

Proposal to Redefine the Role of the Vice-President of the Board of Directors

*OPTN/UNOS Executive Committee
Spring 2013*

The Problem

- MPSC Chair workload continues to increase
- Increased Board focus on broader governance role
- Difficult for one person to effectively fulfill both VP and MPSC Chair role and obtain necessary exposure to issues that he or she will face as President

Goal of the Proposal

- Separate the roles of Board VP and MPSC Chair
- Expose VP to broader governance and strategic issues
- Allow MPSC Chair to serve traditional 2-year term; increase leadership stability

How the Proposal Will Achieve its Goal

- MPSC Chair appointed by incoming Board President
- Critically evaluate MPSC Chair on ability to serve
- VP election solely based on ability to serve as Board President
- VP is ex-officio, non-voting member of MPSC

Additional Background

- If approved, proposal will be effective in 2014
- Individual elected in March 2014 will serve solely as VP; new MPSC Chair will be appointed by incoming Board President to 2-year term beginning July 2014

Public Comments

- Individual Public Comment: 10 in favor, 0 opposed, and 5 had no comment.
- Committee votes: 3 in favor, 0 opposed, and 15 had no comment.
- Region votes: 10 in favor and 1 in favor as amended.

Public Comments/Suggestions

- Region 2 - Wanted criteria or guidelines for qualifications to serve as MPSC Chair
- Region 7 - Want Vice President to remain part of the leadership core of the MPSC
- Region 10 - Requested amendment of proposal to provide that the Executive Committee would select the Chair of the MPSC
- Supported by AST, ASTS, and NATCO

Executive Committee Meeting Nov. 11

- Understands and appreciates concerns about MPSC Chair selection
- There should be guidelines and criteria for all leadership positions including the MPSC and POC Chairs
- Will work to develop a broader process for leadership qualifications and selection going forward
- Given uniform support, it is appropriate to move forward with current proposal

Does the Board of Directors support this proposal to amend the bylaws to redefine the role of the VP?

1. Yes
2. No
3. Abstain

Alternate MPSC Chair Selection Resolution #2

7.2 Standing Committee Chairs [...]

insert underlined language below at line 29

The vice president, with approval of the Board of Directors, appoints the Chair of the other standing Committees, except the chair of the MPSC shall be appointed by a majority vote of the Executive Committee.

[..]