MINUTES

MIDOCs Board Meeting
Wednesday, October 22, 2025
9:00 am – 11:30 am
2121 University Park Dr., Okemos, MI

MIDOCs Board Members:

* = absent	**President**: David Overton, MD, WMed
z = zoom	**Vice President**: Anne Messman, MD, WSU z
	Secretary: Mary Jo Wagner, MD, CMU*
	Treasurer: Carly Burkett, WMed
	Mark Brieve, MSU
	Toby Roth, CMU
	Rebecca Blake, MSMS
	Andrea Wendling, MD, MSU
	Melissa Smiley, WSU

Others Present:

Bethany Figg, CMU z
Megan Morris, CMU
Fred Schaible, WMU
Amy Hoge, Executive Director
Kelly Brown, WMed z

1. Welcome and Call to Order – 9:04AM by Overton

2. Approval of Minutes from August 26, 2025 – Motion by Overton to accept the minutes from 8/26/25; second by Burkett. Motion carried.

3. Public Comment – none.
4. Old Business
   a. Hoge shared an update on resident's agreement breach and the mediation steps accomplished thus far between our attorneys. Currently, we are waiting for the MIDOCs participant and his attorney to provide proof of hours worked and verification of new employment. If these are not provided in a timely manner or do not satisfy the participant's program obligations, we will pursue arbitration. If there are Board decisions to be made, Overton and/or Hoge will bring those forward for discussion and decision. Discussion regarding when the loan repayment is distributed. Should we how some of the money until the end of the service obligation as an incentive for doctors to complete their service? If so, we would need to draft new language for the Addendum to Residency Agreement. Overton shared concerns that we are already in recruitment for the 2026 Match and changes to the Addendum at this time might be challenging. Hoge will bring current and proposed language to the next meeting for the Board's consideration for the 2027 Match.
   b. Proposed Bylaw amendments. Overton presented 2 proposed amendments to the MIDOCs Bylaws.

    i. Amendment #1: make the method of keeping the Advisory Council updated more flexible as an in-person annual meeting is not always practical or necessary. This amendment will allow us to keep the Advisory Council apprised of our activities by way of meetings, e-mails, or any other means deemed appropriate by the Board. (see attached Bylaw Amendment Form for full details). Motion by Overton (Maker); Second by Roth. Motion carried.
    ii. Amendment #2: Require an affirmative vote of two-thirds of members, present and voting, to make amendments to the Bylaws (rather than a majority). This prevents a narrow majority from enacting sweeping changes that do not have wider support. (see attached Bylaws Amendment Form for full details). Motion by Overton (Maker); Second by Wendling. Motion carried.
  c. Overton introduced a proposed policy with regard to MIDOCs management contract renewal. While the Bylaws state the Executive Director is authorized to enter into contracts on behalf of MIDOCs, that doesn't really make sense if the Executive Director is employed by the agency retained by MIDOCs to manage the program – essentially the ED would be negotiating and approving their own contract. (see attached MIDOCs Management Contract Renewal Policy). Motion by Overton to accept the policy; Second by Smiley. Motion carried.

5. New Business
  a. Hoge shared a participant's request for exception to their practice location which is just outside of two underserved areas. Doctor was set to purchase an office (in an underserved area) where he had been working since July 1, 2025 but was outbid and new owner is bringing in their own doctors. So, doctor is starting his own practice but, because of a non-compete, has to be outside of a 4-mile radius of the previous employer. That puts his new office location just on the edge of 2 underserved designated areas. There are no other suitable facilities within the designated area that are close to the original location and several patients want to follow them to the new practice. Discussion on how close the office is to areas with an underserved designation and the fact that it is on a corridor with public transit making it very accessible. Doctor will accept Medicaid with an open panel, hold same-week new-patient access, extended hours, and work toward PCMH recognition. Discussion on how we would verify these promises. Hoge will use methods including, but not limited to, provider enrollment in CHAMPS, quarterly report of number of patients served, etc. Blake is willing to help the doctor navigate the PCMH process. Motion by Burkett to allow the exception with these reporting requirements. Second by Blake. Hoge will communicate approval with these requirements to the doctor.
  b. Hoge shared a second participant asking for an exception to their practice location. Doctor wishes to work for a system spending 70% of their time at a hospital with an underserved designation and 30% at a hospital without an underserved designation. Motion by Overton to count all of the hours spent at the underserved location toward the service obligation but none of the hours spent at the facility without the designation. Second by Burkett. Motion carried. Hoge will communicate the decision to the doctor.

6. FY2026 Budget , Slots allocation & Loan Repayment
   Burkett presented several financial scenarios for how we could work with our FY2026 allocation of $6.4M. Discussion on whether last year's increased loan repayment was helpful as a recruitment tool; many feel it was helpful. We also used the additional money last year to expand residency programs to more rural areas of northern Michigan. With the budget cut there is simply no way to offer 32 slots again this year. Messman shared the Wayne State has re-tooled the Preventive Medicine program and it will now be a 2-year residency instead of the previous 3 year. They plan to recruit for the 2-year Preventive Medicine residency in the 2026 Match. We have a small amount (Hoge will research exact amount) of unexpended funds in our work project from a handful of participants who did not take loan repayment. Discussion regarding how many slots we can afford to fund. Motion by Burkett to fund 20 slots at a cost of $165K per resident/yr

with $150K loan repayment per resident. Each school can adjust their cost/resident to try to preserve their programs as they are able to. Second by Blake. Motion carried. Burkett will send out an updated budget sheet for this level of funding. Hoge will ask for slot allocations from each school.

7. Plan for FY2027 Budget Ask

   The Government Relations committee will formulate a recommendation for 2027 and present to the Board for approval. They will let Hoge know if/when they need a Board meeting scheduled to discuss the ask and get Board approval. Discussion about possibly recouping our cut of $4.6M in the supplemental budget for FY2026. Motion by Blake for the Government Relations committee to advocate for the additional $4.6M in supplemental. Second by Overton. Motion carried.

8. Director's Report
   a. In the interest of time, Hoge will table the request for policy change regarding PRN work arrangements until the next meeting.
   b. Hoge shared the Michigan Health Council has written a State Workforce Plan and will be presenting it at a Summit on November 12. There is a handout available in your Board packet. Wendling has graciously agreed to sit on a panel representing MIDOCs discussing retention models for primary care providers.
9. Announcements – none.

10. Closing/Adjournment

    Motion by Blake to adjourn; second by Overton. Motion carried. Adjourn 11:30 am.

BYLAW AMENDMENT FORM

Date: 10/22/25

Amendment #: 1

Bylaw Article #: V

Article Name: Advisory Council

Section #: 5.2

Section Title: Annual Meeting

Sub Section #: na

I move to amend the Bylaws in Article 5, Section 2 (number), Annual Meeting (name of article),

by deleting and amending current language or by proposing new language: (circle correct wording)

(Please ~~strikeout~~ old language and underline new language)

CURRENT:

~~Annual Meeting. The Advisory Council shall hold an annual meeting on such date, time and place as designated by the Authority Board. The purpose of such meeting shall be to advise the Advisory Council of the affairs of the Authority and the various matters which may be of interest to them and to receive the input of the Advisory Council with respect to the same.~~

PROPOSED:

Communication. The Authority Board shall keep the Advisory Council apprised of the activities of MIDOCs by way of meetings, e-mails, or any other means deemed appropriate by the Authority Board. The purpose of such communication shall be to advise the Advisory Council of the affairs of the Authority and the various matters which may be of interest to them and to receive the input of the Advisory Council with respect to the same.

Rationale:
It is not always practical or necessary to bring everyone together from around the state for an annual meeting.

Maker David Overton (please print)

Affiliate WMed/MIDOCs President

Seconded by Toby Roth (please print)

Affiliate CMU/MIDOCs Board Member

Vote:

Yes 7

No 0

Abstentions 0

The motion was:

Carried X

Defeated ______

BYLAW AMENDMENT FORM

Date: 10/22/25 | Amendment #: 2

Bylaw Article #: IX | Article Name: Amendments

Section #: na | Section Title: na

Sub Section #: na

I move to amend the Bylaws in Article 9 (number), Amendments (name of article),
by deleting and amending current language or by proposing new language: (circle correct wording)

(Please ~~strikeout~~ old language and underline new language)

These Bylaws may be altered, amended or repealed, or new Bylaws adopted, only by the affirmative vote of a ~~majority~~ two-thirds of members of the Authority Board then in office, present and voting at any meeting of the Authority Board at which a quorum is present.

Rationale:
Major changes to the rules and structures of a governing body are typically protected by a supermajority requirement. This prevents a narrow majority from enacting sweeping changes that do not have wider support.

Maker David Overton (please print) | Affiliate WMed/MIDOCs President

Seconded by Andrea Wendling (please print) | Affiliate MSU/MIDOCs/Board Member

Vote: Yes 7 | The motion was: Carried X

No 0 | Defeated ______

Abstentions 0

MIDOCs Management Contract Renewal Policy
Adopted October 22, 2026

With consideration of MIDOCs Bylaws Article I, Execution of Contracts and Financial Provisions, Section 1.1 Conveyances and Contracts:

ARTICLE I
EXECUTION OF CONTRACTS AND FINANCIAL PROVISIONS

Section 1.1 Conveyances and Contracts. The Executive Director is authorized to enter into contracts or instruments on behalf of the Authority, once approved by the Authority Board, except as otherwise provided by resolution or policy of the Authority Board. The Authority Board may authorize any other officer, agent or employee to enter into any contract or other instrument on behalf of the Authority, and such authority may be general or confined to specific instances. Except as herein provided or as authorized by the Authority Board, no officer, agent or employee, other than the Executive Director, shall have any power or authority to bind the Authority by any contract for any purpose or for any amount.

And with regard to the renewal of the MIDOCs Management Contract, the MIDOCs Authority Board enacts the following Policy:

1. The MIDOCs President has authority to review and negotiate the contract on behalf of the MIDOCs Authority Board.
2. The MIDOCs President will present the terms to the Authority Board for their review, discussion and approval.
3. The Authority Board must approve the contract terms prior to execution.
4. The MIDOCs President will sign the contract on behalf of the MIDOCs Authority Board after all members have had a chance to review, discuss and approve the contract.