

Form 990
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047
2019
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2019, and ending 12-31-2019

B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending
C Name of organization: HEALTH ALLIANCE PLAN OF MICHIGAN
D Employer identification number: 38-2242827
E Telephone number: (313) 664-8130
F Name and address of principal officer: Laurie Doran, 2850 WEST GRAND BOULEVARD, DETROIT, MI 48202
G Gross receipts \$ 1,588,775,890
H(a) Is this a group return for subordinates? No
H(b) Are all subordinates included? No
H(c) Group exemption number
I Tax-exempt status: 501(c)(3), 501(c)(4)
J Website: www.hap.org
K Form of organization: Corporation
L Year of formation: 1979
M State of legal domicile: MI

Part I Summary

Table with 4 main sections: Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Each section contains multiple rows of data with columns for Prior Year and Current Year.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer Laurie Doran CFO, Date 2020-11-12
Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Firm's name Deloitte Tax LLP, Firm's EIN 86-1065772, Firm's address 200 Renaissance Center Suite 3900, Phone no. (313) 396-3000

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2019)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . .

1 Briefly describe the organization's mission:

To improve the health status of the residents in all of the communities we serve. We accomplish this through innovative programs to provide health care coverage with an emphasis on preventative care as well as outreach programs to the communities aimed at enhancing and promoting healthier communities.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . .  Yes  No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . .  Yes  No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 1,464,849,820 including grants of \$ 460,298 ) (Revenue \$ 1,495,668,282 )

HAP is a subsidiary of Henry Ford Health System one of the nation's leading health care systems. HAP provides coverage to individuals, companies and organizations. We partner with doctors, employers and community groups to improve the overall health of every community we serve. Our mission is to enhance the health and well-being of the lives we touch. Company highlights: -Founded in 1960 - Based in Detroit, Michigan - 2.1 Million member months and 1,100 employees HAP is a full-service health insurance company with distinct product portfolios: - Employer group plans HMO, EPO, Choice Network and consumer-driven health plans. -Health Engagement program offers employees incentives to adopt a healthier lifestyle. -Individual plans HAP plans HMO, and health savings account are for individuals and families not covered through employer health insurance. - Medicare HAP Medicare Solutions offer HMO and PPO health plans, prescription drug plans and Medicare Supplement plans for individuals and employer-sponsored employees and retirees. Participating Physicians and Ancillary Providers: HAP's robust provider networks include the leading Michigan doctors, hospitals and health systems: HAP contracts with nearly 6,000 primary care physicians, 18,000 specialists and 88 Michigan hospitals to serve its HMO members. Statewide and national provider network solutions are available for other product lines through strategic partnerships for companies with multiple locations. HAP expends a considerable amount of resources communicating with members and providing supportive health programs and resources to help them achieve sustainable healthy habits and manage chronic conditions. Examples of health and wellness programs and resources include: -Preventive and wellness services: HAP covers preventive services, including cancer screenings, physicals, flu shots and more. -Worksite Wellness programs: free or low-cost preventive services and health education for the workplace. -iStrive for Better Health: online health assessment and digital coaching. - Easy-to-understand educational tools: We help members manage their plan benefits and overall health. Community Stewardship: HAP is known for community giving and volunteerism. HAP employees volunteer for many community events each year. HAP's charitable giving and community outreach focuses on wellness, youth, education, diversity, community development and arts and culture. Sponsorships and donations are focused on supporting primarily non-profit organizations actively engaged in community-based programs supporting the health and wellbeing of the communities we serve. Budget is allocated to support fundraising events and efforts for these organizations and their respective programs including dinners, galas, golf outings, 5K runs/walks, and other types of events. Establishing and managing relationships with non-profit organizations is an important part of the work being done by community outreach leading to recognition for support, business leads, and community brand recognition with over 150 organizations engaged with HAP in this way annually. Positioning HAP as a leader in the community through this support has been and will continue to be important to the growth of the organization. Sponsored events are attended by HAP leaders, employees, community and business partners interested in the cause or organization. Sponsorship opportunities are vetted by community outreach leadership and managed by assigned coordinators. Frequently there are sponsorships that are split with and managed in concert with Henry Ford Health System's community outreach team and used for dual marketing and exposure purposes. HAP leaders and employees are encouraged to serve on the boards and committees of non-profit community organizations. Monetary support is offered to organizations where board positions are held on an annual basis, at the discretion of the sitting board member. HAP employees log over 2,000 volunteer service hours each year with a variety of social service agencies, and charitable and civic organizations. Signature Programs and Partners MoGo Bikes: With 620 bikes at 75 stations, MoGo gives Metro-Detroiters the freedom and flexibility to move around at prices that everyone can afford. MoGo is made possible through a significant partnership with Henry Ford Health System and Health Alliance Plan (HAP), and a partnership with the City of Detroit Department of Transportation. MoGo operates in 10 neighborhoods in the greater downtown area of Detroit, as well as Northwest Detroit, Ferndale, Oak Park, Huntington Woods, Berkley, and Royal Oak. MoGo is available 24 hours a day, 7 days a week, 365 days a year. Crim Fitness Foundation: HAP Partners with this Flint-based agency on a variety of health, wellbeing and community education endeavors. Most notably as presenting sponsor of the HAP Crim Festival of Races and CrimFit Training Program. HAP members receive discounted registration for this 15-week guided training program designed for participants of all ages and fitness levels to help them prepare for the Crim 10 Mile, Half Crim 5 Mile, or 5K races held each August in Flint. The Crim Fitness Foundation also serves as the lead agency to implement Community Education in Flint schools. Full-time Community School Directors coordinate resources in 12 area Flint schools, delivering year-round programs for parents, youth, and community. Game On, Cancer: Game On Cancer is a unique collaboration between Henry Ford Health System, HAP, the Detroit Lions and the Detroit Pistons, is a peer-to-peer team-based fundraiser designed to alleviate barriers cancer patients face on their road to recovery and advance leading-edge research. HAP employees and leaders participate in a variety of activities to raise funds for this effort. CARE of SE Michigan: HAP is a major supporter and seminar presenter for CARE of Southeastern Michigan. CARE provides professional and emotional support services to those seeking to enhance their lives through a variety of services including Recovery United, outpatient counseling, employee assistance programs, early childhood and adolescent programming, parent education classes, community coalition and prevention work. Ruth Ellis Center: HAP provides support annually for the Ruth Ellis Center (REC), based in Highland Park. REC provides trauma-informed services for lesbian, gay, bi-attractional, transgender and questioning (LGBTQ+) youth, and young adults, with an emphasis on young people of color, experiencing homelessness, involved in the child welfare system, and/or experiencing barriers to health and wellbeing. 100 Black Men of Greater Detroit, Inc: The 100 Black Men of Greater Detroit, Inc. is a group of concerned African American men whose goal is to improve the quality of life in the African American community through their collective resources, abilities and experiences. The organization has committed to helping African American youth achieve success in four (4) main focus areas: Mentoring, Education, Health & Wellness and Economic Development. HAP has been the primary sponsor of the agency's annual Oratorical Contest, which awards college scholarships to young metro-Detroiters each year. Life Remodeled 6-Day Project/313 Club: Life Remodeled focuses on the intentional and equitable revitalization of Detroit neighborhoods distinguished by their significant need and radical hope. Projects are determined by the community's needs and vision, and focused in three areas: Renovating and repurposing former community assets, repairing owner-occupied homes, and mobilizing 10,000 volunteers to beautify the four-square mile area surrounding Life Remodeled's opportunity hub in six days. HAP employee volunteers assist with this effort to clear blighted alleyways within a four-square mile geography surrounding the Durfee Innovation Society in Detroit. HAP is also part of the corporate giving circle, the 313 Club, raising funds to support revitalization of Detroit neighborhoods. American Heart Association Heart and Stroke Walk: In 2019, HAP walkers and volunteers raised over \$25,000 to support the AHA's efforts to combat heart disease and stroke, culminating in a 3-mile walk on the campus of Wayne State University. Mommy Talk: HAP partners with Hamilton Community Health Network, a federally qualified health center in Flint, Michigan, to present "Mommy Talk", a monthly support group for pregnant women and new moms to discuss the issues they face in a completely open, supportive, judgement-free setting. Participants occasionally receive diapers, baby supplies, car seats or medical equipment donated by partner agencies.



<b>a</b>	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	<b>11a</b>	Yes	
<b>b</b>	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	<b>11b</b>	Yes	
<b>c</b>	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	<b>11c</b>		No
<b>d</b>	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	<b>11d</b>		No
<b>e</b>	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	<b>11e</b>	Yes	
<b>f</b>	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	<b>11f</b>	Yes	
<b>12a</b>	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII.	<b>12a</b>		No
<b>b</b>	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.	<b>12b</b>	Yes	
<b>13</b>	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.	<b>13</b>		No
<b>14a</b>	Did the organization maintain an office, employees, or agents outside of the United States?	<b>14a</b>		No
<b>b</b>	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.	<b>14b</b>		No
<b>15</b>	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV.	<b>15</b>		No
<b>16</b>	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.	<b>16</b>		No
<b>17</b>	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions).	<b>17</b>		No
<b>18</b>	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.	<b>18</b>		No
<b>19</b>	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.	<b>19</b>		No
<b>20a</b>	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H.	<b>20a</b>		No
<b>b</b>	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<b>20b</b>		
<b>21</b>	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	<b>21</b>	Yes	

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Part IV Checklist of Required Schedules (continued)

		Yes	No
<b>22</b>	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.		No
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	Yes	

<b>24a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
<b>24b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b>	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
<b>25b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
<b>26</b>	Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>		No
<b>27</b>	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
<b>28</b>	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>28a</b>	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		No
<b>28b</b>	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		No
<b>28c</b>	A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	Yes	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
<b>35b</b>	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	<b>1a</b>		9,329
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		0
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)						
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2a</b>	1,203	<b>2b</b>	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>		Yes		
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	<b>3b</b>		Yes		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b>			No	
<b>4b</b>	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).					
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>			No	
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>			No	
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>				
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	<b>6a</b>			No	
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>				
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>					
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b>				
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>				
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>				
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>				
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>				
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>				
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>				
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>				
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	<b>8</b>				
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>					
<b>9a</b>	Did the sponsoring organization make any taxable distributions under section 4966?	<b>9a</b>				
<b>9b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>				
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:					
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>				
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>				
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:					
<b>11a</b>	Gross income from members or shareholders	<b>11a</b>				
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>				
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>				
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	<b>12b</b>				
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>					
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>				
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13b</b>				
<b>13c</b>	Enter the amount of reserves on hand	<b>13c</b>				

<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	<b>14a</b>		No
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	<b>14b</b>		
<b>15</b>	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? . . . . . If "Yes," see instructions and file Form 4720, Schedule N.	<b>15</b>		No
<b>16</b>	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? . . . . . If "Yes," complete Form 4720, Schedule O.	<b>16</b>		No

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>1b</b>	Enter the number of voting members included in line 1a, above, who are independent		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		No
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	Yes	
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		No
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		No
<b>6</b>	Did the organization have members or stockholders? . . . . .	Yes	
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .	Yes	
<b>7b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	Yes	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? . . . . .	Yes	
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	Yes	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		No

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .		No
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	Yes	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. . . . .		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	Yes	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .		<b>12b</b>	Yes	
13 Did the organization have a written whistleblower policy? . . . . .		<b>12c</b>	Yes	
14 Did the organization have a written document retention and destruction policy? . . . . .		<b>13</b>	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		<b>14</b>	Yes	
a The organization's CEO, Executive Director, or top management official . . . . .		<b>15a</b>		No
b Other officers or key employees of the organization . . . . .		<b>15b</b>		No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).				
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		<b>16a</b>		No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		<b>16b</b>		

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ \_\_\_\_\_
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records:  
▶ Laurie Doran 2850 West Grand Boulevard Detroit, MI 48202 (313) 664-8130

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

● List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

● List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

● List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

● List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

● List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per	(C) Position (do not check more than one box, unless person is	(D) Reportable compensation from	(E) Reportable compensation from	(F) Estimated amount of other
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	Week per week (list any hours for related organizations below dotted line)	both an officer and a director/trustee)						the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Wright L Lassiter III Director	1.00 64.00	X						0	5,262,561	54,982
(2) Adnan R Munkarah MD Director	1.00 63.00	X						0	1,180,579	62,113
(3) Michelle Johnson Tidjani Esq Secretary	2.00 63.00			X				0	910,490	157,996
(4) Teresa L Kline Director/Pres. & CEO (Thru 6/2019)	53.00 12.00	X		X				0	897,071	29,978
(5) Michael Genord MD Director/Interim Pres (Start 7/2019)	55.00 5.00	X		X				705,787	0	78,432
(6) J Douglas Clark Treasurer/Int. CFO (4/2019 to 8/2019)	30.00 30.00			X				0	484,305	55,839
(7) K Michael Treash SVP & COO	55.00 5.00				X			449,311	0	33,972
(8) Peter Watson MD VP-Care Mgmt & Outcomes	60.00 0.00					X		421,259	11,275	35,786
(9) Margaret M Anderson SVP - Chief Sales & Marketing Officer	55.00 5.00					X		428,595	0	22,060
(10) Charles Bloom CMO (Start 7/2019)	60.00 0.00			X				430,324	0	14,684
(11) Balakrishna Pai MD VP- Quality & Disease Mgmt	60.00 0.00					X		412,297	0	22,563
(12) Todd Hutchison Former Treasurer/CFO	55.00 5.00						X	348,921	0	33,194
(13) Annette M Mar cath VP & Chief Information Officer	55.00 5.00					X		330,326	0	38,185
(14) John D Calabria MD Sr Medical Director	60.00 0.00					X		326,867	0	38,610
(15) William R Barnes Assistant Secretary	55.00 5.00			X				331,505	0	31,349
(16) Laurie Doran Treasurer/CFO (Start 8/2019)	53.00 12.00				X			276,503	0	12,722
(17) Majorie A Staten JD Assistant Secretary	1.00 59.00			X				0	166,055	13,156

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Jeffrey A Chaffkin Director	1.00 0.00	X						0	0	0
(19) Shari L Burgess Director- Chair	2.00 4.00	X		X				0	0	0
(20) Joyce V Hayes Giles Director	1.00 0.00	X						0	0	0
(21) Jamie C Hsu PhD Director	1.00 0.00	X						0	0	0
(22) Sandra A Cavette MPH RDH Director	1.00 0.00	X						0	0	0
(23) Harvey Hollins III Director	1.00 0.00	X						0	0	0
(24) Richard Swift Treasurer/CFO (Thru 3/2019)	55.00 5.00			X				0	0	0
(25) Judith S Milosic Director	1.00 0.00	X						0	0	0
(26) Susanne M Mitchell Director	1.00 0.00	X						0	0	0
(27) Jacalyn S Goforth Director	1.00 0.00	X						0	0	0
(28) Raymond C Lope Director	1.00 0.00	X						0	0	0
(29) John Gorman Director	1.00 0.00	X						0	0	0
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								4,461,695	8,912,336	735,621

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 203

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3 Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP 161 N Clark St Chicago, IL 60601	Software support & consulting	5,899,769
Brogan & Partners Advertising 800 N Old Woodward Ave Suite 100 Birmingham, MI 48009	Advertising	4,088,734
Cornerstone Research Inc 2 Embarcadero Center San Francisco, CA 94111	Legal Counsel	3,217,513
Clarity Solution Group LLC 150 S Wacker St Suite 2750 Chicago, IL 60606	Consulting	3,093,484
Blom Insurance Agency LLC	Sales Agency Support	2,092,401



<b>b</b> Less: rental expenses	<b>6b</b>				
<b>c</b> Rental income or (loss)	<b>6c</b>				
<b>d</b> Net rental income or (loss)					
		(i) Securities	(ii) Other		
<b>7a</b> Gross amount from sales of assets other than inventory	<b>7a</b>	78,500,106			
<b>b</b> Less: cost or other basis and sales expenses	<b>7b</b>	78,046,489	1,524		
<b>c</b> Gain or (loss)	<b>7c</b>	453,617	-1,524		
<b>d</b> Net gain or (loss)				452,093	452,093
<b>8a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	<b>8a</b>				
<b>b</b> Less: direct expenses	<b>8b</b>				
<b>c</b> Net income or (loss) from fundraising events					
<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>9a</b>				
<b>b</b> Less: direct expenses	<b>9b</b>				
<b>c</b> Net income or (loss) from gaming activities					
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>				
<b>b</b> Less: cost of goods sold	<b>10b</b>				
<b>c</b> Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
<b>11a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b> All other revenue				783,883	783,883
<b>e Total.</b> Add lines 11a–11d				783,883	
<b>12 Total revenue.</b> See instructions				1,510,727,877	1,495,668,282
				0	15,059,595

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . . .	460,298	460,298		

<b>2</b>	Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .				
<b>3</b>	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16. . . . .				
<b>4</b>	Benefits paid to or for members . . . . .	1,332,226,317	1,332,226,317		
<b>5</b>	Compensation of current officers, directors, trustees, and key employees . . . . .	4,111,480	2,361,450	1,750,030	
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3) (B) . . . . .	382,115	382,115		
<b>7</b>	Other salaries and wages . . . . .	36,824,178	32,491,531	4,332,647	
<b>8</b>	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	6,124,236	5,624,044	500,192	
<b>9</b>	Other employee benefits . . . . .	4,388,214	4,029,810	358,404	
<b>10</b>	Payroll taxes . . . . .	6,679,898	6,137,427	542,471	
<b>11</b>	Fees for services (non-employees):				
<b>a</b>	Management . . . . .				
<b>b</b>	Legal . . . . .	7,170,520		7,170,520	
<b>c</b>	Accounting . . . . .	116,111	57,500	58,611	
<b>d</b>	Lobbying . . . . .				
<b>e</b>	Professional fundraising services. See Part IV, line 17				
<b>f</b>	Investment management fees . . . . .				
<b>g</b>	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	22,672,650	21,112,564	1,560,086	
<b>12</b>	Advertising and promotion . . . . .	18,062,335	18,062,335		
<b>13</b>	Office expenses . . . . .	6,347,545	6,319,487	28,058	
<b>14</b>	Information technology . . . . .	12,820,217	12,784,217	36,000	
<b>15</b>	Royalties . . . . .				
<b>16</b>	Occupancy . . . . .	5,393,080	5,118,234	274,846	
<b>17</b>	Travel . . . . .	498,316	447,911	50,405	
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
<b>19</b>	Conferences, conventions, and meetings . . . . .	133,353	111,494	21,859	
<b>20</b>	Interest . . . . .	59,167		59,167	
<b>21</b>	Payments to affiliates . . . . .				
<b>22</b>	Depreciation, depletion, and amortization . . . . .	10,293,280	9,287,053	1,006,227	
<b>23</b>	Insurance . . . . .				
<b>24</b>	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b>	Admin Alloc Fees	5,518,652		5,518,652	
<b>b</b>	ACA TAX	4,645,935	4,645,935		
<b>c</b>	Eqp Rep / Maint	780,640	466,215	314,425	
<b>d</b>	Bank Fees	436,651	320	436,331	
<b>e</b>	All other expenses	7,231,384	2,723,563	4,507,821	
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24e	1,493,376,572	1,464,849,820	28,526,752	0
<b>26</b>	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

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Part X **Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	22,458,637	<b>1</b>	8,482,492
	<b>2</b> Savings and temporary cash investments . . . . .	196,124,093	<b>2</b>	167,180,918
	<b>3</b> Pledges and grants receivable, net . . . . .		<b>3</b>	
	<b>4</b> Accounts receivable, net . . . . .	72,856,000	<b>4</b>	56,916,460
	<b>5</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons . . . . .		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	5,220,526	<b>9</b>	5,809,862
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 188,884,085		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 127,485,408	70,465,014	<b>10c</b> 61,398,677
	<b>11</b> Investments—publicly traded securities . . . . .	114,823,092	<b>11</b>	124,525,663
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .	97,036,872	<b>12</b>	114,306,754
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .	33,714,335	<b>14</b>	48,219,096
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	1,329,436	<b>15</b>	24,868,943
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) . . . . .	614,028,005	<b>16</b>	611,708,865	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	71,257,363	<b>17</b>	44,165,828
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .	9,948,725	<b>19</b>	12,620,432
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D	178,018,527	<b>25</b>	182,317,411
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	259,224,615	<b>26</b>	239,103,671
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions . . . . .	354,803,390	<b>27</b>	372,605,194
	<b>28</b> Net assets with donor restrictions . . . . .		<b>28</b>	
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds . . . . .		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds		<b>31</b>	
	<b>32</b> Total net assets or fund balances . . . . .	354,803,390	<b>32</b>	372,605,194
<b>33</b> Total liabilities and net assets/fund balances . . . . .	614,028,005	<b>33</b>	611,708,865	

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**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	1,510,727,877
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	1,493,376,572
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	17,351,305
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	354,803,390
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	450,499
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	372,605,194

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
<b>2c</b>	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	Yes	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

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**Additional Data**

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**Software ID:**

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**Form 990, Special Condition Description:**

Special Condition Description