



Governance, Executive Compensation and Charity Care Under Public Scrutiny

What Nonprofit Hospital Directors and Officers Need to Know About the New IRS Form 990

Co-sponsored by the Tennessee Hospital Association and Waller Lansden Dortch & Davis, LLP

Date and Time:

Thursday, February 26, 2009

12:30pm Registration
1:00pm- 3:00pm Seminar

Location:

***St. Francis Hospital
5959 Park Ave.
Memphis, TN 38119
Room: St. Clare Conference Room***

Please join us for a discussion on current issues related to the revised IRS Form 990.

Who Should Attend:

This program is intended for executive officers, trustees and directors of nonprofit hospitals who are responsible for high-level decisions involving corporate governance and executive pay. The seminar is **not** intended for addressing mechanics of completing tax forms.

Why You Should Attend:

Form 990 is no longer just a tax form. For the first time, nonprofit hospitals (and other 501(c)(3) and (4) organizations) are required to describe their corporate governance and executive compensation procedures. Tax-exempt organizations will be required to provide to the public a report that is the equivalent of a publicly-traded corporation's annual report to shareholders.

This new approach from the IRS is intended to shed new light on the practices of non-profits. It is an outgrowth of congressional investigations of abuses and front page newspaper stories of excessive payments by charities to or for the benefit of its management. The new Form 990 requires disclosure of whether or not a nonprofit is in compliance with several specific governance requirements.

This seminar, co-sponsored by the Tennessee Hospital Association and Waller Lansden Dortch & Davis, LLP, will provide an informative overview of the new Form 990 including policies and procedures.

Program Topics Will Include:

Schedule H (Hospitals)

- Disclosure and transparency - How to get ready.
- The role of the board and management with Schedule H.
- Charity care policies revisited.
- Evaluating community benefit programs under the new rules.
- Developing and maintaining records of information for completing new Schedule H.

Corporate Governance Requirements

- Sarbanes-Oxley-like procedures
- Best governance practices for officers and directors
- Policies for conflicts of interest, whistleblowers and document retention

Executive Compensation

- Outline of procedures that are required to set and approve executive pay
- Best practices for executive compensation
- Avoiding officer and director liability to the IRS for excess benefit transactions
- Conflict of interest requirements

Practical Approaches to Implementation

In addition to discussing the new IRS Form 990, this program will provide an overview of the current state of the financial markets and the effect on nonprofit hospitals, including:

- The impact on long-term financing options and the remarketing of bonds
- Availability of working capital lines
- Financing alternatives

Registration Fee: \$50 per person

Registration Deadline: The registration deadline is Thursday, February 19. If you have not received a confirmation letter prior to the program, contact Penny Williams at THA, 800-258-9541, pwilliams@tha.com, to confirm your registration.

Additional Information:

- Registrants unable to attend may send an alternate.
- The association reserves the right to cancel or reschedule a program due to insufficient number of registrants or other unforeseen circumstances.
- Please contact the education department at 800-258-9541 if you have any questions.
- Directions to the meeting site will be emailed with confirmations.
- Comfort-Although every effort is made to have a comfortable temperature in the meeting room, we realize that everyone's comfort level is different. Please bring a jacket in case the room is too cool for your comfort.



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St. Francis Hospital (St. Clare Conf. Room), Memphis, TN

Registration Form

Hospital/Organization _____

Name _____ Title _____

Email _____

Address _____

City _____ State _____ Zip _____

Telephone _____ Fax _____

Registration Fee: \$50 per person

Method of Payment:

Check: **Checks made payable to THERF.** Mail enrollment form with payment to THERF (Tennessee Hospital Education and Research Foundation), 500 Interstate Blvd., So., Nashville, TN 37210-4634

Fax Registration: To register by fax, send your completed registration form to 615.742.3753.

Credit Card: I authorize THERF to charge my: MasterCard VISA

Account Number _____ Expiration Date _____

Print Name as Shown on Card _____

REGISTRATION CONFIRMATION: If you have not received a confirmation email prior to the program, please call Penny Williams at THA, 1.800.258.9541 or pwilliams@tha.com to confirm your registration.

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THERF Use Only: 4520-05-20-81