

OPTN Board of Directors Meeting Summary

Meeting Information: Agenda and Attendees

Wednesday, June 4, 2025 | 5:00–6:00 p.m. ET Location of Event: Zoom

The following are meeting minutes from the OPTN Board of Directors meeting, which took place on June 4, 2025, 5:00–6:00 p.m. ET.

Agenda

Open Session

- Welcome and Announcements
- Ratification of Special Election Results
- Policy Oversight Committee (POC) New Project Approvals:
 - Require Patient Notification for Inactive Status (Transplant Coordinators Committee)
 - Modify Lung Allocation by Candidate Biology
- Finance Committee Update
- Adjourn

Attendees

Attendee Name(s)	Affiliation
Richard Formica, Lloyd Ratner, Andrea Tietjen, Jennifer Muriett, Dianne Lapointe Rudow, Deborah Adey, Caroline Alquist, Sandra Amaral, Emily Blumberg, Laura Butler, Erika Demars, Dev Desai, Dorrie Dils, Lori Downing, Garrett Erdle, Katrina Fields, Tonya Gomez, Robert Harland, Calvin Henry, Christopher Jones, Glen Kelley, Catherine Kling, Michael Kwan, Deborah Levine, Nancy Metzler, Amanda Nathan, Silas Norman, Sara Rasmussen, George Surratt, J. David Vega, Betsy Walsh	OPTN Board of Directors
Aitebureme Aigbe, Shantel Delgado, Brianna Doby, Carolyn Nganga-Good, Stephanie Grosser, Amy Harbaugh, Frank Holloman, Marilyn Levi, Raymond Lynch, Joni Mills, Jon Snyder	HRSA Representatives
Christine Jones, Rachel Shapiro, Vanessa Amankwaa, Thomas Barker, George Barnette, Melanie Bartlett, Tennille Daniels, Jadyn Dunning, Karen Edwards, Becca Fritz, Samuel Hoff, Tessa Kieffer, Mona Kilany, Mary Lavelle, Laila Odeh, Christina Sledge	OPTN Board Support Staff
Lindsey Larkin, Jamie Panko, Kelley Poff, Kaitlin Swanner	OPTN Operations Staff
Roslyn Mannon, Ryutaro Hirose	SRTR Representatives

Attendee Name(s)	Affiliation
Christine Brenner, Matthew Hartwig, Jennifer Prinz	OPTN Committee Representatives
Rexanah Wyse Morrisette	OPTN Interim Executive Director

Meeting Summary

Welcome and Announcements

After reaching a quorum, the Board President welcomed attendees and started the meeting.

Ratification of Special Election Results

The Health Resources and Services Administration (HRSA) thanked the Transitional Nominating Committees (TNC) for the work they completed regarding the special election. HRSA thanked the OPTN members for voting and noted that the 2025 Special Election had a high voting turnout with 83% of members voting.

HRSA reviewed the Board composition, stating that the elected Board consists of 17 transplant physicians and surgeons, 9 transplant recipients, transplant candidates, organ donors, and family members, and 8 representatives of organ procurement organizations (OPOs), transplant hospitals, voluntary health association, transplant coordinators, histocompatibility experts, non-physician transplant professionals, and the general public.

HRSA showed the names of the Special Election winners and stated that this list will be uploaded to Box so that all Board members can review this information.

HRSA noted that there were ties for the third OPO Representative position and the Region 8 Associate Councilor position. A runoff election will take place from June 9-16, 2025. This information will be announced to all OPTN members Friday, June 6, 2025. OPTN members with voting privileges will receive their ballots on June 8th and will be instructed to vote on the remaining OPO Representative Positions. Only voting members from Region 8 will be eligible to vote for their Associate Regional Councilor. Since voting members in Region 8 will be presented with the same voting options, only Region 8 voting representatives who did not cast a vote in the main election will be asked to vote to break the tie. Additionally, HRSA will be adding an “abstain” option to both ballot questions based on feedback.

HRSA reminded the Board that there will be a randomized staggering of term lengths so that all Board members do not turn over at the same time and to ensure continuity moving forward.

HRSA stated that in addition to having 9 people in the patient/donor/family member category, 14 of the 34 elected Board members (41%) have lived experience as a transplant candidate, transplant recipient, living organ donor, and/or family member.

The President invited the Board to share their opinions or ask questions about the election update.

- One Board member expressed concern that two of the potential Board members are at the same institution.
- One Board member asked what the process is if the Board does not ratify the slate; the President asked to table that question unless they arrive at that conclusion.
- One Board member expressed concern that the non-surgeon physicians are underrepresented.
- One Board member reminded the Board that they do not have to approve this slate and expressed concern that there was a lack transparency through this process. The member stated three main issues:
 - The Board member said the Board was not given an opportunity to make suggestions or comments throughout this process, but are being asked to approve this slate, which would provide legitimacy to a process that was not transparent.
 - The Board member said the bylaws state that there should be an election for associate councilors, and the people running for councilor and associate councilor should not be the same people, but in this case the people who lost in the regional elections were put back on the slate for a national position and the rest were put on the slate for associate councilor positions, allowing them two opportunities to be voted in, which is an unfair advantage.
 - The Board member said that the members voted for a slate of candidates but did not vote for officers (e.g., President, Vice President, Vice President of Patient and Donor Affairs, etc.), and the bylaws state that the membership pick these roles, but this special election is allowing the new Board to select the officers. The Board member stated that it is concerning to approve this election without knowledge of who will serve in the officer positions, which require time, stamina, and experience.
- One Board member expressed concern that there were not any non-physicians serving as councilors on the slate and this slate shows a step backwards in engagement of non-physicians. They also expressed concern that there is only one living donor on the slate since about one third of individuals who are donors are living donors.
- One Board member asked HRSA if there were any changes between the recommended slate from the TNC and the slate that was put out for voting. HRSA stated that all candidates were recommended by the TNC but there were changes to some of the groups. The Board member asked if there was an evaluation of the Board being representative of the patients that are served, in terms of gender, race, and regional representation, as they noticed a disproportionate amount of males and Region 6 only had one person on the slate. HRSA stated that given Executive Orders, they did not collect this information to determine Board composition. HRSA also stated that the

percent of female physicians or surgeons who applied stayed consistent with the percent that are on the Board; the Board member stated this was not a valid comparison. The Board member asked if HRSA looked at the regions and HRSA stated they did look at the regions but there were many different considerations and though it was part of the conversation it was not a deciding factor. Multiple Board members expressed disappointment that demographic information was not collected. The Board member also asked how the officer roles will be selected. HRSA stated that they are waiting until the election is over to confirm who is interested in running for the positions among the candidates that were elected.

- One Board member expressed concern that there is only one deceased donor family, while these families compose 70% of donations, and echoed concerns about equity, diversity, and inclusion.
- One Board member asked how removing the officers from the slate will impact the way the Board is currently composed as that could potentially rectify some of the concerns the current Board is expressing. HRSA stated they will provide more information about the next steps for officers positions soon. The Board member stated that HRSA's response to their question would inform how they vote, and it is difficult to vote without understanding the impact of the officer selection. HRSA stated they are still considering some feedback about this process, but the plan has been to have officers selected from people that were elected. HRSA reminded the group that the final rule states the Executive Committee (EC) will be selected from the newly seated Board and the officers are a part of the EC, but they are currently reviewing feedback about this process.
- One Board member clarified that the bylaws state that the Board elects the EC, but the officers are elected by the membership. They expressed concern that they are being asked to vote without understanding the full plan for how things will move forward, and stated they do not have enough information to vote.
- The President and one Board member expressed concerns regarding the potential of the President being a regional councilor.
- One Board member asked if the incoming Board is going to be 34 members instead of 42 members and if so, why, considering representation was given up to achieve this smaller size. HRSA stated that the bylaws state that the Board can be between 34 to 42 members. The Board member asked if there were 34 people presented to the Secretary and HRSA stated that it was between a 34-35 person Board at all times. The Board member stated that they believe it is shortsighted to willfully create a Board that is not representative of the stakeholders they represent since this entire system and process is based upon trust, fairness, and transparency.
- One Board member asked why there were uncontested candidates on the ballot when that was one of the main criticisms of the old process. HRSA stated that it was their intention to have all seats contested, but it did not work out that way due to the shorter process and timeline. The Board member stated that HRSA highlighted that there were at least three pediatric representatives and of the 130 people there are going to be many people with pediatric experience, and they found it extremely disappointing and unbelievable that they could not find one extra person with pediatric experience to put on the ballot. HRSA stated they strived for

everything to be contested but two positions were not, and they wanted to make sure a specific type of pediatric voice had that spot. The Board member stated that the internal data is inconsistent to people who have enough knowledge about this community, and as a Board they represent people who do not have enough knowledge but trust this process.

- One Board member stated that this short timeline was artificially decided upon by HRSA itself and that they owe their patient communities the best outcome instead of the most expedient one. They stated that the OPTN Modernization Initiative is very important and HRSA has decided a new Board is necessary to complete this work, but there is no reason why the Board had to be elected in a compressed timeline, and even if the process was intended to be thorough and thoughtful, it was unclear to the current Board who is being asked to ratify the results. The Board member stated that they nominated two highly qualified and interested pediatric specialists who were not interviewed, and asked if any feedback will be provided to candidates who were not selected to be interviewed.
- One Board member reminded the Board that they are a representative body, and it is concerning that they are losing representation and transparency, and they have concerns about voting for this Board. They also expressed concern that as a voting representative, they were forced to vote affirmatively for the uncontested candidates. They stated that there were major process problems and they are going backwards on diversity, representation, and equity, and cannot personally vote for this. The Board member added that they have nothing against any of the individuals on the slate and they know some of them personally and they would do a great job.

The President asked someone to put forward a motion to vote. One member put forward a motion, and another member seconded that motion.

Before voting, HRSA clarified that to abstain counts as a vote to reject, and AIR stated that according to the bylaws, for the vote to pass there needs to be 50% of the quorum plus one.

Voting Results: 5 approve, 19 reject, 6 abstain

The President stated that he knows over 70% of the candidates and knows they are highly qualified and will do great work, but there are legitimate concerns from this group about the process. He also stated that in other professional fiduciary roles you would not approve of something you did not have responsibility for creating. He stated that the Board will be seated regardless but suggested that the group put forward a motion to have the Secretary make the decision so that the concerns are registered, they are not taking responsibility for work they have not done themselves, and they can ensure there is still continuity moving forward. The President asked for the Board's comments on this:

- One Board member expressed concerns that there will be community reactions to this without background information.
- One Board member stated they agree a Board needs to be seated and they trust the people on the Board. They said the current Board should send a letter that formally explains that this vote

was not about this specific Board but about the balance in the process. They also said the letter should explain that it is important for this Board to have a diversity of opinions that adequately represent the donor families, patients, and has a mix of non-surgeon physicians and surgeons.

- The President stated that he and the OPTN Interim Executive Director will have to be co-authors of the letter that is sent to the Secretary asking for an intervention, and they can work with the OPTN Board Support Contractor to articulate a summary of the reasoning behind the Board's reluctance to approve this slate.
- One Board member expressed concern that having the Board make a decision that is upended by the HHS Secretary undermines the Board and Committee structure.
- One Board member asked if they need to make a recommendation to the Secretary at all, or if they can simply state they do not endorse this new Board and not make a recommendation at all. The President stated that is an option.
- One Board member asked if the letter would share all perspectives or just the majority of the vote, and the President said the majority of the vote was negative but there could be context included for balance.
- One Board member asked how they can share this letter to the OPTN community because it is not going to be reflected by HRSA, and the President stated he hears this concern but does not know the answer to this question.
- One Board member asked if a press release would be put out about the voting item, what the discussion was, and why it was voted down so that the community is informed and this discussion is transparent. The President stated his agreement with this approach.
- The President discussed revised voting language, explaining that this idea was created to have a next step in case the Board vote was negative, but people should not feel obliged to vote for this if they feel it is the wrong step.
- One Board member asked if this process consists of requesting the contractor to provide this information to the community, and the President affirmed this.
- One Board member asked if it explicitly says somewhere that the Board chose not to ratify this slate, and the President said this is a good idea, and added they can state the Board recommends the Secretary take the appropriate action.
- One Board member asked if this implies that the Secretary should ratify the slate, but the Board is taking themselves out of this, and another Board member stated this is why they do not think this is the correct wording.
- One Board member stated that regardless of whether or not they ask the Secretary to do something, the Secretary will act as he chooses and it is within his right to do so, so they should let their vote stand for itself. The President agreed with this approach, and decided to withdraw this motion.

Adjourn

The President stated that given the meeting exceeded the scheduled time, they will move the Finance Committee update and the Policy Oversight Committee Proposals to the next Board meeting. The President thanked the Board for their participation in the discussion and adjourned the meeting.