

MINUTES
Oversight Committee Quarterly Meeting
Cancer Prevention and Research Institute of Texas

Conference Room 348, 3rd Floor
211 E 7th Street, Austin Texas

September 5, 2012
9:30 a.m.

James Mansour, Chairman, announced a quorum and called the Oversight Committee Quarterly Meeting of the Cancer Prevention and Research Institute of Texas (Institute) to order at 9:35 a.m.

Members Present

James Mansour, Chairman
Dr. Joseph Bailes, Vice Chairman
Barbara Canales
Whitney Blanton (on behalf of the Comptroller)
Tom Luce
Walker N. Moody
Charles Tate
Mark E. Watson, Jr.

Members Absent

Alex Meade
Jay Dyer (Designee for the Attorney General)
The Honorable Judge Faith Johnson

Legal Counsel

Kristen Doyle

Staff Present

Bill Gimson, Executive Director
Heidi McConnell, Chief Operating Officer
Sandra Reyes, Executive Assistant

Board Governance and Governance Committee Appointments

Charles Tate Introduced Attorney Jerry Turner (Andrews Kurth) whom was invited to the meeting to provide advice and guidance for the Governance Committee being created. He has worked with corporate and government entities. He is the Chairman of the Texas Tech University Board of Regents.

Mr. Jerry Turner gave an overview of the current Board Governance structure. He said he has followed CPRIT since it was established, and he recommends the following:

- Review current rules, statues, and regulations that govern CPRIT
- Review current roles and responsibilities for the Oversight Committee members and officers, Executive Director, Committees and Senior Staff

Bill Gimson, Executive Director, and Kristen Doyle, General Counsel reviewed the State Auditor's Office general guidance governance process and the Attorney General's requirements and process for rule making.

Chairman Mansour mentioned that at the previous Oversight Committee meeting held August 2, 2012, the board authorized the establishment of the Governance Committee. As Chairman he asked for suggestions for the next steps to be taken to complete the process of establishing this committee.

Walker Moody suggested that a Chairman be selected. He also suggested that the Governance Committee be composed of 5 total members including the Chairman.

A general discussion took place about the appropriate number of members for the committee.

Tom Luce suggested that the Governance Board incorporate the following:

- 3-5 Members
- Committee Chair
- Required to report to the Oversight Committee on matters discussed, goals and recommendations for the November meeting. To finalize recommendations by the January meeting, including the decision on having a permanent Governance Board
- To have the Chairman of the Board of Governance Committee affirmatively reach out to every Oversight Committee member to get full range of input on issues to be addressed in the review
- To have the Chairman of the Board of Governance Committee reach out to the Oversight Committee to select the other members to be part of the board.

Barbara Canales volunteered to be part of the committee. She felt her legal expertise would benefit the committee.

Tom Luce nominated Walker Moody as the Chair.

The other board members in attendance agreed with the discussion.

Chairman Mansour called for a motion.

A motion was made by Tom Luce to create an advisory committee to review the corporate governance including but not limited to current review of the rules, to see if they need to be expanded, modified or left as is; including reviewing and delineating the roles and responsibilities of staff, including the Executive Director; reviewing the roles and responsibilities of the Oversight Committee members; and including the committee structure, recommending to improve and enhance,

including charters; bringing these recommendations to the Oversight Committee. Seconded by Barbara Canales. None opposed. Motion carried.

Search Committee Update – Chief Scientific Officer

Chairman Mansour announced that the Oversight Committee would consider the next item during closed session pursuant to Section 551.074 of the Texas Open Meetings Act. Item being considered: Search Committee Update for Chief Scientific Officer.

All members of the public and staff were asked to leave the meeting room at that time, except for the Executive Director and General Counsel.

The committee went into closed session at 11:00 a.m.

The board reconvened in open session at 11:20 a.m.

No action was taken on the posted item.

Public Comment

Chairman Mansour called for public comments. None were submitted.

Adjournment

There being no further business, Chairman Mansour called for a motion to adjourn.

Motion was made by Tom Luce and seconded by Walker Moody. None opposed. Motion carried.

Meeting adjourned at 11:25 a.m.



Signature

12-5-12
Date

