



AMERICAN BRAIN FOUNDATION
 Governance Committee
 February 19, 2019
 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

Committee Members

Kevin Goodno, Chair; David Dodick, MD; Dan Gasby; John Mazziotta, MD;
 Catherine Rydell, CAE; Gordon Smith, MD

Staff

Jane Ransom; Natalie Baumgartner

AGENDA ITEM

PRESENTED BY

9:00 a.m.
CT

1. Call to Order

Kevin Goodno, Chair

9:05

2. Approve minutes from January 22, 2019, meeting

Kevin Goodno

9:10

3. Board & Stakeholder Survey

Jane Ransom

9:20

4. Upcoming Board Meeting

- a. Action on revised bylaws
- b. Elect Joe Sirven to vacant neurologist slot
- c. Suzanne Miller

Kevin Goodno

Adjourn

Attachments:

- Minutes of January 22, 2019 (pg. 2)
- Board Officer Slate Survey (pg. 4)
- Suzanne Miller Bio (pg. 8)



**American Brain Foundation
Governance Committee Meeting
January 22, 2019**

**10:00 a.m. ET/ 9:00 a.m. CT/ 8:00 a.m. MT/ 7:00 a.m. PT
Conference Call**

In attendance: Kevin Goodno, Chair; David Dodick, MD; A. Gordon Smith, MD

Staff: Jane Ransom, Natalie Baumgartner

Excused: Dan Gasby; John Mazziotta, MD; Catherine Rydell, CAE

The meeting was called to order by Kevin Goodno at 9:05 a.m. The minutes of the meeting of November 19, 2018, were approved unanimously. The remainder of the meeting focused upon recruitment of board officers and directors for 2020, assessment and nomination surveys to be sent to the Board, and additional bylaws changes regarding membership on the American Brain Foundation Board of Directors. The committee recommended the changes below, with recommendations in italics:

- a. Recruitment goals for 2019:
 - i. Directors:
 1. Three public members and three neurologist members will be added to the slate in 2020.
 - a. One of the neurologist positions should go to Dr. Sirven, who is currently the designee for Brain & Life, since that ex officio position will be eliminated
 2. The Committee will use the board composition matrix to determine gaps in the current roster of members.
 3. The Committee will also consult the AAN Board, ABF Board, and AAN Executive Staff for potential nominees. This will be done through a survey.
 4. After a survey is conducted, the Committee will look at the list, determine front runners and vet them.
 5. They will provide a slate to the Board for nomination, and the Board will determine who joins.
 - ii. Officers:
 1. Officers will be determined through a process similar to how the Committee will choose incoming directors, but officers must be directors in 2020.
 - a. Existing officers can move into a different officer role regardless of their term limitation as a director
 2. Officer positions that are term limited next year:
 - a. Chair
 - b. Treasurer
 - c. Secretary

3. The leadership should reflect the Board, which is expected to be 50% public and 50% neurologist.
 4. The Committee will use the leadership survey sent in 2018 to determine who to consider for Board officer positions.
- b. Board Assessment Survey:
- i. The Committee agrees that the Board should assess how it is doing as a governing body once per year.
 1. Feedback on how the Board is doing will be useful to the Committee as reelections come up
 - ii. The surveys should be in the following order: nominations for new Board members, officer/leadership survey directly after the February Board meeting, and the Board Assessment survey one month after the February Board meeting
- c. Bylaw changes:
- i. All bylaw changes are pending the February Board meeting. These include:
 1. Allowing non-Board members to sit on standing committees
 - a. The Board may be too internally focused
 - b. Allows the Foundation to test people out to determine if they should be on the Board
 - c. Provides opportunities for leaders from AAN to participate and tap into their talent
 2. Removal of the Immediate Past Chair from the Executive Committee
 3. The Immediate Past Chair will only serve on the Board for one term past their time as Board Chair to provide continuity

Meeting Adjourned: 9:33 a.m. CT

ABF Board Survey for Officers Slate and Board Recruitment

This is a two-part survey. ABF Board members will be asked to take both parts of the survey. Other stakeholders (including AAN Board, AAN Executive Staff, ABF Staff (selected members) and Research Advisory Committee members) will be sent only Part II of the survey.

PART I: Board Officers Slate Survey

This is a survey of American Brain Foundation Board members to gather insights about potential candidates for the slate of officers that will begin serving as our leadership effective Jan. 1, 2020. The survey is confidential, with the results to be seen only by the American Brain Foundation's Governance Committee.

The survey questions are based on characteristics identified by BoardSource and the Center on Philanthropy at Indiana University.

1. Personal Commitment to the American Brain Foundation

In the nonprofit sector, personal commitment is best defined as "passion for the mission that is backed up by the devotion of time, energy and funds." It includes a "willingness to ask others for a financial commitment, too."

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

2. Strategist

Sees the big picture. Able to set goals, determine actions to achieve goals, and mobilize resources to execute action. Makes sure strong strategic plan is in place which is followed and monitored.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

3. Governance Knowledge & Experience

Knowledgeable about the organization and governance best practices. An effective facilitator who can create a purposeful agenda with the ED, run a productive meeting, engage board members in deliberation, and control dominating or out-of-line behavior during meetings.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

4. Works effectively with Executive Director

Supports and consults with the ED in a mutual pursuit to advance the mission of the organization through open, regular communication. Comfortable with roles where the board sets high-level policy and strategy, whereas the ED manages implementation and operational activities.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

5. Great Relationship Manager

Able to blend diverse personalities and backgrounds together in order to get things done and keep board members accountable and working together.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

6. Results Oriented

Keeps the board's orientation focused on achieving results in alignment with strategic plan.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

7. Great Connections

Knows not only the most people but the "right" people to help at any time or place.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

8. Not Over-Committed

Able to devote time and attention to the Foundation. Not so overcommitted that focus on the organization is diluted.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

9. Exudes Enthusiasm

An infectious spirit that inspires others to get key tasks completed and makes meetings fun.

*Thinking about the board members who could be eligible for an officer position in 2020, please indicate **three** who, in your opinion, best meet this definition.*

[List of eligible members appears here.]

PART II: New Board Member Recruitment Survey

- Ask each respondent to suggest 3 public and 3 neurologist board members (if possible).
 - Explain your relationship and reason for recommendation
 - Provide contact information
- For each Board member indicate with check boxes:
 - Skills/Expertise/Experience
 - Highly Social
 - Excellent Communicator
 - Leader/Influential within the AAN or public sector
 - Access/Connections
 - Affluent individuals
 - Corporations
 - Foundations
 - Diversity
 - Gender
 - Race/Ethnicity
 - Age Range
 - Additional
 - Major donor capacity
 - Current ABF donor
 - Connected to mission/vision of ABF
 - Location
 - One of top 10 concentrations of wealthy individuals in the U.S.
 - New York
 - San Francisco
 - Los Angeles

- Chicago
- Washington, DC
- Houston
- Dallas
- Atlanta
- Seattle
- San Diego
- Boston

DRAFT



Suzanne Miller



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Suzanne Miller is the founder of Empire State Properties, a boutique Real Estate firm located in midtown Manhattan. Empire State Properties specializes in the sales, rentals, and management of Manhattan properties for domestic and international investors. As a pioneer in extended stay furnished properties, Suzanne has been featured in The NY Times, Dan's Paper, Crains and other Manhattan real estate periodicals. Our portfolio consists of more than 500 properties throughout New York City. Our rental clients include prominent New York companies in the fields of banking, consulting, publishing, and medical industry.