



CANCER PREVENTION AND RESEARCH INSTITUTE OF TEXAS

CHARTER OF THE NOMINATIONS 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 Nominations Subcommittee (the “Subcommittee”) on November 19, 2008. This Charter, adopted by the Oversight Committee on November 22, 2013, supersedes any other documents relating to the Nominations Subcommittee.

PURPOSE

The primary purpose of the Subcommittee is to advise the Oversight Committee on the composition and effectiveness of the Institute advisory committees, including identifying and nominating qualified candidates for appointment to Institute’s advisory committees. The Subcommittee also facilitates the Oversight Committee’s biannual officer election process.

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 Nominations Subcommittee will serve until his or her successor is duly appointed and qualified unless the member resigns or is removed from the Nominations 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. 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:

- Annually review and report to the Oversight Committee regarding the composition and effectiveness of the Institute's advisory committees;
- Identify qualified individuals for appointment as members of advisory committees;
- Circulate to Oversight Committee members in advance of a public meeting, written notification of the committee's intent to make the nomination, along with such information about the nominee as may be relevant; and
- Facilitate the Oversight Committee's officer election process by accepting nominations and recommending candidates for Oversight Committee consideration. The Subcommittee may work together with the outgoing Oversight Committee Chair to fulfill duties related to board elections.

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.