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MEMORANDUM

VIA EMAIL

To: Members, Governing Board
California Institute for Regenerative Medicine

From: James C. Harrison

Date: June 14, 2011

Re: Proposed Amendments to the Internal Governance Policy (Our File No.: 2297-0)

On May 4, 2011, the Governing Board approved a reorganization proposal and directed staff to prepare conforming amendments to the Internal Governance Policy. The Board recognized that the proposal it adopted reflected the current organizational structure and that the new Chair and President may wish to propose a structure that better leverages the talent and expertise of each individual. Assuming the Board approves the proposed amendments to the Internal Governance Policy, therefore, the amended Internal Governance Policy would serve as the starting point for discussions between the new Chair and the President regarding the optimal organizational structure.

Attached please find proposed amendments to the Internal Governance Policy. These amendments are intended to: (1) incorporate the terms of the reorganization proposal adopted on May 4, 2011, (2) clarify current operational roles and responsibilities (e.g., Vice Chair Torres has responsibility for governmental affairs); (3) revise the terminology of the policy to reflect current usage (e.g., replace "Institute" with "CIRM" and "ICOC" with "Governing Board"); (4) update the policy to reflect current practices (e.g., eliminate reference to an Institute "Executive Committee" because the President currently holds a separate advisory committee meeting); (5) increase the authorized staff of the Office of the Chair from 8 to 9 employees to accommodate the new positions specified in the reorganization plan; and (6) offer an example to illustrate the salary level at which Governance Subcommittee approval is required.

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On June 13, 2011, the Governance Subcommittee met to consider the proposed amendments to the Internal Governance Policy and unanimously recommended their approval to the Board.

Attachment