

**With amendments approved by OPO Advisory board on April 16, 2009 and submitted to Board of Directors for final approval - November 4, 2009**

**BYLAWS OF THE ADVISORY BOARD  
OF THE  
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY  
ORGAN PROCUREMENT ORGANIZATION**

Approved by the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority - **November 4, 2009**

Deleted: October 4, 2006

**ARTICLE I**

**ORGANIZATION AND PURPOSE**

The University of Wisconsin Hospital and Clinics Organ Procurement Organization (UWHC-OPO), was established to manage the solid organ procurement and allocation of the University of Wisconsin Hospitals and Clinics Authority (UWHC) in accordance with all UWHC bylaws, policies and procedures, United Network for Organ Sharing (UNOS) policies and procedures, state and federal statutes and regulations, and other applicable rules and regulations. The UWHC-OPO is an integral part of UWHC, which is accountable to UWHC Administration.

The UWHC OPO Advisory Board is created to perform the functions specified in these Bylaws. The UWHC OPO shall have no other advisory boards.

**ARTICLE II**

**MEMBERS**

Section 2.1 Purpose of UWHC-OPO Advisory Board. The purpose of the UWHC-OPO Advisory Board shall be to provide general guidance to the UWHC OPO on operations, serve as ambassadors for the OPO in the community, serves as communication channel for those board members involved in donation and perpetuate the membership of the board. The Advisory Board shall have the authority to make policy recommendations as specified in Article V.

Section 2.2 Composition of the Board of Members. The Advisory Board shall include at least one representative of the following categories:

- (1) The Executive Member of the UWHC-OPO;
- (2) UWHC Hospital Administration representative;
- (3) A hospital administrator who represents an acute care donor hospital;
- (4) Emergency Department or ICU representative;
- (5) A tissue bank and/or eye bank representative;
- (6) A voluntary health association's representative;
- (7) A representative of the public residing in the UWHC OPO's service area

- (8) A physician with knowledge, experience or skills in the field of histocompatibility, or an individual with a doctorate degree in a biological science and with knowledge, experience, or skills in the field of human histocompatibility;
- (9) A neurosurgeon or other physician with knowledge or skills in the neurosciences;
- (10) A transplant surgeon representing each transplant hospital in the service area with which the UWHC OPO has arrangements to coordinate its activities (The transplant surgeon must have practicing privileges and perform transplants at the transplant hospital represented); and
- (11) An organ donor family member.

No member of the governing body of UWHC may be a member of the Advisory Board.

Section 2.3 Appointment and Term. Each Advisory Board member shall be appointed for a two year term. Each Advisory Board member can be re-appointed to an unlimited number of terms. Recommendations for appointment or reappointment shall be made by a majority vote of the Advisory Board either by mail or at a meeting. Appointment and reappointment shall be by the President & CEO of UWHC and may include persons not recommended by the Advisory Board. Each appointment must be in a category specified in section 2.2. Vacancies in any category shall be promptly filled. Each member shall serve until his/her successor shall be duly elected and qualified or until his/her death, resignation or removal as provided in these Bylaws.

Section 2.4 Removal of Members. Members may be removed at any time by a majority of the members of the Advisory Board or by the President & CEO of UWHC.

Section 2.5 Quorum. A majority of the Advisory Board members shall be necessary to constitute a quorum. **Members participating by teleconference shall be considered present.** The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Advisory Board.

Section 2.6 Meetings and Notices. Meetings of the Advisory Board may be called by the Chair of the Advisory Board, the Executive Member of the UWHC-OPO, and/or the transplant surgeon member upon not less than three (3) days' written notice. The purpose of any such meeting should be specified and an agenda will be provided. The Advisory Board will meet two times each year at a minimum. Meeting minutes will be taken and distributed to all members and attendees.

**Section 2.7 Attendance. Members are expected to attend all meetings. Members who do not attend at least one meeting per calendar year shall be automatically removed from membership at the end of the year, unless excused from all meetings during that year.**

**Section 2.8 Action by electronic voting. The Advisory Board may act by email ballot or other electronic voting. Upon electronic approval by a majority of the members, the action shall be the Act of the Advisory Board.**

### **ARTICLE III**

#### **OFFICERS OF THE BOARD**

The Advisory Board shall have a Chair, a Vice Chair, a Secretary and other officers as the members may from time to time elect. Officers shall be elected annually by a majority vote of the Advisory Board. Any two or more offices may be held by the same person except the offices of Chair and Vice Chair. Any officer may be removed by a majority vote of the Advisory Board. Any vacancy occurring in any office shall be filled by the members.

#### **ARTICLE IV**

##### **COMMITTEES OF THE BOARD**

The Advisory Board may appoint committees to provide it with assistance.

#### **ARTICLE V**

##### **POWERS OF THE ADVISORY BOARD**

Section 5.1 Powers of the Advisory Board. The Advisory Board may recommend policies on the following:

- (1) Procurement of organs.
- (2) Effective agreements to identify potential organ donors with a substantial majority of hospitals in the UWHC OPO service area that have facilities for organ donation.
- (3) Systematic efforts, including professional education, to acquire all useable organs from potential donors.
- (4) Arrangements for the acquisition and preservation of donated organs and provision of quality standards for the acquisition of organs that are consistent with the standards adopted by the OPTN, including arranging for testing with respect to preventing the acquisition of organs that are infected with the etiologic agent for acquired immunodeficiency syndrome (AIDS).
- (5) Appropriate tissue typing of organs.
- (6) A system for allocation of organs among transplant patients that is consistent with the rules and requirements of the OPTN, as defined in § 486.320 of this part.
- (7) Transportation of organs to transplant hospitals.
- (8) Coordination of activities with transplant hospitals in the OPO's service area.
- (9) Participation in the OPTN.
- (10) Arrangements to cooperate with tissue banks for the retrieval, processing, preservation, storage, and distribution of tissues as may be appropriate to assure that all useable tissues are obtained from potential donors.
- (11) Annual evaluation of the effectiveness of the OPO in acquiring organs.
- (12) Assistance to hospitals in establishing and implementing protocols for making routine inquiries about organ donations by potential donors.

Section 5.2 Adoption of Policies. Policies recommended by the Advisory Committee shall not take effect until approved by the President & CEO, who may modify them before such approval.

Section 5.3 Limit on Authority of Advisory Board. The advisory board has no authority over any other activity of the UWHC OPO beyond the recommending power specified in section 5.1.

## **ARTICLE VI**

### **CONFLICT OF INTEREST**

Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest, any Director shall state the nature of the potential or actual conflict of interest. Any Director having an actual conflict of interest in a transaction with the Authority shall in addition (i) refrain from participating as a public official in any discussion or debate on the issue out of which the conflict arises and (ii), unless the Director's vote is necessary for Board action on the issue and is otherwise not prohibited by law, refrain from voting on the issue. An actual conflict of interest shall be any situation which would violate section 19.46, Wisconsin Statutes. All Directors shall comply with the applicable requirements of the state code of ethics for public officials in sections 19.41-19.58, Wisconsin Statutes.

## **ARTICLE VII**

### **CONFIDENTIALITY**

Subject to the requirements of applicable law, the members of the Advisory Board shall take such steps as are necessary to preserve the confidentiality of (1) sensitive business records and financial and commercial information concerning or belonging to the Authority which are of a nature not customarily provided to business competitors, (2) confidential patient or personnel information, (3) confidential information concerning potential or pending claims, and (4) other confidential information to which they may have access in the course of their duties for the Authority.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 8.1 Amendments. Amendments to the bylaws may be brought forth to the Advisory Board by any board member. Advisory Board members must have 30 days to review amendments and respond within that time frame with comments or changes. Upon expiration of the 30 day review/comment period, amendments will be voted upon either at a meeting of the advisory board with a quorum or through the mail. When approved by a majority vote of the Advisory Board, proposed amendments shall be submitted to the UWHC Board of Directors and shall take effect upon approval of the UWHC Board of Directors.

Section 8.2 Amendments. The UWHC Board of Directors may propose amendments to these bylaws by a majority vote of a quorum. The proposed amendments shall be submitted to the Advisory Board for comment. The Advisory Board shall have 30 days in

which to submit comments to the UWHC Board of Directors. The UWHC Board of Directors shall consider any timely submitted comments and then may adopt all or part of the proposed amendments.