

**OPTN Executive Committee
Code of Conduct Work Group
Meeting Summary
February 27, 2024
Webex**

Dianne LaPointe Rudow, ANP-BC, DNP, FAAN, Chair

Introduction

The OPTN Executive Committee Code of Conduct Work Group met via Webex teleconference on 02/27/2024 to discuss the following agenda item:

1. Continued Discussion of Applicable Code of Conduct Provisions

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Contractor staff reviewed the project plan and shared that the objectives of the meeting were to confirm a drafting approach, finalize which provisions should be included in the OPTN Code of Conduct, and to begin reviewing the process related to enforcement of the code.

Contractor staff presented three different drafting approaches for the work group to consider: keep the code of conduct high-level, list categories of duties, or include more specific detail. The first two approaches assume that the Code of Conduct would be a standalone document included with the public comment proposal, however if the work group chose the third option to be more specific with the code, then the code would be embedded in OPTN bylaws. After discussion, the work group decided to list the categories of duties in the code.

Contractor staff recapped the work group's conversation from their prior meeting on code of conduct provisions. They noted that the work group's discussion focused on volunteer responsibilities and volunteers making public statements. Contractor staff shared a list of provisions that the work group had agreed to include in the Code of Conduct:

- Act with honesty and integrity
- Speak up about disrespectful, inappropriate, fraudulent, unethical or illegal behavior
- Always act for the good of the organization
- Represent the interests of all people served by the organization
- Value diversity
- Do not discriminate
- Agree to OPTN Attestation
- Abide by OPTN Confidentiality Agreement and Conflicts of Interest Certification
- Accept my responsibility for providing oversight of the OPTN's compliance with federal law, regulations, and the OPTN Bylaws

Contractor staff shared that the provisions of duty of care, duty of loyalty, and duty of compliance received mixed feedback from work group members. Work group members discussed the provisions that received mixed feedback and decided on which to include in the code of conduct.

Summary of Discussion:

The work group discussed the potential drafting approach options and decided on the drafting option that would include a list of categories of duties. A work group member expressed their approval of this drafting option because to update the bylaws constantly, as proposed in another drafting option, would be too complicated. Another work group member agreed that the drafting option to include a list of categories of duties was the best option because it allows the OPTN the ability to list which duties they believe are vital to include.

Ms. Murdock shared that feedback was collected from work group members via email in preparation for the meeting on the three main provisions. Work group members discussed the provisions that received mixed feedback. After discussion, the work group decided to include the following provisions under duty of care:

- Collaborate with others to do the work of the organization
- Respect the opinions of my peers who serve the Board
- Leave my personal biases out of all Board and committee discussions
- Display courteous conduct in all OPTN meetings
- Respect for the individual (no harassment of any kind)
- Act as a representative of the OPTN
 - Responsibility to follow social media guidelines

The work group also decided to include a provision for volunteers to abide by the OPTN meeting and voting procedures, but to include this provision elsewhere throughout the OPTN, perhaps in a roles and responsibilities document for the OPTN. The work group also discussed creating social media guidelines for volunteers.

The work group discussed provisions that received mixed feedback from the group that pertained to duty of loyalty. After discussion, the work group decided to include the following provision pertaining to duty of loyalty:

- Respect the outcome of a direction taken by the Board of Directors or committee. Respect those that respectfully dissent.

The work group decided not to include a provision stating that volunteers must represent the organization in a positive and supportive manner at all times. The work group decided that this point was duplicative with other provisions.

The work group discussed the definition of duty of compliance and how this could relate to OPTN code of conduct. A work group member suggested that the group continue to examine the definition of duty of compliance and explicitly define the term “compliance” to avoid confusion. The work group then discussed provisions that received mixed feedback that pertained to duty of compliance. The work group decided that the provision to accept fiduciary responsibility for supporting OPTN activities may be better suited for a volunteer roles and responsibilities document, rather than the code of conduct. The work group decided not to include a provision to accept responsibility to work with the OPTN contractor(s) as they carry out the requirements of the OPTN contract. Work group members decided to table this idea because there is uncertainty surrounding future OPTN contracts.

Next Steps:

At the next meeting, work group members will discuss upholding the code of conduct and compliance with the code of conduct. Work group members will be asked to review information ahead of their next meeting, and the work group will finalize their decisions during their next meeting.

Attendance

- **Work Group Members**
 - Andrea Tietjen
 - Christopher Jones
 - Dianne LaPointe Rudow
 - Ginny McBride
 - Jen Lau
 - Jim Sharrock
 - Wendy Garrison
- **HRSA Representatives**
 - Adrienne Goodrich-Doctor
- **UNOS Staff**
 - Anna Messmer
 - James Alcorn
 - Kaitlin Swanner
 - Morgan Jupe
 - Rebecca Murdock
 - Roger Brown
 - Susie Sprinson
 - Tina Rhoades