

SB 951 A -A11, -A12, -A13 STAFF MEASURE SUMMARY

House Committee On Behavioral Health and Health Care

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Meeting Dates: 4/29, 5/1, 5/15

WHAT THE MEASURE DOES:

The measure restricts individuals who are not licensed medical providers from owning or controlling medical practices and prohibits noncompetition and non-disparagement agreements between practices and licensees.

Detailed Summary

Management Services Organizations (Section 1)

- Defines "management services," "management services organization," "professional medical entity," and "medical purpose."
- Defines the terms of ownership and control between a management services organization (MSO) and a professional medical entity.
- Prohibits an MSO and its officers, except in certain situations, from owning, working for, managing, or directing a professional medical entity; from exercising proxy control or voting the shares of a professional medical entity; or participating in hiring, setting work hours, or setting compensation for licensees employed by the professional medical entity. Prohibits an MSO or its officers from controlling administrative, business, or clinical operations of a professional medical entity in a manner that impacts clinical decision making or care quality.
- Does not restrict an MSO or its officers from
 - providing support, advice, and consultation on all matters related to the professional medical entity's business operations,
 - purchasing or leasing assets of a professional medical entity in an arms-length transaction, or
 - setting criteria for reimbursement with an insurer.
- Does not apply to an individual who provides services for the professional medical entity if the individual
 - does not own more than 10 percent of shares in the entity,
 - is not a shareholder, director, member, or manager of an MSO, and
 - is compensated at the market rate for services provided.
- Does not apply to shareholders of a professional medical entity if that entity also functions as an MSO.
- Does not apply to a physician who is a shareholder or director of a professional medical entity who also serves as a director or officer of a MSO, if
 - the physician does not receive compensation from the MSO,
 - an action by the MSO that affects its interests requires a vote of more than a majority of shares, including those held by the medical entity, and
 - the MSO and medical entity were formed before January 1, 2026.
- Does not include hospitals, long term care or residential care facilities, telemedicine providers, Program of All-Inclusive Care for the Elderly (PACE) organizations, mental health or substance use disorder crisis lines, urban Indian health programs, a recipient of a Tribal Behavioral Health or Native Connections program grant, an entity certified to provide behavioral health care or medication-assisted treatment, or a coordinated care organization that owns or controls a medical entity as of January 1, 2026.

Professional Corporations, Including Naturopathy (Sections 2-5)

- Requires all officers of professional corporations formed for the purpose of practicing medicine, including naturopathic medicine, to be licensees.

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- Limits a professional corporation formed for the purpose of practicing medicine from removing a director except by a majority vote of shareholders, or upon violation of a duty of care, a disciplinary proceeding, or fraud or malfeasance.

Noncompetition and Non-disparagement Agreements (Sections 7-8)

- Defines and prohibits a "noncompetition agreement" between a licensee and a professional medical entity, including a hospital, unless the licensee has a qualifying ownership interest in the entity, after the first three years of employment.
- Defines "protectable interest" and requires medical entity to demonstrate its interest in order to enforce a noncompetition agreement as allowed during the first three years of employment.
- Defines "nondisclosure agreement" and prohibits an MSO or professional medical entity from retaliating against a licensee for violation of a nondisclosure or non-disparagement agreement.

Enforcement and Effective Dates (Sections 9-10)

- Allows medical licensees or medical entities to bring civil action to enforce restrictions on MSO ownership and control of professional medical entities, noncompetition clauses, and nondisclosure and non-disparagement agreements.
- Declares emergency, effective on passage. Applies to contracts entered or renewed upon the effective date. For entities formed prior to passage of the act, restrictions on ownership and control between MSOs and professional medical entities begins January 1, 2029.

Fiscal impact: Has minimal fiscal impact

Revenue impact: No revenue impact

SENATE VOTE: Ayes, 21; Nays, 8

ISSUES DISCUSSED:

- Provisions of the measure

EFFECT OF AMENDMENT:

-A11 Makes changes to provisions of the measure.

Clarifies the definition of "management services" and defines "officer." Makes changes to the activities that an MSO or shareholder are prohibited from engaging in, including removing provisions that an MSO or shareholder may not work for the contracted MSO, issue shares of stock, and negotiate contracts with third party payors. Makes changes to allowable activities. Makes changes to provisions regarding when a professional medical entity may bring action against an MSO. Makes changes to criteria for when a noncompetition agreement is valid and enforceable, including establishing a \$250,000 transaction threshold for the sale of equity or assets or a contract for management services. Makes changes to provisions related to the effective date of the measure.

-A12 Expands exclusions to include a transaction between a professional medical entity and an entity that engages in the business of insurance in certain situations. Directs the Department of Consumer and Business Services to consider certain criteria when approving a transaction.

-A13 Clarifies definition of "management services" and scope of permitted control over medical practice operations by MSOs.

BACKGROUND:

Oregon laws (ORS 058.375, ORS 063.074) require corporations formed to practice medicine to be owned and controlled by licensed providers. These statutes are rooted in a doctrine called the corporate practice of medicine (CPOM). CPOM is a body of laws and policies based on the idea that allowing non-physicians to make decisions

about health care delivery could increase care costs, result in lower quality care for patients, and create ethical dilemmas for physicians. ([Chase-Lubitz, "The Corporate Practice of Medicine Doctrine," 40 Vanderbilt Law Review 445 \(1987\)](#)).

With the exception of hospitals and certain rural clinics, the majority interest in a corporation formed to practice medicine in Oregon must be owned by physicians. Despite longstanding limitations on the corporate practice of medicine, scholars have identified ways in which non-physicians are able to own and control health care practices. ([Zhu et al, A Doctrine in Name Only, New England Journal of Medicine \(2023\)](#)).

Senate Bill 951 A restricts individuals who are not licensed medical providers from owning or controlling medical practices and prohibits noncompetition and non-disparagement agreements between practices and licensees.