

ANNUAL MEETING MINUTES
Phoenix Bioinformatics Corporation,
a California nonprofit corporation
Annual Meeting of the Board of Directors
Held on March 20 and 21, 2017

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 20 and 21, 2017.
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.**
 - a. **Day 1: March 20, 2017:** All nine directors of the Corporation were present on March 20, 2017: Susan Au, Jonathan Dugan, Arthur Grossman, Anne Haake, Eva Huala, Eric Lyons, Bob Muller, Mary Margaret Sprinkle, and Todd Vision. Eva was present until 1:30 pm. Two of the Phoenix Founders were also present: Tanya Berardini and Donghui Li. Tanya was absent from 1:30 – 2:30 pm. The following Phoenix staff members were present for the first day of the meeting by the invitation of the Board: Qian Li, Karen Meltzer, Trilok Prithvi, Leonore Reiser, Shabari Subramaniam, Emily Strait, and Andrey Vetushko.
 - b. **Day 2: March 21, 2017:** Eight directors of the Corporation were present for the morning session on March 21, 2017: Susan Au, Jonathan Dugan, Arthur Grossman, Anne Haake, Eric Lyons, Bob Muller, Mary Margaret Sprinkle, and Todd Vision. Arthur Grossman was absent and Eva Huala was present for the afternoon session. Karen Melzer, Tanya Berardini, and Donghui Li joined the Board at their invitation from 10:30 am till the end of the morning session and for the afternoon session.
4. **Presiding Officers and Quorum.** Jonathan Dugan, the Chair of the Board called the meeting to order at 9:00 am on March 20, 2017, and Tanya Berardini acted as secretary of the meeting. With all 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. 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.
 - c. Donghui Li described Phoenix' process and progress in the area of Partner Integration.

- d. Emily Strait presented Phoenix' approach to sales and marketing, highlighting progress, challenges and possible solutions.
 - e. Karen Melzer presented the Phoenix Financials. Discussion followed the presentation.
 - f. Tanya Berardini described Phoenix' work with Undergraduate Senior Students at the Rochester Institute of Technology's Software Engineering department on a senior capstone project relating to community annotation.
6. **Possible partner discussion.** Eric Lyons, Tanya Berardini, and Jonathan Dugan led a discussion on potential new internal and external partners for Phoenix. Options for integration, marketing and revenue sharing, as well as lessons learned from previous partner integration efforts were covered.
 7. **Day One Adjournment.** Day one of the meeting was adjourned on March 20 2017 at 4:55 p.m. Pacific time.
 8. **Day Two Call to Order.** The second day of the meeting, which began at 9 am on March 21, 2017, was restricted to the Board of Directors. Attendance is described in section 3b, above.
 9. **Board Business**
 - a. **Approval of Minutes.** The first item of business was approval of the minutes of the December 7, 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. **BOD Resignation.** Bob Muller tendered the resignation for his seat on the Phoenix Board effective March 22, 2017. He will also be retiring from Phoenix employment as of March 31, 2017.
 - c. **Open Board Position.** The directors discussed how best to fill the open seat resulting from Bob's resignation and retirement. It was agreed that at present the total number of board positions will remain at nine. The Board drew up a list of desirable background and experience in a new board member. A Search Committee was formed, composed of Jonathan Dugan, Arthur Grossman, Anne Haake, Eva Huala, and Eric Lyons. Candidate names will be proposed to the committee, which will review the list, contact and interview potential new members. The goal of the selection process is to identify and recruit a candidate to fill the open board seat this year. However, should multiple excellent candidates emerge, a proposal may be made to the Board to increase the size of the board so that additional directors may be pursued.
 - d. **Compensation, Budget, and Strategic Planning.** The Board discussed how an existing gap between Phoenix staff compensation and compensation for similar positions at companies in the immediate geographical area might be gradually decreased as part of a general effort to strengthen the team. Budget considerations relating to revenue growth projections and goals, reserve growth, and how to treat

unearned revenue were covered. The Board also expressed a desire to increase its participation in future strategic planning efforts.

- e. **Acknowledgement.** Bob Muller's many contributions to Phoenix, from his role as a Founder, to his dedication to the organization's development, growth, and success, were acknowledged and celebrated by all present.

10. **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 13, 2017, 1-3 pm Pacific
- b. September 13, 2017, 9-11 am Pacific
- c. December 13, 2017, 9-11 am Pacific

11. **Next Annual Meeting:** The next annual in-person board meeting was scheduled for March 26 and 27, 2018, to be held again at the Phoenix Bioinformatics offices in Redwood City, CA.

12. **Adjournment.** The meeting was adjourned on March 21, 2017 at 2 p.m. Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting

Minutes approved during board call on June 13, 2017.