

(Proposed document to be considered for approval at future ICOC Meeting)

DRAFT--Governance Subcommittee Proposed Standing Orders--DRAFT

Background

The ICOC first approved a Mission Statement for the Governance Subcommittee at its July 12, 2005 meeting.

At its December 4th, 2006 meeting, the Governance Subcommittee agreed:

- 1) CIRM staff would amend the Governance Subcommittee Mission Statement to include a new delegation of authority (approved at the December 7th, 2006 ICOC meeting) to the Governance Subcommittee for all travel policies governing CIRM Staff and Working Group members.
- 2) The Governance Subcommittee would revisit the amended Mission Statement as a new document, entitled "Governance Subcommittee Standing Orders," at its next meeting

Purpose

The purpose of the Governance Subcommittee Proposed Standing Orders is to outline the Subcommittee's specific scope of responsibility, as well as maximum membership and a minimum number of public meetings annually.

STANDING ORDER XXX.XX Repeal and Amendment of the Standing Orders

No Standing Order shall be adopted, repealed, or amended, except by the affirmative vote of not less than a majority of the members of the Independent Citizens' Oversight Committee, and unless at a regular meeting of the Board held prior to the meeting at which a proposed Standing Order, repeal, or amendment of Standing Order is voted upon, notice of intention to propose such Standing Order, or repeal, or amendment, including a draft thereof, shall have been given and the proposal for amendment first shall have been referred to an appropriate Committee of the Board.

STANDING ORDER XXX.XX Governance Subcommittee

The Governance Subcommittee shall:

- a. Advise the Independent Citizens' Oversight Committee (ICOC) regarding its responsibilities to oversee:
 - (1) the quality and integrity of the Institute's financial reporting and financial statements, and compliance with legal and regulatory requirements;

- (2) the performance, functions and disclosures of internal control and the adequacy of the accounting, financial and operational policies and practices related to financial, accounting and compliance and ethics reporting (including sexual harassment, discrimination, and conflicts of interest), and assure the adequacy of such systems, policies, procedures and practices throughout the Institute; and
- (3) the performance of the internal audit function and independent certified public accountant.
- b. Monitor the Institute's system of internal controls.
- c. Monitor and approve Policies and Regulations Governing Travel for CIRM staff and Working Group members including significant issues of internal control and compliance with the policy.
- d. Monitor and recommend to the ICOC Policy for Contracting and Services of Independent Consultants, including approval of contracts within the delegation of authority.
- e. Receive and review the annual financial report with the independent certified public accountants and management.
- f. Recommend to the ICOC proposed amendments to the Institute's internal governance policy.
- g. Have the power, through its Chairperson or a majority vote of the Committee members, to request management to address specific issues within the mandate of the Committee, and have the authority to engage independent counsel up to the delegation of authority and other advisors to carry out its duties.
- h. Assure and examine that the internal controls and relevant policies and procedure are reviewed in a comprehensive manner to assure that all facets of the Institute's business practices are undertaking such implementation in a clear, consistent, and effective manner.
- i. Meet at least four times per year.
- j. May have a Vice-Chairperson in addition to a Chairperson.
- k. Maximum membership of fourteen ICOC Members, which constitutes less than a majority of the full ICOC.