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MEMORANDUM

To: Members, Governance Subcommittee
Governing Board
California Institute for Regenerative Medicine

From: James C. Harrison

Date: April 17, 2012

Re: Board Code of Conduct (Our File No.: 2297-0)

INTRODUCTION

At its meeting on June 13, 2011, the Governance Subcommittee considered a draft Code of Conduct for the Governing Board of the California Institute for Regenerative Medicine. At the conclusion of the meeting, the Chair requested that we revise the Code of Conduct to address concerns raised by members of the Subcommittee.

The attached draft reflects our efforts to address those concerns. As the Subcommittee discussed at its last meeting, many government agencies and non-profit organizations have adopted similar codes, and such codes are widely considered to be “best practices” for organizations like CIRM. In preparing this draft, we have surveyed numerous codes, including those of other state agencies, such as the Regents of the University of California and the California Board of Chiropractic Examiners, as well as non-profit organizations and other governmental organizations, such as the International Monetary Fund. We have adopted provisions from the codes of these organizations and have included others as well that are suitable to CIRM.

RECOMMENDED ACTION

Recommend approval by the Governing Board of the proposed Code of Conduct.

Attachment

Board Member Code of Conduct

In the performance of their duties, Members of the Board serve as trustees of the people of the State of California and are expected to carry out the mandate of CIRM to the best of their ability and judgment and in the best interests of the people of California, and to maintain the highest standards of integrity and professionalism.

Members of the Board are expected to regularly attend and actively participate in Board meetings and meetings of subcommittees and working groups of which they are members. Board Members are also welcome to attend meetings of other subcommittees but they are not required or expected to do so. Board Members are also encouraged to attend and participate in other CIRM events, including workshops and public hearings.

If a Member of the Board has the ability to appoint an alternate and is unable to attend a meeting of the Board or a subcommittee of which he or she is a member, he or she should request that his or her alternate attend the meeting.

Members of the Board Members are responsible for protecting the security of any confidential information provided to them as Members of the Board.

When making public statements or speaking to the media on CIRM-related matters, Board Members should make clear whether they are speaking in their personal capacity or, if authorized to do so, on behalf of the Board.

Board Members are encouraged to communicate with CIRM staff if they have questions. Requests for staff to perform specific tasks, however, should be coordinated through the Office of the Chair, which will work with the Office of the President to ensure that the task is considered in a timely manner and is completed consistent with other demands on the time of CIRM management and staff and their prior commitments.