

**OPTN Executive Committee  
Code of Conduct Work Group  
Meeting Summary  
February 7, 2024  
Webex**

**Dianne LaPointe Rudow, ANP-BC, DNP, FAAN, Chair**

## **Introduction**

The OPTN Executive Committee Code of Conduct Work Group met via Webex teleconference on 02/07/2024 to discuss the following agenda item:

1. Code of Conduct Project Kickoff

The following is a summary of the Work Group's discussion.

### **1. Code of Conduct Project Kickoff**

Contractor staff shared the work of the OPTN Executive Committee to create an OPTN Code of Conduct. The Code of Conduct Work Group was created by the Executive Committee to create a Code of Conduct for all OPTN volunteers to adhere to. They noted prior work completed by the Executive Committee on a Whistleblower Policy. Contractor staff shared the charge of the work group and shared the purpose of a code of conduct. Contractor staff shared that the objectives of the meeting were to agree upon a project plan and the scope of the OPTN Code of Conduct, and for the work group to begin to outline which provisions should be included in the code of conduct.

Contractor staff presented the proposed timeline and project plan to the work group. The four parts of the project plan were to discuss components of a code of conduct, review and evaluate sample language for each provision of the code, determine operationalization of the code, and to determine codification and presentation of the code.

Contractor staff presented common nonprofit board policies for the work group to consider utilizing for the OPTN. Policies to include within a code of conduct were broken up into three main groups: duty of care, duty of loyalty, and duty of compliance. Contractor staff explained each of these pillars, where practices within the current state of the OPTN can be adopted into each of these three categories, and what provisions they may want to consider for the OPTN.

#### Summary of Discussion:

Work group members discussed the work group charge and discussed the potential of editing the charge. Contractor staff explained that the work group can edit their charge as their work progresses and as needed.

Work group members decided that the OPTN Code of Conduct should apply to all volunteers, but that there should be separate documents to outline the provisions specific to Board members, committee leadership, and committee members. Work group members discussed verbiage to include in the code of conduct to ensure that all volunteers are able to understand and abide by the code.

A work group member asked how the OPTN plans to evaluate complaints associated with volunteers violating the OPTN Code of Conduct. The work group considered whether a violation of the code of

conduct should be sent to the Membership and Professional Standards Committee (MPSC) for review. Contractor staff explained that a code of conduct is usually self-regulating and a way for the public to know what standards the OPTN is holding its volunteers to.

A work group member suggested that the group consider a code of conduct for the community when engaging in the policymaking process. Contractor staff noted that the OPTN has public comments standards and rules of engagement for regional meeting participation. The work group discussed how to ensure participants that are not OPTN members adhere to OPTN standards during public comment and regional meetings. The work group discussed that these standards could be included somewhere in OPTN standards and that they did not need to be included in OPTN bylaws.

A work group member suggested that the Board sign the OPTN Code of Conduct annually, just as they do for all other forms required for their Board service.

When discussing duty of care, the work group discussed what expectations the OPTN should have for Board members and volunteers. The work group discussed attendance parameters, including a minimum attendance rate, in duty of care. A work group member suggested the OPTN create job descriptions for volunteers to outline their duties and to have them attest to carry out their obligations to the OPTN.

When discussing duty of loyalty, the work group discussed volunteer fiduciary responsibilities to the OPTN, but also whether volunteers should be authorized to make statements on behalf of the OPTN. Work group members discussed the difficulty in enforcing some of these volunteer responsibilities when it comes to duty of loyalty and duty of compliance. A work group member commented on whether duty of care and duty of loyalty should be implemented for non-Board members. Work group members discussed what the appropriate avenues were for OPTN volunteers to use their title and involvement in the OPTN on efforts outside of their volunteer role and responsibilities.

Next steps:

The work group will review examples of provisions and codes of conduct from other organizations to discuss during their next meeting.

## Attendance

- **Work Group Members**
  - Andrea Tietjen
  - Dianne LaPointe Rudow
  - Jim Sharrock
  - Ginny McBride
  - Jen Lau
  - Wendy Garrison
  - Christopher Jones
- **HRSA Representatives**
  - Christopher McLaughlin
- **UNOS Staff**
  - Anna Messmer
  - James Alcorn
  - Kaitlin Swanner
  - Morgan Jupe
  - Rebecca Murdock
  - Roger Brown