



Ten Questions for Boards to Ask About the Role of the Hospital Lawyer

1. Has the board received education on the role of the attorney, including that the attorney represents the organization – not board members – as his/her client? If your hospital is part of a system, has the board received education on the role of the system attorney relative to your board?
2. Does the hospital's general counsel (could be in house or could be outside counsel) have an independent reporting relationship to the board and not only the CEO?
3. Has the board received an assessment from counsel regarding the hospital's governing documents, including articles of incorporation, bylaws, medical staff bylaws, committee charters, state filings, etc?
4. Does the board meet with counsel in executive session to at least twice a year to receive assessments on matters such as:
 - a. Legal and litigation risk assessment
 - b. Compliance matters, including data privacy and security
 - c. Employment actions and
 - d. Review of policies and filings of legal significance including lobbying and political filings, tax filings, insurance, and internal controls?
5. Is counsel involved in reviewing conflicts of interest and does counsel report back his/her assessment of conflicts?
6. Is feedback from the board used for the attorney's performance review or periodic assessment of outside counsel performance?
7. Does the attorney have an opportunity to periodically provide legal education to the board on areas of focus for the organization or on areas of risk?
8. Has the organization, with the board's oversight, specified when and how counsel will be involved in medical staff disciplinary matters?
9. Has the organization, with the board's oversight developed guidance on both board and counsel involvement in significant contracts or legal arrangements such as mergers, affiliations, leases or equipment purchases?
10. Has the board received education about:
 - a. When attorney-client privilege attaches
 - b. When documents or conversations are protected
 - c. For public hospital districts – when boards may meet in executive session or have records qualify for exemptions from disclosure