

SIVB BOARD OF DIRECTORS MEETING
NASHVILLE, TN
FEBRUARY 25, 2006

- 1.0 INTRODUCTION: The meeting was called to order by President David Altman at 8:00 am. Board members present were: David Altman, David Ellis, Cynthia Goodman, John Harbell, Richard Heller, Michael Horn, Mark Jordan, 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 agenda. Richard Heller moved, and Pamela Weathers seconded, that the proposed agenda be adopted. Motion Passed (12:0:0).
 - 1.2 Adoption of minutes. John Harbell moved, and David Ellis seconded, that the October 7-8, 2005 minutes be adopted as corrected. Motion Passed (12:0:0). Later in the meeting, Richard Heller moved, and Cynthia Goodman seconded, that the December 17, 2005 minutes be adopted. Motion Passed (10:0:0).

- 2.0 SIVB NAME CHANGE
 - 2.1 Board's decision on selection of names to be presented to membership. Paul Price said Indra Vasil indicated to David Altman that the name of our Society may be holding us back in regard to membership and contributions. David asked Paul to set up an ad hoc committee to propose a new name for our Society. Paul asked David, Indra, Janis Demetrulias, David Jayme, Ron Phillips, and Gordana Vunjak-Novakovic to be part of the committee. They came up with two names: the Association for Cell Science and Biotechnology and Society for Cell Science and Biotechnology. The committee felt the proposed names covered many areas. David Altman indicated that no group has used "biotechnology" in their name yet. Michael Horn said we are known as SIVB since we changed from TCA. He and Pamela Weathers came up with the proposal to substitute "Biotechnology" for "Biology" – the "B" in SIVB. David Songstad asked if we were also going to change our journal names. Mark Jordan said new scientists are no longer trained in "in vitro", but in cellular biology. Do we send this to a vote to the membership? The suggestion was to first get input by polling the membership first. **Mark Jordan moved, and Pamela Weathers seconded, that the membership be polled by email and/or via the website to provide input on proposed names. Motion Passed (11:1:0).** Paul will compose the text for this effort.

- 3.0 YEAR-END REPORTING
 - 3.1 Board's review of 2005 year-end. Richard Heller indicated we had a good year financially. We reduced our debt by approx. \$70,000 and that doesn't count the commitment of money Springer made. At the 2004 meeting, we lost approx. \$40,000-50,000, compared to making \$80,000 in 2005. This gain was due to us anticipating the number of attendees correctly (close to 200 paid registrants and

greater than 100 students), we offered a reduced number of sessions, and Marietta Ellis worked hard to keep costs down. David Altman added that the Executive Committee closely monitors our financial health monthly (Marietta provides monthly accounting of transactions) so we have a better indication of what is going on.

Richard asked if we wanted an end of the year compilation report or audit on our accounts. A motion passed at the February 2005 Board meeting indicated it should be an audit year since we will have a change of officers and Board members. A financial audit costs \$10,000, a financial review costs \$7,000 and a compilation costs \$3,500. David Altman quickly described each process for those of us who didn't understand the differences. An audit is when there is third-party validation of items, a review doesn't require third-party validation but conducts spot checks on items, and a compilation accepts the numbers as presented with limited spot checking. Richard said the Financial Committee recommended that we undergo a compilation review every four years and/or when the Treasurer changes. **Michael Horn moved, and David Ellis seconded, after accepting a friendly amendment by Richard, that Bylaws 2.C.4.: The financial records shall receive an appropriate financial review or be audited annually by a registered accounting firm. Each year the Finance Committee will recommend to the Board of Directors which type of review of financial records is required. *be changed to:* Financial Records shall receive an appropriate assessment of the Society's finances by an independent accounting firm. Each year the Finance Committee will recommend to the Board of Directors which type of review of the financial records is required. Anytime the financial officer (Treasurer) changes, a full financial review will occur. A full financial review or audit should occur at least every four years, irrespective of the change in financial officer. Motion Passed (12:0:0).** Richard will send this wording to the Constitution and Bylaws Committee.

Richard Heller moved, and John Harbell seconded, that we have a compilation conducted on 2005 financials. Motion Passed (12:0:0).

4.0 MEETING UPDATE

4.1. 2006 meeting program update. Mark Jordan said that most speakers have been lined up with abstracts due soon. There is just one session not firmed up and John Harbell is working on it. There was then a discussion on awarding CME credits for workshop participation. Those workshops have yet to be identified and some Board members will follow up with some local (Minneapolis) contacts. Recently, all members were sent a 2-page PDF document on the program via email and an alternate document to those within driving distance for them to share with colleagues and students in their organization. Mark also asked the Local Organizing Committee to spread information on the meeting to University of Minnesota along with other universities, hospitals, clinics and businesses. Richard Heller suggested we send a broadcast email to members in

North and South Dakota, and the University of Wisconsin-Madison and ask them to send it to colleagues. Mark also indicated we may lose some meeting registrants due to the meetings in China (International Association for Plant Tissue Culture and Biotechnology, IAPTC&B) and Australia (International Society for Plant Molecular Biology, ISPMB).

- 4.2. 2006 meeting statistics update. Marietta Ellis discussed meeting statistics, to date, and compared those numbers to last year's. The number of abstracts is greater this year but the number of paid registrations is lower at present. David Altman suggested we concentrate on the animal section since we need greater participation from them. Marietta also said that we have five exhibitors but usually have ten, so we need more to sign up. Michael Horn said he would check to see if Elsevier will participate.
- 4.3. 2006 award nominations. The Awards Committee, chaired by Amy Wang, voted on nominee's packets for the Lifetime Achievement Award (Robert Conger, Wei-Shou Hu) and the Fellow Award (Guido Caputo, Dennis Laska, Shirley Pomponi, Nancy Reichert, Amy Wang). The committee had voted favorably on all complete packets that were forwarded to the Board. **Paul Price moved, and John Harbell seconded, that all nominations the Awards Committee favorably recommended be accepted. Motion Passed (10:0:2).** David Altman discussed the nomination procedure and timeline tied to these awards and some procedural problems that arose. Since these are all Society-wide awards, the Bylaws must be followed. Confusion arose since the Fellow Awards had been Section-based through 2004. Cynthia Goodman said there was a lot of mis-communication at the beginning of this year's process with wrong instructions initially sent out. To address this, two time extensions were allowed for packets to be completed prior to the final votes and greater participation was obtained by Amy adding additional committee members. The committee participated in three phone conference calls to discuss and vote on the nominees. David said that since the Board needs to vote on Society-wide awards, we did not follow the correct procedure on the 2005 Fellow nominees. **Richard Heller moved, and Pamela Weathers seconded, that the nominees accepted as 2005 Fellows be officially ratified by a vote of the Board. Motion Passed (10:0:2).**
- 4.4. 2008 World Congress on In Vitro Biology update. David Ellis provided a packet of information on possible sites for the 2008 World Congress. Using meeting requirements furnished by Marietta Ellis, he contacted multiple hotels in the following cities: Albuquerque, Denver, Honolulu, Phoenix, Salt Lake City, Tucson, and Vancouver. Hotels in Phoenix failed to respond. A great deal of discussion ensued in regard to locations and amenities each city and hotel offered. The greatest amount of discussion centered on the two southwest sites (Albuquerque and Tucson) and more northern sites (Denver, Salt Lake City). Cynthia Goodman proposed these be narrowed down to one site from each area by conducting an informal vote. The results were as follows: Denver

(4) vs. Salt Lake City (6), and Albuquerque (8) vs. Tucson (3). David will focus on Albuquerque (Santa Fe included) and Salt Lake City. (After the meeting, Tucson was added back due to their extreme interest in hosting the World Congress.) David will gather additional information/quotations on these sites and the Board will vote on the 2008 host city at the June Board meeting.

5.0 PUBLICATIONS UPDATE

5.1. Discussion of Springer contract. Michael Horn said the contracts with Springer to publish the Society's two journals (In Vitro Cellular and Developmental Biology–Animal and –Plant) were signed on January 9, 2006, with the signing bonus due soon. Advantages of Springer include a guaranteed minimum payment to the SIVB, the journal price won't increase in the next four years and the awareness of both journals will increase. Also, the online manuscript review for In Vitro-Plant will be started even before they officially take over. There was a round of applause after Michael's presentation.

David Songstad discussed the In Vitro Report and his past role in it. Incoming Vice President John Harbell will oversee it in the near future and he should appoint someone to take on the editorial role. David was asked to continue in that role but he indicated that increased responsibilities at work prevented his continued participation. Michael Horn said the Publications Committee will make recommendations to John.

6.0 FUNDRAISING

6.1. Update on fundraising. David Songstad discussed the great response received from Minneapolis-based biotech companies in regard to funding the student initiative. Started with a donation by UST in 2005, additional contributors to this initiative include Land O'Lakes, Syngenta, General Mills, 3M and Colgate-Palmolive. Students will be encouraged to send notes of appreciation to these sponsors for their generous support of them. David Altman compared the amount of funds committed by this date in 2005 (\$24,000) to this year (\$60,000). Much of this could be due to the in-person fund raising conducted in Minneapolis. David suggested that the SIVB should seriously look into setting up a foundation for funding that would be managed by a separate Board. Currently, the only place we can place long-term funds in is the Fund for the Future. Paul Price said that Todd Jones, incoming President-Elect, would chair the Long-Range Planning Committee and Cynthia Goodman suggested that David Altman should be part of that committee.

7.0 MANAGEMENT COMPANY PRESENTATION

In Executive Session.

8.0 CONSTITUTION AND BYLAWS COMMITTEE

8.1. Approval of modification of Cellular Toxicology/Vertebrate changes to bylaws. David Altman said that we would need to change any area in the Constitution and Bylaws that specifically mention the Cellular Toxicology or Vertebrate

Sections and replace them with the name of the newly merged In Vitro Animal Cell Sciences Section. He referred us Melissa Hinga's (Chair, Constitution and Bylaws Committee) email in section 5 of the Board packet. She only found one reference to those specific Sections in the Bylaws and made suggested changes to that Bylaw plus made suggested changes to two additional Bylaws. **In Bylaws 3.C.1.a., the fifth sentence: In alternating elections the nominees for President-Elect will be 1) members of the Plant Section or 2) members of the Vertebrate, Toxicology or Invertebrate Section. *be changed to:* In alternating elections the nominees for President-Elect will be 1) members of the Plant Biotechnology Section or 2) members of the In Vitro Animal Cell Sciences Section. In Bylaws 3.C.1.b., the last sentence: Subject to instructions from the Board of Directors, the Program Committee shall maintain general supervision of the scientific programs presented at the Annual Meeting of the Society. *be changed to:* Subject to instructions from the Board of Directors, the Program Committee shall maintain general supervision of the scientific programs presented at the Annual Scientific Meeting of the Society. In Bylaws 5.C., second sentence (regarding Section officers): Such officers shall take office at the close of the Annual Meeting at which they shall have been elected. *be changed to:* Such officers shall take office at the beginning of the Annual Scientific Meeting following the election. Richard Heller moved, and Pamela Weathers seconded, that all these changes be made in the Bylaws. Motion Passed (12:0:0).**

8.2. Merger of Invertebrate Section into newly formed In Vitro Animal Cell Sciences Section. The Constitution and Bylaws Committee provided a report based on their decisions regarding this merger. The following is a brief summary of their report. The committee supported merger of the Invertebrate Section with the In Vitro Animal Cell Sciences Section, but did not support making changes to the Constitution or Bylaws to allow formation of sub-sections within a Society-recognized Section. Future elections of Member-at-Large Board members should be divided equally between the two Sections (In Vitro Animal Cell Sciences, Plant Biotechnology) with one representative from each Section being elected every two years. The Constitution does not refer to dissolution of a Section so the committee recommended that outstanding debts be paid with remaining funds being transferred to the In Vitro Animal Cell Sciences Section.

8.3. Discussion of Awards Committee (SIVB Bylaws, Section 3.C.j.). David Altman referred to Bylaws section 3.C.j. referring to the Board ratification of Society-based awards. As previously discussed, there was a great deal of confusion regarding the proper procedure to follow along with the documentation required in the Fellow nomination packets. Greater standardization needs to be made. Nancy Reichert suggested that Mary Ann Lila propose changes to this process for each Society-wide award and discuss this with the Board. Plus, instructions should be easily accessible. Pamela Weathers said that student awards have not gone through the Awards

Committee or the Board and wondered if they should. **John Harbell moved, and David Ellis seconded, that the Chair of the Awards Committee and her committee review the Society-wide awards process and prepare formalized nominating, review and approval processes. Motion Passed (12:0:0).**

9.0 2006-2008 SIVB ELECTION RESULTS

Nancy Reichert discussed the results of the recent election and provided notarized copies to Board members that also included the step-by-step procedure used in ballot processing and counting. She also provided a report containing voting statistics. Michael Horn asked why the vote totals are kept secret. David Altman said that, historically, it has been done this way. Michael said the numbers should be available to everyone. David said they are available to anyone who asks. Michael moved, and John Harbell seconded, that the vote totals of each election be posted on the web and in the In Vitro Report. Motion Failed (3:4:5). Paul Price said that since John was elected as Vice President, he will resign his Member-at-Large position and Paul will select his replacement and ask for a Board vote (as per Bylaws) via email.

10.0 STUDENT AFFAIRS COMMITTEE

10.1. Review of final report – student survey. Pamela Weathers discussed the student and postdoc survey distributed at the 2005 annual meeting and electronically to those members. Questions related to forming a student subgroup in the SIVB. This survey was developed by students at Worcester Polytechnic Institute (WPI). Students Brianne E. O’Neill and Stephanie J. Pals, under Pamela’s guidance, prepared a comprehensive report that contained the analyzed data. It also contained results of a survey conducted by WPI students on 16 other scientific societies in regard to types of student activities and member services they provide. An interesting result pointed out by Pamela was the fact that that 54% of student attendees had advisors that were not members of the SIVB. It was suggested that Pamela prepare an executive summary for inclusion in In Vitro Report and the entire report be posted on our web site.

11.0 OTHER BUSINESS

ADJOURNMENT

Pamela Weathers moved, and John Harbell seconded, that the Board meeting be adjourned. Motion Passed (12:0:0). Meeting adjourned at 3:45 pm.

ACTION ITEMS

1. The Long-Range Planning Committee should consider conducting research to set up a companion foundation for long-term funding, in consultation with David Altman. David is the contact person.
2. Pamela Weathers will write an executive summary on the student survey for In Vitro Report in an upcoming issue, and should prepare the survey to be posted on our website. Pamela is the contact person.

3. Paul Price will give Marietta Ellis the white paper on cell lines to be posted on our website. Paul Price is the contact person.