



AMERICAN BRAIN FOUNDATION
Governance Committee
May 20, 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

1. Call to Order

Kevin Goodno, Chair

2. Approve minutes from April 15, 2019 meeting

Kevin Goodno

3. Review Short Lists:

- a. Public
 - i. Jeffrey Lurie, Cindy McCain, Sean Sansiveri, and Julia Wallace
 - ii. Consider adding Jimmy Erwin (bio attached):
 - 1. Executive Vice President, Chicago Title Commercial
 - 2. Founder, Will Erwin Headache Research Foundation
 - 3. Residence, Houston, TX
- b. Neurologists
 - i. Frances Jensen, Terry Cascino, Jacqueline French
 - ii. Consider adding candidates from graduates of AAN's Diversity Leadership and Women's Leadership programs.

Kevin Goodno

Cathy Rydell & Dr. Smith

4. Recruitment Assignments to-date:

- a. Jeffrey Lurie/Dodick
- b. Cindy McCain/Dodick & Ransom
- c. Sean Sansiveri/Dodick & Ransom
- d. Julia Wallace/Sirven & Ransom
- e. Jimmy Erwin/Dodick & Ransom
- f. Frances Jensen/Goodno
- g. Terry Cascino/Cathy Rydell
- h. Jacqueline French/

Jane Ransom

5. Term Limits:

- a. Chair's discussions with Board members
- b. Options for continuing to include some of those leaving the Board
 - i. Strategic Planning Committee
 - ii. Other board committees
 - iii. Advisory Council

Kevin Goodno

6. Proposed Bylaw Revisions

Kevin Goodno

Adjourn

Attachments:

- Minutes of April 15, 2019 meeting (pg. 3)
- Jimmy Erwin bio (pg. 5)
- Term Limits: Thumbs Up? Thumbs Down? (BoardSource) (pg. 6)
- Draft bylaws revisions (pg. 8)



**American Brain Foundation
Governance Committee Meeting
April 15, 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; Dan Gasby; John Mazziotta, MD; Catherine Rydell, CAE;

Staff: Jane Ransom, Natalie Baumgartner

Excused: A. Gordon Smith, MD

The meeting was called to order by Kevin Goodno at 9:05 a.m. CT. The minutes of the meeting of March 18, 2019, were approved unanimously. The remainder of the meeting focused on bylaws revisions and term limits.

1. **Board Recruitment for terms beginning 1/1/2020:** The Committee reviewed lists of suggested candidates organized alphabetically by the qualities the Foundation is looking for in its incoming Board members, and at their bios. Kevin Goodno asked the Committee members to help compile a short list of people we should talk with.
 - a. **Public Board Member Recommendations:** The Committee developed a short list including **Sean Sansiveri, Cindy McCain, and Jeffrey Lurie**, all of whom have connections with Dr. Dodick. Mr. Sansiveri is an excellent fundraiser, and Ms. McCain and Mr. Lurie would make excellent public members for the board.

Others for future consideration:

- **Julia Wallace**, an author and former media executive, has extensive contacts in the media and has been serving on the national board of the Alzheimer's Association.
- **Dr. Dean Ornish**, a non-neurologist, professor of medicine at UCSF. He started a wellness program based on diet, nutrition and exercise, which is highly popular. He talks about the links between wellness, the heart, stroke, and Alzheimer's. He has several connections with wealthy clients who have used his services and believe they have benefited. He would be considered a "public" member even though he is a medical professional.
- **Nihal Satyadev**, a young entrepreneur, founder and CEO of Youth Movement Against. His work engages groups of young people who will volunteer their time to take care of Alzheimer's patients and give caregivers a break. The Foundation should get to know him better.

The committee decided to add Julia Wallace to the short list, so as it stands now, the list is: Jeffrey Lurie, Cindy McCain, Sean Sansiveri, and Julia Wallace.

- b. Neurologist Board Member Recommendations:** The Committee agreed to short list **Dr. Frances Jensen, Dr. Terrance Cascino, and Dr. Jacqueline French.**

Others for future consideration:

Dr. Koroshetz would be a good addition but might not be allowed to serve due to his position at NINDS. Dr. Dodick will reach out to him informally to gauge his interest and availability. Mr. Goodno will follow up with Dr. Cascino to gauge his interest and determine if he would be a good fit for the Foundation.

Dr. Steve Hauser was on the short list for 2019 but declined because he did not have time. Jane Ransom will follow up to see if he'd be interested in 2020.

The committee agreed that some members should review the graduates of the AAN's Diversity Leadership and Women's Leadership programs to look for excellent candidates who would also bring needed diversity to the Board.

The Foundation will compile the short lists and Board members will be called upon to help establish connections.

Adjourned at 9:31 a.m. CT

**JAMES F ERWIN*****Executive Vice President***

713.238.9191

713.238.9190 fax

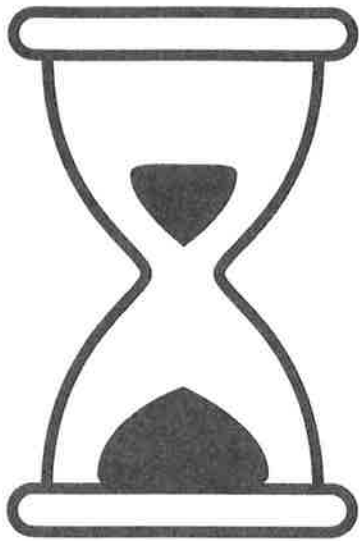
James.erwin@fnf.com

As Executive Vice President, Jimmy is responsible for directing all marketing activities. He has been active in the title insurance business for 31 years.

Jimmy combines extensive experience in the title industry with a diverse background in banking and finance. His personal involvement with financial institutions, developers, and investors provides him with a special understanding of their need for a systematic, orderly approach to resolving title challenges.

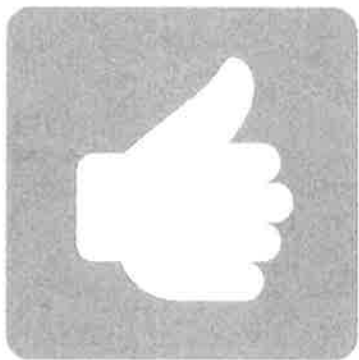
Jimmy recognizes that the success of Chicago Title Commercial depends upon the success of its clients. His primary goal is to ensure that Chicago Title Commercial helps each individual, and institution it serves, to meet all of their real estate objectives, not only during the first closing, but year after year. Jimmy serves as a permanent resource for all the company's clients. He draws on a vast network of business contacts and relationships to provide helpful referrals and comprehensive assistance in practically every area of business.





TERM LIMITS: THUMBS UP? THUMBS DOWN?

Nonprofit boards have been debating the pros and cons of term limits for many years. If your board has not embraced term limits (and we recommend you do), perhaps the time is now for your board to revisit the topic. This infographic is designed to help you tee-up the conversation.



THE PROs OF TERM LIMITS

- Provide opportunity for the board and organization to work with talented community members who can devote only a few years to board service
- Make it easier to diversity your board, which brings new ideas and new perspectives to the board and its decision-making process
- Enable you to avoid stagnation, tiredness, boredom, and loss of commitment that can sometimes set in when board members serve long terms
- Enable you to avoid the perpetual concentration of power within a small group of people and the intimidation of new members by this dominant group
- When staggered, provide a built-in balance of continuity and turnover
- Allow for rotation of committee assignments
- Raise awareness of and provide opportunities to change and improve group dynamics
- Provide a respectful and efficient mechanism for the exit of passive, ineffective, or troublesome board members
- Enlarge your circle of committed supporters as members rotate off the board
- Enable the board to easily adjust its membership to reflect the organization's changing needs



THE CONs OF TERM LIMITS

- Potential loss of expertise or insight that has benefitted the board and organization over time
- Potential loss of organizational memory
- Need for the governance committee to dedicate more time to the identification, recruitment, and orientation of new board members
- Need to dedicate additional time to building the cohesiveness of the board as members rotate on and off the board

TERM LIMITS: THUMBS UP? THUMBS DOWN?

TERM LIMITS FAQs

Where are term limits defined?

Term limits for board members should be defined in the bylaws of the organization.

What are the most common term set-ups?

According to [Leading with Intent: 2017 Index of Nonprofit Board Practices](#), 72 percent of nonprofit boards have term limits. The most common board member term structure is two consecutive three-year terms. A staggered term system allows a certain number of new members to be chosen each year, preventing no more than one half (preferably one third) of the terms from expiring at the same time. Without any term limits, some board members may serve 20 to 30 years on one board.

Should board chairs and other officers have term limits?

Board chairs play a critical role in board leadership and development, devoting considerable time to the organization and exerting considerable influence over the board. Term limits help prevent board chairs from burning out by shortening the duration of their commitment. Term limits also enable the board to adjust its leadership to suit changing organizational needs and help protect the board and chief executive from an ineffective chair. Board chairs are more likely than other officers to have term limits. According to [Leading with Intent](#), the most common chair structure is two consecutive one-year terms.

By comparison, other officer positions offer a measure of continuity and depth of institutional knowledge because of the likelihood of longer tenure. Other officers, especially the treasurer, often bring specialized knowledge that may be difficult to replace on a regular basis. That said, recruiting board members with leadership capabilities and grooming them for officer positions remains important for board revitalization. According to [Leading with Intent](#), the most common term structure for vice chairs, secretaries, and treasurers is an unlimited number of one-year terms.

When a board member leaves....

- make sure your governance committee is prepared in advance with a fresh list of new candidates
- make a habit of conducting exit interviews. These are excellent occasions for the governance committee to get feedback from retiring board members.
- create guidelines for emeritus status for truly outstanding board members
- be inventive in finding other ways to keep productive members attached to the organization (task force and/or advisory council assignments, fundraising activities, volunteer activities)
- consider allowing outstanding members to rejoin the board after taking a sabbatical year after their last term

Section 1. Board of Directors. The general management, control and direction of the property and affairs of the Foundation is vested in a Board of Directors, which shall be comprised of at least five and no more than twenty-one members (“Directors”), as determined from time to time by affirmative vote of a majority of the Board.

a) The Board of Directors shall be comprised of Regular Directors and ex-officio members. Directors may be members of the public or members of the American Academy of Neurology (“AAN”).

b) Ex-officio Directors shall include the chair of the Foundation’s Research Advisory Committee if not a Regular Director, and the President of the AAN, ~~and the Editor in Chief of *Neurology* Now or the Editor in Chief’s designee if approved by affirmative vote of a majority of the Board, all both~~ of whom shall have full voting rights. Additionally, the ~~President-Elect of the AAN,~~ Executive Director of the Foundation, and the Executive Director of the AAN shall serve as ex officio, non-voting members of the Board.

c) Regular Directors shall be elected by the affirmative vote of two-thirds of the Board members from a list of nominees submitted by the Foundation Governance Committee.

d) All Directors have voting rights except the Executive Director of the Foundation and the Executive Director of the AAN. Voting/non-voting designations extend to Directors’ service on standing committees of the Foundation.