

BETH C. DRAIN, CA CSR NO. 7152

BEFORE THE
GOVERNANCE SUBCOMMITTEE OF THE
INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE
TO THE
CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE
ORGANIZED PURSUANT TO THE
CALIFORNIA STEM CELL RESEARCH AND CURES ACT
REGULAR MEETING

LOCATION: VIA ZOOM

DATE: DECEMBER 4, 2025
9 A.M.

REPORTER: BETH C. DRAIN, CA CSR
CSR. NO. 7152

FILE NO.: 2025-24

BETH C. DRAIN, CA CSR NO. 7152

I N D E X

ITEM DESCRIPTION	PAGE NO.
OPEN SESSION	
1. CALL TO ORDER	3
2. ROLL CALL	3
3. CONSIDERATION OF AMENDMENTS TO THE CIRM EMPLOYEE CONFLICT OF INTEREST POLICY	4
4. PUBLIC COMMENT	NONE
5. ADJOURNMENT	12

BETH C. DRAIN, CA CSR NO. 7152

DECEMBER 4, 2025; 9 A.M.

CHAIRWOMAN GASSON: OKAY. LET'S CALL THIS
MEETING OF THE GOVERNANCE SUBCOMMITTEE TO ORDER.
AND, CLAUDETTE, WOULD YOU CALL THE ROLL PLEASE.

MS. MANDAC: KIM BARRETT. GEORGE
BLUMENTHAL.

DR. BLUMENTHAL: HERE.

MS. MANDAC: MARIA BONNEVILLE.

VICE CHAIR BONNEVILLE: PRESENT.

MS. MANDAC: ANNE-MARIE DULIEGE.

DR. DULIEGE: PRESENT.

MS. MANDAC: ELENA FLOWERS.

DR. FLOWERS: PRESENT.

MS. MANDAC: JUDY GASSON.

CHAIRWOMAN GASSON: HERE.

MS. MANDAC: VITO IMBASCIANI.

CHAIRMAN IMBASCIANI: PRESENT.

MS. MANDAC: PAT LEVITT.

DR. LEVITT: PRESENT.

MS. MANDAC: LINDA MALKAS.

DR. MALKAS: HERE.

MS. MANDAC: ADRIANA PADILLA.

DR. PADILLA: HERE.

MS. MANDAC: JOYCE SACKY.

BETH C. DRAIN, CA CSR NO. 7152

1 DR. SACKEY: PRESENT.

2 MS. MANDAC: OKAY. THANK YOU SO MUCH.

3 BACK TO YOU, JUDY. WE HAVE QUORUM.

4 CHAIRWOMAN GASSON: THANK YOU VERY MUCH,
5 CLAUDETTE.

6 SO WE'RE GOING TO BE TALKING ABOUT
7 MODIFICATIONS TO THE CONFLICT OF INTEREST GUIDANCE
8 FOR THE EMPLOYEES OF CIRM. AND SO I'LL TURN IT OVER
9 TO RAFAEL. THANK YOU, RAFAEL.

10 MR. AGUIRRE-SACASA: THANK YOU, JUDY. AND
11 GOOD MORNING, EVERYBODY. THANK YOU FOR BEING HERE.
12 LET ME SHARE MY SCREEN HERE. I WAS ABLE TO DO IT
13 EARLIER, SO HOPEFULLY THOSE TECHNICAL SKILLS STILL
14 WORK. EVERYONE SEE THAT?

15 CHAIRWOMAN GASSON: YES.

16 MR. AGUIRRE-SACASA: OKAY. THANK YOU.
17 ALL RIGHT.

18 AS JUDY SAID, I'LL BE WALKING YOU THROUGH
19 SOME PROPOSED AMENDMENTS TO THE EMPLOYEE CONFLICT OF
20 INTEREST POLICY. I'M GOING TO START WITH SOME
21 BACKGROUND. THE POLICY WAS FIRST ADOPTED IN 2005
22 AND IS DESIGNED TO ENSURE IMPARTIALITY,
23 TRANSPARENCY, AND PUBLIC TRUST BY PREVENTING CIRM
24 EMPLOYEES FROM PARTICIPATING IN MATTERS WHERE
25 PERSONAL, PROFESSIONAL, AND FINANCIAL INTEREST COULD

1 INFLUENCE OR APPEAR TO INFLUENCE THEIR OFFICIAL
2 DUTIES.

3 THE JUNE AMENDMENTS STRENGTHENED THESE
4 SAFEGUARDS BY CLARIFYING DEFINITIONS, EXPANDING
5 PARTICIPATING RESTRICTIONS, AND FORMALIZING THE
6 DISCLOSURE AND RESOLUTION PROCESS. SO PLEASE STOP
7 ME AT ANY POINT IF YOU HAVE ANY QUESTIONS.

8 THESE SLIDES -- THIS IS PRETTY
9 STRAIGHTFORWARD STUFF, BUT I'LL GET INTO IT FIRST.
10 THE FIRST THING WE DID IS, AS YOU SAW IN THE MEMO
11 AND THE REDLINES, IS THAT WE ALIGNED THE DEFINITION
12 OF AN IMMEDIATE FAMILY MEMBER WITH THE POLITICAL
13 REFORM ACT, THE PRA, ENSURING CONSISTENCY WITH STATE
14 LAW. THEN WE EXPANDED THE CIRCUMSTANCES UNDER WHICH
15 AN EMPLOYEE MUST REFRAIN FROM PARTICIPATING IN THE
16 REVIEW OF AN APPLICATION OR A CONTRACT.

17 SPECIFICALLY, WE CLARIFIED THE DEFINITIONS
18 OF IMMEDIATE FAMILY MEMBER TO ALIGN WITH THE PRA.
19 THAT WAY OUR EMPLOYEES WILL NOT REVIEW ANY
20 APPLICATIONS WHERE THEY HAVE AN IMMEDIATE FAMILY
21 MEMBER WHO HAS AN INTEREST.

22 IN ADDITION, WE EXPANDED THE RESTRICTIONS
23 TIED TO EMPLOYEE/FAMILY EMPLOYMENT AT APPLICATION
24 INSTITUTIONS AS I JUST MENTIONED. WE CLARIFIED THE
25 TERM "FINANCIAL BENEFIT" TO, AGAIN, ALIGN WITH THE

BETH C. DRAIN, CA CSR NO. 7152

1 PRA, WHICH INCLUDES BOTH DIRECT AND INDIRECT
2 MONETARY GAIN.

3 WE CLARIFIED THAT A CIRM EMPLOYEE MAY NOT
4 PARTICIPATE IN THE REVIEW OF AN APPLICATION FROM A
5 PRINCIPAL INVESTIGATOR WHO IS OR HAS BEEN A RESEARCH
6 COLLABORATOR, A FORMER TRAINEE, OR A MENTOR OF THE
7 EMPLOYEE WITHIN THE LAST THREE YEARS. WE ALSO
8 REAFFIRMED THAT AN EMPLOYEE CANNOT ASSIST IN THE
9 PREPARATION OF AN APPLICATION WHERE THEY HAVE A
10 CONFLICT OR A PERCEIVED CONFLICT BEYOND PROVIDING
11 INFORMATION THAT IS ALREADY PUBLIC INFORMATION,
12 ANSWERING QUESTIONS BASED ON OUR PUBLIC
13 DOCUMENTATION OR PUBLICLY AVAILABLE INFORMATION, ET
14 CETERA.

15 FINALLY, IT INCLUDES NEW INVESTMENT
16 RESTRICTIONS. NOW EMPLOYEES CANNOT INVEST OR TRADE
17 IN A COMPANY THAT HAS RECEIVED OR APPLIED FOR
18 FUNDING FROM CIRM OR TO A COMPANY THAT A REASONABLE
19 PERSON, BASED ON PUBLICLY AVAILABLE INFORMATION,
20 WOULD NOTE DEVOTES 20 PERCENT OR MORE OF ITS
21 RESEARCH BUDGET TO CELL AND GENE THERAPY RESEARCH.
22 IF SUCH A CONFLICT ARISES, THE EMPLOYEE MUST
23 INITIATE DIVESTITURE WITHIN 90 DAYS OF OBTAINING
24 SUCH INFORMATION OF THE CONFLICT AND MAY NOT
25 PARTICIPATE OBVIOUSLY IN ANY REVIEW OF THE

BETH C. DRAIN, CA CSR NO. 7152

1 APPLICATION OR THE CONTRACT. DIVERSIFIED MUTUAL
2 FUNDS REMAIN EXEMPT, AND INVESTMENTS UNDER \$10,000
3 CONTINUE TO BE GOVERNED BY THE PRA.

4 ANY QUESTIONS ON THIS? OKAY. CLAUDETTE,
5 LET ME KNOW IF YOU SEE ANY. THANK YOU.

6 MOVING ON TO THE NEXT SLIDE, FIRST, WE
7 CLARIFIED PROFESSIONAL ACTIVITIES TO ALLOW
8 UNCOMPENSATED, VOLUNTARY CLINICAL FACULTY ROLES FOR
9 EMPLOYEES IF THEY HAVE NO FINANCIAL BENEFIT AND NO
10 LINK TO CIRM-FUNDED PROJECTS.

11 AND THEN THE REALLY BIG CHANGE HERE IS
12 THAT WE STRENGTHENED AND FORMALIZED OUR DISCLOSURE
13 AND COMPLIANCE FRAMEWORK. EMPLOYEES ARE NOW
14 REQUIRED TO SUBMIT BOTH AN INITIAL AND ANNUAL
15 DISCLOSURE OF ANY POTENTIAL OR KNOWN CONFLICTS.
16 THEY MUST REPORT NEW AND CHANGED CONFLICTS WITHIN
17 FIVE BUSINESS DAYS TO THE LEGAL DEPARTMENT. ANY
18 EMPLOYEE WHO IDENTIFIES A CONFLICT OR A POTENTIAL
19 CONFLICT MUST IMMEDIATELY RECUSE THEMSELF FROM ALL
20 APPLICANT-RELATED ACTIVITIES UNTIL RESOLUTION. THE
21 LEGAL DEPARTMENT WOULD THEN CONDUCT A FORMAL REVIEW,
22 ISSUE A WRITTEN DETERMINATION OF THE FINDINGS, AND
23 DOCUMENT THE OUTCOMES. AND THEN, FINALLY, WE
24 INCORPORATED DISCIPLINARY CONSEQUENCES FOR FAILURE
25 TO DISCLOSE OR COMPLY WITH THESE REQUIREMENTS.

BETH C. DRAIN, CA CSR NO. 7152

1 WE FEEL THAT THESE ENHANCEMENTS CREATE A
2 MORE CONSISTENT PROCESS FOR IDENTIFYING AND
3 RESOLVING EMPLOYEE CONFLICTS. AND WITH THESE
4 AMENDMENTS FULLY IMPLEMENTED AND REVIEWED BY STAFF
5 EMPLOYEES, WE REQUEST THAT THE GOVERNANCE
6 SUBCOMMITTEE RECOMMEND ICOC APPROVAL OF THE AMENDED
7 EMPLOYEE CONFLICT OF INTEREST POLICY. THANK YOU.

8 CHAIRWOMAN GASSON: ANY QUESTIONS FOR
9 RAFAEL AT THIS POINT? I DON'T SEE ANY HANDS RAISED.
10 DO YOU, CLAUDETTE?

11 MS. MANDAC: NO. WE DON'T SEE ANY HANDS
12 ON OUR SIDE EITHER.

13 CHAIRWOMAN GASSON: OKAY. SO, RAFAEL,
14 WOULD YOU LIKE US TO PASS A MOTION TO APPROVE -- TO
15 RECOMMEND TO THE FULL BOARD THAT THEY APPROVE?

16 MR. AGUIRRE-SACASA: I WOULD, JUDY.

17 CHAIRWOMAN GASSON: OKAY. I'LL ENTERTAIN
18 A MOTION TO RECOMMEND TO THE FULL BOARD THESE --
19 VITO, ARE YOU --

20 CHAIRMAN IMBASCIANI: I'M GOING TO MAKE A
21 MOVEMENT THAT WE ACCEPT THE RECOMMENDATION. THANK
22 YOU.

23 CHAIRWOMAN GASSON: THANK YOU, VITO. DO
24 WE HAVE A SECOND PLEASE?

25 DR. BLUMENTHAL: SECOND.

BETH C. DRAIN, CA CSR NO. 7152

1 CHAIRWOMAN GASSON: THANK YOU VERY MUCH,
2 GEORGE.

3 DO YOU NEED TO CALL THE ROLL FOR THIS
4 BECAUSE I THINK SOME PEOPLE ARE NOT ON CAMERA?

5 MR. TOCHER: WE DO NEED TO CALL THE ROLL,
6 JUDY, AFTER COMMENT.

7 CHAIRWOMAN GASSON: THANK YOU. ANY
8 COMMENTS FROM MEMBERS OF THE COMMITTEE AT THIS POINT
9 IN TIME?

10 CHAIRMAN IMBASCIANI: RAFAEL, I HAD A
11 QUESTION. WHO DETERMINES THE 20-PERCENT FIGURE?
12 DOES THAT ASSUME THAT CIRM HAS ACCESS TO THESE
13 COMPANY'S BUSINESS REPORTS?

14 MR. AGUIRRE-SACASA: WELL, AGAIN, IT'S
15 PUBLIC -- IT'S BASED ON PUBLICLY AVAILABLE
16 INFORMATION. THE INITIAL THRESHOLD REVIEW WOULD BE
17 DONE BY THE EMPLOYEE. OBVIOUSLY THEY CAN CONSULT
18 WITH THE LEGAL DEPARTMENT AT ANY TIME, BUT WE WOULD
19 MAKE THE FINAL DETERMINATION IF THEY DISCLOSE IT,
20 VITO.

21 CHAIRMAN IMBASCIANI: THANK YOU.

22 MR. AGUIRRE-SACASA: AND WE'RE TRACKING
23 ALL THE DISCLOSURES IN A DATABASE. SORRY. I SHOULD
24 HAVE SAID THAT. SO WE'LL KEEP MONITORING THIS ON A
25 REGULAR BASIS OBVIOUSLY.

BETH C. DRAIN, CA CSR NO. 7152

1 CHAIRWOMAN GASSON: OKAY. THANK YOU VERY
2 MUCH. ANY OTHER QUESTIONS OR COMMENTS? YES,
3 PLEASE, GO AHEAD, JOYCE.

4 DR. SACKY: THANK YOU, JUDY. RAFAEL, YOU
5 ALLUDED TO DISCIPLINARY ACTIONS IN CASE OF FAILURE
6 TO DISCLOSE OR COMPLY. CAN YOU SPEAK A LITTLE BIT
7 MORE TO THE NATURE OF THIS DISCIPLINARY ACTION?

8 MR. AGUIRRE-SACASA: SURE. I MEAN
9 HONESTLY, JOYCE, IT WOULD DEPEND ON THE FACTS AND
10 CIRCUMSTANCES OF EACH CASE. BUT IT WOULD -- LET'S
11 BE CLEAR. IT WOULD INCLUDE UP TO INCLUDING
12 TERMINATION. SO IF THE VIOLATION IS PERCEIVED AS
13 WILLFUL OR THERE'S MISREPRESENTATION, THERE WOULD BE
14 RECOMMENDATIONS FOR TERMINATION OF THE EMPLOYEE.

15 DR. SACKY: THANK YOU, RAFAEL.

16 CHAIRWOMAN GASSON: CLAUDETTE, DO YOU SEE
17 ANY HANDS RAISED FROM EITHER THIS COMMITTEE OR FROM
18 THE PUBLIC AT THIS POINT IN TIME?

19 MS. MANDAC: THERE ARE NO OTHER HANDS
20 RAISED, JUDY.

21 CHAIRWOMAN GASSON: OKAY. THEN I THINK WE
22 CAN CALL THE ROLL. SCOTT, WOULD YOU LIKE TO CALL
23 THE ROLL.

24 MR. TOCHER: SURE. GEORGE BLUMENTHAL.

25 DR. BLUMENTHAL: YES.

BETH C. DRAIN, CA CSR NO. 7152

1 MR. TOCHER: MARIA BONNEVILLE.
2 VICE CHAIR BONNEVILLE: YES.
3 MR. TOCHER: ANNE-MARIE DULIEGE.
4 ANNE-MARIE, I THINK YOU'RE MUTED. I'LL COME BACK.
5 ELENA FLOWERS.
6 DR. FLOWERS: YES.
7 DR. DULIEGE: THIS IS ANNE-MARIE. I
8 APPROVE. SORRY ABOUT THAT.
9 MR. TOCHER: THANK YOU VERY MUCH. AND I
10 HEARD AYE FROM ELENA. AND JUDY GASSON.
11 CHAIRWOMAN GASSON: YES.
12 MR. TOCHER: VITO IMBASCIANI.
13 CHAIRMAN IMBASCIANI: YES.
14 MR. TOCHER: PAT LEVITT.
15 DR. LEVITT: YES.
16 MR. TOCHER: LINDA MALKAS.
17 DR. MALKAS: YES.
18 MR. TOCHER: ADRIANA PADILLA.
19 DR. PADILLA: YES.
20 MR. TOCHER: AND JOYCE SACKY.
21 DR. SACKY: YES.
22 MR. TOCHER: THANK YOU VERY MUCH. THE
23 MOTION CARRIES, JUDY.
24 CHAIRWOMAN GASSON: THANK YOU VERY MUCH,
25 SCOTT. I DON'T THINK WE HAVE ANY OTHER FORMAL

BETH C. DRAIN, CA CSR NO. 7152

1 MATTERS ON THE AGENDA AT THIS POINT IN TIME. ARE
2 THERE ANY OTHER MATTERS THAT MEMBERS OF THE
3 COMMITTEE WOULD LIKE TO BRING UP AT THIS TIME?
4 SEEING NO HANDS, ARE THERE ANY HANDS RAISED FROM THE
5 PUBLIC ABOUT ANY OTHER MATTERS?

6 MS. MANDAC: THERE ARE NO HANDS RAISED,
7 JUDY.

8 CHAIRWOMAN GASSON: OKAY. WELL, I THINK
9 THIS MIGHT BE A RECORD IN TERMS OF OUR --

10 MR. AGUIRRE-SACASA: I'M SHOCKED WE DID
11 NOT HAVE MORE PUBLIC INTEREST IN THIS MEETING.

12 CHAIRWOMAN GASSON: EXACTLY. I'M SHOCKED.
13 I THINK THIS MIGHT HOLD THE RECORD OF OUR SHORTEST
14 MEETING. SO THANK YOU ALL SO MUCH FOR BEING HERE
15 TODAY. I APPRECIATE IT. AND WE'LL SEE YOU AT THE
16 BOARD MEETING NEXT WEEK.

17 (THE MEETING WAS THEN CONCLUDED AT 9 A.M.)

18
19
20
21
22
23
24
25

REPORTER'S CERTIFICATE

I, BETH C. DRAIN, A CERTIFIED SHORTHAND REPORTER IN AND FOR THE STATE OF CALIFORNIA, HEREBY CERTIFY THAT THE FOREGOING TRANSCRIPT OF THE VIRTUAL PROCEEDINGS BEFORE THE GOVERNANCE SUBCOMMITTEE OF THE INDEPENDENT CITIZEN'S OVERSIGHT COMMITTEE OF THE CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE IN THE MATTER OF ITS REGULAR MEETING HELD ON DECEMBER 4, 2025, WAS HELD AS HEREIN APPEARS AND THAT THIS IS THE ORIGINAL TRANSCRIPT THEREOF AND THAT THE STATEMENTS THAT APPEAR IN THIS TRANSCRIPT WERE REPORTED STENOGRAPHICALLY BY ME AND TRANSCRIBED BY ME. I ALSO CERTIFY THAT THIS TRANSCRIPT IS A TRUE AND ACCURATE RECORD OF THE PROCEEDING.

BETH C. DRAIN, CA CSR 7152
133 HENNA COURT
SANDPOINT, IDAHO
(208) 920-3543