

Notice of OPTN Bylaw Changes

Proposal to Address the Relationship of the OPTN and OPTN Contractor Board

Affected Bylaws:	2.8 Relationship of the OPTN Board and the OPTN Contractor
Sponsoring Committee:	Executive Committee
Public Comment Period:	December 22, 2023– February 5, 2024
Board Meeting:	March 26, 2024
Effective Date:	March 30, 2024

Purpose of Policy Changes

This proposal furthers the collective desire of the OPTN Board of Directors, HRSA, and the transplant community to separate the OPTN Board and the contractor's board and remove actual or perceived conflicts of interest between the two boards. This proposal aligns with HRSA's stated objectives in their OPTN Modernization Initiative to "creat[e] an OPTN Board of Directors independent from other OPTN contractors to strengthen accountability and oversight."¹

Proposal History

This proposal was released for special public comment from February 28th to March 13th, 2024. Following public comment, the Executive Committee met to discuss comments and on March 25th approved the policy proposal for Board consideration. The Board met on March 26th and approved the Bylaw change to be effective on March 30th, 2024.

Summary of Changes

- Separates the OPTN's Board of Directors and the OPTN Contractor's Board of Directors.
- Creates new requirements to avoid real or perceived conflicts of interest between the OPTN Board and any organization awarded grants, contracts, or cooperative agreements to support the OPTN.

Implementation

- The existing OPTN Board of Directors will continue to operate without change during the transition period, including the seating of recently elected OPTN directors on July 1, 2024, as planned.
- Members of the OPTN Board of Directors will continue to be covered by insurance.

¹ HRSA, "Organ Procurement and Transplantation Network (OPTN) Modernization Initiative. HRSA Takes Historic New Steps to Transform the Organ Transplant System to Better Serve Patients and Families. February 2024 Updates," available at <https://www.hrsa.gov/optn-modernization>. (Accessed 2/13/2024).

Affected Bylaw Language

Proposed new language is underlined (example) and language that is proposed for removal is struck through (~~example~~).

1 **2.8 Relationship of the OPTN Board and the OPTN Contractors's Board**

2 With the exception of the OPTN Executive Director, no member of the OPTN Board of Directors can be
3 an employee of, or serve on the Board of Directors of, any organization awarded grants, contracts, or
4 cooperative agreements to support the OPTN.

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6 ~~When the OPTN contract requires it, the OPTN Board of Directors will be elected in parallel with and~~
7 ~~using the same procedures as the OPTN Contractor's Board of Directors, resulting in identical~~
8 ~~memberships. This enables the OPTN Contractor to perform tasks required by the OPTN contract under~~
9 ~~the authority of the OPTN Board of Directors.~~

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11 ~~The Board of Directors will convene as the OPTN Board to conduct OPTN business and the OPTN~~
12 ~~Contractor Board to conduct OPTN Contractor business. Activities of the Board of Directors, while acting~~
13 ~~as the OPTN Board, will be limited only to activities and business of the OPTN. To accomplish this,~~
14 ~~separate agendas or sections within a combined agenda will identify if an item is OPTN business or OPTN~~
15 ~~Contractor business. Consistent with this process, OPTN Committees are appointed in parallel with~~
16 ~~OPTN Contractor Committees and operate under these same procedures.~~

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