

**MINUTES OF THE MEETING  
OF THE  
BOARD OF DIRECTORS  
OF  
PHOENIX BIOINFORMATICS CORPORATION**

A meeting of the Board of Directors (BOD) of Phoenix Bioinformatics Corporation was held on June 8, 2018 at 9 am, Pacific Time, by conference call, upon notice duly given. The following directors, constituting a quorum for the transaction of business, were present via conference call: Susan Au, Jonathan Dugan, Anne Haake, Eva Huala, Eric Lyons, Sam Mankiewicz, Mary Margaret Sprinkle, and Todd Vision. Tanya Berardini and Connie Ng were present at the invitation of the board. Jonathan Dugan chaired the meeting, and Tanya Berardini, as the Secretary of the Corporation, acted as secretary of the meeting.

The Chair called the meeting to order at 9:03 am. The directors proceeded to the first order of business.

***Approval of Previous Meeting's Minutes***

The first item of business was approval of the minutes of the Annual Board meeting held on March 26 and 27, 2018. The meeting minutes were approved unanimously and the Secretary was directed to certify the minutes and have the minutes, so certified, inserted in the corporation's minute book.

***Board Recruitment Committee Report***

The Recruitment Committee (Dugan, Huala, Lyons, Mankiewicz) reported on their efforts to replace Arthur Grossman with a candidate with qualifications that would augment the strengths of the current board. An excellent candidate has been identified and all members of the recruitment committee have had one-on-one conversations with her. The rest of the board will be given an opportunity to review the candidate's credentials and speak with her, after which a vote will be held.

***Conflict of Interest (COI) Mitigation Discussion***

The Board Chair led the discussion of potential COI situations for Eric Lyons in his multiple roles as Phoenix Board of Directors member, NSF Program Officer, and CoGe principal investigator. Dr. Lyons had prepared a written mitigation plan which was reviewed by the rest of the board. Dr. Lyons left the conference call at 9:16 am and was not a part of this discussion and rejoined the call at 9:34 am, after the plan had been unanimously approved.

***Updates to the Board***

Eva Huala informed the board that the financial audit undertaken by Atherton Associates, LLP to comply with NSF requirements had been completed and that the auditors had submitted an unmodified opinion to the Audit Committee on June 7. Recommendations from the auditors will allow Phoenix to

further improve its already strong financial procedures and reporting practices. All appropriate documentation necessary to comply with NSF requests will be sent to the agency shortly.

Dr. Huala also reported on progress with internal projects such as TAIR and PhyloGenes as well as established external partner, BioCyc, new external partners AgBase and RepBase, and a couple of potential new partners. One of the potential new partners would allow Phoenix to explore a sustainable funding model that is not subscription-based. Phoenix has fielded an increasing number of informational-type conference call requests from other resources interested in non-grant alternatives to data resource funding.

The strategic plan has been updated, incorporating suggestions from the board given during the annual in-person meeting and has been disseminated.

### ***Reminders***

The Compensation Committee was reminded that their report is due by August 31<sup>st</sup> so that the results can be folded into the 2019 budget. Eva Huala will provide a copy of the most recent Guidestar report as well as the current compensation for the Executive Director and the CFO to assist in the committee's deliberations.

The Board was reminded of the annual budget process and Phoenix's current position in that cycle, monitoring 2018 income and expenses and looking forward to planning for 2019.

### ***Next Meeting***

The Board was reminded that the next Board of Directors conference call would be on September 14, 2018, at 9-11 am Pacific Standard Time.

The next in-person Board meeting will be on March 11 and 12, 2019, at the Phoenix offices in Fremont, CA.

### ***Adjournment***

There being no further business to come before the board, the meeting was adjourned at 10:17 am, Pacific time.

Respectfully submitted,

---

Tanya Z. Berardini, Secretary

Minutes approved at board meeting on 9/14/18/.