



**Governance Committee**  
**September 6, 2016**  
**10:00 a.m. EST/9:00 a.m. CST/8:00 a.m. MST/7:00 a.m. PST**  
**Call-in number: 866-740-1260**  
**Access code: 9286317**

<b>Members</b>		Kevin Goodno, Chair; Terrence Cascino, MD; John Mazziotta, MD; Catherine Rydell, CAE;
<b>Staff</b>		Jane Ransom; John Hutchins, JD; Suzi Sherman; Kristi Benson
	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>
	<b>Approve minutes from June 7, 2016</b>	Kevin Goodno
	<b>Recruitment/Cultivation Updates – Public Members</b>	Jane Ransom
	<b>Additions to Recruitment List – Public Members</b>	Jane Ransom
	<b>Anticipating Turnover</b> a) <b>Neurologists</b> b) <b>Officers</b>	Kevin Goodno
	<b>Governance Issues for September ABF Board Meeting</b> a. <b>Presentation of ideal board member attributes and board expansion plan</b> b. <b>Board Expectations</b> c. <b>Board Agreement</b> d. <b>Discussion of ABF committee structure</b> i. <b>Current Committees</b> 1. <b>Executive</b> 2. <b>Strategic</b> 3. <b>Research Advisory</b> 4. <b>Governance</b> 5. <b>Compensation</b> ii. <b>Are there other committees needed?</b> 1. <b>Finance?</b> 2. <b>Audit?</b>	Kevin Goodno
	<b>Adjourn</b>	

**Next Governance Committee Meeting is Tuesday, October 4, 2016**



**American Brain Foundation  
Governance Committee Meeting  
Tuesday, June 7, 2016  
Held via Teleconference**

**Call to order:** Tuesday, June 7, 2016 at 9:02 a.m. CST by Kevin Goodno, Chair.

**In attendance:** Kevin Goodno, Chair; Terrence Cascino, MD; John Mazziotta, MD; Catherine Rydell

**Staff:** Jane Ransom; John Hutchins, JD; Suzi Sherman; Kristi Benson

Mr. Goodno called the meeting to order at 9:02 a.m. CST.

1. **Approval of May 3, 2016 Meeting Minutes:** Minutes from the March meeting were reviewed.

**MOTION** to approve Governance minutes from May 3, 2016  
***Approved***

2. **Board Recruitment:** Recruitment attributes identified by the committee have been placed in matrix and cross-referenced with the current candidate pool for committee discussion. The committee discussed those candidates.
  - a. Anyone we should pursue immediately  
Dick Essey has stated that he is not content with the Honorary Board Member title and wishes he were on the Board.  
We should look at Stephen Benjamin. Mr. Goodno and Ms. Ransom will work with Ms. Rydell to get a meeting set with Stephen about joining the board end of this year/beginning of 2017.
  - b. Who should we cultivate for the future  
The Committee went through the rest of the names in the matrix.  
Jim Abrams. He is involved with the Epilepsy Foundation in the LA area.  
Susan Axelrod – her husband was Chief Advisor to President Obama during the first part of his term. She is running an organization that is related to Epilepsy cures.  
Ersikine Bowles – do not know him.  
Tony Coelho - do not recommend for the Board. There was a second motion.  
Greg Grunberg – he is an actor. Was a spokesperson with some National Epilepsy things.  
Michael Kennan – Chicago, works in the wealth management banking industry. Not sure if he is available or interested.  
Terry Newmyer – Wealthy individual who has epilepsy. Lives in Florida, but is involved with National groups.  
Steve Sabatini – Former Chairman of Epilepsy board – no direct connection with it. Is a banker out of New York.

Other Suggestions:

Surgeon General – Vivek H. Murthy. His wife is on the faculty of UCLA and is a physician. Put his name on our list for a year or two from now.

Ann Romney – connected with the MS world in Boston.

Patrick Kennedy – There is a suggestion that he may not be easy to work with.

Cindy McCain – She is interested and has migraines.

John Pohlada – Pohlada is big name, big money, but do we have too many Minnesotans on the Board?

Executive VP of Medtronic – Stephen Osterle. He is a cardiologist. Knows many people in the medical world. Possibly a year from now.

Abram Serotta – wealth manager. Very well known in Georgia.

Kate Hudson, would be more on the ambassador side. Kate and Goldie are very interested in neuroscience disorders and disease. Let's invite her and Goldie to the LA AAN meeting. Add them to a list for the Ambassadors list or honorary group.

Send 2 packets of materials to Dr. Mazziatto.

**3. Next Steps:**

- a. Send Jane or Kevin other prospects as they become identified
- b. Jane and Kevin will draft a plan of action for the current prospects and send to the committee for discussion
- c. The July meeting will be cancelled and the committee will reconvene in August

**Meeting adjourned at 9:32 a.m. CST.**

	Director Terms			
	End 1st Term	End 2nd Term	End 3rd Term	Extension
Swift, Thomas	2013	2015	12/31/2017	No
Goodno, Kevin	2013	2015	12/31/2017	Yes
Mazziotta, John	2013	2015	12/31/2017	Yes
Rosenfeld, Jeffrey	2015	12/31/2017		
Shulman, Lisa	2015	12/31/2017		
Jozefowicz, Ralph	2015	12/31/2017		
Griggs, Robert	2015	12/31/2017		
Smith, Gordon	2015	12/31/2017		
Utecht, Ben	12/31/2017			
Shenkman, Martin	12/31/2017			
Schneider Williams, Susan	12/31/2017			
<i>Ex Officio Voting</i>				
Cascino, Terrence	AAN President			
Griggs, Robert	RAC Chair			
Sirven, Joe	NN EIC/Designee			
<i>Ex Officio Non Voting</i>				
Ransom, Jane	ABF ED			
Rydell, Catherine	AAN ED/CEO			

Officer Terms			
Officer	End 1st	Eligible for 2nd	End 2nd
No	NA		
Chair	12/31/2017	YES	
Past Chair	12/31/2017	YES*	
Treasurer	12/31/2017	YES	
Vice Chair	12/31/2017	YES	
Secretary	12/31/2017	YES	

\*Dependent on Continuation of Current Chair



## ROLES, RESPONSIBILITIES, & EXPECTATIONS OF AMERICAN BRAIN FOUNDATION BOARD OF DIRECTORS

### *Introduction*

In meeting the goals and objectives of the organization, the ABF Board of Directors has a duty to manage the business and affairs of the organization in accordance with the articles of incorporation, bylaws, organizational policies, and Minnesota law.

The Board of Directors has the principal responsibility for fulfillment of the ABF's mission and the legal accountability for its operations. This means that as a group the Board is in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the neurologic field, and instituting a fair system of policies and procedures for human resource management as applicable to organizational operations.

### *Expectations of Directors*

**Dedication to the ABF's Mission & Goals:** Demonstrate genuine interest, engagement, and/or experience in the vision, mission, goals and values of the American Brain Foundation.

**Capacity and Propensity to Give:** Demonstrate the ability and willingness to make a significant financial contribution, and/or to provide personal contacts and influence to help the ABF achieve its mission and goals. Including the following expectations:

- Each Director will consider the ABF a philanthropic priority and make annual gifts that reflect that priority
- So that the ABF can credibly solicit contributions from other foundations, corporations, organizations, and individuals, all Directors will make an annual contribution that is commensurate with their financial ability
- Each Director will utilize their time, industry and/or personal contacts, and other resources to educate and make "asks" of prospect organizations, corporations, and individuals

**Willingness to Represent the ABF:** Promote the philanthropic opportunities of the ABF to AAN members, volunteers, the public, the philanthropic community, corporations and others, by articulating the ABF's mission, goals, and activities. Including:

- Being a steward and an ambassador of the vision and mission; actively informing others about the ABF
- Encouraging support of the ABF and its research endeavors
- Participating in ABF-sponsored events & activities

**Bring Governance Skills:** Experience in governance and policy development, which includes providing strategic direction, monitoring organization effectiveness, overseeing financial and budgetary issues, and determining critical programmatic directions. Including:

- Contributing to the strategic leadership of the organization
- Suggesting possible nominees to the Board who can make significant contributions to the vision, mission and governance of the ABF
- Understanding real and perceived conflicts of interest

**Commitment to Working Cooperatively:** Work in partnership with fellow directors and staff with varying viewpoints and backgrounds to reach consensus on complex problems and issues.

Including:

- Maintaining clarity of the role of the Board and each director, as a part of the whole
- Participating in committee and other delegated work of the Board
- Willing to ask the “tough questions” and contribute to respectful and productive dialogue

### ***Responsibilities and Duties of Directors***

In carrying out their responsibilities, MN law imposes on directors the fiduciary duties of care, loyalty, and obedience. MN courts have held that the law imposes the highest standard of integrity on the bearers of these duties.

#### **Duty of Care:**

Directors of MN nonprofit organizations must discharge their duties in good faith, in a manner the trustee reasonably believes to be in the best interests of the organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. This requires directors to take the time necessary to make informed business judgments. It includes regularly assessing: Do we receive enough information? Do we question management? Do we seek external advisor assistance? Are we satisfied with responses? Responsibilities related to the duty of care include:

- Regularly attending Board meetings (at least two face-to-face and one via teleconference annually) and important related meetings
- Making a serious commitment to participate actively in committee work
- Volunteering for, and willingly accepting, assignments, and completing them thoroughly and on time
- Staying informed about Board and committee matters, preparing well for meetings, and diligently reviewing minutes and reports
- Getting to know other Board and committee members, and building a collegial working relationship that contributes to consensus
- Actively participating in annual Board and committee evaluation and planning efforts
- Protecting, preserving, investing and managing the ABF's property consistent with donor restrictions and legal requirements.
- Staying informed about the organization's mission, services, policies, and programs

**Duty of Loyalty:** Directors have a duty of loyalty to the ABF; to act honestly and in good faith. A director should put the good of the organization first and avoid engaging in transactions with the organization from which the trustee (or their family) will benefit. Inherent in this duty is a director's responsibility to make appropriate disclosures under the ABF's conflict of interest policy and to understand and adhere to the duty of confidentiality.

**Duty of Obedience:** Directors have a duty to familiarize themselves with and follow the ABF's governing documents (articles of incorporation and bylaws), to carry out the ABF's mission and to assure that funds are used for lawful purposes. Also, directors must comply with state and federal laws that relate to the ABF and the way in which the ABF conducts its business.



## 2017 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, 2017 to December 31, 2017.

**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.
- Play a significant role in the Foundation's development program by participating in one of the following:
  - Fundraising Event(s): (Please check one or more)
    - Sell 10 tickets or purchase or secure a sponsorship \_\_\_\_\_
    - Volunteer to host a fundraising event \_\_\_\_\_
  - 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