MINUTES
OF THE
ORGANIZATIONAL MEETING
OF THE
BOARD OF DIRECTORS
OF
SYNGAP RESEARCH FUND, INCORPORATED
December 23rd 2018

• Board met at 5 pm local time as planned. The meeting was called to order by Ashley Evans, Chair.

• Roll call: Evans & Graglia were in Half Moon Bay and Randazzo joined via phone from his home in the East Bay.

• Opening remarks were made by the Chair, she reviewed the documents shared in advance of the meeting and confirmed that Randazzo and Graglia both had the resolutions, bylaws, proposed grant agreements, conflict of interest policy and copies of the articles, EIN and other documents. She thanked Fil for his time and updated him on recent conversations with grantees.

• Organizational resolutions were introduced and reviewed by Graglia, they were discussed in some detail. After the discussion, Graglia moved that the BOD accept all the resolutions as drafted, Evans seconded and Randazzo voted Aye. The resolutions were passed unanimously as drafted.

• Grants to Dr.s Holder and Rumbaugh of Baylor and Scripps were reviewed. Randazzo mentioned he was impressed with the scientists he met recently in Florida, Evans agreed having recently traveled to meet Rumbaugh in Florida. Graglia moved that he be allowed to sign the grants, Evans seconded and Randazzo votes Aye. Both grants were approved unanimously. Graglia noted that the first payment for grants would be funded directly by the founders in 2018, for tax reasons.

• A future grant to Dr. Huganir of Hopkins was also mentioned since this has already been 50% directly funded by a donor who has asked to remain anonymous. The board agreed that this grant should be formalized and announced as soon as possible. Graglia noted that his spending authority was limited to $10,000 without board approval and that he would be coming back to the board to review and approve this grant, once drafted.
• The issue of areas of interest for new grants was discussed, the team agreed that biomarkers and gene therapy should high priorities but that the SAB should be consulted to review and refine these topics.

• Graglia provided an update on the SAB, which Dr. Huganir has agreed to chair. He reviewed his thinking and sought the feedback of the board. The principles suggested were that we keep the group relatively small and senior while covering the following areas: Neuroscience, Physician scientists, Genetics, Genetic Counseling & Therapy Development as well as enjoying some representation between major hubs such as Boston, Baltimore and the West Coast.

• The 2019 timeline was discussed, the broad list of priorities by quarter are:
  
  o Q1
    - Execute the first three grants complete with press
    - Stand up SAB
    - Launch a website
  
  o Q2
    - First meeting of the SAB
    - Identify next grants
  
  o Q3
    - Fundraising
  
  o Q4
    - Host a Scientific Roundtable at the AES meeting in Baltimore in December
    - Second annual meeting of the Board

• With no other business, the meeting adjourned at 5:45 Pacific time with everyone wishing each other happy holidays.
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AGENDA

I. Opening Remarks and Roll Call

II. Organizational Resolutions
   A. Ratification of Actions taken by Sole Incorporator:
      1. Filing of Certificate of Incorporation with Delaware Secretary of State
      2. Appointment of initial directors
      3. Release/discharge of Sole Incorporator
   B. Adopt Bylaws
   C. Ratify appointment of initial Directors
   D. Appoint Officers (Chairperson, Secretary, Treasurer and Managing Director, Deputy MD)
   E. Authorize procurement of corporate books and records
   F. Ratify actions relating to procurement of Employer Identification Number
   G. Authorize Application for Tax Exemption
   H. Provide directors and officers with authority over financial affairs
   I. Ratify engagement of Legal Counsel
   J. Confirm fiscal year

III. Other Business
   A. Grant Agreements
      1. Baylor College of Medicine
      2. Scripps Research Institute
   B. Future Grantmaking & Authority of Managing Director
C. SAB Discussion

D. Timeline for 2019 Discussion

E. AOB