



**American Brain Foundation  
Governance Committee Meeting  
December 18, 2017**

**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; Catherine Rydell, CAE; John Mazziotta, MD; A. Gordon Smith, MD

**Staff:** Jane Ransom, Shelly Collins Rucks, Natalie Baumgartner

**Excused:** Dan Gasby, Bruce Miller, MD

Mr. Goodno welcomed everyone and discussed the agenda for the meeting.

**Minutes:** Minutes from August 21 and September 25, 2017, Governance meetings were reviewed.

**MOTION** to approve the ABF Governance Committee minutes from August 21 and September 25, 2017.

**Approved** (Unanimous).

- 1. New Board Orientation:** Four new board members – 2 neurologists and 2 public members – are starting terms in January 2018. They will attend a webinar, which will cover board expectations, board structure, board meetings, the history of the Foundation, the strategic plan, staff structure, and an overview of each Board Committee. Ms. Ransom and Mr. Goodno are also planning to have lunch with three out of four of the incoming members before the January Board meeting in Orlando, Florida.

Ms. Ransom requested feedback about topics that should be covered in the orientation. The Committee suggested making the orientation open to existing Board members, who might be interested in attending. Mr. Goodno stated that there needs to be a regular and thorough orientation for incoming Board members. The Committee agreed.

- 2. Draft Board Assessment Survey:** Eleven out of sixteen board members responded to the survey. The Foundation received an overall grade of “B” with room for improvement. Key areas that need additional consideration are: Understanding and oversight of strategic plan implementation; Fundraising; and Roles and Responsibilities.

For fundraising, the Committee noted that the staff is primarily responsible for fundraising, and the Board will need direction from the staff on how they can participate. Ms. Rucks acknowledged that she will add the Board roles into the Strategic Fundraising goals in a future presentation. The Committee suggested building Board fundraising efforts into the Scorecard. The Board Scorecard is primarily built for staff use, but could include metrics for Board involvement. Ms. Ransom explained that 50% of the 2018

Board Scorecard will be weighted toward fundraising, so it would make sense to track the Board member involvement in fundraising.

Overall knowledge of succession for Board officers and financial expertise is good. Mr. Goodno expressed concern that stronger awareness of board and staff responsibilities must be developed so that the board is not myopic in focus. Many of the neurologists are used to getting into the weeds, and the public members are more interested in broad strokes. There is a cultural difference in how they have participated, but their involvement needs to reflect organizational structure. Most of the things on the Foundation's Board agendas would never make it onto a public organization's agenda. This reflects where the Foundation is, and perhaps where it needs to go in the future.

The Committee will put the survey on the agenda for the next meeting for further discussion after members review.

- 3. 2018 Goals:** The goals for 2018 include orientation for new board members and engaging them in other committees. There is also a need to continue to focus on recruiting new board members – 2 neurologists and 2 public members – and on succession planning for the executive leadership, especially because Mr. Goodno will be in his last term.

The Committee needs to develop a process by which the Board members can be held accountable. Ms. Ransom and her team have started researching how other Boards do this, such as through a survey, which can be used to re-elect individuals, or evidence of their lack of participation. Mr. Goodno commented that most of the Board is active, with a few exceptions. Utilizing a metric regularly would be useful if there is concerns about involvement.

The Research Advisory Committee will also need a succession plan. The entire committee started at the same time, and the Governance Committee might be able to have a role in helping in the rotation of members. The Committee mentioned that including members with a corporate background might be useful in making philanthropic connections.

Mr. Goodno also requested that the Governance Committee start discussing best practice for non-profit organizations, so that we have a standard to hold ourselves to when questions arise..

The Committee has had a hard time getting a monthly quorum. Moving forward, a quorum will always be sought before big actions are taken, but if a quorum is not present, this Committee will present recommendations to the Board based on members present.

**Meeting Adjourned at 9:29 a.m.**