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MEMORANDUM

To: Members, Governing Board
California Institute for Regenerative Medicine

From: James C. Harrison

Date: February 22, 2011

Re: Board Survey and Governance Subcommittee Recommendations
(Our File No.: 2297-0)

BOARD SURVEY

Based on the recommendation of the Governance Subcommittee and the approval of the Governing Board, we distributed a survey to Board members and alternates to gather information regarding members': (1) assessment of the Board's performance; (2) self-assessment; (3) assessment of the desired attributes, skills, percent effort and salary for a new Chair; and (4) assessment of the allocation of responsibilities among the Chair, Vice Chairs and President and the appropriate relationship among these leaders. A blank copy of the survey is attached as Exhibit A. We distributed the survey on February 2, 2011, and asked members to respond no later than the end of the day on February 10th. In total, 20 members and/or alternates responded. As we explained when we distributed the survey, the members' responses to the survey do not constitute a vote on the criteria or parameters for a new Chair or the Board's performance. Rather, the information obtained from the survey is intended to inform the Board's debate regarding these matters.

The survey results, as well as graphic depictions of the results, for the questions relating to the Board's performance and members' self-assessment are attached to this memorandum as Exhibits B and C, respectively. With respect to the members' rankings of the most important attributes and skills for the new Chair, we have included all of the responses in Exhibit D, but we have also attempted to synthesize the responses in a chart (also included in Exhibit D) to give you a flavor of the most common answers. We have followed the same model with respect to the responses to the questions regarding the allocation of responsibilities between

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the Chair and Vice Chairs, the Board and the President, which are included in Exhibit E. Exhibit F contains the responses to the question regarding the percent effort the Board should require of the Chair, as well as a summary of the responses, and Exhibit G contains the responses to the question regarding the proposed salary for the Chair and a chart depicting the results. Finally, we have briefly summarized the additional comments offered in response to each question in Exhibit H.

As you will see, the survey reveals that members have a wide range of views, especially in connection with the allocation of responsibilities between the Chair and Vice Chairs, the Board and the President, and the appropriate time commitment and salary for the new Chair. The survey also suggests, however, that members are more aligned with respect to the desired attributes and skills for the Chair. For example, numerous members identified “collaborative”, “leadership and vision” and “knowledgeable” and “intellectually curious” as important attributes for the Chair. In addition, multiple members concluded that advocacy skills, leadership skills, scientific understanding and governmental and financial expertise are critical skills for a new Chair.

The question regarding how the statutory duties of the Chair should be carried out elicited a variety of responses. Under Proposition 71, the Chair and statutory Vice Chair have specific statutory responsibilities for, among other things, external finance, public communications, government relations and oversight of CIRM’s public accountability requirements. By statute, the Chair also serves as a member of the Working Groups and the California Stem Cell Research and Cures Finance Committee, the state committee charged with authorizing the sale of bonds on CIRM’s behalf. Short of another ballot measure, this allocation of responsibilities cannot be changed.

However, the Board does have some discretion regarding how these duties should be carried out. Thus, although the question was open-ended, we suggested some possibilities that are within the Board’s power. For example, the Chair and Vice Chairs could carry out these duties in partnership with the President, each with well-defined responsibilities approved by the Board within their respective areas of expertise. Alternatively, the Board could request that the Chair and Vice Chairs delegate these duties to staff to the extent permitted by law and play an oversight role rather than an operational role. Generally speaking, the survey suggests that respondents are evenly split between those who favor a partnership model and those who favor a delegation model.

GOVERNANCE SUBCOMMITTEE RECOMMENDATIONS

The Governance Subcommittee met on February 17 to discuss the survey results and to consider recommendations regarding: (1) the desired attributes and skills for a new Chair; (2) the percent effort and salary range for a new Chair; and (3) the allocation of responsibilities between the Chair, Vice Chairs and President. After a lengthy discussion, the Governance Subcommittee took the following actions:

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1. By a vote of nine to zero, the Governance Subcommittee recommended that the Constitutional Officers and the Board consider the following attributes in evaluating potential candidates for Chair: collaborative; leadership and vision; and knowledgeable and intellectually curious.

2. By a vote of nine to zero, the Governance Subcommittee recommended that the Constitutional Officers and the Board consider the following skills in evaluating potential candidates for Chair: advocacy; leadership; scientific understanding; and governmental and financial expertise.

3. By a vote of five to three, the Governance Subcommittee recommended that the Board establish the percent effort for a new Chair in the range of 50 to 80 percent.

4. The Governance Subcommittee decided to leave the current salary range of \$275,000 to \$508,750 for 100 percent effort in place.

The Governance Subcommittee also discussed how the statutory duties of the Chair should be carried out. Similar to the survey results, some members of the Subcommittee expressed the view that the Chair and Vice Chairs should work in partnership with the President, each with well-defined responsibilities in their respective areas of expertise, while others stated their belief that the Chair and statutory Vice Chair should delegate their operational responsibilities to the extent possible and play an oversight role. The Subcommittee discussed these divergent views and attempted to reach a compromise position, which Jeff Sheehy articulated as follows:

The Governance Subcommittee recommends that the Board clearly delineate the discrete responsibilities of the Chair, Vice Chairs and President, and that the Chair and Vice Chairs lead a robust oversight effort, including taking advantage of the skills of the Board members in conducting their oversight role, and if the Chair and Vice Chairs possess expertise in the areas of responsibility assigned to the Chair in Proposition 71, then the Board may elect to take advantage of their expertise operationally in those areas as well.

Due to the shortness of time, however, the Subcommittee decided to postpone consideration of this compromise position until a subsequent meeting. The Subcommittee therefore did not take action on the allocation of duties between the Chair, Vice Chairs and the President.

JH:NL
Attachments
(00137899.3)

Blank Survey

EXHIBIT A

California Institute for Regenerative Medicine

Current Board and Future Board Chair Evaluation

INTRODUCTION AND INSTRUCTIONS

In an effort to gather input relating to the Board’s selection of a new Chair, the Governance Subcommittee recommended, and the Board approved, the use of a survey of Board members to gather information regarding members’: (1) assessment of the Board’s performance; (2) self-assessment; and (3) assessment of the desired attributes for a new Chair. In order to use the information gathered in the Board’s consideration of a new Chair, we request that you complete this survey and return it to James Harrison (harrison@rjp.com) or Melissa King (mking@cirm.ca.gov) no later than February 10, 2011. Alternatively, you may complete this survey electronically: <http://www.surveymonkey.com/s/XHJM63H>. The results of the survey will be presented to the Governance Subcommittee and the Board. *This survey may be subject to a Public Records Act request; if you desire, you may complete the survey anonymously.*

Self-Assessment of Board Performance/Function

1. The Board

Please complete the following section by checking “Yes” if you agree with the statement, “Sometimes” if you believe the statement is sometimes true, or “No” if you disagree with the statement. Please add additional comments in the appropriate box if necessary to explain your response.

Statement	Yes	Sometimes	No
CIRM lives up to its mission.			
Board focuses on the appropriate strategic, fiduciary and generative issues that guide the work of CIRM.			
Board attends to policy-related activities that guide the work of management staff.			
Board avoids getting into excessive administrative/management details.			
Board engages in appropriate level of oversight of CIRM staff.			
Board is independent-minded and asks the penetrating questions required to uncover issues.			
Board members offer a diversity of opinions and address issues in a respectful manner.			
Board is too influenced by the views of the President and/or other management staff.			

Board plays an appropriate role in CIRM's internal financial issues.			
Board plays an appropriate role in CIRM's external financial issues.			
Board members have appropriate input into the preparation of the agendas.			
Board meets with appropriate frequency and timing to carry out its mission.			
Board meetings are conducted in a manner that ensures open communication and meaningful participation.			
Board grasps and deliberates the important issues and brings decision topics to closure in a timely manner.			
Board receives adequate information to understand the issues presented and to make good decisions.			
The information received prior to and during the meetings is clear and concise and is delivered in a timely fashion.			
Functionally, the Board has an effective, cooperative and collaborative culture.			
Additional Comments			

2. Individual Board Members

Please complete the following section by checking "Yes" if you agree with the statement, "Sometimes" if you believe the statement is sometimes true, or "No" if you disagree with the statement. Please add additional comments in the appropriate box if necessary to explain your response.

Statement	Yes	Sometimes	No
I understand and support CIRM's mission.			
I understand my responsibilities as a Board member.			
I come to the Board meetings fully prepared to participate.			
At Board meetings, I feel comfortable raising and discussing dissenting or contrary opinions.			
I think about the work of CIRM between Board calls and meetings.			
I understand the issue of conflict of interest.			
I receive personal satisfaction from my role as a Board member.			
Additional Comments			

Desired Attributes of Board Chair

3. Future Board Chair and Chair Functions

Please complete the following section by providing your top three responses to the first two statements and by providing a narrative response to the last four items. Please include additional comments as necessary.

Statement	Response	
<p>Desired Attributes of a Chair (e.g., collaborative, problem-solver, etc.)</p>	1	
	2	
	3	
<p>Desired Skill Sets of Chair (e.g., advocacy, financial, scientific, etc.)</p>	1	
	2	
	3	
<p>Under Prop. 71, the Chair and statutory Vice Chair have statutory responsibility for external finance, government relations, public communications, oversight, etc. Define the best way for these duties to be carried out (e.g., Chair and Vice Chairs should operationally manage these responsibilities; Board should request that Chair and Vice Chairs delegate operational responsibility to staff to the extent permitted by law; Chair and Vice Chairs should work in partnership with President, with each assigned well-defined responsibilities, approved by the Board, within their respective areas of expertise; Chair and Vice Chairs should share responsibility for these duties with other Board members, etc.).</p>		

<p>Define the appropriate relationship and division of responsibilities between the Chair and the Vice Chairs and the President (e.g., the Chair and Vice Chairs should work in partnership with the President; the President should report to the Chair and the Vice Chairs who should provide oversight, etc.).</p>	
<p>Recommended Time Commitment of Chair (e.g. Full-Time, One Day/Week, Attendance at Meetings, Availability by Phone, etc.; the current percent effort is 50%)</p>	
<p>Recommended Financial Compensation for Chair (Current Salary Range is \$275,000 - \$508,750 for 100% Effort)</p>	<p>\$_____ for ____% effort</p>
Additional Comments	

Board Performance Assessment

EXHIBIT B

CIRM Current Board and Future Board Chair Evaluation



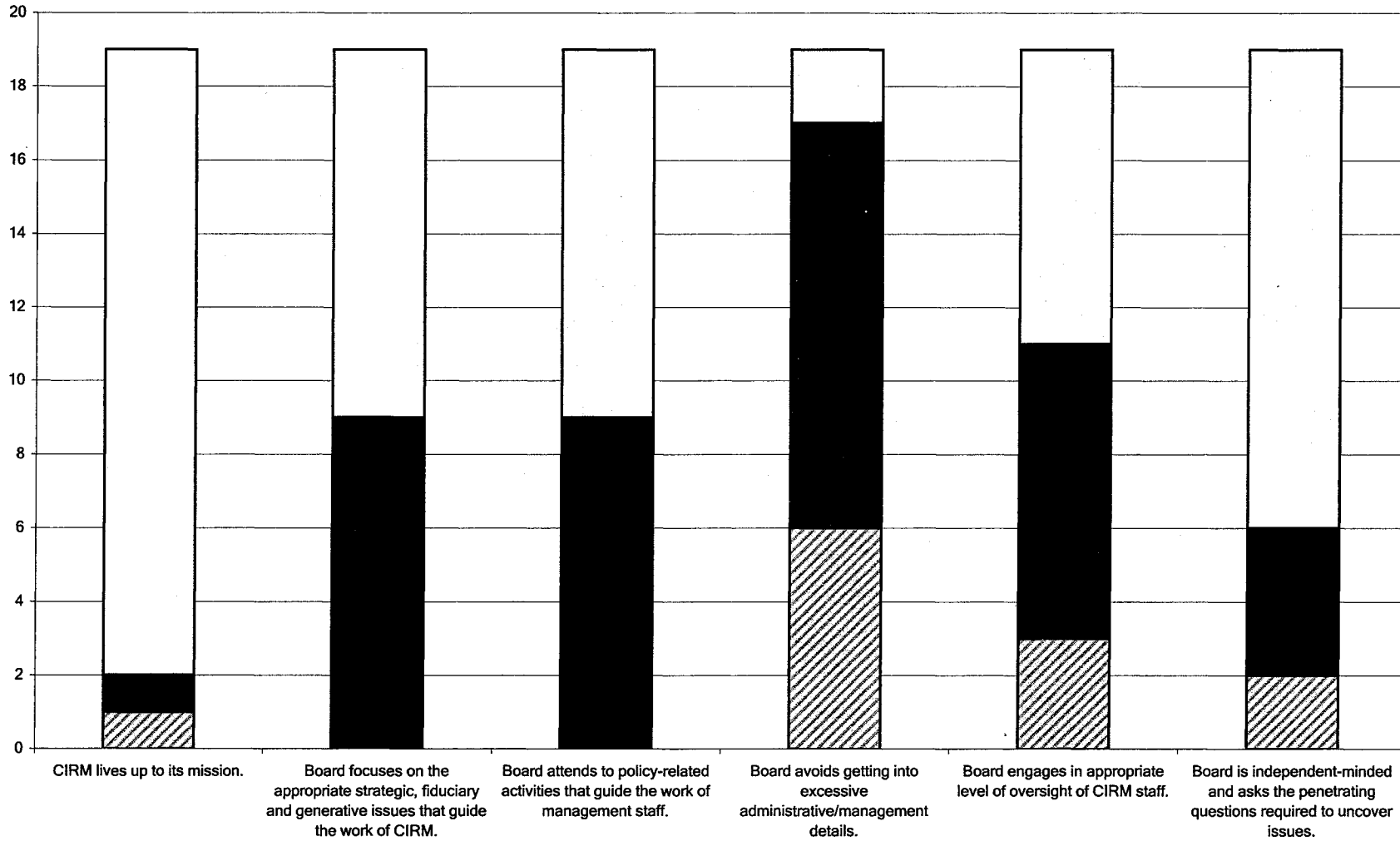
1. Please complete the following section by checking "Yes" if you agree with the statement, "Sometimes" if you believe the statement is sometimes true, or "No" if you disagree with the statement. Please add additional comments in the appropriate box if necessary to explain your response.

	YES	SOMETIMES	NO	Response Count
CIRM lives up to its mission.	90.0% (18)	5.0% (1)	5.0% (1)	20
Board focuses on the appropriate strategic, fiduciary and generative issues that guide the work of CIRM.	55.0% (11)	45.0% (9)	0.0% (0)	20
Board attends to policy-related activities that guide the work of management staff.	55.0% (11)	45.0% (9)	0.0% (0)	20
Board avoids getting into excessive administrative/management details.	10.0% (2)	60.0% (12)	30.0% (6)	20
Board engages in appropriate level of oversight of CIRM staff.	40.0% (8)	45.0% (9)	15.0% (3)	20
Board is independent-minded and asks the penetrating questions required to uncover issues.	70.0% (14)	20.0% (4)	10.0% (2)	20
Board members offer a diversity of opinions and address issues in a respectful manner.	73.7% (14)	21.1% (4)	5.3% (1)	19
Board is too influenced by the views of the President and/or other management staff.	15.0% (3)	35.0% (7)	50.0% (10)	20
Board plays an appropriate role in CIRM's internal financial issues.	30.0% (6)	55.0% (11)	15.0% (3)	20
Board plays an appropriate role in CIRM's external financial issues.	45.0% (9)	45.0% (9)	10.0% (2)	20
Board members have appropriate input into the preparation of the agendas.	25.0% (5)	40.0% (8)	35.0% (7)	20

Board meets with appropriate frequency and timing to carry out its mission.	80.0% (16)	20.0% (4)	0.0% (0)	20
Board meetings are conducted in a manner that ensures open communication and meaningful participation.	60.0% (12)	25.0% (5)	15.0% (3)	20
Board grasps and deliberates the important issues and brings decision topics to closure in a timely manner.	30.0% (6)	55.0% (11)	15.0% (3)	20
Board receives adequate information to understand the issues presented and to make good decisions.	55.0% (11)	35.0% (7)	10.0% (2)	20
The information received prior to and during the meetings is clear and concise and is delivered in a timely fashion.	55.0% (11)	30.0% (6)	15.0% (3)	20
Functionally, the Board has an effective, cooperative and collaborative culture.	45.0% (9)	35.0% (7)	20.0% (4)	20
			Additional Comments	9
			answered question	20
			skipped question	1

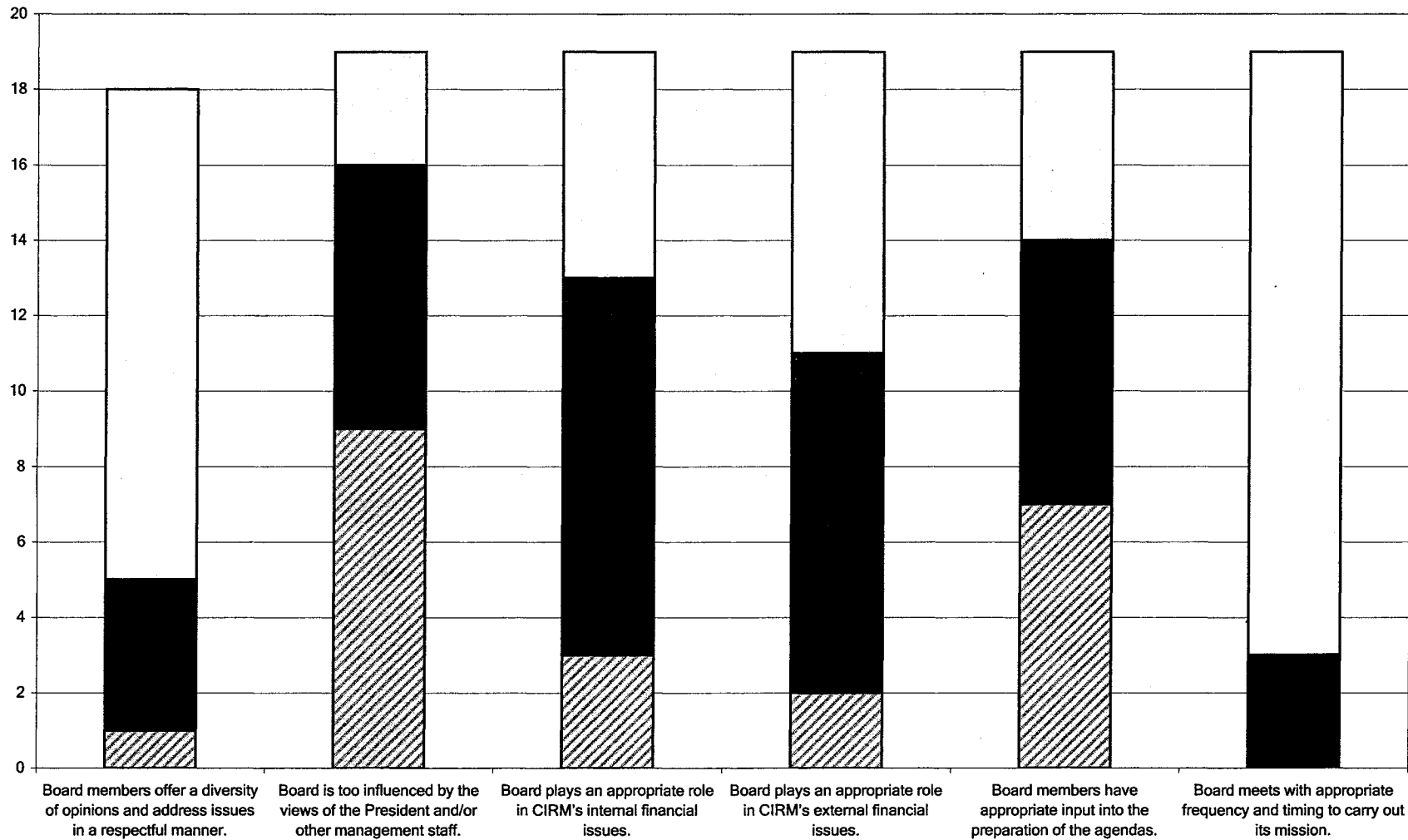
Results: The Board (1)

▨ NO ■ SOMETIMES □ YES



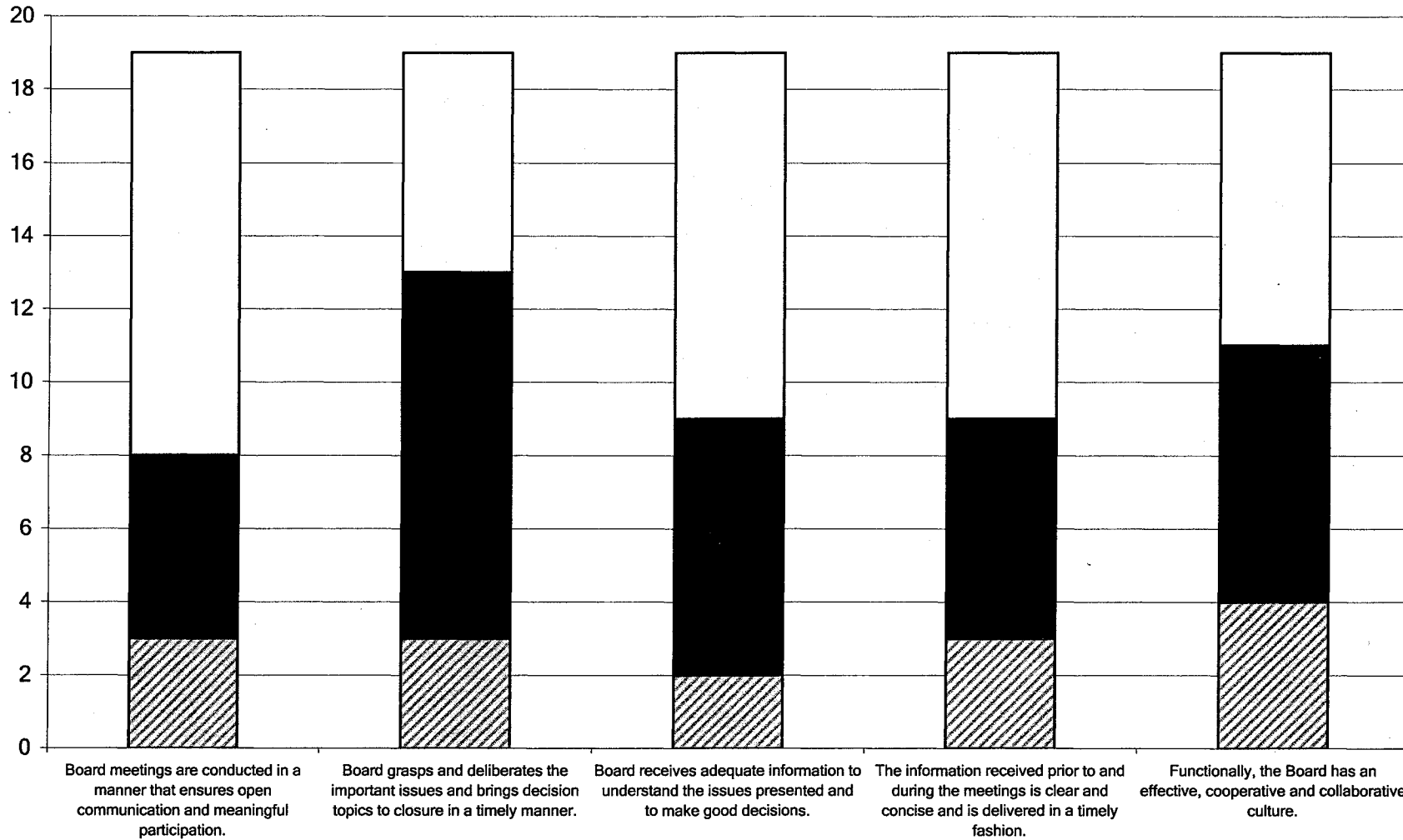
Results: The Board (2)

☐ NO ■ SOMETIMES □ YES



Results: The Board (3)

▨ NO ■ SOMETIMES □ YES



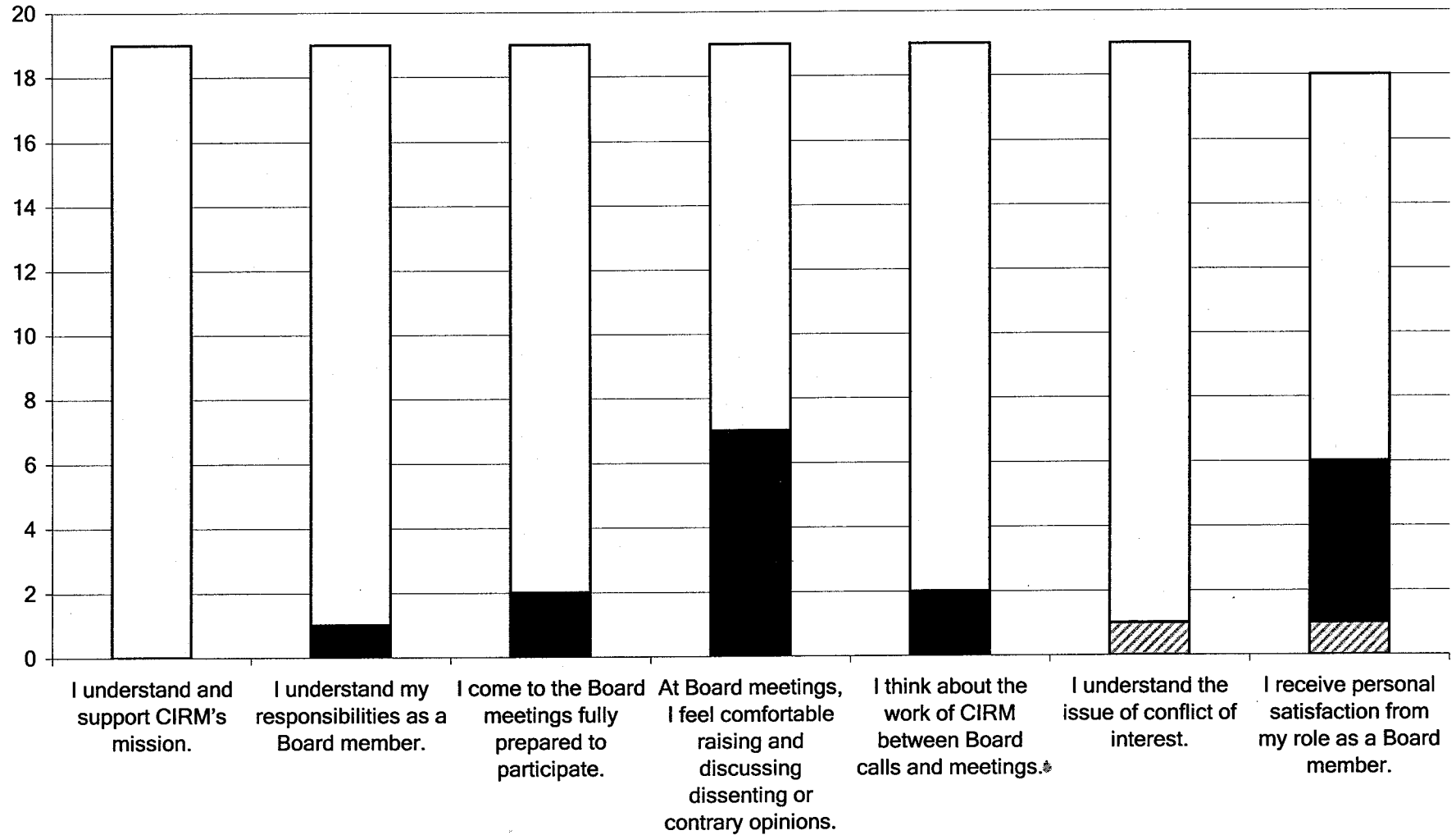
Individual Board Members' Performance Assessment

EXHIBIT C

2. Please complete the following section by checking "Yes" if you agree with the statement, "Sometimes" if you believe the statement is sometimes true, or "No" if you disagree with the statement. Please add additional comments in the appropriate box if necessary to explain your response.				
	YES	SOMETIMES	NO	Response Count
I understand and support CIRM's mission.	100.0% (20)	0.0% (0)	0.0% (0)	20
I understand my responsibilities as a Board member.	95.0% (19)	5.0% (1)	0.0% (0)	20
I come to the Board meetings fully prepared to participate.	90.0% (18)	10.0% (2)	0.0% (0)	20
At Board meetings, I feel comfortable raising and discussing dissenting or contrary opinions.	65.0% (13)	35.0% (7)	0.0% (0)	20
I think about the work of CIRM between Board calls and meetings.	90.0% (18)	10.0% (2)	0.0% (0)	20
I understand the issue of conflict of interest.	95.0% (19)	0.0% (0)	5.0% (1)	20
I receive personal satisfaction from my role as a Board member.	68.4% (13)	26.3% (5)	5.3% (1)	19
			Additional Comments	5
			answered question	20
			skipped question	1

Results: Individual Board Members

☐ NO ■ SOMETIMES □ YES



Desired Attributes and Skill Sets of New Chair

EXHIBIT D

[« Back to Summary](#)**Desired Attributes of a Chair (e.g., collaborative, problem-solver, etc.)**

#	Response Date	Attribute 1
1	Feb 3, 2011 12:34 AM	collaborative
2	Feb 3, 2011 12:36 AM	ethical
3	Feb 3, 2011 1:30 AM	visionary
4	Feb 3, 2011 2:56 AM	respectful
5	Feb 3, 2011 4:56 AM	Comfortable working through conflict
6	Feb 3, 2011 8:00 PM	consensus builder
7	Feb 4, 2011 5:57 PM	Effective leader with committee experience
8	Feb 4, 2011 6:02 PM	Integrity
9	Feb 5, 2011 5:31 AM	Knowledgeable and intellectually curious
10	Feb 6, 2011 1:36 AM	collaborative
11	Feb 6, 2011 4:15 PM	personable/charismatic
12	Feb 7, 2011 4:44 AM	collaborative
13	Feb 7, 2011 7:40 AM	collaborative and inclusive
14	Feb 7, 2011 10:50 PM	informed leadership
15	Feb 8, 2011 5:57 PM	Collaborative / consensus builder
16	Feb 8, 2011 9:26 PM	Collaborative
17	Feb 10, 2011 4:48 PM	Wise, thoughtful servant leader
18	Feb 11, 2011 1:04 AM	visionary
19	Feb 11, 2011 3:45 PM	Facilitator - able to align divided opinions. Able to communicate well.
20	Feb 11, 2011 10:42 PM	Good Communicator

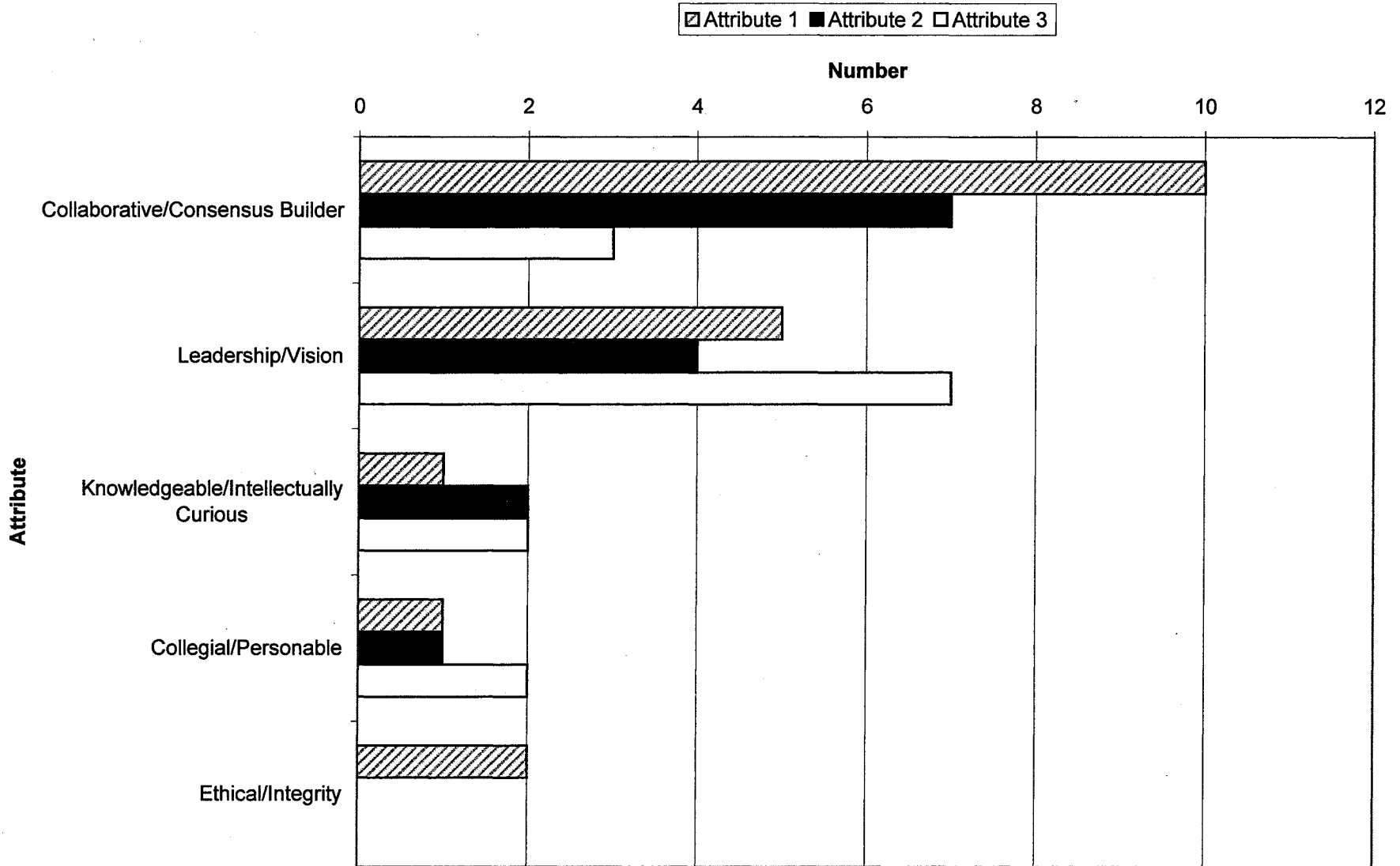
[« Back to Summary](#)**Desired Attributes of a Chair (e.g., collaborative, problem-solver, etc.)**

#	Response Date	Attribute 2
1	Feb 3, 2011 12:34 AM	brief and concise in management/board meetings
2	Feb 3, 2011 12:36 AM	organized
3	Feb 3, 2011 1:30 AM	collaborative
4	Feb 3, 2011 2:56 AM	pragmatic
5	Feb 3, 2011 4:56 AM	Resourceful
6	Feb 3, 2011 8:00 PM	priority driver
7	Feb 4, 2011 5:57 PM	Scientifically educable
8	Feb 4, 2011 6:02 PM	Commitment to mission
9	Feb 5, 2011 5:31 AM	Collaborative & respectful towards colleagues
10	Feb 6, 2011 1:36 AM	significant governance experience
11	Feb 6, 2011 4:15 PM	collaborative
12	Feb 7, 2011 4:44 AM	listener
13	Feb 7, 2011 7:40 AM	respectful and efficient
14	Feb 7, 2011 10:50 PM	dedication to mission of CIRM
15	Feb 8, 2011 5:57 PM	Strategic vision
16	Feb 8, 2011 9:26 PM	Consensus driven
17	Feb 10, 2011 4:48 PM	Collaborative and respectful
18	Feb 11, 2011 1:04 AM	goal oriented
19	Feb 11, 2011 3:45 PM	Consensus builder - and problem solver
20	Feb 11, 2011 10:42 PM	Team Leader

[« Back to Summary](#)**Desired Attributes of a Chair (e.g., collaborative, problem-solver, etc.)**

#	Response Date	Attribute 3
1	Feb 3, 2011 12:34 AM	a steady bridge between the President and Chair's staffs
2	Feb 3, 2011 12:36 AM	
3	Feb 3, 2011 1:30 AM	understand the rigor of peer-reviewed science
4	Feb 3, 2011 2:56 AM	collegial
5	Feb 3, 2011 4:56 AM	Collaborative
6	Feb 3, 2011 8:00 PM	board leader
7	Feb 4, 2011 5:57 PM	Good grasp of state politics and financial issues
8	Feb 4, 2011 6:02 PM	Consensus-seeker
9	Feb 5, 2011 5:31 AM	Able to delegate appropriately
10	Feb 6, 2011 1:36 AM	translational experience / industry experience
11	Feb 6, 2011 4:15 PM	proven leadership skills
12	Feb 7, 2011 4:44 AM	communicator
13	Feb 7, 2011 7:40 AM	resourceful
14	Feb 7, 2011 10:50 PM	ability to incorporate diverse opinions and skills into mission
15	Feb 8, 2011 5:57 PM	Leadership ability
16	Feb 8, 2011 9:26 PM	Compassionate
17	Feb 10, 2011 4:48 PM	Empowering of others
18	Feb 11, 2011 1:04 AM	strong leadership skills
19	Feb 11, 2011 3:45 PM	Strategic thinker who puts the mission of CIRM foremost
20	Feb 11, 2011 10:42 PM	Decisive

Desired Attributes of a Chair



[« Back to Summary](#)**Desired Skill Sets of Chair (e.g., advocacy, financial, scientific, etc.)**

#	Response Date	Skill 1
1	Feb 3, 2011 12:34 AM	Advocacy
2	Feb 3, 2011 12:36 AM	run effective meeting
3	Feb 3, 2011 1:30 AM	advocacy
4	Feb 3, 2011 2:56 AM	superb manager with organizational skills
5	Feb 3, 2011 4:56 AM	Proven Leader
6	Feb 3, 2011 8:00 PM	financial
7	Feb 4, 2011 5:57 PM	An advocate for the potential medical contributions of regenerative medicine
8	Feb 4, 2011 6:02 PM	Advocate to taxpayer
9	Feb 5, 2011 5:31 AM	Develop and manage Board Agenda
10	Feb 6, 2011 1:36 AM	governance
11	Feb 6, 2011 4:15 PM	understands the potential of stem cell science
12	Feb 7, 2011 4:44 AM	meeting management
13	Feb 7, 2011 7:40 AM	strong communications abilities---internal and external
14	Feb 7, 2011 10:50 PM	appreciation and use of advocacy
15	Feb 8, 2011 5:57 PM	Strong leadership quality
16	Feb 8, 2011 9:26 PM	Patient Advocate
17	Feb 10, 2011 4:48 PM	Leadership (to make others successful)
18	Feb 11, 2011 1:04 AM	understanding of the translational challenge
19	Feb 11, 2011 3:45 PM	Leadership, with the ability to listen and delegate
20	Feb 11, 2011 10:42 PM	Scientific and government relations

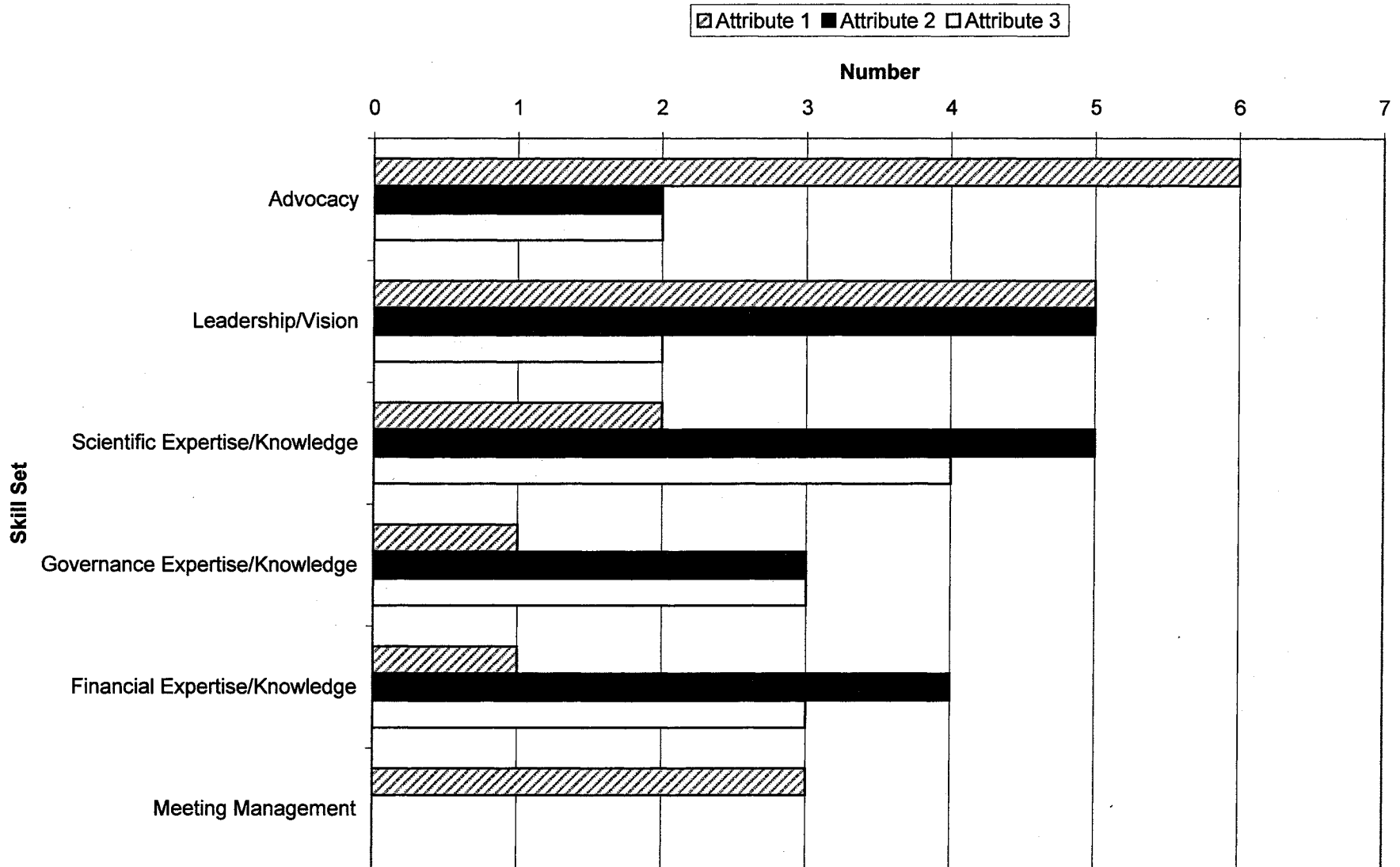
[« Back to Summary](#)**Desired Skill Sets of Chair (e.g., advocacy, financial, scientific, etc.)**

#	Response Date	Skill 2
1	Feb 3, 2011 12:34 AM	
2	Feb 3, 2011 12:36 AM	financial
3	Feb 3, 2011 1:30 AM	scientific
4	Feb 3, 2011 2:56 AM	political sensitivity
5	Feb 3, 2011 4:56 AM	Significant stature
6	Feb 3, 2011 8:00 PM	industry
7	Feb 4, 2011 5:57 PM	Effective recruitment of bio-tech and pharma to apply stems cells in clinical trials
8	Feb 4, 2011 6:02 PM	Strong financial background
9	Feb 5, 2011 5:31 AM	Advocacy
10	Feb 6, 2011 1:36 AM	advocacy
11	Feb 6, 2011 4:15 PM	is able to work effectively in sacramento (and washington dc as needed)
12	Feb 7, 2011 4:44 AM	ability to delegate appropriate
13	Feb 7, 2011 7:40 AM	able to inspire enthusiasm
14	Feb 7, 2011 10:50 PM	financial understanding
15	Feb 8, 2011 5:57 PM	Financial and scientific background
16	Feb 8, 2011 9:26 PM	Strong interest in the science
17	Feb 10, 2011 4:48 PM	Experience in board leadership (for other organizations)
18	Feb 11, 2011 1:04 AM	comfortable on a world stage & ambitious agenda
19	Feb 11, 2011 3:45 PM	Knowledge of California and national policy (state and federal) and able to interact with government officials.
20	Feb 11, 2011 10:42 PM	financial

[« Back to Summary](#)**Desired Skill Sets of Chair (e.g., advocacy, financial, scientific, etc.)**

#	Response Date	Skill 3
1	Feb 3, 2011 12:34 AM	
2	Feb 3, 2011 12:36 AM	patient advocate
3	Feb 3, 2011 1:30 AM	diplomatic
4	Feb 3, 2011 2:56 AM	financial
5	Feb 3, 2011 4:56 AM	Science savvy
6	Feb 3, 2011 8:00 PM	legislative
7	Feb 4, 2011 5:57 PM	Ability to communicate to the Sacramento leadership the progress and needs of the CIRM effort
8	Feb 4, 2011 6:02 PM	Ability to understand science
9	Feb 5, 2011 5:31 AM	Governmental/Business/External relations
10	Feb 6, 2011 1:36 AM	financial
11	Feb 6, 2011 4:15 PM	communicates passion for the goals of CIRM
12	Feb 7, 2011 4:44 AM	analytical skills
13	Feb 7, 2011 7:40 AM	good at delegating
14	Feb 7, 2011 10:50 PM	diplomacy
15	Feb 8, 2011 5:57 PM	Patient advocacy
16	Feb 8, 2011 9:26 PM	Industry orientation could be helpful
17	Feb 10, 2011 4:48 PM	Communication skills (to board, staff, public)
18	Feb 11, 2011 1:04 AM	strong skills and promoting collaboration
19	Feb 11, 2011 3:45 PM	Knowledge of science, medicine or biomedical industry
20	Feb 11, 2011 10:42 PM	Board experience

Desired Skill Sets of a Chair



**Allocation of Responsibilities and Appropriate Relationship for New
Chair**

EXHIBIT E

[« Back to Summary](#)

Under Prop. 71, the Chair and statutory Vice Chair have statutory responsibility for external finance, government relations, public communications, oversight, etc. Define the best way for these duties to be carried out (e.g., Chair and Vice Chairs should operationally manage these responsibilities; Board should request that Chair and Vice Chairs delegate operational responsibility to staff to the extent permitted by law; Chair and Vice Chairs should work in partnership with President, with each assigned well-defined responsibilities, approved by the Board, within their respective areas of expertise; Chair and Vice Chairs should share responsibility for these duties with other Board members, etc.).

#	Response Date	Response Text
1	Feb 3, 2011 12:34 AM	Since the hiring of Dr. Feigal as our new R&D VP, I do not see the need for the Chair to have scientific credentials. And with the potential hiring of a Finance officer, that part of the Chair's non constitutional attributes for expertise in bond financing could be easily transferred. We could also hire our former Chair as a consultant on these matters working with the new chair and the Finance officer.
2	Feb 3, 2011 12:36 AM	Split up work between chair and vice-chairs with well defined job descriptions.
3	Feb 3, 2011 1:30 AM	Chair and Vice Chairs should share responsibility for these duties with other Board members
4	Feb 3, 2011 2:56 AM	I would leave this matter to the chair and vice chair to determine-----the chair should divide responsibilities as thought best
5	Feb 3, 2011 4:56 AM	Chair and Vice Chairs should operationally manage these responsibilities.
6	Feb 3, 2011 8:00 PM	Chairs , vice chairs and committee chairs should delegate operational duties to staff and manage via rigorous , disciplined oversight in a prospective and transparent way. the board's role should be to hold staff accountable to agreed upon objectives via a system of measurement and monitoring .
7	Feb 4, 2011 5:57 PM	Chair and Vice Chairs should work in partnership with President, with each assigned well-defined responsibilities, approved by the Board, within their respective areas of expertise
8	Feb 4, 2011 6:02 PM	Chair and Vice-Chair should lead Board members in oversight of, and partnership with, CIRM President and staff.
9	Feb 5, 2011 5:31 AM	I do not feel that the Chair & Vice Chairs should manage operationally, but they must be knowledgeable enough to understand and respond to all of these issues as they come up. I specifically do not feel they need to have business or scientific expertise personally (that is what we hired a VP for R&D for), but they should have familiarity with the pertinent issues that may arise, and have either enough personal knowledge to resolve problems, or be able to quickly reach out to others - staff, Board members or external consultants - who can. Good problem solving and consensus building skills are more important than any specific area of expertise.
		Board should request that Chair and Vice Chairs delegate operational responsibility

- 10 Feb 6, 2011 1:36 AM to staff to the extent permitted by law --management should be saddled to conduct all operational aspects of CIRM and board committees should provide oversight on all key areas
- Ideally, the chair/vcs should work as a team, with their individual and joint roles clearly spelled out, understood and agreed to, The Chair has the ultimate authority if disagreements emerge, but the normal operating process should recognize and assign responsibility for parts of the Chair/VCS role to all three members of this unit. Assignment of a vc to an area does not mean ultimate authority in that area, but it does mean responsibility within the team for presenting a case for a particular action/position/outcome and to work with the team to develop a stance that all 3 members of the team can stand behind. Since the relative strengths of the team members are different and will vary with different individuals in that role, the team should articulate to the Board how it will function operationally with respect to the issues that fall within its purview.
- 11 Feb 6, 2011 4:15 PM
- 12 Feb 7, 2011 4:44 AM Board should require Chair and Vice Chair to delegate operational responsibility to staff.
- 13 Feb 7, 2011 7:40 AM Chair and Vice Chair should work with the President carrying out specific, well-defined responsibilities approved by the board
- 14 Feb 7, 2011 10:50 PM Willingness to delegate responsibility especially to president and scientific staff
- 15 Feb 8, 2011 5:57 PM In my opinion, the Chair and the Vice Chair should work in partnership with the President, with each assigned well-defined roles approved by the Board. But, in assigning these roles, we should take advantage of the Chair, the Vice Chair, and the President's individual areas of expertise
- Our current statutory Vice Chair handles government relations, and does a phenomenal job. External finance needs to be institutionalized through staff hires and/or long term consulting contracts. It's extremely technical and complicated work and it should not be the expectation that the Chair or VC can manage this on their own. Plus, there is some overlap with government relations. Some expertise redundancy to enhance oversight would be very helpful. E.g, experienced staff could be hired along with outside consultants to conduct the external finance function, but I would like to have an independent external finance consultant conducting periodic reviews and reporting to the ICOC Finance Committee. The overall external finance function along with internal finance should be appropriated staffed and reside in the agency delegated to the President with a strong and accountable oversight function by the ICOC Finance Committee. Public communications should really be housed in the agency under the President, though there should be a defined requirement for collaboration with the Chair and Vice-Chairs and there should be an oversight process either through the executive committee or a Board Communications committee to broadly define strategy, goals and deliverables. The Board's oversight function should be conducted through an enhanced committee structure that devolves much of the responsibility for oversight to specific committees.
- 16 Feb 8, 2011 9:26 PM
- Chair should empower others to undertake responsibilities and provide high level guidance and feedback. For statutory responsibilities, the chair should identify the people most able to do the tasks (staff, other board members, consultants) and then let them do the job. Only if the responsibilities are not met should the chair step in-

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17 Feb 10, 2011 4:48 PM

and then only to redelegate the duties to others. While the chair and the president are indeed partners, it will be essential to define the ways that this partnership works. It is not an equal division of duties. The chair should be responsible for defining overarching approaches and the president should be responsible for defining and implementing specific strategies. If the chair perceives that staff is not doing what needs to be done, this should be handled through the performance evaluation process- not by stepping in to do it him or herself. The chair should be encouraged to share the statutory responsibilities with the vice chairs and board members who serve as committee chairs. The chair can then have the time and energy to "see the big picture" and not get lost in the details.

18 Feb 11, 2011 1:04 AM

chair and vice chair should have skills distinctly different from those of the president. The president should be a strong, smart and visionary scientist, and should focus his/her efforts in that role. The board leadership should be non-science-trained, and have skills and experience over the wider scope of responsibilities that will enable the scientific agenda to move rapidly and successfully. e.g., see for example the polio vaccine experience.

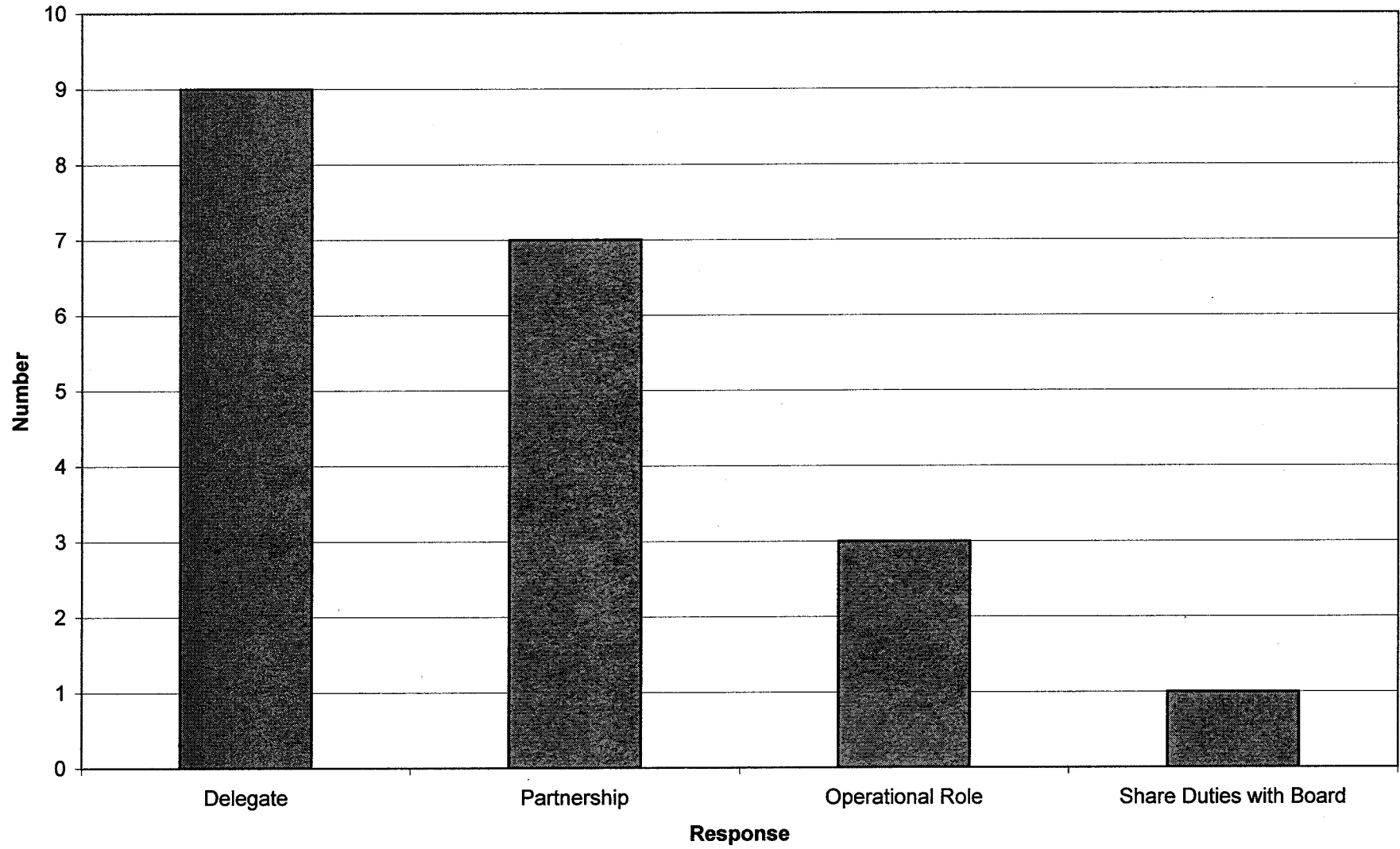
19 Feb 11, 2011 3:45 PM

CIRM should function as an organization led by a CEO who oversees finance, operations, policy, and communication. The ICOC should function as a governing board and its Chair should function similarly to the Board Chairs of not-for-profits, but distinct from the role of the CEO. The ICOC Chair could be a member of the key committees (finance, government, policy, etc) but they should be led by other board members who should have the delegated responsibility to oversee these committees and report to the board (ICOC).

20 Feb 11, 2011 10:42 PM

Clear direction should be given to operational leaders regarding expectations. All Board decisions must be honored and supported, with coordination to staff from both chairs.

Allocation of Responsibilities



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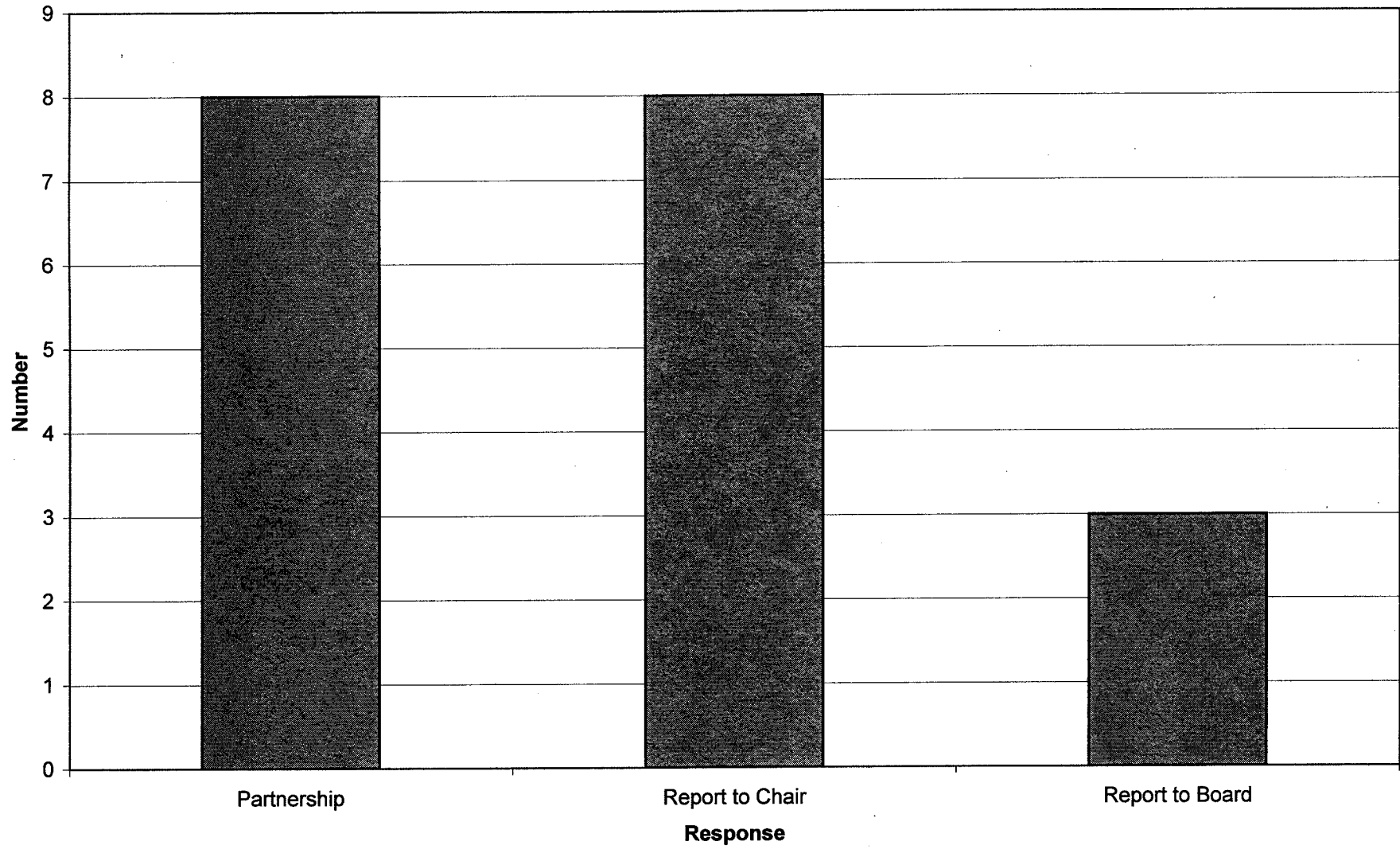
Define the appropriate relationship and division of responsibilities between the Chair and the Vice Chairs and the President (e.g., the Chair and Vice Chairs should work in partnership with the President; the President should report to the Chair and the Vice Chairs who should provide oversight, etc.).

#	Response Date	Response Text
1	Feb 3, 2011 12:34 AM	I think the new re organization plan speaks precisely to this issue. Furthermore, the President should work in partnership with the Chair and Vice Chairs.
2	Feb 3, 2011 12:36 AM	President reports to Board.
3	Feb 3, 2011 1:30 AM	Chair and Vice Chairs should work in partnership with the President
4	Feb 3, 2011 2:56 AM	The Chair and the President should report separately to the board.
5	Feb 3, 2011 4:56 AM	The President should report to the Chair and the Vice Chairs who should provide oversight on behalf of the board.
6	Feb 3, 2011 8:00 PM	The President should report to the board through the Chair . The board should have an executive comm consisting of the president, chair and vice chairs (and perhaps chairs of governance and finance) which can meet in between board meetings and keep the staff and board aligned.
7	Feb 4, 2011 5:57 PM	The President should report to the Chair and the Vice Chairs who should provide oversight
8	Feb 4, 2011 6:02 PM	[No Answer]
9	Feb 5, 2011 5:31 AM	Given the unique structure of CIRM, these relationships need to involve a high degree of cooperation and partnership, though ultimately the President has to report appropriately to the Chair, Vice Chairs and the Board, who must provide oversight. Some of the appropriate areas of responsibility of each are delineated in Prop. 71, though ideally the Chair and the President should be able and willing to delegate specific roles to each other in accord with their areas of expertise and resources, etc.
10	Feb 6, 2011 1:36 AM	the predinet should have all responsiblites for operations including finiance and communications --board committees should provide oversight --Chair and VCs should assit managment when their skill sets are needed and provide support to the Presidnt as well as serveing on key oversight committees
11	Feb 6, 2011 4:15 PM	By the same token, the Chair and the President should also work as a team to accomplish the mission of CIRM, and while they will have different areas of expertise and authority, they should work cooperatively and synergistically, interacting to solve problems and generate future plans to accomplish their joint responsibility for the success of CIRM, This top leadership team should speak as one voice on all matters of importance to the agency, and should work together to develop that shared voice. It is important that each member of the team understand and agree to the position of the other, and that any areas of disagreement be given special attention until a viable

working solution that both can embrace is found.

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| 12 | Feb 7, 2011 4:44 AM | The President should report to the Chair and the Vice Chairs, but they should all work together. |
| 13 | Feb 7, 2011 7:40 AM | Chair and Vice Chair should work together with the president with the president and chair each having specific, well defined duties and responsibilities. The Chair should not be managing, running or influencing staff and the board should provide oversight for the president. |
| 14 | Feb 7, 2011 10:50 PM | President should provide proposition defined responsibilities. Delegation of responsibilities to President and to the vice chairs is needed |
| 15 | Feb 8, 2011 5:57 PM | The Chair, the Vice Chair, and the President should all work together in a collaborative partnership. However, in my opinion, the President must have a scientific background and the Chair and Vice Chair must defer to the President in all areas of science. The President should also run the day-to-day operation of CIRM. The Chair should be skilled in areas of finance (i.e. the bond market, etc.) and the Vice Chair should be well-skilled in interacting with the Legislature. |
| 16 | Feb 8, 2011 9:26 PM | The President should report to the Chair and Vice-Chairs and the Board, which provides oversight. |
| 17 | Feb 10, 2011 4:48 PM | CIRM has "grown up" enough that we can now clearly define responsibilities. The chair should oversee and guide, and empower the president to be the true CEO of CIRM. Judicious interventions will be more effective than micro-management. The chair and the board should embrace their responsibility to provide management with the authority, resources and support that they need to make the organization run successfully. The chair and the board should ensure that all board members play a role in leadership. The board is a powerful and talented team and the board leadership responsibilities can be allocated so that the duties are not onerous (and don't become their main career focus). The vice chairs, committee chairs, and other board members can all take on responsibilities, allowing the chair to coordinate the oversight. The president should report to the board through the chair- thus, the chair should not be functioning as a co-CEO, but rather as the person providing oversight to the president/CEO. |
| 18 | Feb 11, 2011 1:04 AM | The chair must have over-arching responsibility for success of the mission, making all the ultimate judgment calls necessary. See e.g., Basil O'Connor's selection of Salk over Sabin. But the chair also must respect the stature of the president and the president's skill and experience must be so superior as to command respect. |
| 19 | Feb 11, 2011 3:45 PM | The relationship between the Chair and Vice chair would depend on their respective skill sets and every attempt should be made to achieve complementary functions. While the Vice Chair needs to be ready and able to step in for the Chair, their roles on the ICOC should have discrete functions. |
| 20 | Feb 11, 2011 10:42 PM | There should be collaboration, and also assigned duties. |

Appropriate Relationship



Recommended Time Commitment of New Chair

EXHIBIT F

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Recommended Time Commitment of Chair (e.g. Full-Time, One Day/Week, Attendance at Meetings, Availability by Phone, etc.; the current percent effort is 50%)

#	Response Date	Response Text
1	Feb 3, 2011 12:34 AM	80%
2	Feb 3, 2011 12:36 AM	Part time.
3	Feb 3, 2011 1:30 AM	50% seems reasonable--I have no way of knowing exactly.
4	Feb 3, 2011 2:56 AM	Full time
5	Feb 3, 2011 4:56 AM	Half to full time.
6	Feb 3, 2011 8:00 PM	20-50% time .
7	Feb 4, 2011 5:57 PM	Whatever time is needed to complete the assigned tasks effectively, but no more than 50% time should be needed.
8	Feb 4, 2011 6:02 PM	50%
9	Feb 5, 2011 5:31 AM	I would expect that this would be at least a half time position, with the Chair also available readily by phone for urgent issues as they may arise.
10	Feb 6, 2011 1:36 AM	one day a week max
11	Feb 6, 2011 4:15 PM	I think this is something that should be an item for the chair/president team to discuss and come to a decision about. It is impossible for a board member to know this answer ---rather the need for one or the other should be articulated so it can be seen to make sense
12	Feb 7, 2011 4:44 AM	20%
13	Feb 7, 2011 7:40 AM	2-2 1/2 days a week, , avail by phone and attendance at meetings and conferences. 50-75% effort
14	Feb 7, 2011 10:50 PM	50% effort is commensurate with salary and with use of others effectively (president, vice chairs)
15	Feb 8, 2011 5:57 PM	Full-Time
16	Feb 8, 2011 9:26 PM	60%--roughly 3 days a week.
17	Feb 10, 2011 4:48 PM	I believe that the commitment of the chair should be more focused- to board meeting attendance, availability between meetings for consultation, and public advocacy as needed. By appropriately empowering others, this could be accomplished in one day a week (as is true for many larger organizations). Personal attendance at all the subcommittee and work group meetings is not required- this can be done by other

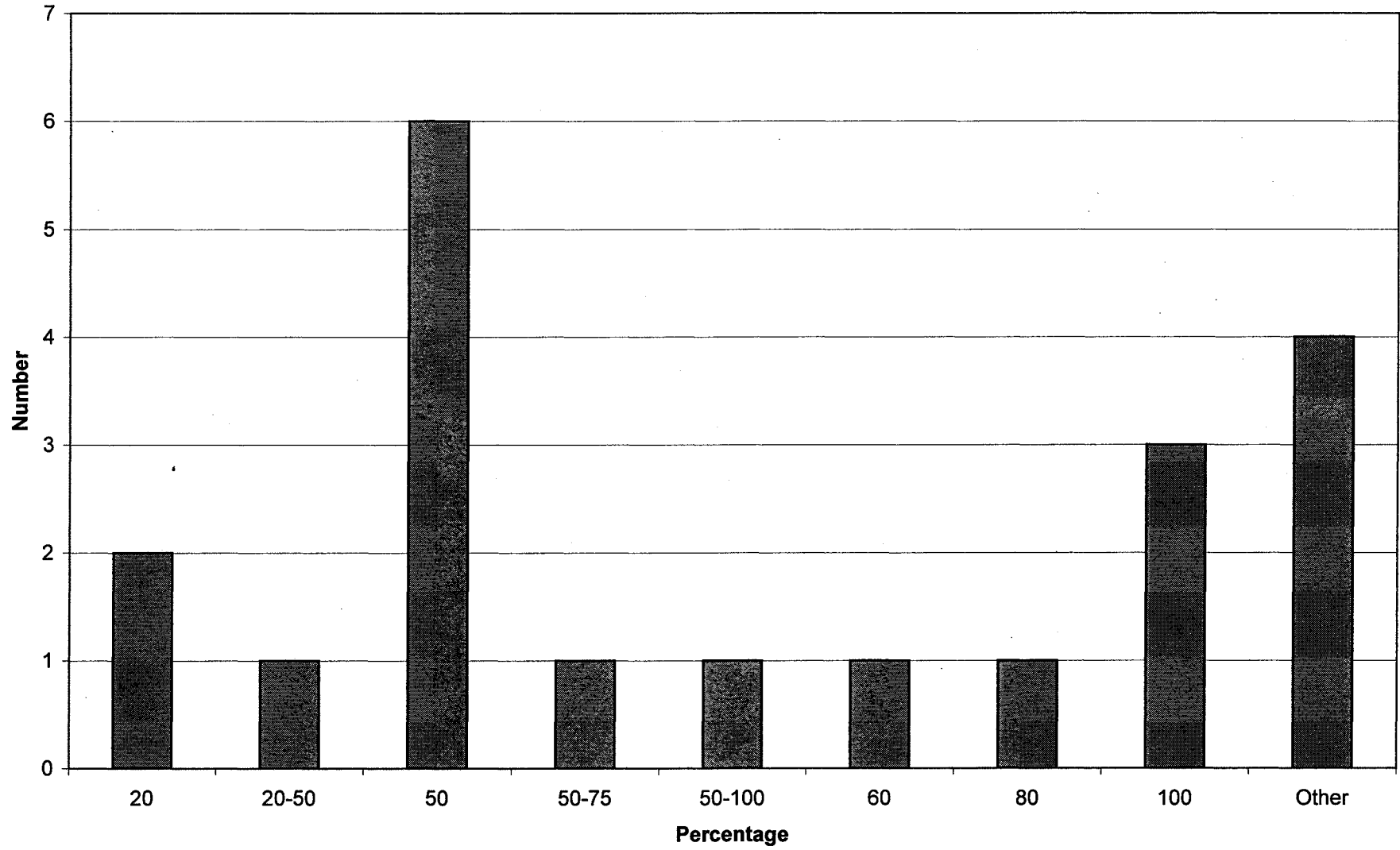
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board members in many instances. Effective time management by the chair is important for both the chair personally and for the board members and staff throughout CIRM.

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| 18 | Feb 11, 2011 1:04 AM | It entirely depends on what the chair brings to the position. I can imagine every option being a successful time commitment. |
| 19 | Feb 11, 2011 3:45 PM | While the designated effort is 50%, the role of the Chair has been expanded so that the actual time probably exceeds 100%. This makes for confusion between the Chair, President and others. The Board Chair's role should be to oversee the governing board, not manage CIRM. This percent effort should not exceed 50%. |
| 20 | Feb 11, 2011 10:42 PM | 100% |

Recommended Time Commitment of Chair



Recommended Financial Compensation of New Chair

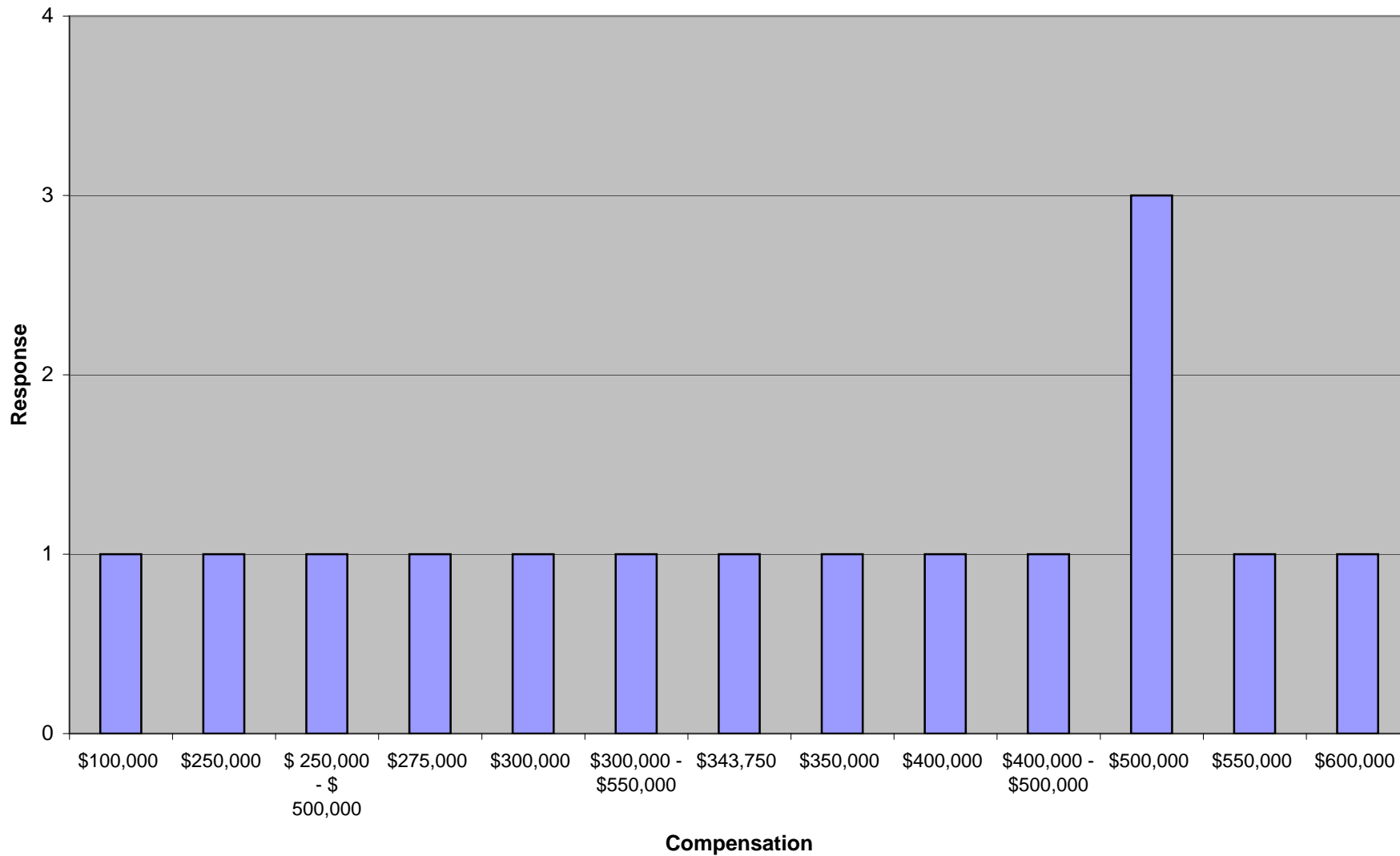
EXHIBIT G

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Recommended Financial Compensation for Chair (Current Salary Range is \$275,000 - \$508,750 for 100% Effort)

#	Response Date	\$_____ for ___% effort
1	Feb 3, 2011 12:34 AM	80% effort at \$275k
2	Feb 3, 2011 12:36 AM	\$100K for 20% effort
3	Feb 3, 2011 1:30 AM	seems reasonable range
4	Feb 3, 2011 2:56 AM	\$350K for 100%
5	Feb 3, 2011 4:56 AM	up to \$200,000 for 50% effort.
6	Feb 3, 2011 8:00 PM	\$ 500,000 ann rate adjusted for % effort.
7	Feb 4, 2011 5:57 PM	\$__50_____ for 50_% effort
8	Feb 4, 2011 6:02 PM	250,000 for 50% effort
9	Feb 5, 2011 5:31 AM	\$150,000 to \$275,000 for 50% effort
10	Feb 6, 2011 1:36 AM	20% of \$275k or volunteer time
11	Feb 6, 2011 4:15 PM	the co-leaders should be on the same salary scale
12	Feb 7, 2011 4:44 AM	\$50,000 for 20% effort
13	Feb 7, 2011 7:40 AM	250K-300K for 50-75% effort
14	Feb 7, 2011 10:50 PM	agree
15	Feb 8, 2011 5:57 PM	\$275,000 - \$508,750 for 100% effort
16	Feb 8, 2011 9:26 PM	\$180,000 for 60% effort
17	Feb 10, 2011 4:48 PM	\$50-100K for 20% time would be generously appropriate
18	Feb 11, 2011 3:45 PM	\$300,000 for 20% to 50% effort
19	Feb 11, 2011 10:42 PM	550,000 for 100% effort

Recommended Financial Compensation for Chair Based on 100% Effort



Summary of Additional Comments

EXHIBIT H

EXHIBIT H

SUMMARY OF ADDITIONAL COMMENTS

Board Performance

Several members suggested steps for improving the Board's performance, including establishing a formal process for obtaining input from the Board regarding the agenda, providing written materials to Board members further in advance of the meeting, and scheduling meetings at airport hotels. Other members expressed concern regarding the Board's role in the peer review process, the Board's performance of its oversight function, and the Chair's role in directing the Board's agenda and decisions. One member suggested that Board subcommittees should play a larger role while another suggested that the Board needs to develop a culture that is altruistic and collaborative.

Self-Assessment

Several members expressed their appreciation for being part of CIRM's mission while others expressed a desire to spend more time reviewing excellent stem cell science, crafting new initiatives and defining the agency's strategic goals. One member suggested that the Board should create a more collaborative culture and move beyond a focus on the Board. Instead, the member suggested, the Board should focus on the agency's mission.

Desired Attributes for Chair

In addition to the desired attributes identified in the responses to the question, members offered additional suggestions in their comments, including the following attributes: even-handed; diplomatic; non-meddler in operations; non-micromanager; consensus builder; ability to bring out the best in colleagues; patient; and ability to work well with shared governance.

Desired Skills for Chair

In addition to the desired skills identified in the responses to the questions, members offered additional suggestions in their comments, including the following skills: biotech experience; financial competence; advocacy; communications skills; consensus-building skills; translational and industry experience; clinical experience; fundraising skills; and ability to conduct well-organized Board meetings.

Percent Effort for Chair and Compensation for Chair

Several members offered additional comments regarding the expected percent effort and compensation for a new Chair. One member cautioned that, given the State's current economic circumstances, the Chair's salary should be kept at a minimum level, while another member expressed the view that the Board must be prepared to

compensate the Chair appropriately if it wishes to attract a great leader. One member added that limiting the compensation paid to the Chair would enhance public trust and another member stressed that the Board should look for candidates who do not require a high salary. Two members expressed the view that the Chair, along with the Board's subcommittees, should focus their efforts on oversight, not on the day-to-day management of the agency.