



CANCER PREVENTION AND RESEARCH INSTITUTE OF TEXAS

CHARTER OF THE BOARD GOVERNANCE AND ETHICS SUBCOMMITTEE FOR THE CANCER PREVENTION AND RESEARCH INSTITUTE OF TEXAS

BACKGROUND

The Oversight Committee of the Cancer Prevention and Research Institute of Texas (“CPRIT” or “Institute”) established a Board Governance and Ethics Subcommittee (the “Subcommittee”) on September 5, 2012. This Charter, adopted by the Oversight Committee on November 22, 2013, supersedes any other documents relating to the Board Governance and Ethics Subcommittee.

PURPOSE

The primary purpose of the Subcommittee is to review and recommend proposed changes for approval to the Oversight Committee with respect to the following:

- Oversight Committee Bylaws and other organizational documents as may be necessary;
- Institute Policies;
- Administrative Rules;
- The delegation of authority to the Chief Executive Officer;
- The Institute’s Code of Conduct and Ethics, including the administration thereof; and
- An annual review of the internal policies and processes of the Oversight Committee.

COMPOSITION

The Subcommittee shall be composed of at least three members of the Oversight Committee; such members to be appointed from time to time by a majority vote of the Oversight Committee at a meeting at which a quorum is present and approved by the Oversight Committee. The Oversight Committee shall designate the Chairperson of the Subcommittee from among its members. A member of the Board Governance Subcommittee will serve until his or her successor is duly appointed and qualified unless the member resigns or is removed from the Board Governance Subcommittee. The Oversight Committee may replace any member of the Subcommittee by a majority vote of the Oversight Committee.

MEETINGS AND QUORUM

The Subcommittee shall meet as often as the Chairperson of the Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under the Bylaws and as set forth in this Subcommittee charter. The Subcommittee shall keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Institute, and report the same to the Oversight Committee at its next regular meeting.

If a member of the Subcommittee is absent from any meeting, or disqualified from voting at that meeting, then the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may, by a unanimous vote, appoint another member of the Oversight Committee to act at the meeting in the place of any such absent or disqualified member. Unless the Oversight Committee provides otherwise, at all meetings of the Subcommittee, a majority of the then authorized members of the Subcommittee will constitute a quorum, and the vote of a majority of the members of the Subcommittee present at any meeting at which there is a quorum will be the act of the Subcommittee.

Unless the Oversight Committee provides otherwise, the Subcommittee may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures, the Subcommittee shall conduct its business in the same manner as the Oversight Committee conducts its business, except that meetings of the Subcommittee are not required to be conducted pursuant to the Open Meetings Act.

DUTIES AND RESPONSIBILITIES

The Subcommittee has the following duties and responsibilities:

- Review and recommend changes to the Oversight Committee Bylaws for approval by the Oversight Committee;
- Propose and provide guidance regarding any additional organizational documents for approval by the Oversight Committee;
- Review and recommend changes to the Institute's administrative rules for approval by the Oversight Committee;
- Review, provide input and recommend approval, if necessary, changes to Institute policies;

- Propose and recommend for approval a policy regarding the delegation of authority to the Chief Executive Officer, including any recommended changes;
- Review and recommend changes to the Institute’s Code of Conduct and Ethics for approval by the Oversight Committee;
- Monitor compliance with the Code of Conduct and Ethics;
- Report to the Oversight Committee annually, or upon a more frequent schedule as established by the Oversight Committee Chair, regarding the Oversight Committee’s internal policies and processes, including any recommended changes.

OTHER DUTIES

The Subcommittee will submit this Charter to the Oversight Committee for its approval, evaluate the Subcommittee’s performance on a periodic basis, periodically review the adequacy of this Charter and perform any other activities consistent with this Charter, the Bylaws, and applicable laws as the Subcommittee or the Oversight Committee deems necessary or appropriate.

In addition to its duties and responsibilities, the Subcommittee shall perform such additional special functions, duties or responsibilities related thereto as may from time to time be designated to it by the Oversight Committee Chair.