



**American Brain Foundation
Governance Committee Meeting
March 18, 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

Staff: Jane Ransom, Natalie Baumgartner

Excused: John Mazziotta, MD; Catherine Rydell, CAE; 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 February 19, 2019, were approved unanimously. The remainder of the meeting focused on bylaw revision and term limits.

Ex-Officio Board Members: During the February 24 Board Meeting, the Board deferred planned bylaws revisions until the Foundation's the long-term relationship with AAN is determined. Conflict of interest between the Foundation Board and AAN Board members was suggested by the AAN Board during the attempted recruitment of Dr. Banwell last year. The AAN has three *ex officio* positions on the Foundation Board, but the Foundation Board has no guaranteed positions on the AAN Board. In the past, many of the neurologist board members were also AAN Board members, but with the transition to a 50% neurologist and 50% public board representation, conflict of interest is a new concern. The Foundation's relationship with AAN will be determined in September, so this discussion should be put on hold until then. There is concern that the relationship between the ABF and AAN will be diluted at a crucial moment if the AAN CEO and President are able to designate alternate representatives to the ABF board. The Foundation needs to consider how our presence with AAN can be meaningfully maintained. The Foundation needs to continue to consider what kind of relationship it wants with the AAN. The long-term relationship will affect the long-term commitment on both sides.

Immediate Past Chair: The continued participation of the immediate past chair is important from leadership and historical perspectives. It serves the best interest of the Foundation to have the past chair continue to be on the Board. If the past chair is not interested, the Foundation should provide room for flexibility, but the expectation should be that the immediate past chair will serve for the same amount of time as the current chair. The committee agreed that the immediate past chair should still be on the Executive Committee and all proposed changes in previous meetings should be disregarded.

Term limits: During the February 24 Board meeting, it was suggested that with five neurologist board members leaving, the term limits should be waived for historical knowledge purposes. The Committee agreed that abolishing term limits is against non profit best practice, and that three terms of two years is still appropriate for the Foundation's Board. Extension of term limits may be detrimental to the Foundation.

The Committee has anticipated this challenge of having some long-time neurologist board members leave the board by adding two new neurologist board members alongside two non-neurologist (public) board members each year to create a good rotation of leadership. The Foundation's requirements of neurologist board members are different than the AAN's. The Foundation needs neurologist members who can fundraise without fear of conflict of interest. The neurologists rotating off could extend their terms by becoming officers.

Dr. Griggs would be term-limited but as the Chair of the Research Advisory Committee, his term will be extended per the bylaws.

Dr. Józefowicz is happy to continue in an officer position, and Dr. Smith will be contacted to determine his availability to continue in an officer position. Mr. Goodno will continue to reach out to term-limited members to determine their willingness to continue on the Board.

The survey relating to the officer positions will help the Foundation determine the future slate of officers. The April Governance meeting will look at officer and board positions.

Adjourned at 9:34 a.m. CT