

Agenda



ABF Governance Committee
Tuesday, February 2, 2016
9:00-10:00 a.m. CST
Conference Call

Call-in #: 866-740-1260
Access code: 9286317

Committee Members

Kevin Goodno, Chair; Terrence Cascino, MD, FAAN; John Mazziotta, MD, PhD, FAAN; Catherine Rydell, CAE; Thomas Swift, MD, FAAN

Staff

Jane Ransom; John Hutchins, JD; Suzi Sherman

AGENDA ITEM

PRESENTED BY

Board Term Expiration Roster – Questions & Implications

Kevin

Proposed Board Commitment Letter

Kevin

Board matrix populated with current Board member information

- a) What are the gaps in skills and demographics we should try to fill in 2016
- b) Executive Director progress report on discussions with ABF board members about potential nominees
- c) Confirm recruitment timeline

Kevin & Jane

Next steps:

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.

DRAFT

2016 BOARD COMMITMENT LETTER

I agree to serve as a member of the Board of Directors of the American Brain Foundation, (“the Foundation”) from January 1, 2016 to December 31, 2016.

As a member of the Board of Directors, I agree to:

Ensure Healthy Governance

- Abide by the Bylaws and Articles of Incorporation of the Foundation.
- Attend all regular meetings of the Board unless prior notice is given.
- Serve on at least one board committee.
- Review and approve the annual budget.
- Avoid any conflict of interest or appearance of a conflict.

Lead Strategically

- Ensure strategic planning / thinking.
- Monitor and evaluate programs, outcomes, impact and performance.
- Act as an ambassador of the Foundation in the community.

Assure Financial Stability & Develop Funding Sources

- Give a significant annual personal gift of a minimum of \$1,000.
- Play a significant role in the Foundation’s development program by participating in one of the following:
 - Fundraising Event(s): Sell 10 tickets or purchase or secure a sponsorship.
 - Development: Work with staff to identify and contact large individual donors, corporations or foundations.
- Ensure accountability to donors and funders.
- Read and interpret financial statements.

I agree that if I am unwilling or unable to fulfill this agreement as a member of the Board of Directors of ABF, I will give notice of resignation to the Chair of the Board or promptly seek another remedy.

Printed Name

Signature

Date

Board Composition Matrix

Board Members	Sector		Skill/Experience/Expertise						Access/Connections								Additional Attributes		Diversity				Years on Board	Voting Member	Committee (s)	Office
	Public	AAN Member	Marketing	Financial Planning/Management	Organizational Management	H.R. Management	Fundraising	Legal	Leadership Development	Neuroscience/Neurology	Foundations	Affluent Individuals	Business/Corporations	Politics/Government	Religious Community	Volunteer Health Organizations	Grassroots Constituents	Major Donor giving capacity	Connected to mission/vision	Location	Gender	Race				
Kevin Goodno	X		X	X	X			X		X		X	X		X		X	X	MN	M	Caucasian/White	50-59	5	X	Governance; Strategic Planning	Chair
Robert Griggs		X			X		X			X		X					X	X	NY	M	Caucasian/White	70-79	5	X	Research Advisory	Vice Chair
Ralph Józefowicz		X								X							X	X	NY	M	Caucasian/White	60-69	3	X		Treasurer
A. Gordon Smith		X								X		X				X	X	UT	M	Caucasian/White	40-49	3	X	Strategic Planning	Secretary	
John Mazziotta		X															X	X	CA	M		60-69	5	X	Governance	Past Chair
Terrence Cascino		X			X					X						X	X	MN	M	Caucasian/White	60-69	3	X	Governance	Ex Officio	
Jeffrey Rosenfeld		X	X	X	X	X	X			X	X	X		X		X	X	CA	M	Caucasian/White	50-59	3	X	Strategic Planning	Director	
Martin Shenkman	X		X	X				X									X	X	NJ	M	Other	50-59	0	X	Strategic Planning	Director
Lisa Shulman		X															X	X	MD	F		60-69	3	X	Strategic Planning	Director
Joseph Sirven		X															X	X	AZ	M		50-59	0	X		Ex Officio Designee
Thomas Swift		X															X	X	GA	M		70-79	5	X	Governance	Director
Ben Utecht	X																X	X	MN	M		30-39	0	X	Strategic Planning	Director

Jane Ransom	X																X	X	MN	F		60-69	8 mo		Governance; Strategic Planning; Research Advisory	Ex Officio
Catherine Rydell	X			X	X				X		X		X				X	X	MN	F	Caucasian/ White	60-69	5		Governance	Ex Officio