



---

CANCER PREVENTION & RESEARCH  
INSTITUTE OF TEXAS

**CHARTER OF THE CONTRACT ISSUES 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 Contract Issues Subcommittee (the “Subcommittee”) on September 3, 2014. This Charter, adopted by the Oversight Committee of the Cancer Prevention and Research Institute of Texas (“Oversight Committee”) on February 18, 2015, supersedes any other documents relating to the Contract Issues Subcommittee.

**PURPOSE**

The primary purpose of the Subcommittee is to advise the Oversight Committee on terms and issues related to CPRIT grantee award contracts.

**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 Contract Issues Subcommittee will serve until his or her successor is duly appointed and qualified unless the member resigns or is removed from the Contract Issues 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 to perform its duties and responsibilities under the Bylaws and this 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 proposed changes to the standard award contract template, including but not limited to revenue sharing terms, for consistency with the statute, CPRIT's agency rules, and best practices;
- Advise the Oversight Committee on contractual terms and actions related to grant award contracts and service contracts as necessary; and
- Review recommendations from the General Counsel and other agency staff regarding material actions taken pursuant to a contract between the agency and a third party, including but not limited to, contract termination;

#### **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.