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modified 9/21/05

SIVB BOARD OF DIRECTORS MEETING  
BALTIMORE, MARYLAND  
JUNE 3-4, 2005

- 1.0 INTRODUCTION: In the absence of President David Altman, the meeting was called to order by Vice President David Songstad at 6:03 pm. Board members present were: David Ellis, Cynthia Goodman, John Harbell, Michael Horn, Dennis Laska, Paul Price, Nancy Reichert, David Songstad, and Pamela Weathers. Guest Marietta Ellis, New Beginnings Management (NBM) was also present.
- 1.1 Adoption of minutes. Nancy Reichert moved, and David Ellis seconded, that the February 9 and 12, 2005 minutes be adopted. Motion Passed (9:0:0).
- 1.2 Adoption of agenda. John Harbell moved, and Paul Price seconded, that a modified agenda be adopted as discussed and in the order indicated. Motion Passed (9:0:0).
- 1.3 Lifetime Achievement Award. David Ellis indicated that Dr. Robert Langer is scheduled to receive the SIVB Lifetime Achievement Award at this meeting, but it's not approved until it gets the Board's vote. John Harbell asked how it was initially approved since no Board member saw the nomination packet for Dr. Langer. Marietta Ellis said Sandra Schneider sent the nomination packet to her and Amy Wang (Chair of Awards Committee), and Marietta forwarded it to David Altman. **Pamela Weathers moved, and Dennis Laska seconded, that since a nomination package was submitted to and received by Marietta and provided to the President for Robert Langer to receive a Lifetime Achievement Award from the Society, the Board votes to award Professor Langer with the Award.** This wording included an accepted friendly amendment made by Cynthia Goodman. **Motion Passed (5:1:3).**

Paul Price said it was apparent that no standard procedure was followed in approving this award. David Ellis suggested that Amy Wang be the go-between for the Lifetime Achievement Award in the future to ensure nomination packets are received by the Board in a timely manner.

2.0 MEMBERSHIP

Nancy Reichert reported that the Membership Committee tried to increase our numbers by calling greater than 100 US members that did not renew in 2004 and Nancy emailed 40 international members and 30 non-members that attended the 2004 meeting. Some indicated they would renew in 2005 and the most common reason for non-renewal was that their research focus had changed. The committee's report in the 2004 Annual Report listed those who were members for at least 10 years. The committee had discussed ways to reward long-term members but could not decide on the appropriate form of recognition. **Dennis Laska moved, and David Ellis seconded, that the**

**Society provide recognition of milestone membership points (years) on the registration badge. Motion Passed (9:0:0).**

Nancy provided 2000-2004 membership data by section compiled from annual data provided to the Board. Nancy compiled graphs from 2004 membership lists depicting section membership numbers broken down by member longevity (number of years as members, listed in five year increments). The Plant Biotechnology Section (PBS) appeared to have the greatest percentage and actual numbers of newer members with a 10 year average length of membership. Discussion revolved around what the PBS might be doing to impact these numbers.

**3.0 2006 MEETING**

3.1 Program update. Mark Jordan (2006 Program Chair) was unable to attend the Board meeting so no specifics were discussed about the scientific program.

3.2 Program Co-Chair for 2006. David Songstad said the 2006 Program Co-Chair should be selected from the Vertebrate/Cellular Toxicology/Invertebrate groups. This vacancy will be brought up at Section business meetings to identify an appropriate person. Cynthia Goodman asked if it would be possible if we could have a Co-Chair that did not step into the Chair role the following year. Michael Horn said that might be OK, but then we'd need to identify a 2007 Program Chair. Cynthia Goodman suggested a potential Co-Chair and will follow up on that lead, and asked if the Board would need to vote on the selection. David Ellis said there is precedence in allowing a Section to name the person and then notifying the Board.

Marietta Ellis said David Altman was going to contact Ron Phillips to be part of a local Minneapolis organizing committee. Other names were suggested and David Songstad said it would be good to get a list of members from Minnesota.

**4.0 FUNDRAISING**

4.1 Update on contributions. David Songstad provided a handout that listed all contributions, to date, and highlighted recent ones including \$10,000 from the Army that John Harbell and William Smith helped secure and \$8,000 from David Ellis' successful USDA grant. John Harbell said that David Songstad should be commended for his phenomenal fund raising job. He received a round of applause.

David Songstad provided a partial list of people providing in-kind contributions. Nancy Reichert asked if a complete list of people/companies providing in-kind contributions could be generated and that thank you notes sent to them. Marietta said that could be arranged. She said many sessions are self-funded and only two animal conveners thought their sessions would be covered by the General Fund. Nancy asked if there was an implication that the General Fund will support those sessions. Marietta said that they would not

reimburse any requests that came in. There was a discussion on whether the Sections or the conveners should be responsible for fund raising. John Harbell said that either the Sections or conveners can raise the money but the Sections should ultimately be responsible for providing the money. Dennis Laska asked what the Plant Biotechnology Section contributes to the General Fund. Michael Horn said 10% of all contributions. Nancy said that historically, the Plant Section needed to provide self-funding to guarantee their sessions would be included in the annual meetings. No General Funds are used to pay for PBS sessions since they're all fully funded by the Plant Activity Fund. In an attempt to treat all Sections similarly, three years ago Sandra Schneider (then President) said all Sections would be provided restricted accounts.

David Songstad briefly discussed the letter template the Non-Profit Assistance Group provided along with their list of potential donors the Society should contact. John Harbell said that additional lists of potential donors could be obtained from donor lists from those that contribute to the SIVB as there could be similarities in overall goals/interests. Using PETA as an example, John said we should find out what organizations donate funds to PETA and we should also contact them.

David Ellis noted that many exhibitors were missing from the meeting this year and gave the examples of VWR, Fisher, Corning, and Sigma. He suggested we tell business (sales) representatives when they visit our labs that we would like them to exhibit at our meeting. John Harbell asked if Marietta Ellis had gotten a good response from the list of local sales representatives he gave her. She said no. David and Michael Horn said we should take on a stronger role in this and put an effort to attracting more exhibitors. Pamela Weathers said many people should contact our primary scientific supply companies and let them know we did not see them at our meeting. David Songstad said we could include a list of exhibitors on the spreadsheets of potential donors Sections use in fund raising and they could contact them as well.

Paul Price moved, and David Ellis seconded, that the meeting be adjourned for the evening. Motion Passed (9:0:0). Meeting was adjourned at 7:57 pm.

The Board Meeting was called to order on June 4 at 2:07 pm by David Songstad. Additional Board members present were: Richard Heller, Sandra Schneider and Gordana Vunjak-Novkovic. Guy Smaghe was an additional guest present. Guest Wallace McKeehan, Editor of In Vitro Cellular and Developmental Biology-Animal, was invited to participate in the discussion on publications under agenda item 5.

## 5.0 PUBLICATIONS (listed as 6.0 on original agenda)

5.1 Editorship – In Vitro (Animal). Michael Horn forwarded the Publication Committee's recommendation that Denry Sato be named the new Editor of In Vitro Cellular and Developmental Biology-Animal. **John Harbell moved,**

**and David Ellis seconded, that the Board accept the recommendation of the Publications Committee to name Denry Sato as Editor-in Chief for the In Vitro-Animal journal. Motion Passed (12:0:0).** Wallace McKeehan, the current Editor, said he would like a clean and smooth transition, and he will be Editor Emeritus and an Associate Editor. Michael asked Wallace if the current Society support of \$17,000 for the Editor of In Vitro-Animal would still be appropriate. Wallace indicated that, theoretically, the amount could be reduced due to the online nature of it. He indicated that some support is necessary but it probably does not take half-time support of a person as it did at one time. Initially, Denry will have support of Wallace's assistant (Mary Cole). Paul Price asked who helps with English-poor article submissions. Wallace indicated the support person does not deal with this and just sends the article back and asks for better English in resubmissions. Paul thanked Wallace for his numerous years of hard work and he received a round of applause.

Wallace McKeehan indicated the major problem the journal has is lack of growth and it is currently in survival mode. It still is a very good journal, but there is a lot of competition now. We will have to work harder on name and theme recognition, and on recruitment of more articles. Gordana Vunjak-Novkovic said that rapid publication is also important along with electronic forms for submission and review and special types of articles such as rapid communications.

Michael Horn asked if we have a formal contract with the Editors for yearly commitments. David Ellis said we should have a written agreement. Gordana Vunjak-Novkovic said we could use existing templates from other societies. John Harbell asked if we had a Memorandum of Understanding with them could the Editors be covered under the Board's insurance policy. Michael indicated a contract could be ready for review/approval at the October Board meeting.

5.2 Publishers' proposals. Our contract with CABI for publishing In Vitro Cellular and Developmental Biology-Plant ends in December, 2006. In addition to reviewing a future proposal from CABI, Michael Horn said that Springer will give a full presentation at this meeting and that two others (Blackwell and Sage) will provide proposals in the near future. David Songstad indicated that changing publishers could impact the entire Society financially. David Ellis said the Publications Committee should pursue all options and make recommendations to the Board. Pamela Weathers asked if, in the future, we could receive an online version of the journal only. Michael said he was told that was not an acceptable route to pursue but was not sure why.

## 6.0 2005 MEETING (listed as 5.0 on original agenda)

6.1 Program update. Gordana Vunjak-Novkovic indicated there was one minor change to the program in that there was a speaker substitution in a session on Sunday. John Harbell said the meeting program was only viewable via Internet

Explorer (IE) and that the notice of this requirement needed to be placed on the previous page, not on the page you cannot view. Marietta Ellis said they used IE to get the program online quickly and they could go to other browsers later, and that a PDF copy could be observed if viewers do not have IE.

- 6.2 Meeting update/statistics. Marietta Ellis provided meeting statistics in the Board packet. At present, there are 258 abstracts, 195 paid registrations and the estimate is that we are short by approx. \$22,000 on registrations. We have 823 room nights so we should not incur any penalties. We have a \$20,000 food/beverage commitment and are at \$16,000 and the hotel is OK with that number.

Efforts are being made to cut costs of this meeting. Marietta Ellis said that historically, the SIVB has paid hotels approx. \$12,000 for audio-visual rentals yearly. The SIVB has purchased four LCD projectors (\$4,100) and this hotel is charging \$140 per room per session (\$5,100). The usual \$8,000 in decorations have been reduced to \$4,500. David Ellis said that the silent auction usually ends just before the banquet and there is a lot of bidding during the final moments. Since we do not have a banquet this year, we'll have to push the silent auction at the opening reception.

## 7.0 FINANCIALS

- 7.1 Year end finances. Financial reports were provided by Marietta Ellis and Richard Heller. Richard indicated we have less cash assets this year (\$88,465) compared to last year (\$169,645). We have a negative cash flow and have \$89,459 left in savings (investments). Our projected 2005 budget estimates a surplus of \$467.71, but we could end with a deficit ranging from \$6,000 to \$16,000. So, Richard stressed that after the meeting we still need to continue to fund raise especially since our projected contribution level of \$75,000 to the General Fund has not been met. Pamela Weathers asked about administrative costs. Marietta indicated the SIVB allocates a certain amount for phone, mailings, etc. which is separate from the \$167,000 contract with New Beginnings Management. The current administrative budget is \$40,000, reduced from \$52,000. Michael Horn said he thought Baltimore was going to be a money maker and Richard said it still might be. Michael asked if the Board should meet at the end of the meeting to go over updated financial information. Richard said we will not have all the information until after the meeting when all bills are received, and could send an email to the Board in late July providing a financial update. **Michael Horn moved, and Paul Price seconded, that the Board accept the financial report. Motion Passed (10:0:0).**

- 7.2 Management company update. Richard Heller said an offer, reduced by \$10,000 for reduced services, had been made to New Beginnings Management for the new contract that starts July 1, 2005. Marietta Ellis sent a counter-offer to Richard and David Altman via email (handed out at Board meeting). It

maintained the contract at the offered reduced rate for full services, but listed fund raising incentives NBM would receive (approx. 25% of funds) if successful in soliciting contributions. Discussion on the counter-offer took place during executive session.

CME and CEU credits were also mentioned. David Songstad indicated that 30 CME credits could be obtained at this meeting and we should capitalize on this advantage. Warren Schaeffer will stay on as CME coordinator.

### 7.3 Executive session.

Out of executive session. **David Ellis moved, and Pamela Weathers seconded, that the Board accept the New Beginnings Management (NBM) proposal for decreasing their fee by \$10,000 to be reimbursed at 50% of any new funding, secured under the caveats listed below by NBM, up to the first \$20,000. For any new funds secured by NBM above \$20,000, NBM will get 25% of these funds for administrative costs. Caveats: (1) All costs associated with securing new funds to be included in the NBM allocated share of the funds. (2) This applies to new sources of funds which have not contributed to the SIVB in any of the past five years. Motion Passed (11:0:0).**

**David Ellis moved, and John Harbell seconded, that semi-annual accounting of each restricted fund category is prepared. Motion Passed (11:0:0).**

## 8.0 OTHER BUSINESS ITEMS

8.1 Site Selection Committee Chair. Dennis Laska suggested that the final site for the 2008 meeting (World Congress) should be decided prior to the 2006 meeting. Michael Horn asked Dennis if he would provide a how-to list for site selection. Dennis said it will be in the SIVB bylaws, but he would also provide a list. He said a Board member should be a key contact with the Site Selection Committee to look for potential sites. David Ellis volunteered to be Chair of the Site Selection Committee for the 2008 meeting.

Additional items. Richard Heller said that there were 84 speakers invited this year and they paid no registration fees, although many are members of the SIVB and should have paid their own registration. He suggested that in the future, invited speaker fees should not be waived and that the Sections or the speakers pay registration, but at a reduced rate. He said that if speakers pay their own way the Sections should pay their registration fees. **Richard Heller moved, and Pamela Weathers seconded, that meeting registration is to be paid by all invited speakers. The fee can be paid by either the inviting Section or the speaker. The fee will be equivalent to the early bird member rate. Motion Passed (11:1:0).**

Cynthia Goodman said that Guido Caputo would be willing to serve as Program Co-Chair for the 2006 meeting, but did not want to be Program Chair in 2007. **John Harbell moved, and Dennis Laska seconded, that Cynthia Goodman ask Guido Caputo to serve as Program Co-Chair for the 2006 meeting. Motion Passed (12:0:0).**

David Songstad moved, and David Ellis seconded, that the Board meeting be adjourned. Motion Passed (12:0:0). Meeting adjourned at 6:17 pm.

#### 9.0 ACTION ITEMS

1. The Chair of the Awards Committee (Amy Wang) will be the go-between for the Lifetime Achievement Award to ensure nomination packets are received and provided to the Board in a timely manner. David Ellis will convey this to Amy.
2. David Songstad will convey the decision about proposed fund-raising incentives to Marietta Ellis.
3. Richard Heller will coordinate with NBM to initiate and provide semi-annual accounting reports of all restricted accounts to the Board and Section Chairs.