

## Special Election Update Frequently Asked Questions

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### Questions About the Special Election Process

#### 1. Why is HRSA holding a special election to seat a new OPTN Board of Directors?

For 40 years, the OPTN Board of Directors was the same as the corporate board of directors for the OPTN contractor, which raised issues about potential conflicts of interest. Now, as part of the OPTN modernization initiative and in line with the bipartisan [Securing the U.S. Organ Procurement and Transplantation Network Act](#), HRSA has separated the OPTN Board of Directors from the OPTN contractor so that the board may better serve the interests of patients and their families. This step is key to HRSA's commitment to strengthening OPTN governance and preventing conflicts of interest within the network. Moving forward, no member of the OPTN Board can be employed by or on an OPTN vendor's board of directors.

To ensure that the OPTN Board is completely independent of OPTN contractors and free of conflict, HRSA will hold a special election for a new OPTN Board of Directors. HRSA has [contracted with the American Institutes for Research® \(AIR®\)](#) as its Board Support Contractor to assist with the special election.

#### 2. When will the special election be held?

HRSA will share the exact dates once they are set. HRSA anticipates that the election will be held at the end of May or early June 2025, and materials will be circulated a week beforehand.

#### 3. Who will vote on the slate of the OPTN Board of Directors? Will candidates' credentials be known when voting?

OPTN members with voting privileges will vote on the slate of candidates. Each position on the OPTN Board will be contested. A voting guide with candidate statements will be made available a week ahead of the election.

#### 4. What steps are being taken to ensure a smooth and timely transition from the current Board to the new Board after the special election?

Working with HRSA, AIR is developing a robust board training and onboarding plan to help the new Board understand their roles and responsibilities, monitor and mitigate conflicts of interest, and comply with policies and processes. To help ensure a smooth transition, there will be an overlap in the time that the new Board is elected and the end of the terms for current Board members. This overlap will allow for knowledge sharing and shadowing during Board meetings and other activities, and it will allow new Board members to become oriented to their roles. Both the current and newly elected Board members will be invited to the June Board meeting.

**5. If all Board members are elected to the OPTN Board at once, how will HRSA ensure that members' terms remain staggered in the future?**

After the election, Board members will be assigned to staggered term lengths. This staggering will prevent all Board members in one composition category from turning over at the same time.

**6. How will a new executive director for the board be appointed?**

In partnership with HRSA and the newly seated OPTN Board, AIR will support the recruitment and appointment of a new executive director for the OPTN Board of Directors. After being seated in July 2025, the newly seated OPTN Board will be directly involved in the selection process, including reviewing candidates and participating in interviews.

**Questions About the Application and Review Process**

**1. Are candidates for the Board limited to OPTN members?**

No. Members of the general public can apply and will be considered for the Board. The call for nominations will be sent through public-facing emails and is posted on the [OPTN Modernization Initiative website](#) and the [OPTN Special Election webpage](#).

**2. How many individuals are currently on the OPTN Board? Moving forward, will this change, and what will be the composition of the Board?**

The OPTN bylaws state that the OPTN Board must have between 34 and 42 members. The current Board has a total of 42 members. The TNC will determine the number of members on the new Board as they create the new slate. The composition of the Board will follow the percentages listed in the OPTN Final Rule and the OPTN bylaws. The TNC will ensure a breadth of experience both regionally and among the identified roles needed to make the Board successful.

**3. For the scoring rubric, does a patient need to score well in all categories (i.e., lived experience, ethics, governance, finance, logistics and operations) to be chosen for the final slate?**

No. A patient does not need to score well in all categories to be chosen for the final slate. TNC members will look for applicants with lived experience who have characteristics and experience that will be essential for the new Board.

**4. Will applicants be interviewed by the TNC before they are selected or will the TNC only review application submissions?**

The TNC will interview applicants who move forward from the initial rounds of review.

**5. Will the TNC or HRSA make the final decision on the slate?**

The TNC will make a recommendation to the Secretary of the U.S. Department of Health and Human Services (HHS), who will approve the final slate.

**6. What is considered a conflict of interest? Will people be automatically excluded if they have a conflict of interest?**

Conflicts of interest can be situations in which a person is in a position to derive personal benefit from actions or decisions made in their official OPTN capacity. Along with the [volunteer interest form](#), applicants will be asked to fill out a [conflict of interest disclosure questionnaire](#), where they will disclose any potential conflicts of interest by responding to questions asked in the form. Disclosure of a conflict of interest does not automatically exclude an applicant from consideration for the Board.

**7. How will you guarantee that the new Board is truly independent of outside influence?**

HRSA is ensuring that the new Board is independent from inappropriate outside influence, as defined by the conflict of interest policy and disclosure form all applicants are submitting with their application. In addition, the TNC has decided on [exclusion criteria specified for this special election](#), including a 10-year cooling-off period for anyone currently serving on the Board or for anyone who served on the Board for the previous 10 years.

HRSA formed a TNC composed of members who are free from conflicts of interest, with representation from transplant patients, organ donors, families of transplant patients, and a variety of transplant professionals and non-transplant professionals. The TNC is responsible for recommending a slate of Board candidates to the HHS secretary.

HRSA has oversight over the OPTN in statute to ensure it is operating as intended.

**8. Are OPTN committee members excluded from applying to be a member of the Board?**

No. OPTN committee members are not excluded from applying to be a Board member so long as they do not meet the [exclusion criteria](#).

**9. How will you ensure enough representation from the different transplant communities and patient groups (e.g., pediatric community, thoracic community, kidney recipients) on the new Board?**

The TNC has reviewed a large amount of community feedback, including a needs assessment from the previous Nominating Committee that specified the need for representation from multiple professional and patient communities. Additional community feedback included continuing representation from the 11 regions on the new Board and ensuring representation of pediatric advocates, experts, and medical providers. The TNC will ensure inclusion of pediatric representatives on the Board and continued representation on the Board from the 11 regions.

In addition, the TNC will adhere to the required composition percentage requirements as specified in the OPTN Final Rule and the OPTN bylaws.

**10. Will the volunteer nonprofit societies have a seat on the OPTN Board? If so, how will any society be selected?**

The TNC will follow the composition percentages and requirements as outlined in the OPTN Final Rule. The TNC invites scientific organizations, professional societies, and associations to submit nominations during the open application period.

**11. How was the nominating committee for the special election formed?**

The TNC was established under the direction of the Secretary of HHS. The TNC reflects the relative backgrounds, skills, and expertise that HRSA deemed appropriate to meet the goals of the OPTN Modernization Initiative, including ensuring the members are free from any conflicts of interest. A solicitation for nominations was posted publicly on the OPTN website. As the Board Support Contractor, AIR reached out to organizations with specified areas of expertise to solicit nominations for the TNC via the OPTN electronic mailing list and targeted emails. These areas of expertise included, but were not limited to, expertise in nonprofit/board governance, accountability, health system change, and ethics. TNC members also represent communities such as transplant surgeons and physicians, transplant coordinators, organ procurement organizations, transplant hospitals, and individuals who are transplant candidates, recipients, donors, or family members.