

**PROPOSED PROCEDURE FOR CONDUCTING PERFORMANCE
EVALUATION OF CHAIR, VICE-CHAIR AND PRESIDENT**

1. On an annual basis, an Evaluation Subcommittee (comprised of the Chair and Vice Chairs of the Governance, Finance, and Legislative Subcommittees; the Chairs of the Intellectual Property Task Force and the Biotech Loan Taskforce; the Vice Chairs (or acting Vice Chair) of the Grants, Standards, and Facilities Working Groups; two members appointed by the ICOC; and the Chair and Vice Chair(s) of the ICOC)¹ shall develop written performance objectives and deliverables for the Chair, the Vice Chair(s), and the President, with input from the Chair, the Vice Chair(s), and the President. The Evaluation Subcommittee shall then present its recommendations for performance objectives and deliverables for the Chair, the Vice Chair(s), and the President to the Board for consideration and approval.
2. Based on the approved performance objectives and deliverables, the Evaluation Subcommittee shall, on an annual basis, conduct a preliminary evaluation of the Chair, the Vice Chair(s), and the President. This preliminary evaluation shall include an opportunity for the Chair, the Vice Chair(s), and the President to meet with the Evaluation Subcommittee in closed session to discuss their respective performances. The Evaluation Subcommittee shall prepare draft reports of its evaluation of the Chair, the Vice Chair(s), and the President and shall present the draft reports to the Board, as set forth in Paragraph 3.
3. On an annual basis, the Chair, the Vice-Chair(s), and the President shall each meet with the Board in closed session to discuss their performance and their objectives for the next year. After excusing the individual who is the subject of the evaluation, the Board shall continue to meet in closed session to discuss the performance of that individual. At that time, the Evaluation Subcommittee shall present its draft report for that individual, along with any written response to the draft report from the individual who is the subject of the report, to the Board for discussion and consideration. After the Board completes its evaluation of the individual who is the subject of the performance review, two members of the Board (as specified in paragraph 4, below) shall communicate the results of the Board's performance evaluation to the individual who is the subject of the evaluation.
4. The Chair of the Governance Subcommittee and another member of the Board designated by the Board shall communicate the results of the Board's performance evaluation of the Chair to the Chair. The Chair of the ICOC and the Chair of the Governance Subcommittee shall communicate the results of the Board's performance evaluation of the Vice-Chair(s) to the respective Vice-Chair(s). The Chair of the ICOC and another member of the Board designated by the Board shall communicate the results of the Board's performance evaluation of the President to the President.

¹ When the Chair or the Vice Chair(s) of the ICOC is the subject of the Evaluation Subcommittee's consideration, he or she shall not participate as a member of the Evaluation Subcommittee in the Subcommittee's deliberations.