



Thanks to the extraordinary commitment and expertise of AHLA leaders, the American Health Lawyers Association continues to thrive and serve as the essential health law resource in the nation. The Association's strong foundation reflects a history that is vibrant, meaningful and worth sharing. Finding a way to preserve AHLA's history was especially relevant in light of the Association's 50<sup>th</sup> Anniversary, which was celebrated throughout 2017.

This transcript reflects a conversation between AHLA leaders that was conducted via audio interview as part of the Association's History Project. More than 60 of AHLA's Fellows and Past Presidents were interviewed. A video documentary was also prepared and debuted on June 26 during AHLA's 2017 Annual Meeting in San Francisco, CA.

**February 20, 2017**

**Elise Brennan interviewing Ivan Wood:**

**Elise:** This is Elise, and I have the great pleasure of getting to interview Ivan, who has a long and extraordinarily stellar and fascinating career in health law and just recently retired. I'm going to kick off this interview by asking Ivan, who explained to me how he started as a Naval JAG officer, but I want to ask him to talk about how his first job in private practice and how his practice had evolved and changed throughout the years. Ivan, feel free to explain some of those things to the listeners here.

**Ivan:** When I left active duty in January of 1976, I moved to Houston and joined a firm called Wood, Lucksinger, and Epstein, which was one of the original firms which became known as a health care firm. Actually, that firm had been put together with a tax lawyer and a fellow that had represented Blue Cross out of Chicago, called J.D. Epstein, and then Jack Wood, who is not related to me. Jack, who had been lent out and become general counsel to a hospital system here. There really weren't much in the way of health care lawyers at that point, or even a health law recognition, but hospitals were evolving. Regulations were starting to come out. Medicare as well as operating codes, etc., and our firm started representing more and more hospitals.

As it turned out in my personal case, I had been a prosecutor and a military judge, so I had a litigation background in the Navy, but I also had an undergraduate degree in accounting. This area called Certificate of Need evolved through federal statute, and that basically involved proving up in a courtroom a long-range plan or capital expenditure for hospitals in particular. I wound up taking on that area, and I think I counted up a little over 40 states I did Certificate of Need projects in, from Alaska to Florida to Pennsylvania to California, which kept me on airplanes a lot, but was a great experience and developed a lot of work around the country. Even at that time, I was also involved in the old NHLA, which emerged with the American Academy and now becomes the AHLA, starting out, speaking and attending the various conferences. But a Certificate of Need-

**Elise:** Before you talk about your NHLA and then AHLA work, tell a little bit more about how your practice changed over the years and why it changed.

**Ivan:** Well, as Certificate of Need eventually became deregulated ... There's still some vestiges of it in the East, but basically, it became deregulated ... I looked around and observed that I had learned through that practice quite a bit about hospitals and building hospitals, but also components of

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hospitals, etc., and so I evolved into a transactional practice, which is basically what I've done ever since, but evolved initially into mergers and acquisitions, financing. Obviously you have to know about reimbursement, because it doesn't do any good to do a deal if you don't get paid. Regulations, star qual, fraud, abuse came along. It doesn't do any good to do a deal if everybody goes to prison.

I became kind of a generalist in the transactional arena, but I also looked around and observed that whereas I'm in Houston, which has one of the largest and best known medical centers in the world, and representing one or more of those big hospitals would certainly seem to make a lot of sense, nonetheless, I observed they were all developing in-house staffs that were getting bigger and bigger, which meant a lot of the work I did was shrinking. I took a look at the marketplace and picked the next level down, smaller hospitals, surgery centers, imaging centers. Physicians were becoming very entrepreneurial, particularly in the Texas area in terms of developing a lot of those types of facilities, and none of them had general counsel, so they needed a health care lawyer. That's really how I developed my practice and the niche that I went after in terms of developing my practice.

Elise: Yeah. I think what's so interesting is, when you describe this, is how intentional you were in trying to develop your practice. It wasn't just something handed to you, but you really focused on where you thought there might be opportunities.

Ivan: Certainly. Even after I had been practicing for quite some time, we then looked around with our group at various areas to see where there might be competition with other health lawyers, but also why wasn't there competition with health lawyers, because, in order to, frankly, support a reasonable billing rate, you needed to have some business out there. A rural community that had a 50-bed hospital really just didn't have that much activity. We actually did planning studies looking at towns and looking at the level of health care, entrepreneur nature of the physicians, and picking where we would try and penetrate by holding conferences and meetings. Yeah, it was very deliberate.

Elise: That's really interesting, and it also shows how you have to always be looking ahead. You can't just sit back with an area of expertise, but you have to always be looking where the new best opportunity is coming from.

Ivan: Certainly. Out of network versus in network was a real development area for a number of years. Today, I think, out of network is becoming much more difficult, if not impossible, for facilities to make it for a whole lot of reasons. You've got to evolve to more in network type facilities and clients, but at the same time, physicians are getting squeezed economically, and we're seeing a lot of the hospitals go out to hire physicians. We do have this thing in Texas we have to work with, but hire physicians, and yet there's a big component of physicians that really don't want to be hired by hospitals. Once again, there's a whole section out there that's available, not to the hospital staff, but rather to outside counsel. We've even looked at that in developing the practice.

Elise: You mentioned that you got involved originally with the National Health Lawyers Association to me. Can you tell a little bit more about what you've done for NHLA, which was one of the two organizations that formed AHLA? How did you get involved with NHLA, and then what did you do for AHLA?

Ivan: Well, back when we had good old cost-based reimbursement and the government, through Medicare, paid about 90% of the cost of sending a hospital executive to a conference, I used to speak a lot. Our firm spoke a lot at the Aspen System's conferences. That was a natural evolution into working with the American Academy and then NHLA, all of which then merged, in terms of the various conferences and speaking opportunities. I, for example, was on the committee that developed the Hospital Health Systems Conference for NHLA. I'm sorry. By that time, it was AHHA, and I went through the merger of the two organizations, being on the board.

Speaking at the conferences and attending the conferences, frankly, working the halls and the breaks and the various activities that are put on at those conferences to meet and greet other lawyers, particularly those that did work for in-house counsel, who were always looking for someone on the outside that they might refer people to so that they wouldn't be demanding things that, once again, would put people in prison, I found to be a great way to develop my practice. I enjoyed it.

Elise: Talk to us a little bit about some of the educational resources that you helped focus on and why you think that is so important at the AHHA.

Ivan: Well, AHHA has always had a mandate for education, and that's really the basis for the whole organization. Education is more than just going to a conference and maybe learning something. It's also being a good resource tool, resource tool to reach other people, to reach papers, to reach things that will help you in your practice. One of the big parts or emphasis that AHHA has always put on, and I was happy to participate in, was developing database and being able to retrieve information as well as put people in touch with others. Not just at a conference, but even today, if there was a whole new area that I knew nothing about and somebody called up and said, "Can you help me do such and such?" I would say no, because I'm retired. If I was still practicing, I would be able to even go on a chat board and say, "Does anybody know anything about such and such?" I bet I would get 20 replies, "Oh, yeah. That's this new thing, and this is what it's about," and so on.

When you're sitting there and you're looking at something brand new, maybe there's a statute, but there's no regulations, no case law, no documents that you can try and duplicate, and you've got to come up with a document or a deal, it's nice to have a place you can plug into, even if you are part of a very large firm. I retired from Baker Donaldson, huge firm, really big health care practice, but even still, being able to do my own research and pull things up was invaluable in terms of practice of law, particularly health law.

Elise: You said you just recently retired after ... How many years of practice did you have?

Ivan: I was ... Well, not counting the three years in the Navy ... 41 years in the health care industry, from '76 to 2017.

Elise: What would you say from in those 40, 41 years ... What would you say is the biggest change you have seen with the practice of law in the health care industry over all of those years?

Ivan: Well, one of the biggest changes has been the constant and ever-evolving development of regulations. It is, I have to believe, one of the most highly regulated industries, period, in the world. It has become so complex in those regulations, that I'm not sure it's possible to be a generalist like I was given the specifics. The whole development of life science, for example, and other areas. Patents. They are patenting things that we never even thought of, another subarea.

Even in reimbursement, regulatory, it's just evolved to the point where you have to figure out what you want to do and what you enjoy doing, but then you've got to figure it all out. That's been one of the biggest changes. It was very simple when I started, because nobody knew what we were doing. Now, there's just a whole variety of things, that it's almost impossible to keep up with it all.

Elise: Yeah. I want to conclude a little bit by ... What advice would you give to young lawyers who are just starting out in this area of the law?

Ivan: Well, for any young lawyer, the first step is to get your feet on the ground and get a baseline. I absolutely would recommend them going to the fundamentals course. We have sent all of our young lawyers through all years to the fundamentals course. It's broad, but it gives you a real base in health law. Then from that, what I would recommend is that you view work with AHLA, but also speaking, conferences, client meetings, all in addition to the billable hours, which any law firm has reason to expect in order to pay for your salary.

Develop those hours as add-ons so that you don't wind up, frankly, in your 50s as a really good technical lawyer with no clients, because that's not where you want to be. Yet, you can't do it nine to five. You've got to spend the extra time. You don't have to have a big marketing plan, but I always kept a ready yellow tablet by my desk, jotting down the latest idea or person or thing that I wanted to look at or talk to or go to. Some of it would pan out. Some of it wouldn't, but if you don't write it down, I guarantee you won't remember to do it. It's just too much going on in the day.

Elise: Well, I think that's wonderful advice and from someone who is really in a position to give advice, having practiced law in the health care area for 41 years, which is amazing. I think there was something very interesting when you and I had a little pre-talk. My first question was to you, and with this, my first question was what made you decide to go to a health care law firm like Wood Lucksinger when you first started looking into private practice? You said, "Well, it wasn't a health care firm at the time, because it wasn't identified that way." I think that and the way things evolved have, in your practice and in the formation of firms, really showcases how much the practice of law changes, and how nimble everybody who is in it, and particularly in health care law, needs to be.

Ivan: Well, and I will tell you that there are people that will tell you they are a health care lawyer, because they are, but there are a lot of people in other areas who are now doing a lot of work for health care facilities or in the industry that really don't consider themselves to be a health care lawyer. Tax, real estate, all kinds of other areas, securities, that they wouldn't think of themselves as a health care lawyer per se, but when they look at their client base and the amount of work that is available in the health care industry, you'd be surprised what a large percentage of their practice is for the health care industry. To me, that's as much health law as me being a generalist and working almost exclusively in that industry.

Elise: Yep. Yep. Well, I sure appreciate you taking time to be interviewed on this AHLA project. I know you now need to get back to ... You were telling me a little bit about some of the wonderful things you do in retirement with your grandkids and going to Santa Fe. I don't want to keep you much longer from those wonderful things. If you have anything you want to add, please do, because I think I've finished asking my questions.

Ivan: No. As my, I guess my original mentor used to say, "Does anyone feel compelled to say anything else?" The answer was always no, so no, I don't have anything to add.

Elise: Well, thank you so much, Ivan.