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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 black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning **OCT 1, 2011** and ending **SEP 30, 2012****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**Baystate Health Foundation, Inc.**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

759 Chestnut Street

Room/suite

City or town, state or country, and ZIP + 4

Springfield, MA 01199**F** Name and address of principal officer **Dennis W. Chalke****759 Chestnut Street, Springfield, MA 01199****D** Employer identification number**04-3549011****E** Telephone number**(413) 794-0000****G** Gross receipts \$**22,465,927.****H(a)** Is this a group return

for affiliates?

☐ Yes☒ No**H(b)** Are all affiliates included?☐ Yes☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status. ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **N/A****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **2000** **M** State of legal domicile: **MA****Part I Summary**

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities The mission of Baystate Health Foundation is to inspire a "culture of philanthropy" and encourage	8	Contributions and grants (Part VIII, line 1h) 13,774,975.	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 186,500.	20	Total assets (Part X, line 16) 111,656,645.
2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.	9	Program service revenue (Part VIII, line 2g) 0.	14	Benefits paid to or for members (Part IX, column (A), line 4) 0.	21	Total liabilities (Part X, line 26) 1,031,334.
3	Number of voting members of the governing body (Part VI, line 1a) 20	10	Investment income (Part VIII, column (A), lines 3, 4 and 7d) 2,343,662.	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,528,134.	22	Net assets or fund balances Subtract line 21 from line 20 110,625,311.
4	Number of independent voting members of the governing body (Part VI, line 1b) 14	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 1,918,989.	16a	Professional fundraising fees (Part IX, column (A), line 11e) 222,742.		
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a) 20	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 18,037,626.	b	Total fundraising expenses (Part IX, column (D), line 25) 2,672,766.		
6	Total number of volunteers (estimate if necessary) 15	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 186,500.	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 10,303,617.		
7a	Total unrelated business revenue from Part VIII, column (C), line 12 0.	14	Benefits paid to or for members (Part IX, column (A), line 4) 0.	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 12,240,993.		
7b	Net unrelated business taxable income from Form 990-T, line 34 0.	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,528,134.	19	Revenue less expenses Subtract line 18 from line 12 5,796,633.		
		16a	Professional fundraising fees (Part IX, column (A), line 11e) 222,742.			Beginning of Current Year	End of Year
		b	Total fundraising expenses (Part IX, column (D), line 25) 2,672,766.			111,656,645.	117,564,651.
		17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 10,303,617.			1,031,334.	1,781,031.
		18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 12,240,993.			110,625,311.	115,783,620.
		19	Revenue less expenses Subtract line 18 from line 12 5,796,633.				

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 **Dennis W. Chalke** Date **7/26/13**
 Type or print name and title **Dennis W. Chalke, SVP Finance & Treasurer**

Paid Preparer Use Only Print/Type preparer's name **Jeanne M. Schuster** Preparer's signature **Jeanne M. Schuster** Date **7/10/13** Check if self-employed ☐ PTIN **P00743154**
 Firm's name **Ernst & Young, LLP** Firm's EIN **34-6565596**
 Firm's address **200 Clarendon Street** Phone no. **(617) 266-2000**
Boston, MA 02116

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

132001 01-23-12

LHA For Paperwork Reduction Act Notice, see the separate instructions.

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See Schedule O for Organization Mission Statement Continuation

SCANNED SEP 19 2013

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission

The Mission of Baystate Health Foundation is to inspire a "culture of philanthropy" and encourage philanthropic relationships that will support the mission and vision of Baystate Health.

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 and section 4947(a)(1) trusts 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 \$ 11,551,365. including grants of \$ _____) (Revenue \$ 8,885,211.)

Baystate Health Foundation, Inc. provides philanthropic services for Baystate Health, Inc. and its affiliated charitable organizations. The funds generated through capital campaigns, event fundraising, annual giving and major gifts are used to support education, research, clinical and health care programs, capital needs throughout the Health System.

The primary areas of support include Baystate Medical Center "Hospital of the Future" construction, cancer research and patient-centered programs and services, Baystate Children's Hospital, Baystate Mary Lane Hospital, Baystate Franklin Medical Center, and Baystate Visiting Nurse Association & Hospice of Western New England, Inc.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 11,551,365.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
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? <i>If "Yes," complete Schedule D, Part VII</i>	11b X	
c 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? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d 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? <i>If "Yes," complete Schedule D, Part IX</i>	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f 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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 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? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 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? <i>If "Yes," complete Schedule J</i>	X	
24a 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 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. 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>		X
25b 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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 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)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 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>		X
33 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>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b 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>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 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>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	63	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	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	20	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	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)?	4a	X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	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?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	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?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter.		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a 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.	20	
b Enter the number of voting members included in line 1a, above, who are independent	14	
2 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?	☒	
3 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?	☒	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	☒	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		☒
6 Did the organization have members or stockholders?	☒	
7a 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?	☒	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	☒	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	☒	
b Each committee with authority to act on behalf of the governing body?	☒	
9 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		☒

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		☒
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?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		☒
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	☒	
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	☒	
13 Did the organization have a written whistleblower policy?	☒	
14 Did the organization have a written document retention and destruction policy?	☒	
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?		
a The organization's CEO, Executive Director, or top management official	☒	
b Other officers or key employees of the organization	☒	
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 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?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **MA, AZ, ME, MN, NH**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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

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, physical address, and telephone number of the person who possesses the books and records of the organization ►
Peter Lyons, Baystate Health, Inc. - (413) 794-0000
759 Chestnut Street, Springfield, MA 01199

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

Check if Schedule O contains a response to any question 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, and 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.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ 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 week (describe hours for related organizations in Schedule O)	(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			
(1) John F. Maybury Chair/Trustee	1.00	X		X				0.	0.	0.
(2) John H. Davis Chair/Trustee 10/1-12/31/11	1.00	X		X				0.	0.	0.
(3) Mark R. Tolosky President/ Trustee	1.00	X		X				0.	1,536,640.	99,365.
(4) Dennis W. Chalke Treasurer	1.00	X		X				0.	672,631.	92,548.
(5) Carl E. Breyer, Jr. Trustee	1.00	X						0.	0.	0.
(6) Roberta B. Bolduc Trustee 10/1 - 12/31/11	1.00	X						0.	0.	0.
(7) Christopher T. Cloutier, MSFS Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(8) Robert S. Cohn Trustee	1.00	X						0.	0.	0.
(9) Michael J. Daly Trustee/ Former President, BH	1.00	X						0.	0.	0.
(10) Thomas H. Ebert, MD Trustee 4/10 - 9/30/12	1.00	X						0.	550,350.	233,428.
(11) Janet Egelhofer Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(12) Frederic W. Fuller, III Trustee 10/1 - 12/31/11	1.00	X						0.	0.	0.
(13) Cheryl Gorski Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(14) Dena M. Hall Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(15) Samuel Hanmer Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(16) Mark Keroack, MD Trustee 4/10 - 9/30/12/ President B	1.00	X						0.	301,105.	80,102.
(17) Gale A. Kirkwood Trustee 10/1 - 12/31/11	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) Adrian J. Levsky, CFA, CFP Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(19) Benjamin Liptzin, MD Trustee/ Chair, Dept of Psychiatry	1.00	X						468,250.	0.	66,728.
(20) Joseph D. LoBello Trustee 10/1 - 12/31/11	1.00	X						0.	0.	0.
(21) Mary C. McGovern Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(22) Clifford M. Noreen Trustee 4/10 - 9/30/12	1.00	X						0.	0.	0.
(23) Paul M. Opalinski, CPA, MBA Trustee 10/1/11 - 4/23/12	1.00	X						0.	0.	0.
(24) Judith Plotkin-Goldberg Trustee	1.00	X						0.	0.	0.
(25) Edward N. Tombs Trustee	1.00	X						0.	0.	0.
(26) Susan Toner Trustee 4/10 - 9/30/12/ VP Develop.	1.00	X						0.	225,435.	27,201.
1b Sub-total								468,250.	3,286,161.	599,372.
c Total from continuation sheets to Part VII, Section A								0.	1,017,984.	118,542.
d Total (add lines 1b and 1c)								468,250.	4,304,145.	717,914.

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 **1**

- 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
- 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
- 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

	Yes	No
3	X	
4	X	
5	X	

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
BVK, 250 West Coventry Court, Milwaukee, WI 53217	Marketing	373,629.
Rider Production LL 260 Mountain Road, North Granby, CT 06060	Event Coordinators	307,095.
Market Mentors LLC, 1680 C Riverdale Street, West Springfield, MA 01089	Marketing	197,398.
Amergent Inc. 9 Centennial Drive, Peabody, MA 01960	Account Management	141,518.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **4**

See Part VII, Section A Continuation sheets

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
(27) Brian P. Trelease Trustee 10/1 - 12/31/11	1.00	X						0.	0.	0.
(28) Kristin R. Delaney Clerk	1.00			X				0.	94,511.	47,834.
(29) Frances C. Grabowski Assistant Clerk 10/1 - 12/31/11	1.00			X				0.	55,522.	17,868.
(30) Patricia A. Sheldon Assistant Clerk 1/1 - 9/30/12	1.00			X				0.	65,183.	16,061.
(31) Keith C. McLean-Shinaman Former Treasurer	0.00						X	0.	802,768.	36,779.
Total to Part VII, Section A, line 1c									1,017,984.	118,542.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	50,185.				
	b Membership dues	1b					
	c Fundraising events	1c	1468458.				
	d Related organizations	1d	2144451.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2776914.				
	g Noncash contributions included in lines 1a-1f \$		100,163.				
	h Total. Add lines 1a-1f			6440008.			
	Program Service Revenue			Business Code			
2 a							
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			489,871.			489,871.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			895,931.		895,931.
	8 a Gross income from fundraising events (not including \$ 1,468,458. of contributions reported on line 1c) See Part IV, line 18	a		87,123.			
		b Less direct expenses		100584.			
		c Net income or (loss) from fundraising events			-13,461.		-13,461.
	9 a Gross income from gaming activities See Part IV, line 19	a					
		b Less: direct expenses					
		c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a					
		b Less cost of goods sold					
		c Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code				
11 a Foundation Assessment		900099	1867850.	1867850.			
b Other from Affiliates		900099	900,991.	900,991.			
c Continuing Ed Programs		900099	53,581.	53,581.			
d All other revenue		900099	35.	35.			
e Total. Add lines 11a-11d			2822457.				
12 Total revenue. See instructions.			10,634,806.	2822457.	0.	1,372,341.	

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) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question 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 governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	252,636.			252,636.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	967,207.			967,207.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	50,288.			50,288.
9 Other employee benefits	176,692.			176,692.
10 Payroll taxes	73,454.			73,454.
11 Fees for services (non-employees)				
a Management				
b Legal	17,028.		17,028.	
c Accounting	9,715.		9,715.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	348,403.			348,403.
f Investment management fees				
g Other	152,480.		4,750.	147,730.
12 Advertising and promotion	36,589.			36,589.
13 Office expenses	240,606.		28,037.	212,569.
14 Information technology	30,577.			30,577.
15 Royalties				
16 Occupancy				
17 Travel	9,998.			9,998.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,976.			38,976.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,420.			6,420.
23 Insurance				
24 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.)				
a BMC Programs	10,460,571.	10,460,571.		
b BFMC Programs	583,994.	583,994.		
c BVNAH Programs	333,379.	333,379.		
d BMLH Programs	173,421.	173,421.		
e All other expenses	560,735.		239,508.	321,227.
25 Total functional expenses. Add lines 1 through 24e	14,523,169.	11,551,365.	299,038.	2,672,766.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	145,842.	1	15,076.
	2 Savings and temporary cash investments	10,593,243.	2	11,833,707.
	3 Pledges and grants receivable, net	11,455,899.	3	8,369,940.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	42,078.	9	18,586.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 222,740.		
	b Less accumulated depreciation	10b 217,899.	10c	4,841.
	11 Investments - publicly traded securities	42,811,433.	11	45,947,398.
	12 Investments - other securities. See Part IV, line 11	16,002,662.	12	17,040,051.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	30,595,656.	15	34,335,052.
16 Total assets. Add lines 1 through 15 (must equal line 34)	111,656,645.	16	117,564,651.	
Liabilities	17 Accounts payable and accrued expenses	252,066.	17	348,207.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 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	779,268.	25	1,432,824.
	26 Total liabilities. Add lines 17 through 25	1,031,334.	26	1,781,031.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		3,701,211.	27	4,694,301.
28 Temporarily restricted net assets		60,648,871.	28	60,926,577.
29 Permanently restricted net assets		46,275,229.	29	50,162,742.
Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		110,625,311.	33	115,783,620.
34 Total liabilities and net assets/fund balances	111,656,645.	34	117,564,651.	

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,634,806.
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,523,169.
3	Revenue less expenses Subtract line 2 from line 1	3	-3,888,363.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	110,625,311.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	9,046,672.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	115,783,620.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☐

- 1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c 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.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a 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?
- 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I
 - b ☐ Type II
 - c ☐ Type III - Functionally integrated
 - d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h ☐ Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
	4,028,899.	3,918,900.	15,132,597.	13,774,975.	6,440,008.	43,295,379.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4,028,899.	3,918,900.	15,132,597.	13,774,975.	6,440,008.	43,295,379.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						5,354,225.
6 Public support. Subtract line 5 from line 4						37,941,154.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4,028,899.	3,918,900.	15,132,597.	13,774,975.	6,440,008.	43,295,379.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	645,700.	700,359.	514,622.	497,384.	489,871.	2,847,936.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	50,000.	386,998.	1,902,457.	1,836,379.	1,867,850.	6,043,684.
11 Total support. Add lines 7 through 10						52,186,999.
12 Gross receipts from related activities, etc. (see instructions)					12	4,073,111.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	72.70 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	74.47 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☒		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐		

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	49,190,306.	50,293,105.	49,106,177.	53,207,480.	
b Contributions	75,208.	722,188.	38,840.	44,271.	
c Net investment earnings, gains, and losses	5,852,915.	954,672.	4,021,852.	-1,190,093.	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,701,825.	2,779,659.	2,873,765.	2,955,481.	
f Administrative expenses					
g End of year balance	52,416,604.	49,190,306.	50,293,104.	49,106,177.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ 4.20 %

b Permanent endowment ▶ 95.80 %

c Temporarily restricted endowment ▶ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		X
3a(ii)		X
3b		

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		222,740.	217,899.	4,841.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,841.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Investments-securities		
(B) other more than 5%	17,040,051.	Cost
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	17,040,051.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) Due From Affiliated Companies	434,665.
(2) Perpetual Trust Investments	33,889,224.
(3) Accounts Receivable Other	11,163.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	34,335,052.

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
1. Federal income taxes	
(2) Due to Affiliated Companies	947,867.
(3) Charitable Gift Annuity Obligation	
(4) Long-Term	52,410.
(5) Accrued Pension Expense	116,338.
(6) Minimum Pension Liability	316,209.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	1,432,824.

FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part V, line 4: Endowment funds are to provide funding to support

programs that further Baystate Health's mission.

Part X, Line 2: Baystate Health Foundation, Inc. did not have a FIN 48

footnote included in the audited F/S.

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number
04-3549011

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations
b ☒ Internet and email solicitations
c ☒ Phone solicitations
d ☒ In-person solicitations

- e ☒ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☒ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Gill Fishman Associates - 955 Massachusetts Avenue,	Capital Campaign Counsel		X	0.	53,665.	-53,665.
The Prospero Group LLC - 425 Gibbs Avenue, Newport, RI	Capital Campaign Counsel		X	0.	51,523.	-51,523.
Coco Raynes Associates - 314 Dartmouth Street, Boston, MA	Capital Campaign Counsel		X	0.	40,346.	-40,346.
Silver Branch Communications - 1460 Fall river Avenue; Ste	Capital Campaign Consultation		X	0.	8,300.	-8,300.
Total					153,834.	-153,834.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AZ, CT, FL, ME, MA, MN, NH

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 Rays of Hope Walkathon (event type)	(b) Event #2 Children's Miracle Netw (event type)	(c) Other events 8 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	857,879.	184,826.	512,876.	1,555,581.
	2 Less: Charitable contributions	857,879.	184,826.	425,753.	1,468,458.
	3 Gross income (line 1 minus line 2)			87,123.	87,123.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes			18,054.	18,054.
	6 Rent/facility costs			59,196.	59,196.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses			23,334.	23,334.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(100,584)
	11 Net income summary. Combine line 3, column (d), and line 10				-13,461.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				()	
8 Net gaming income summary. Combine line 1, column d, and line 7					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states?

☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

☐ Yes ☐ No

b If "Yes," explain _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?
- ☐
- Yes
- ☐
- No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

- 16 Gaming manager information.

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor

- 17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

Schedule G, Part I, Line 2b, Column (iv):Gross Receipts from Activity

Gross receipts raised from the efforts of the listed fundraising
entities are not available by entity.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|--|--|
| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☐ Compensation survey or study |
| ☐ Form 990 of other organizations | ☐ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	X	
4b	X	
4c	X	
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation				(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 Mark R. Tolosky	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	696,553.	315,856.	524,231.	58,633.	40,732.	1,636,005.	0.
	(iii)	0.	0.	0.	0.	0.	0.	0.
2 Dennis W. Chalke	(i)	363,180.	131,625.	177,826.	58,000.	34,548.	765,179.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(iii)	267,316.	201,920.	81,114.	177,258.	56,170.	783,778.	0.
3 Thomas H. Ebert, MD	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	245,679.	33,750.	21,676.	64,800.	15,302.	381,207.	0.
	(iii)	351,598.	59,704.	56,948.	41,094.	25,634.	534,978.	0.
5 Benjamin Liptzin, MD	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(iii)	190,318.	33,489.	1,628.	17,430.	9,771.	252,636.	0.
6 Susan Toner Keith C.	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	276,485.	137,200.	389,083.	0.	36,779.	839,547.	0.
	(iii)							
8	(i)							
(ii)								
(iii)								
9	(i)							
(ii)								
(iii)								
10	(i)							
(ii)								
(iii)								
11	(i)							
(ii)								
(iii)								
12	(i)							
(ii)								
(iii)								
13	(i)							
(ii)								
(iii)								
14	(i)							
(ii)								
(iii)								
15	(i)							
(ii)								
(iii)								
16	(i)							
(ii)								
(iii)								

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 3: Baystate Health, Inc., a related organization and the parent organization of the health care system to which the filing organization belongs, uses an independent compensation committee, an independent compensation consultant, and appropriate comparability data and approval by the compensation committee to establish the compensation of its key officers, directors, and employees, which includes the filing organization's top management officials.

Part I, Lines 4a-c:**Line 4a:**

Keith McLean-Shinaman terminated employment effective 9/30/2011. The compensation numbers include various one time termination payments.

Line 4b:

Dennis W. Chalke - Supplemental Retirement of \$145,066 is included in column E. This amount was earned in 2011.

Mark A. Keroack, MD O Supplemental Retirement of \$48,875 is included in

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

column E. This amount was earned in 2011.

Benjamin Liptzin, MD - Supplemental Retirement of \$31,829 is included in column E. This amount was earned in 2011.

Keith C. McLean Shinaman - Supplemental Retirement of \$41,190 is included in column E. This amount was earned in 2011.

Mark R. Tolosky - Supplemental Retirement of \$332,054 is included in column E. This amount was earned in 2011.

Line 4c:

The supplemental retirement plan offered to Mr. Tolosky from 1997-2002 provided the right to purchase mutual fund shares at a specified price, with the rights expiring at the end of the 10 years. The 2011 compensation of \$130,991 was based on the difference between the fair market value at the date of exercise and the exercise price.

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Part I	Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)
---------------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

[illegible]

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$ _____
▶ \$ _____

Part II	Loans to and/or From Interested Persons.
----------------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

[illegible]

Total ▶ \$

Part III	Grants or Assistance Benefiting Interested Persons.
-----------------	--

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Health New England (HNE)	Common Board Member	2,079,451.	See Part V		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: Health New England (HNE)

(b) Relationship Between Interested Person and Organization:

Common Board Members or Officers

(c) Amount of Transaction \$ 2,079,451.

(d) Description of Transaction: See Part V - The filing organization received payments from HNE for charitable contributions made to restricted funds. HNE is an affiliate corporation of the filing organization.

(e) Sharing of Organization Revenues? = No

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.**
► **Attach to Form 990.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	19	100,163.	
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II

	Yes	No
30a		X
31	X	
32a		X
33		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

Form 990, Part I, Line 1, Description of Organization Mission:

philanthropic relationships that will support the mission and vision of Baystate Health which is to improve the health of the people in our communities every day, with quality and compassion.

Form 990, Part VI, Section A, line 1: The filing organization has a standing executive committee, which is entitled to act between meetings of the Board, on all matters as to which the Board is entitled to act and permitted by law to delegate to a committee.

Form 990, Part VI, Section A, line 2: Dennis W. Chalke, John H. Davis, Kristin R. Delaney, Frances C. Grabowski, Benjamin Liptzin, John E. Maybury, Patricia A. Sheldon and Mark R. Tolosky are also officers or trustees of Baystate Health, Inc. & its affiliated entities.

The following trustees, officers, or key employees serve on a common board of a non-affiliated entity: (1) Michael J. Daly, John H. Davis and James P. Sadowsky; (2) Gale A. Kirkwood, Adrian J. Levsky, Janet Egelhofer and Mark R. Tolosky. (3) Michael J. Daly and Dennis W. Chalke

Form 990, Part VI, Section A, line 3: Baystate Health Foundation, Inc. is affiliated with Baystate Administrative Services, Inc. (BAS) which is a 501(c)(3) organization. Various management and support functions are delegated to BAS.

Form 990, Part VI, Section A, line 4: The filing organization's bylaws

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

were amended effective January 10, 2012 to (1) increase the minimum size of the Board of Trustees from four to 11 trustees, (2) add three additional ex officio trustee positions on the Board, and (3) require the election of a Vice Chair as an officer of the filing organization.

Form 990, Part VI, Section A, line 6: The filing organization has one member, Baystate Health, Inc. (BH).

Form 990, Part VI, Section A, line 7a: Five of the Trustees of the filing organization serve ex officio based on positions they hold with BH or the filing organization, and the remaining Trustees are elected by the Board, subject to approval by BH, as member.

Form 990, Part VI, Section A, line 7b: As described in the response to question 7a, above, the election of the Board of Trustees of the filing organization is subject to the approval of BH, as member. In addition, the bylaws of the filing organization provide that the following matters approved by the Board of Trustees are also subject to the approval of BH, as member: (1) the filing organization's annual operating budget and all capital budgets, (2) the borrowing of any sum in excess of \$1,000,000, (3) any amendment to the Articles of Organization and bylaws of the filing organization, (4) voluntary dissolution, merger, consolidation, or sale of all or substantially of the assets of the filing organization, (5) the creation or acquisition by the filing organization of any subsidiary or affiliate, and (6) significant contracts, consistent with policies established by BH.

Form 990, Part VI, Section B, line 11: Prior to the filing of this return

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

appropriate parts of this Form 990 were reviewed by representatives from the Tax, Finance, and Human Resources Departments of Baystate Health, Inc. (the sole member of the filing organization and the parent organization of the health care system to which the filing organization belongs), some of whom are officers or trustees of the filing organization and by outside legal counsel. The entire return was reviewed by a tax expert from an outside accounting firm. In addition, this return was provided to and reviewed by the Audit and Compliance Committee of Baystate Health, Inc. This committee also reviews the audited financial statements for the health system. This return was also provided prior to filing to the Baystate Health, Inc. Board of Trustees.

Form 990, Part VI, Section B, Line 12c: Baystate Health, Inc. (BH) has a comprehensive conflict of interest policy which has been adopted by the filing organization. All directors, trustees, officers, key employees, and highest compensated employees of BH and its affiliates are asked to complete an annual conflict of interest form. We utilize an electronic database to receive and manage all conflict of interest submissions. This information is reviewed by the BH Chief Compliance Officer, the BH Chief Executive Officer, the Chair of the BH Board of Trustees, and the Chair of the Audit & Compliance Committee of BH. A summary of the conflict of interest disclosures is provided to the Baystate Health Board of Trustees and the Tax Department and reviewed by outside counsel. Potential conflict of interest transactions are reviewed as appropriate under the policy, which provides for recusal from discussion and deliberation by any party with a potential conflict of interest.

Form 990, Part VI, Section B, Line 15: The compensation of the President

132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

and CEO, and of other key officers and key employees is established based on information provided by independent third party consultants for reasonableness and appropriate comparability data. The compensation is then established, reviewed and approved by the independent compensation committee of Baystate Health, Inc. (the parent organization of the health care system to which the filing organization belongs) and all such deliberations and decisions are documented contemporaneously.

Form 990, Part VI, Section C, Line 19: The organization makes its conflict of interest policy and financial statements available to the public at www.baystatehealth.org. Articles of organization and bylaws are generally available at the Commonwealth of Massachusetts website.

Form 990, Part VII, Section A, Column (B)

Average hours worked per week:

Individuals with reported compensation who have 10 or less average hours per week listed in Part VII, worked between 40 @ 60 hours among all related entities.

Form 990, Part VII, Section A, Line 5

Did persons listed in 1a receive compensation from unrelated organizations: Certain officers or trustees of the filing organization are paid by an entity, Baystate Medical Practices, Inc. (BMP) EIN 04-2888373, who is part of the health care system to which the filing organization belongs but one that does not meet the technical requirements as a "Related Organization" per Schedule R. Compensation from BMP to the officers and trustees of the filing organization therefore, is reported as paid from an unrelated organization in Line 5 and according to the

Name of the organization

Baystate Health Foundation, Inc.

Employer identification number

04-3549011

instructions reported as though paid by the filing organization.

Form 990, Part XI, line 5, Changes in Net Assets:

Net unrealized gains on investments: 5,282,409.

Change in Perpetual Trusts (Unrealized Gain) 3,812,305.

Adjustment for Minimum Pension -39,489.

Change in Value Split Interest Agreement -8,553.

Total to Form 990, Part XI, Line 5 9,046,672.

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Baystate Health System Ambulance, Inc. - 04-3018550 759 Chestnut Street Springfield, MA 01199	Ambulance Svcs	MA	Ingraham Corporation	C CORP			
TTEE U/W L. Gilbert fbo Lane Hospital - 04-6024320 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	183,043.	5,945,326.	100.00%
Tr UW John H. Sanderson - 04-6028223 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	170,145.	3,737,280.	100.00%
Ada B. Darling U/W - 04-6017199 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	6,528.	197,723.	100.00%
Frances Lutolf B/O Wesson Hosp - 04-6019056 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	5,743.	174,049.	100.00%
Daniel Wesson T/U/W W Maternity - 04-6019096 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	22,842.	695,630.	100.00%
Daniel Wesson T/U/W W Memorial - 04-6019097 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	35,878.	1,094,188.	100.00%
Louise G. Pease B/O Baystate Med - 04-6019113 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	76,135.	2,329,831.	100.00%
Gertrude Hibbard T/U/W W Mem - 04-6019230 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	47,016.	1,434,856.	100.00%
Herbert Thresher U/W W Hosp - 04-6088132 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	20,505.	624,236.	100.00%
Tr U/W H. Dexter F/B Wesson M - 04-6018707 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	18,299.	553,608.	100.00%
Tr U/W H. Dexter F/B Wesson W - 04-6018708 Bank of America, 100 Federal St., Boston, MA 02110	Trust	MA	N/A	TRUST	8,454.	252,962.	100.00%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to related organization(s)		
c Gift, grant, or capital contribution from related organization(s)		
d Loans or loan guarantees to or for related organization(s)		
e Loans or loan guarantees by related organization(s)		
f Sale of assets to related organization(s)		
g Purchase of assets from related organization(s)		
h Exchange of assets with related organization(s)		
i Lease of facilities, equipment, or other assets to related organization(s)		
j Lease of facilities, equipment, or other assets from related organization(s)		
k Performance of services or membership or fundraising solicitations for related organization(s)		
l Performance of services or membership or fundraising solicitations by related organization(s)		
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		
n Sharing of paid employees with related organization(s)		
o Reimbursement paid to related organization(s) for expenses		
p Reimbursement paid by related organization(s) for expenses		
q Other transfer of cash or property to related organization(s)		
r Other transfer of cash or property from related organization(s)		

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) TTEE U/W L. Gilbert fbo Lane Hospital		A	183,043.	Accrual Method
(2) Tr UW John H. Sanderson		A	170,145.	Accrual Method
(3) Louise G. Pease B/O Baystate Med		A	76,135.	Accrual Method
(4) L. & F. Tifft B/O BSHS Tr U/A		A	79,814.	Accrual Method
(5) Baystate Medical Center		C	99,850.	Accrual Method
(6) Baystate Health Inc.		C	65,000.	Accrual Method

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)Health New England, Inc.	C	2,079,451.	Accrual Method
(8)Baystate Medical Center	K	1,221,000.	Accrual Method
(9)Baystate Franklin Medical Center	K	101,000.	Accrual Method
(10)Baystate Mary Lane Hospital	K	77,000.	Accrual Method
Visiting Nurse Association & Hospice of			
(11)Western New England, Inc.	K	78,000.	Accrual Method
(12)Baystate Health Inc.	K	385,096.	Accrual Method
(13)Baystate Medical Center	Q	8,944,265.	Accrual Method
(14)Baystate Franklin Medical Center	Q	870,480.	Accrual Method
(15)Baystate Mary Lane Hospital	Q	373,309.	Accrual Method
Visiting Nurse Association & Hospice of			
(16)Western New England, Inc.	Q	378,975.	Accrual Method
(17)Baystate Health Inc.	Q	1,325,583.	Accrual Method
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VII	Supplemental Information
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Complete this part to provide additional information for responses to questions on Schedule R (see instructions)