

**OPTN Executive Committee  
Meeting Minutes  
February 25, 2020  
Teleconference**

**Maryl Johnson, M.D., Chair  
David Mulligan, M.D., FACS, Vice Chair**

## **Introduction**

The OPTN Executive Committee (EC) met via teleconference on 02/25/2020 to discuss the following agenda items:

1. New Projects Recommended for Approval
2. Conflicts of Interests Process Discussion (Continued)

The following is a summary of the Committee's discussions.

### **1. New Projects Recommended for Approval**

The OPTN Executive Committee began their meeting with a presentation from Alexandra Glazier, Chair of the Policy Oversight Committee (POC). Ms. Glazier presented four new projects for approval, beginning with two projects related to vascularized composite allograft (VCA) living donation:

- Modify Data Collection on VCA Living Donors (VCA Committee); and
- Update Policy 14 to Include Living VCA Donors (Living Donor Committee).

Although these are different proposals from different Committees, the POC supported the simultaneous coordination of these proposals due to their related content. Next, Ms. Glazier presented the "Clarify Multi-Organ Policy" project, which is being sponsored by the Organ Procurement Organization (OPO) Committee. This project aligns with the strategic policy priority of efficient matching. The POC tasked the OPO Committee with starting this project because the general multi-organ policy (5.10.C) needed to be reviewed and clarified before the other components of multi-organ allocation policy could be addressed.

The final project presented was "Revisions of General Considerations in Assessment for Transplant Candidacy", sponsored by the Ethics Committee. Through an update to an existing white paper from 2015, this project will address ethical considerations in assessing transplant candidacy. Ms. Glazier reported that the POC voted unanimously to approve all four projects. Following Ms. Glazier's presentation, Maryl Johnson, Executive Committee Chair, opened the floor for discussion and one Committee member voiced support for the new projects. There was no additional discussion. The Executive Committee voted to approve the four new projects, and results were as follows: 100% yes; 0% no; 0% abstained.

### **2. Conflicts of Interests Process Discussion (Continued)**

Liza Callahan Robbins, UNOS Staff Attorney, presented an update on the revisions of the conflicts of interests bylaw. The Executive Committee last discussed this topic at their December 2019 meeting in Dallas, Texas. At their December meeting, the Committee suggested that the OPTN develop a process for disputing alleged conflicts that would be included in the revised bylaw. The Committee

reviewed the proposed processes for addressing conflicts in the following scenarios: prior to a Board meeting, during a Board meeting, and during an Executive Committee meeting.

Ms. Callahan Robbins displayed the proposed revisions to section 2.7.1: Disputed Conflicts of Interests and requested feedback from the Committee. One member of the Committee asked if they should add a section that outlines explicit examples of conflicts of interest. Other Committee members commented that a list of examples does not belong in the bylaws, particularly when conflicts of interests are often complex and nebulous. Ms. Callahan Robbins reminded the Committee that the new Board member onboarding and orientation materials include examples of conflicts of interests, and those materials can be made available to the Committee during their deliberations and discussions. Additionally, future discussions and deliberations addressing conflicts of interests can be documented to ensure the Committee is handling these matters consistently.

A Committee member voiced support for the changes to the bylaws, and asked about the historic practice for managing conflicts of interests. Jason Livingston, UNOS General Counsel, explained how conflicts of interests have been handled in the past. One of the Executive Committee members asked how business interest conflicts will be managed. Mr. Livingston responded by stating that the OPTN acknowledges that most Board members, have a financial interest in transplant (to the extent that their employers have a financial interest in transplant). Other potential business conflicts of interests will be addressed following the guidelines in the revised bylaws. Ms. Callahan Robbins mentioned that there are many potential solutions to addressing a conflict of interests, including but not limited to: excusing a Director from the room, excusing a Director from the discussion, or excusing a director from a vote. Based on the specific scenario, the Executive Committee will determine the appropriate solution. UNOS staff also reminded the Committee that conflicts of interests are not inherently negative, they are just situations that need to be addresses to ensure proper Board governance. The bylaw update also includes new information about the timing of disclosing potential conflicts, and Committee members were supportive of this revision.

#### Next Steps:

UNOS staff encouraged the Committee to send additional feedback on the bylaws via email. Once the revisions are finalized, they will be presented to the Board of Directors at their June 2020 meeting.

#### **Upcoming Meetings**

- April 20, 2020

## Attendance

- **Committee Members**
  - Maryl Johnson, Chair
  - David Mulligan, Vice Chair
  - Sue Dunn
  - Deanna Santana
  - Robert Goodman
  - Theresa Daly
  - Denise Alveranga
  - Mary Francois
  - Joseph Hillenburg
  - Luis Fernandez
  - Sharon Bartosh
  - Walter Herczyk
  - Brian Shepard, OPTN Executive Director (non-voting)
- **HRSA Representative Members (non-voting)**
  - Robert Walsh
  - Shannon Dunne
  - Shannon Taitt
- **SRTR Staff**
  - Jon Snyder
  - Bert Kasiske
- **Other Attendees**
  - Alexandra Glazier, OPTN Policy Oversight Committee Chair