

# Employee Benefits & Executive Compensation

Our Employee Benefits and Executive Compensation practice counsels publicly traded companies, private entities, nonprofit organizations and public sector employers of all sizes and across all industries to help address the full range of legal, financial and administrative issues relating to our client's executive compensation and benefit plans. We bring a business-minded approach to assist clients in aligning their goals to attract, motivate and retain employees by offering competitive employee benefits programs. Our team has extensive experience working with hospital systems and health care providers, including faith-based organizations and academic medical centers, which allows us to partner with those organizations to navigate the complex compliance and strategic benefit plan issues unique to those organizations. In tandem with our firm's national platform, our business-minded attorneys partner with clients to achieve their employee benefit and executive compensation objectives.

Many of our employee benefits professionals were previously employed by well-known actuarial, accounting and consulting firms, as well as significant in-house experience with the government agencies that enforce the highly technical laws and regulations that apply to entities and their benefit plans. This diverse mix of prior experiences and backgrounds enables our team to provide counseling services that align legal strategies with practical approaches to achieve successful outcomes for our clients.

We represent many employers before the Internal Revenue Service (IRS), Department of Labor (DOL) and Pension Benefit Guaranty Corporation (PBGC), enhancing our ability to counsel clients effectively and efficiently through plan audits and other government proceedings. In conjunction with our Labor & Employment and ERISA Litigation practices, we routinely advise companies on best practices to forestall or resolve litigation involving their employee benefit plans, often with significant cost savings. In addition, our Employee Benefits and Executive Compensation attorneys are active members in the Society for Human Resource Management (SHRM), International Foundation of Employee Benefit Plans (IFEBP), The ESOP Association National Center for Employee Ownership and other national associations for human resources, employee benefits and executive compensation professionals, which further adds to the perspectives we bring to our counseling services.

Our team's experience allows Polsinelli to provide plan sponsors with a broad spectrum of services for virtually all types of employee benefits and executive compensation arrangements, including:

- Tax-qualified retirement plans such as 401(k), 403(b), 457, profit-sharing, cash balance and traditionally defined benefit pension plans.
- Employee stock ownership plans (ESOPs), including counseling on optimal business strategies and tax efficiencies involving the many uses of ESOPs.
- Health and welfare plans, including advice on self-funding and stop-loss insurance considerations, as well as the application of HIPAA, COBRA and other laws.
- Executive compensation and other non-qualified deferred compensation arrangements, including issues arising under equity-based plans, retention and incentive bonus arrangements, "golden parachute"

payments, and individual employment agreements, as well as advice on compliance with Code Sections 83, 162(m), 280G and 409A.

- Wellness programs, including advice on wellness designs geared to achieve “win-win” situations with improved health outcomes for employees and significant cost savings for employers.
- Affordable Care Act (ACA) counseling, including the myriad of options and compliance strategies for companies to consider for offering health benefits to their employees.
- Benefit plans covering union employees, including issues arising under multiemployer pension plans relating to withdrawal liability assessments and delinquent contribution demands, as well as collective bargaining strategies for companies to consider.
- Negotiations with plan service providers, including strategies for companies to obtain cost savings and enhanced commercial terms.
- Employee benefit and executive compensation issues that arise in corporate transactions, such as mergers, acquisitions, divestitures, spin-offs, bankruptcy proceedings and financing transactions.
- ERISA fiduciary obligations and governance procedures around investments and other plan asset issues.
- For public companies, compliance with Code Section 162(m) for performance-based compensation arrangements and applicable securities laws for the company’s annual proxy statement and other filings that are publicly available to shareholders.

Recent rankings include:

- Regionally ranked for Employee Benefits & Executive Compensation by *Chambers USA: America’s Leading Lawyers for Business*, 2022-2023
- Nationally ranked Tier 1 for Employee Benefits (ERISA) by Best Law Firms, 2025

## Matters

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- Advised publicly-traded company with more than 100,000 employees on Code Section 162(m) issues to ensure corporate deductions for executive bonus payments.
- Assisted publicly-traded Fortune 500 company with SEC reporting issues for its equity compensation programs and other non-qualified deferred compensation arrangements.
- Created qualified retirement plan vehicles that utilize employer stock investments without compliance challenges experienced under traditional employee stock ownership plan (ESOP) arrangements.
- Devised cost-effective health care delivery arrangements for clients in the health and welfare area on a self-insured and fully insured basis, factoring in applicable state and federal legal requirements wherever necessary.
- Coordinated ad hoc benefit review committees and request for proposal processes for union/non-union entities to evaluate existing defined benefit pension and 401(k) and profit sharing plan arrangements. Developed streamlined plan designs that minimize investment and administrative plan costs while also increasing participation and employee education opportunities.
- Completed more than 200 retirement plan restatements and completed filings with the Internal Revenue Service to maintain compliance with ongoing requirements of the Internal Revenue Code.
- Assisted a more than 60,000-employee organization with the development of internal policies and procedures and follow-up training seminars for more than 200 human resource and employee benefits personnel when the HIPAA Privacy rules became effective.
- Coordinated a 2,300-employee organization’s efforts to implement HIPAA-compliant employee wellness initiatives that were successfully approved by the organization’s 13 union representatives, management, and board authorities.
- Provided guidance on ERISA’s fiduciary duty and prohibited transaction rules in all aspects of plan operations, including the investment of plan assets, the engagement of plan service providers, and the proper handling of claims disputes.

- Provided advice on the development of appropriate investment management and advisory relationships to mitigate fiduciary risk.
- Assisted with the implementation of financial services products, and other asset-specific portfolios and products to comply with ERISA's fiduciary provisions.
- Routinely conducted due diligence processes during merger, sale or acquisition scenarios to evaluate ongoing or successor liability issues for existing employee benefit arrangements.
- Evaluated ongoing defined benefit pension funding obligations for ongoing frozen plan situations and when necessary, interfaced with the Internal Revenue Service and Pension Benefit Guaranty Corporation regarding applicable plan funding arrangements and notice requirements.
- Prepared and filed a private letter ruling application with the Internal Revenue Service for a client that wishes to have favorable status recognized for its retirement plans, and have made voluntary compliance filings with the IRS for a separate tax-exempt entity.
- Working with the Internal Revenue Service's National Office on separate private letter filings for tax-exempt status for retiree health programs of eight separate governmental organizations.
- Obtained summary judgment for the Plan, Plan Sponsor and Third-Party Administrator in a long-term disability case involving a claim of several hundred thousand dollars in U.S. District Court for the Northern District of Florida.

## Publications

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April 3, 2026

**Federal Court Grants Summary Judgment in ESOP Releveraging Case, Rejecting Novel Dilution Theory**

March 20, 2026

**North Carolina Federal Court Lets ESOP Fiduciary Claims Proceed, Underscoring Active Oversight Duties**

January 23, 2026

**Trump Accounts – Jump-Starting the Next Generation**

December 16, 2025

**Court Dismisses ERISA Fee Suit Against Kellogg, Reinforcing Pleading Standards for Plan Sponsors**

December 9, 2025

**New Year, New Dependent Care FSA Limits: Don't Forget to Amend Your Plan!**

September 12, 2025

**Arbitration in ERISA Litigation: Supreme Court Declines Review as Circuit Split Persists**

July 18, 2025

**A Quick Look at Benefits and Executive Compensation Provisions in the One Big Beautiful Bill**

June 20, 2025

**Sixth Circuit Holds TPAs Do Not Get a Free Pass from ERISA's Fiduciary Duties**

June 12, 2025

**DOL Rescinds 2022 Guidance Concerning Cryptocurrency Investments in 401(k) Plans**

May 20, 2025

**Pressing Pause: Federal Agencies Halt Enforcement of Mental Health Parity Rule**

March 21, 2025

**ESOP Transactions and the Duty to Monitor Revisited**

January 28, 2025

**Complying with the ACA Disclosure Requirements Just Got a Whole Lot Easier!**

January 17, 2025

**Department of Labor Proposes Rule on Valuing Stock for ESOP Stock Purchase and Sale Transactions**

December 23, 2024

**Tax and Disclosure Considerations Related to Executive Security Benefits**

December 20, 2024

**Prohibited Transaction Pleading Standards To Receive Clarity From SCOTUS**

May 9, 2024

**New Final Department of Labor Rules on Investment Advice are Immediately Challenged in Court**

May 2024

**IRS Enforcement Chapter**

*Co-Author, Bloomberg Law's Retirement Plan Administration Guide*

January 25, 2024

**Department of Labor Settles with TPA to End Cross-Plan Offsetting Practice**

November 20, 2023

**Department of Labor Sues UnitedHealth TPA Over Claim Denials**

July 7, 2023

**Financial Wellness Initiatives - Student Loan Debt Returns to Center Stage: Practical Considerations for Adding a Match for Student Loan Payments**

May 25, 2023

**Tax Section Comments on Access to Justice Letter**

*Author, State Bar of Texas*

May 9, 2023

**Negotiating C-Suite Employment, Severance, and Transition Agreements**

*Speaker, Bucks County Bar Association*

April 19, 2023

**New Form 5500 Rules Permit More Plans to Qualify for Audit Exemption**

January 30, 2023

**SECURE 2.0: Retirement Plan Rules Get a Makeover!**

January 11, 2021

**TPA Claims Processing Procedures: "Sometimes Just Ok Is Not Ok"**

June 1, 2020

**Evolution of Waiver Rules Associated With Attorney Client, Work Product Privileges**

*Co-Author, The Legal Intelligencer*

March 9, 2020

**Texas Bar Wants IRS Rules To Limit Discretion To Cut Pay**

*Quoted, Law360*

February 9, 2019

**A Primer on Key Employee Benefits Issues for Non-benefits Lawyers**

*Presenter, ACC Annual Meeting*

February 2, 2019

**Executive Compensation**

*Author, Thomson Reuters*

October 2018

**IRS Issues New Guidance on Using 401(k) Plan Contributions to Reward Student Loan Repayments**

December 2017

**'Tis the Season for ACA Penalties**

November 2017

**Update: Three Significant Takeaways from the Tax Cuts and Jobs Act**

September 2017

**TPAs, Plan Fiduciaries Should React Proactively to U.S. Department of Labor Settlement**

July 19, 2016

**ERISA Fiduciary Rules: Court Challenges and Considerations for Employers**

July 8, 2016

**Time for a Wellness Check on your Wellness Program? New EEOC Regulations Could Diagnose Need for Change**

January 21, 2016

**EEOC Denied in Attempt to Apply ADA Rules to Wellness Plan Tied to Group Health Plan**

April 23, 2015

**Highly Anticipated Proposed EEOC Guidance May Force Design Changes on Existing Wellness Programs**

February 10, 2015

**Latest Update on Anthem Data Breach - Other BCBS Plans May Be Impacted**

February 5, 2015

**Potential Anthem Data Breach - What to Do Next**

April 9, 2013

**Proposed Regulations Relating to Shared Responsibility for Employers Regarding Health Coverage**

*Response to the Department of the Treasury*