

ANNUAL MEETING MINUTES
Phoenix Bioinformatics Corporation,
a California nonprofit corporation
Annual Meeting of the Board of Directors
Held on April 8, 2022

1. **Time and Place.** The Board of Directors ("Board") of Phoenix Bioinformatics Corporation, a California nonprofit corporation (the "Corporation"), met in person in Fremont, CA with two directors joining by Zoom on April 8, 2022.
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.** Five directors of the Corporation were present in person: Debbie Alexander, Laure Haak, Nick Peterson, Todd Vision, and Josh Young. Two directors joined via Zoom: Susan Au and Mary Margaret Sprinkle. At the Board's invitation, the Phoenix management team: Tanya Berardini, Connie Ng, and Trilok Prithvi were present for the whole meeting. Phoenix staff members Xingguo Chen, Amina Khababa, Leonore Reiser, Swapnil Sawant, Shabari Subramaniam, and Zach Zouyed and Strategic Planning facilitator Susan Stickley attended the presentation portion of the meeting in person. Staff member Annarita Marrano attended the presentation portion via Zoom.
4. **Presiding Officers and Quorum.** The meeting was called to order at 12:50 pm and Tanya Berardini acted as Secretary and Todd Vision acted as Chair. With seven members of the Board in attendance, a quorum of the directors was present, and the meeting, having been duly convened, began.
5. **Presentations.**
 - a. **Connie Ng** presented the 2021 **Phoenix Financials** and financial related activities. Discussion followed the presentation including suggestions for improving future partnership agreements and reevaluating revenue split.
 - b. **Shabari Subramaniam** gave an update on the **Business Development and the Phoenix External Partner Program** focusing on ongoing consulting work and the most recently integrated partners, CIPRES and CyVerse. Board members were interested in projected revenue through the new partners.
 - c. **Amina Khababa** shared information about the **sales and marketing activities** that Phoenix has undertaken. Discussion followed the presentation with the board members contributing ideas on social media engagement and future reporting of activities (e.g., numbers for the sales funnel, case breakdown by type and partner).
 - d. **Tanya Berardini** presented an overview of the **Science supported by Phoenix**, from external partners to collaborations through the AgBioData consortium to internal projects like TAIR, PhyloGenes, and MorphoBank.

- e. **Trilok Prithvi** shared an overview of the upcoming **technology stack updates** for TAIR and MorphoBank. He has also covered new measures such as load balancers and new security measures that were added to Phoenix's AWS servers to make availability and reliability even more robust.
- f. **Josh Young** gave an **organization-wide perspective on Phoenix**, with assessments of the various teams and their strengths and needs as well as some requests from the board for advice in areas from partner negotiations to further steps needed for completing the strategic planning process that is currently underway.

6. Board Business.

- a. **New Board Members:** Prior to the meeting, by unanimous written consent of the Board, two new Directors were elected to terms through December 2024: Debbie Alexander and Rebecca Bryant.
- b. **Existing Committees:** The composition of existing Nomination, Audit, Compensation committees was reviewed and reshuffling of members was presented as an option. The scope of the Audit committee's work was broadened to include creation of a risk register.
- c. **New Committees:** Three new task forces will be formed. Strategic Plan Task Force, Partnership Agreement Committee, Executive Director Assessment Committee. Membership was solicited for each group.
- d. **Company Officers:** Susan Au agreed to continue serving as Treasurer (serving since 7/2015). The positions of Vice President (Berardini, serving since 3/2019), Secretary (Berardini, serving since 9/2013), and Board Chair (Vision, serving since 12/20) were opened and more frequent rotation of these positions was encouraged by the Board Chair. Tanya Berardini was renominated for VP, Debbie Alexander for Secretary, and Laure Haak and Todd Vision were nominated for Board Chair. Voting will be conducted with written ballots following the meeting.
- e. **Approval of Minutes.** The minutes of the December 6, 2021 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.
- f. **Annual Conflict of Interest Statement completion:** The board members were provided by email with forms prior to the meeting to fill in for this annual requirement and reminded to send back the completed forms for Phoenix records.
- g. **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:** Blackout dates in June, September, and December 2022 were collected and polls for remaining available dates will be sent out by email.
- ii. **Next Annual Meeting:** The next annual in-person board meeting will be scheduled for March or April 2023, with final dates and location to be determined.

7. **Adjournment.** The meeting was adjourned at 4 pm, Pacific time.

The foregoing minutes are hereby respectfully submitted by:

Tanya Berardini, Secretary of the Meeting

The minutes were approved during the BOD call on July 29, 2022.