

**OPTN Board of Directors
Meeting Summary
June 25, 2024
Webex**

**Dianne LaPointe Rudow, ANP-BC, DNP, FAAN, President
Richard Formica, MD, Vice President**

Introduction

The Board of Directors met via Webex on 06/25/2024 to discuss the following agenda items and public comment items:

1. Welcome and Announcements
2. Fiscal Year 2025 OPTN Budget Recommendation and Discussion*
3. OPTN Strategic Plan 2024-2027*
4. OPTN Board Independence Update

The following is a summary of the Board of Directors discussion.

1. Welcome and Announcements

Dianne LaPointe Rudow, OPTN President, welcome the Board and reviewed the proposed agenda for the meeting.

2. Fiscal Year 2025 OPTN Budget Recommendation and Discussion*

Andrea Tietjen, OPTN Treasurer, presented the Fiscal Year (FY) 2025 OPTN Budget recommendation from the Finance Committee. Ms. Tietjen presented a summary of the Finance Committee's work since December 2023, and a summary of the FY25 budget submission, including the OPTN Functional Expense Statement and an update on the OPTN Operating Account. Ms. Tietjen shared the corresponding OPTN tasks for the FY25 OPTN Budget Voucher and FY25 expense categories, and she presented the committee's FY25 registration fee recommendation and how this compares to the OPTN Registration Fee from 2016 to 2025.

Ms. Tietjen shared the charge of the Finance Committee, and explained that the Board's role is to actively participate in the committee's report to the board and to review and understand the process and work conducted by the Finance Committee to recommend the FY25 budget. Ms. Tietjen explained that the Board will be asked to vote on the recommended FY25 budget and registration fee proposed by the Finance Committee.

Ms. Tietjen shared an overview of the FY25 budget. She explained that the committee composed the budget based on information they currently have available to them, with the understanding and recognition that the budget will likely need to be revised with tasks being awarded to multiple contractors in the future. The Finance Committee proposed a budget for FY25 of \$78.7 million dollars, which is supported by the OPTN Registration Fee of \$1,025, noting that the OPTN Registration Fee has not changed since FY22 and has remained \$868 for the past three fiscal years.

Ms. Tietjen shared that in the FY25 budget there are significant additions to the budget due to secretarial directives to change pre-waitlist data collection and ventilated patient data collection. Ms. Tietjen explained that the budget has changed to provide support for the Expeditious Task Force's work

streams. She explained that these two additions to the budget have resulted in an increase of \$9 million dollars.

Mr. Dale Smith, Chief Operations Officer, presented the OPTN expense budget in detail, noting each of the expenses included in the budget. He shared that these expenses are broke up into personnel expenses, meetings and travel, legal fees, purchased services, facilities, IT and telecommunications, and other direct costs. Mr. Smith explained that the committee also reviewed OPTN indirect costs within the budget. Mr. Smith shared the history of the OPTN budget since FY16 and highlighted that the OPTN Budget has seen a compounded annual growth rate of 4.6% since FY16.

Mr. Smith presented the OPTN Operating Account position, the FY25 OPTN Budget Voucher and the corresponding task numbers, the OPTN task descriptions, and the FY25 budgeted expenses by function. Mr. Smith presented the committee's calculation on the proposed fee for FY25 and shared that since FY16 the registration fee has a compounded annual growth rate of 2.36%.

Summary of Discussion:

The Board discussed the indirect costs projected for FY25 as they have increased over the past year. The Board discussed the registration fee and how the Board anticipates the increase may be received by the community. The Board discussed the process of approving the budget, and next steps if the Board approved the budget but HRSA later returned the budget to the Board to revise. The Board also discussed whether there would be any potential impact to the OPTN budget if one of the future OPTN contractors were a for-profit company, instead of a nonprofit company.

The Board asked how the Finance Committee would be involved in the budget moving forward with multiple contractors, and a Board member asked about committee's role when discussing the budget for the extension contract. A representative from HRSA shared that the contracting process is a federal contract operation and therefore the Finance Committee was not involved with the process, as this conversation was between the government and the contractor. The representative from HRSA shared that due to federal contracting laws, once the government and the contractor came to a decision, then the Finance Committee would be consulted on the contract extension and the associated funds.

The Board discussed the difficulty in solidifying a proposed budget when the future of the OPTN is unclear. Ms. Tietjen explained that the Finance Committee used the resources and information available to them at this time. Dr. LaPointe Rudow shared that the Finance Committee and the Board have the authority to revisit the budget if they deem this appropriate in the future.

A Board member noted their concern for approving the budget when the budget has not been approved by HRSA for the last two fiscal years. The Board member noted their concern in increasing the registration fee in the proposed FY25 budget because increasing the registration fee has been a point of concern from the government in the past.

The Board discussed next steps associated with the budget. The Board discussed that if they approved the budget, then the proposal would be sent to the Secretary of HHS for consideration. A representative from HRSA shared that the Board has authority over the OPTN budget, however the HHS Secretary has authority over the registration fee.

Vote:

With a vote of 19 approve, 0 decline, and 4 abstain the Board approved the following resolution:

RESOLVED, that the FY 2025 OPTN Operating Budget of \$78,754,354 is hereby approved, effective October 1, 2024.

FURTHER RESOLVED, that changes to *Policy 3.4.A: Registration Fee*, as set forth below, are hereby approved, effective October 1, 2024.

3.4.A Registration Fee: The registration fee of ~~\$868~~ \$1,025 for the registration of a transplant candidate is authorized by 42 C.F.R. § 121.5(c) and OPTN Bylaws Section 1.2(D): *Registration Fees*.

3. OPTN Strategic Plan 2024-2027*

Dr. LaPointe Rudow presented the OPTN Strategic Plan 2024-2027 to the Board. Dr. LaPointe Rudow presented the proposed plan, the timeline the plan has followed, and the purpose of the plan. She presented the four proposed goals in detail, including each of the goal's proposed objectives and metrics. Dr. LaPointe Rudow shared the public comment analysis, the changes the committee made after public comment, the feedback provided by HRSA on the plan, and how the feedback from HRSA was incorporated into the plan. Dr. LaPointe Rudow also shared the implementation considerations for the plan.

Summary of Discussion:

The Board discussed the metrics associated with Goal 4 of the plan to support the OPTN Modernization Initiative, and how the specific metrics to measure the OPTN's progress towards modernization will be measured. The Board also discussed incorporating non-utilization into the plan, and how to incorporate non-utilization into the metrics of the plan.

Vote:

The Board unanimously approved the following resolution:

RESOLVED, that the 2024-2027 OPTN Strategic Plan, as set forth in the materials provided to the OPTN Board of Directors on 06/24/2024, is hereby approved, effective July 1, 2024.

4. OPTN Board Independence

Dr. LaPointe Rudow provided an update on OPTN Board Independence. She shared conversations that have taken place between OPTN Board Leadership and HRSA about incorporating the OPTN Board. She shared that HRSA provided OPTN Board Leadership with incorporation documents for INVEST (Independent Network of Volunteers for Equitable and Safe Transplantation), which has become an incorporated 501(c)3 in Delaware, that will ultimately house the OPTN Board. Dr. LaPointe Rudow shared that draft bylaws for INVEST have been shared with Board Leadership, but nothing is final at this time. She shared that this transition to an independent OPTN Board would not be complete by the originally intended date of June 30.

Dr. LaPointe Rudow shared how the definition of the OPTN has changed since Congress modified NOTA and shared that whereas before, the OPTN was labeled as an entity, it is now labeled as a program or network within NOTA. Dr. LaPointe Rudow shared that although the incorporation of INVEST is complete, there are still many items that Board Leadership and HRSA are discussing and need to finalize. Dr. LaPointe Rudow shared that these topics include:

- Clarify that state and federal law permits the new structure
- Ensure legal protections of the Board and Committee volunteers
- Construct definition of the OPTN and OPTN members
- Determine who is responsible for hiring the OPTN Executive Director
- Review and approve INVEST Bylaws
- Review OPTN bylaws and policies

- Define members of INVEST and the OPTN
- Determine voting privileges of members of non-incorporated OPTN
- Develop a process for the OPTN Board to vote on changes
- Finalize designation agreement

Summary of Discussion:

The Board discussed that under this new structure, the OPTN Board of Directors would serve as the INVEST Board of Directors and the OPTN Board of Directors. Dr. LaPointe Rudow shared that to ensure the Board has all the protections necessary to operate, HRSA felt strongly that INVEST should be designated as the OPTN Board. She noted that if this structure does not work as intended, then another option could be pursued more easily. The Board discussed the existing OPTN Board and Committee structure and whether this would change under the new structure. Dr. LaPointe Rudow shared that this was a topic where decisions have not yet been made.

Dr. LaPointe Rudow noted that a list of outstanding questions from OPTN Board Leadership has been shared with HRSA. The Board discussed OPTN members and how they would operate under the new structure. The Board also discussed how patients would be included in the membership. HRSA shared that they were concerned about creating a membership organization construct again because of the impact it could potentially have on patients.

Next Steps:

The Board will continue to have discussions about an independent OPTN Board of Directors.

Attendance

- **Board Members**
 - Andrea Tietjen
 - Andrew Kao
 - Bhargav Mistry
 - Christopher Jones
 - Christopher Woody
 - Daniel Yip
 - Dianne LaPointe Rudow
 - Emily Blumberg
 - George Surratt
 - Ginny McBride
 - Jen Lau
 - Jerry McCauley
 - Jim Sharrock
 - Julie Spear
 - Kelley Hitchman
 - Laura Butler
 - Laurel Avery
 - Meg Rogers
 - Melissa McQueen
 - Michael Kwan
 - Nicole Hayde
 - Silas Norman
 - Stuart Sweet
 - Valinda Jones
 - Wendy Garrison
- **HRSA Representatives**
 - Adrienne Goodrich-Doctor
 - Aite Aigbe
 - Chris McLaughlin
 - Frank Holloman
 - Marilyn Levi
 - Pilar Martinez Marin
- **UNOS Staff**
 - Anna Messmer
 - Dale Smith
 - Julie Nolan
 - Lauren Mauk
 - Liz Robbins Callahan
 - Maureen McBride
 - Morgan Jupe
 - Roger Brown
 - Ryan Ehrensberger
 - Steven Hall
 - Susie Sprinson
 - Trish Jasion