

ANNUAL MEETING MINUTES  
Phoenix Bioinformatics Corporation,  
a California nonprofit corporation  
Annual Meeting of the Board of Directors  
Held on March 26 and 27, 2018

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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 Fremont, California on March 26 and 27, 2018.
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 26, 2018:** All eight directors of the Corporation were present on March 26, 2018: Susan Au, Jonathan Dugan, Anne Haake, Eva Huala, Eric Lyons, Sam Mankiewicz, Mary Margaret Sprinkle, and Todd Vision. The following Phoenix staff members were present for the first day of the meeting by the invitation of the Board: Tanya Berardini, Xingguo Chen, Qian Li, Trilok Prithvi, Leonore Reiser, Swapnil Sawant, Shabari Subramaniam, Matt Sousae and Emily Strait. Karen Melzer was present from 1:00pm to 4:30pm.
  - b. **Day 2: March 27, 2018:** All eight directors of the Corporation were present on March 27, 2018: Susan Au, Jonathan Dugan, Anne Haake, Eva Huala, Eric Lyons, Sam Mankiewicz, Mary Margaret Sprinkle, and Todd Vision. The morning session included Tanya Berardini, Trilok Prithvi, Shabari Subramaniam attending in person and Leonore Reiser and Matt Sousae attending remotely via Skype. At 11:30 am Connie Ng, the incoming CFO, joined the meeting and remained till 12:30 pm. Tanya Berardini joined the Board at their invitation for the afternoon session.
4. **Presiding Officers and Quorum.** The meeting was called to order at 9:35 am on March 26, 2018, and Tanya Berardini acted as secretary of the meeting. With seven members of the Board in attendance, a quorum of the directors was present, and the meeting, having been duly convened, began. Sam Mankiewicz, the eighth member of the Board, arrived shortly before 10 am.
5. **Presentations.**
  - a. Eva Huala gave the introduction and presented an overview of Phoenix Bioinformatics' goals, its position in the scientific resource community, and its overall progress over the past year. Discussion followed the presentation.
  - b. Tanya Berardini gave a presentation on the scientific work going on at Phoenix, highlighting key points about three projects: (1) The Arabidopsis Information Resource (TAIR), (2) a newly funded NSF proposal, and (3) a collaboration with

students from the Rochester Institute of Technology Software Engineering department. Discussion interspersed and followed the presentation.

- c. Shabari Subramaniam described Phoenix' process and progress in the area of Business Development including external partners that will come under our umbrella in the next year. Board members and Phoenix staff members engaged in a lively discussion with new ideas and cautionary advice being shared.
  - d. Trilok Prithvi shared a technology update with the Board, including team building, process improvements made since joining Phoenix a year ago, and a new piece of software developed in house for sales, marketing, and subscription support.
  - e. Emily Strait presented Phoenix' approach to sales and marketing, highlighting improvements since doubling the size of the team from one to two and subscription metrics for both TAIR and Biocyc.
  - f. Karen Melzer presented the 2017 Phoenix Financials and financial related activities, including the upcoming standard audit. Discussion followed the presentation.
  - g. Trilok Prithvi returned with a second technology presentation on serverless technologies, how they compare with current dedicated server solutions, and how Phoenix might apply them in future software development projects.
6. **Day One Adjournment.** Day one of the meeting was adjourned on March 26, 2018 at 5:05 p.m. Pacific time.
  7. **Day Two Call to Order.** The second day of the meeting began at 9 am on March 27, 2017. Attendance is described in section 3b, above.
  8. **Strategic Plan Discussion.** The morning of day two was spent going over the draft strategic plan, revising the SWOT analysis, and gathering input from the board on the strategic goals and the financial forecast. For discussions involving possible NSF funding, Eric Lyons left the room and did not participate. The discussion ended at 12 noon.
  9. **Meet the incoming CFO.** The board had a chance to meet the incoming CFO, Connie Ng at the Phoenix offices and then continued the conversation over lunch.
10. **Board Business**
    - a. The post lunch session, which began at 1:30 pm, was restricted to the Board of Directors. Attendance is described in section 3b, above.
    - b. **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.
    - c. **Board Committees.** Membership of the Recruitment, Compensation and Audit committees was discussed. It was agreed that Anne Haake would rotate off the Recruitment Committee and Sam Mankiewicz would take her place. After this

change, the Recruitment Committee consists of Directors Mankiewicz, Lyons, Dugan and Huala. The Audit Committee consists of Directors Au, Sprinkle and Huala, and the Compensation Committee consists of Directors Au, Sprinkle, Vision and Dugan.

- d. **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:

i. **Quarterly Board Calls**

1. June 8, 2018, 9-11 am Pacific time
2. September 14, 2018, 9-11 am Pacific time
3. December 14, 2018, 9-11 am Pacific time

- ii. **Next Annual Meeting:** The next annual in-person board meeting was scheduled for March 11 and 12, 2019, to be held again at the Phoenix Bioinformatics offices in Fremont, CA.

11. **Board Member Presentation.** Jonathan Dugan shared information about his current work with the Berkeley Institute for Data Sciences (BIDS).

12. **Adjournment.** The meeting was adjourned on March 27, 2018 at 2:20 p.m. Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting

Approved during BOD meeting on 6/8/2018.