

Exhibit B: Board of Directors Member Descriptions

Board of Directors Member Description

All Board members must commit to the Member Description. Additional position-specific requirements and/or qualifications can be found by position type below.

Voting Directors of the Board are elected nationally and serve on the Board as fiduciaries to the OPTN.

Responsibilities and Obligations

As a Board of Directors member, an individual must be capable of and commit to fulfilling all of the following responsibilities for the duration of their term in office:

- Complete approximately 8 hours of virtual orientation training and approximately 1 hour of online training annually.
- Attend the June Board meeting in Richmond, Va., for in-person orientation prior to beginning your term July 1.
- Attend public comment meetings in your home region twice a year.
- Attend and participate in all in-person Board meetings. Board meetings are currently held in June and December of each year for approximately two and a half days. The OPTN covers reasonable costs and travel expenses related to in-person Board meetings.
- Prepare for Board meetings by reviewing agendas and supporting materials, ask informed questions, and make positive contribution to discussion during meetings. Treat others with trust and respect.
- Participate in the development, prioritization, and implementation of projects intended to further goals in the OPTN's strategic plan.
- Actively participate in Board Committees, work groups, and other special projects as requested.
- Stay informed of and meet all legal and fiduciary responsibilities.
- Act as an ambassador for the OPTN.
- Attest to carry out the responsibilities of the OPTN, using your own independent judgment in offering advice, opinions, votes or decision, irrespective of any responsibilities you may have to any other organization or the OPTN contractor (annually).
- Agree to abide by the OPTN Conflicts of Interest and Confidentiality Agreement and the UNOS Conflicts of Interest and Confidentiality policy (annually).
 - Article 2.7 of the OPTN Bylaws provides that "directors must disclose employment or activities that might provide personal or financial gain related to the outcomes of matters affecting the OPTN."

Travel and time commitment:

- Training and orientation: 8 hours of virtual training the spring prior to term start, attend June Board meeting (in Richmond, VA) in-person for training and observation.
- Attend public comment/regional meetings in your home region twice a year.
- Attend semiannual Board meetings in June and December (in-person, ~3 days).
- Attend monthly Board meetings (virtual, ~60-90 minutes).
- Optional committee service: additional monthly or quarterly calls.

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Personal qualities of integrity, credibility, and a passion for saving lives through organ procurement and transplantation.

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- A commitment to working with a diverse group of individuals and finding consensus.
- Demonstrated experience with and a commitment to fiduciary duties and the fundamentals of good governance.

Prior service on an OPTN standing or ad hoc committee is strongly preferred.

Board of Directors, President Description

The OPTN Board President participates in an uncontested ballot slot in the annual OPTN Board of Directors election and serves a one year term immediately following their term as Vice President/President-Elect. The President serves as the Chair of the Executive Committee and as an At-Large member of the OPTN Nominating Committee.

Responsibilities and Obligations:

As the OPTN Board President, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Serve as a trusted advisor to the Executive Director and the OPTN Board's four governance committees in the development and implementation strategic plan.
- Preside over Board in-person meetings and virtual meetings.
- Preside over all OPTN Executive Committee meetings (monthly and as needed).
- Appoint at-large members of Board committees and any vacancies that arise on standing and ad hoc committees. Travel and present on behalf of the OPTN during a portion of the regional meetings during each public comment cycle (~8-10 regional meetings annually).
- Make public appearances at key conferences and summits (~3-4 annually).
- Travel to OPTN Contractor headquarters in May and November to participate in a full day Board preparation session with HRSA and contractor staff.
- Review and approve agenda and supporting materials prior to Board and Board committee meetings.
- Participate in Board leadership calls as requested.

Board terms

The President must commit to three years of service as an officer to the Board of Directors:

- One year as the Vice-President/President-Elect.
- One year as the President.
- One year as the Immediate Past President

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Extensive prior service to the OPTN, including:
 - Current or prior service on the Board of Directors; and
 - Current or prior service on either the Membership and Professional Standards Committee (MPSC) or the Policy Oversight Committee (POC).
- A commitment to and understanding of the field of organ procurement and transplantation.
- A demonstrated ability for cultivating relationships and engaging, convening, facilitating, and building consensus among diverse stakeholders and constituencies.

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- Demonstrated experience with and a commitment to fiduciary duties and the fundamentals of good governance.

Board of Directors, Vice President Description

The Vice President is elected nationally on a contested ballot and serves a one-year term as the President-Elect of the OPTN Board of Directors before their one-year term as OPTN Board President. As such, the Vice President/President-Elect should be able to successfully carry out the duties of the OPTN President. The Vice President also serves on the OPTN Executive Committee and Chairs the OPTN Nominating Committee.

Responsibilities and Obligations: As the Vice President/President-Elect, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Serve as a trusted advisor to the President, Executive Director, and the Board's governance committees in the development and implementation of the strategic plan.
- Preside over Board and committee meetings when the President is absent.
- Appoint incoming standing and ad hoc committee members (minimum of 2 calls annually).
- Lead the OPTN Nominating Committee in conducting the annual Board recruitment and selection process in an open and transparent manner, resulting in a Board that is compliant with the Final Rule and OPTN Bylaws membership requirements (minimum of 8 calls annually).
- Serve as a non-voting member of the OPTN Membership & Professional Standards Committee (MPSC) (monthly calls and 3 in-person 2 day meetings annually).
- Travel and present on behalf of the OPTN during a portion of the regional meetings during each public comment cycle (~8-10 regional meetings annually).
- Make public appearances at key conferences and summits (~1-3 annually).
- Travel to OPTN Contractor headquarters in May and November to participate in a full day Board preparation session with HRSA and contractor staff.
- Review and approve agenda and supporting materials prior to Board and Board committee meetings.
- Participate in Board leadership calls as requested.
- Fulfill all responsibilities and obligations as a voting Board member as noted in the Member Position Description.

Term

The Vice President/President-Elect must commit to three years of service as an officer to the Board of Directors:

- One year as the Vice President/President-Elect
- One year as the President
- One year as the Immediate Past President

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Extensive prior service to the OPTN, including:
 - Current or prior service on the Board of Directors; and

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- Current or prior service on either the Membership and Professional Standards Committee (MPSC) *or* the Policy Oversight Committee (POC).
- A commitment to and understanding of the field of organ procurement and transplantation.
- A demonstrated ability for cultivating relationships and engaging, convening, facilitating, and building consensus among diverse stakeholders and constituencies.
- Demonstrated experience with and a commitment to fiduciary duties and the fundamentals of good governance.

Board of Directors, Immediate Past President Description

The Immediate Past President participates in an uncontested ballot slot in the annual Board of Directors election. They support continuity of leadership on the Board of Directors following their previous two years of service as President and Vice President. The Immediate Past President serves on the OPTN Executive and OPTN Nominating Committees.

Responsibilities and Obligations: As the Immediate Past President, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Serve as a trusted advisor to the President, Executive Director, and the Board's governance committees in the development and implementation of the OPTN strategic plan.
- Attend all Board, OPTN Executive, and OPTN Nominating Committee meetings.
- Participate in Board leadership calls as requested.

Term

The Immediate Past President commits to three years of service as an officer to the Board of Directors:

- One year as the Vice President/President-Elect.
- One year as the President.
- One year as the Immediate Past President

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Extensive prior service to the OPTN, including:
 - Current or prior service on the Board of Directors; and
 - Current or prior service on either the Membership and Professional Standards Committee (MPSC) *or* the Policy Oversight Committee (POC).
- A commitment to and understanding of the field of organ procurement and transplantation.
- A demonstrated ability for cultivating relationships and engaging, convening, facilitating, and building consensus among diverse stakeholders and constituencies.
- Demonstrated experience with and a commitment to director fiduciary duties and the fundamentals of good governance.

Board of Directors, Secretary Description

The Secretary is elected on a contested ballot and serves as a member of the Executive Committee.

Responsibilities and Obligations: As Secretary, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

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- Serve as a trusted advisor to the President, Executive Director, and the Board's governance committees in the development and implementation of the strategic plan.
- Attend and participate in a regional meeting during each public comment cycle.
- Review agenda and supporting materials prior to Board and committee meetings.
- Keep the minutes of all business transacted at Board meetings
- Fulfill all responsibilities and obligations as a voting Board member as noted in the Member Position Description.

Board terms

The Secretary must commit to two years of service to the Board of Directors and as a member of the Executive Committee.

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Extensive participation in the OPTN governance structure. Current or prior service on the Board of Directors is strongly preferred.
- A commitment to and understanding of the field of organ procurement and transplantation.
- Demonstrated experience with and a commitment to director fiduciary duties and the fundamentals of good governance.

Board of Directors, Treasurer Description

The Treasurer is elected on a contested ballot and reports to the Board of Directors regarding financial matters of the OPTN. The Treasurer also serves as chair of the Finance Committee and as a member of the Executive Committee.

Responsibilities and Obligations:

As Treasurer, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Serve as a trusted advisor to the President, Executive Director, and the Board's governance committees in the development and implementation of the OPTN strategic plans
- Preside over Finance Committee meetings.
- Work closely with OPTN Contractor's Chief Financial Officer.
- Lead the Finance Committee in the creation of the annual OPTN budget.
- Ensure that an annual audit and report of OPTN finances are completed and provide copies of both to the Directors and Executive Director.
- Support the financial oversight of the OPTN.
- Serve as assistant secretary and sign in place of the Secretary when necessary.
- Fulfill all responsibilities and obligations as a voting Board member as noted in the Member Position Description.

Term

The Treasurer must commit to two years of service to the Board of Directors, as chairperson of the Finance Committee, and as a member of the Executive Committee.

Qualifications

Individuals serving in this position must meet all of the following qualifications:

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- Extensive participation in the OPTN governance structure. Current or prior service on the Board of Directors is strongly preferred.
- Experience in financial services, management and/or governance.
- A commitment to and understanding of the field of organ procurement and transplantation.
- Demonstrated experience with and a commitment to director fiduciary duties and the fundamentals of good governance.

Board of Directors, Vice President of Patient & Donor Affairs, Member Description

The Vice President of Patient and Donor Affairs is elected on a contested ballot to represent the interests of patients, donors, and their family members on the Board of Directors. The VP of Patient and Donor Affairs also serves on the Executive and Nominating Committees.

Responsibilities and Obligations: As the Vice President of Patient & Donor Affairs, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Serve as a trusted advisor to the President, Executive Director, and the Board's governance committees in the development and implementation of the strategic plan.
- Serve as an ambassador for the patient, donor, and family members of the community and the Board.

Term

The VP of Patient and Donor Affairs must commit to two years of service to the Board of Directors.

Qualifications

Individuals serving in this position must meet all of the following qualifications:

- Extensive participation in the OPTN, including current or prior service on the Board of Directors
- A commitment to and understanding of the field of organ procurement and transplantation.
- A demonstrated ability for cultivating relationships and engaging, convening, facilitating, and building consensus among diverse stakeholders and constituencies, especially patients, donors and their family members.
- Demonstrated experience with and a commitment to director fiduciary duties and the fundamentals of good governance.

Board of Directors, Regional Councillor Member Description

Responsibilities and Obligations: As a Regional Councillor, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

- Preside over Regional Meetings.
- Serve as a liaison between the Board and OPTN Region

Term

- Regional Councillors are elected by their regions to serve a two-year term as an Associate Councillor on the membership & Professional Standards Committee (MPSC)

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- At the end of their two-year term on the MPSC, Regional Councillors are nationally elected on non-contested ballots to a two-year term on the board.

Board of Directors, At Large, Patient and Donor Affairs, Member Description

Voting Directors of the Board are elected nationally on a contested ballot and serve on the Board as fiduciaries to the OPTN. Duties described in this position description apply to all patient, donor or family members of the Board, regardless of position, unless otherwise noted.

Responsibilities and Obligations: As an At Large Patient and Donor Affairs Representative, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

Term

At-Large Patient, Donor or Family Members serve 3 year terms.

Patient & Donor Affairs Representatives may be:

- Transplant candidates
- Transplant recipients
- Organ donors
- Family members of transplant candidates, recipients or organ donors
- Representatives of voluntary health organizations
- Representatives of the general public

Board of Directors, At Large Member Description

Voting Directors of the Board are elected nationally and serve on the Board as fiduciaries to the OPTN and UNOS. Duties described in this position description apply to all members of the Board, regardless of position, unless otherwise noted.

Responsibilities and Obligations: As an At Large Representative, an individual must be capable of and commit to fulfilling all of the responsibilities and obligations of a voting board member as stated in the Board Member Description as well as the following responsibilities for the duration of the term in office:

Term

At-Large Members of the Board (not patient, donor or family member) serve two-year terms.