

4/4/2008 draft

SIVB BOARD OF DIRECTORS CONFERENCE CALL
FEBRUARY 16, 2008

- 1.0 INTRODUCTION: The meeting was called to order by President Paul Price at 12:09 pm (EST). Board members present were: David Altman, Daniel Brown, John Harbell, Richard Heller, Michael Horn, Todd Jones, Dennis Laska, Paul Price, Nancy Reichert, and Pamela Weathers (joined approx. 1:30 pm). Guests Marietta Ellis and Michele Schultz (joined approx. 1:15 pm) (New Beginnings Management) also participated.
- 1.1 Adoption of agenda. David Altman moved, and Dennis Laska seconded, that the agenda be adopted. MOTION PASSED (9:0:0).
- 1.2 Adoption of minutes. Nancy Reichert moved, and Michael Horn seconded, that the October 27, 2007 minutes be adopted as amended. MOTION PASSED (9:0:0).
- 1.3 Outstanding action items. Nancy Reichert read the action items from the October 2007 minutes. Includes are items from October (#1-5), June 2007 (#6-7), November 2006 (#8) and June 2006 Board (#9) meetings.
1. *David Ellis will contact Wayne Parrott in regard to re-submitting the meeting grant proposal to the USDA. Pamela Weathers may be able to assist. David is the contact person. ONGOING*
 2. *Pamela Weathers will contact David Songstad in regard to re-submitting the student initiative proposal to the NSF. Pamela is the contact person. Update: This will be submitted for the 2010 meeting. ONGOING*
 3. *Todd Jones will send the proposed SIVB Foundation bylaws and Board flowchart to the Board for review. Todd is the contact person. COMPLETED*
 4. *We will re-discuss the award SOP document during the February, 2008 Board conference call. Invited to participate will be the current (Mary Ann Lila) and newly-elected Awards Chairs and newly-elected Section Chairs. (Current Section Chairs have a standing invitation to participate in Board meetings.) Marietta Ellis is the contact person. Update: It is requested that the Awards Committee finish the SOP prior to the June Board meeting so it can be discussed. ONGOING*
 5. *Marietta Ellis will announce/post the February 1, 2008 awards deadline so members know when nomination packets are due. COMPLETED*
 6. *Wayne Parrott and Pamela Weathers will contact organizers of RedBio to see if we can put flyers for the 2008 World Congress in their registration packets. Wayne and Pamela are the contact people. Oct. 2007 update: RedBio will convene a session at the 2008 SIVB meeting. Update: Members of RedBio will participate in a symposium. COMPLETED*
 7. *A SOP will be developed for Program Chairs to ease the transition process. John Harbell and Marietta Ellis will coordinate this. John and Marietta are the contact people. Update: This has been initiated. ONGOING*
 8. *Michael Horn will investigate alternate providers for website and graphics support and will make recommendations to the Board at the Fall 2007 Board*

meeting. Michael is the contact person. Update: This is a moot point. COMPLETED

9. *Marietta Ellis will work with Bank of America to move our account to a sweep account, if it is not currently in one and ask them about any initiatives they have to help non-profit organizations we could take advantage of. Marietta is the contact person. Update: This has been initiated. ONGOING*

2.0 2008 WORLD CONGRESS UPDATE

2.1 Meeting statistics. Marietta Ellis referred to section 2 in the Board packet and discussed the meeting statistics and logistics. To date, abstract submissions and registrant numbers were slightly lower for the 2008 World Congress compared to 2004. Marietta also discussed the program. Dr. M.S. Swaminathan, who was the first recipient of the World Food Prize, will be the keynote speaker. Most sessions have all speakers lined up, but there are a few gaps. An update from the packet: both Global Issues on Alternatives to Animal Toxicology Testing and Good Cell Culture and Lab Practices have their session speakers lined up. Marietta is trying to determine the level of participation from the JAACT (Japanese Association for Animal Cell Technology) and JTCA (Japanese Tissue Culture Association).

2.2 Fundraising. John Harbell referred to section 2 in the Board packet. To date, we have secured nearly \$47,000 in contributions with an additional \$15-25,000 promised/expected. There are no funds committed to the keynote session yet. John said that it was easier to secure funds for the Sections' programs versus for the general fund. Michael Horn said that Dave Songstad was trying to secure \$10,000 from Monsanto. He also said that Vincent Wingate (his session Co-Chair) at Biolex is a great fundraiser that we might consider enlisting.

3.0 2009 - 2010 MEETINGS

3.1 2009 meeting location update. Marietta Ellis referred to section 2 of the Board packet. The 2009 meeting will be in Charleston, SC June 6 – 11 with the Embassy Suites as the host hotel. It is next to the convention center which the hotel has contracted meeting space for the SIVB. We will have to use the convention center's accepted vendors or pay a surcharge. Hotel amenities include: complimentary shuttle to/from airport, suite with kitchenette, complimentary made-to-order breakfast, nightly reception, and free internet access in the lobby and breakfast area. The meeting dates also coincide with two art festivals (Spoleto and Piccolo).

The contract with the hotel has been signed. However, Marietta is still negotiating a reduced room block to reduce the SIVB's monetary obligation. Embassy Suites can be the caterer at any planned off-site event (usually held Tuesday night during the meeting) which will contribute to our negotiated food/beverage minimum (\$18,000).

3.2 2010 – IAPB update. Todd Jones referred to section 2 in the Board packet regarding the edited Memorandum of Understanding (MOU) between SIVB and IAPB (International Association for Plant Biotechnology). The changes were discussed. Roger Beachy sent two signed copies for Todd to sign. Richard Heller expressed

concern about the student initiative that SIVB is sponsoring. There could, potentially, be a large influx of students that we would pay for who actually wanted to attend the IAPB meeting. He suggested we impose some restrictions on free student registration. Pamela Weathers suggested that the students must already be existing SIVB members to take advantage of the free registration in 2010. Dan Brown suggested that the \$350 rate be removed from the MOU which would allow the SIVB to subsidize at a lesser amount, or that we set a target budget and accept registrations based on student criteria, registration date or overall student numbers. Pamela suggested we accept the first 100 students. **David Altman moved, and Pamela Weathers seconded, that we accept the MOU as written. MOTION PASSED (10:0:0).** (This was discussed out of sequence.)

4.0 TREASURER'S REPORT

- 4.1 Financials (December 2007). Richard Heller referred to the December financials in section 3 of the Board packet. These numbers do not include the 4th quarter payments from Springer (received approx. Jan. 15) which were \$12,500 for In Vitro-Animal and \$6000 for In Vitro-Plant. Due to the switch-over with Springer, we did not get all the publication-related dollars up-front. If we had, we would have ended the year in the black. In addition, Springer has yet to do a revenue analysis to see if we will get additional funds. So, as of December 31, 2007, we are approx. \$9K in the hole in unrestricted accounts, but at the end of 2008, the whole deficit should be gone.
- 4.2 SIVB Foundation update. Todd Jones gave an update on the SIVB Foundation. He referred to the email sent to the Board the morning of Feb. 16. He discussed the seven Board member flow chart in regard to member make-up and when each would cycle in/out. Proposed members include: President (current and past-), Treasurer (current and past-), and appointees made by President. Todd says that this still must be vetted by a lawyer. David Altman asked when it would be initiated because he is extremely interested in being part of the Foundation Board. Marietta Ellis said that the legal opinion could be obtained in approx two weeks. Paul Price indicated that the current SIVB Board could possibly vote on this in April.
- 4.3 990 tax form. David Altman discussed the new 990-EZ form that took effect for non-profits Jan. 1, 2008. We can file this form since we don't currently have the assets to mandate us filing the 990 form. There are new IRS rules that we must adhere to. One deals with the SIVB assigning fair market values to all items donated for our Silent Auction. If we use the 990 form, we should add policies such as those dealing with document retention and destruction, code of ethics, and conflict of interest.

David indicated that there are new auditing standards for non-profits (Statement of Auditory Standards #102-114) and if we conduct an audit now, we would fall under those new standards. He suggested that we do not have an audit at this time. Nancy Reichert reminded the Board about the change made to the Bylaws during the Feb. 25, 2006 Board meeting: 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. **David Altman**

moved, and John Harbell seconded, that we conduct a full financial review for 2007, versus an audit. MOTION PASSED (9:0:0). Richard Heller expressed concern about this versus a full audit since a new Treasurer will begin serving in June.

5.0 PUBLICATIONS (Michele Schultz joined the conference call.)

5.1 Springer update. Michael Horn referred to the full report in section 4 in the Board packet. He indicated that Dwight Tomes began as Editor of In Vitro-Plant on Jan. 1, 2008. Other Editors include Denry Sato (In Vitro-Animal) and Nigel Taylor (IAPB). He said that In Vitro-Plant is reviewing its matrix categories, in conjunction with IAPB. The IAPB journals are not receiving as many submissions because some authors submit to In Vitro-Plant since they publish more frequently.

Michele Schultz listed some general updates. In Vitro-Animal is publishing double issues due to lack of submissions. They want to encourage review articles and those on human embryonic stem cells to increase submissions and impact factor. The table of content/author indices traditionally published in the last issue of the year in both journals will be deleted. Unique tokens will be given to SIVB members to allow access to the journal(s) online. Springer is digitizing back issues (legacy materials) donated by emeritus members.

Michael and Michele discussed the issue of open access. The Publications Committee decided in June 2006 that In Vitro-Animal articles would be open access 18 months post-publication. Springer is hesitant about this since they have paid for digitization and would like to generate additional back-issue revenue. Michael plus the Editors-in-Chief and Springer will discuss eventually moving the wall to 18 months, but not have this shorter time frame effective immediately. He said that any author can pay \$3K to have their article open access immediately to address NIH guidelines.

Michael referred to the BioOne report in section 4 of the Board packet. It listed the royalty history to SIVB. Currently, proceeds going to SIVB then are forwarded to Springer. They have expressed concern in regard to not making as much revenue with this arrangement versus having Springer manage downloads. They estimate the amount could be 2-3X greater. Also, for consistency, Springer manages downloads of its hundreds of journals, except In Vitro-Animal and -Plant, which doesn't make sense. Renewal of SIVB's contract with BioOne is due this fall and should be discussed at the June Board meeting. Michael suggested that Springer be invited to attend and present the numbers. Marietta Ellis suggested that we (current Board) get the numbers from Springer for us to generate questions prior to the new Board taking over at the June meeting to assist them. Richard Heller said that we do not have the 2007 numbers to see if we are receiving the guaranteed minimum from Springer or more than that, which could affect the Board's decision. David Altman suggested that we follow Springer's suggestions as an act of good faith. Michael will contact Springer and secure additional information from them in this regard.

5.2 Publications update. Michele Schultz referred to section 4 in the Board packet listed the publication statistics for In Vitro-Animal and –Plant. Manuscript flow has been a concern for In Vitro-Animal and IAPB.

5.3 Editors' contracts. Michael Horn discussed the Editors' contracts included in section 4 of the Board packet. A typo (no #4) was pointed out. David Altman asked if there would be any compensation. Michele Schultz said no, but there was a stipend for office support that could also be used for travel.

6.0 AWARDS

Lifetime Achievement and Fellow Awards. The Awards Committee forwarded three nomination packets to the Board for consideration (section 5 in Board packet). They included Jack Widholm for the Lifetime Achievement Award, and Michael Horn and Arthur McIntosh for Fellow Awards (one per Section). **John Harbell moved, and Pamela Weathers seconded, that the above nominees be given the awards nominated for. MOTION PASSED (9:0:1).**

7.0 OTHER BUSINESS

Marietta Ellis referred to section 5 in the Board packet on membership numbers. It appears that from 2006 to 2007, we lost 82 members. Since this is a year for a World Congress, it is hoped that the membership numbers increase.

Paul Price indicated that John Ryan from Corning wants the SIVB to co-sponsor (at no cost) various webinars. The ATCC (American Type Culture Collection) is the other sponsor. There would be approx. 200 registrants per webinar so it would give the SIVB great exposure. Paul plans to give a webinar in this series as a SIVB member. Paul also indicated that Eugene Elmore plans to develop a workshop on alternatives to animal toxicology testing, as part of Society of Toxicology (SOT). He wanted the SIVB to be a no-cost co-sponsor. John Harbell plans to participate in this. **Dennis Laska moved, and Pamela Weathers seconded, that the SIVB co-sponsor the Corning webinar and SOT workshop. MOTION PASSED (10:0:0).**

Paul Price was commended for his great leadership over the past two years and for facilitating Board consensus in voting on motions.

ACTION ITEMS

1. Michael Horn will contact Springer to secure additional information prior to the Board's decision on renewal of BioOne. Michael is the contact person.
2. The Secretary will send outstanding action items to the Board as soon as they are collated. Nancy Reichert is the contact person.

ADJOURNMENT

Pamela Weathers moved, and Todd Jones seconded, that the Board meeting be adjourned. **MOTION PASSED (10:0:0).** Meeting adjourned at 1:36 pm.