



Tenia L. Clayton

Associate

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Tenia L. Clayton is a health care attorney with a focus on transactions and other corporate matters as well as regulatory and compliance matters.

As a member of the Health Law Group, Ms. Clayton concentrates her practice on assisting health care organizations in a variety of transactional matters, including mergers and acquisitions and other corporate matters. She assists in a full range of phases throughout the timeline of transactions, from due diligence to closing. Her clients include a variety of entities in the health care industry, including hospitals, ambulatory surgery centers, behavioral health facilities, and physician-owned practices.

Ms. Clayton has experience counseling these clients on incident response and compliance obligations imposed by the Health Insurance Portability and Accountability Act (HIPAA), 42 CFR Part 2, as well as state privacy laws. She works on a variety of other compliance matters including physician employment, fraud and abuse review, and corporate practice of medicine. She also has experience researching and advising organ procurement organizations on federal and state regulatory and compliance issues, analysis and implication of proposed rules, and other distinct issues.

Prior to joining Baker Donelson, Ms. Clayton served in the real estate asset management division of the Tennessee Department of General Services, and the Office of the Federal Public Defender in Nashville, Tennessee. She also completed a term of service with AmeriCorps before law school.

Representative Matters

- Represented a behavioral health provider operating 23 psychiatric hospitals and outpatient programs along the Gulf Coast, as seller's counsel in its \$310 million sale to a buyer with financing provided by a private equity firm.
- Represented Strategic Behavioral Health in its \$170 million sale of eight psychiatric hospitals to a Tennessee-based behavioral health and addiction treatment center.
- Represented a Texas-based physician cardiology group in an arrangement with a private equity-backed management company involving a \$37 million clinical asset sale with rollover equity grant, which included navigating health care regulatory challenges.

Professional Honors & Activities

- Member – American Health Law Association
- Member – Lawyers' Association for Women, Marion Griffin Chapter
- Member – Napier-Looby Bar Association
- Member – American Bar Association
 - Fellow, Health Law Section Diversity & Inclusion Fellowship Program (2024 – 2025)
- Member – Leadership Health Care
 - Recruitment Committee (2021 – 2022)
- Co-chair – Baker Women Retention Committee
- Named a Top 40 Under 40 by The National Black Lawyers (2023)

Publications

- "CMS Enacts New CLIA Regulations Effective January 2025" (March 2025)

- "HHS Directs OPTN to Expand HIV Organ Transplantation Beyond Current Allowances Under HOPE Act," American Bar Association (January 2025)
- "First-Gen Lawyers Can Reach New Heights and Succeed in Big Law," *Bloomberg Law* (August 2024)
- "CMS Proposes New Payment Model for Some Kidney Transplant Programs" (June 2024)
- "How to Comply with HHS' New Nondiscrimination Compliance Infrastructure Requirements in Your Facility" (May 2024)
- "The New Law of the Land: HHS Finalizes Health Care Nondiscrimination Provisions in Section 1557 Final Regulation" (May 2024)
- "Workplace Protections for the Working Mother," *Women's Initiative Newsletter*; republished July 24, 2023, in *HR Daily Advisor* (June 2023)
- "Initiative to Modernize National Organ Transplant System" (March 2023)
- "CMS Approves New Group Information Form under Self-Referral Disclosure Protocol," republished March 7, 2023, in *Physicians Practice* (March 2023)
- "OIG Issues Favorable Opinion for Pharmaceutical Manufacturer's Free Drug Program" (January 2023)
- "Advancing Health Equity in Organ Transplantation," *MedPage Today* (September 2022)
- "Advancing Health Equity in Transplantation: New Waitlist Policies Require Race-Neutral Data" (August 2022)
- "CMS Requests Comments on Proposed Changes to Stark Law Self-Referral Disclosure Protocol Forms" (July 2022)
- "From Mentee to Mentor: Effectively Embracing Both Roles," *Health Law Connections* (July 2022)
- "CMS Considers Comprehensive Changes to Organ Donation and Transplantation System Through RFI," republished in *Healthcare Business Today* (December 2021)
- "CMS Organ Transplant Proposal Must Balance Reform, Access," *Law360* (October 2021)
- "CMS Continues to Consider Organ Acquisition Cost Rule Changes," *Payment Matters* (September 2021)
- "Newly Proposed Rule Regarding Organ Acquisition Payment Policies," *Payment Matters* (May 2021)
- "Family: Lessons from the (Kitchen) Bench – RBG as Wife and Mother," *Women's Initiative Newsletter* (October 2020)



Speaking Engagements

- "Stark Law Nuggets: Hidden Gems and Landmines Buried Beneath the Surface," Nashville Council of Health Care Attorneys (June 2023)
- "22nd Annual Health Law Primer," Tennessee Bar Association (October 2022)
- "Choosing Your Career Path with Intention," Vanderbilt Law School Women's Association (April 2022)
- "Baker's Dozen Round-Up," Baker Donelson Women's Initiative Wrap It Up CLE Event (December 2021)



Education

- Belmont University College of Law, J.D., 2020, cum laude
 - Senior Editor, *Belmont Law Review*
 - CALI Award for Excellence, Criminal Constitutional Law (Spring 2019)
 - Health Law Certificate
- Emory University, B.A. in Human Health, 2016



Admissions

- Tennessee, 2021