

ORGAN PROCUREMENT AND TRANSPLANTATION NETWORK (OPTN)

CHARTER

This Charter governs the structure and operation of the Organ Procurement and Transplantation Network (OPTN). By accepting membership in the OPTN, each Member agrees to comply with all applicable provisions of the National Organ Transplant Act, as amended, 42 U.S.C. 273 *et seq.*; OPTN Final Rule, 42 CFR Part 121; this Charter; the OPTN Bylaws; and OPTN policies as in effect from time to time. The OPTN will conduct ongoing and periodic reviews and evaluations of each Member OPO and Transplant Hospital for compliance with the OPTN Final Rule and OPTN policies. All OPTN Members are subject to review and evaluation for compliance with OPTN policies. All such compliance monitoring is performed using processes and protocols developed by the OPTN Contractor in accordance with the contract with the Department of Health and Human Services (HHS), Health Resources and Services Administration (HRSA), to operate the OPTN (OPTN Contract).

OPTN Charter

ARTICLE III. Board of Directors

The OPTN shall be governed by a Board of Directors composed of not less than 34 nor more than 41 members. The Board of Directors shall include:

- (a) Approximately 50% transplant surgeons and physicians;
- (b) At least 25% transplant candidates, transplant recipients, organ donors, and family members representing the diversity of the population of transplant candidates, transplant recipients, organ donors, and family members served by the OPTN, including, to the extent practicable, the minority and gender diversity of this population. These members shall be required to certify that they are not employees of, and do not have a similar relationship with Organ Procurement Organizations (OPOs) (defined below), Transplant Hospitals (defined below), voluntary health organizations, transplant coordinators, histocompatibility experts, or other non-physician transplant professionals. The Board of Directors may, however, waive this requirement for not more than 50% of this category of members;
- (c) Representatives of OPOs, Transplant Hospitals, voluntary health associations, transplant coordinators, histocompatibility experts, non-physician transplant professionals, and the general public; and
- (d) The Project Officer for the OPTN Contract and the Director of the Division of Transplantation, within the Health Resources and Services Administration, HHS, or their designees, as *ex-officio*, non-voting members.

The Board of Directors shall elect an Executive Committee from the membership of the Board and establish such other committees as are necessary to perform the duties of the OPTN.

The OPTN Board of Directors shall be elected in parallel with and using the same processes as the OPTN Contractor's Board of Directors, resulting in identical memberships, if the OPTN Contract provides for such an arrangement. This will enable the OPTN Contractor to perform tasks required by the OPTN Contract under the governance of the OPTN Board of Directors. Activities of the Board of Directors, while constituted as the OPTN Board, shall be limited to activities of the OPTN (*i.e.*, those activities for which costs are reimbursed under the OPTN Contract). To accomplish this, separate agendas or sections within combined agendas shall identify OPTN versus OPTN Contractor business. The Board of Directors shall convene as the OPTN Board for purposes of conducting OPTN affairs and the OPTN Contractor Board for purposes of conducting OPTN Contractor affairs. Consistent with this framework, OPTN Committees are appointed in parallel with OPTN Contractor Committees and operate under these same procedures.