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

The Roper St Francis Foundation's mission is to advance the Roper St Francis Healthcare mission of healing all people with compassion, faith and excellence through philanthropy

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 5,445,996 including grants of \$ 5,121,833) (Revenue \$)

The Roper St Francis Foundation supports the health and well-being of the coastal South Carolina counties served by Roper St Francis Healthcare by securing philanthropic support for the system's priority capital and programmatic initiatives. In 2013, the Foundation raised more than \$7.8 million to advance the non-profit system's mission. Highlights of the three largest program services supported through grants and corporate and individual donations are included on Schedule O.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)
 Please see Schedule I for assistance detail to affiliates Please see Schedule O for details on the Foundation's program service accomplishments For a detailed report on Foundation program services, see our Annual Report at <http://www.rsfhfoundation.org/publications>

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 ▶	5,445,996
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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> 	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	Yes	
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>		No
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>		No
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>		No
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> 		No
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> 		No
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> 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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> 		No
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> 	Yes	
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> 	Yes	
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> 		No
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> 		No
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> 		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
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> 	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	Yes	
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 and XII is optional</i> 	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
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 (see instructions)</i> 		No
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> 	Yes	
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> 		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or 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>	22		No
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>	23	Yes	
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 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
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>	27		No
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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	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>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
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>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
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>	36		No
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>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
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.	2a8	Yes	
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		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a		
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, 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		No
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		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		No
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 as charitable contributions?		6a		No
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		No
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		No
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		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		No
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		No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b		

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	13	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	7	
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?	2	No
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?	3	Yes
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
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?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
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	9	No

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?	10a	No
10b	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	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	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
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?	16a	No
16b	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?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶SC
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Own website Another's website Upon request Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ▶The Finance Department 1483 Tobias Gadson Blvd 101 Charleston,SC 29407 (843) 789-1704

Part VII

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

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

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

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

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

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

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

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) John M Jordan Chair (See Sch O)	50 2 50	X						0	0	29,358
(2) Stanley Wilson MD Vice Chair (As of July)(See Sch O)	50 49 50	X						0	599,386	60,448
(3) W Blount Ellison MD Vice Chair (Thru June)(See Sch O)	50 2 50	X						0	167,679	23,800
(4) Sister Anne Lutz Board Member	50 2 50	X						0	0	0
(5) Richard Statuto Board Member	50 2 50	X						0	0	0
(6) Joseph G Piemont Board Member	50 2 50	X						0	0	0
(7) Perry Keith Waring Board Member (Thru June)	50 2 50	X						0	0	0
(8) Brantley D Thomas PhD Board Member (Thru June)	50 2 50	X						0	0	0
(9) Katherine Duffy PhD Board Member	50 2 50	X						0	0	0
(10) Roberta Pinckney Board Member (As of July)	50 2 50	X						0	0	0
(11) Shannon Honney MD Board Member (See Sch O)	50 49 50	X						0	222,596	16,167
(12) Julius R Ivester MD Board Member	50 2 50	X						0	0	0
(13) Alison E Dillon MD Board Member (See Sch O)	50 2 50	X						0	46,595	0
(14) Angress Walker Board Member	50 2 50	X						0	0	0
(15) Mary Thornley Board Member (As of July)	50 2 50	X						0	0	0
(16) Wills C Geils MD Board Member (As of July)(See Sch O)	50 2 50	X						0	29,930	0
(17) David Dunlap President & CEO Of CAHS	1 00 49 00			X				0	927,548	262,908

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Bret Johnson CFO & SVP / Treasurer	1 00 49 00			X				0	528,020	183,178
(19) Susan Keenan Executive Director & Secretary	50 00			X				196,619	0	23,682
(20) John Holloway Foundation Board Chair	1 00			X				0	0	20,926
(21) Charles Cole Foundation Board Vice Chair	1 00			X				0	0	0
(22) Edmund Puckhaber Treasurer	1 00			X				0	0	0
(23) H Douglas Harrison VP Human Resources	1 00 49 00				X			0	338,567	86,512
(24) Gregory T Edwards VP & General Counsel	1 00 49 00					X		0	393,731	127,710
(25) Michael Taylor CIO & VP	1 00 49 00					X		0	353,888	108,246
(26) C Scott Ferguson Dir of Material Services	1 00 49 00					X		0	162,446	31,316
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								196,619	3,770,386	974,251

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

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	Yes	

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
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 ▶0		

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a110,542				
	b	Membership dues	1b				
	c	Fundraising events	1c82,792				
	d	Related organizations	1d358,840				
	e	Government grants (contributions)	1e3,123,878				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f3,377,008				
	g	Noncash contributions included in lines 1a-1f \$	221,744				
	h	Total. Add lines 1a-1f		7,053,060			
Program Service Revenue	2a	Business Code					
	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)	449,625			449,625
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real(ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		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)	687,807			687,807	
8a		Gross income from fundraising events (not including \$ 82,792 of contributions reported on line 1c) See Part IV, line 18	a156,910				
b		Less direct expenses	b0				
c		Net income or (loss) from fundraising events		156,910		156,910	
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory					
		Miscellaneous Revenue	Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		8,347,402	0	0	1,294,342	

Part IX

Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	5,121,833	5,121,833		
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.	196,618		98,309	98,309
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.	565,311	110,727	208,083	246,501
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	25,114	4,919	9,244	10,951
9	Other employee benefits.	53,531	10,446	19,620	23,465
10	Payroll taxes.	44,433	8,703	16,355	19,375
11	Fees for services (non-employees):				
a	Management.	49,865	38,745	11,120	
b	Legal.	7,357		7,357	
c	Accounting.				
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	11,155			11,155
f	Investment management fees.	102,232		102,232	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	55,914	4,076	11,019	40,819
12	Advertising and promotion.	86,429	18,006	36,462	31,961
13	Office expenses.	111,139	55,406	37,421	18,312
14	Information technology.	1,380		1,380	
15	Royalties.				
16	Occupancy.	99,410	57,296	5,061	37,053
17	Travel.	4,109		4,109	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	4,625		4,625	
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	394	197		197
23	Insurance.	14,629	11,703	2,926	
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	Fundraising expenses.	183,039			183,039
b	Other expenses.	16,347	3,939	12,408	
c					
d					
e	All other expenses.				
25	Total functional expenses. Add lines 1 through 24e.	6,754,864	5,445,996	587,731	721,137
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

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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				1	
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			2,386,359	3	1,206,295
	4	Accounts receivable, net				4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.				5	
	6	Loans and other 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). Complete Part II of Schedule L.				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			138,866	9	121,852
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	124,335			
	b	Less: accumulated depreciation	10b	123,745	983	10c	590
	11	Investments—publicly traded securities			26,728,692	11	33,916,389
	12	Investments—other securities. See Part IV, line 11.				12	
	13	Investments—program-related. See Part IV, line 11.				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11.			8,852	15	903
	16	Total assets. Add lines 1 through 15 (must equal line 34).			29,263,752	16	35,246,029
Liabilities	17	Accounts payable and accrued expenses				17	
	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	Loans and other 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.			256,518	25	318,777
	26	Total liabilities. Add lines 17 through 25.			256,518	26	318,777
		Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
Net Assets or Fund Balances	27	Unrestricted net assets			16,000,528	27	17,481,259
	28	Temporarily restricted net assets			6,847,213	28	10,148,906
	29	Permanently restricted net assets			6,159,493	29	7,297,087
		Organizations that do not follow SFAS 117 (ASC 958), 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			29,007,234	33	34,927,252
	34	Total liabilities and net assets/fund balances			29,263,752	34	35,246,029

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,347,402
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,754,864
3	Revenue less expenses Subtract line 2 from line 1	3	1,592,538
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,007,234
5	Net unrealized gains (losses) on investments	5	4,158,751
6	Donated services and use of facilities	6	172,188
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-3,459
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	34,927,252

Part XII Financial Statements and Reporting

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

		Yes	No
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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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?	Yes	
3b	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	

SCHEDULE A
(Form 990 or 990EZ)

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.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization Roper St Francis Foundation	Employer identification number 57-1068509
---	--

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 33¹/₃% 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 33¹/₃% 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 - Non-functionally integrated

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)		No
11g(ii)		No
11g(iii)		No

(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 monetary support
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									4,452,444

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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						
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)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2012 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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						▶

Part IIISupport 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. 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—2012. 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 ▶		

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
------------------	-------------	--

Additional Data

Software ID:
Software Version:
EIN: 57-1068509
Name: Roper St Francis Foundation

Form 990, Sch A, Part I, Line 11h - Provide the following information about the supported organization(s).

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) CareAlliance Health Services	570831165	3	Yes						460251
(A) Roper Hospital Inc	570828733	3	Yes						3891942
(B) Bon Secours St Francis Hospital Inc	571067254	3	Yes						86703
(C) Roper St Francis Mt Pleasant Hospital	570360499	3	Yes						12548
(D) Roper St Francis Physicans Network	262946628	3	Yes						1000

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.** ▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Roper St Francis Foundation

Employer identification number
57-1068509

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

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 XIII, 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 XIII, 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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2013

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 XIII
- 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 XIII and complete the following table
- | | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |
- 2a
- Did the organization include an amount on Form 990, Part X, line 21?
- ☐ Yes

☐ No
- b
- If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	7,462,107	5,656,109	5,696,660	4,411,208	3,506,080
b Contributions	1,086,472	1,311,820	97,022	652,049	460,406
c Net investment earnings, gains, and losses	1,835,718	953,425	-37,086	800,677	550,948
d Grants or scholarships	68,098				
e Other expenditures for facilities and programs	154,173	447,657	86,808	133,125	72,076
f Administrative expenses		11,590	13,679	34,148	34,150
g End of year balance	10,162,026	7,462,107	5,656,109	5,696,660	4,411,208

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

Board designated or quasi-endowment

0 %

b

Permanent endowment

100 000 %

c

Temporarily restricted endowment

0 %
- 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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

No

b

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

3b
- 4
- Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		124,335	123,745	590
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				590

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	12,576,108
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	4,158,750
b	Donated services and use of facilities	2b	172,188
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	4,330,938
3	Subtract line 2e from line 1	3	8,245,170
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	102,232
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	102,232
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	8,347,402

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	6,656,090
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 XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	6,656,090
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	102,232
b	Other (Describe in Part XIII)	4b	-3,458
c	Add lines 4a and 4b	4c	98,774
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	6,754,864

Part XIII

Supplemental Information

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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
Part V, Line 4	On an annual basis, CareAlliance Health Services d/b/a Roper St Francis Healthcare, a related exempt organization, requests funds from the Roper St Francis Foundation for reimbursement of expenditures incurred specifically related to unrestricted or temporarily restricted purposes. The organization's endowment funds are used for education, building and equipment purchases, hospital services lines, indigent care, and community health improvement.
Part X, Line 2	Roper St Francis Foundation is a not-for-profit organization as described in Section 501(c)(3) of the Internal Revenue Code and is generally exempt from federal and state income taxes. Accordingly, no provision for income taxes is made in the consolidated financial statements. Although [the consolidated group] is generally exempt from federal and state income taxes, it evaluates whether there are any uncertain tax positions that fail to meet the more-likely-than-not threshold for recognition in the consolidated financial statements. Uncertain tax positions may include the characterization of income, such as a characterization of income as passive, a decision to exclude reporting taxable income in a tax return, or a decision to classify a transaction, entity, or other position in a tax return as tax exempt. The tax return benefit from an uncertain tax position is recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. The organization has no unrecognized tax positions as of December 31, 2013 and 2012, and does not expect that unrecognized tax benefits will materially increase within the next 12 months. Tax years 2010 through 2012 are subject to examination by the federal and state taxing authorities, respectively. There are no income tax examinations currently in process. Interest and penalties related to uncertain tax positions, if any, would be recognized in the consolidated financial statements as income tax expense.
Part XII, Line 4b - Other Adjustments	Pension expense allocation from CAHS -3,458

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

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.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization Roper St Francis Foundation	Employer identification number 57-1068509
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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
- e

☐ Solicitation of non-government grants
- b

☐ Internet and email solicitations
- f

☐ Solicitation of government grants
- c

☐ Phone solicitations
- g

☐ Special fundraising events
- d

☐ In-person solicitations
- 2a

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			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

- 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.
-
-

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.

Revenue			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
			<u>Spirit of Caring Tournament</u>	<u>Burger Golf Tourney</u>	<u>2</u>	(add col (a) through col (c))
			(event type)	(event type)	(total number)	
	1	Gross receipts	122,082	71,250	46,370	239,702
2	Less Contributions . .	54,082		28,710	82,792	
3	Gross income (line 1 minus line 2)	68,000	71,250	17,660	156,910	
Direct Expenses	4	Cash prizes				
	5	Noncash prizes . .				
	6	Rent/facility costs . .				
	7	Food and beverages .				
	8	Entertainment				
	9	Other direct expenses .				
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶				()
	11	Net income summary Subtract line 10 from line 3, column (d) ▶				156,910

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	Non-cash 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 Subtract line 7 from line 1, column (d) ▶			

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 _____

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year  \$ _____

Part IV Supplemental Information. 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).

Return Reference	Explanation
Schedule G, Part II, Lines 4-10	Roper St Francis Foundation holds various fundraising events throughout the year for which Roper Hospital, Inc and CareAlliance Health Services, Inc , related organizations, cover the expense Revenues from the fundraising events are presented here on the Foundation Schedule G, while related expenses are incurred on the Form 990 of the related organizations

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
Roper St Francis Foundation

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Employer identification number

57-1068509

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CareAlliance Health Services 315 Calhoun Street 107 Charleston,SC 29401	57-0831165	501(c)(3)	460,251	9,000	FMV	Furniture	Operational Support
(2) Roper Hospital Inc 315 Calhoun Street 107 Charleston,SC 29401	57-0828733	501(c)(3)	3,891,942	188,474	FMV	Lights, patient clothing, equipment, wheelchairs	Operational support
(3) Bon Secours St Francis Xavier Hospital Inc 315 Calhoun Street 107 Charleston,SC 29401	57-1067254	501(c)(3)	86,703				Operational support
(4) Roper St Francis Mt Pleasant Hospital 315 Calhoun Street 107 Charleston,SC 29401	57-0360499	501(c)(3)	12,548	19,550	FMV	Artwork	General support

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4

3 Enter total number of other organizations listed in the line 1 table 0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Part I, Line 2	Roper St Francis Foundation was formed exclusively for benevolent, educational, scientific, and charitable purposes The foundation is organized and operated for the benefit of, to perform the functions of, and to carry out the purposes of Carealliance Health Services (d/b/a Roper St Francis Healthcare), Roper Hospital, Inc , Bon Secours St Francis Xavier Hospital, Inc , Roper St Francis Mt Pleasant Hospital, and Roper Saint Francis Physicians Network
Form 990, Schedule I	A portion of the grants expense shown on page 10 of the 990 is an allocation from the parent company, Carealliance Health Services All grants meeting disclosure requirements that were allocated to the foundation from the parent for 2013 have been listed on Carealliance Health Service's Form 990

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.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Roper St Francis Foundation

Employer identification number
57-1068509

Part I

Questions Regarding Compensation

	Yes	No
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 ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☒ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in 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	1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
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, but explain in Part III ☒ Compensation committee ☒ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ 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?	4a	No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes	
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	4c	No
Only 501(c)(3) and 501(c)(4) organizations only 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?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b	No
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?	6a Yes	
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b Yes	
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	7 Yes	
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	8	No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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 and Title		(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				
See Additional Data Table								

Part III Supplemental Information

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.

Return Reference	Explanation
Part I, Line 1a	The organization provided reimbursements and tax gross-up payments for club dues for Susan Keenan.
Part I, Line 4b	The Vice Presidents, CFO, and CEO participate in the 457(f) Plan. The vesting period changed from 3 to 5 years in 2013, so not all Vice Presidents received payouts in 2013. The following participants received compensation through a 457(f) Plan: H. Douglas Harrison - 14,400 (from a related organization); Bret Johnson - 77,448 (from a related organization); David Dunlap - 65,893 (from a related organization).
Part I, Line 6	Goals are developed each year to support the organization's strategic initiatives for people, quality, financial, growth and service. The Ad Hoc Compensation Committee approves the system goals annually and reports to the full Board of Directors. Progress on each metric is reported to the Board each month on the corporate scorecard. At year end, the Ad Hoc Compensation Committee approves the final scorecard number and reports results to the full board. Annual incentives for the executives are based on 60% on the corporate scorecard and 40% on individual performance. Executives maintain an individual scorecard on the leader evaluation manager and discuss results monthly with the President/CEO. The President/CEO approves the individual executive scorecard. System Vice Presidents and the system CEO are eligible to participate in a long term incentive plan (LTIP). An LTIP plan typically takes place over a three year period and does not vest until the end of the third year. To receive payment, executives must still be employed by the system at the end of the plan period. Each LTIP plan has a financial and clinical objective that is aligned with the organization's strategic goals. Threshold, target, and maximum performance ranges are established for these objectives and are measured based on performance against similar organizations or compared to an internal metric such as an improvement over prior performance. These targets and objectives are approved by the ad hoc compensation committee. The incentive is earned based on the satisfaction of the threshold, target, or maximum performance ranges. The Ad Hoc Compensation Committee also approves the final LTIP performance score and the amount paid to executives under the plan. Results are reported to the full board annually.
Part I, Line 7	See the response to Line 6 above.
Part II, Line 1 Compensation from unrelated organizations	Carolinas Healthcare System provides the compensation of David L. Dunlap, CEO, Carealliance Health Services and Bret D. Johnson, CFO, Carealliance Health Services. Mr. Dunlap and Mr. Johnson are employees of Carolinas Healthcare System and their compensation is paid by Carealliance Healthcare Services, a related organization, through a management fee to Carolinas Healthcare System. Additional information: CareAlliance Health Services has board representations from the 3 founding organizations: the Medical Society of SC (6 board members), Bon-Secours Health System, Inc. (6 board members), and Carolinas Healthcare System (1 board member). None of the 13 appointed board members receive compensation for their membership. Additionally, 4 of the 6 board members appointed by the Medical Society of South Carolina also serve on the Board of the Medical Society. None receive compensation for their services as a board member. It is the founding members' intent that the members of the Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.

Additional Data

Software ID:
Software Version:
EIN: 57-1068509
Name: Roper St Francis Foundation

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Stanley Wilson MD Vice Chair (As of July) (See Sch O)	(i)	0	0	0	0	0	0	0
	(ii)	403,272	192,395	3,719	30,298	30,150	659,834	0
W Blount Ellison MD Vice Chair (Thru June) (See Sch O)	(i)	0	0	0	0	0	0	0
	(ii)	0	0	167,679	23,800	0	191,479	0
Shannon Honney MD Board Member (See Sch O)	(i)	0	0	0	0	0	0	0
	(ii)	158,525	62,250	1,821	7,798	8,369	238,763	0
David Dunlap President & CEO Of CAHS	(i)	0	0	0	0	0	0	0
	(ii)	564,253	243,585	119,710	239,566	23,342	1,190,456	147,469
Bret Johnson CFO & SVP / Treasurer	(i)	0	0	0	0	0	0	0
	(ii)	318,383	126,517	83,120	153,397	29,781	711,198	113,869
Susan Keenan Executive Director & Secretary	(i)	172,327	20,715	3,577	9,425	14,257	220,301	0
	(ii)	0	0	0	0	0	0	0
H Douglas Harrison VP Human Resources	(i)	0	0	0	0	0	0	0
	(ii)	241,994	66,916	29,657	75,118	11,394	425,079	16,069
Gregory T Edwards VP & General Counsel	(i)	0	0	0	0	0	0	0
	(ii)	289,786	98,139	5,806	98,514	29,196	521,441	40,386
Michael Taylor CIO & VP	(i)	0	0	0	0	0	0	0
	(ii)	258,079	80,422	15,387	93,278	14,968	462,134	22,217
C Scott Ferguson Dir of Material Services	(i)	0	0	0	0	0	0	0
	(ii)	140,814	18,075	3,557	9,724	21,592	193,762	0

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public Inspection

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

►Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization
Roper St Francis Foundation

Employer identification number
57-1068509

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	X	2	22,265	FMV
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				
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	X	1	2,005	
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (Medical equip)	X	3	186,821	FMV
26 Other ► (Furniture)	X	1	9,000	FMV
27 Other ► (Medical suppl)	X	1	1,653	FMV
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 through 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?

30a

Yes

No

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?

31

Yes

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

32a

No

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

Part III

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
------------------	-------------

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 to provide any additional information.**

► Attach to Form 990 or 990-EZ.

**► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

2013

**Open to Public
Inspection**

Name of the organization
Roper St Francis Foundation

Employer identification number

57-1068509

Return Reference	Explanation
Form 990, Part III, Line 4A	The Roper St Francis Foundation is the fundraising arm of Roper St Francis Healthcare, a private, non-profit hospital system offering quality medical services to residents of seven coastal counties of South Carolina known as the Low country regardless of race, gender, national origin, creed, or ability to pay. The Foundation is charged with identifying, securing, and managing financial resources to support facility projects and healthcare services for the system's three hospitals, Roper Hospital, Bon Secours St Francis Hospital and Mt Pleasant Hospital, as well as 90 additional facilities located across the Low country. Gifts to the Foundation fill the gap between the healthcare system's operating revenue and the resources required to update our facilities, purchase the latest technology, and provide expanded access to care and other community health needs. In 2013, the Foundation raised more than \$7.8 million to improve the health and well being of Low country citizens and to advance the healthcare system's mission of healing all people with compassion, faith and excellence. Donor generosity helped to fund nearly 25 programs and departments within the Roper St Francis system impacting the greater Charleston community. These initiatives included the Center for Spinal Cord Injury, neuroscience and stroke services at Roper Rehabilitation Hospital, the Donna Fielding Cancer Wellness Institute, and nursing scholarships. The three largest program services supported by the fundraising efforts of the Roper St Francis Foundation in 2013 were: The Ryan White HIV Program, which receives federal, state, and local grants as well as support from private foundations, served more than 650 residents with HIV/AIDS through navigation, housing, and medication services. Roper Rehabilitation Hospital received gifts to expand their specialized neuro and stroke services to better meet the needs of our patients. The expanded services will help patients with disabling injuries or illnesses, such as a stroke, brain injury, or spinal cord injury, reach their highest possible level of independence. In 2013, grant funding enhanced the AccessHealth Tri-county Network. Made up of a partnership of our community's healthcare providers from the four hospital systems to small free clinics the Network, coordinated by a care navigation, data-driven staff, helps provide access to quality health care and support services for tri-county low-income, uninsured residents. The Foundation's Board of Directors is an advisory board comprised of community leaders who provide guidance and advice regarding the fundraising mission of the organization. New members of the Foundation Board are nominated by the existing board and then, if approved, are elected by the Board of Directors of Roper St Francis Healthcare. Members of the Foundation Board of Directors and the Foundation's Executive Director sign an annual conflict of interest agreement administered through the healthcare system's governing Board of Directors.

Return Reference	Explanation
Form 990, Part III, Line 4a	Roper St. Francis Foundation Board Members (2012-2013) John B. Holloway, Jr., Chairman Charles T. Cole, Jr., Vice Chairman Edmund Puckhaber, Treasurer J. Anderson Berly III Steven P. Bottcher Susanne B. Cantey D. Grant Carwile Sandra Fennell Randolph Friedman Hope Grayson Karl V. Green Henry H. Greer Ann Higdon John R. Hoover John M. Jordan, Jr. Patrick J. Kelly, MD Gerald W. King, MD Frank E. Lucas Dan H. Martin Joseph McDonald F. Duffield Meyercord William A. Moody, Jr. Betsy S. Saal Matt R. Sloan Anne K. Surrent Toni Thompson Eugene J. Zurlo Ex-Officio Members Allen P. Carroll David L. Dunlap Matthew J. Severance Steven D. Shapiro, MS, DMD, MD John Sullivan Susan Keenan, Executive Director

Return Reference	Explanation
Form 990, Part VI, Section A, line 3	Carolinas Healthcare System (CHS), an unrelated organization, provides the compensation of Mr David L Dunlap, CEO, CareAlliance Health Services and Mr Bret D Johnson, CFO, CareAlliance Health Services Mr Dunlap and Mr Johnson are employees of CHS and their compensation is paid by CareAlliance Health Services, a related organization, through a management fee to CHS

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	The sole member of the corporation is CareAlliance Health Services, a South Carolina nonprofit, nonstock Corporation, d/b/a Roper St Francis Healthcare CareAlliance Health Services is in turn governed by a Board of Directors appointed by the "founding members" Please see the response to Line 7a below The bylaws of the organization specify certain qualifications of the thirteen member Board of Directors At least nine directors must have their primary residence in a community served by the system Five directors must be physicians actively engaged in the full time practice of medicine Five of the directors are appointed to the Board of Directors by virtue of positions held within MSSC, BSHSI and CHS (ex-officio directors) Each of the five ex-officio directors serves as a director of the organization for so long as such person holds his or her respective elected or appointed office in his or her respective founding member organization Directors serve three-year terms and are limited to three consecutive terms After an absence of at least one year, directors are again eligible for appointment to the Board of Directors for two consecutive complete terms

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	The organization is governed by a thirteen member Board of Directors appointed by the founding members. Subject to certain nominating and governance committee approvals, six directors are appointed by the Medical Society of South Carolina (MSSC), Bon Secours Health Systems, Inc. (BSHSI) and one director is appointed by Carolinas Healthcare Systems (CHS). It is the founding members' intent that the members of the organization's Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	The following actions shall require the unanimous affirmative approval of all of the founding members (a) to amend the Articles of Incorporation or the by-laws, including without limitation, any change in the corporation's purposes, provided, however, that, subject to the procedures and voting requirements set forth with respect to the admission of non-founding members, Schedule 3 1 may be amended with the approval of two (2) of the founding members to reflect the admission of a non-founding member, (b) to dissolve or liquidate the corporation and to determine the distribution of assets upon dissolution, (c) to merge or consolidate the corporation or to sell, convey, transfer, lease, or otherwise dispose of all or substantially all of its assets, (d) to appoint the President and Chief Executive Officer of the corporation in a manner other than that established by the by-laws, (e) to alter or amend the corporation's ethical performance standards (defined below), or (f) to enter into any material agreement whereby a third party will (i) become an equity owner in any joint venture with the corporation or any system participant and will not be legally obligated to support the corporation's ethical performance standards, or (ii) manage a substantial part of the facilities, assets, or operations of the system and will not be legally obligated to comply with and support the corporation's ethical performance standards

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	The 2013 Form 990 was prepared by an independent accounting firm with assistance and oversight by management. Reviews were then conducted by senior management before drafts were sent to each member of the organization's governing body. A transmittal letter accompanied the drafts and provided highlights of the Form 990 to the organization's Board of Directors. After the governing body approved the Form 990 draft, a final version was filed with the Internal Revenue Service.

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	The directors shall complete and return to the secretary an annual statement that each of them (a) has received a copy of the conflict of interest policy, (b) has read and understands the policy, (c) agrees to comply with this policy, (d) understands that the policy applies to all committees, and (e) understands that the organization is a charitable organization and must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	An independent company, Towers Watson, provides research, advice and guidance to the compensation committee and senior leadership to ensure the organization's compensation programs for executives covered by the "Intermediate Sanctions Legislation" (IRC Section 4958) are aligned with its stated philosophy. Base salaries are targeted at the 50th percentile of the established comparator market, Total cash compensation (base salary plus annual incentive payments) are targeted at the 75th percentile of the established comparator market, Total direct compensation (total cash compensation plus long term incentive payments) will not exceed the 90th percentile of the established comparator market, Benefits are targeted at market median, and In aggregate, base salary, total cash compensation, total direct compensation and benefits comprise total compensation for executives. The compensation committee ensures that executive total compensation is reflective of the organization's stated compensation philosophy. The committee, in this process, authorizes and supports an annual three step process utilizing Towers Watson's resources: 1) Salary levels, annual bonus targets/payments and long term incentive grants are compared rigorously each year with market data based on comparable positions and organizations. A. Comparable organizations are typically not-for-profit healthcare systems with similar operating revenues. Private sector employer data, when available, are also included in the analysis for "transferable skills positions". B. Historically, performance incentive payouts generally track with a normal bonus payout distribution. Incentive goals are primarily based on formally defined quantitative goals approved by the ad hoc Compensation Committee of the RSFH Board of Directors. 2) All recommended pay decisions are tested against these data and the organization's stated compensation philosophy. 3) A formal opinion letter is prepared by Towers Watson, representing that senior executives are compensated within the reasonableness standards mandated by the IRS. A similar process is performed by Towers Watson for the CEO and CFO positions. This letter provides a "safe harbor" for the organization's "directors" relative to the reasonableness of total executive compensation consistent with IRC Section 4958.

Return Reference	Explanation
Form 990, Part VI, Section C, line 18	Photocopies of the Form 990 are available upon request at the organization's administrative office. In addition, recent filings of the Form 990 are available online at www.guidestar.org

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The organization's audited financial statements are published annually and are available to the public at www.dacbond.com

Return Reference	Explanation
Form 990, Part XI, line 9	Pension and benefits expense allocation from CAHS -3,459

Return Reference	Explanation
Form 990, Part XII, Line 2C	The process has not changed from the prior year

Return Reference	Explanation
Form 990, Part VII, Line 1	The following board members were compensated for services performed for the organization (or a related organization) not in the capacity of their positions on the board. No board member is compensated for his services as a board member. John M. Jordan was compensated for services as Chief Executive Officer of the Medical Society of South Carolina, a related organization. W. Blount Ellison was compensated for medical services rendered to a related organization. Alison E. Dillon was compensated for medical services rendered to a related organization. Stanley Wilson was compensated for medical services rendered to a related organization. Shannon Honney was compensated for medical services rendered to a related organization. Wills C. Geils was compensated for medical services rendered to a related organization.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Roper St Francis Foundation

Employer identification number
57-1068509

Part I Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) CareAlliance Health Services 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
(2) Roper Hospital Inc 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(3) Bon Secours St Francis Xavier Hospital 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-1067254	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(4) Roper St Francis Mt Pleasant Hospital 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0360499	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(5) Roper St Francis Hospital - Berkeley 125 Doughty Street 720 Charleston, SC 29403 26-3710229	Healthcare (future)	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(6) Roper St Francis Physicians Network 125 Doughty Street 760 Charleston, SC 29403 26-2946628	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Lowcountry Surgery Center LLC (dba Roper St Francis Eye Surgery Center) 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 58-1693021	Ambulatory Surgery Center	SC	N/A									

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) CareAlliance Medical Services Organization 225 Doughty Street Charleston, SC 29403 57-1012837	Inactive	SC	N/A	C					No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, 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?

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

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

Yes

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

No

1s

No

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 57-1068509

Name: Roper St Francis Foundation

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) CareAlliance Health Services 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
(1) Roper Hospital Inc 1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
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