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The Value of In-House Counsel

Amid the variety of great articles in this issue of AHLA Connections is a look at the changing landscape of in-house practice. As an in-house attorney for the past 24 years, I have fully appreciated the unique and fulfilling nature of in-house legal work. A strong engaged legal department in a health care organization can seemingly function as a “small specialized law firm” with strong content experts who understand the complex regulatory world in which health care organizations operate, and work side-by-side with its internal clients.

As business opportunities arise, in-house lawyers can navigate the path to avoid regulatory roadblocks, identify the most effective transactional and organizational structures and make sure the business can operationalize the commitments it makes. And if disputes and challenges appear, an in-house litigation and contracts team can use its insight into the organization to identify issues and clear the path. Moreover, good in-house lawyers know when to call outside counsel to add expertise and bench strength for specialized issues as well as large transactions.

One of the articles in this month’s Connections is titled “The Future of In-House: Five Reasons Why the Practice of Health Law is Changing” (page 10). It is well done, describing how the overall function of in-house legal departments is becoming more sophisticated as companies seek to build legal expertise internally to meet their needs. Leveraging the economic efficiencies of utilizing in-house attorneys and legal staff, using technology more effectively and building a team of experts which knows the specific legal issues, contractual obligations, and regulatory constraints in depth can create significant advantages for health care organizations. The article is a worthwhile read; its authors believe that the secret to the future appears to be flexibility, thinking outside the box, and using technology and flexible fee arrangements to create efficiency and cost savings.

Last month the in-house panel at the Institute for Health Plan Counsel vigorously discussed issues important to plan counsel. The panel reviewed “Top 10 Tips for an Effective Legal Department” and in doing so, found the common theme throughout the discussion to be “know your business, get involved early and find solutions for your clients.” As an in-house attorney, your clients generally do not want a 10-page legal memo outlining the law and issues. They need an answer and a solution that will work. It’s clear that in-house legal teams need to focus on the key risks and provide the appropriate level of advice and guidance needed to move an issue forward. And most of all, they must provide timely solutions. Download a copy of these “Top 10 Tips” at www.healthlawyers.org/connections.

Each year as we gather for the Annual Meeting in late June, AHLA kicks everything off with the In-House Counsel Program. Elisabeth Belmont, Corporate Counsel at MaineHealth, is leading the In-House Counsel Program Planning Committee in developing the content for the program in Denver, and it is already looking fantastic. Douglas A. Hastings of Epstein Becker & Green (also an AHLA Past President) will moderate a keynote session panel comprising individuals who served on the Institute of Medicine (IOM) Diagnostic Error in Health Care Committee. The panel will explore turning the IOM recommendations into action by various sectors of the health care industry in order to minimize the incidence of diagnostic error. To date, Mark L. Graber, MD, Senior Fellow, Health Care Quality and Outcomes with RTI International, and Thomas H. Gallagher, MD, Professor of Medicine, Bioethics & Humanities at University of Washington have agreed to participate. It looks to be a great panel and program and I encourage in-house and firm lawyers to plan to attend on June 26, 2016. Early registration is now open at www.healthlawyers.org/programs.

As we look at the variety of types of professionals who practice in our association, it is clear that in-house practitioners are a growing voice and a group that we look forward to engaging and inspiring to becoming more active. If you are an in-house attorney or health care executive, I encourage you to consider participating in AHLA. As I mentioned in my article last month, we are seeking to embrace Diversity in our leadership, speakers and topics, and that includes the voices of our in-house members, as well as law firm counsel. Choose your level of engagement. You can join a Practice Group, write an article, propose a topic for one of our conferences, or engage in online discussions. One of the greatest values of AHLA is the connections with colleagues across the country that we can make through these various avenues. I recommend that you take the next step to engage.

LOIS DEHLS CORNELL
President, FY 2016
Lois.Cornell@healthlawyers.org
In this issue

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One of this month’s featured articles, by Jen Robinson and Shana Fonnesbeck, Littler Mendelson PC, Tizgel K.S. High, LifePoint Health, and Sarah Swank, Dignity Health, discusses practical ways in which in-house counsel can keep up with and prepare for the rapid changes taking place in the practice of health care law.

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Consequences of Health Care Mergers and Acquisitions

A second Feature Article, by Greg Siskind and Thomas N. Shorter, offers insights into key immigration and labor/employment areas to include in the due diligence process for health care mergers and acquisitions.

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This annual supplement to AHLA Connections provides readers with a comprehensive directory of products and services that are pertinent to health law professionals.
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[ a team of multi-disciplinary experts ]

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**The Mission** of the American Health Lawyers Association is to provide a collegial forum for interaction and information exchange to enable its members to serve their clients more effectively; to produce the highest quality non-partisan educational programs, products, and services concerning health law issues; and to serve as a public resource on selected health care legal issues.

**Diversity Statement** In principle and in practice, AHLA values and seeks diverse and inclusive participation within the Association regardless of gender, race, ethnicity, creed, age, sexual orientation, gender identity and expression, national origin, or disability. The Association welcomes all members as it leads health law to excellence through education, information, and dialogue.
TO REPORT OR NOT TO REPORT
What to Do about the Recent NPDB Guidebook Update

The National Practitioner Data Bank (NPDB)’s new guidebook includes a significant expansion of the NPDB’s definition of an investigation—with direct impact on reporting requirements for physicians or dentists who resign while under investigation.

Healthcare attorneys, medical staff leaders, and medical services professionals have expressed strong concerns that the new guidebook language, if allowed to stand over time, likely will undermine medical staffs’ abilities to conduct effective peer review. While it is hoped that the NPDB’s collaboration with key stakeholders such as the AMA, AHA, AHLA, Joint Commission, and NAMSS will lead to more moderate guidebook language in the near future, the current guidebook language represents today’s NPDB policy.

The Greeley Company’s recent article, To Report or Not to Report: What to Do about the Recent NPDB Guidebook Update, provides practical suggestions for navigating the decision of whether to report to the NPDB. Download a free copy of the article here: http://bit.ly/NPDB-Article

Download The Greeley Company’s free, 4-page article that covers practical information for navigating the decision of whether to report to the NPDB:

Contact The Greeley Company
Contact us at (888) 749-3054 or at info@greeley.com to discuss the recent NPDB changes or any questions or needs you might have. We would be happy to share stories of organizations that The Greeley Company has served with external peer review and physician performance consulting services and would welcome the opportunity to explore whether we can be of service to you.
## January 2016

- **7** Advanced Compliance Education Webinar Series, Part III: Compliance for Academic Medical Centers
- **13** Advanced Compliance Education Webinar Series, Part IV: Compliance for Medical Device Manufacturers
- **21** Advanced Compliance Webinar Series, Part V: Compliance for Clinical Laboratories
- **26** Advanced Compliance Webinar Series, Part VI: Compliance for Home Health and Hospice Companies

## February

- **3** Advanced Compliance Webinar Series, Part VII: Compliance for Hospitals and Health Systems
- **8-10** Physicians and Hospitals Law Institute
  - Hilton Austin, Austin, TX
  - Platinum Sponsor: HORNE
  - Gold Sponsor: PYA
  - Silver Sponsors: CBIZ Valuation Group and HealthCare Appraisers Inc.

There will be several Practice Group/Task Force Luncheons, networking events, and receptions. Pre-registration required for lunches, limited space.

## March

- **14-15** Legal Issues Affecting Academic Medical Centers and Other Teaching Institutions
  - Ritz-Carlton Washington, DC, Washington, DC
  - PYA has provided sponsorship in support of this program.
- **14** Academic Medical Centers and Teaching Hospitals Practice Group Luncheon, Sponsored by PYA
- **15** Life Sciences Practice Group Luncheon

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**For more information** on all AHLA events and to register, go to [www.healthlawyers.org/events](http://www.healthlawyers.org/events) or call (202) 833-1100, prompt #2.
Physicians and Hospitals Law Institute  
February 8-10, 2016 • Hilton Austin • Austin, TX

In-depth breakout sessions will focus on legal challenges faced by physicians and their counsel, the legal challenges faced by hospitals and health systems and their counsel, and the legal issues of interest to both segments of the health care delivery system.

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Register at www.healthlawyers.org/programs.

Practice Groups Featured Webinar Series

**Advanced Compliance Education Webinar Series, Part III: Compliance for Academic Medical Centers**  
January 7, 2015, 2:00-3:00 PM

This webinar will address hot topic issues and practical concerns for conducting a compliance program for Academic Medical Centers. Topics to be covered include:

- Interacting with senior management on sensitive compliance matters;
- How to address tough and thorny issues;
- Hot billing and compliance areas to self-audit;
- Auditing your compliance program’s effectiveness;
- Trends in enforcement activity (what’s the next big focus area);
- Useful tips in educating the workforce; and
- Crisis management

**Faculty:**

- C. Lori Baker, CPC, CHCA-F, Manager, PYA, Charlotte, NC
- David Bowling, Controller, LifePoint Hospitals Inc., Brentwood, TN
- Brian Roark (Moderator), Bass Berry & Simms PLC, Nashville, TN

For more information or to register, go to https://distancelearning.healthlawyers.org.
Time to Get Involved in AHLA!

Getting involved in AHLA is easier than you think. We have numerous opportunities for involvement; some take a few hours a month, others require a longer time commitment, but can produce big results for your career and for the health law community.

Take a look at the list below or visit www.healthlawyers.org/volunteer to find the opportunities that best fit your schedule, including project-based, short-and long-term, and leadership opportunities.

How much time do you have to give?

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What information will you need to share with us?

❯❯ Information about your involvement with AHLA
❯❯ Why you would be interested in serving in the position(s) of your choice
❯❯ What contributions you would expect to make in the leadership position
❯❯ Curriculum Vitae (provide a link to a website or upload your CV)
❯❯ Demographic information

For more information on any of the opportunities listed above or on how you can get involved in general, visit www.healthlawyers.org/volunteer, contact the AHLA Member Satisfaction Center at (202) 833-1100, prompt #2, or email msc@healthlawyers.org.

*Unless otherwise noted, leadership appointments are for one-year term, effective July 1, 2016.
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The Future of In-House: Five Reasons Why the Practice of Health Law is Changing

n-house life is changing, and with it, the way outside counsel practice will need to change. More and more health companies are turning to in-house resources and expertise. In the future, in-house counsel will no longer act in a purely triage function to outside counsel, and outside counsel will increasingly need to prove its value to companies. The biggest drivers of these changes are reduced reimbursement, technology, increased pressure to reduce legal budgets, and the complex changes that are occurring in care delivery. Both in-house counsel and outside counsel will need to position themselves in the changing health care and legal markets. In this article, we discuss strategies to adapt to these changing times including the role of the General Counsel, the restructuring of the legal department infrastructure, the use of technology, and alternative fee arrangements.

**Reason 1: Evolution of the General Counsel—Great Minds Think Alike**

General Counsel are under more pressure than ever. They must be strong lawyers, strategic thinkers, internal networkers, great leaders, and managers. General Counsel must justify and likely decrease their legal spending, while providing more support to corporate projects, responding to increased enforcement measures, and offering specialized legal resources outside of traditional health law. With the changes prompted by health care reform, the General Counsel must not only be seen as the “head attorney” but also as a strategic partner and a big picture thinker who understands the business needs of the company. Legal departments need to understand the values, mission, and strategic plan of the company. This understanding is not only for the purposes of employee satisfaction, but also to ensure the department is not seen as a roadblock or obstacle for business projects. The reputation for saying “no” will not work in the future.

**Reason 2: Restructuring of Legal Departments**

**The Virtual Law Firm**

In the past, legal departments were made up of attorneys who were often separated by geographic distance and reporting structure. The concept of an in-house “virtual law firm” incorporates the best aspects of a law firm, including connectivity, consistency, and centralized reporting across a health care organization. For example, law firms often include hardworking, talented attorneys who maintain one or more areas of specialty. Their repeated exposure to an issue provides value in thinking through a problem in that area of health law. Legal departments can leverage the skill sets of in-house attorneys in specific areas of health law, as well as other areas. In-house counsel should also work collaboratively, speaking in one consistent voice on key issues and processes. Collaboration will provide better, more thoughtful work product, reduction in turnover, and increased job satisfaction.

**Bringing the Expertise In-House**

Even within a health care company, often there are needs for expertise beyond operations counsel. More and more legal departments are recruiting employment/labor attorneys, litigation/eDiscovery experts, and real estate and construction attorneys. This recruitment process is justified given the dollars spent on outside counsel on these non-health law areas. However, even after hiring counsel in these other areas, the overall cost of outside counsel may not decrease right away as the General Counsel may find that the legal department was not previously aware of all the legal work necessary in these areas because the work was not being sent to them. In conjunction with hiring an attorney in one of these areas, legal departments can create centralized intake and processing of these matters. Specialized attorneys can help create processes and templates, as well as provide consistency and strategic advice for the company.

**Flexible Professional Staffing**

Flexible professional staffing in the legal field has been used primarily by law firms in the area of due diligence for large M&A deals and electronic discovery and document production for high risk litigation. Legal departments can learn from outside counsel and use these services when additional bandwidth is needed on a temporary basis or for a need that is not immediately well defined. Staffing companies specializing in legal professionals often boast strong resumes at a cost that is a fraction of law firm rates.

Flexible or temporary staff can be used in various ways to support the initiatives of an in-house legal department without making a long term commitment. Defined projects that have a timeline and expiration can be supported by temporary staff that may work on or off site depending on need. Outsourcing work in this way also allows a legal department to measure costs very specifically and give visibility to future project costs, which can help business leaders to prioritize.

**Reason 3: Standardization and Efficiencies—Working Smart**

In-house life is busy and filled with deadlines. In-house attorneys are too busy to reinvent the wheel or spend time trying to find a document, template, or policy. One way to work smart is to use technology and centralize legal functions as described in this article. Working smart also includes utilizing the expertise
Legal departments need to understand the values, mission, and strategic plan of the company.

Currently found in the legal department, as well as identifying other resources and areas where expertise is needed. Templates, checklists, and other tools are necessary to work smart. However, a bad or incomplete tool may cause additional confusion and problems down the road. The General Counsel should seek stakeholder buy-in of new efficiency, both from the legal department and the business side and even outside counsel in certain cases.

Reason 4: Technology—Use Experience to Your Advantage

In-house legal departments are feeling the pressure of the changes occurring in the health care industry. At a time where margins are shrinking for many, risk and regulation are expanding. Legal departments must consider what will prepare them to manage budgets while continuing to provide high-quality service. There are several tools available today that can help legal departments use experience to inform the needs of the future in consistent and reliable ways.

The reliability of empirical data has been used for years to determine best courses of treatment in the industry and to set standards. Legal departments are starting to move from the old paper methods they have relied on to track legal spend, manage contracts, and measure productivity. Manual paper-based systems are being replaced by electronic systems that capture significant amounts of data. This information can be helpful for informing the way a legal department functions and whether there are opportunities to provide a more efficient cost-effective service to your company.

Two common systems that are in use are electronic bill management (e-billing) and electronic contract management systems. The following discussion provides some considerations to inform whether these resources may be a good investment for your company or provide some innovative ways to expand the use of current systems.

E-billing

E-billing software can be used in many ways. Various products on the market can be used for anything from tracking legal spend, to invoicing and payment approval, and matter management. Finding a product that will work for the process to be managed can have the added benefit of capturing data, which can then be used to inform the way a law firm’s or legal department’s priorities are determined.

Data can be used to quantify how much a legal department spends on certain issues. While you may anecdotally believe that M&A expense dominates legal spend, a reliable e-billing system may demonstrate that litigation is actually the highest expense. With these systems, legal departments can determine whether this expense allocation is aligned with the company’s priorities. The data may further be able to show, if managed well, the types of litigation that drive cost. For example, in-house attorneys would be able to see whether contractual disputes were a high percentage of the litigation expense, and if so, it could make an informed decision to modify contractual terms to reduce vulnerability to litigation.

Having a comprehensive database of all legal department spending can also be used to discern whether law firm usage is efficient. In-house departments can compare law firm rates and efficiency for managing similar matters. An additional benefit is having a better ability to negotiate alternate fee structures that are informed by historic outcomes. Using data in health care has the goal of informing health care consumers (i.e., patients) to make better decisions based on quality and cost. The same concept applies to a legal department. Information, if captured in a purposeful way, can be used to determine how many law firms are being used and whether there is overlap, determine where the best value service is provided, and strengthen the negotiating power to move away from the billable-hour model. Having this data can prepare the General Counsel to better staff the legal department and bring in the expertise needed. Making the business case for why an additional high-dollar employee is needed can be supported by demonstrating savings that may be accomplished by bringing some work in-house or managing the outside work better.

Contract Management

Sophistication and capability of contract management systems is varied. Systems range from simple searchable repositories to more robust data management systems that have customiz-able features that may be used to manage every aspect of the contracting cycle. Some systems are also designed specifically for the health care industry while others are not informed by the robust regulatory infrastructure in health care. There are many options to choose from, and legal departments should spend time to ensure they become informed about the various systems and their capability.

The first step in selecting a system is to identify the goals to be achieved by implementing an electronic contract management system. Possible areas of consideration include compliance, data management, automated approvals and template completion, and storage. The data that can be captured by a contract management system can help in-house counsel understand attorney and other contracting staff workloads. There are many insights to be gained by tracking the volume of contracts that cycle through the legal department. It can allow greater equity in the distribution of work, give visibility to weaknesses in the process, and provide data-driven feedback to the legal staff. One way to potentially
increase efficiency and scale for growth may be to segment the contract function for tasks that must be performed by a lawyer and those that can be performed at a lower cost. For example, drafting may be effectively delegated to a paralegal.

Some contract management systems allow the users to abstract and access substantial information about the portfolio of arrangements themselves. Tracking the material contract terms (e.g., services provided, compensation, non-compete provisions, etc.) may allow a legal department to provide proactive business advice to the business units and departments it supports. A legal department that can inform business decisions and provide intelligence that allows the operations teams to identify gaps and to have a better working knowledge of their arrangements is one that is designed for long term success.

Reason 5: Legal Budgets—Show Me the Value!

Few conversations are less pleasant than explaining to the CFO why spending on outside counsel has ballooned out of budget. Sometimes this is unavoidable, but hiring the right outside counsel—one that understands the business, the legal strategy, and the budget—can make it less likely. Furthermore, negotiating the right billing arrangement for legal needs and communicating expectations on the front end can help to avoid surprises when you receive outside counsel’s invoice. Just as the General Counsel must show that he or she is highly valuable to the organization, outside counsel must show its value and could then be compensated based on the value they provide rather than the traditional hourly rate.

Let’s Make a Deal—Negotiating an Alternative Fee Arrangement

Although many law firms remain tied to the billable hour, more and more are willing to negotiate alternative fee arrangements that are designed to ensure that in-house counsel receive the outside expertise that is needed within realistic spending expectations. Here is an overview of some of the innovative ways that legal departments are now arranging fee agreements with outside counsel to meet their legal needs and the demands of their budgets.

Flat/fixed fees. A flat or fixed fee is what typically comes to mind when counsel discuss alternative fee arrangements. At its most basic level, a flat fee is just that—a set fee that is agreed upon at the start of a new matter and does not fluctuate, regardless of the amount of work performed. While it may be easiest to negotiate a flat fee for a matter where the lifespan of the matter and the amount of work involved are relatively predictable, variations on the flat fee can be applied to more complex matters. For example, if a health care company set out the strategic goal to acquire physician practices, outside counsel could set a rate for standard practice acquisitions using template documents.

In litigation, flat fees can be applied per phase of the case, i.e., a set dollar amount for (1) the first phase of investigation and responding to the Complaint, (2) the second phase through discovery, and (3) for the summary judgment motion phase. This type of arrangement can be particularly helpful when making cost/benefit decisions about settlement as the case progresses, because the cost of attorneys’ fees is certain. It can relieve some of the risk that the total flat fee paid will be grossly over or under the total amount of work performed.

These arrangements are not without risk. A project or litigation could become more complicated or time-consuming for the outside counsel or in-house counsel may learn that what they thought was in the rate was not included. In fixed fee arrangements, it is critical for both sides to understand the scope of what is in and what is outside the fixed rate.

Fee Caps. A fee cap sets a ceiling for the total amount that will be billed to a particular matter. Under a fee cap arrangement, outside counsel will bill by the hour using their normal hourly rates. Once the total bill reaches the agreed-upon capped amount, no additional work will be charged to the client. Admittedly, these arrangements can be difficult to negotiate because the risk of unforeseen expenses will be borne by the law firm rather than the client. However, fee caps can be a good way to encourage outside counsel to be efficient in their use of billable time throughout the life of the case, and like flat fees, they provide certainty that the total cost of the matter will be in line with the legal budget.

Reduced Rates. Even if an outside counsel is billing by the hour, it may be possible to negotiate the hourly rate. This is particularly true if working with a new firm that is trying to earn more of the company’s business, or if the in-house attorneys send a substantial amount of work to one particular firm. In some cases, a firm may be willing to negotiate a client loyalty program, in which its hourly rates will be reduced in relative proportion to the volume of work it receives. For example, the client may receive a 10% discount for the first $2 million in fees it spends with the firm, a...
A legal department that can inform business decisions and provide intelligence that allows the operations teams to identify gaps and to have a better working knowledge of their arrangements is one that is designed for long term success.

15% discount for all fees paid between $2 million and $4 million, and a 20% discount for all fees incurred in excess of $4 million. The downside of rate reductions is the lack of the value add component. The work outside counsel has done may not match the in-house attorney’s expectations.

**Performance Bonuses.** Although not an alternative fee arrangement on its own, a performance bonus for outside counsel can be incorporated into any of the arrangements described above. The bonus could be tied to a particular outcome—the closing of a deal or success on summary judgment, for example—or simply satisfaction with outside counsel’s client service and the value that they added to the matter. Performance bonuses are a good negotiating tool in that they may make an alternative fee arrangement more attractive to outside counsel who are not entirely used to the idea, while ensuring that the legal department only pays more when it receive value add.

When working with an outside firm that does not advertise these types of billing initiatives, the General Counsel should not hesitate to ask, and not be afraid to shop around. There is fierce competition for legal business, and another firm may be more willing to work to develop the right alternative fee arrangement if it means the opportunity to start a working relationship with a new client. Furthermore, more client demand for these types of arrangements will inevitably lead to more billing flexibility from all types of firms.

**Let’s Talk—Communicating to Ensure Billing Expectations Are Met**

Regardless of the billing structure used by a General Counsel, communication is key to keeping legal costs within budget. A good working relationship between in-house and outside counsel means that outside counsel already understands the company’s business objectives, preferences, and policies. Many General Counsel are reducing the number of outside counsel in order to have outside counsel understand and focus on these preferences. Spending time in the beginning talking through expectations, especially on non-routine matters and with new outside counsel, can save misaligned billing expectations down the road. For example: Does the legal department take a slash-and-burn approach to litigation, or want to minimize costs and explore early settlement from the outset? Does it want outside counsel to involve in-house counsel in every step of the project, or prefer periodic updates at each major phase? What aspects of the matter, if any, will be handled in-house? All of these decisions will affect the amount of work the outside attorney will perform and the total invoice, so it is crucial outside counsel understands these expectations.

Furthermore, even if an outside firm is billing by the hour, it often can provide a rough budget at the start of each new matter and periodic updates to the budget as the matter progresses. If a big variation exists between the amounts invoiced and the amounts budgeted without any obvious reasons, ask why. Ultimately, it is up to both in-house and outside counsel to communicate on an ongoing basis so that the work performed conforms to professional and budgetary expectations.

**Conclusion**

We do not know exactly what is down the road five or ten years from now, but we do know the road will be different than where we are today. Both legal departments and law firms need to understand these market forces. Those attorneys who can be seen as “value add” and strategic partners of the company will likely come out ahead. Technology and thoughtful plan-
ning will help to alleviate inefficiencies in legal department processes. Law firms that adopt alternative fee structures, have a deeper understanding of their clients, and provide timely completion of projects will be in a better position to meet these new challenges and better serve their clients. Health law attorneys may become less generalized and increasingly more specialized—a big change for many in-house counsel and some outside counsel.

About the Authors

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To learn more about how we may be able to help your organization, visit ntracts.com.
New resource offers guidance to parents and caretakers of children with disabilities. We all know what it’s like to see a loved one in pain or turmoil and not know how to help or where to start. For these reasons, parents and caretakers who are told their child has a disability often see the future as daunting and overwhelming.

The American Health Lawyers Association (AHLA) has created a free public interest resource called A Handbook for Parents: The Individuals with Disabilities Education Act. This resource will help parents and caretakers of children with disabilities be the best advocates for their children.

There are numerous benefits for children with disabilities that are afforded by the Individuals with Disabilities Education Act (IDEA). This law provides federal funding to state and local school districts so that infants, toddlers, pre-school, and school-age children with disabilities can receive early intervention, special education, and related services.

Under IDEA, every child with a disability is entitled to a ‘free and appropriate public education’ that is paid for by the government and meets federal and state standards. With AHLA’s Handbook for Parents, parents and caretakers can make great strides toward preparing themselves and their child for the future.

AHLA’s Handbook for Parents will help these parents and caretakers get started by offering guidance on the most frequently asked questions about IDEA, including:

❯❯ What are my rights as a parent?
❯❯ How will my baby be evaluated for developmental delay?
❯❯ What is an Individualized Education Program (IEP) and how is it created?
❯❯ Does IDEA apply to my college-aged child?

AHLA encourages members to share this free resource with their clients and their community. This resource is made possible through generous donations of AHLA members and is available to the public for free download at www.healthlawyers.org/IDEA.

The following audiences may find this resource helpful:
❯❯ Parents of children with disabilities
❯❯ Social workers
❯❯ Patient advocates
❯❯ School administrators
❯❯ Health care lawyers (who represent families of children with disabilities)
Free Medical Clinics in Virginia

AHLA’s Legal and Operational Guide for Free Medical Clinics provides guidance to community leaders and volunteer health care providers on how to establish a free medical clinic in their community. As an example, the images below illustrate how free medical clinics have impacted Virginia.

In 2014, Virginia area Free Clinics provided 191,544 primary care visits and 58,930 specialty care visits at an estimated value of over $35 million dollars.

During the 1980s, the Fan Free Clinic in Richmond, VA established the first community-based HIV/AIDS outreach program in the state.

Download it at www.healthlawyers.org/FreeMedicalClinic to see how you can help establish free medical clinics in your own area.
Immigration and Labor/Employment Law Consequences of Health Care Mergers and Acquisitions

By Greg Siskind, Siskind Susser PC and Thomas N. Shorter, Godfrey & Kahn SC

Health care industry mergers and acquisitions continue at a strong pace; Irving Levin Associates noted 346 deals were announced in the first quarter of 2015, a 109% increase as compared to the first quarter of 2014. Health care organizations, which include hospitals, long term care facilities, home health care agencies, hospices, and physician practices, are complicated and highly regulated entities that encompass a large volume and broad composition of human resources. Surprisingly, during a transaction, and notably the due diligence process, the legal components of immigration and labor/employment often receive little attention. This article offers insights into key immigration and labor/employment areas to include in the due diligence process.

Immigration Consequences
Generally speaking, two immigration issues need to be addressed in the merger context. First, employees who are foreign nationals may find their visa eligibility affected by
the deal as well as their pending applications (such as green card filings) adversely impacted by the transaction. Second, employers are required to maintain I-9 and E-Verify employment verification records documenting their employees’ identification and authorization to work in the United States. Compliance with I-9 rules needs to be considered before the closing of the deal.

The consequences of ignoring these issues can be severe. Employees may find themselves out of legal status following a transaction because their visas are valid only to work for an employer that no longer exists. Employers in turn could face lawsuits from employees for failing to exercise due care in handling their visa matters. Furthermore, employers who fail to maintain their employees’ legal status also could be in violation of a growing number of state immigration laws, whose penalties may include the revocation of a business license. Buyers who simply choose to assume liability for the seller’s I-9s may find themselves regretting the decision when they are targeted for an audit by Immigration and Customs Enforcement. And companies risk front-page news coverage if immigration violations are found.

There is no “one-size-fits-all” approach to handling immigration issues in a merger or acquisition. Rather, various questions affecting immigration options must be considered including:

How is the deal structured? Is it a merger or spin-off where employees will have a new employer with a different taxpayer identification number? Is it a stock purchase? Is it an asset acquisition where no liabilities are being assumed (or where just immigration liabilities are assumed)? Or a successor in interest where liabilities are being assumed?

What are the timing considerations? Is there time to file new immigration petitions for affected employees? Are employees going to suffer adverse consequences as a result of the timing? Is it possible for the seller to retain the employees until the necessary transfer filings can be completed? Can filings be deferred until after the closing without a penalty or risk? Should petition amendments be filed, which involve fewer costs, but cannot request an extension of time for the worker, or should completely new petitions be filed?

For I-9 forms and E-Verify filings, is the documentation of the selling entity being assumed by the buyer? If so, does the convenience outweigh the risks associated with assuming liability for the seller’s potentially sloppy recordkeeping?

A buyer should ensure that the due diligence request addresses immigration issues (something that is often left out). A key request for the seller on the due diligence list is to identify all foreign nationals in any status other than permanent residency or citizenship. An analysis should be conducted on an employee-by-employee basis to determine the specific immigration strategy for that employee.

The particular strategy for each employee will depend on the status under which the employee is working.

**H-1B Visas**

One of the most common work visas used by America’s employers is the H-1B visa. This is a non-immigrant visa for “specialty occupations” that generally means professional workers with at least a bachelor’s degree or the equivalent. H-1B employers need to make a number of attestations to the Department of Labor and United States Citizenship and Immigration Services (USCIS) regarding wages and working conditions.

If an employee's work location, duties, and salary are unaffected by the transaction, then the employer may benefit from a provision in the Immigration and Nationality Act applicable to corporate restructuring where the new employer is a successor in interest assuming the interests and obligations of the prior employer. In such cases, the successor employer need not file a new H-1B application. Instead, the employer would add a memorandum to the H-1B public access file maintained by the employer containing the following:

- A list of each affected H-1B employee including the related Labor Condition Application (LCA) by number and certification date;
- A description of the new employing entity’s actual wage system applicable to those workers;
- The Federal Employer Identification Number (FEIN) of the successor; and
- A statement that the successor is assuming the predecessor’s obligations and liabilities associated with the Department of Labor’s LCA filed as part of the worker’s H-1B application.

Note that this memorandum must be placed in the public access files contemporaneously with the closing of the deal or filing new LCAs may be required, something that is significantly more burdensome. A successor employer not comfortable making representations about a willingness to assume the predecessor employer’s obligations would need to file new LCAs and I-129 petitions for H1-B status. New LCAs and I-129 petitions also may need to be filed if there are changes in an employee’s duties, work location, or job requirements. Such filings should take place prior to closing, but from a practical standpoint, USCIS has allowed filings shortly after closing. Of course, there are no guarantees USCIS will make this allowance so as a best practice filing beforehand is recommended.

Successor employers also should check to see if the transaction will result in a change in the percentage of H-1B employees that will trigger “dependency” requirements. For employers with more than a certain percentage of H-1B workers who are paid less than $60,000 per year, additional recruiting requirements apply as well.
as restrictions on hiring H-1Bs before and after layoffs. Employees being acquired from a company that has been deemed a dependent employer also may be worth further scrutiny by the successor since it may be a result of prior H-1B violations.

Another issue that comes up more frequently for health care employers than others is the applicability of the H-1B cap. Many academic medical centers and nonprofit facilities are exempt from the annual quota of 85,000 H-1B visas. If the successor acquiring employees from such facilities is subject to the H-1B cap, then the employees could face a serious problem. USCIS generally takes the position that the question of cap exemption won’t arise until the next H-1B petition is filed. That’s helpful, but only puts off an issue that eventually must be addressed. Successor employers can sometimes absorb the predecessor employer as a nonprofit subsidiary and in such cases, cap exemption status may be retained; however, this requires careful coordination with tax counsel.

Physicians who train on J-1 visas and who have obtained a waiver based on working in a shortage area are required to work in that shortage area on an H-1B visa. There are more than 50 different state and federal J-1 waiver programs, many of which have rules that require the original sponsoring agency to be notified when there are changes in employment. In such cases, the particular rules of the state or federal agency should be consulted. Also, if a new H-1B must be filed on behalf of a doctor as a result of a corporate transaction, the physician may need to demonstrate that she continues to work in an underserved area, is still under a contractual obligation to work for the balance of three years remaining, and that there are extenuating circumstances justifying the change in employer. Generally, if the work location remains the same and the prevailing wage continues to be met, USCIS will approve the change.

**J-1 Visas**

Many teaching hospitals have residents and fellows who are working on J-1 visas. The J-1 visas are sponsored by the Educational Commission on Foreign Medical Graduates (ECFMG), not the teaching hospitals, so a corporate change does not have a direct impact on the J-1. ECFMG does request host hospitals to notify the organization of significant changes including major corporate transactions since the J-1’s Student and Exchange Visitor Program (SEVIS) electronic record with Immigration and Customs Enforcement may be affected.

**Permanent Residency Petitions**

Most permanent residency applications involve multiple steps and filings with the Department of Labor and USCIS. The Department of Labor’s long-standing position is that if after an acquisition, a new employer remains the worker’s employer and assumes all of the past employer’s obligations, the new employer would qualify as a successor in interest and an LCA would survive.

The ability to continue processing the I-140 application for permanent residency with USCIS became easier in 2009 when USCIS issued a memorandum setting out a process for employers to follow in successor-in-interest situations. Employers need not show that all assets and liabilities have been assumed. Instead, USCIS looks to whether the job is the same, whether the successor has established eligibility for the requested visa, and whether the successor has detailed the nature of the transfer of rights, obligations, and ownership of the prior entity. If the three tests are met, USCIS will find a valid successor-in-interest relationship. For applicants who already have filed an adjustment of status application that has been pending six months or longer, the applicant only needs to show that the position is the same or similar to the one originally approved.

**F-1 Visas**

Student visa holders are normally entitled to “optional practical training”—or OPT—which permits them to remain employed in the United States for 12 months after completing their studies. While less common for physicians, students receiving degrees in allied health and other professional fields are frequently hired by health care employers. Generally, transactions won’t affect these workers except that those receiving degrees in certain science, technology, engineering, and math fields can qualify for an additional 17 months of work authorization if their employers use the E-Verify system. If the successor employer is not using E-Verify, these OPT employees may lose their authorization to work.

**I-9s**

Successors in interest have the option of assuming the prior employer’s Form I-9s. The alternative is for an employer to have every employee of the company prepare a new I-9 form. Employers assuming prior I-9s should audit them as part of due diligence to determine if adequate records were kept. If there is not time to conduct a thorough audit prior to closing,
the successor should conduct such an audit at the earliest possible time afterwards.

**Labor/Employment Law Consequences**

Labor/employment law issues are another often overlooked aspect of health care mergers and acquisitions that can have far-reaching consequences. A primary step in the due diligence process is to review all pertinent employment-related documents. While this may seem overwhelming, a recommended starting point is the human resource binders and employee handbooks. The information provided below, while not exhaustive, is a representation of areas to be carefully reviewed as part of a merger or acquisition. Each of these cautionary items can result in drastic financial ramifications if not addressed during the due diligence process.

**In review of the employment documents:**

1. Identify if there are separate employee handbooks for hourly and salaried employees and then assess the similarities and differences.
2. Identify if a gift or bonus is distributed; review the written agreement and method or formula of calculation.
3. If a holiday bonus is given out, determine if it is discretionary, and if a claim for additional compensation exists.
4. Determine if there are any outstanding employment claims, including Occupational Safety & Health Administration (OSHA) violations or claims, wage and hour claims, or employment discrimination claims.
5. Pre-employment testing is a highly regulated area of human resources. Thoroughly review any pre-employment testing policies and procedures.
6. Closely assess if an employee has job protection during the orientation period.
7. If an involuntary termination policy exists, how does it affect accrued vacation time?
8. Review the layoff and recall policy, and the number of employees on layoff status during the entire merger/acquisition process.
9. If there is a policy for personal leave of absence, identify the number of employees on leave. A discussion should occur regarding the buyer’s obligation to employ any “inactive” employees.
10. Assess if a time clock policy exists, and how rounding an employee’s time is to occur when punching in or out. Review the federal law 29 C.F.R. 785.48(b), as well as any state law that may assess an exposure to a wage claim, particularly class based wage claims.
11. Assess any Educational Reimbursement policy that may be in place and the number of employees being provided tuition reimbursement.

**Analyze any union and Collective Bargaining Agreements (CBAs) to address how succession will occur**

Within the union and collective bargaining realm, it is important to understand the National Labor Relations Act (NLRA) of 1935. This is the basic statute regulating labor relations for private employers. It covers collective bargaining and union relations by providing employees three fundamental rights:

1. the right to organize;
2. the right to bargain collectively through chosen representatives; and
3. the right to engage in converted activities such as strikes and picketing.

To guarantee these rights, employers may not “restrain, coerce, or interfere” with an employee’s right to participate in organizational activities. Employers who base employment decisions on an employee’s participation or non-participation in protected activities are discriminating against the employee.

The NLRA also makes it unlawful to discharge or otherwise discriminate against an employee because he filed charges or has given testimony in an NLRA hearing. In 1974, the NLRA was amended to cover nonprofit hospitals and to establish special collective bargaining procedures in the health care field. Two noteworthy cases relevant to mergers/acquisitions are Golden State Bottling Co. Inc. v. NLRB, and M&G Polymers USA, LLC v. Tackett. In Golden State Bottling Co. Inc. v. NLRB, the Supreme Court found a successor company jointly and severally liable with the buyer for back pay to an employee whose discharge was found to be an unfair labor practice. The Court found the successor company had knowledge during the merger/acquisition process of the wrongdoing, which was not remediated. In the case of M&G Polymers USA, LLC v. Tackett, the Supreme Court addressed the interpretation of CBAs that included post-retirement welfare benefits, such as retiree health or life insurance benefits. A class of retired employees sued the current owner of the plant where they formerly worked when it announced, after the CBAs expired, that the retirees would have to begin contributing to the cost of their health benefits. The Sixth Circuit found the agreements indicated intent to vest lifetime contribution-free benefits and affirmed an injunction in the retirees’ favor. The Supreme Court held, however, that the Sixth Circuit’s approach was inconsistent with “ordinary principals of contract law,” which apply to CBAs.

Another area that health care organizations should keep in mind during a merger/acquisition is any social media policies that are in place. Social media has changed the speed and impact of union activities. Many employers maintain policies that expressly or impliedly prohibit online discussion of wages, benefits, and other terms and conditions of employment. The NLRB’s position, however, is that social media is merely a newer (and more effective) version of the “water cooler.” For that reason, policies that prohibit online discussion of wages, benefits, or other terms and conditions of employment are likely to be held unlawful by the NLRB.

As part of due diligence, be certain to review all union activity history as well as grievance history and collective bargaining to determine what liabilities may exist.

Carefully identify any wage and hour violations and potential overtime compensation violations

In cases involving the Fair Labor Standards Act (FLSA), the majority of back wages recovered have been for overtime violations while the breakdown of cases with minimum wage or
overtime violations, or both, are fairly split.

Wage and benefit shifts after a merger can have huge financial impacts. For example, compensation and benefit discrepancies recently affected the merger of a multiservice hospital system. More than 12,000 employees were affected when the newly merged system attempted to create a consistent compensation and benefit system. The changes cost the newly formed system almost $4 million. Several of the issues addressed included lost benefits such as the inability to bank sick time and weekend differential.

With respect to exempt and non-exempt employees, FLSA considers a salaried employee exempt from overtime requirements if they meet certain criteria in addition to a salary requirement. Under FLSA guidelines, a salaried employee is not necessarily exempt. During the due diligence process, an analysis of potential exempt status for each salaried employee should be conducted.

Assess the likelihood of harassment, discrimination, or other pending lawsuits

Purchasers have been bound by anti-discrimination injunctions and consent decrees entered into by the seller and held accountable for damages caused by the seller’s employment decisions.21 By contrast, in Wiggins v. Spector Freight System, Inc.,22 a purchaser was found not liable for any claims a class of plaintiffs may have had against their prior employer where there was no evidence of claims of employment discrimination at the time of the purchaser’s acquisition.

The potential for lawsuits related to pregnancy discrimination is another area that should be monitored by health care organizations as part of due diligence. Pregnancy discrimination is not confined to current employees, and can begin with job applicants and the hiring process in general. The Pregnancy Discrimination Act (PDA) specifically protects pregnant applicants from discrimination.23 Since fiscal year 2011, EEOC has filed over 45 lawsuits involving pregnancy discrimination. In September 2015, the EEOC filed suit against Your Health Team, L.L.C. for violating federal law by firing a female home health aide due to her pregnancy.24

Health care employers in particular, which have a predominately female workforce,24 should take note of the recent Supreme Court ruling in Young v. United Parcel Service, Inc.,25 which found there was enough evidence to show that United Parcel Service’s (UPS’s) policies imposed a significant burden on the plaintiff and may have been discriminatory. The plaintiff was told that under UPS policy, she did not qualify for the company’s “light duty” accommodation. Subsequently, she was put on unpaid leave until the end of her pregnancy, which resulted in the loss of her medical benefits. In its decision, the Court focused on the assertion that other UPS employees had received different treatment.

During the due diligence process, thoroughly review whether there are any pending lawsuits related to harassment, discrimination, or other employment-related claims. In addition, confirm that all settlement payments have been paid by the seller pursuant to its agreements.

Workforce Reduction: Worker Adjustment and Retraining Notification Act (WARN) of 198927

The WARN Act requires employers with 100 or more employees working at least 4,000 aggregate straight-time hours per week, not including new or low-hour employees, to provide 60-days written notice in advance of any “plant closings” or “mass layoffs.” The WARN Act defines a “plant closing” as a permanent or temporary shutdown of a single site of employment, or of a facility or operating unit at a single site, that results in an employment loss of 50 or more full-time employees.

An offer of employment from the buyer to all employees of the seller will negate any potential claim of WARN Act liability on the part of the seller. A review of the purchase agreement should explain the buyer’s offer of position, wage levels, and benefit structure. If the buyer does not offer employment to all the seller’s employees, including “inactive employees,” a more specific WARN Act analysis needs to be conducted. If the number approaches 50 or more employees, the buyer will be responsible to provide notice.

Review all pension and health claims to be sure contributions are up to date

Employee benefit plans are a part of every employment setting. Given complications of administering employee benefit plans in compliance with the Employee Retirement Income Security Act of 1974 (ERISA),28 it is an area fraught with risk. Accordingly, it is important for the acquiring entity to conduct a thorough due diligence evaluation of the plans. Specific aspects of each plan should be reviewed to assess any potential financial liability post transaction. These aspects include: any pending or threatened claims, qualified plan matters, special considerations to define benefits, and multiemployer plans. In addition, COBRA compliance should be carefully reviewed, specific to retiree health, transaction-related compensation, and the ability to modify benefits post-closing.

Additionally, executive compensation issues, golden parachute payments, outstanding flexible spending accounts, group liability premiums, and multiemployer plan withdrawal liability should be reviewed. One cautionary case is Einhorn v. M.L. Ruberton Const. Co.,29 which required the asset purchasers to
satisfy the seller’s delinquent contributions owed to a pension fund. The ruling in this case reflected the strong federal interest in protecting pension funds and their beneficiaries.

ERISA “sets minimum standards for most voluntarily established pension and health plans in private industry to provide protection for individuals in these plans.”

According to the Department of Labor, “ERISA requires plans to provide participants with plan information including important information about plan features and funding; provides fiduciary responsibilities for those who manage and control plan assets; requires plans to establish a grievance and appeals process for participants to get benefits from their plans; and gives participants the right to sue for benefits and breaches of fiduciary duty.”

All ERISA reportable events as well notifications and notices to employees and government agencies regarding any pension or health claim changes should be reviewed.

Workforce Culture
Cultural due diligence should be as rigorous and systematic as that done for the financial, legal, and operational components of any merger/acquisition.

Frequently, if leaders fail to address needed cultural changes, success in attaining the strategic benefits of the merger/acquisition will be limited. Even when two organizations have similar cultures, numerous issues related to employee values and beliefs, operations and processes, and organizational behaviors are inevitable.

One of the biggest challenges in retaining staff and employees after a merger is reconciling differences in pay and benefits. Personnel turnover is much more likely to occur when employees feel as though the merger is hurting them financially.

In addition, staff retention and compensation complications can have major impacts on the overriding success of any health care merger. Critical ingredients to any merger are the creative and collaborative melding of culture, chemistry, and communication. With an emphasis on these components, the reconciliation of compensation and benefit differences is more likely to occur.

Conclusion
The volume of health care transactions continues to grow, as does the necessity of incorporating immigration and labor/employment considerations into the due diligence process. The number of individuals involved in this highly labor intensive, highly skilled, and highly regulated arena increases the challenges for successful outcomes to the merger and acquisition process. The human resource impact on the success of health care mergers and acquisitions is likely to be more apparent than in other industries. Thus, the legal areas of immigration and labor/employment need to be more thoroughly incorporated into the due diligence process. To help work through these issues, Appendix A provides a checklist to incorporate into the governance, financial, and operational requests at the outset of any health care merger, acquisition, or other major transaction.

Appendix A: Immigration and Labor/Employment Due Diligence checklist:
A sample due diligence query to include with the governance, financial, and operational requests at the outset of any health care merger, acquisition, or other major transaction.

1. Provide a list of all employees who are not U.S. lawful permanent residents or citizens. The list should break down employees by visa category, work authorization expiration date, number of years in a particular visa category, the employee’s work site, and whether any non-immigrant visa applications or extension petitions or permanent residency petitions are pending or promised. Also note any changes in job duties, location, or salary that will occur as a result of the transaction.

2. For all employees listed above, please provide a copy of all documents relating to such employees’ immigration status including, but not limited to:
   a. Non-immigrant visa applications and extension petitions;
   b. Employment authorization documents;
   c. I-9 forms;
   d. Labor certification and immigrant visa applications and supporting documentation;
   e. Approval notices and correspondence with any government agencies;
   f. I-94 forms and passport visa stamps;
   g. documentation for the employees’ spouses and minor children; and
   h. H-1B public access files.

3. Provide copies of all correspondence with the Social Security Administration relating to the “mismatch” of Social Security numbers for any employees.

4. Provide copies of any correspondence with agencies of the Department of Homeland Security, Labor Department, Justice Department, or State Department regarding compliance with the country’s immigration laws.

5. I-9s—Provide a copy of all I-9s required to be kept by the employer, and a list of all employees of the company employed since 1986. Counsel will select a number of employees from the list and request their I-9s be provided.

6. Review the employee handbooks for discrepancies and similarities between hourly and salaried employees.

7. Analyze employee handbooks and human resource manuals to identify the discrepancies and similarities between policy and function, not limited to, but particularly in the areas of:
   a. Gift and bonus distribution,
   b. OSHA violations or claims,
   c. Pre-employment testing,
   d. Job protection during orientation,
   e. Involuntary termination policy,
   f. Layoff and recall policy,
   g. Personal Leave of Absence,
   h. Time clock policy, and
   i. Educational reimbursement policy.
9. Review wage and hour violations, as well as overtime compensation violations.
10. Assess all harassment, discrimination, and other pending lawsuits.
11. Review all pension funds to be sure all contributions are up to date.
12. Ensure there are no delinquent health claims.
13. As a merger/acquisition processes, assess the likelihood of any workforce reductions, if any are expected, carefully review the guidelines of the WARN act.

About the Authors

Greg Siskind (gsiskind@visalaw.com) is a founding partner of Siskind Susser and has practiced immigration law for nearly 25 years. He writes several books including the annually published LexisNexis J-1 Visa Guidebook, the ABA’s Lawyers Guide to Marketing on the Internet and SHRM’s Employer’s Immigration Compliance Desk Reference, and the soon to be released Physician Immigration Handbook. In 1994, Mr. Siskind created the first immigration law website and in 1998 he created the world’s first law blog. He also serves on Board of Governors of the American Immigration Lawyers Association and is a Vice Chair of AHLA’s Labor and Employment Practice Group.

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Endnotes

4. 20 C.F.R. § 665.730(e).
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29. 632 F.3d 89 (3d Cir. 2011).
31. Id.

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Analysis

Class-Action Waivers and Arbitration Clauses in HIPAA/Data Security Disputes

By Paul E. Knag, Murtha Cullina LLP

In an age dominated by technological advancement, companies looking to store large amounts of information have turned away from metal filing cabinets and toward electronic databases. This is especially true of health care providers (HCPs) and payers that possess personal information relating to millions of individuals. While this method of storing and sharing information is convenient, it has also created opportunities for hackers to illegally access individuals’ personal information.

In fact, according to experts in the field of data security, “there are now only two types of companies left in the United States: those that have been hacked and those that don’t know they’ve been hacked.” Just this year, Anthem suffered a breach that compromised the security of 80 million customers’ medical records. To date, the Anthem breach has prompted the filing of more than 90 class actions. Similarly, in 2013, four unencrypted laptops containing personal information on more than 4 million people were stolen from Advocate Health Care. That breach was also followed by a class action. The list of health care companies that have been subject to class actions resulting from data breaches is plentiful. Many of these cases have ended in multi-million dollar settlements.

Interplay Between HIPAA and DATA Security Disputes

In 1996, Congress passed the Health Insurance Portability and Accountability Act (HIPAA) to protect the privacy of health information due to rapidly increasing amounts of information that health providers have access to. HIPAA’s provisions were designed to promote efficiency within the health care system by improving the exchange of information among health plans, health care clearinghouses, and health care providers.

HIPAA does not provide individuals or entities with a private right of action. In other words, private parties cannot sue for violations of HIPAA; only the government may enforce HIPAA via fines and other penalties. However, this has not stopped plaintiffs from successfully relying on HIPAA violations as a basis for state-law claims.

In Byrne v. Avery Center for Obstetrics and Gynecology, P.C., the Connecticut Supreme Court held that, despite not allowing a private right of action, HIPAA may nonetheless inform the relevant standard of care in negligence cases involving health care providers’ breaches of patient confidentiality. Accordingly, the Byrne court concluded that HIPAA did not preempt—but rather, supported—the plaintiff’s state-law negligence claim.

This reasoning has been carried over into the class-action context. In Baum v. Keystone Mercy Health Plan, a federal district judge considered whether to remove a class action that had been filed in state court. The plaintiff in Baum filed suit in state court after a USB drive went missing from the defendant Keystone’s facilities. The plaintiffs alleged that the USB drive possessed by Keystone contained personal health information of the plaintiff and 280,000 others. The plaintiff’s complaint, which stated only state-law causes of action, explicitly pled that Keystone was negligent in failing to comply with HIPAA. Relying on this averment, Keystone attempted to remove the case to federal court by arguing that the HIPAA allegation provided federal question jurisdiction.

The court rejected this argument, finding that the complaint did not raise a question of federal law. The court went on to clarify, like the Connecticut Supreme Court did in Baum, that HIPAA is merely supportive of the claim because it provides a measuring stick for the defendant’s negligence. In conclusion, the Baum court declared that, since the complaint was a “straightforward state-law tort case . . . [it] should be decided by a state court under Pennsylvania’s more stringent information security statute.”

Cases like Byrne and Baum act as warnings to HCPs and payers that their own HIPAA violations could be used against them in a purely state-law class action. In the same vein, Baum should make HCPs and payers eager to implement arbitration clauses with class-action waivers into their contracts with customers and patients. If the defendant in Baum had included
Given that data breaches will likely increase before they decrease, HCPs and payers should consider ways to cope with the financial ramifications posed by related class actions.

Class-Action Waivers and Arbitration Clauses in Federal Claims

In American Express Co. v. Italian Colors Restaurant, the Court declared that “courts must rigorously enforce arbitration agreements . . . [in] claims that allege a violation of a federal statute, unless the FAA’s mandate has been ‘overridden by a contrary congressional command.’” In Italian Colors, the plaintiffs brought a class-action claim under federal antitrust laws, alleging that American Express illegally monopolized the credit-card industry. In agreements between American Express and the plaintiffs was a clause that prohibited “any [c]laims” on a class-wide basis.

After examining the federal law at issue (the Sherman Act), the Court concluded that no “contrary congressional command” existed that would preclude a waiver of class-action procedures. Specifically, the Court rejected the respondents’ argument—that proceeding on an individual basis contravenes the policies of antitrust laws. In response to this argument, the Court found that the antitrust laws “do not guarantee an affordable procedural path to the vindication of every claim.”

The Second Circuit has followed the Supreme Court’s lead. In Sutherland v. Ernst & Young LLP, the Second Circuit held that the Fair Labor Standards Act (FLSA) does not contain a “contrary congressional command” sufficient to preclude enforcement of a class-action waiver. The FLSA contains a provision that states that FLSA claims may be brought “by any one or more employees for and in behalf of himself or themselves and other employees similarly situated.” The Sutherland court acknowledged that this language did expressly condone class actions. Nevertheless, the court found that there was no right to a class action under the statute since the FLSA requires plaintiffs to opt-in to such claims.

The above cases demonstrate two salient points. First, the inquiry in determining whether to enforce a class-action waiver in a federal claim asks whether the federal law at issue contains a “contrary congressional command.” Second, and perhaps more importantly, courts have tended to compel arbitration in federal claims despite statutory language that could arguably be deemed a “contrary congressional command.”
HCPs and payers should be cognizant, in drafting arbitration clauses and class-action waivers, that those provisions very well may be analyzed under various states’ unconscionability standards.

In light of these points, it is important to note that data-breach class actions have in fact been brought under certain federal laws. Some plaintiffs have asserted claims under the Federal Stored Communications Act (FSCA), Fair Credit Reporting Act (FCRA), and Gramm-Leach-Bliley Act (GLBA). To date, no court has addressed whether the FSCA contains a “contrary congressional command” that forbids arbitration of FSCA claims. In the one case to address the presence of a “contrary congressional command” within the FCRA, the court found none. Similarly, no court has addressed whether the GLBA precludes arbitration. Therefore, HCPs and payers can likely invoke arbitration in claims brought against them under any of these laws.

Class-Action Waivers and Arbitration Clauses in State-Law Claims

The Supreme Court analyzes state-law claims differently than federal claims with respect to the applicability of class-action waivers. Rather than asking if there is a “contrary congressional demand,” the Court will determine whether the applicable state’s law contains a “ground” (as expressed in Section 2 of the FAA) that “exist[s] at law or in equity for the revocation of any contract.” This latter phrase has been construed to allow arbitration clauses to be voided by “generally applicable contract defenses, such as fraud, duress, or unconscionability.”

However, it does not permit the invocation of defenses “that apply only to arbitration or that derive their meaning from the fact that an agreement to arbitrate is at issue.” In

In AT&T Mobility LLC v. Concepcion, the Court emphasized that the FAA preempts state laws that outright prohibit the arbitration of certain types of claims. The Court went on to state that the inquiry becomes more complicated in situations where ordinary state-law contract doctrines—such as unconscionability—“have been applied in a fashion that disfavors arbitration.” Going a step further, the Court boldly declared that “nothing in [the FAA] suggests an intent to preserve state-law rules that stand as an obstacle to the accomplishment of the FAA’s objectives.” Against this backdrop, the Court held that the FAA preempted California’s “Discover Bank rule,” which had applied the unconscionability doctrine to invalidate class-action waivers in adhesion contracts. The Court rested its holding on preemption principles—specifically, that the California rule “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”

One year later, in Marmet Health Care Center, Inc. v. Brown, the Court similarly held that the FAA preempted a West Virginia judge-made rule that prohibited the enforcement of arbitration clauses in nursing-home agreements. The West Virginia rule explicitly precluded arbitration of negligence and wrongful death claims. Relying on Concepcion, the Marmet Court found that the West Virginia rule “prohibits outright the arbitration of a particular type of claim,” and, therefore, it is preempted by the FAA. The Court remanded the case for the lower court to consider whether the arbitration clauses are enforceable under state-law principles that are not “specific to arbitration.”

Lower courts have followed the reasoning of Marmet and Concepcion. For example, in Ferguson v. Corinthian Colleges, Inc., the Ninth Circuit held that the FAA preempted a California rule that prevented the arbitration of claims for public injunctive relief because the rule “prohibit[ed] outright” the arbitration of certain claims, as expressed in Concepcion. In Generational Equity LLC v. Schomaker, the Third Circuit held that a Pennsylvania law that barred foreign businesses from using Pennsylvania courts was preempted by the FAA to the extent it prevented those businesses from confirming an arbitration award in court.

The Supreme Court’s framework for analyzing the FAA’s applicability to class-action waivers in state-law claims is different than its analysis of federal claims. However, as evinced by the above cases, the state-law inquiry is equally deferential to the FAA as the federal-law inquiry. In general, courts will preempt state laws that outright prohibit the arbitration of certain claims. As seen by Concepcion, Marmet, and Ferguson, the FAA will preempt a state law even when that law was promulgated by judicial decision rather than legislative action.

Benefits of Class-Action Waivers for Health Care Providers in the Digital Age

In light of the above distinction between state and federal law, HCPs and payers should be aware of what law is likely to apply in data-breach claims against them. If federal law applies, a presiding court would be tasked with deciding whether the federal statute contains a “contrary congressional command.” On the other hand, if state law applies, a court’s inquiry would depend upon (1) whether the state’s law “prohibits outright” the arbitration of certain claims, (2) whether ordinary contract doctrines have been applied by the state in a manner that “disfavors arbitration,” or (3) whether the state law stands as an obstacle to the objectives of the FAA. Any one of these grounds would provide a basis for FAA preemption and, consequently, enforcement of waivers.
As previously noted, some classes have asserted claims under federal laws that seem to contain no contrary congressional commands preventing arbitration.\textsuperscript{53} Other classes have chosen to proceed exclusively under state law.\textsuperscript{54} What does this mean for HCPs and payers? For one, it creates an additional hurdle for HCPs and payers who end up in state court. Fortunately for HCPs and payers, the Class Action Fairness Act (CAFA) will probably provide a basis to remove such claims to federal court.\textsuperscript{55} Just last month, a federal district court, relying on CAFA, denied a class’ motion to remand their state-law data-breach claim against Blue Cross.\textsuperscript{56}

Plaintiffs’ use of state law also means that courts will look to relevant state law in determining whether the FAA preempts it. Given the Supreme Court’s treatment of the FAA, HCPs and payers should be hopeful (but not naively optimistic) that their class-action waivers will be enforced in data-breach claims. It is not surprising that, until now, HCPs and payers have not considered class-action waivers; HIPAA does not provide a private right of action. With the advent of data-breach class actions, however, the time to implement these contractual waivers is now.

**Drafting the Right Clause**

Because of the infancy of data-security breach law, it is impossible for HCPs and payers to foresee what types of claims may be brought against them should they suffer a data breach. With that said, a few guiding principles might help inform the drafting process. First and foremost, HCPs and payers should be cognizant, in drafting arbitration clauses and class-action waivers, that those provisions very well may be analyzed under various states’ unconscionability standards. Therefore, class-action waivers, especially, should avoid highly oppressive terms and should include other mechanisms to guarantee procedural fairness to litigants. HCPs and payers should also research the relevant state’s law to uncover any cases or statutes that seem to disfavor the FAA or arbitration in general since such laws will trigger FAA preemption.\textsuperscript{57}

Lastly, HCPs and payers should become well-versed in the various bodies of federal law that a data-breach class action could be brought under. As seen in Concepcion and Italian Colors, a court deciding whether to compel arbitration under the FAA will look to a federal statute to see whether it contains a “contrary congressional command.” Thus, HCPs and payers should attempt to draft waivers in clauses in light of any potential “contrary congressional commands” present in statutes such as the FCRA and FCFA.\textsuperscript{58}

**Conclusion**

HCPs and payers subject to data breaches will be left to wade in the quagmire of conflicting state and federal laws. Although this may seem daunting—and inherently unpredictable—HCPs and payers might be able to bring some predictability to litigation by including arbitration clauses and class-action waivers in their agreements with consumers. \textsuperscript{3}

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**Cases like Byrne and Baum act as warnings to HCPs and payers that their own HIPAA violations could be used against them in a purely state-law class action.**

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**About the Author**

Paul Knag (pknag@murthalaw.com) practices in the areas of Complex Litigation and Health Care. A cum laude graduate of Harvard Law School, he has written and lectured extensively on a variety of topics including antitrust, health care reimbursement, insurance, arbitration, and various other topics. Mr. Knag is the original author of a treatise on HIPAA. He has litigated in a variety of state and federal courts including the United States Supreme Court. He has also handled a wide variety of health care transactional and regulatory issues on behalf of providers including compliance, reimbursement, governance, antitrust, joint ventures, physician contracting, and a wide array of other health care issues. Mr. Knag is listed in Best Lawyers and Who’s Who, and is currently the Chair of the Health Law Section of the Connecticut Bar Association as well as formerly Chair of the Connecticut Health Lawyers Association.

The author thanks Thomas Bosworth for his assistance with the article. Mr. Bosworth is a third-year law student at Temple University Beasley School of Law in Philadelphia, where he is a Research Editor for the Temple Law Review. While in law school, Tom was also selected to compete as a member of Temple Law’s National Trial Team. Upon graduation, Tom will serve as a law clerk for a federal district judge in the Eastern District of Pennsylvania.

**Endnotes**

3. *In re Anthem, Inc.*, *Customer Data Sec. Breach Litig.*, MDL No. 2617, --- F.3d ----, 2015 WL 3654627 (J.P.M.L. June 8, 2015) (transferring various cases from federal courts in Alabama, California, Georgia, Indiana, and Ohio to the Northern District of California for consolidation into a multidistrict litigation).
Analysis


CompuCredit Corp. v. Greenwood, 726 F.3d at 290-91.

Keystone, a Pennsylvania corporation, served over 300,000 Medicaid recipients in Pennsylvania.

AT&T Mobility LLC v. Concepcion, 131 S. Ct. at 2310.

Sutherland v. Ernst & Young LLP, 726 F.3d at 296-97.


AT&T Mobility LLC v. Concepcion, 131 S. Ct. at 1747.

AT&T Mobility LLC v. Concepcion, 131 S. Ct. at 1204.

AT&T Mobility LLC v. Concepcion, 131 S. Ct. at 1204.


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Five Tips for Young Lawyers this Holiday Season

By T.J. Ferrante, Foley & Lardner LLP, Tampa, FL

For most people the holidays are a wonderful time filled with festivities, good cheer, and even better food. So, who wants to work?! Probably not many of us, but it’s also the time of year when expectations are most out of whack, when we feel the most pressure to balance work, personal life, and responsibility to others. Too often, personal life gets shorted: we’re caught up in a closing or preparing for trial; we’re invited to too many parties; we sleep too little and eat too much. Being pulled in so many directions can leave young attorneys exhausted and jaded, and completely oblivious to the potential joys of the holidays.

There is no one right answer to the question of what is a good work/life balance; that is because the answer to that question is different for each one of us, dependent upon our own core values, principles, and personal goals and priorities. However, what serves as a common foundation to most successful resolutions of this question is first to honestly assess our own priorities and identify what really matters to us in life, and then to make necessary changes in our professional and personal lives to work toward those priorities.

Here are five tips for young professionals during this holiday season:

1. **Prioritizing Time**: Take a step back and look at how you spend your time and energy. Rank each activity to create a list of priorities. Be proactive with your scheduling. Build in downtime.

2. **Set realistic goals**: Creating goals can lead to satisfaction when they are reached, but unrealistic goals can lead to feeling overwhelmed. Make sure you make goals that you can accomplish and have a contingency plan when something unexpected prevents you from reaching a goal. Don’t be afraid to say no. Saying yes when you should say no can leave you feeling overwhelmed, resentful, and adds to holiday stress. People will understand if you can’t attend every activity or project.

3. **Manage Distractions and Procrastination**: Establishing priorities and staying on task ensures free time is enjoyed and doesn’t slip away to empty activities. Don’t procrastinate. A lot can be avoided by simply thinking ahead and getting things done earlier rather than later.

4. **Make Your Health a Priority**: The holidays come during the peak of cold and flu season, and unhealthy eating habits abound. During this holiday season, be mindful of your hygiene, eating habits, and exercise routine. Even a 15-minute walk each day will clear your mind and give you more energy for the holiday party and that client or partner meeting.

5. **Don’t Go Overboard at the Company Holiday Party**: The holidays can be fun, but there’s a fine line between fun and career damaging consequence. Do not lose sight of the fact that you are still at work. Keep good control over your alcohol consumption and you won’t have anything to worry about when Monday comes around.

On behalf of the AHLA Young Professionals Council, sincerest wishes to you all for health and happiness during the holidays and in the coming year!

Thomas (T.J.) Ferrante (tferrante@foley.com) is an attorney with Foley & Lardner LLP in Tampa, FL. He focuses his practice on a wide range of transactional and related regulatory issues for health industry clients, including for-profit and not-for-profit hospitals and health systems, multi-specialty physician practice groups, and long-term care providers. Mr. Ferrante is an active member of AHLA and is a member of the Young Professionals Council.
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Don’t forget! You already have access to the Health Law Archive if you are a student member or a new member in their first year.
AHLA Diversity+Inclusion (D+I) Council: What We’re Up to This Year!

Focal Project Work Groups:

**Diversity Scholarship Subcommittee**
Led by Dot Powell-Woodson, this group is:

- Developing an overall timeline for scholarship implementation
- Determining eligibility for scholarship award
- Identifying law school partners
- Establishing the application process; and
- Identifying scholarship terms.

For more detailed information on the work of the scholarship work group, see the next page for an article by Council member Gary Norman.

**Programs Diversity**
Led by Rob Niccolini, the D+I Council is reviewing the types and amount of data AHLA has, identifying gaps, and recommending solutions to expand speaker diversity.

Other Work Groups are focusing on the following areas:
- Receiptions/Special Events
- Publishing
- Leadership/Inclusion
- Recruitment
- Pro Bono

**Stay Tuned...**
Stay tuned for announcements about our guest speaker at the Celebrating Diversity+Inclusion Reception at the 2016 Annual Meeting.

**Join Us...**
Celebrate Diversity+Inclusion at the opening receptions at the following in-person programs:
- Physicians and Hospitals Law Institute, February 8, Austin, TX
- Long Term Care and the Law, February 22, Orlando, FL
- Academic Medical Centers, March 14, Washington, DC
- Health Care Transactions, May 17, Nashville, TN
Note on Fostering Diversity from the D+I Council: Laudable Scholarship Program

By Gary C. Norman, JD, LLM

The 2015-16 academic terms, which also coincide with the term of the Supreme Court, will be interesting from a diversity perspective. While the D+I Council has attempted, and continues to attempt fostering an inclusive landscape in legal education (such as through the launch of a diversity scholarship) the US Supreme Court will hear a case during the 2015-16 term involving race as part of college admissions. Regardless of the court’s decision on Fisher v. University of Texas, the Council hopes that diversity in the health care law trade will be expanded by assisting a variety of diverse law students through scholarships and other initiatives.

D+I Council Co-Chair Dot Powell-Woodson, who leads the scholarship working group as part of the Council, stated, “The concept of awarding a Diversity Scholarship grew out of AHLA’s recognition of the increasing prohibitive cost of a law school education, the disproportionate impact that these soaring costs have on minorities seeking to join the legal profession and AHLA’s commitment to the health law discipline.”

The scholarship work group members are Dot Powell-Woodson, Beatrice Nokuri, Gary Norman, Bryan Hull, Arnold Pamplona, Kristia Bowens Jones, Kirk Dobbins, Jessica Baker, Tom Shorter, and Laverne Largie Tucker.

Recognizing implicitly the disproportionate impact the cost of higher education has on all people, especially minorities, AHLA has committed funding a scholarship program. The Council has been honored by its commitment to render a workable, viable program as soon as possible and began its work in August.

The scholarship program presumes a need for diversity initiatives in higher education. In my view, our great (still imperfect) union and its staggering student debt make scholarship efforts more important than ever. Our progress, strenuously obtained, will not cease. Perhaps this needs to be told to the starched collared men of the Court in case only having three women on the court does not implicate a need for diversity in the first place.

In noting race alone, a blog-based editorial by Violeta Arciniega referenced that about 13.2% of the US population are African-Americans, and yet, of the legal profession, 4.8% of lawyers are African-American.1

According to an article published in The New York Times in June 2015, which appears oriented towards proponents of so called affirmative action, Associate Justice Kennedy’s vote [Fisher v. University of Texas], should it tally against utilizing race as a factor in college admissions, will “reduce the number of black and Latino applicants at nearly every selective college and graduate school.”2

“We are hopeful that the Scholarship Program will help address students’ financial issues and encourage a focus on health law,” said Dot Powell-Woodson. And, indeed, the program will continue the important conversation about diversity in the legal educational system and in the job market, should the climate become murkier.

Gary Norman
(GLNorman15@hotmail.com) serves on the Diversity+Inclusion Council. Partnered with a guide dog, he comprises an uncommonly heard voice in the room, which inspires some, which disturbs some, and which mostly adds, as he hopes, value to public policy conversations.

Endnotes
Women’s Network Activities at Fraud and Compliance Forum

AH LA’s Women’s Leadership Council (WLC) sponsored its first Paint Nite social on the evening of September 27, 2015, at the Fraud and Compliance Forum in Baltimore, MD. More than a dozen attendees (including AH LA CEO David Cade) showed off their artistic talents, along with enjoying some laughter and creative fun.

The WLC also sponsored a networking breakfast at the conference on September 29, where attendees had the opportunity to enjoy informally networking with other members. In addition, an expert panel gave a presentation titled “Freeze...You’re Under Arrest Or Investigation. How To Deal With The Stress And Pressure Of It All When Your Client Is Under Siege.”

During the panel presentation, Jolee Hancock Bollinger, General Counsel of Franciscan Missionaries of Our Lady Health System in Baton Rouge, LA, discussed some of her experiences as in-house counsel at prior organizations when she had to help her client organizations through government investigations. In-house counsel, Ms. Bollinger explained, is expected to be a steadying force for the organization and the individuals within it; but this can be difficult when respected colleagues become targets for alleged violations of civil or even criminal laws.

To continue providing effective leadership in such a situation, the in-house lawyer needs to be able to deal with both chronic stress of an ongoing investigation, as well as the type of acute stress that can arise when, for example, a colleague is indicted or the FBI arrives at a client site to execute a search warrant. The panelists, with Laura Laemmle-Weidenfeld (Jones Day, Washington, DC) moderating, also discussed how important it is that outside counsel understand these dynamics and take them into account when assisting in-house counsel.

Panelist Ellen Ostrow, PhD, PCC, CMC, of Lawyers Life Coach LLC in Washington, DC, then discussed the physical effects that both chronic and acute stress can have on all of us, and suggested some ways to reduce stress at the chronic level (such as exercising, getting at least seven hours of sleep, and reducing caffeine). She also suggested ways to handle the acute stress that occurs when attorneys and their clients are under siege. These latter techniques include breathing slowly, observing and naming thoughts and feelings without judging them, and paying attention to the immediate moment. Ms. Ostrow also suggested regularly engaging in mindfulness, which can be very useful in acute stress situations as well as on a regular basis in the stressful life of a lawyer, and she led the attendees through a mindfulness exercise.

We would love to see you at one of our upcoming Women’s Network events! Learn more about our future activities and join the conversations by joining the Women’s Network online community at http://communities.healthlawyers.org.
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- An in-house perspective on managing class litigation; and
- Special issues in the settlement of class actions.

Part I: An Introduction to Class Actions as a Procedural Device
Wednesday, January 6

Part II: Trends and Recent Developments in Privacy, Data Breach, Wage, and Hour Class Actions
Friday, January 22

Part III: Use of Experts and ADR in Class Actions
Friday, January 29

Part IV: Litigation Management and Mitigating Class Action Risk
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Part V: Issues in the Settlement of Class Actions
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Brownstein Hyatt Farber Schreck, LLP
Kalisa Barratt was recently hired by Atrius Health as the organization’s Chief Compliance and Privacy Officer in Boston, MA.

Kelly J. Eberspecher has joined Husch Blackwell as a Partner in the firm’s Chicago, IL, office. He joins the firm’s Healthcare, Life Sciences & Education industry team.

James M. Hafner Jr. has joined Squire PattonBoggs as a Healthcare Fellow in Columbus, OH.

David E. Jose was recently selected as the 2015 Indiana State Bar Association (ISBA) Community Service Award recipient. He is a partner and co-chair of the Health Care and Life Sciences practice group at Plews Shadley Racher & Braun LLP in Indianapolis, IN.

Catherine McKnight has joined Children’s Health in Dallas, TX, as Assistant General Counsel.

James W. Saxton is the CEO and co-founder of the new firm Saxton & Stump LLC, based in Central Pennsylvania. It is a full-service health care litigation defense firm which also provides comprehensive consulting services.

Seven transactional, regulatory, technology, and public policy attorneys have joined Polsinelli’s Atlanta, GA, office: Shareholders Sidney S. Welch and Lynn S. Scott, who will serve as co-chairs of the new Health Care Innovation Practice Group. Also joining Polsinelli are Counsel Jeremy P. Burnette, Amy J. McCullough, and Cybil G. Roehrenbeck, as well as Associates Amanda M. Hiffa and Laura E. Little.

Author Thanks

AHLA would like to thank Jonathan M. Joseph for authoring Data Breach Notification Laws: A Fifty State Survey, Second Edition. This new edition is a one-stop guide to existing state data breach laws. And with breaches occurring at the state level with more and more frequency, legislatures are enacting an ever-increasing array of notification laws that you must consider.

And finally, AHLA would like to thank Nathan F. Coco, Deborah Gordon, John P. Hammond, Patrick J. Martinez, and Gary B. Rosenbaum for authoring Health Care Finance: A Primer, Third Edition. This new edition addresses all of the basics of health care finance, from discussion of the critical importance of finance to the future of health care, to specific financial arrangements and the documents integral to them.

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Miami, FL: Health Sciences Compliance and Privacy Officer, Florida International University–Herbert Wertheim College of Medicine. The Herbert Wertheim College of Medicine (HWCOM), at Florida International University (FIU) seeks applicants for a Health Sciences Compliance and Privacy Officer, who will have primary responsibility for the compliance and privacy operations for the FIU Health Sciences clinical practices, including FIU Student Health Services and its groundbreaking Green Family Foundation Neighborhood HELP™ program. The Health Sciences Compliance and Privacy Officer will have responsibility for compliance oversight for ambulatory clinical environments in a variety of settings, including the home, a mobile health care van, and FIU and community-based health care sites. For more information, or to apply, please visit us online at careers.fiu.edu, and refer to job opening ID 510321. FIU is a member of the State University System of Florida, and an Equal Opportunity, Equal Access Affirmative Action Employer.

Orlando, FL: Senior Counsel of Reimbursement and Regulatory, Orlando Health. We are currently seeking a Senior Counsel of Reimbursement and Regulatory in legal affairs. The Senior Counsel is responsible for providing legal advice and support to the General Counsel. He/She will act as primary legal liaison to the CFO regarding legal aspects associated with compliance, billing, collection, reimbursement, and managed care contract issues. This attorney will demonstrate expertise in, and focus on, the Stark law, Anti-Kickback Statute, Civil Monetary Penalties Statute and other laws and policies affecting referral and financial relationships between health care providers. The Senior Counsel will also prepare presentations to support the CFO or industry related meetings, as well as, design, coordinate, and present educational sessions to small and large groups on various legal topics. Education: (JD) from a US accredited law school. Experience: Seven (7) years’ experience. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

South Palm Beach County, FL: Seasoned Health Care Attorney, Florida Healthcare Law Firm. Florida Healthcare Law Firm, located in South Palm Beach County, seeks experienced and ethical health care Attorney for busy practice. Seven to ten (7-10) or more years’ experience and licensed in Florida. Experience with physicians, hospital and drug & alcohol treatment centers a plus. No book of business required. Salary atypical and unlimited. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Stuart, FL: AVP/Associate Legal Counsel, Martin Health System. Martin Health System in Stuart, FL, is seeking an AVP/Associate Legal Counsel with FL licensure, seven to ten (7-10) or more years of experience in health care law and enterprise risk management experience. In-house hospital legal counsel experience and board certification in Health Law in Florida is preferred, but not required. We offer a competitive compensation and benefits package and an incomparable environment–both inside and out. The Treasure Coast offers a great lifestyle for singles and families alike, with excellent schools, affordable homes, unlimited recreation and Stuart’s charming downtown center. Apply online www.martinhealth.org/jobs. Martin Health System is an equal opportunity employer.
responsibilities include drafting to support and advance our presence in supply chain services with relevant legal experience affecting their operations. We are seeking attorneys to join their legal department. Preferred candidates will have strong academic credentials, and a minimum of eight to twelve (8 to 12) years of experience in the health care industry, ideally in both law firm and in-house settings, with demonstrated expertise in the health insurer/public sector managed care space. This in-house counsel must be capable of working independently in a fast-paced environment, while managing effectively multiple projects and competing priorities. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Indiana
Indianapolis, IN: Attorney (Supply Chain), Hall Render Kilian Heath & Lyman PC. Hall Render is the nation’s largest law firm focused exclusively on health care organizations. Our supply chain service line assists clients across the health care industry spectrum, from health systems and service providers, to suppliers and group purchasing organizations, in successfully managing their supply chain operations within the complex regulatory environment affecting their operations. We are seeking attorneys with relevant legal experience in supply chain services to support and advance our supply chain service line. Responsibilities include drafting and reviewing a wide variety of health care related arrangements, conducting legal research, advising on procurement strategies, and assisting with negotiations on behalf of clients. Candidates should have four to eight (4-8) years of legal experience in supply chain procurement and operational management in either health care or other industries. Preferred office is Indianapolis, IN. Some travel required. Interested applicants should apply online at www.hallrender.com/careers. Hall Render is an EOE. No phone calls please.

Kansas
Kansas City, KS: Health care Attorney, Armstrong Teasdale LLP. Refer to listing under St. Louis, MO, for full description.

Kentucky
Louisville, KY: Legal Counsel, Humana Inc. REO: 149941, Be a part of the legal team -use your legal expertise to drive health care strategy. Humana is seeking a Legal counsel, who will support Humana and its management, by collaborating and consulting with insurance and legal counsel throughout the company, in order to ensure full compliance with all applicable laws and regulations, and protection against external risk. Provide proactive legal advice and support for Humana’s Medicare Advantage and Medicare Prescription Drug Program lines of business. Advise on Medicare laws, CMS regulations, Anti-Kickback laws, the False Claims Act, and other health care fraud and abuse laws. Provide counsel on regulatory compliance and government relations, and business transactions. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Louisville, KY: Vice President Corporate Compliance, Kindred Healthcare. The Vice President, Corporate Compliance is responsible for the initial assessment and, prompt and complete investigation of internal and external allegations and reports of potential violations of federal health care program requirements, Kindred’s CIA obligations, the Company’s Code of Conduct and/or policies, procedures, and practices. The Vice President, Corporate Compliance manages a team of professionals charged with implementing the company’s compliance program. Experience: 15 plus years of experience as a practicing lawyer in the health care industry that includes leading or performing internal compliance investigations and implementing internal processes. Contact: Furst Group / Lynn Strevell, (800) 642-9940, lstrevell@furstgroup.com.

Louisiana
Baton Rouge, LA: Health Care Attorney, Breazeale Sachse & Wilson LLP. Breazeale Sachse & Wilson LLP seeks a midlevel attorney with at least five (5) years of experience to join its Health Law Practice Group in the Baton Rouge, Louisiana, office. Minimum qualifications include five (5) years of significant experience in health care matters. Hospital counsel experience is preferred. Candidates should have experience in health care contracting, transactional and compliance issues. A candidate’s familiarity with Stark, Anti-Kickback Statute, Medicare/Medicaid billing and reimbursement, hospital/physician alignment issues, provider enrollment / licensing issues, transactional health law issues is also helpful. To apply for this position, please send a current resume to: careers@bswlip.com.

Maryland
Baltimore, MD: Assistant Director of Tax, Johns Hopkins Health System. The Johns Hopkins Health System (JHHS) is accepting applications and nominations for an Assistant Director of Tax. This is a newly created high potential role in a dynamic organization, known for its excellence in patient care, medical research and teaching. Johns Hopkins Medicine includes six academic and community hospitals, four suburban health care and surgery centers, more than 30 primary health care outpatient sites, as well as programs for national and international patient activities. Diversified Search is recruiting for this senior level tax executive for JHHS. Confidential inquiries, nominations, referrals, and resumes, with cover letters, should be sent in confidence, electronically, to: Devyn Zachery, Vice President & Senior Associate, JHHS_tax@divsearch.com.

Minnesota
Rochester, MN: Legal Counsel, Mayo Clinic. This Legal Counsel position (Attorney) will join Mayo Clinic’s in-house legal staff in Rochester, and will have significant responsibilities devoted to serving and coordinating the legal needs of Mayo Medical Laboratories and Mayo Clinic’s Department of Laboratory Medicine and Pathology (collectively “MML”). The Attorney will coordinate with other members of the Legal Department, and with outside counsel, to provide general corporate, contracting, health law, and regulatory compliance support for MML. The Attorney will be involved in all contract processes related to MML, and will work closely with the Legal Department Contract Unit and Contract Managers, providing services to MML. The Attorney will retain and manage outside counsel, participate in staff education, and serve on institutional committees and task forces as needed. To learn more and apply, please visit: mayoclinicjobs.com/careers. Hall Render is an equal opportunity employer and a drug free workplace.

St. Cloud, MN: Associate General Counsel, CentraCare Health. The Associate General Counsel will assist in the structuring and managing of all legal, regulatory and governance issues within CentraCare Health and its regional facilities. Primary areas of responsibility include contracting, regulatory, nonprofit tax law, fraud and abuse, medical staff, employment, risk and insurance law. Five (5) years’ experience required. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Missouri
St. Louis, MO: Health Care Attorney, Armstrong Teasdale LLP. Armstrong Teasdale LLP
is seeking a highly qualified health care transactional and regulatory attorney for its health care and Corporate Services practice areas. Job Requirements: The ideal candidate will have more than six (6) years of broad experience in health care law, including most, if not all, of the following areas: health care fraud and abuse laws; hospital/physician issues, including compensation, employment and practice acquisitions; health care entity mergers, acquisitions, and affiliations; strategic partnerships and network formation and operations; managed care contracting; and Medicare/Medicaid reimbursement matters. The ideal candidate will be a high performer who can demonstrate superior communication skills; Have excellent academic credentials; Possess good interpersonal skills for communicating with attorneys and clients; be diligent and detail-oriented; demonstrate an ability to work independently and productively; and have a strong inclination for developing business, and growing a health care practice. Large law firm experience preferred. Portable book of business clearly a plus. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

**New Hampshire**

**Nashua, NH:** Health Care Attorney/Associate Vice President, Southern New Hampshire Health System. Southern New Hampshire Health seeks attorney to provide in-house legal advice, regarding contract/BAA development and management, health system policies and bylaws, medical staff programs, provider employment contracts & compensation, regulatory compliance and general/corporate needs. Responsible for managing external legal services. Participates in corporate compliance and risk management programs, internal audits and investigations. Serve as Privacy Officer for the Health System. Qualified candidate will have a JD degree from an accredited law school, be a member in good standing of the NH Bar, and possess a current NH license. Requirements include a minimum of seven to ten (7-10) years of legal experience in the industry, as well as a current working knowledge of HIPAA, Stark, Privacy, risk management, provider reimbursement, provider compensation, fraud & abuse and NH and US health care laws. This position reports to the Vice President of Compliance, Risk Management & Legal Services. To apply, please visit www.snhhs.org/careers.

**New Jersey**

**Camden, NJ:** Associate Counsel, Trinity Health. Provides direction, guidance, and assistance on legal matters related to Trinity Health and its operating entities within a specific area of expertise including, but not limited to, taxation, long term care, health networks, acquisitions/divestitures, physician contracts, employment/regulatory compliance and general corporate health care law. Minimum Qualifications: Licensed attorney holding a LL.B. or JD degree from a recognized law school; Must have a minimum of eight (8) plus years’ experience practicing law with at least three (3) years’ experience in the practice of corporate health care law, including the laws affecting tax-exempt organizations, with demonstrated legal capability covering diverse legal assignments that occasionally include legal matters of major significance. To apply, contact John Parisi at john.parisi@trinityhealth.org.

**Jersey City, NJ:** Commercial Counsel, Allergan Pharmaceuticals. The Commercial Counsel provides a diverse range of legal services to the US commercial functions within the Company, which operates in a highly regulated environment. The Commercial Counsel will primarily help support the Marketing Teams, Trade Relations, Pricing and Access and Government Pricing groups. She or he will also provide support in the legal review of promotional material for the US market. The Commercial Counsel will work closely with the Company’s commercial functions by participating to the business strategies and providing sound legal and compliance guidance. The ideal candidate for this position will be a member in good standing with the US bar, with a minimum of eight (8) years of experience working in a corporate legal environment or a major law firm. Experience in the areas of marketing law, health care compliance and government drug rebate programs required. To apply, contact jonathan.ridley@actavis.com.

**Newark, NJ:** Associate General Counsel, Horizon Blue Cross Blue Shield of NJ. The Associate General Counsel is responsible for providing legal advice to management with regard to various areas of assigned specialization. The Associate General Counsel has clear authority in the specialized area to act for the company. The Associate General Counsel develops and maintains internal and external relationships and provides coordination with outside counsel and regulatory bodies of the Company when necessary. The Associate General Counsel shall consult with Assistant General Counsel and other stakeholders within the Company when issues are significant with regard to impact on the company. Experience/Education: Requires five (5) years’ experience in the practice of law in a corporate legal department or a full service law firm with an emphasis in corporate transaction, corporate governance, and/or insurance regulatory law; Requires JD degree and admission to the New Jersey Bar or New Jersey Limited In-house Counsel License. To apply, contact brian_madjian@horizonblue.com.

**Newark, NJ:** Health Care Attorney, McCarter & English LLP. McCarter & English is searching for a health care associate for our Newark, NJ office, with at least five (5) years’ experience, and success in institutional transactional and regulatory matters, licensing and certification and other health care compliance matters, fraud & abuse, physician self-referral (Stark law) and hospital/physician alignment work. Applicants must be dynamic and entrepreneurial.
and interested in developing and growing a practice within an established health care platform. Compensation commensurate with experience. Applicants with in-house experience also welcome. Our Health care Service Team provides a multi-office platform of experienced attorneys, who specialize in health care, capital finance, antitrust, cyber security, tax controversies, construction, real estate, financial services litigation, insurance coverage, environmental/energy, corporate, property tax appeals, labor and employment, and pensions and ERISA. If you have relevant experience, we would like you to consider joining our team. Please send your resume, cover letter and writing sample to Christine Lydon, at recruiting@mccarter.com.

New Brunswick, NJ: Senior Vice President and General Counsel, Rutgers, The State University of New Jersey. The successful candidate will report directly to the President and will serve as the Chief Legal Officer for the entire University, including the Rutgers boards, president, senior officers, and other officials and units. The Senior Vice President and General Counsel will lead the Office of General Counsel, which currently consists of 18 other attorneys, three legal assistants, and other supporting staff, primarily located in New Brunswick, with some located in Newark, as well. The General Counsel will also oversee all outside legal counsel retained to represent the University, and will participate substantially in medical and other claims and risk management. The General Counsel will be a key legal, policy, and business advisor on matters of importance to the University, including participation in strategic discussions and major transactions. For more information about this position, contact William F. Howard, wfh@academicsearch.com, or call (202) 263-7489, for confidentiality discussions about this opportunity.

Plainsboro, NJ: Senior Counsel, US Commercial-Regulatory, Bristol-Myers Squibb. This position will be involved in all aspects of supporting the US Sales, Marketing and Medical organizations and operate as part of a Law Department focused on providing excellent legal service to clients. The lawyer will be responsible for partnering and advising clients on a broad array of issues relating to FDA pharmaceutical regulations, advertising, product development, product labeling, promotional review, Anti-Kickback and compliance issues, regulatory policy, and contracts. JD plus five to seven (5-7) years of relevant experience preferred. Contact Suzanne Volkert, Manager, Talent Acquisition, Bristol-Myers Squibb, Suzanne.Volkert@bms.com.

New York Ardsley, NY: Director-Legal Commercial, Acorda Therapeutics. The Director–Legal is responsible for general legal support for the Company’s Commercial Sales & Marketing operations, including contract preparation and negotiation, FDA promotion, fraud and abuse review, Anti-Kickback, and counseling. This individual is also responsible for providing general legal support in other areas of the business, as needed. To apply, visit www.acorda.com or contact Cindy Dubin at cdubin@acorda.com.

Ohio Columbus, OH: Antitrust and Tax/ERISA Attorneys, Bricker & Eckler LLP. Bricker & Eckler is looking for two attorneys to join its Health Care Practice Group. First, Bricker is seeking an attorney with experience at an antitrust enforcement agency and/or providing anti-trust advice and guidance to health care providers in various types of transactions, and in the handling of investigations. Second, Bricker is looking for an attorney experienced in all aspects of employee benefits, including: the design, implementation and administration of qualified retirement plans, nonqualified deferred and incentive compensation plans; health and welfare benefits plan issues; governmental benefit audits; and executive compensation. Qualified applicants for both positions should have a minimum of eight years’ experience. To apply, contact Patricia Lach at plach@bricker.com.

Ohio: Associate General Counsel, University Hospitals. The Associate General Counsel is responsible for handling complex corporate and health care regulatory transactions, negotiating contracts, advising System leadership, clinical staff and other System employees, on applicable corporate and health care regulatory matters, and working closely with all members of the UH Law Department, to staff assigned Corporate Legal Services’ practice groups and be accountable for handling related legal services. To apply, email kim.dyson@uhhospitals.org, or visit universityhospitals.org.

Oregon Portland, OR: Health Care Associate, Stoel Rives LLP. Refer to listing under Sacramento, CA, for full description.

Pennsylvania Hershey, PA: General Counsel, Hershey Trust Company. The Hershey Trust Company is seeking a new General Counsel who will report directly to the Boards of the Trust and Milton Hershey School, and provide sage legal wisdom and guidance in support of their extraordinary missions. Applications or confidential inquiries may be sent by email to HersheyTrustGC@wittkieffer.com, or directed to John K. Thornburgh at (412) 209-2666, or Warner Boel at (678) 302-1559.

Philadelphia, PA: Director, Compliance Operations, AmeriHealth Caritas. Director, Compliance Operations Philadelphia, PA. Under the direction of the Corporate Compliance Officer, the Director of Compliance Operations provides strategic direction and leadership for the development and implementation of compliance policy, process and control activities and provides oversight of all operating divisions and subsidiary compliance and regulatory functional implementation. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

South Dakota Rapid City, SD: General Counsel, Regional Health. With the impending retirement of a well-respected leader, Regional Health is performing a national search for its next General Counsel. An integrated health care system headquartered in Rapid City, South Dakota, Regional Health comprises five hospitals with 24 clinic locations, and employs nearly 5,000 physicians and caregivers. Under the direction of a new CEO, Regional Health is seeking to build upon its success and improve how it conducts business by creating new ways to collaborate, partner, develop new services, and explore additional expansion opportunities. This role will report to, and partner with, the President and CEO, with responsibility for the overall leadership and management of all corporate and commercial legal matters for Regional Health and its affiliates, to provide insight and guidance on how to best achieve the organization’s strategic objectives. For details on Regional Health, the position requirements, and picture- esque Rapid City, click the following link: furstgroup.com/RegionalHealthGnlCounsel.

Tennessee Cookeville, TN: Chief Legal Counsel, Cookeville Regional Medical Center. Cookeville Regional Medical Center, Tennessee’s Upper Cumberland’s leading health care provider, is seeking a qualified Attorney to assume the role of Chief Legal Counsel. Reporting directly to the CEO, you will provide legal services
for our full service medical center, our critical access hospital, our Foundation, wound care center, imaging center, inpatient rehabilitation center, as well as our for profit physician medical groups. As Chief Legal Counsel, you will provide legal counsel to Senior Leadership, to the Board of Trustees and to the medical staff. Experience: three (3) years. To apply, contact Angel Lewis, at ALEWIS@CRMHEALTH.ORG.

Memphis, TN: Staff Attorney, Youth Villages. This newly created staff attorney position will report to the General Counsel and practice in a wide variety of areas, with concentration in health care compliance and contracts. Other legal areas may include juvenile courts, family law, litigation, mergers and acquisitions, landlord/tenant law, and others. Our organization is a great place to work, with a supportive and positive work environment, frequent interactions with our team of dedicated professionals, and the ability to make a real impact. Requirements: JD from an ABA accredited law school; top 20% of class and law review preferred; Licensure in any state; three to six (3-6) years of full-time experience as an attorney with a medium to large size corporate defense firm or in-house law department. To apply, email credentials to luke.self@youthvillages.org.

Texas

Austin, TX: Health Care Associate, Husch Blackwell LLP. Husch Blackwell LLP has an opening in its Austin or Dallas office, for a health care Associate with two to four years of experience. The ideal candidate will have experience with health care transactions, mergers and acquisitions, regulatory compliance and business planning. The candidate must have a strong academic record, strong interpersonal skills, with the ability to work well with a team, superior judgment, the ability to effectively handle multiple projects, and the ability to articulate legal strategies and courses of action. Candidates should have a Texas bar license or commit to obtaining one as soon as possible. We offer competitive compensation and benefits, including medical, dental, vision, 401K and more. Qualified candidates should apply through our online application process at www.huschblackwell.com. EOE

Dallas, TX: Compliance Officer–Health Affairs, UT Southwestern Medical Center. COORS Healthcare introduces an opportunity with an Academic Medical Institution, UT Southwestern Medical Center, for the Compliance Officer–Health Affairs. Our client is seeking an experienced leader to provide leadership to Health System leadership and the Office of Compliance, on a broad range of compliance matters including, billing, policy interpretation, Medicare/Medicaid rules/regulations interpretation/adherence, hotline call responses/investigations, and auditing/monitoring of health affairs compliance risks. The Compliance Officer will lead the compliance risk assessment process to identify areas of opportunity and critical/ emerging risk. Our client seeks a self-starter, who works under minimal supervision, to provide advanced guidance to office(s) of the Medical Center. This position acts with considerable latitude in support of the Chief Compliance Officer, and may be authorized to act in his/her stead. The new Compliance Officer will need a collaborative style to partner with multiple stakeholders in the organization and market. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Houston, TX: Health care-Transactional Attorney, Strasburger & Price LLP. Strasburger is seeking an energetic attorney who wants an active platform to enhance his or her practice in Houston’s dynamic health care market. The attorney should have 10+ years of experience representing health care providers—hospitals/health systems, surgery centers, larger physician group practices—in a variety of regulatory and transactional matters. In-depth expertise of health care law matters is desired, including expertise in: business formation and operation; joint venture development and implementation, analysis of antitrust and clinical integration arrangements; and federal Anti-Kickback, Stark, and related fraud and abuse implications. For this opportunity, the attorney should have a significant client portfolio. A portable book of at least $500,000 per year in collections is required. The opportunity is open for an individual, but Strasburger will also consider a small group of attorneys concentrating in health care law matters. Please submit resume and cover letter. To apply, contact Mark E. Goldman at mark.goldman@strasburger.com or visit www.strasburger.com.

Plano, TX: Associate General Counsel, LifeCare Management Services. LifeCare is a post-acute health care company, with 24 long term acute care hospitals and one transitional care unit. The Associate General Counsel (AGC) is responsible for performing and administering a wide variety of legal services on various subjects, including contracts and leases, employment law, transactions and joint ventures, health care regulatory compliance and general corporate governance. The AGC will be expected to provide a proactive and collaborative approach to the legal issues associated with a dynamic and growing organization. The successful candidate will have excellent academic credentials, a law degree from an accredited school of law, membership in the State Bar of Texas, and at least five (5) years of relevant experience gained in-house or through working closely with corporate clients. Interested candidates should submit a cover letter and resume, via email, to Brian.Johnson@lifecarehospitals.com.

Utah

Salt Lake City, UT: Corporate Legal Counsel, BioFire Diagnostics. BioFire is looking for an experienced legal professional to join our team. The successful candidate will provide advice and counsel on a wide variety of issues including commercial, regulatory, compliance, employment, litigation, and intellectual property. This candidate must demonstrate an ability to interact with all levels of the organization as a key individual contributor. This position will address a wide range of transactional matters, including drafting and negotiation of contractual relationships, with a significant focus on supporting, sales, marketing, operations, and clinical research. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”

Salt Lake City, UT: Senior Corporate Counsel, CHG Healthcare. Enjoy what you do while contributing to a company that makes a difference. CHG Healthcare is one of the largest providers of health care staffing in the country. Through our trusted brands –CompHealth, Weatherby Healthcare, RNnetwork and Foundation Medical Staffing –we provide temporary and permanent placement of health care providers all over the country. We touch the lives of millions of patients every year. When your day-to-day routine contributes to this important work, it’s easy to get excited about what you do! We are currently looking for a Senior Corporate Counsel. You will provide advice and counsel on a wide variety of general corporate matters. This position will report to the Company’s Senior Vice President and General Counsel. The position requires the ability to work collaboratively with
Virginia

Richmond, VA: Corporate Health Care Attorney, Hancock Daniel Johnson & Nagle. Hancock Daniel Johnson & Nagle (HDJN) is seeking an experienced Corporate Health care Attorney in our Richmond office, to assist our clients with corporate and transactional matters, as well as health care regulatory issues arising under the Stark Law, the Anti-Kickback Statue and the False Claims Act. Experience with mergers, acquisitions and reorganizations, joint ventures, corporate governance, and clinical integration strategies including accountable care organizations, clinically integrated networks, and patient-centered medical homes is preferred. The successful candidate will have a strong academic background and a proven ability to perform at a high level in a dynamic environment. Candidates must be licensed in the Commonwealth of Virginia, plus some health law experience. Our firm offers competitive compensation and excellent benefits. Interested candidates should apply on our website at www.hdjn.com, or email cover letter and resumes to careers@hdjn.com. EOE

Richmond, VA: Senior Associate Counsel, VCU Health System. VCU Health System is currently seeking a Senior Associate Counsel to be a key team member in the Office of the General Counsel, reporting to, and performing services under, the direction of the Vice President and General Counsel. The Sr. Associate Counsel will be responsible for handling a variety of complex legal projects applying subject matter knowledge and expertise. Seven to ten (7-10) years of legal work experience with a law firm or as in-house legal department is required, preferably performing legal services for hospitals, health systems, health care delivery organizations, or integrated delivery systems. VCU Health System offers more than 400 work/life benefits, including competitive pay, generous benefits, flexible work options, prepaid tuition, onsite child and elder care, and much, much more. For a full position description, and to apply, visit www.vcuhealth.org/careers.EOE/M/F/Vet/Disabled. Qualified applicants will receive consideration for employment without regard to their protected veteran or disability status.

Washington

Seattle, WA: Health Care Associate, Stoel Rives LLP. Refer to listing under Sacramento, CA, for full description.

Wisconsin

Madison, WI: Compliance Attorney, Group Health Cooperative of South Central Wisconsin. Group Health Cooperative of South Central Wisconsin (GHCSOW), Madison, WI, is seeking a full time Compliance Attorney responsible for analyzing GHCSOW compliance issues and operational activities, such as research development, training and development of procedural documentation for compliance with State and Federal laws and regulations. Additionally, the Compliance Attorney performs complex health care insurance and medical technical writing, with particular focus, but not limited to, the areas of operations and compliance. To apply for this position, please visit the AHLA Career Center at www.healthlawyers.org. On the top navigation bar, click on “Find a Resource,” then select “Career Center.”
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