

OPTN Board of Directors Meeting Summary

Meeting Information: Agenda and Attendees

Friday May 2, 2025 | 1:00–2:00 p.m. ET Location of Event: Zoom

The following are meeting minutes from the OPTN Board of Directors meeting, which took place on **May 2, 2025, 1:00–2:00 p.m. ET**.

Agenda

Open Session

- Welcome and Announcements
- Update on Patient Representation and Appointments to the OPTN Board
- Finance Committee Update
- Adjourn

Attendees

Attendee Name(s)	Affiliation
Richard Formica, Lloyd Ratner, Andrea Tietjen, Jennifer Murielt, Dianne Lapointe Rudow, Deborah Adey, Caroline Alquist, Sandra Amaral, David Berick, Emily Blumberg, Laura Butler, Dev Desai, Dorrie Dils, Gaurav Gupta, Luis Hidalgo, Andrew Kao, Glen Kelley, Catherine Kling, Michael Kwan, Colleen McCarthy, Nancy Metzler, Joni Mills, Silas Norman, Sara Rasmussen, Jennifer Reese, George Surratt	OPTN Board of Directors
David Berick, Stephanie Grosser, Frank Holloman, Raymond Lynch, Patrick Mauro, Joni Mills	HRSA Representatives
Christine Jones, Rachel Shapiro, George Barnette, Melanie Bartlett, Tennille Daniels, Lori Downing, Jady Dunning, Karen Edwards, Anthony Labarrie, Mary Lavelle, Andrew London, James Montgomery, Christina Sledge	OPTN Board Support Staff
Lauren Mauk, Dale Smith	OPTN Operations Contractor Staff
Rexanah Wyse Morrisette	OPTN Interim Executive Director

Meeting Summary

Welcome and Announcements

The Board President welcomed attendees and started the meeting.

Update on Patient Representation and Appointments to the OPTN Board

The Chair of the Nominating Committee provided an update on filling the seats of the eight patient representatives who resigned from the Board. The Final Rule (§ 121.3(a)(1)) states that “[a]t least 25 percent” of Board members must be comprised of patient representatives. The Nominating Committee met several times to discuss the candidate criteria for patients, donors, or family members of a deceased donor. The Nominating Committee searched for candidates who had prior OPTN experience, and conducted outreach to individuals who previously served on the OPTN Board and were ineligible to be on the ballot for the upcoming May 2025 Special Election. The Nominating Committee also conducted outreach to the Patient Affairs Committee and other OPTN committees. The Nominating Committee’s goal was to include varied representation from multiple geographic areas and patient, donor, and/or donor family member statuses. The new patient Board members will serve a short term (i.e., April through June 30th, when the newly elected Board is seated). The candidates who have accepted the invitation to the Board and their experience are listed below:

- Vicky Young (Region 5): Previous Board experience; kidney donor, deceased donor family member (cousin)
- Elizabeth Schumacher (Region 7): Previous Board experience; kidney transplant recipient
- Garret Erdle (Region 11): Patient Affairs Committee Co-chair; kidney donor
- Calvin Henry (Region 3): Patient Affairs Committee; lung transplant recipient
- Amanda Nathan (Region 4): Heart Transplant Committee; heart transplant recipient
- Betsy Walsh (Region 11): Previous Board President; kidney donor
- Katrina Fields: (Region 11): Pediatric Transplant Committee; mother of kidney recipient
- Tonya Gomez (Region 10): Patient Affairs Committee; lung transplant recipient

The Board President commended one of the current patient representatives on the Board for developing a formalized algorithm used by the Committee to select the eight candidates; the algorithm will be formally documented.

A Board member asked about the Board’s ability to vote to appoint the new patient representatives despite not meeting the Final Rule requirements or being able to take any other voting action. The Board Support Contractor responded that there is a provision under Delaware state law that allows the Board to vote for the sole purpose of filling the vacancies.

The Board voted to fill the eight vacancies:

WHEREAS, eight (8) vacancies on the Board of Directors (the “Board”) have occurred;

RESOLVED: That pursuant to Section 3.4 of the Bylaws and Section 223(a)(1) of the General Corporation Law of the State of Delaware, each of the following eight (8) persons shall be, and hereby is, elected and appointed to serve as a director on the Board to fill the vacancies on the Board for the unexpired portion of the term of those directors who have resigned:

Name of Director:

1. Vicky Young

2. Elizabeth Schumacher
3. Garret Erdle
4. Calvin Henry
5. Amanda Nathan
6. Betsy Walsh
7. Katrina Fields
8. Tonya Gomez

The voting results were: 24 approve, 0 reject, 0 abstain.

HRSA thanked the Nominating Committee and the Board Support Contractor for their work to fill the vacant seats of the eight patient representatives.

Finance Committee Update

The OPTN Board Treasurer and the Chief Operating Officer (COO) of the Operations Contractor provided an update, which included: Fiscal Year (FY) 2025 OPTN Budget Overview; FY2025 YTD Financial Update; Cash Position and Registrations; and FY2026 OPTN Budget and Fee Next Steps.

The Treasurer shared that HRSA provided additional resources to support the Finance Committee with recreating a system to accommodate multiple vendors. The Finance Committee and the Board will be charged with revisiting the FY2025 budget that was submitted in July 2024, providing a revised budget for FY2025, and presenting the FY2026 budget to HRSA before June 30th.

The Finance Committee will meet almost weekly to review the FY2025 budget draft and develop the FY2026 budget. The Finance Committee may have to make difficult decisions to slow or halt progress for some projects and accelerate others for FY2025, which ends on September 30th.

The current members of the Finance Committee will incorporate the new Board Leadership group into decision-making. The Finance Committee also welcomes the eight newly appointed patient and donor family representatives to be involved in the Finance Committee's upcoming activities. The Finance Committee wants to ensure that they have feedback to create a system that they can transition over to the new Board leadership for the continued success of the OPTN.

The COO of the Operations Contractor reviewed the FY2025 budget and funds that have been spent in the first six months of FY2025. In June 2024, the Board approved an expense budget of \$78.7 million. Regarding the OPTN registration fee, the Secretary of the U.S. Department of Health and Human Services (HHS) has accountability and authority to approve the fee. The proposed registration fee amount was not approved in October 2024 and the contractor was informed that the OPTN Board needed to proceed with a registration fee of \$868 for FY2025. HRSA directed the contractor to calculate the projected funds from registration fees (estimated registrations were 72,500 registrations) and add the \$6.5 million of federal appropriation funds allocated to the OPTN, for a total annual budget of \$69.4 million. The contractor removed several items from the budget, such as funds allocated for the Expeditious Taskforce, Directive work, and Executive Director compensation. These changes resulted in a reduction of the projected annual budget from \$78.7 to \$69.4 million.

Regarding the Operations Contractor costs, HRSA and the Operations Contractor have a cost-reimbursement contract; the contractor is reimbursed for work after it is done. The COO shared that the number of data requests has escalated quicker than requests in previous fiscal years.

The COO reviewed the March 2025 OPTN net resources (i.e., cash, accounts receivables). He shared that the cash in the operating and reserve accounts are based on stock market fluctuations. The Operations Contractor has been reimbursed for 60-70% of the partial voucher for the first four months of the fiscal year. The full vouchers (larger amounts) are approaching timelines for approval/resolution. The current OPTN operating account balance is approximately \$10 million. However, once the \$12-14 million of past due vouchers are resolved, the operating account balance will be at \$0 or less.

The COO shared that there is still more cash than liability, so the OPTN is in an overall positive net resource position.

The COO reviewed a snapshot of how the investments under the OPTN reserve accounts are managed. The OPTN has an active investment manager strategy, which means that the OPTN has a portfolio manager who oversees a host of investment managers from different investment houses to actively manage the OPTN reserve account. The COO described how they track and monitor the portfolio manager based on different data. There's an investment performance standard for the OPTN that highlights the overall strategy and how the OPTN operates on a ten-year period.

The OPTN has spent \$36.2 million of the budget to date. Through the first six months of FY2025, the Operators Contractor has been spending ahead of the budget by about \$1.6 million dollars, or roughly, 5% of the budget. This does not include a change in the budget number of the additional fees, or the additional requests with data, directives and investigations. A large portion of the increased spending has been related to net litigation costs. Other year to date variance explanations include personnel, meeting and travel, and purchased services. The contractor will look into whether there are credits from hotel spaces which the OPTN planned to use for in-person meetings but were ultimately canceled.

The OPTN Bylaw specifies that the OPTN reserve account should maintain a balance of three months of current operating expenses. The current balance of the OPTN reserve account is \$1.7 million above budget and is considered fully funded.

The Operators Contractor estimates that registrations will be within a half percent of the budgeted amount (72,500 registrations). The Operators Contractor expects that the OPTN will see a slight decrease in the variance of registrations for April 2025.

The Finance Committee, HRSA, and the Operators Contractor will begin weekly meetings in May to work on the FY2026 draft budget. During these meetings, the group will review the policy projects that are deemed large versus small, current research, staffing models, and how many calls are expected in the organ center.

The group will also discuss whether the FY2025 OPTN registration fee needs to be increased. The budget for FY2026 must be submitted 90 days before the start of the new fiscal year. As new fiscal year begins on September 30th, the OPTN budget must be voted on and approved by the Board by June 30th. A fee recommendation must also be made to the HHS Secretary by June 30th. Historically, there has been a

standalone Board meeting at the end of June to focus solely on the OPTN budget, to allow ample time for questions, discussions and to be confident in putting a vote on the budget.

The Treasurer noted that the Finance Committee prepares the upcoming fiscal year budget in real time, meaning they create a budget based on the information that they currently have, and if information changes, the Committee can revisit the original budget. The Finance Committee also does not have the nimbleness to plan for contingencies; the budget must be concrete.

A Board member asked how HHS restructuring may influence the OPTN's federal appropriations and FY2026 budget. The Treasurer stated that the OPTN has not had an increase in appropriations in several years and have not been made aware of any changes at this time. Another Board member recommended that HRSA consider allowing the Board to increase the registration fee cost to absorb increasingly expenses each year. HRSA acknowledged that the OPTN is operating in a constrained resource environment. Historically, the OPTN budget has been determined by listing fees and HRSA is not opposed to changes to the listing fee, but it would require a highly detailed process.

Adjourn

The President thanked the Board for their participation in the discussion and adjourned the meeting.