UT LAW CLE Continuing Legal Education

33rd Annual Nonprofit Organizations Institute
January 14-15, 2016 • Four Seasons Hotel • Austin, TX

Thursday Morning, Jan. 14, 2016

Presiding Officer:
Tomer Inbar, Patterson Belknap Webb & Tyler LLP - New York, NY

7:30 am	**Registration Opens** Includes continental breakfast.
8:20 am	**Welcoming Remarks**
8:30 am 0.75 hr	**Shifting Tides in the Exempt Organizations Sector** A look at current challenges and pressure points in the exempt organizations sector, including fallout from the IRS Exempt Organizations realignment, legislative initiatives, and other trends and developments. Stephen M. Clarke, Ernst & Young LLP - Washington, DC David A. Shevlin, Simpson Thacher & Bartlett LLP - New York, NY
9:15 am 1.00 hr 0.50 hr ethics	**A Practical Approach to Cybersecurity for Nonprofits: Assessing the Legal, Regulatory, and Headline Risks of a Data Breach** It seems barely a day goes by without a “cyber breach” headline in the news. Such an event should be of particular concern for nonprofits, with highly complex and emerging requirements and sensitive constituents. Examine two separate, but equally important, issues: the legal, regulatory, and corporate governance issues every nonprofit should consider, and how best to prepare for, and remediate, a cybersecurity breach. Spencer Baretz, Hellerman Baretz Communications - New York, NY Craig A. Newman, Patterson Belknap Webb & Tyler LLP - New York, NY
10:15 am	**Break**

CONCURRENT TRACKS

1A: Advocacy
Presiding Officer:
Tomer Inbar, Patterson Belknap Webb & Tyler LLP - New York, NY

10:35 am 0.75 hr	**Lobbying and Political Campaign Activities in an Election Year** Learn when you can, cannot, and what it means to lobby, engage in issue advocacy, express an opinion on proposed legislation, propose legislation, and give a call to action—including all the caveats, exceptions to the rules, and exceptions to the exceptions that apply—without losing your exempt status! Alexander L. Reid, Morgan, Lewis & Bockius LLP - Washington, DC John Pomeranz, Harmon, Curran, Spielberg + Eisenberg, LLP - Washington, DC
	Making 501(c) Connections for Advocacy

11:20 am 0.75 hr	Is your 501(c)(3), 501(c)(4), 501(c)(5), or 501(c)(6) ready for the upcoming election or the next legislative session? Hear practical lessons on permissible lobbying and election-related activity and how to create and operate affiliated organizations to expand the scope of your legislative and electoral advocacy. John Pomeranz, Harmon, Curran, Spielberg + Eisenberg, LLP - Washington, DC Alexander L. Reid, Morgan, Lewis & Bockius LLP - Washington, DC
12:05 pm	**Pick Up Lunch** Included in registration.

1B: Investment

Presiding Officer:
Karey Dubiel Dye, Goldman, Sachs & Co. - Houston, TX

10:35 am 0.75 hr	**Investment Management and Oversight** Review the fiduciary duties and standards applicable to management and oversight of charitable assets and, building on this foundation, explore the methods and approaches—from both a legal and a practical perspective—for crafting an investment strategy, including the role and function of investment committees and advisors, the key elements of an effective investment policy, and tactics for smaller organizations. Megan E. Bell, Patterson Belknap Webb & Tyler LLP - New York, NY Christopher E. Blume, Goldman Sachs Institutional Client Solutions - New York, NY
11:20 am 0.75 hr	**The Value of Investing with Impact** Explore the full spectrum of available impact-investing solutions, navigate the implementation process, and learn why applying and impact lens to investment decisions does not mean choosing mission over financial performance. Norman E. Nabhan, Morgan Stanley Graystone Consulting - Houston, TX Lily Scott, Morgan Stanley Wealth Management - New York, NY
12:05 pm	**Pick Up Lunch** Included in registration.

Thursday Afternoon, Jan. 14, 2016

Presiding Officer:
Lucille DiDomenico, Philanthropy Southwest - Dallas, TX

LUNCHEON PRESENTATION

	Thank You to Our Sponsor Thompson & Knight LLP
12:35 pm 0.75 hr	**Compassionate Careers: Strategies for Attracting, Developing, and Retaining Talent in Cause-Focused Organizations** Gain insight on how to inspire, engage, and align your most important asset—your people—and learn the “secret sauce” to helping your organization be ready for the talent transfusion of the 21st Century. Jeffrey W. Pryor, Pathfinder Solutions - Denver, CO

	Alexandra Mitchell, Pathfinder Solutions - Boulder, CO
1:20 pm	**Break**
1:35 pm 1.00 hr	**The Role of the CEO, CFO, and GCO: Managing the Relationship between the Executive Branch, Finance, and Legal** An interactive discussion among C-Suite officers about the issues that cause them the most concern through the lens of each officer's perspective. Hear thoughts on how to successfully collaborate and utilize each skill set, and the challenges and successes of working with C-Suite colleagues. Moderator: Robin Krause, Patterson Belknap Webb & Tyler LLP - New York, NY Panelists: Earl Maxwell, St. David's Foundation - Austin, TX Cyndi Roberts, American Heart Association - Dallas, TX Andrew Schulz, Arabella Advisors - Washington, DC
2:35 pm	**Break**

CONCURRENT TRACKS

2A: Employment and HR Issues

Presiding Officer:
Frank Sommerville, Weycer Kaplan Pulaski & Zuber, P.C. - Arlington, TX

2:55 pm 0.75 hr	**Employment Issues for Nonprofit Organizations** Review employment issues for nonprofits, including managing employees, independent contractors, unpaid interns, and volunteers; social media issues for employees; and background checks and hiring issues. Katrina Grider, Attorney at Law - Cypress, TX
3:40 pm 0.75 hr	**Current Affordable Care Act Issues for Nonprofit Employers and Social Service Providers** Having survived another Supreme Court challenge, the Affordable Care Act (ACA) is here to stay, expanding coverage and also creating other consequences that affect nonprofit organizations, both as employers and as social service providers. Review what nonprofit employers must do to avoid penalties and handle new information reporting responsibilities, and learn how the ACA is affecting nonprofits that serve those in need of health care. Catherine E. Livingston, Jones Day - Washington, DC
4:25 pm	**Break**

2B: Foundation Structuring

Presiding Officer:
Amanda M. Gyeszly, Texas Crude Energy, LLC - Houston, TX

2:55 pm 0.75 hr	**Structuring, Restructuring, and Breaking Up Private Foundations** Considering forming a private foundation or altering the structure of an existing private foundation? Weigh the pros and cons of available options to accomplish your goal(s) and possible alternatives, including donor-advised funds and supporting organizations. Identify when separation may be a viable option, gain best practice tips for negotiating and implementing the separation, and review important considerations and traps for the unwary, including fiduciary considerations, the role of donor intent, and the perspectives and involvement of the Attorney General's Office. Michael V. Bourland, Bourland, Wall & Wenzel, P.C. - Fort Worth, TX

	David M. Rosenberg, Thompson & Knight LLP - Dallas, TX Susan K. Staricka, Senior Attorney, Charitable Trusts Financial Litigation and Charitable Trusts Division, Office of the Attorney General - Austin, TX
3:40 pm 0.75 hr	**Private Foundation Relationships with Businesses and Family Offices** Learn about considerations that can arise when affiliating a private foundation with a business or family office; plus, explore key foot faults and complex issues, such as structuring relationship, staffing the foundation (including whether to employ Grandma, Junior, and Rover), special grant-making concerns, purchasing tickets or tables to fundraising events, co-investing, and more. Edward T. Chaney, Schell Bray PLLC - Chapel Hill, NC
4:25 pm	**Break**

CONCURRENT TRACKS

3A: IP and Social Media

Presiding Officer:
Frank Sommerville, Weycer Kaplan Pulaski & Zuber, P.C. - Arlington, TX

4:35 pm 0.75 hr	**Social Media for Nonprofits: Possibilities and Pitfalls** Explore some of the myriad possible ways that nonprofit organizations have been utilizing social media to advance their charitable missions, examine some of the legal pitfalls that may arise from social media usage by nonprofits and their employees, and learn how a well-designed social media policy can help mitigate some of this risk. Megan Matthews Carnahan, Michael & Susan Dell Foundation - Austin, TX Jean L. Tom, Davis Wright Tremaine LLP - San Francisco, CA
5:20 pm 0.75 hr	**The Innovative Nonprofit (That's You!)** The creative energy you pour into accomplishing your mission usually results in protectable intellectual property. Gain a better understanding of your intellectual property and how you can use it to strengthen your organization while avoiding risks common to nonprofits. Derrick A. Pizarro, The Pizarro Firm - San Antonio, TX
6:05 pm	**Adjourn**

3B: Charitable Giving

Presiding Officer:
Amanda M. Gyeszly, Texas Crude Energy, LLC - Houston, TX

4:35 pm 0.75 hr	**Gift Agreements and Gift Restrictions** Learn what to consider when you are offered a gift and what to consider offering in return, what you should address in a gift acceptance policy, and tips for drafting gift agreements. Jennifer I. Reynoso, Simpson Thacher & Bartlett LLP - New York, NY
5:20 pm 0.75 hr	**Living with Gift Agreements: Managing Living Donors and the Dead Hand** Explore various challenging legal and practical issues related to the ongoing management of restricted gifts, including problematic gift restrictions, endowment gifts, meddlesome donors, outdated restrictions, and publicity and privacy requirements. Morey Ward, Ropes & Gray LLP - Washington, DC

6:05 pm	**Adjourn**

Networking Reception (6:05 p.m. – 7:00 p.m.)

Join us for drinks and hors d'oeuvres with program faculty and attendees.

Thank You to Our Sponsor
Frost Wealth Advisors

Friday Morning, Jan. 15, 2016

Presiding Officer:
Jody Blazek, Blazek & Vetterling - Houston, TX

7:00 am	**Conference Room Opens** Includes continental breakfast.
8:00 am 0.50 hr	**Texas State Legislative and Regulatory Update** Hear the latest developments affecting nonprofits, including updates from the 2015 Texas Legislature and state regulatory agencies, and look ahead to interim legislative committee activity for the 2017 session. Richard W. Meyer, Attorney at Law - Austin, TX
8:30 am 1.00 hr	**Year in Review** Review current developments, including federal legislation, regulations, IRS rulings, and court opinions with emphasis on qualification for exemption, application process, public charity rules, IRS audit and compliance check activity, governance, unrelated business, joint ventures, private inurement and private benefit, intermediate sanctions, legislative and political activity, supporting organizations, donor-advised funds, endowments, and planned and other charitable giving. Virginia C. Gross, Polsinelli PC - Kansas City, MO
9:30 am	**Break**

CONCURRENT TRACKS

4A: Strategies and Structures for Sharing

Presiding Officer:
Norman E. Nabhan, Morgan Stanley Graystone Consulting - Houston, TX

9:50 am 1.00 hr	**Joint Ventures and Other Organizational Structures (Big and Small)** Nonprofits of all varieties and sizes increasingly have opportunities for which they need to consider how organizational structures can enhance their results, ensure clarity of purpose and direction, and protect their exemptions. Learn when spinning out a program, asset, or initiative might be wise—and, if so, how to do it. Understand when, why, and how to go beyond contracting to more formally structuring relationships using joint ventures and other collaborative vehicles. Finally, address issues associated with operating or maintaining these enterprises, subsequent exit strategies, and the potential need to unwind the relationships. James P. Joseph, Arnold & Porter LLP - Washington, DC John Tyler, Ewing Marion Kauffman Foundation - Kansas City, MO

10:50 am 1.00 hr	**Public–Private Partnerships: More Useful than You Thought** Explore governments' use of private organizations to provide public goods—whether housing, infrastructure, healthcare, work force preparedness, or other social services—focusing on the role that nonprofits play in these partnerships. Examine how to identify local, regional, and national opportunities and outline how these relationships work. Moderator: Nicola Fuentes Toubia, Fuentes Toubia, PLLC - Houston, TX Panelists: Mary Lawler, Avenue Community Development Corporation - Houston, TX Neal Rackleff, City of Houston Housing and Community Development Department - Houston, TX
11:50 am	**Pick Up Lunch** Included in registration.

4B: Show Me the Money

Presiding Officer:
Lucille DiDomenico, Philanthropy Southwest - Dallas, TX

9:50 am 1.00 hr	**First You Need to Find It: Accessing New Forms of Capital to Finance Your Work** Regardless of an organization's size, financing the mission requires strategy, effort, and a willingness to consider new and different alternatives to standard fundraising. Examine different alternatives available, including nonprofit involvement in commercial activities and the emerging convergence between for-profit and nonprofit business models; social venture and social entrepreneurship; earning revenue and capturing value with missional consistency, including through strategic corporate sponsorships and cause-related marketing; and the role of impact investments as a new source of financial capital for the mission. Matt Kouri, Mission Capital - Austin, TX Darren B. Moore, Bourland, Wall & Wenzel, P.C. - Fort Worth, TX
10:50 am 1.00 hr	**Then You Need to Keep It: Complex UBIT Issues and Strategies for Coping** When does a money-making idea cross the line to create potential problems for a tax-exempt organization? Consider both the critical business and legal issues—and learn strategies to address potential UBIT concerns—of selected fundraising ventures, including licensing, corporate sponsorships, advertising, unrelated debt-financed income, facilities rentals, and commercial services. Terri Helge, Texas A&M University School of Law - Fort Worth, TX
11:50 am	**Pick Up Lunch** Included in registration.

Friday Afternoon, Jan. 15, 2016

Presiding Officer:
Lucille DiDomenico, Philanthropy Southwest - Dallas, TX

LUNCHEON PRESENTATION

12:20 pm 0.75 hr	**Outcome-Based Philanthropy: Tracking, Measuring, and Promoting Impact** Gain useful guidance, tools, and real-life examples about how funders and nonprofit agencies can answer the question, "are we making a difference?" Learn how evaluation in philanthropy can strengthen both

	grant-making and grantee performance in mutually beneficial and reinforcing ways. Tim Wilmot, Ph.D., San Antonio Area Foundation - San Antonio, TX
1:05 pm	**Break**
1:20 pm 1.25 hrs 0.25 hr ethics	**Anatomy of a Fraud** Examine a case study that demonstrates the importance of having sound systems of internal control in which it quickly becomes obvious that internal control procedures were either missing or broke down in several important areas. But, were more sinister forces at play? Who had motive, access, opportunity? Did someone misappropriate funds? Did someone funnel funds to cronies? If so, who did it? Participants have the opportunity to cross-examine the key suspects in the case in order to arrive at *The Truth*. David L. Cotton, Cotton & Company LLP - Alexandria, VA
2:35 pm	**Break**

CONCURRENT TRACKS

5A: State and Local Issues

Presiding Officer:
Richard W. Meyer, Attorney at Law - Austin, TX

2:55 pm 0.75 hr 0.50 hr ethics	**State Lobbying and Ethics Laws** The involvement of nonprofits in the political process is becoming one of the most scrutinized areas of both campaign finance and corporate law. Different jurisdictions are approaching regulations in a variety of ways. Learn about current trends in Texas and beyond, and how to comply with lobbying, ethics, and disclosure rules for nonprofit corporations. Ross Fischer, The University of Texas School of Law and Gober Hilgers PLLC - Austin, TX
3:40 pm 0.75 hr 0.25 hr ethics	**State Tax and Cross-Border Issues: Traps for the Unwary** Explore state and local tax issues unique to nonprofit organizations, including taxes imposed by Texas and differences in other states, and identify best practices as well as traps to avoid. Kirk R. Lyda, Jones Day - Dallas, TX Davila Niesen, Ernst & Young LLP - Dallas, TX
4:25 pm	**Adjourn**

5B: Governance

Presiding Officer:
Joyce Hellums, Ernst & Young LLP - Austin, TX

2:55 pm 0.75 hr 0.50 hr ethics	**Advising the Organization: Advanced Issues in Corporate Governance** Balancing the roles and responsibilities of the board of directors, individual board members, and staff can be an interesting exercise in corporate governance. In some cases, the individuals step out of their roles and into governance problems. Jonathan S. Blum, Polsinelli PC - Dallas, TX
3:40 pm 0.75 hr 0.25 hr ethics	**Protecting the Fiduciaries: Board Liability and Protections** An overview of the potential legal exposures faced by board members and other fiduciaries of nonprofit organizations and how they can be protected. Review volunteer immunities available under the law,

	director indemnification, and D&O insurance. Shane W. Hudson, Fizer Beck - Houston, TX
4:25 pm	**Adjourn**