

ANNUAL MEETING MINUTES
Phoenix Bioinformatics Corporation,
a California nonprofit corporation
Annual Meeting of the Board of Directors
Held on March 22 and 23, 2021

1. **Time and Place.** The Board of Directors ("Board") of Phoenix Bioinformatics Corporation, a California nonprofit corporation (the "Corporation"), met by video conference on March 22 and 23, 2021. The meeting was held virtually using Zoom due to the COVID-19 pandemic.
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 22, 2021:** Eight directors of the Corporation were present: Liz Allen, Susan Au, Laure Haak, Anne Haake, Eva Huala, 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: Erica Bakker, Tanya Berardini, Xingguo Chen, Amina Khababa, Qian Li, Connie Ng, Trilok Prithvi, Laura Rasay Siasoco, Leonore Reiser, Swapnil Sawant, Shabari Subramaniam, and Peifen Zhang.
 - b. **Day 2: March 23, 2021:** Eight directors of the Corporation were present: Liz Allen, Susan Au, Laure Haak, Anne Haake, Eva Huala, Maliaca Oxnam, Mary Margaret Sprinkle, and Todd Vision. Tanya Berardini, Connie Ng, and Trilok Prithvi joined the Board at their invitation.
4. **Presiding Officers and Quorum.** The meeting was called to order at 9:00 am on March 22, 2021, and Tanya Berardini acted as secretary of the meeting. With all eight members of the Board in attendance, a quorum of the directors was present, and the meeting, having been duly convened, began.
5. **Presentations.**
 - a. **Staff introductions**
 - b. **Connie Ng** presented the 2020 **Phoenix Financials** and financial related activities. Discussion followed the presentation.
 - c. **Eva Huala** presented an overview and evaluation of the **Phoenix External Partner Program**. Discussion followed the presentation.
 - d. **Tanya Berardini** presented the **draft Strategic Plan** for the year 2021-22, including highlights of work done in 2020-2021, and gathered input from the board on the strategic goals. Discussion followed the presentation.
6. **Day One Adjournment.** Day one of the meeting was adjourned on March 22, 2021 at 3 p.m. Pacific time.

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7. **Day Two Call to Order.** The second day of the meeting began at 9:06 am on March 23, 2021. This section of the meeting was restricted to the Board of Directors. Attendance is described in section 3b, above.

8. Board Business

- a. **Approval of Minutes.** The minutes of the December 2, 2020 Board Meeting were unanimously approved by the attending directors and the Secretary was directed to sign and file the minutes in the corporation's minute book.
- b. **Concurrent Discussion Sessions:** The board broke up into two groups for three concurrent discussion sessions. After each session, the whole board reconvened and summaries were shared.
 - i. **Session 1a: Recruitment of the new executive director (ED).** The board discussed the upcoming retirement of the current ED at the end of 2021, listed desired skills and attributes of the next ED and agreed on a timeline for filling the position.
 - ii. **Session 1b: Board recruitment:** There is currently one vacancy on the board. The board discussed desirable characteristics for the person who will fill this opening. The recruitment committee will reform to evaluate and pursue potential candidates.
 - iii. **Session 2a: Role of Grant Funding:** The board recommended that Phoenix work toward reducing the amount of revenue it derives from grant funding over the next few years and focus on increasing recurring revenue and using such funds for development of new products.
 - iv. **Session 2b: Partner Program:** The board discussed the Phoenix partner program and agreed that recruitment of new partners should recommence.
 - v. **Session 3a: Operating Reserves:** The board discussed Phoenix's operating reserve and directed management staff to prepare a resolution on the size of the reserve for the next board meeting.
 - vi. **Session 3b: Strategic planning and Key Performance Indicators (KPIs):** The board recommended proceeding with an update of the strategic plan for the 2022-23 year, sticking with the existing plan for the 2021-22 year while keeping track of metrics and KPIs centered around usage and revenue.
- c. **Board Resolution regarding (re)appointment of advisory committees**

The board unanimously resolved to authorize the Executive Committee to reappoint for 2021 the membership of the following advisory committees: (1) Board Recruitment, (2) Compensation, (3) Audit, plus time-limited Advisory Task Forces (4) Strategic Planning and (5) Executive Director Search.

- 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 7, 2021, Monday, 1 – 3 pm Pacific time
 - 2. September 13, 2021, Monday, 1 – 3 pm Pacific time
 - 3. December 6, 2021, Monday, 1 – 3 pm Pacific time
 - ii. **Next Annual Meeting:** The next annual in-person board meeting was tentatively scheduled for March 7 and 8, 2022, Monday and Tuesday, with location to be determined closer to the meeting date.
9. **Adjournment.** The meeting was adjourned on March 22, 2021 at 2 pm, Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting

Minutes approved during the June 7, 2021 BOD conference call.