

# THE CENTER FOR DISCOVERY

SUBJECT: Board of Directors Governance and Corporate Compliance Committee	MANUAL: Corporate Compliance
	SECTION: Section 2

## Purpose:

To provide guidance on the compliance oversight responsibilities of the Governance and Corporate Compliance Committee of the Board of Directors (Hereafter referred to as the /CC Committee of the Board of Directors). Board leadership and oversight are essential to the successful implementation of a corporate compliance program. The Center for Discovery is committed to the proper oversight of the corporate compliance program, and has therefore assigned this responsibility to the G/CC Committee of the Board of Directors.

## Policy:

1. The CC Committee of the Board of Directors is charged with the responsibility of providing oversight for the Compliance program of the Center for Discovery, and ensuring the Center has adopted and implemented policies and procedures that will ensure compliance with all applicable laws, regulations, and policies.
2. The CC Committee of the Board of Directors will review and address matters relating to the compliance program. In so doing, it will:
  - a. Assist the full Board of Directors in fulfilling its responsibilities relating to legal and financial compliance with applicable laws, regulatory requirements, industry guidelines, and policies;
  - b. Provide a vehicle for communication between the Board and administration with respect to compliance; and
  - c. Make recommendations to the full Board that will assist the Center in conducting its activities in full compliance with applicable laws, regulations, policies, and the Center for Discovery's Code of Conduct.

## Procedure:

The GCC Committee of the Board of Directors will:

1. Be composed of at least two board members;
2. Be independent of administration and free of any relationship that would interfere with the exercise of independent judgment as a Committee member;
3. Have the authority to engage advisors as it determines necessary to carry out its duties;
4. Participate in quarterly meetings during which they receive reports from the Corporate Compliance Officer and other relevant staff related to the compliance activities of the agency and make recommendations to the full Board on matters within the scope of its responsibility;

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5. Maintain minutes of all its meetings to document its activities and recommendations;
6. Meet periodically with the Corporate Compliance Officer, as necessary to be kept informed of any issues of compliance with legal, regulatory, or financial practices;
7. Provide oversight for the compliance program and the quality improvement program; ensure adherence to the Center's Code of Conduct and governmental rules and regulations; and recommend any revisions, as appropriate;
8. Review the activities of the Center's employees in light of the Code of Conduct and the Corporate Compliance program to ensure that policies and procedures are properly understood and followed; and
9. Review matters pertaining to education, training, and communication in connection with the Code of Conduct to ensure that compliance policies and procedures are properly disseminated.

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