



**American Brain Foundation
Compensation Committee Meeting
December 5, 2017
Held via Conference Call**

In attendance: Dr. Jozefowicz, MD, Chair; Robert Griggs, MD; Martin Shenkman, CPA

Staff: Jane Ransom, Tim Engel, CFO; Natalie Baumgartner

Excused: Lisa Shulman, MD

Dr. Jozefowicz called the meeting to discuss 2018 incentive goals and the executive director performance review for 2017.

1. **Compensation Committee Goals:** The Compensation Committee discussed the timeline in finalizing the results of the 2017 goals, and creating a new set of goals for 2018. These goals are related to the Board Scorecard and are weighted based on the emphasis the Committee would like to place on individual items.

The Board will also be asked to complete a survey on the executive director's 2017 performance. Dr. Jozefowicz will collect all the information and compare the results to see if all the goals have been achieved. Then, an incentive plan will be created.

2. **Draft 2018 Incentive Goals:** The committee reviewed proposed 2018 Incentive goals, which are similar to the 2017 goals. Mr. Engel gave an overview of how the threshold, target (+3% of the threshold), and maximum (+5% of the threshold) goals are created. He also explained that 2017 numbers will not be finalized until January 2018. The Committee can increase the weight of a goal, if they would like to place emphasis on those goals.

The Committee wanted to understand how many members AAN has. The Foundation has only received funding from 920 out of 20,000 actively participating AAN members. Ms. Ransom highlighted that the Sustaining Donor model will be discussed at the next board meeting.

The Committee decided to set the weight of unrestricted/operating funding to 30% and 20% to restricted funding. They also decided to decrease the weight of pageviews to 5%, and they increased the weight of number of donors to 15%.

3. **Executive Director 2017 Review:** The Board Scorecard will be updated and finalized at the end of 2017. A draft will be sent to the Committee, who can make changes. It will then, be sent to the Board. A survey will be used to evaluate Ms. Ransom's performance based on the 2017 goals. The Board will complete this survey, and Dr. Jozefowicz will collate and set a spreadsheet with all the feedback. The 2017 incentive goals are located on page two of the materials, which will be updated in 2018 for consideration by this Committee. The Executive Director Review will be held in early February.

Ms. Ransom explained how the Compensation Committee meetings fit with the rest of the Board Schedule. At the January Board meeting, the Board will review and approve the 2018 incentive goals. During the February meeting, the 2017 incentive goal data will be entered onto the Board Scorecard. The Executive Director Review will be held, and that information

will be passed to the Executive Committee. They will bring their recommendation to the Board on February 16, 2018.

Dr. Griggs recommended that the Board be given the opportunity to reflect on the Board Scorecard. He mentioned that the face-to-face meeting in January might be important to get buy in and possibly change current metrics. The Committee agreed that the Board Scorecard be presented on December 21, to the Board, and reviewed on January 12, 2018. The Board Scorecard will continue to be shaped over the next few years.

The Committee wanted to discuss the current Board Scorecard. They requested that question two under Strategic Goal three be clarified. The Strategic Planning Committee owns the Scorecard, and they will need to adjust the things that are unrelated to this Committee's 2018 incentives. They also highlighted that Strategic Goal three needed to be fixed because the total is incorrect.

- 4. Preparation for ED 2017 performance review:** The Committee will get results from the finalized 2017 Board Scorecard in mid-January. The results for the survey will arrive in time for the next Committee meeting in February.

Meeting adjourned at 4:36 p.m. C.T.