



**American Brain Foundation  
Governance Committee Meeting  
Tuesday, September 6, 2016  
Held via Teleconference**

**Call to order:** Tuesday, September 6, 2016 at 9:01 a.m. CST by Kevin Goodno, Chair.

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

**Staff:** Jane Ransom; Kristi Benson; Suzi Sherman

**Excused:** Terrence Cascino, MD

Mr. Goodno called the meeting to order at 9:01 a.m. CST.

1. **Approval of June 7, 2016 Meeting Minutes:** Minutes from the June meeting were reviewed.

**MOTION** to approve Governance minutes from June 7, 2016

***Approved***

2. **Recruitment/Cultivation Updates – Public Members**

- a. Mr. Mazziotta has reached out to a few people. He will be speaking with Dr. Vivek Murthy next week. He is working on connecting with Ann Romney and suggests we may want to invite her to the annual meeting in Boston as a first step instead of just directly inviting her to the board. Dr. Mazziotta has reached out to Kate Hudson's people and will be scheduling a meeting with her. He is having trouble finding Steve Osterle's private email address because Mr. Osterle has left Medtronic. Mr. Goodno will follow up with Michael Keena, Terry Newmyer and Steve Sabatini. Ms. Ransom hopes to identify some prospects at the Susan Schneider Williams art opening in San Francisco on Sept. 22. She also discussed a list of people who have been previously identified as ambassadors for the ABF. Ms. Ransom will reach out to them prior to the next Governance meeting in October.

3. **Additions to Recruitment List – Public Members**

- a. Ms. Ransom confirmed Dr. Swift's resignation from the ABF Board. His term was scheduled to end at the end of 2017. She suggested we try to fill his slot with a neurologist who meets the ideal attributes identified by the Governance Committee – someone who can explain the mission of the ABF to lay people and who is good at fundraising. Specifically, Ms. Ransom suggested Dr. Bruce Miller, from UCSF, because of the work he has been doing with us to identify prospective donors and board members for the ABF. The committee agreed that this would be a good choice to proceed to discuss this with Dr. Miller later this month.
- b. With Dr. Swift's resignation Mr. Goodno would like to have another person join the Governance Committee in his place. He suggested Dr. Smith to join the board. The committee agreed with the recommendation.

#### 4. Anticipating Turnover

- a. **Neurologists:** Five of our neurologists are in their second term on the Board. By the end of our 5-year strategic plan we'd like to have a 50/50 balance of public vs. neurologists on the board and to have the number of board members be closer to 20. Mr. Goodno pointed out that Dr. Griggs dual role of independently-elected board member and having an *ex officio* board position as the Research Advisory committee chair.
- b. **Officers:** No issues at this time. At another meeting the committee needs to begin discussing what the future leadership of the foundation should look like and bring some of the public members into officer positions.

#### 5. Governance Issues for September BOD Meeting:

- a. **Presentation of ideal board member attributes and board expansion plan:**  
We will show the Alford Group expansion recommendations and share the discussions we've had about the expansion on the Governance Committee.
- b. **Board Expectations** (Refer to page 5- of committee materials) Mr. Goodno asked for and received the committee's approval to move the Board Expectations document forward for action at the September board meeting.
- c. **Board Agreement:** (refer to page 7 of committee materials) Mr. Goodno asked for and received the committee's approval to move the Board Agreement document forward for action at the September Board meeting.
- d. **Discussion of ABF Committee Structure**
  - i. **Current Committees**
    1. **Executive**
    2. **Strategic Planning**
    3. **Research Advisory**
    4. **Governance**
    5. **Compensation**
  - ii. **Are there other committees needed?** Ms. Ransom will talk with Tim Engel about his discussions with our auditors about the need for finance and audit committees. Ms. Rydell suggested that the ABF Executive Committee also take on the role of a finance committee which is how the AAN handles this. The committee was favorable to this idea.

#### 6. Next Steps:

Meeting adjourned at 9:31 a.m. CST.