

American Brain Foundation
Governance Committee Summary
January 4, 2016

Mr. Goodno welcomed everyone and led the discussion on the following:

Vetting and approving Dr. Avitzur's board designee, Dr. Sirven

The Board approved the committee's recommendation to change the ABF bylaws to allow the editor of *Neurology Now* to designate a substitute for his/her *ex officio* position on the ABF Board of Directors subject to board approval.

Dr. Avitzur has identified Dr. Sirven as her designee. Ms. Ransom will send Dr. Sirven's CV and giving history out to the committee to review and a vote will be conducted via email, or teleconference if necessary.

In the meantime, Mr. Goodno, Dr. Swift, and Ms. Ransom will speak with Dr. Sirven about this opportunity to gauge his interest.

New Board member orientation

An orientation will be set up for new board members: Martin Shenkman, Ben Utecht, and the *Neurology Now* designee. It will take place via webinar/conference call and the Board chair, committee chairs, and ABF Executive Director will facilitate the orientation.

Recruitment

The committee reviewed the board composition matrix and agreed to have "age range" added under the diversity section. It was also decided that a second matrix will be created that shows each member's terms and expiration. These matrices will assist the committee when determining what attributes a new member needs to have and when new members need to be recruited.

ABF staff will populate the first matrix with all of the existing board members and create the second matrix and send out to the committee to review and approve.

To develop a pool of board member nominees it was determined that Ms. Ransom will personally contact each of the board members and ask for names of 2-3 nominees. Nothing will happen with this list of nominees until the board composition matrices have been approved and the ABF's consultant's recommendations have been assessed.

There is some ambiguity in the ABF bylaws as to how many members can sit on the board. Currently the bylaws state that there can be no more than 21 members, but it does not state whether or not those are voting members only, or if that includes non-voting members. It was recommended to update the bylaws and have the total include voting members only.

Expectations & obligation of ABF Board members

Will continue to use the expectations & obligations of ABF Board members document as needed, and in addition, a one-page document will be created that summarizes the overall

commitment requirements for ABF Board members and will be included with each nominee's invitation letter.

Consensus that at a minimum, each board member must donate at the major donor level, \$1,000 or more, annually.

Adjourned at 3:00 p.m. CST.