



**American Brain Foundation
Board of Directors Meeting
Thursday, December 17, 2015
Held via Teleconference**

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Call to order: Thursday, December 17, 2015 at 9:15 a.m. (Central) by Kevin Goodno, Chair.

In attendance: Kevin P. Goodno, Chair; Terrence L. Cascino, MD, FAAN; Robert C. Griggs, MD, FAAN; Ralph Józefowicz, MD, FAAN; Jeffrey Rosenfeld, MD, FAAN; Lisa M. Shulman, MD, FAAN; A., Gordon Smith, MD FAAN; Jane Ransom; Catherine Rydell, CAE

Staff: Timothy Engel, CPA, CFO; John Hutchins, JD, General Counsel; Catherine Elliott; Marlys Weyandt; Suzi Sherman; Chloe Walbruch

Excused: Orly Avitzur, MD, MBA, FAAN; John C. Mazziotta, MD, PhD, FAAN; Thomas R. Swift, MD, FAAN

Mr. Goodno welcomed everyone and discussed the agenda for the meeting. Mr. Goodno asked if there were any conflicts of interest and none were indicated. A quorum was not present at 9:00 a.m., so the Board began with informational agenda item 3, the Executive Director report. Items 1 and 2 were discussed and voted upon when the meeting was called to order at 9:15 a.m. when Dr. Shulman arrived and a quorum was present.

1. Executive Director Report: Ms. Ransom provided an update on the operations of the ABF and highlighted two fundraising efforts: nearly \$50,000 was raised at the Standing Strong event in November and we have \$80,000-\$100,000 committed to the major donor Strategic Plan Campaign.

Ms. Ransom also shared that we are working with a consultant, Carter Companies, to conduct our philanthropic assessment and are currently working on creating a case statement that Carter Companies will use during meetings with major donors to gauge their interests and get feedback on proposed ABF funding priorities and initiatives. The Foundation is also working on retooling the Ambassador Program and signing with a vendor to rebuild our website in early 2016.

Ms. Ransom and Ms. Sherman demonstrated the committee secure site that will be used going forward to share committee meeting agendas, materials, etc. with the committee members. Ms. Ransom also played the ABF ad included in the PBS' series, The Brain with Dr. David Eagleman, and the ad that will play on the American Airlines flights in February and March 2016 in the business class.

1 **2. Minutes:** Minutes from the November 12, 2015 meeting were reviewed.
2 **MOTION** to approve the Board minutes from November 12, 2015.
3 **Approved** (Unanimous).
4

5 **3. Bylaws Amendment:** Proposal from the Governance Committee to amend the
6 bylaws to allow the editor-in-chief to appoint a designee to sit on the Board in their
7 place. The nominated designee will still be vetted by the Governance Committee
8 and voted on by the Board.

9 **MOTION** to approve the bylaws change.
10 **Approved** (Unanimous).
11

12 **4. Financial Report:** Dr. Józefowicz and Mr. Engel provided an update on the
13 financial status of the ABF and presented the 2015 year end forecast with a surplus
14 of \$400K but are budgeting a small deficit for 2016. The reason for a deficit in 2016
15 is because increase in staff, investment in the Strategic Plan, and major
16 investments in the website.

17
18 The proposed 2016 budget shows revenue of \$3.1M and expenses of \$3.2M.
19 Taking the match into consideration and other pre-committed revenue, this means
20 the ABF will be responsible for raising \$381K in fiscal year 2016.
21

22 Mr. Engel also shared that the ABF will have sufficient capital cash in 2016.
23

24 **MOTION** to approve the 2016 proposed ABF operating budget.
25 **Approved** (Unanimous).
26

27 **5. Committee Reports:**

28 **Executive Committee:** Mr. Goodno shared that there is nothing to report at this
29 time.
30

31 **Strategic Planning Committee:** Dr. Shulman shared that the SPC had a call
32 earlier in the week which included Lela Diaz, consultant for Carter Companies. Lela
33 and Jane provided an update to the committee regarding the philanthropic
34 assessment. Lela and her team will be conducting meetings with major donors and
35 prospective donors and using the case statement to get their reactions and
36 responses to the specific program ideas. The responses Lela's team collects will be
37 used to align the Research Advisory Committee's agenda.
38

39 Dr. Shulman also shared that the committee has also started discussion around
40 a funding a signature program – potentially traumatic brain injury in youth sports.
41

42 **Governance Committee:** Mr. Goodno shared that the committee had a call to
43 discuss the proposed bylaw changes. At the next meeting the committee will take
44 action on the bylaw change and vet the appointed designee.
45

46 Mr. Goodno also shared that the committee is beginning to think about new board
47 member orientation and what that looks like. Two new board members will start

1 January 1, 2016. The committee is creating a document outlining board
2 member roles and expectations and also thinking about what other guidelines and
3 documents should be created as the ABF moves forward and the Board expands.
4

5 **Research Advisory Committee:** Dr. Griggs shared that the committee has had
6 one in-person meeting and one conference call so far and will have another call on
7 January 4. The committee has refined the target areas for support to:

- 8 • Continue support training of young investigators
- 9 • Emphasis on prevention of neurologic disease
- 10 • Research with breakthrough capability that would be common in a number of
11 diseases
- 12 • Funding of phase 1 trials for cutting edge research
- 13 • X-prize

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15 **Meeting adjourned at 9:48 a.m. (Central).**
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