



INTERNAL GOVERNANCE POLICY

Approved at 6/2/06 ICOC Meeting



**INTERNAL GOVERNANCE POLICY
THE CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE**

The California Institute for Regenerative Medicine (the Institute) was established by the California Constitution (California Constitution, article XXXV, Section 1)

The purposes of the Institute are as follows:

- (a) To make grants and loans for stem cell research, for research facilities, and for other vital research opportunities to realize therapies, protocols, and/or medical procedures that will result in, as speedily as possible, the cure for, and/or substantial mitigation of, major diseases, injuries, and orphan diseases.
- (b) To support all stages of the process of developing cures, from laboratory research through successful clinical trials.
- (c) To establish the appropriate regulatory standards and oversight bodies for research and facilities development.
(California Constitution, article XXXV, Section 2)

Organization of the Institute

Section 1. The Institute shall be governed by its board, the Independent Citizens' Oversight Committee (ICOC). (Health & Safety Code section 125290.15 and 125290.40)

Section 2. (President) The President shall serve as Chief Executive of the Institute and shall perform the duties of his or her office as set forth in the Act and such other duties as may be approved by the ICOC. The President's primary responsibilities are:

- (a) To recruit the highest scientific and medical talent in the United States to serve the Institute on its Working Groups.
- (b) To serve the Institute on its Working Groups as an ex officio member.
- (c) To direct ICOC staff and participate in the process of supporting all working group requirements to develop recommendations on grants, loans, facilities, and standards as well as to direct and support the ICOC process of evaluating and acting on those recommendations, the implementation of all decisions on these and general matters of the ICOC.

- (d) To hire, direct and manage the staff of the Institute.
- (e) To develop the budgets and cost control programs of the Institute.
- (f) To manage compliance with all rules and regulations of the ICOC, including the performance of all grant recipients;
- (g) To manage and execute all intellectual property agreements and any other contracts pertaining to the Institute or research it funds. (Health and Safety Code Section 125290.45 (b)(1)(B))

Section 3. (Organization and Administrative Structure)

- (a) The President shall recommend to the ICOC for its approval the organizational structure of the Institute.
- (b) The staff of the Institute, other than the President, shall be organized into the following offices as depicted in Exhibit A:

Office of the President, which is responsible for support of the President in the performance of his or her duties and for support of the Facilities and Standards Working Groups.

Office of the Chair, which is responsible for support of the Chair and Vice-Chair of the ICOC in the performance of their respective duties, for support of the ICOC and its Sub-Committees and for the Policy Office

Science Office, which is responsible for scientific programs, scientific review (including support for the Grants Working Group) and for grants administration.

Administrative Office, which is responsible for financial administration, personnel and facilities.

Communications Office, which is responsible for keeping the scientific and research communities, patient advocates, the press and media, other government officials and the general public informed about CIRM activities.

Legal Office, which is responsible for all legal matters related to the Institute.

Information Technology Office, which is responsible for the information systems of the institute, both for office functions and for the grants program.

Each office, except the Office of the Chair, shall be headed by a Senior Officer who will report directly to the President. The President will be responsible for

hiring, directing and supporting all Senior Officers. The hiring of the Chief Communications Officer and the Chief Legal Officer will be subject to the concurrence of the Chair.

(c) The Office of the Chair shall be limited to no more than 10 employees, not counting the Chair and the Vice-Chair.

(d) All employees report to the President, either directly or indirectly. Each Senior Officer and, in the case of the Office of the Chair, the Chair of the ICOC, shall be responsible to the President for management of those personnel who report to them. Each Senior Officer and the Chair of the ICOC is responsible for managing the internal affairs of their office, including its organization, reporting relationships within the office, assignment of duties, allocation of time, employee evaluations, and recommendations for hiring, firing, salary, promotion and merit increases. The President shall have final responsibility for hiring, firing, and personnel management of Institute employees. All employees of the Institute are subject to personnel policies of the Institute whose execution is the responsibility of the President. These policies include, but are not limited to, compensation policy as established by the ICOC, merit increases, office assignment, approval for travel, parking privileges and policies in the Personnel Handbook. When the ICOC travel requests exceed pre-approved budget, the decision authority on such requests rests with the President. The President and the Chairman will work out an office assignment policy, based on the approved compensation plan. If there is a disagreement upon an office assignment, the decision authority rests with the President.

(e) The President shall be responsible for setting the salary for all employees within the range for each salary level established and approved by the ICOC pursuant to section 125290.45(b)(4) of the Health & Safety Code, with two exceptions: (1) For employees in levels 6 through 10, the President shall obtain the approval of the Governance Subcommittee in order to set the salary in an amount that is 80 percent or higher than the minimum salary for that level; and (2) For employees in all levels, the President shall obtain the approval of the ICOC in order to set the salary in an amount that would exceed the maximum salary for that level.

(f) Each office of the Institute is responsible for supporting the President, the Chair of the ICOC, and the Vice-Chair of the ICOC in the performance of their duties as described herein.

Section 4. (Leadership and Management Committees)

(a) There shall be an "Executive Committee" of the Institute, comprised of the President of the Institute, the Chair of the ICOC, and the Vice-Chair of the ICOC. The Executive Committee will hold weekly meetings which will include any other Senior Officer or staff whom the three designated members

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unanimously agree should be included. The President shall be responsible for preparing the agenda for, and the minutes of, the Executive Committee.

- (b) There shall be a “Senior Staff Committee”, comprised of the President, the Senior Science Officer and the Senior Administrative Officer along with any other staff members that the President wishes to include.

Section 5. (Budget)

- (a) The President shall develop the budgets and cost controls of the Institute. Where possible, budget decisions will be made by consensus within the Executive Committee, but all final budget decisions will be made by the President.
- (b) Annual budgets will be prepared for the approval of the ICOC. The President has the responsibility to implement the approved budget and to report on any significant changes in a timely manner to the ICOC for approval.