

## **Business Law + Governance**

In today's marketplace, established, emerging growth and small businesses alike encounter a variety of challenges and opportunities. Miller Canfield Health Law attorneys focus on providing clients with practical solutions to those challenges and developing innovative approaches to maximize their business opportunities. Our health care Business Law and Governance attorneys work with a wide variety of professions, businesses and industries, from structuring new business ventures for entrepreneurs to addressing the day-to-day operational needs of established companies.

### **Antitrust**

Application and enforcement of antitrust laws in the health care and life sciences industries are unlike what occurs in most other markets. Voluntary associations, trade associations, health systems, hospitals, physician groups and other health care and life sciences clients rely on Miller Canfield attorneys' experience in working with the Federal Trade Commission, the Department of Justice and state attorneys general in successfully concluding:

- Mergers
- Joint ventures
- Joint purchasing agreements
- Contracting with payors
- Exchange of information
- Pricing considerations
- Market analysis
- Denial of staff privileges
- Marketing practices

### **Business Venture Structuring**

We have worked with clients over the years as the health care industry continues to undergo significant changes. The practical experience and understanding that we have gained of complex health care industry issues provides clients with solutions for the unique legal and regulatory matters that arise in sophisticated business transactions, such as:

- Mergers, acquisitions and consolidations
- Joint ventures, affiliations and strategic alliances
- Reorganizations and liquidations

- Dispositions and dissolutions

## **Contracts and Negotiations**

Miller Canfield attorneys draft contracts and conduct contract analysis, preparation and negotiation, for clients in:

- Shareholder and partnership agreements
- Physician-hospital joint ventures
- Outsourcing arrangements
- Other vendor and commercial agreements

## **Corporate Governance, Ethics & Compliance**

In today's business environment, both public and private companies are held to stricter standards of accountability. With these higher standards, many companies are facing new risks and challenges. Our practical experience and familiarity with "best practices" in corporate governance enables us to provide strategic, proactive advice on a wide range of governance matters, including:

- Board qualifications and duties
- Committee composition and membership
- Committee policies and procedures
- Codes of conduct and ethics
- Conflicts of interest
- Shareholder relations and disputes
- Shareholder, director and officer liability

The failure to implement and maintain an effective compliance program is a serious issue that may expose directors and officers, and a company itself, to civil and criminal liability. We assist companies in developing and maintaining effective compliance programs to appropriately manage their corporate compliance risks, including:

- Managing and performing corporate compliance assessments
- Developing, implementing and revising compliance policies, procedures and programs
- Recommending preventive measures and remedial actions
- Conducting internal and external investigations

## **Corporate Practice of Medicine**

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As the health care industry becomes increasingly regulated, the corporate practice of medicine doctrine remains a concern which must be addressed at the structural stage of any potential health care transaction.

- Analyzing corporate practice of medicine doctrines and enforcement
- Reviewing state medical practice and licensure acts
- Researching the application of case law on corporate practice of medicine prohibitions
- Proposing business organizations or other creative alternatives to minimize corporate practice of medicine implications

### **Tax-Exempt Organizations**

In recent years, tax-exempt organizations have been the subject of intense scrutiny by federal, state and local tax authorities. Miller Canfield advises tax-exempt organizations, including hospitals and health systems, on a wide variety of legal and regulatory issues, including the preservation of their tax exemptions. Consequently, we provide legal advice and services to tax-exempt organizations in areas such as:

- Federal, state and local tax exemptions
  - Private benefit and inurement rules
  - Unrelated business income
  - Executive compensation
  - Private foundation rules
  - IRS intermediate sanctions
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