

**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 December 1st, 2023 at 10 am, Pacific DST, via Zoom, upon notice duly given. The following directors, constituting a quorum for the transaction of business, were present via Zoom: **Debbie Alexander, Liz Allen, Susan Au, Rebecca Bryant, Laure Haak, Nick Petersen, Todd Vision, and Josh Young.** **Tanya Berardini, Connie Ng, Shabari Subramaniam, and Amina Khababa** were present at the invitation of the board. Laure Haak chaired the meeting and Debbie Alexander, as the Secretary of the Corporation, acted as secretary of the meeting.

The Chairperson called the meeting to order at 10.03 am Pacific time. The directors proceeded to the first order of business.

Executive Director's Report.

Josh Young provided updates on the following:

A. Organizational Updates

- a. Staff updates:
 - i. Alyssa Proia joined in November to fill a bioinformatics position.
 - ii. Phoenix staff attended a team offsite focussed on Phoenix values and also AI opportunities
- b. Phoenix attended International Data Week and the Charleston Conference for the first time. A productive time was had.
- c. Replatforming and reannotation projects are on track.

B. Board Committee Updates

- a. Audit committee requested an online resources inventory to be presented at this meeting. The committee is also working on a responsibilities matrix to facilitate business interruption planning.
- b. Business Model Committee: The committee will review the partnership agreement now that it has completed legal review.
- c. Membership committee: A Director position remains open.

C. Phoenix Status updates

- a. Generally on track.
- b. The Business Development / partnerships function is yellow due to capacity issues. These should be alleviated once Alyssa is onboarded.
- c. Other funding: Currently yellow while Phoenix evaluates further grant opportunities.

D. Draft Values Statement

- a. The Phoenix team drafted a values statement at their offsite. The statement is to help address partner questions. The Board had an opportunity to comment on the document asynchronously.
- E. Online Resource Inventory**
 - a. The Board agreed that the document was sufficient as a record, noting that this is to be a living document.
- F. Regular Schedule of Board Activities**
 - a. The Board agreed to some minor adjustments to the schedule.
- G. Operating Reserve**
 - a. The Board reassesses the operating reserve annual at the December Board meeting. The Board unanimously agreed to keep the reserve at it's current level.
- H. 2024 Board meeting Dates**
 - a. The annual in person Board Meeting will be held the week of April 8th.

Update on Sustainability Consulting and Partnerships

- A. Discussion on potentially pausing onboarding new partnerships and taking on sustainability consulting projects in 2024. This topic will be added to the April Board meeting for further discussion.

Membership Committee update and Board Chair Selection

- A. The Membership Committee will kick off a new search for a Board member after the April Board meeting.
- B. An online election will be held for current Board members up for reelection.
- C. Chairperson election. Rebecca volunteered to Chair the Board and was elected via unanimous vote. The Board enthusiastically thanked Laure for her service as Chair in 2023.
- D. Election of other officers will be handled at the April Board meeting.

2024 Budget Review and Approval

- A. The Board had an opportunity to review the budget prior to this meeting and after a short discussion, the 2024 budget was unanimously approved by the Board.

Approval of Previous Meeting's Minutes

Approval of the minutes of the Board of Directors held via Zoom on August 28th, 2023. All directors on the call approved the meeting minutes and the Secretary was directed to certify the minutes and have them, so certified, inserted in the corporation's minute book.

CLOSED SESSION : Executive Director Review

Adjournment

There being no further business to come before the board, the meeting was adjourned at 12.30pm, Pacific DST.

Board Elections

In March 2024, board elections were conducted through written consent. Liz Allen and Susan Au received unanimous written consent for election to another term. Nick Peterson and Todd Vision received less than a unanimous vote.

Respectfully submitted,

Debbie Alexander, Secretary