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**American Brain Foundation
Board of Directors Meeting
Sunday, April 17, 2016
Vancouver Convention Center, East Room 17**

Call to order: Sunday, April 17, 2016 at 12:47 p.m. PST by Kevin Goodno, Chair. A quorum was present.

In attendance: Kevin P. Goodno, Chair; Terrence L. Cascino, MD; Richard Essey, Honorary Board member; Robert C. Griggs, MD; Ralph Józefowicz, MD; John C. Mazziotta, MD; Jane Ransom; Jeffrey Rosenfeld, MD; Catherine Rydell, CAE; Martin Shenkman; Lisa M. Shulman, MD; A. Gordon Smith, MD; Thomas R. Swift, MD; Ben Utecht

Staff: John Hutchins, General Counsel; Catherine Elliott; Timothy Engel, CFO; Lauren Ross; Suzi Sherman; Marlys Weyandt

Excused: Joseph Sirven, MD

Guests: Bob Carter; Lela Diaz; Theresa Henderson; Kathleen Henrichs; Ralph Sacco, MD; Susan Schneider Williams; Gail Thomason

1. Board Chair Report: Mr. Goodno welcomed everyone and discussed the agenda for the meeting.

Minutes: Minutes from March 18, 2016 were reviewed.
MOTION to approve the ABF Board minutes from March 18, 2016.
Approved (unanimous).

Mr. Goodno asked if there were any conflicts of interest and none were indicated.

2. Emerging Strategic Plan: Dr. Shulman reported on the progress of the SPC to date highlighting three key areas: research, fundraising, and business model as well as the SPC's recommended goals and strategies for the Board's consideration. Please see the slide presentation for more details about this report.

a) Research: Dr. Griggs shared the RAC's recommendations for funding CRTFs, Breakthrough Discoveries (high-risk research), and X-Prize (slide 5)

b) Fundraising: Ms. Ransom shared Carter's recommendations to increase our fundraising capabilities (slide 6).

i. Capacity Building: Carter recommends adding fundraising staff to support growth. Over the next 18 months, the ABF should add a

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Chief External Affairs Officer to oversee fundraising and marketing; a second Major Gifts Officer; and an Advancement Officer to support the Major Gifts area with prospect research.

ii. **Base of Support:** It is recommended that the ABF build its annual fund, particularly concentrate on deepening the engagement of AAN members as donors.

The annual fund can also be built by identifying foundations with an interest in brain research and advocacy.

iii. **Branding:** The ABF needs to further strengthen the case for support developed for the feasibility study. The case must distinguish the ABF from other non-profits focused on brain disease. Two themes resonated well during interviews: (1) whole brain approach and (2) our relationship with the AAN.

In addition to a strong case for support, Carter recommends broadening brand awareness and developing public facing messaging and platforms to raise funds beyond AAN membership.

iv. **Culture of Philanthropy:** It will be essential to create a collaborative culture of philanthropy in partnership with the AAN.

c) **Business Model:** Dr. Shulman provided an overview of Henrichs & Associates recommendations for the ABF's business model (slides 7 & 8)

i. **Fill a unique niche:** The field of brain disease fundraising and research is a crowded one. The consultants brought back feedback from other voluntary health organizations saying that the ABF must bring something new, with added value, into the mix. The Strategic Planning Committee believes the ABF will do this by creating a virtual online clearinghouse, taking the whole brain approach, and continuing our relationship with the AAN.

ii. **Relationship with linked medical associations:** Henrichs recommends a structured relationship with the AAN/AANI to ensure synergy, collaboration, trust, transparency, growth, and success. This should include:

- a) Leadership cross-fertilization
- b) Structured, collaborative, mutually beneficial fundraising relationship with AAN
- c) Collaboration in other areas: advocacy, marketing, IT, etc.

iii. **Deliberate transition:** Interviews with multiple medical research foundations and associations resulted in the recommendation that the ABF be very deliberate in transitioning to independence and that we recognize that patience and perseverance will be required.

iv. **Keys to success:**

- a) Budget must be compelling to donors
- b) Storytelling, not flat communications
- c) Make something unique happen – find innovation and do the unexpected
- d) Stick to core competency

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e) Keep Board small and focused

Dr. Shulman then presented the Strategic Planning Committee's recommendations (slides 10-15):

a) Updated mission:

To bring researchers and donors together to defeat brain disease.

b) Vision:

To cure brain disease.

c) Goals:

- i. **Core Business Model:** Create a community to support research and brain disease
- ii. **Culture of Philanthropy:** Build an environment that meets the needs of donors to advance the ongoing health of the Foundation and defeat brain disease.

d) Strategies to achieve goals:

- i. **ABF Research Clearinghouse:** Construct a virtual platform to match the best science with the largest pool of committed donors to advance a continuum of research.

Clearinghouse will: empower investigators and donors; develop partnerships with advocacy and philanthropic groups to connect with untapped donors; and allow ABF to market its brand.

- ii. **Public Engagement:** Build the ABF brand around our unique niche.
 - a) Whole brain approach
 - b) Relationship with AAN
 - c) Signature projects on hot topics
 - d) Awards program – to be viewed as the “Nobel Prizes” of brain disease
- iii. **Philanthropy:** Develop full-fledged public support and deepen giving from AAN members.
- iv. **Aligned Leadership:** Create a thriving partnership with the AAN.

Ms. Ransom presented:

a) Benefits of the clearinghouse (slides 21-23):

- i. Attracts fundable research
- ii. Other organizations in the brain disease “space” will find us attractive
- iii. It pushes everyone to take the “whole brain” approach

b) Success Factors: What we need to be successful

- i. Leadership of needed AAN to weigh in on:
 - a) Shared ABF/AAN culture of philanthropy
 - b) Aligned ABF/AAN goals and strategies
 - c) Structured ABF/AAN board and staff relationships
- ii. Shared expectations regarding pace of execution
- iii. Clear division of roles and responsibilities between ABF board and staff

1 **c) Next Steps:**

- 2 i. ABF staff will draft a budget outlining the costs to implement to
3 strategic plan
4 ii. ABF staff will draft final version of strategic plan for Board to
5 approve
6 iii. Initiate search for Chief of External Affairs Officer
7 iv. Initiate search for a marketing firm
8

9 Participants discussed concerns about ABF and AAN fundraising, and making
10 sure there is collaboration to help avoid conflicts and confusion for donors about
11 the purpose of each organization.
12

13 As the strategic plan implementation moves forward, the issue of which
14 organization should be approaching industry for donations will sort itself out
15 keeping in mind that each organization can approach different departments
16 within the same organizations.
17

18 **MOTION** to approve the vision, mission, goals and strategies recommended by
19 the Strategic Planning Committee.

20 **Approved** (unanimous).
21

22 **Next steps in this process:** ABF staff will focus on creating the strategic
23 planning implementation budget that will be presented in June. ABF staff will also
24 present its strategic plan proposal to the AAN Board in June.
25

26 The Strategic Planning Committee will assist the ABF to develop a scorecard of
27 metrics. Once the scorecard is created, the SPC will be dissolved. However, the
28 board must establish a method for tracking progress in relation to the metrics.
29

30 **3. Executive Director Report:** Jane Ransom shared highlights including

- 31 a) AANI Board approved a \$1.1M grant for 2016 ABF operations and
32 approved allowing the ABF to use its \$650K surplus from 2015 towards
33 program initiatives that emerge from the strategic plan.
34 b) The ABF raised \$65,500 at the April 16, 2016 Commitment to Cures
 event, all funds will be matched.
35 c) ABF and AANI staff leadership are discussing shifting CRTF fundraising
36 to the ABF, which will help to establish clarity between the roles of the
37 two organizations.
38 d) Ransom intends to start recruiting for the Chief of External Affairs Officer
39 position and to start vetting marketing firms as soon as possible.
40 e) Ransom has had discussions with the CEOs of other organizations using
41 online crowdfunding, including Kiva and the Accion USA Network. She is
42 gathering information about the operations and costs associated with
43 their platforms.
44

45 **4. Financial Report (see financial slides for more details):** Dr. Józefowicz and
46 Tim Engel presented the 2015 financials, including these highlights:

- 47 a) \$17K net operating in 2015
1 b) \$3M matching grant from AANI
2 c) \$1.8M was granted to AANI for CRTF program
3

4 In 2015, the amount spent to raise \$1 in donations was \$0.18 which is within
5 reason. At the end of 2015, the ABF's cash balance was \$3.4M and according to
6 our reserve policy of 40% of annual operating budget, \$1.4M will be reserved
7 leaving \$2.1M. Tim Engel, CFO, recommends holding the cash and invest in
8 short-term instruments
9

10 **5. Audit:** Clifton Larson Allen presented 2015 audit reports. The auditors
11 recommended to the joint AAN/ABF Audit Committee that the ABF consider
12 establishing separate audit and finance committees.
13

14 **6. Committee Reports:**

- 15 • **Executive Committee:** Mr. Goodno reported that the committee will be
16 discussing the ABF incentive structure after the annual meeting.
17 • **Governance Committee:** Mr. Goodno presented two motions to review and
18 approve:
19 1. **MOTION** to approve Board composition and term policy as
20 recommended by the Governance Committee.
21 **Approved** (unanimous).
22 2. **MOTION**
23 To approve adjusting the terms of Drs. Swift, Rosenfeld, and Shulman
24 to end 12/31/17 in order to be consistent with the new board term
25 policy.
26 **Approved** (unanimous).
27 • **Research Advisory Committee:** Dr. Griggs had nothing else to report.
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29 Meeting adjourned at 2:46 p.m. PST.
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