



AMERICAN BRAIN FOUNDATION
Governance Committee
July 16, 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; Shelly Rucks, Natalie Baumgartner

	AGENDA ITEM	PRESENTED BY
9:00 a.m. CT	Call to Order	Kevin Goodno, Chair
9:05	Approve minutes from July 16, 2018 meeting	Kevin Goodno
9:10	<p>1. Election of David Dodick, MD, at the Board meeting of September 16</p> <p><u>Purpose:</u> To fill neurologist vacancy left by Bruce Miller, MD</p> <p><u>Board Feedback:</u> Several positive messages, no opposition voiced</p>	Kevin Goodno
9:20	<p>2. Draft Slate for 2019</p> <p><u>Neurologists:</u></p> <ul style="list-style-type: none"> • Ron Peterson, MD • Others depending on outcome of AAN/ABF planning: <ul style="list-style-type: none"> ○ Brenda Banwell, MD, if outcome of planning is to allow AAN board members to serve concurrently on the ABF Board ○ Joe Sirven, MD, if outcome of planning is to eliminate the “Brain & Life” (formerly “Neurology Now”) ex officio position <p><u>Non-Neurologists</u></p> <ul style="list-style-type: none"> • Sharon Klein <p><u>Research Advisory Committee</u></p> <ul style="list-style-type: none"> • Phyllis C. Zee, MD • Jose E. Cavazos, MD 	Kevin Goodno
9:40	3. Board Committee Structure – Continuing Discussion	Jane Ransom

	Adjourn	
	<i>Attachments:</i> <ul style="list-style-type: none">• Minutes of 7/16/18 meeting• Candidate Meetings - 2018 - 08.16.18• ABF Board Committee Structure	



**American Brain Foundation
Governance Committee Meeting
July 16, 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, Catherine Rydell, CAE; A. Gordon Smith, MD

Guest: Robert Griggs, MD

Staff: Jane Ransom, Shelly Collins Rucks, Suzi Sherman

Excused: John Mazziotta, MD; Dan Gasby

The meeting was called to order at 9:05 a.m. When the attendance reached a quorum the minutes of the meeting of May 21, 2018 were approved.

1. Research Advisory Committee Nominees

Research Advisory Committee Chair, Robert Griggs, MD, reviewed the plan to add two new members to the Research Advisory Committee for terms beginning on January 1, 2019 and discussed the process for selecting them. He introduced the two nominees and asked that they be recommended to the Board for election. They are: Phyllis C. Zee, MD and Jose E. Cavazos, MD. They bring expertise in sleep and in epilepsy, respectively, to the committee, as well as greater diversity in gender and ethnicity. The Governance Committee unanimously recommended Drs. Zee and Cavazos to the Board for election.

2. Board Recruitment Process

The Committee reviewed a written outline of the process the Governance Committee has been following for recruiting candidates. It includes identifying gaps in skills, backgrounds, and geography, and the opportunity for the ABF Board and other stakeholders to suggest names that meet our identified needs through surveys. This is followed by meetings with candidates and further discussion by the Governance Committee. Only after following all of the steps in the process are candidates placed in nomination for election by the Board.

The Governance Committee discussed the process and agreed that we are following the right steps. However, we should continue to develop strategies for getting larger numbers of nominees.

3. Board Recruitment Update

Developments in recruitment of Board members:

- We have informed **Brenda Banwell, MD** that recruitment of currently-serving AAN Board members is on hold until completion of the ABF/AAN planning process
- **David Dodick, MD** met with Joe Sirven and Jane Ransom and would be excited to join the Board.
- **Ron Peterson, MD** and Jane Ransom discussed the opportunity to join the Board and he seemed agreeable. Cathy Rydell will call him for a peer-to-peer discussion.
- **Sharon Klein**, President of Wilmington Trust for NY Metro Area, discussed the opportunity to join the ABF Board with Marty Shenkman and Jane Ransom. She is strongly considering.

4. How is the Board Doing?

Based upon feedback from one-to-one discussions, as well as from the last Board meeting, Kevin Goodno asked committee members to consider three ideas:

a. Consolidation of Committee Structure

The idea of consolidating most work into three committees (Governance, Internal Affairs, External Affairs), which is a trend among smaller nonprofits was discussed. Committee members asked for more analysis, which Jane Ransom offered to develop.

b. Streamline Board Calendar

In response to requests for fewer Board phone calls, Ransom and Goodno will look at the possibility of eliminating some calls in 2019.

c. Adopt Board Principles

The purpose would be for the Board to agree to a set of principles regarding how it operates in areas as like, purpose and focus of meetings, treatment of committee recommendations, diversity, and other. Committee members were not enthusiastic about developing something like this now.

Candidate Meetings - 2018

Recruiters	Neurologist Candidate	Scheduled Meeting	Interested?
John Mazziotta & Jane Ransom	James Grotta, MD ¹	June 13, 2018 at 10:00 a.m. CT	YES
Jane Ransom & Shelly Rucks	Frances Jensen, MD	May 17, 2018 at 9:00 a.m. ET	YES, though probably not for another 1-2 years
Gordon Smith, Jane Ransom & Shelly Rucks	Brenda Banwell, MD ²	May 17, 2018, 5:30 p.m. ET	YES
Cathy Rydell & Jane Ransom	Ron Peterson, MD	July 17, 2018, 9:30 a.m. CT	
Joe Sirven & Jane Ransom	David Dodick	June 25, 2018, 10:00 a.m. CT	YES

Recruiters	Non-Neurologist Candidate	Scheduled Meeting	Interested?
Marty Shenkman & Jane Ransom	Sharon Klein	July 10, 2018 at 12:00 Noon ET	YES
Jane Ransom & ??	Gabe Gelman		
Jane Ransom & ??	Ryan Watts	July 12, 2018 at	NO
Joe Sirven & Jane Ransom	Julia Wallace	<i>Scheduling in progress</i>	

¹ Following the June 24th ABF Board meeting, Dr. Grotta accepted our invitation to join the ABF Board, filling the term left vacant by the passing of Dr. Kenton.

² Following the June 24th ABF Board meeting, we thanked Brenda and told her that recruitment for overlapping AAN/ABF Board positions was temporarily on hold, pending outcome of AAN/ABF partnership planning process.

ABF Board Committee Structure¹

<p style="text-align: center;">CURRENT (7 Committees)</p>	<p style="text-align: center;">FUTURE OPTION TO CONSIDER (5 Committees)</p>
<ol style="list-style-type: none"> 1. Executive Committee 2. Compensation Committee 3. Governance Committee 4. Research Advisory Committee 5. Strategic Planning Committee 6. Commitment to Cures Committee 7. <i>Plan to add a Finance Committee</i> 	<ol style="list-style-type: none"> 1. Executive Committee 2. Governance Committee 3. Research Advisory Committee 4. Internal Affairs Committee <ul style="list-style-type: none"> ▪ <i>Finance</i> ▪ <i>Investments</i> ▪ <i>Audit</i> ▪ <i>Compensation</i> ▪ <i>Space</i> ▪ <i>Risk Management</i> 5. External Affairs Committee <ul style="list-style-type: none"> ▪ <i>Fundraising</i> ▪ <i>Public awareness</i>
<p><u>STRENGTHS</u></p> <ul style="list-style-type: none"> ▪ Most committees functioning reasonably well ▪ Traditional structure <p><u>WEAKNESSES</u></p> <ul style="list-style-type: none"> ▪ We are unsure of the purpose of our Strategic Planning Committee ▪ Too many committees for a small board 	<p><u>STRENGTHS</u></p> <ul style="list-style-type: none"> ▪ Fosters a more strategic approach ▪ Most board members serve on just one committee ▪ Fewer meetings required, so less staff time involved in supporting them <p><u>WEAKNESSES</u></p> <ul style="list-style-type: none"> ▪ Learning process will be required ▪ Use of subcommittees could lead to just as many committees
<p style="text-align: center;"><u>QUESTION:</u></p> <p>Under both the “Current” and the “Future Option” model, we need to identify where overall strategy development resides; and, if it resides at the Board level, who is responsible for identifying and prepping for effective strategic discussions at the Board level? (This is a question that the Strategic Planning Committee has been raising.)</p>	

¹ Until further notice, under both of the above models, the Foundation will continue to have board members serving on the AAN/ABF Joint Audit Committee and the AAN/ABF Joint Investment Committee.