

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
MASSACHUSETTS LIFE SCIENCES CENTER**

DATE: July 22, 2009

TIME: 3:00 p.m. EST

PLACE: One Ashburton Place, 21st Floor
Boston, Massachusetts

DIRECTORS PRESENT: Secretary Leslie Kirwan
Secretary Greg Bialecki
Marc Beer
Josh Boger, Ph.D.
Peter Slavin, M.D.
Lydia Villa-Komaroff, Ph.D.
Jack Wilson, Ph.D.

DIRECTOR(S) ABSENT: None

OTHERS PRESENT: Sue Windham-Bannister, Ph.D.
Brad Rosenblum
Michael Esmond
Luis Barros
Angus McQuilken
Beth Nicklas
Robert Sepucha

1. **Call to Order.**

Secretary Kirwan, presiding as Chairman of the meeting, called to order the meeting of the Board of Directors (the “Board”) of the Massachusetts Life Sciences Center (the “Center”). Secretary Kirwan announced that a quorum of directors was present and Mr. Sepucha served as Secretary of the meeting. The meeting, having been duly convened, was ready to proceed with its business.

2. **Approval of Board Minutes.**

The Board then reviewed the minutes of the June 24, 2009 meeting. Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolution:

RESOLVED, that the minutes of the meeting of the Board of Directors of the Center held on June 24, 2009 be, and they hereby are, approved as presented at this meeting.

3. **Chair Report.**

Secretary Kirwan provided a brief summary of the Commonwealth's budget, which the Governor signed on June 29, and the affect of the current economic conditions on the Center's budget. Secretary Kirwan acknowledged that the Center's budget for fiscal year 2010 remained in flux but was confident that the Center would have the resources necessary to play an important role in the Commonwealth. Secretary Kirwan also noted that Governor Patrick has proposed an amendment to the Commonwealth's budget to guarantee that the Center will receive \$10 million in fiscal year 2010. The amendment is a priority of the administration and reflects the Governor's belief that continued investment in the life sciences sector is a crucial component of meaningful economic recovery.

Secretary Bialecki then underscored Secretary Kirwan's comments and emphasized the difficult decisions that are being made in the budgetary process. He noted that he intended to convene all of the quasi-public agencies involved in economic development, such as the Center, to ensure that the Commonwealth is investing in the right areas and to allocate resources accordingly.

Secretary Kirwan then turned the meeting over to Sue Windham-Bannister

for the President's report.

4. **President's Report and Year in Review.**

Dr. Windham-Bannister provided an update on the Center's programs and its accomplishments during the last year. She provided an overview of the Center's strategic priorities – including strengthening the competitive position of the Commonwealth's academic and research institutions, funding early-stage companies and facilitating transfer of life sciences technology from the laboratory to the marketplace – and described some of the programs the Center developed to address these priorities. Specifically, Dr. Windham-Bannister noted the success of the Center's research matching grants for faculty new investigators, as well as the creation of the Accelerator program and the cooperative research grants to address early-stage companies and technology transfer. In addition, she highlighted the Center's workforce development initiatives, including this summer's internship challenge and the Center's work with the Massachusetts Biotechnology Council on the Life Sciences Talent Initiative.

Dr. Windham-Bannister next described the investment tools available to the Center, including the \$500 million capital fund, the \$250 million tax incentive program and the Center's investment fund, which is subject to appropriation by the legislature each year. She also described the Center's investment with each of these tools, emphasizing that each investment was made in furtherance of the Center's strategic priority to seed quality opportunities, accelerate promising research and development and match additional sources of capital, whenever possible.

The Board asked several questions about the Center's mission, priorities and programs, and congratulated Dr. Windham-Bannister and the Center's staff on their

success. The Board also encouraged the staff to continue its innovative efforts in coming years.

5. **Fiscal Year 2010 Operating Budget.**

Mr. Rosenblum next reviewed the Center's proposed operating budget for fiscal year 2010 of \$2.675 million, which is \$1.1 million less than the statutory cap on the Center's operating expenses. Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolution:

WHEREAS, on June 24, 2009, the Board authorized the expenditure of monies by the Center in an amount not to exceed \$220,000 per month for the purposes of an operating budget until the formal adoption of a fiscal year 2010 budget by the Board at its next regularly scheduled meeting;

NOW, THEREFORE, BE IT RESOLVED, that the Board, acting pursuant to the authority delegated under Chapter 23I of the General Laws of the Commonwealth, does hereby authorize and approve the Center's operating budget for fiscal year 2010 in substantially the form attached hereto as Exhibit A (the "Operating Budget") and the expenditure of monies in accordance with such Operating Budget.

6. **New Investigator Grants.**

Secretary Kirwan next reminded the Board that, at its last meeting, the Board approved several grants for new investigators in the Commonwealth. Because several members of the Board were absent, three grants to institutions affiliated with Harvard University were tabled for consideration at that meeting. Secretary Kirwan handed the chair to Secretary Bialecki as she, Dr. Boger and Dr. Slavin recused themselves from discussion.

Secretary Kirwan, Dr. Boger and Dr. Slavin left the meeting.

Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolutions:

WHEREAS, Chapter 23I of the General Laws of the Commonwealth of Massachusetts (the “Life Sciences Act”) establishes the Massachusetts Life Sciences Investment Fund from which the Center may make loans, grants and other investments to advance life sciences research in the Commonwealth; and

WHEREAS, at its February 2009 meeting, the Board authorized up to \$2,000,000 to be spent on another round of the Center’s New Investigator Grant Program (the “Program”);

WHEREAS, the Center’s Scientific Advisory Board has reviewed the proposed cooperative research grants under the Program and has recommended certain of them for funding based on their scientific merit;

NOW, THEREFORE, BE IT RESOLVED, that the Center, acting pursuant to the authority delegated under the Life Sciences Act, does hereby authorize the expenditure of monies for grants to such institutions and up to such amounts (to be funded over a two-year period) as set forth below:

<u>Grantee (Principal Investigator)</u>	<u>Aggregate Grant Amount</u>
Harvard College (Briana Burton)	\$200,000
Harvard School of Public Health (Matthias Marti)	\$200,000
Harvard College (Tobias Ritter)	\$200,000
Total	\$600,000

RESOLVED FURTHER, that approval of these grants is subject to the execution of a grant agreement by the Center and each of the above companies in a form and with terms approved by the President and Chief Executive Officer of the Massachusetts Life Sciences Center;

RESOLVED FURTHER, that the officers of the Center be, and each of them hereby is, authorized, directed and empowered to execute any agreements or any other instruments or documents or amendments or supplements to such documents, or to do or to cause to be done any and all other acts and things as such officers, in their discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions, including without limitation, execution of applicable grant agreements.

Secretary Kirwan, Dr. Boger and Dr. Slavin returned to the meeting.
Dr. Wilson left the meeting

7. **New Faculty Grants.**

Secretary Kirwan next reviewed the staff's recommendation to correct a typographical error relating to resolutions adopted by the Board at its July, 2008 meeting. She noted that Dr. Wilson had recused himself from discussion of this matter given the involvement of the University of Massachusetts.

Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolutions:

WHEREAS, on July 23, 2008, the Board authorized the expenditure of monies in an amount not to exceed \$3.5 million for five (5) grants over three (3) years, as presented, to the following research institutions to support the funding of faculty positions at such institutions:

Boston University
Brandeis University
University of Massachusetts Amherst
University of Massachusetts Boston
University of Massachusetts Lowell

WHEREAS, such grants (the "New Faculty Grants") are to be awarded under the MLSC Matching Grant Program, Solicitation No. 2008-MLSC-02, to support the recruitment of nationally prominent researchers to the faculty of colleges and universities in the Commonwealth; and

WHEREAS, due to a clerical error, the actual amount of the New Faculty Grants, each of was subject to the execution of a grant agreement by the institutions listed above in a form and with terms approved by the President and Chief Executive Officer of the Center, should have totaled \$3.75 million;

NOW, THEREFORE, BE IT RESOLVED, that the Board, acting pursuant to the authority delegated under the Life Sciences Act, does hereby authorize the expenditure of an additional \$250,000 in connection with the New Faculty Grants, bringing the total authorization to \$3.75 million effective as of July 23, 2008; and

RESOLVED FURTHER, the grant agreements that the Center has entered into with the institutions listed above shall remain in full force and effect in their current form.

Dr. Wilson returned to the meeting

8. **Internship Challenge Overview.**

Ms. Nicklas next provided a report on the progress of the Center's internship challenge, which was launched in March 2009. She noted that 509 students applied to the online database hosted by the Center and that 104 interns were selected by 59 sponsors, including life sciences companies and research institutions. She reported that there was wide geographic distribution among both interns and intern sponsors.

Ms. Nicklas noted the near term objectives of the program, including the opportunity to provide students and young professionals with direct access to life sciences employers and hands-on experience in the industry. Moreover, the program fosters the Center's long-term goals of improving the overall quality of the Massachusetts life sciences workforce.

Ms. Nicklas also provided the Board with feedback from several of the interns and their sponsors, all of whom were very encouraged by the program. Representatives of several companies noted that, without the Center's efforts, they would not have been able to hire any interns for the summer. As a result, the Center was providing a meaningful impact to students, companies and research institutions alike.

The Board congratulated the Ms. Nicklas and the Center on the program and encouraged the staff to continue to develop new initiatives to bolster Massachusetts' life sciences workforce and to ensure that Massachusetts companies and research institutions continue to have access to the top talent in the world.

9. **Adjournment.**

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Robert Sepucha
Secretary of the Meeting

APPROVED:

Leslie Kirwan
Chair of the Meeting

EXHIBIT A

Operating Budget