



AMERICAN BRAIN FOUNDATION
Governance Committee
November 19, 2018
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; 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 November 19, 2018 meeting

Kevin Goodno

9:10

3. 2019 Recruitment Goals

- a. Board members
 - i. 3 public
 - ii. 2 neurologists
- b. Officers
 - i. Chair
 - ii. Vice Chair
 - iii. Secretary
 - iv. Treasurer

Kevin Goodno

9:25

4. Board Assessment Survey

Jane Ransom

9:35

5. Discuss additional bylaws change:

- a. To allow non-Board members to serve on ABF standing committees

Kevin Goodno

Adjourn

Attachments:

- Agenda (pg. 1)
- Minutes of November 19, 2018 (pg. 2)
- Board Composition Matrix (pg. 4)
- Term Expiration Roster (pg. 6)
- Board Assessment Survey (pg. 7)



**American Brain Foundation
Governance Committee Meeting
November 19, 2018**

**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; Dan Gasby; John Mazziotta, MD; Catherine Rydell, CAE

Staff: Jane Ransom

Excused: A. Gordon Smith, MD

The meeting was called to order by Kevin Goodno at 9:03 a.m. The minutes of the meeting of August 20th, 2018 were approved unanimously. The remainder of the meeting focused upon potential bylaws changes regarding membership on the American Brain Foundation Board of Directors. The committee recommended the changes below, with recommendations in italics:

- a. *Ex Officio* positions
 - i. *Ex Officio* Voting
 1. Chair, Research Advisory Committee
 - a. *Keep the Chair of the Research Advisory Committee on the Board as an ex officio voting member*
 2. President, AAN
 - a. *Revise bylaws to allow for the President of AAN to either serve as an ex officio voting member or to designate another member of the AAN Board to serve in their place.*
 3. Editor-in-Chief of Brain & Life or their designee
 - a. *Remove this position from the ABF bylaws. (At the same time, the Governance Committee wants to transition the person serving in this position to fill a regular neurologist position on the Board.)*
 4. Immediate Past Chair of the ABF Board
 - a. *Remove this position from the ABF bylaws.*
 - ii. *Ex Officio* Non-Voting
 1. President-Elect, AAN
 - a. *Remove this position from the ABF bylaws.*
 2. CEO, AAN
 - a. *Revise bylaws to allow for the CEO of AAN to either serve as an ex officio voting member or to designate another member of the AAN Executive Staff to serve in their place.*
 3. Executive Director, ABF
 - a. *Keep as is.*

iii. Revisit AAN Board members on ABF Board

1. *As a general practice, the ABF and AAN will not have cross-over members serving simultaneously on both boards, aside from the ex officio positions discussed above. (This will not affect current cross-over board members.)*

Meeting Adjourned

DRAFT

Board Composition Matrix

Board Members	Sector		Skill/Experience/Expertise														Access/Connections				Additional Attributes		Diversity				Years on Board	Voting Member	Committee (s)	Office			
	Public	AAN Member	Advocacy	Event Planning	Financial Planning/Management	Fundraising	H.R. Management	Leadership Development	Legal	Long-Range Planning	Marketing	Neuroscience/Neurology	Organizational Management	Personnel Policies/ByLaws	Public Speaking	Public Relations/Media	Foundations	Affluent Individuals	Business/Corporations	Politics/Government	Religious Community	Volunteer Health Organizations	Grassroots Constituents	Major Donor giving capacity	Connected to mission/vision	Location	Gender	Race	Age Range				
David Dodick		X	X				X				X			X	X	X	X	X	X				X	X	AZ	M	Caucasian/White	50-59	0	X	Commitment to Cures	Director	
David Eagleman	X										X			X	X		X	X						X	CA	M	Caucasian/White	40-50	0	X		Director	
James Essey	X		X		X		X	X	X	X		X	X	X			X	X					X	X	NY	M	Caucasian/White	60-69	1	X	Finance	Director	
Dan Gasby	X		X		X											X	X	X	X			X		X	NY	M	African American/Black	60-69	1	X	Governance	Director	
Kevin Goodno	X		X				X	X				X	X	X				X	X				X	X	MN	M	Caucasian/White	50-59	7	X	Governance; Executive	Chair	
James Grotta		X	X	X	X		X		X		X			X		X	X		X			X	X	X	TX	M	Caucasian/White	70-79	1	X	Research Advisory	Director	
Robert Griggs		X		X	X		X		X		X			X		X		X				X		X	NY	M	Caucasian/White	70-79	5	X	Research Advisory	Director	
Shafali Jeste		X									X			X	X	X									X	CA	F	Asian	40-49	1	X		Director
Sharon Klein	X				X				X				X				X	X					X	X	NY	F	Caucasian/White	50-59	0	X	Finance	Director	
Ralph Józefowicz		X					X	X			X	X		X									X	X	NY	M	Caucasian/White	60-69	5	X	Compensation Finance	Treasurer	
John Mazziotta		X	X		X		X				X			X		X	X	X	X			X		X	CA	M	Caucasian/White	60-69	7	X	Governance	Past Chair	
Ron Petersen		X									X			X			X	X				X		X	MN	M	Caucasian/White	60-69	0	X		Director	
Jeffrey Rosenfeld		X		X	X		X				X	X		X	X	X	X					X		X	CA	M	Caucasian/White	60-69	5	X		Director	
Ralph Sacco		X	X	X			X				X	X				X		X					X	X	FL	M	Caucasian/White	60-69	2	X	Research Advisory	Director	
Martin Shenkman	X				X			X						X	X		X						X	X	NJ	M	Other	60-69	3	X	Compensation Finance	Director	
Lisa Shulman		X	X		X		X		X		X			X	X	X						X		X	MD	F	Caucasian/White	60-69	5	X	Compensation Finance	Director	
Joseph Sirven		X	X	X							X			X	X	X		X				X		X	AZ	M	Hispanic/Latino	50-59	3	X	Commitment to Cures	Ex Officio Designee	
A. Gordon Smith		X							X		X	X		X	X	X						X		X	VA	M	Caucasian/White	50-59	5	X	Governance; Executive	Secretary	

Jane Ransom	X				X	X									X						X	X	X	MN	F	Caucasian/ White	60-69	3		Governance; Finance; Commitment to Cures	Ex Officio								
Catherine Rydell	X		X					X		X					X	X	X				X		X	X	MN	F	Caucasian/ White	60-69	7		Governance	Ex Officio							
Ben Utecht	X		X					X							X	X	X			X				X	X	MN	M	Caucasian/ White	30-39	3	X		Director						
Susan Schneider Williams	X		X	X											X								X	X		X		X			X	CA	F	Caucasian/ White	50-59	3	X	Commitment to Cures; Executive	Vice Chair

Board of Directors 2019 - 2020

	Director Terms			
	End 1st Term	End 2nd Term	End 3rd Term	Extension
Goodno, Kevin	2013	2015	12/31/2017	Yes
Mazziotta, John	2013	2015	12/31/2017	Yes
Józefowicz, Ralph	2015	12/31/2017	12/31/2019	
Schneider Williams, Susan	12/31/2017	12/31/2019		
Smith, Gordon	2015	12/31/2017	12/31/2019	
Dodick, David	12/31/2019			
Eagleman, David	12/31/2019			
Essey, Jim	12/31/2019			
Gasby, Dan	12/31/2018	12/31/2020		
Griggs, Robert	2015	12/31/2017	12/31/2019	
Grotta, James	12/31/2019			
Jeste, Shafali	12/31/2019			
Klein, Sharon	12/31/2020			
Petersen, Ronald	12/31/2020			
Rosenfeld, Jeffrey	2015	12/31/2017	12/31/2019	
Shenkman, Martin	12/31/2017	12/31/2019		
Shulman, Lisa	2015	12/31/2017	12/31/2019	
Utecht, Ben	12/31/2017	12/31/2019		
Ex Officio Voting				
Sacco Ralph	AAN President			
Griggs, Robert	RAC Chair			
Sirven, Joe	NN EIC/Designee			
Ex Officio Non-Voting				
Ransom, Jane	ABF ED			
Rydell, Catherine	AAN ED/CEO			

Officer Terms			
Officer	End 1st	Eligible for 2nd	End 2nd
Chair	12/31/2017	YES	12/31/2019
Past Chair	12/31/2017	YES*	12/31/2019
Treasurer	12/31/2017	YES	12/31/2019
Vice Chair	12/31/2019	YES	
Secretary	12/31/2017	YES	12/31/2019

*Dependent on Continuation of Current Chair

2018 Board Assessment Survey

1. Grade our board’s performance in the following areas: (comment after each item)

	A	B	C	D	F	N/A
Understanding our mission						
Understanding and following our strategic plan						
Financial oversight						
Legal and ethical oversight						
Providing guidance and support to the executive director						
Understanding the board’s roles and responsibilities						
Thinking strategically						
Level of commitment and involvement						
Monitoring organizational performance and impact						
Knowledge of our programs						
Increasing the diversity of the board						
Working with the Governance Committee to identify and recruit new board members						
Public outreach and advocacy						
Fundraising						

2. How strongly do you agree or disagree with the following statements?

	Strongly Agree	Agree	Disagree	Strongly Disagree	N/A
We have the right board members to effectively oversee and govern the organization.					

We have an effective process in place for succession of board members.					
The board's level of financial expertise is sufficient to monitor the organization's financial health.					
The orientation process is effective and enables board members to get "up-to-speed" quickly					
Comments					

3. When thinking about 2018 fundraising, indicate what portion of board members participated in the following efforts.

	Almost all	Some	Very few	None
Connected the organization to foundation and corporate leaders.				
Provided in-kind/pro bono professional services to the organization.				
Wrote letters or made calls to thank donors.				
Accompanied others in making the "ask" for the organization.				
Connected the organization to high net worth individuals.				
Hosted an event to cultivate potential donors.				

4. When thinking about the organization's board, to what extent:

	Very great extent	Great extent	Some extent	Not at all
Does the board have the right composition to connect the Foundation to high net worth individuals?				
Does the board have the right composition to connect the Foundation to				

corporate and foundation leaders?				
Does the board have the right to appeal to the AAN membership to give support?				

5. How strongly do you agree or disagree with the following statements?

	Strongly agree	Agree	Disagree	Strongly disagree	N/A
There is effective collaboration between the executive director and the board on major decisions.					
The chief executive actively involves the board in leading the organization					
The communication between the executive director and the board is open and honest.					

6. Please share any further comments or questions about improving the effectiveness of our board.