

SIVB BOARD OF DIRECTORS CONFERENCE CALL
FEBRUARY 9 AND 12, 2005

1.0 INTRODUCTION: The conference call was called to order by President David Altman at 1:10 pm (EST). Participating Board members included: David Altman, David Ellis, Cynthia Goodman, Richard Heller, Michael Horn, Dennis Laska, Nancy Reichert, Sandra Schneider, and Pamela Weathers.

1.1 Adoption of agenda. David Ellis moved, and Pamela Weathers seconded, that a modified agenda be adopted as discussed. Motion Passed (9:0:0).

1.2 Adoption of minutes. After a correction was made, Pamela Weathers moved, and Mike Horn seconded, that the October 29-30 and December 15, 2004 minutes be adopted. Motion Passed (8:1:0).

2.0 NEW BEGINNINGS MANAGEMENT, INC.

2.1 Executive Session

3.0 AD HOC MANAGEMENT CO. OVERSIGHT COMMITTEE

3.1 David Altman informed the Board that he, Paul Price and Nancy Reichert were members of this committee. He indicated it would be a mechanism for monitoring the Society's management company and would include weekly talks with NBM that could be rotated among committee members, and conference calls with the entire Management Oversight Committee. Bring items to David's attention so they can be addressed with NBM directly. Michael Horn indicated it sounded like an acceptable plan and we should modify it as needed.

The meeting was called to a close at 3:00 pm EST and would begin again on February 12.

The meeting was resumed on February 12 at 1:02 pm (EST). Participating Board members included: David Altman, David Ellis (joined at 1:40 pm), Cynthia Goodman, Richard Heller, Michael Horn, Dennis Laska, Paul Price, Nancy Reichert, Sandra Schneider, David Songstad, Gordana Vunjak-Novakovik, and Pamela Weathers. Marietta Wheaton Ellis, New Beginnings Management, Inc. also participated. Guest Amy Wang, SIVB Awards Committee Chair, was invited to participate in the discussion on awards under agenda item 10.

4.0 PUBLICATIONS

4.1 In Vitro Cellular and Developmental Biology-Plant online manuscript tracking system. Michael Horn indicated it would cost \$3910 to get this set up plus there would be a service fee. He said we will need to negotiate a higher page charge since there are more submissions. Richard Heller indicated there was money in the budget allocated for this. Pamela Weathers said that Greg Phillips told the Associate Editors that the online submission system for IVCDB-P should be completed within the next two months. Marietta Ellis indicated the money to cover this has been budgeted and once sent, Greg will test it over four weeks then it will be up and running.

4.2 Open access for SIVB publications. Michael Horn indicated that the Publications Committee could not make a recommendation whether or not we should pursue open access since there were still too many “unknowns”. Primarily, what are other Societies doing about this issue, and what will the economic impact be on the SIVB. A proposal has been received from JSTOR, a company that creates electronic repositories for back issues of journals, to make older issues of In Vitro Cellular and Developmental Biology accessible. There is a fee associated with this service, but at some point, SIVB may make money on this. David Altman indicated this was an important enough issue that the entire Board should have a chance to look at the JSTOR contract and then provide input to David on whether to sign. An attorney will be contacted if any questions arise.

5.0 YEAR-END FINANCIAL REPORTING

5.1 Recommendation from Finance Committee on full audit or financial review. Richard Heller said there is not much difference between an audit and a financial review except the documentation and the price, with the financial review being cheaper. David Altman indicated it should be one-third the price of an audit. Richard indicated the Financial Committee recommends that there be a formal audit on the year the Board changes (elections) and a financial review in the alternate year. **Dennis Laska moved, and Paul Price seconded, that the SIVB will have financial audits conducted in years following Board elections and financial reviews in non-election years. Motion Passed (11:0:0).** Richard Heller said that this is the third year in a row that the year ended with a negative balance and that we can't have another negative year. Our net assets as of Dec. 31, 2004 were \$389, compared to approx. \$85,000 on that date in 2003. Richard stressed that we need to stay within our projected budget and hit our target numbers this year.

David Altman indicated that we can't do all the things we were able to do when our membership was at 2000. We need to think outside the box and come up with plans to increase membership and meeting attendance. Richard suggested promotions. David Songstad said many people think they're members when actually they aren't. We should initiate a grass-roots effort to urge members to renew. Nancy Reichert indicated the Membership Committee has the list of members who didn't renew in 2004 (approx. 160) and they are being called (US members) and Nancy is emailing those who reside outside the US. David Altman said the American Society for Enology and Viticulture has a promotion for a limited time that offers free meeting registration to members who recruit a new member that also attends their meeting, with the new recruit also receiving a reduced registration fee. We might want to offer reduced meeting registration to current members who recruit new members. Cynthia Goodman suggested there be a discount for the following year's membership fee since that expense generally comes out of our own pockets versus meeting expenses. Marietta stressed that we want both new members and meeting registrants. Discussions

continued about what the promotion would offer to both new and current members. **David Ellis moved, and Pamela Weathers seconded, that the following promotion be offered this year. If a current member of the Society brings in a new regular member and both members attend this year's meeting, the current member gets 25% off 2006 membership (up to four = 100%) and the new member will be able to receive the early-bird registration rate of \$295 for the 2005 In Vitro Biology Meeting. Motion Passed (12:0:0).** Marietta suggested that this incentive should be in place for one month, and that it would be advertised in In Vitro Report and sent to members in a broadcast email. Mike Horn suggested that it should also be sent to past members.

6.0 2005 MEETING

- 6.1 Program update. Discussion surrounded a few specific sessions and travel reimbursement forms. Funding for the sessions was then discussed. Richard Heller suggested Gordana Vunjak-Novakovic send an email to all conveners to remind them, again, that they must fund their own sessions. They also need to let Gordana know if they don't have enough funds and maybe other conveners could help out. Richard stressed that general funds will not be used to pay for any sessions. Dennis Laska suggested Gordana and Marietta Ellis talk off-line and address budget concerns.

Mike Horn asked what our press release was going to be this year. What will we be highlighting? Since the meeting is in Baltimore, we could get journalists in the northeast interested. Marietta Ellis indicated that Maude Hinchee coordinated previous press releases and paid to have it professionally written by Dawn Alexander, using Monsanto and ArborGen funds. Gordana Vunjak-Novakovic said she could get help from her own press office at MIT and that we may want to have more than one press release. Mike said we didn't want to dilute the effect by sending out too many. Pamela Weathers suggested the session conveners should ask their speakers if they have any breaking news. If so, they should have them prepare a draft press release by May 1. Dennis Laska suggested the local tourism bureau could help disseminate the press release and advertise the meeting. Marietta indicated that John Harbell was working with Johns Hopkins, the University of Maryland and the Maryland Biotechnology Organization to advertise locally.

- 6.2 Meeting update – statistics. David Altman indicated there were only 51 paid registrants at this point. David Songstad said we need to encourage people to register early so we have an accurate forecast. Marietta Ellis said that many wait to register until after their abstract has been accepted and the deadline (February 20) hasn't passed yet, so there is still time. To date, over 120 abstracts have been submitted. Gordana Vunjak-Novakovic asked if we could extend the abstract deadline. Discussion on this included whether to have a hard copy of the abstracts published before or after the meeting. If after the meeting, the abstracts could be made available online and meeting attendees

could be provided them on CD. Richard Heller asked when the program would be finalized if the deadline was extended. Gordana suggested a March 31 deadline which would allow enough time to do that. Gordana moved, and David Songstad seconded, that the abstract deadline be extended until March 31, and all accepted abstracts will be posted on the SIVB website in early May. After the conference, a special abstract issue will be printed. Richard suggested the abstract booklet be published as planned, and set a hot topics deadline for March 31. **Paul Price moved, and Pamela Weathers seconded, that the late submission deadline be extended until March 31, the abstracts will be published as planned, and abstracts received after February 20 will be placed on the SIVB website and published in a future issue of In Vitro Cellular & Developmental Biology - Animal or Plant journal.** Gordana withdrew her original motion. **Price Motion Passed (12:0:0).**

7.0 2007 Meeting

7.1 Hotel negotiations update. Marietta Ellis indicated that both the Westin and Marriott were sending contracts for us to look over. These include a fixed room rate (deleted the 5% yearly increase), a reduced food commitment and increased complementary items. Once received, she will discuss the contracts with Dennis Laska then present them to the Board for review.

7.2 Meeting update/statistics. Dennis Laska reported on the Constitution and Bylaws Committee's recommendation in regard to having a meeting site selection committee. The committee recommended the following new paragraph be inserted into the Bylaws: **3. GOVERNANCE OF THE SOCIETY, B. Board of Directors, 7.** "The selection of sites for the Annual Business Meeting and Scientific Meeting will be the responsibility of the Site Selection Committee, the Chair of which will be a Board member appointed by the Board at their early summer meeting three years prior to the start of the meeting under consideration. The Chairperson recruits from the membership at large, additional committee members who represent all Society Sections. The committee compiles information and provides the information to the Board at the fall meeting. Based on feedback from the Board, the Site Selection Committee identifies potential local contacts for the sites from within the membership and makes a recommendation in time for a Board decision at preferably the spring or at the latest the early summer Board meeting the year following organization of the committee. The committee is disbanded once a local planning committee is established and all information collected by the Site Selection Committee is provided. The site of the Annual Business Meeting and Scientific Meeting will be announced at the Annual Business Meeting occurring two (2) years prior to the meeting(s). The Chair of the next Site Selection Committee is named at the Annual Business Meeting." **Richard Heller moved, and Cynthia Goodman seconded, that the Site Selection Committee should be a committee of the Board and that we adopt the wording (above) presented by the Constitution and Bylaws Committee. Motion Passed (12:0:0).**

8.0 Fundraising

8.1 Update on contributions. David Songstad indicated that UST donated \$15,000 to our program for free student registration/membership which David estimates would cover meeting expenses for 75 students (\$100 registration fee per student). These funds would be used over two years at \$7,500 per year. This fits nicely with the submitted NSF student travel grant Sarwan Dhir helped write, especially since the Program Director said it was important for us to have corporate buy-in to this program. David said we should know next week when we will be getting a check from NSF. He also stressed that we are still looking for corporate sponsors for this ongoing student initiative. Dennis Laska mentioned Marietta Ellis is also working on an education grant to Eli Lilly that is connected to CME (continuing medical education) credits. Marietta said there was a good possibility of getting the grant if a medical person writes the CME part of the grant proposal. She indicated that people attending the meeting for the last 4-5 years have been getting CME credits because Warren Schaeffer set this up through the University of Vermont. He is retired, so we need someone else to get CME accreditation for the meeting. Sandra Schneider said she would help and go through the steps at the university she's associated with. She will initiate the transfer from Warren's university to hers. David mentioned the USDA proposal that David Ellis wrote for the 2005 meeting that was submitted through Wayne Parrott. We are also approaching 25 foundations identified by the Non-Profit Assistance Group (NAG), and will make the initial contacts by phone and follow up with letters of intent the NAG will help draft. On the corporate donation side, David Songstad indicated some have already agreed to donate, and said the overall fund raising target is >\$100,000. David Altman said it would be great if other companies followed UST's lead in donating to the free student registration/membership program. We could highlight this success, that UST helped us get a \$27,000 NSF grant, when approaching other companies for donations. David Songstad said he would let us know as soon as we get the check from NSF.

9.0 SIVB Constitution and Bylaws

9.1 Board's role in endorsements. Nancy Reichert wanted the Board or the Constitution and Bylaws Committee to clarify what the Board's role is in the Society in regard to endorsements. In the last year, two proposals have been sent to the Board for endorsement. In one case, a statement was written in response to a notice in the Federal Register regarding GMO regulations. The Board voted to endorse the statement and signed it on behalf the entire Society. In the second case, the Board was asked to endorse the nomination of a SIVB member to serve on a USDA advisory committee. In this case, the endorsement was approved, but was an endorsement by the Board and not the entire Society. So, what is our role as Board members? A discussion ensued about our perceived duties/rights and various sections of the SIVB Constitution and Bylaws related to this were pointed out. David Altman suggested that this be sent to the Constitution and Bylaws Committee who can look at the

historical actions by the Board and suggest what needs to be done on this subject.

- 9.2 What members of SIVB are allowed to vote. Nancy Reichert wanted to know what class(es) of members are allowed to vote on issues requiring ballots. Being responsible for the elections as Secretary, she felt a correct interpretation was necessary. The background on this relates to the 2003 elections where 853 members received ballots, but there were only 830 regular and emeritus members who were allowed to vote, as stated in both the Constitution and Bylaws. However, the Bylaws also describe life members that could be interpreted as being allowed to vote, plus perhaps sustaining members. If those classes were included, that would have brought the ballot count to 844. Clarifications are necessary. David Altman suggests this issue be sent to the Constitution and Bylaws Committee.

10.0 Other Business Items

- 10.1 SIVB Awards. Amy Wang joined the conference call. Amy discussed the Section Fellow Awards and her assignment to coordinate them among the Sections. Left unclear was if there would be one type of Fellow Award for the SIVB. **Paul Price moved, and Cynthia Goodman seconded, that there will be a single type of Fellow Award for the Society and the individual Section Fellow Awards would be abolished. However, those awards will still be brought through the Sections to the Awards Committee. Motion Passed (10:0:2).** Amy had forwarded a proposal for the wording on the Fellow Award plaques and requested input. David Ellis said he thought the Awards Committee could decide what is on the plaque. David asked for clarification as to who is responsible for determining the eligibility of awardees. The Awards Committee Chair and the business office should work together. Amy discussed her view of Awards Committee responsibilities. They included coordinating awards throughout the Society, maintaining and updating nomination guidelines, provide Sections with those guidelines and answer any questions, check on the number of years of service of nominees (when relevant), and compile and send the slate of nominees to the Board. At present, she is a committee of one and wants the Section Chairs to serve on this committee. Amy then discussed the list of nominees for Fellow and Lifetime Achievement Awards she had forwarded to the Board.

There was a discussion on whether or not the Board should vote on Fellow nominees and the consensus was that the Sections were best able to decide the worthiness of the nominees brought forward. There were two nominations for Lifetime Achievement Award. Sandra Schneider indicated the nomination packet should include the nominee's c.v. plus three letters of recommendation. The nominee does not have to be a member of the SIVB, nor have done anything for the Society. **Pamela Weathers moved, and Michael Horn seconded, that the Lifetime Achievement Award be granted to Oluf**

Gamborg. Motion Passed (11:0:1). The second nominee was not voted on since no nomination materials were presented.

10.2 Editorship of In Vitro Cellular & Developmental Biology – Animal. David Altman had forwarded a letter of resignation from Wallace McKeehan, Editor of In Vitro Cellular & Developmental Biology – Animal, announcing his resignation effective June 1, 2005. There has been no one working under Wallace that would allow an easy transition to a new Editor. This appointment is extremely critical. The journal has a high citation index but an inadequate number of submitted articles to meet the publishing schedule. David indicated that both journals are currently losing money. David asked Wallace if the new Editor should be a current Associate Editor or not. Wallace indicated that he had spoken with a number of Associate Editors and no one appeared to want the job. David wants input from the Board and the membership in appointing a new Editor, and would like the Board to suggest a process for identifying potential Editors. Mike Horn said that a search committee should be put together comprised of Wallace, at least one Associate Editor, and himself as Chair of the Publications Committee. David Ellis indicated he would like to see it coordinated through the Publications Committee. **David Ellis moved, and Paul Price seconded, that the Publications Committee should formulate a search committee to replace the IVCDB-Animal Editor. Motion Passed (12:0:0).** Board members made suggestions as to who they would like to serve on this committee. Mike indicated he would try to formulate a search committee by the end of February and forward recommendations to the Board by April 15.

Michael Horn moved, and Pamela Weathers seconded, that the meeting be adjourned. Motion Passed (12:0:0). Meeting adjourned at 5:32 pm (EST).

11.0 ACTION ITEMS

11.1 New action items.

1. The Board will review the contract from JSTOR and make recommendations whether or not to sign. Within the next 10 days, Board members should send questions and suggestions to David Altman, who is the contact person.
2. The Constitution and Bylaws Committee will look into the role of the Board in regard to making endorsements. Nancy Reichert is the contact person.
3. The Constitution and Bylaws Committee will clarify which class(es) of SIVB members are allowed to vote. Nancy Reichert is the contact person.
4. Amy Wang will be notified that the decision in regard to who receives Fellow Awards will stay within the Sections. Marietta Ellis is the contact person.

11.2 Old action items yet to be completed (numbers don't match those in original minutes).

December 2004:

1. *Submit Dennis Laska's proposal to the Constitution and Bylaws Committee for study. Dennis Laska is the contact person and he will contact Melissa Hinga (Chair) by the February, 2005 Board meeting. COMPLETED*
October 2004:
2. *Gordana Vunjak-Novkovic will make sure all conveners know the maximum reimbursement amount is \$1000/speaker. This will be completed by the end of 2004. COMPLETED*
3. *Mike Horn will ask the Publications Committee to look into providing members with electronic journal access only, and determine how much it would cost to provide hard copies to members. Information will be reported at the February, 2005 Board meeting. ONGOING*
4. *Marietta Ellis will look into getting a business checking account that charges lower fees than the current account. Information will be reported at the February, 2005 Board meeting. ONGOING*
5. *David Altman will appoint a new chair to the ad hoc Site Selection Committee. Dennis Laska will be the contact person. He will update the committee on the Board discussion on Indianapolis as a potential venue for the 2007 meeting, and give them their new charge to determine other viable alternative sites prior to the December 15 Board meeting. COMPLETED*
6. *David Ellis will contact Amy Wang to let her know Sandra Schneider is forwarding a Lifetime Achievement Award nomination packet to her for Award Committee consideration. COMPLETED*
7. *Marietta Ellis will post the list of potential awards plus nomination criteria on the SIVB website by the December 15 Board meeting. ONGOING*
8. *Marietta Ellis will add to the "Meeting Guidance Book" a two-week acceptance/rejection time line for submitted abstracts. COMPLETED*
9. *Pam Weathers will let Gordana Vunjak-Novkovic know about the two-week notification time line for accepted/rejected manuscripts. Gordana will share this information with those who critique the abstracts by January, 2005. COMPLETED*
10. *Pam Weathers will work with Marietta Ellis to ensure a check-box be added to registration forms to request room sharing, and will develop a student questionnaire for distribution at the 2005 meeting. ONGOING*
11. *David Altman will contact CABI about the IVCDB-P journal to urge it be listed in the PubMed database, replace the vacant senior editor position as quickly as possible, and to finalize the online submission process. ONGOING*
12. *David Altman will work with Marietta on a mass email the SIVB members requesting contributions for the silent auction, assistance in general fund raising, and donation of funds from themselves to the SIVB. COMPLETED*
13. *Nancy Reichert will work with Marietta Ellis to get a membership data list that includes length of membership in the SIVB. Nancy will work with the Membership Committee to decide on type(s) of recognition to be given to long-standing members. ONGOING*
14. *Cynthia Goodman will speak with a colleague in regard to his request for emeritus membership status. COMPLETED*

15. *Marietta Ellis will send a list of Vertebrate Section members who did not renew their membership in 2004, plus a list of SIVB members in the Baltimore area to John Harbell. COMPLETED
May 2004:*
16. *The Publications committee consider a list of English editors available to help with foreign language submissions. ONGOING*
17. *Board members from each section should find a volunteer to write a "Points to Ponder" column and send the information to Dave Songstad. ONGOING*
18. *Membership data should track the same time for present and previous years and should include the change in membership for each section. ONGOING*
19. *The membership brochure should be finished this summer for use with fundraising and membership mailings. Nancy Reichert is contact person. EXTENDED TO SUMMER 2005*
20. *Awards committee chair Amy Wang should coordinate with section chairs on the Fellow Awards. The number of awards presented should be limited (1 or 2 per year in a section) to keep the award a high honor. This will be completed by the end of 2004. Dave Ellis is the contact person. COMPLETED*
21. *All Award winners and the year of the award should be listed on the web site by the end of the year. It will also be included in the History Committee's annual report. This will be completed by the end of 2004. Sandra Schneider is the contact person. ONGOING*