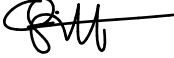
 <b>HAWAII HEALTH SYSTEMS CORPORATION</b> <i>Quality Healthcare for All</i>	<b>Department:</b>  <p style="text-align: center;"><b>Legal</b></p>	<b>Policy No.</b>  <p style="text-align: center;"><b>ADM 00026A</b></p>
		<b>Supersedes Policy No.</b>
<p style="text-align: center;"><b>POLICY</b></p>	<b>Approved By:</b>    HHSC Board of Directors By: Stephany Vaioleti Its: Secretary/Treasurer	<b>Approved Date:</b>  <p style="text-align: center;">May 25, 2023</p>
<b>Subject:</b>  <p style="text-align: center;"><b>Retention of Outside Counsel</b></p>		<b>Last Reviewed:</b>  <p style="text-align: center;">March 6, 2023</p>

**I. PURPOSE:**

To establish the purpose, method and guidelines for retention and management of outside counsel on behalf of HHSC. This policy applies to all HHSC facilities, staff, regional and corporate boards.

**II. DEFINITIONS:**

Outside Counsel: A law firm or attorney not otherwise employed by HHSC with whom/which HHSC contracts for legal advice, representation and/or other legal services.

**III. POLICY:**

HHSC, as the sole legal entity with authority to sue or be sued<sup>1</sup>, shall manage all legal matters through its General Counsel, in coordination with the President & Chief Executive Officer (“PCEO”), Regional Chief Executive Officers (“RCEO”) or their respective designees. General Counsel shall work with the Regional Systems to establish approved outside counsel contracts for various subject areas that will ensure that the counsel engaged has the expertise and experience necessary to represent HHSC’s best interests in each particular matter. All HHSC personnel authorized to retain outside counsel shall consult and collaborate with the General Counsel, and any employed regional counsel for their respective region, to ensure that retentions of outside counsel are entered into for the mutual economic and business advantage of all Regions and the Corporate office. To the extent possible, counsel shall be selected from General Counsel’s approved list of law firms and attorneys. Factors to be considered in retaining counsel shall include the type of matter, e.g., labor, transaction, etc., availability, expertise, cost, facility preference, insurer requirements, and any other related legal or factual issues.

**IV. GUIDELINES FOR MATTERS NOT INVOLVING INSURANCE:**

**A.** General Counsel shall enter into and maintain contracts with outside counsel for legal services on behalf of the system. Regional System boards as well as the Corporate board shall have the ability to utilize the services of these contractors. If a Regional System board determines that it is necessary to bypass the General Counsel, it may also enter into its own agreements with outside counsel, subject to review and approval by the General Counsel, applicable HHSC policies, and their respective procurement policies.

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<sup>1</sup> HRS 323F-7(11).

**B.** Prior to retaining outside counsel, in the interest of competency, economy, and efficiency, the Regional System board or its designee shall ensure the absence or waiver of conflicts of interest potentially affecting the prospective retention or representation. The Regional System Board or its designee shall identify, if any, other retentions of the same counsel or law firm for similar services within the HHSC system.

**C.** When outside counsel performs work on behalf of a Regional System or facility without its own Regional counsel, or for more than one region, HHSC General Counsel shall monitor and manage such retentions, except as otherwise expressly requested in writing by the RCEO or the Regional System board.

**D.** Outside counsel shall keep General Counsel informed on all significant events relating to the matter for which they are engaged and shall copy General Counsel on all substantive documents, including email, prepared on HHSC's behalf. General Counsel shall make available opinion letters and research memoranda of general interest to other HHSC facilities, subject to confidentiality precautions, such as, the redaction of personal health information and protection of other sensitive information.

**E.** All legal bills for outside counsel retained in matters not involving insurance shall conform to the Attorney Billing Guidelines for Non-Insurance Matters (ADM 0025) and shall be reviewed and approved by General Counsel prior to payment.

**V. GUIDELINES FOR MATTERS INVOLVING INSURANCE:**

Retention of outside counsel with respect to a claim that may be covered by insurance shall follow any process required by the applicable insurance company/ies and shall be coordinated through General Counsel's office in accordance with Section III.

**VI. REFERENCES:**

- HRS §323F-9, 28-8.3;
- ADM 0025, Attorney Billing Guidelines for Non-Insurance Matters;
- ADM 0028 A and B, Claims Management and Settlement Policy/Procedure