliance with commonly accepted business and professional ethics.

Policy

1. The CEO and the Senior Leadership Team² have an obligation to report to the Board or a committee thereof, on a timely and sufficient basis, information and analysis relevant to Board members' decision-making and oversight responsibilities.
2. The CEO, Chief Financial Officer, and Chief Legal Officer shall be available to the Board at each of its regular meetings, and at meetings of its Executive and other Committees, as requested.
3. Management reports shall include, but not be limited to, the following:
 - 3.1. Financial performance of MHS, including any actual or anticipated threats to MHS assets;
 - 3.2. Relevant trends in the market or regulatory environment in which MHS conducts its operations;
 - 3.3. Changes in the assumptions upon which any Board policy has been established;
 - 3.4. Actual or anticipated legal action against MHS or adverse media coverage;
 - 3.5. Actual or anticipated non-compliance with any policy of the Board; and
 - 3.6. Opinions from a variety of employees, external points of view, and options to permit the Board to make informed choices.
4. The CEO and the Senior Leadership Team shall have an affirmative duty to regularly advise the Board on corporate matters, including but not limited to the following:
 - 4.1. Submit monitoring data required by the Board in a timely, accurate, and understandable fashion.
 - 4.2. Make the Board aware of relevant trends, anticipated adverse media coverage, and material external and internal changes involving MHS, particularly changes in the assumptions upon which any Board policy has previously been established.
 - 4.3. Present information in appropriate and efficient manner and assure that the information and advice to the Board has no significant gaps in timeliness, completeness, or accuracy.
 - 4.4. Provide mechanisms for official Board communications.
 - 4.5. Engage with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
 - 4.6. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
 - 4.7. Present or have presented to the Board a diversity of policy-related opinion and perspective from the Senior Leadership Team and the medical and nursing staff.

5. All management reports to the Board shall be timely, complete, accurate, and shall be presented in a clear and concise manner.
6. The Chief Legal Officer shall be actively involved in advising the Board on matters pertaining to the Board members' decision-making and oversight responsibilities. The CEO and Senior Leadership Team should recognize and fulfill an obligation to disclose to the Chief Legal Officer information and analysis relevant to the ability of the Chief Legal Officer to advise the Board on its oversight responsibilities, particularly as they relate to legal compliance matters.

References

Endnotes

¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.

²The Senior Leadership Team includes all MHS employees who report directly or via a dotted line to the CEO.