36th Annual Nonprofit Organizations Institute
January 17-18, 2019 • Four Seasons Hotel • Austin, TX

Thursday Morning, Jan. 17, 2019

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

7:30 am	**Registration Opens** Includes continental breakfast.
8:50 am	**Welcoming Remarks**
9:00 am 1.25 hrs	**A View of the Sector One Year Later: Revisiting Tax Reform and Other Legislative Developments for Tax-Exempt Organizations** The Tax Cuts and Jobs Act provisions affecting exempt organizations have posed many interpretive and operational challenges. Explore how, one year after the Act's passage, the interpretive landscape for these provisions has shifted with the preliminary guidance from the IRS and Treasury, and how it may continue to shift in the coming year. Plus, hear discussion on other key trends and legislative developments affecting tax-exempt organizations. Moderator: Alexander L. Reid, Morgan, Lewis & Bockius LLP - Washington, DC Panelists: Meghan R. Biss, Caplin & Drysdale, Chartered - Washington, DC Stephen M. Clarke, Ernst & Young LLP - Washington, DC
10:15 am	**Break**

CONCURRENT TRACKS

1A: Fundraising and Restricted Gifts
Presiding Officer:
Joyce Hellums, Ernst & Young LLP - Austin, TX

10:35 am 0.75 hr	**Advanced Issues in Fundraising** Nonprofits continue to face headwinds in fundraising with increasing demand for diverse and sustainable revenue sources. Review current issues in fundraising including crowdfunding, impact investing, commercial co-ventures, and alternative structures. Jonathan S. Blum, Polsinelli PC - Dallas, TX Kristalyn Loson, The Nature Conservancy - Arlington, VA
11:20 am 0.75 hr	**Restricted Gifts and Endowments: Documentation and Financial Statement Disclosure** Hear the legal and accounting perspectives on issues and considerations that apply to restricted gifts and the underlying gift agreements, as well as how new accounting standards apply to these gifts and may affect financial statements. Neely D. Duncan, BKD, LLP - Dallas, TX Danika Hudik Mendrygal, Mendrygal Law, PLLC - Dallas, TX

12:05 pm	**Pick Up Lunch** Included in registration.

1B: Investing Assets and Outcome Based Philanthropy
Presiding Officer:
Karey Dubiel Dye, Goldman Sachs & Co. LLC - Houston, TX

10:35 am 0.75 hr	**Investing Charitable Assets: Fiduciary Issues in Managing the Investment Portfolio** What are the best practices that foundation trustees and board members need to implement to fulfill their fiduciary duties? Does using an OCIO to manage funds alleviate your fiduciary responsibility? Tyree Collier, Thompson & Knight LLP - Dallas, TX Norman E. Nabhan, Graystone Consulting - Houston, TX
11:20 am 0.75 hr	**Outcome Based Philanthropy: Thinking About and Measuring Impact in an Increasingly Complex World** Hear strategies for incentivizing grantees and other partners against a shared set of programmatic objectives through outcome-based funding and agreement terms, and the related tax implications, while promoting good stewardship of charitable assets. Karen M. Halazon, Bill & Melinda Gates Foundation - Seattle, WA
12:05 pm	**Pick Up Lunch** Included in registration.

1C: MASTER CLASS: Violation of Chapter 42 (limited capacity)

10:35 am 1.50 hrs	**Violations of Chapter 42: How to Identify, Correct, and Report While Minimizing Audit Risks** Focus on the Chapter 42 excise tax regime applicable to private foundations and the strategic and compliance issues and considerations relating to identifying, managing, reporting, and correcting such transactions. Tomer Inbar, Patterson Belknap Webb & Tyler LLP - New York, NY Michelle Michalowski, PwC - Washington, DC
12:05 pm	**Pick Up Lunch** Included in registration.

Thursday Afternoon, Jan. 17, 2019

Presiding Officer:
Jonathan S. Blum, Polsinelli PC - Dallas, TX

LUNCHEON PRESENTATION

	Thank You to Our Sponsor Northern Trust
12:35 pm 0.75 hr	**The Role of Collaborative Organizations in Carrying Out Charitable Activities** Understand the role that collaborative organizations can play, and some different approaches, successes, and challenges faced by those organizations. Moderator: Mia Hsu Burton, Michael & Susan Dell Foundation - Austin, TX Panelists: Margaret B. Black, LH Holdings, Inc./Lyda Hill Foundation - Dallas, TX Elena M. Marks, Episcopal Health Foundation - Houston, TX Madge Vasquez, Mission Capital - Austin, TX

1:20 pm	**Break**
1:35 pm 1.00 hr	**Discussion with the Texas Attorney General's Office** Hear about some of the key focus areas for the AG's Office, including current enforcement actions and oversight for charitable trusts, and fundraising fraud and multi-state charity enforcement actions. Moderator: Susan K. Staricka, Staricka Law, PLLC - Austin, TX Panelists: Leslie Joan Friedlander, Assistant Attorney General, Financial Litigation and Charitable Trusts Division, Office of the Attorney General - Austin, TX Jennifer Roscetti, Assistant Attorney General, Consumer Protection Division, Office of the Texas Attorney General - Austin, TX
2:35 pm	**Break**

CONCURRENT TRACKS

2A: Structuring Private Foundations
Presiding Officer:
Kay Walther, Blazek & Vetterling - Houston, TX

2:55 pm 0.75 hr	**Managing Private Philanthropy: 501(C)(4)s, Donor Advised Funds, and LLCs: Alternatives to Private Foundations?** Some social entrepreneurs find that the operational restrictions that come with private foundations inhibit their ability to pursue social change through a broad array of tactics and strategies. For those philanthropists, other vehicles (DAF's, Social Welfare Organizations, and LLC's) are complimenting their foundation work or replacing it altogether. Define these structures, examine how they differ from private foundations, and learn the common ways they are being used to achieve philanthropic goals. Hillary Bounds, Chan Zuckerberg Initiative - Palo Alto, CA Andrew Schulz, Arabella Advisors - Washington, DC

3:40 pm 0.75 hr	**Private Foundation Restructuring and Terminations** When it comes to restructuring or terminating a private foundation, the devil is in the details. An error could result in a termination tax on the value of the net assets of the private foundation. Hear a high level legal and accounting review of the major considerations with private foundation mergers, split-ups, and terminations, including practical solutions such as utilizing a donor-advised fund as part of a termination. Jennifer Becker Harris, Clark Nuber PS - Bellevue, WA Kimberly Eney, Latham & Watkins LLP - Washington, DC
4:25 pm	**Break**

2B: Social Impact Bonds and Entrepreneurial Activities
Presiding Officer:
Jonathan S. Blum, Polsinelli PC - Dallas, TX

2:55 pm 0.75 hr	**Social Impact Bonds and Pay for Performance Transactions** An introductory primer on social impact bonds. Understand the fundamental financial and legal structures of these innovative financing mechanisms which bring together governments, social service providers and impact investors to solve challenging social problems. Navjeet K. Bal, Social Finance - Boston, MA David A. Levitt, Adler & Colvin - San Francisco, CA
3:40 pm 0.75 hr	**Charitable Use and Pursuit of Entrepreneurship Activities: Incubators, Accelerators, Prizes, Funds, and More** Entrepreneurial activities can be a meaningful and productive part of how nonprofits pursue their missions. Education, environment, energy, healthcare, economic development, job training and creation, poverty alleviation, equity, and justice are only a few of the areas that can benefit from innovation and entrepreneurship. But several questions arise: how to implement entrepreneurial activities, how to ensure charitable purposes, how to protect against impermissible private benefit, how to approach involvement by multiple parties, what to do about work product and intellectual property, among others. Learn how these engagements are possible, what to be aware of when doing them, and why this tool should be in even more toolboxes! Laura E. Butzel, Patterson Belknap Webb & Tyler LLP - New York, NY John Tyler, Ewing Marion Kauffman Foundation - Kansas City, MO
4:25 pm	**Break**

2C: MASTER CLASS: Developing a Prudent Investment Portfolio (limited capacity)

2:55 pm 1.50 hrs	**Understanding Investment Policy and Developing a Prudent Investment Portfolio** Capital market cycles and ever-changing investment conditions present challenges and opportunities in designing nonprofit portfolios. Learn how investment committees can organize around process and resist behavioral biases to structure an investment program for long-term success. Shannon H. Morton, CFA, Northern Trust - Houston, TX Michael A. Weiland, Northern Trust - Chicago, IL
4:25 pm	**Break**

3A: Managing Private Foundation Risk
Presiding Officer:
Kay Walther, Blazek & Vetterling - Houston, TX

4:35 pm 0.75 hr	**Understanding, Planning For, Managing, and Funding Risk in Private Foundation Grantmaking** Hear how philanthropies can use innovative risk management approaches and tools to keep impact on track. Go beyond D&O insurance to see how risk management can address uncertainty and ensure sustainability in grant making—with a clear focus on ultimately protecting the populations you serve. A. Nicole Campbell, Dalio Philanthropies - Westport, CT Maya Winkelstein, Open Road Alliance - Washington, DC
5:20 pm 0.75 hr	**Navigating Self-Dealing and Conflicts of Interest in an Increasingly Interconnected Environment** Gain tools and ideas to avoid self-dealing penalties for private foundations. The code provision has some flexibility and exceptions for compensation, co-investing, and family offices, but once an impermissible deal occurs, the cash or property involved must be returned and the penalty cannot be abated. Reasonable cause concepts don't apply! Jody Blazek, Blazek & Vetterling - Houston, TX Nishka Chandrasoma, Ford Foundation - New York, NY
6:05 pm	**Adjourn to Reception**

3B: Managing Public Charity Risk
Presiding Officer:
Jonathan S. Blum, Polsinelli PC - Dallas, TX

4:35 pm 0.75 hr	**The Sky is Not Falling: Tools for Managing Risk** A discussion on understanding, planning for, managing, and funding risk by focusing on practical tools public charities can use. Katherine Karl, The Humane Society of the United States - Washington, DC Nicola Fuentes Toubia, Fuentes Toubia, PLLC - Houston, TX
5:20 pm 0.75 hr	**Doing Business with and Compensating Insiders: Strategies for Success and Intermediate Sanctions Compliance** Explore key federal and state law compliance issues pertaining to executive compensation and other insider transactions. From the simple to complex, a highlight of the considerations and options for structuring compensation, such as make-up payments, deferred compensation, and incentive bonus payments. Bob Cartwright, Intelligent Compensation, LLC - Austin, TX Edward T. Chaney, Schell Bray PLLC - Chapel Hill, NC
6:05 pm	**Adjourn to Reception**

3C: MASTER CLASS: Anatomy of a Grant Agreement (limited capacity)

4:35 pm 1.50 hrs	**Anatomy of a Grant Agreement** Review the key components of a grant agreement, including provisions unique to private foundations, considerations for advocacy organizations, and how to structure grants to fiscal sponsors, non-charitable organizations, and individuals. Expect practical advice, a lively discussion, and sample language. Norah L. Jones, Quarles & Brady LLP - Chicago, IL Kristy Bernard Tsadick, The William and Flora Hewlett Foundation - Menlo Park, CA
6:05 pm	**Adjourn to Reception**

6:05 pm	**Networking Reception (6:05 p.m. – 7:00 p.m.)** Join us for a networking opportunity with faculty and colleagues. **Thank You to Our Sponsor** Frost Wealth Advisors

Friday Morning, Jan. 18, 2019

Presiding Officer:
Sandra Nathan, Philanthropy Southwest - Dallas, TX

7:30 am	**Conference Room Opens** Includes continental breakfast.
8:00 am 0.75 hr	**Advancing the Common Good in the Texas Legislative Process** Texas nonprofits of all sizes and varieties have become more active in the public forum and in the legislative process to advance their missions and the interests of their constituents. How effective are these activities and how does the “nonprofit sector” rank among the other special interest groups that occupy the policy and political landscape? Do charities, state associations and nonprofit activist groups have a special role—a special voice—in the legislative process different from other interest groups? Do “dark money” organizations reflect negatively on other nonprofit organizations? Are nonprofit entities that perform government functions prepared for the related accountability and transparency in their operations? Discuss these questions in general terms with respect to the realities of the legislative process, with specific references to legislation expected in the 2019 session as well as comments on controversies and legislative challenges to the nonprofit sector in past sessions. Richard W. Meyer, Attorney at Law - Austin, TX Ross Ramsey, The Texas Tribune - Austin, TX

8:45 am 1.00 hr	**Year in Review** Review current developments in the federal tax law concerning tax-exempt organizations, including the status of Treasury and IRS guidance regarding applicable provisions of the Tax Cuts and Jobs Act, and recently issued proposed regulations, IRS rulings, and court opinions. Address the Exempt Organizations Division's FY 2019 program letter, application of the commerciality doctrine, and recent law developments concerning qualification for tax exemption, the private inurement and private benefit doctrine, legislative and political campaign activity rules, governance, public charity status, supporting organizations, private foundations, unrelated business, fundraising regulations, charitable giving, and litigation. Bruce R. Hopkins, Bruce R. Hopkins Law Firm - Kansas City, MO
9:45 am	**Break**

CONCURRENT TRACKS

4A: Data Protection and Blockchain
Presiding Officer:
Sandra Nathan, Philanthropy Southwest - Dallas, TX

10:05 am 1.00 hr	**Top Privacy Issues for Nonprofits** Just a few years ago, companies considered information security and privacy issues to be a matter left solely for the IT department. But today, for-profit and nonprofit Boards and Executive Directors are realizing that the responsibility to protect consumer and donor data is shared across the enterprise. Learn about the trending privacy laws that all nonprofits should know about and best practices for how to comply. Elizabeth A. Rogers, Michael Best & Friedrich LLP - Austin, TX
11:05 am 1.00 hr	**Demystifying Blockchain, Bitcoin, and Cryptocurrencies** Blockchain and Bitcoin are "buzzwords" of the day. Understand the essential ins and outs of blockchain technology and what it could mean to your organization. Nicolas Christin, Carnegie Mellon University - Pittsburgh, PA
12:05 pm	**Pick Up Lunch** Included in registration.

4B: Joint Ventures and Complex Organizational Structures
Presiding Officer:
Andrea L. March, Texas Rio Grande Legal Aid - Austin, TX

10:05 am 1.00 hr	**Aggregating Capital for Good: Multi-funder Initiatives, Joint Ventures, and Fiscal Sponsors** Capital aggregation is an increasingly common strategy for funding charitable projects and initiatives. Learn about the range of models and structures, with an overview of associated legal requirements as well as practical considerations. Megan E. Bell, Patterson Belknap Webb & Tyler LLP - New York, NY Lisa Montez, Walton Family Foundation - Bentonville, AR

11:05 am 1.00 hr	**Managing Growth, Opportunity, and Business Activities: Complex Organizational Structures and Why and When to Use Them** As nonprofit organizations continue to look for ways to enhance their services, grow their operations, protect their assets, and /or develop new and self-sustaining revenue streams, the use of relational structures including subsidiaries, affiliates, and other planning structures has remained an area of interest. Consider the reasons supporting the use of a complex organizational structure, the methods and choices in establishing such a structure, and the common tax and operational issues meriting special attention. Darren B. Moore, Bourland, Wall & Wenzel, P.C. - Fort Worth, TX
12:05 pm	**Pick Up Lunch** Included in registration.

4C: MASTER CLASS: UBI "Deep Dive" (limited capacity)

10:05 am 2.00 hrs	**UBI "Deep Dive"** Receive a comprehensive overview of unrelated business taxable income (UBTI) technical issues that affect a wide variety of tax-exempt organizations. Begin with UBTI basics, and then take a deeper dive into the more nuanced provisions that affect exempt organizations of all types. Joyce Hellums, Ernst & Young LLP - Austin, TX Patrick Shields, Ernst & Young LLP - Phoenix, AZ Jacob J. Zehnder, Ernst & Young LLP - Chicago, IL
12:05 pm	**Pick Up Lunch** Included in registration.

Friday Afternoon, Jan. 18, 2019

Presiding Officer:
Julie Lerudis, Boettcher Foundation - Denver, CO

LUNCHEON PRESENTATION

	Thank You to Our Sponsor Westwood Wealth Management
12:35 pm 0.75 hr	**Crisis Management and Communication for Nonprofits** Sometimes bad things happen to good organizations, even to nonprofits doing excellent work in their communities. It may be public accusations about financial mismanagement, sexual harassment, an act of violence, or any of the other myriad crises that can arise. How do you lead or counsel an institution in crisis when shock and paralysis have gained a foothold? Hear strategies and tactics that will assist you when the unimaginable happens. Lisa LeMaster, The LeMaster Group - Dallas, TX

1:20 pm	**Break**
1:35 pm 1.00 hr ethics	**Investigations in Today's Woke Workplace** A veteran workplace investigator shares critical tips for ensuring that every complaint investigation is thorough, in good faith, and reliable in the midst of the #MeToo movement, instant social media postings, and polarizing employee relations issues. DeDe Church, DeDe Church & Associates, LLC - Austin, TX
2:35 pm	**Break**

CONCURRENT TRACKS

5A: Compliance Issues and More for Private Foundations
Presiding Officer:
Julie Lerudis, Boettcher Foundation - Denver, CO

2:55 pm 0.75 hr	**Protecting Against Liability: Internal Controls, Indemnification, and More** Crystal R. Smith, CPA, Carl B. & Florence E. King Foundation - Dallas, TX Caroline Waldner, Morgan, Lewis & Bockius LLP - Washington, DC
3:40 pm 0.75 hr	**Top Compliance Issues and Tax Opportunities for Private Foundations** Hear a discussion of the current challenges and opportunities private foundation managers and advisors experience. Topics include tax reform changes for foundations and remaining uncertainties, grant making trends, operational challenges like employment and compensation issues, and the tensions on and benefits to a private foundation when a part of multi-entity structures. Kelli Archibald, Ernst & Young LLP - Phoenix, AZ Lawrence Mendenhall, American Academy of Ophthalmology - San Francisco, CA
4:25 pm	**Adjourn**

5B: Compliance Issues and More for Public Charities
Presiding Officer:
Andrea L. March, Texas Rio Grande Legal Aid - Austin, TX

2:55 pm 0.75 hr	**Managing Advocacy and Political Engagement** It used to be that a 501(c)(3) creating a related 501(c)(4) to do more lobbying was cutting edge, but now achieving your policy and political goals might require a state or federal (or both) super PAC or hard-money political committee or maybe one or more non-exempt entities. Hear a summary on the advantages and pitfalls in structuring a multifaceted advocacy program that complies with tax law, campaign finance law, lobbying disclosure law, and more (without driving your management team mad with the compliance obligations). Emiliano Martinez, Omidyar Network - Redwood City, CA John Pomeranz, Harmon, Curran, Spielberg + Eisenberg, LLP - Washington, DC

3:40 pm 0.75 hr	**Ask the Experts: Hot Compliance Topics and Opportunities for Public Charities** Incorporating questions submitted during the course of the conference and from the audience, our experts discuss hot topics, including the complexities of shared employees among c3s and c4s and other related entities, impact investing (PRIs, pay-for-success) for public charities, and financial statement and legal implications of conditional vs. unconditional grants. James P. Joseph, Arnold & Porter Kaye Scholer LLP - Washington, DC Kay Walther, Blazek & Vetterling - Houston, TX
4:25 pm	**Adjourn**