



**American Brain Foundation
Governance Committee Meeting
February 19, 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; Dan Gasby; Catherine Rydell, CAE; A. Gordon Smith, MD

Staff: Jane Ransom, Natalie Baumgartner

Excused: David Dodick, MD; John Mazziotta, MD

The meeting was called to order by Kevin Goodno at 9:05 a.m. CT. The minutes of the meeting of January 22, 2019, were approved unanimously. The remainder of the meeting focused upon the Board Officer and recruitment survey and the February 24, 2019, Board meeting agenda. The committee recommended the changes below, with recommendations in italics:

- a. **Board & Stakeholder Survey:** The Governance Committee needs the Board's input on the 2020 officer slate and 2020 Board member prospects. Part 1 of the proposed survey focuses on identifying officers and part 2 focuses on recruiting new members. Part 2 of the survey will also be sent to the AAN Board, AAN Executive Staff, AAN Science Committee, and the Foundation's Research Advisory Committee.
 - i. *The Committee agreed to move forward with the survey as it is written.*
- b. **Upcoming Board Meeting:**
 - i. Action on Revised Bylaws:
 1. Allowing non-Board members to sit on standing committees
 2. Removal of the Immediate Past Chair from the Executive Committee
 - a. The Immediate Past Chair will only serve on the Board for one term past their time as Board Chair to provide continuity
 3. Removal of the *NeurologyNow/Brain & Life* ex officio position.
 4. Allowing the President of the AAN to appoint a designee from the Executive Committee
 5. Allowing the CEO of the AAN to appoint a designee from the Executive Staff.
 - a. Ms. Rydell, Dr. Sacco, and Dr. Stevens support this decision
 6. **MOTION:** *The Governance Committee will provide a recommendation on these bylaw changes at the Board Meeting on February 24, 2019.*
 - ii. Election of Dr. Sirven:
 1. Based on the Bylaw changes in removing the ex officio position designated for Neurology Now/Brain & Life, Dr. Sirven should be voted in as a term-limited Director

2. **MOTION:** *The Governance Committee will recommend the immediate election of Dr. Sirven onto the Board as a regular Board member.*
- iii. Suzanne Miller:
 1. Ms. Ransom recently met with Ms. Miller, the President of real estate firm, Empire State Properties, to discuss an event the Foundation hopes to have in the Hamptons this summer. This connection was made through Mr. Gasby.
 2. After meeting with her, Ms. Miller is interested in joining the Foundation's board immediately, which is possible because we did not fill all the public spots for 2019.
 3. Ms. Ransom, Mr. Goodno, and Mr. Gasby will talk with Ms. Miller about the Board more in Miami, where she will join the Foundation at the Board dinner and for a portion of the February 24 Board meeting.
 4. Mr. Gasby has known Ms. Miller for 5 years and believes that she will be a good addition to the Board due to her connections, fundraising abilities, and sales abilities.
 5. *The Committee agrees that if everyone is comfortable with her after meeting her, they will recommend her as an addition to the Board.*

Mr. Gasby thanked everyone for their support during this time of heightened publicity.

Adjourned at 9:35 a.m. CT