

ANNUAL MEETING MINUTES  
Phoenix Bioinformatics Corporation,  
a California nonprofit corporation  
Annual Meeting of the Board of Directors  
Held on March 11 and 12, 2019

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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 11 and 12, 2019.
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 11, 2019:** All nine directors of the Corporation were present on March 11, 2019: Susan Au, Jonathan Dugan, Anne Haake, Eva Huala, Eric Lyons, Sam Mankiewicz, Maliaca, Oxnam, 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, Connie Ng, Trilok Prithvi, Leonore Reiser, Swapnil Sawant, Shabari Subramaniam, Matt Sousae, and Peifen Zhang. The Phoenix intern, Efrain Cuellar, was also present.
  - b. **Day 2: March 12, 2019:** All nine directors of the Corporation were present on March 12, 2019: Susan Au, Jonathan Dugan, Anne Haake, Eva Huala, Eric Lyons, Sam Mankiewicz, Maliaca, Oxnam, Mary Margaret Sprinkle, and Todd Vision. The morning session included Tanya Berardini, Trilok Prithvi, and Connie Ng. Tanya Berardini joined the Board at their invitation for the board business portion of the day.
4. **Presiding Officers and Quorum.** The meeting was called to order at 9:35 am on March 11, 2019, 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. Susan Au and Sam Mankiewicz arrived 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. **Connie Ng** presented the 2018 **Phoenix Financials** and financial related activities. Discussion followed the presentation.
  - c. **Shabari Subramaniam** shared the latest developments in the **Phoenix Partner Program** including details on two external partners that were onboarded since

the last annual meeting and two additional partners that are likely to come under Phoenix's umbrella in the next year.

- d. **Matt Sousae** gave an update on Phoenix's past year accomplishments in **sales and marketing**, highlighting improvements and adaptations to changing team size, as well as subscription metrics for TAIR and BioCyc. Work in progress for the two new external partners was also shared.
  - e. **Eva Huala** shared an evaluation of the **Phoenix Partner Program** from two points of view: cost and impact. It was clear to the board that in order for the partner program to be viable, steps must be taken to contain the supporting costs. Phoenix will implement several different approaches to do this, including streamlining and more clearly laying out the onboarding process, as well as setting clear parameters for scope of work for the post-onboarding, maintenance phase of the partnership.
  - f. **Peifen Zhang** showcased **Phylogenex** and the progress that has been made in the past year to get ready for the first public release of this software product, from data gathering and integration, to user involvement in the development process, and a live demonstration of the software.
  - g. **Trilok Prithvi** shared insights into the various **technological and project management approaches** employed at Phoenix in software development that keep allow the company to develop new software efficiently, with the most current technology, while keeping costs under control and maintaining software built with older technology.
  - h. **Tanya Berardini** pitched a **new project idea** for a grant application aimed at scaling up the curation of gene function from the literature that is currently done manually.
6. **Day One Adjournment.** Day one of the meeting was adjourned on March 11, 2019 at 5:30 p.m. Pacific time.
  7. **Day Two Call to Order.** The second day of the meeting began at 9 am on March 12, 2019. Attendance is described in section 3b, above.
  8. **Strategic Plan Discussion.** The beginning of day two was spent going over the revised strategic plan and gathering input from the board on the strategic goals and the financial forecast. Eva Huala then proposed going through a Matrix Map exercise (<http://www.nonprofitsustainability.org/>) and presented the basics of the activity but this was tabled due to lack of time. The discussion ended at 11:20 am.
9. **Board Business**
    - a. This section of the meeting 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 12, 2018 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. **Appreciation.** This was the last day of service for Jonathan Dugan as a chairman and member of the board of directors. His many contributions to Phoenix Bioinformatics as Board member and chairman of the board and his dedication to the organization's development, growth, and success were gratefully acknowledged.
- d. **Election of a New Board Chairperson.** The board members reviewed bylaws pertaining to the election of the chairperson of the board. Jonathan Dugan shared the most important elements of the chairperson's responsibilities during his tenure. The floor was opened for nominations. Eric Lyons self-nominated and made a statement regarding his motivation and enthusiasm for serving as chairman of the board. There were no other nominations. After Eric left the room, the remaining members of the board discussed the candidate and unanimously voted to elect him to the position. When Eric returned to the room, he took over in chairing the remainder of the meeting.
- e. **Election of a New Vice President.** The position of Vice President of Phoenix has been vacant since Donghui Li left the company. The board reviewed the bylaws pertaining to the election/appointment of the vice president. Eva Huala nominated Tanya Berardini to the position. There were no other nominations. After Tanya left the room, the members of the board unanimously voted to elect her to the position.
- f. **Board recruitment discussion:** The board reviewed the current breadth of expertise and backgrounds represented by current set of directors and made a ranked list of complementary areas. The additional skillsets included sales, marketing, intellectual property/legal issues, and community outreach/engagement. The Recruitment committee was reactivated and now consists of Eric Lyons, Eva Huala, Todd Vision, Sam Mankiewicz, and Maliaca Oxnam.
- g. **Resolutions:** The board voted unanimously to approve each of the following actions after a discussion of each one's consequences.
  - i. We authorize Phoenix Bioinformatics to apply for funding for the PhyloGenes project for up to \$2M/year for the next five years.
  - ii. We authorize Phoenix Bioinformatics to apply for funding for the automated literature curation project for up to \$2M/year for the next five years.
  - iii. We authorize the adoption of the record retention policy for Phoenix Bioinformatics as described in Appendix A.
- h. **Annual Conflict of Interest Statement completion:** The board members were provided with forms to fill in for this annual requirement and the signed forms were collected before the end of the meeting.
- i. **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 7, 2019, 9-11 am Pacific time
2. September 13, 2019, 11 am – 1 pm Pacific time
3. December 13, 2019, 11 am – 1 pm Pacific time

- ii. **Next Annual Meeting:** The next annual in-person board meeting was scheduled for March 9 and 10, 2020, to be held again at the Phoenix Bioinformatics offices in Fremont, CA.

**10. Adjournment.** The meeting was adjourned on March 12, 2019 at 1:56 p.m. Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting

Meeting minutes were approved on June 7, 2019.

## APPENDIX A

### **Phoenix Bioinformatics Corporation**

#### **RECORD RETENTION POLICY**

##### **1) Purpose**

The purpose of this Policy is to ensure that necessary records and documents of Phoenix Bioinformatics Corporation are adequately protected and maintained.

##### **2) Policy**

This Policy represents the Phoenix Bioinformatics Corporation's policy regarding the retention of records.

##### **3) Administration**

Attached as Appendix A is a Record Retention Schedule that is approved as the initial maintenance and retention schedule for physical and digital records of Phoenix Bioinformatics Corporation. The Chief Financial Officer (the "Administrator") is the officer in charge of the administration of this Policy and the implementation of processes and procedures to ensure that the Record Retention Schedule is followed. The Administrator is also authorized to: make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for Phoenix Bioinformatics Corporation; monitor local, state and federal laws affecting record retention; annually review the record retention program; and monitor compliance with this Policy.

##### **4) Suspension of Record Disposal In Event of Litigation or Claims**

In the event Phoenix Bioinformatics Corporation is served with any subpoena or request for documents or any employee becomes aware of a governmental investigation or audit concerning Phoenix Bioinformatics Corporation or the commencement of any litigation against or concerning Phoenix Bioinformatics Corporation, such employee shall inform the Administrator and any further disposal of documents shall be suspended until such time as the Administrator, with the advice of counsel, determines otherwise. The Administrator shall take such steps as is necessary to promptly inform all staff of any suspension in the further disposal of documents.

This Policy applies to all physical and digital records generated in the course of Phoenix Bioinformatics Corporation's operation, including both original documents and reproductions.



## **APPENDIX A - RECORD RETENTION SCHEDULE**

The Record Retention Schedule is organized as follows:

### **SECTION TOPIC**

- A. Accounting and Finance
- B. Contracts
- C. Corporate Records
- D. Grant Records
- E. Insurance Records
- F. Legal Files and Papers
- G. Miscellaneous
- H. Payroll Documents
- I. Pension Documents
- J. Personnel Records
- K. Property Records
- L. Tax Records
- M. Contribution Records
- N. Programs & Services Records
- O. Fiscal Sponsor Project Records

### **A. ACCOUNTING AND FINANCE**

<b>Record Type</b>	<b>Retention Period</b>
Accounts Payable ledgers and schedules	7 years
Accounts Receivable ledgers and schedules	7 years
Annual Audit Reports and Financial Statements	Permanent
Annual Audit Records, including work papers and other documents that relate to the audit	7 years after completion of audit
Annual Plans and Budgets	2 years
Bank Statements and Canceled Checks	7 years
Employee Expense Reports	7 years
General Ledgers	Permanent
Interim Financial Statements	7 years

<b>Record Type</b>	<b>Retention Period</b>
Investment Records	7 years after sale of investment
Credit card records (documents showing credit card number from employee corporate credit card)	2 years*

\*All records showing employee credit card numbers must be locked in a desk drawer or a file cabinet when not in immediate use by staff. If it is determined that information on a document, which contains credit card information, is necessary for retention beyond 2 years, then the credit card number will be cut out of the document. Customer credit card transactions are handled by third party services (Stripe) and no customer credit card information is accessed or retained by Phoenix Bioinformatics.

## **B. CONTRACTS**

<b>Record Type</b>	<b>Retention Period</b>
Contracts and Related Correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination

## **C. CORPORATE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Corporate Records (minute books, signed minutes of the Board and all committees, articles of incorporation, bylaws, annual corporate reports)	Permanent
Licenses and Permits	Permanent

## **D. GRANT RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Original grant proposal	7 years after completion of grant period
Grant agreement and subsequent	7 years after completion of grant



<b>Record Type</b>	<b>Retention Period</b>
modifications, if applicable	period
All requested IRS/grantee correspondence including determination letters and “no change” in exempt status letters	7 years after completion of grant period
Final grantee reports, both financial and narrative	7 years after completion of grant period
All evidence of returned grant funds	7 years after completion of grant period
All pertinent formal correspondence including opinion letters of counsel	7 years after completion of grant period
Report assessment forms	7 years after completion of grant period
Documentation relating to grantee evidence of invoices and matching or challenge grants that would support grantee compliance with the grant agreement	7 years after completion of grant period
Pre-grant inquiry forms and other documentation for expenditure responsibility grants	7 years after completion of grant period
Grantee work product produced with the grant funds	7 years after completion of grant period

## **E. INSURANCE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Annual Loss Summaries	10 years
Audits and Adjustments	3 years after final adjustment
Certificates Issued to Phoenix Bioinformatics Corporation	Permanent
Claims Files (including correspondence, medical records, injury documentation, etc.)	Permanent
Group Insurance Plans - Active Employees	Until Plan is amended or terminated
Group Insurance Plans – Retirees	Permanent or until 6 years after death of last eligible participant

<b>Record Type</b>	<b>Retention Period</b>
Inspections	3 years
Insurance Policies (including expired policies)	Permanent
Journal Entry Support Data	7 years
Loss Runs	10 years
Releases and Settlements	25 years

#### **F. LEGAL FILES AND PAPERS**

<b>Record Type</b>	<b>Retention Period</b>
Legal Memoranda and Opinions (including all subject matter files)	7 years after close of matter
Litigation Files	1 year after expiration of appeals or time for filing appeals
Court Orders	Permanent
Requests for Departure from Records Retention Plan	10 years

#### **G. MISCELLANEOUS**

<b>Record Type</b>	<b>Retention Period</b>
Consultant's Reports	2 years
Material of Historical Value (including pictures, publications)	Permanent
Policy and Procedures Manuals – Current and previous versions	Permanent
Annual Reports	Permanent

## H. PAYROLL DOCUMENTS

<b>Record Type</b>	<b>Retention Period</b>
Employee Deduction Authorizations	4 years after termination
Payroll Deductions	Termination + 7 years
W-2 and W-4 Forms	Termination + 7 years
Garnishments, Assignments, Attachments	Termination + 7 years
Labor Distribution Cost Records	7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	2 years
Unclaimed Wage Records	6 years

## I. PENSION DOCUMENTS AND SUPPORTING EMPLOYEE DATA

**General Principle:** Pension documents and supporting employee data shall be kept in such a manner that Phoenix Bioinformatics can establish at all times whether or not any pension is payable to any person and if so the amount of such pension.

<b>Record Type</b>	<b>Retention Period</b>
Retirement and Pension Records	Permanent

## J. PERSONNEL RECORDS

<b>Record Type</b>	<b>Retention Period</b>
Commissions/Bonuses/Incentives/Awards	7 years
EEO- I /EEO-2 - Employer Information Reports	2 years after superseded or filing (whichever is longer)
Employee Earnings Records	Separation + 7 years
Employee Handbooks	Permanent

<b>Record Type</b>	<b>Retention Period</b>
Employee Medical Records	Separation + 6 years
Employee Personnel Records (including individual attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)	6 years after separation
Employment Contracts – Individual	7 years after separation
Employment Records - Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Employment Records - All Non-Hired Applicants (including all applications and resumes - whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, related correspondence)	2-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Forms I-9	3 years after hiring, or 1 year after separation if later

## **K. PROPERTY RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Original Purchase/Sale/Lease Agreement	Permanent
Property Insurance Policies	Permanent

## **L. TAX RECORDS**

**General Principle:** Phoenix Bioinformatics Corporation must keep books of account or records as are sufficient to establish amount of gross income, deductions, credits, or other matters required to be shown in any such return.

These documents and records shall be kept for as long as the contents thereof may become material in the administration of federal, state, and local income, franchise, and property tax laws.

<b>Record Type</b>	<b>Retention Period</b>
Tax-Exemption Documents and Related Correspondence	Permanent
IRS Rulings	Permanent
Excise Tax Records	7 years
Payroll Tax Records	7 years
Tax Bills, Receipts, Statements	7 years
Tax Returns - Income, Franchise, Property	Permanent
Tax Workpaper Packages - Originals	7 years
Sales/Use Tax Records	7 years
Annual Information Returns - Federal and State	Permanent
IRS or other Government Audit Records	Permanent

#### **M. CONTRIBUTION RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Records of Contributions	Permanent
Phoenix Bioinformatics Corporation's or other documents evidencing terms of gifts	Permanent

#### **N. PROGRAM AND SERVICE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Research & Publications	Permanent (1 copy only)

**O. FISCAL SPONSOR PROJECT RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Sponsorship agreements	Permanent