

ANNUAL MEETING MINUTES
Phoenix Bioinformatics Corporation,
a California nonprofit corporation
Annual Meeting of the Board of Directors
Held on March 14 and 15, 2016

1. **Time and Place.** The Board of Directors ("Board") of Phoenix Bioinformatics Corporation, a California nonprofit corporation (the "Corporation"), met in person at the Phoenix Bioinformatics office in Redwood City, California on March 14 and 15, 2016.
2. **Meeting Notice.** A meeting notice was sent to the directors prior to the meeting date in compliance with the requirements of the Corporation's Bylaws.
3. **Attendance.** Eight directors of the Corporation were present: Susan Au, Jonathan Dugan, Arthur Grossman, Eva Huala, Eric Lyons, Bob Muller, Mary Margaret Sprinkle, and Todd Vision. The following guests were also present for the entire meeting by invitation of the Board: Tanya Berardini and Donghui Li. The following Phoenix staff members were present for the first day of the meeting by the invitation of the Board: Karen Meltzer, Andrey Vetushko, Qian Li, Leonore Reiser, and Emily Strait. Attending board members were present from the beginning of the meeting on March 14th until its adjournment on March 15th, 2016.
4. **Presiding Officers and Quorum.** Jonathan Dugan, the Chair of the Board called the meeting to order at 9:00 am on March 14, 2016, and Tanya Berardini acted as secretary of the meeting. With eight out of nine members of the Board in attendance, a quorum of the directors was present, and the meeting, having been duly convened, began.
5. **Presentations.**
 - a. Eva Huala gave the introduction and presented an overview of the activities of Phoenix Bioinformatics over the past year. Discussion followed the presentation.
 - b. Karen Melzer presented the Phoenix Financials. Discussion followed the presentation.
 - c. Tanya Berardini gave a presentation on TAIR (The Arabidopsis Information Resource), Phoenix's flagship project, covering both progress in the last year as well as ongoing work. Discussion followed the presentation.
 - d. Emily Strait showed the board some of the work done under the Sloan Foundation funding as it related to the user interfaces of the subscription management system.
 - e. Donghui Li presented background on Phoenix' two new partner databases.
 - f. Todd Vision gave an overview of the Dryad resource to the group.

6. **Strategic Planning.** Eva Huala presented the Strategic Plan to the board. Two ideation sessions with board members followed.
7. **Day One Adjournment.** Day one of the meeting was adjourned on March 14, 2016 at 5:25 p.m. Pacific time.
8. **Day Two Call to Order.** The second day of the meeting, which began at 8:52 am, was restricted to the Board of Directors plus the two other founding members of Phoenix Bioinformatics, Tanya Berardini and Donghui Li.

9. **Board Business**

- a. The first item of business was approval of the minutes of the January 20, 2016 Board Meeting. The attending directors unanimously approved the minutes of the meeting, and the Secretary was directed to sign and file the minutes in the corporation's minute book.

- b. All directors present signed the Conflict of Interest form, which is required on an annual basis.

c. *Board Elections*

WHEREAS, the Board of Directors reviewed and discussed the election protocol and timing as described in the Bylaws;

RESOLVED, that for elections of directors and officers and for votes on matters relating to staff, votes shall be conducted openly by default. If at any time before the vote, any Director publicly or privately declares to the Chair that they request a private vote then the board will vote by secret ballot.

RESOLVED, that elections of Directors will be held on an individual basis, with votes cast for one open position at a time.

- d. It was agreed that in June or July of each year, an evaluation of the relevant expertise and availability of the board members whose terms are expiring in the coming six months will be carried out to assess the best fit for the current needs of Phoenix. This will allow time for recruiting of new board members, should there be a changing need of the company or if a director is unable to dedicate the necessary time to the company for another term.
- e. Arthur Grossman left the meeting room and the remaining directors reelected him to the board for another two-year term with the Chair supervising the voting process.
- f. Arthur Grossman returned to the meeting room, Jonathan Dugan left the meeting room and the remaining directors reelected Dugan to the board for another two-year term. In the absence of the Chair, the Vice President, Donghui Li, supervised the voting process.
- g. Anonymous contributions to Phoenix from the non-staff board members were collected.

10. Presentations

- a. Peter Karp from SRI presented an overview of the BioCyc portal. Discussion with the board followed.
- b. Eric Lyons spoke on his experiences with the CyVerse and CoGe projects and how those relate to and could inform the Phoenix projects.

11. **Scheduling of Future Meetings.** It was agreed that the next three meetings of the Board will be held as two-hour phone conferences with agenda and detailed supporting documents to be distributed at least a week prior to each meeting, at the following dates and times:

- a. June 2, 2016, 9-11 am Pacific
- b. September 6, 2016, 1-3 pm Pacific
- c. December 7, 2016, 9-11 am Pacific

12. **Next Annual Meeting:** The next annual in-person board meeting was scheduled for March 20 and 21, 2017, to be held again at the Phoenix Bioinformatics offices in Redwood City, CA.

13. **Adjournment.** The meeting was adjourned on March 15, 2016 at 1:55 p.m. Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting