

OUR PRACTICE

Hospitals, Health Systems, and Academic Medical Centers

Baker Donelson represents hospitals, health systems, and academic medical centers across the full spectrum of regulatory, operational, and strategic challenges facing today's health care organizations. From community hospitals to large, multistate systems and world renowned teaching institutions, we serve as trusted counsel to health care leaders navigating an increasingly complex enforcement, reimbursement, and transactional environment.

Our interdisciplinary health law team brings together deep experience in regulatory compliance, reimbursement, litigation, transactions, tax, employment, and governance. We understand that hospitals and health systems do not experience these issues in isolation. Instead, reimbursement pressures, physician alignment, compliance obligations, and strategic growth initiatives intersect daily. Our approach reflects that reality, delivering coordinated, practical advice aligned with each client's mission, structure, and risk profile.

Comprehensive Counsel Across the Health Care Enterprise

We advise hospitals and health systems on virtually every aspect of their operations, including Medicare and Medicaid reimbursement, regulatory compliance, government audits and investigations, transactions and affiliations, medical staff matters, and employment issues. Our attorneys have represented providers in Medicare payment disputes since 1971 and regularly appear before the Provider Reimbursement Review Board and in federal courts on issues such as wage index, graduate medical education (GME) and indirect medical education (IME) payments, disproportionate share hospital adjustments, provider-based status, Medicare bad debts, and related-party costs.

Our team also represents providers in Part A and Part B claims disputes arising from Medicare administrative contractors (MACs), Recovery Audit Contractors (RACs), and other contractor audits, and defends hospitals and suppliers in administrative and judicial proceedings. We counsel clients on payment rules, conduct self-audits, identify and report overpayments, and respond to enforcement actions and investigations.

Academic Medical Centers and Teaching Hospitals

Baker Donelson has a nationally recognized practice serving academic medical centers and teaching hospitals. We help institutions advance their tripartite mission of clinical care, education, and research while navigating complex reimbursement, regulatory, and governance requirements. Our experience includes structuring affiliations and funds-flow arrangements, advising on graduate medical education payments and caps, establishing and expanding residency programs, and representing clients in GME-related appeals and litigation.

We regularly advise academic medical centers, medical schools, and affiliated hospitals on faculty practice plans, physician employment and contracting, Title IX and Title VII compliance, clinical research, and technology transfer. Members of our team have held leadership roles in national health law organizations and bring deep insight into the operational realities facing teaching institutions.

Public and Tax-Exempt Health Care Organizations

We are one of the few firms with a significant practice representing public hospitals and health systems, including health care authorities and quasi-public entities. Public hospitals face unique constraints related to governance, procurement, financing, and political oversight, and we tailor our advice to those realities. Our experience includes bond financings, acquisitions, and divestitures of public health assets, regulatory

advocacy, and day-to-day operational matters such as reimbursement, compliance, employment, and medical staff issues.

For non-profit and tax-exempt health care organizations, we provide comprehensive counsel on the heightened scrutiny that accompanies tax-exempt status. Our work includes IRS exemption matters, Form 990 compliance, community benefit and community health needs assessment (CHNA) requirements, executive and physician compensation, private inurement and intermediate sanctions, and structuring transactions and joint ventures to preserve exemption and avoid unrelated business taxable income. We regularly advise boards and compensation committees on fiduciary obligations and best practices.

Physician Alignment, Medical Staff, and Governance

Hospitals and health systems rely on Baker Donelson for guidance on physician alignment strategies and medical staff matters that are critical to quality care and financial stability. We advise on medical staff bylaws, peer review and credentialing, corrective action and fair hearing processes, physician employment and professional services arrangements, and disputes involving medical staff members.

When issues escalate, our attorneys are experienced crisis managers, representing hospitals in litigation, investigations, and high-stakes disputes involving physician performance, discrimination claims, antitrust concerns, and False Claims Act exposure. We work seamlessly across disciplines to respond quickly and effectively when a hospital's operations, reputation, or leadership are at risk.

Strategic Transactions and Integrated Delivery Systems

We provide strategic counsel on mergers, acquisitions, joint ventures, and affiliations involving hospitals, health systems, physician practices, and academic institutions. Our attorneys are widely recognized for their experience with physician-hospital integration, clinically integrated networks, antitrust counseling, and managed care contracting. We assist clients in structuring and negotiating complex transactions that support growth, alignment, and innovation while managing regulatory and enforcement risk.

A Partner to Health Care Leadership

Baker Donelson attorneys regularly advise hospital and health system boards and executive leadership teams, often participating in board meetings to provide real-time counsel. We focus not only on legal compliance, but also on practical, business-oriented solutions that support long-term sustainability and mission fulfillment.

Whether addressing day-to-day operational challenges or guiding transformative strategic initiatives, Baker Donelson delivers the depth, coordination, and experience health care organizations need to move forward with confidence.



Representative Matters

Results may vary depending on your particular facts and legal circumstances.

Health Systems/Hospitals

- Negotiated multiprovider acquisitions.
- Served as lead and/or co-regulatory compliance counsel in corporate transactions valued at up to \$1 billion.
- Represented an independent community hospital in negotiating a strategic affiliation agreement to join a clinically integrated network.
- Assisted a health care system in obtaining merger approvals (HSR) for several acquisitions throughout the southeastern U.S.

Academic Medical Centers

- Represented a large medical school in the restructuring of its affiliation agreements with various teaching hospitals.

- Represented a large teaching hospital in its negotiations with a university to form a new faculty practice plan.
- Represented a large faculty practice plan in all aspects of its physician contracting and health care compliance.
- Represented a regional health system in its affiliation with an academic medical center to manage the hospital's neonatal intensive care and pediatric service line.
- Represented an academic medical center in its acquisition of numerous physician practices.
- Serve as outside counsel to a large hospital system and university, conducting more than 20 Title IX and Title VII investigations to date related to complaints raised by physicians, fellows, residents, nurses, and staff.
- Serve as outside counsel for a university hospital, conducting Title IX and Title VII investigations.
- Represent a large regional hospital system in GME-related discrimination and retaliation litigation.
- Created detailed Title IX policies, procedures, and training for a national hospital system with multiple academic programs, and oversaw Title IX complaint proceedings.
- Advised hospitals and academic medical centers on CMS proposals to distribute additional GME cap slots newly authorized by the Consolidated Appropriations Act of 2021.

Public Hospitals and Health Systems

- Represented a public hospital company in connection with negotiation and drafting of a \$200 million electronic medical record, clinical software, hosting, and implementation services agreements for over 100 hospitals.
- Applied for and obtained first Certificate of Public Advantage (COPA) issued in Louisiana for two public hospitals which needed the COPA to be able to jointly negotiate reimbursement rates and otherwise cooperate in ways that could raise issues under state and federal antitrust law.