

Agenda



Governance Committee
January 4, 2016
2:00-3:00 p.m. CST
Conference Call
Call-in number: (866) 740-1260
International Numbers:
<https://www.readytalk.com/rt/an.php?tfnum=8667401260>
Access code: 9286317

Governance Committee Members	Terrence Cascino, MD; Kevin Goodno; John Mazziotta, MD; Catherine Rydell; Thomas Swift, MD
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Staff	Jane Ransom, Executive Director; John Hutchins, JD; Suzi Sherman
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	AGENDA ITEM	PRESENTED BY
2:00 p.m. CST	Welcome and review agenda	Kevin Goodno
2:05	Vetting and approving Dr. Avitzur's board designee, Dr. Sirvin	
2:15	New board member orientation	
2:25	Recruitment <ul style="list-style-type: none"> a. Review and revise draft Board Composition Matrix b. Developing a pool of nominees 	
2:45	Expectations & obligations of ABF Board members <ul style="list-style-type: none"> a. Review and revise board expectations document used in 2015 recruitment b. Are there other board procedures and practices we should be looking at? 	
3:00	Adjourn	

Meeting Summary
ABF Governance Committee
December 2, 2015

The committee meeting, chaired by Kevin Goodno, began at 8:00 a.m. CST.

Recommended Bylaws Revision

The committee reviewed and recommended a change to the ABF bylaws to allow the editor of *Neurology Now* to designate a substitute for his/her *ex officio* position on the ABF Board of Directors subject to board approval. The bylaws change will be brought up for a vote at the ABF Board meeting of December 17, 2015.

Committee Agenda and Goals

The committee will have two focus areas in 2016. The first will be to strengthen ABF governance by clarifying board expectations and creating agreements on the board's procedures and culture. The second focus will be on developing the membership of the board with an emphasis on recruiting more public members.

The ABF Board is not yet large enough to establish a separate nominating committee of the board, which is why Board Chair Kevin Goodno is keeping the nominations function within the Governance Committee, as well as chairing the committee, at this time.

2016 Recruitment

The committee will establish a systematic process which aligns recruitment efforts with the talents, skills and diversity attributes which it identifies and shares with the ABF Board for feedback. A grid will be developed by staff for further development by the committee. Future board member attributes suggested by committee members included:

- Connected to brain disease and have passion for our vision
- well connected
- Ability make financial contributions
- Connections with other corporations, foundations, causes and fundraising opportunities
- Geographic/racial/gender diversity
- High profile

The committee needs to think further about the ideal mix of board members, including the proper mix of neurologists and public members. Environmental scanning of other medical research and voluntary health organizations is underway, as part of ABF strategic planning, and should help us to understand best practices of other organizations with respect to board composition.

Recruitment strategies were also discussed. Ideas included:

- Ask ABF Board members to submit names
- Look for potential nominees during philanthropic assessment interviews
- Ask other AAN members for suggestions

The ABF needs to have clearer messaging and direction, as well as expectations of board members, finalized before formally nominating people. However, informal discussions with potential candidates are encouraged.

Staff will send the document used for the most recent round of board member recruitment to committee members. This document will be revised as needed.

Adjourned at 8:52 a.m. CST.

Board Composition Matrix

Board Members	Sector		Skill/Experience/Expertise						Access/Connections						Additional Attributes		Diversity			Years on Board	Term Exp.	Committee (s)	Office	
	Public	AAN Member	Marketing	Financial Planning/Management	Organizational Management	H.R. Management	Fundraising	Attorney	Foundations	Wealthy Individuals	Business/Corporations	Politics/Government	Religious Community	Volunteer Health Organizations	Grassroots Constituents	Major Donor giving capacity	Connected to mission/vision	Location	Gender	Race/ethnicity				
Kevin Goodno	X						X	X	X						X	X	Minnesota	M	Caucasian	4	12/31/18	Governance; Strategic Planning	Chair	

ROLES, RESPONSIBILITIES, & EXPECTATIONS OF AMERICAN BRAIN FOUNDATION BOARD OF DIRECTORS

Introduction

In meeting the goals and objectives of the organization, the ABF Board of Directors has a duty to manage the business and affairs of the organization in accordance with the articles of incorporation, bylaws, organizational policies, and Minnesota law.

The Board of Directors has the principal responsibility for fulfillment of the ABF's mission and the legal accountability for its operations. This means that as a group the Board is in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the neurologic field, and instituting a fair system of policies and procedures for human resource management as applicable to organizational operations.

Expectations of Directors

Dedication to the ABF's Mission & Goals: Demonstrate genuine interest, engagement, and/or experience in the vision, mission, goals and values of the American Brain Foundation.

Capacity and Propensity to Give: Demonstrate the ability and willingness to make a significant financial contribution, and/or to provide personal contacts and influence to help the ABF achieve its mission and goals. Including the following expectations:

- Each Director will consider the ABF a philanthropic priority and make annual gifts that reflect that priority
- So that the ABF can credibly solicit contributions from other foundations, corporations, organizations, and individuals, all Directors will make an annual contribution that is commensurate with their financial ability
- Each Director will utilize their time, industry and/or personal contacts, and other resources to educate and make "asks" of prospect organizations, corporations, and individuals

Willingness to Represent the ABF: Promote the philanthropic opportunities of the ABF to AAN members, volunteers, the public, the philanthropic community, corporations and others, by articulating the ABF's mission, goals, and activities. Including:

- Being a steward and an ambassador of the vision and mission; actively informing others about the ABF
- Encouraging support of the ABF and its research endeavors
- Participating in ABF-sponsored events & activities

Bring Governance Skills: Experience in governance and policy development, which includes providing strategic direction, monitoring organization effectiveness, overseeing financial and budgetary issues, and determining critical programmatic directions. Including:

- Contributing to the strategic leadership of the organization
- Suggesting possible nominees to the Board who can make significant contributions to the vision, mission and governance of the ABF
- Understanding real and perceived conflicts of interest

Commitment to Working Cooperatively: Work in partnership with fellow directors and staff with varying viewpoints and backgrounds to reach consensus on complex problems and issues.

Including:

- Maintaining clarity of the role of the Board and each director, as a part of the whole
- Participating in committee and other delegated work of the Board
- Willing to ask the “tough questions” and contribute to respectful and productive dialogue

Responsibilities and Duties of Directors

In carrying out their responsibilities, MN law imposes on directors the fiduciary duties of care, loyalty, and obedience. MN courts have held that the law imposes the highest standard of integrity on the bearers of these duties.

Duty of Care:

Directors of MN nonprofit organizations must discharge their duties in good faith, in a manner the trustee reasonably believes to be in the best interests of the organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. This requires directors to take the time necessary to make informed business judgments. It includes regularly assessing: Do we receive enough information? Do we question management? Do we seek external advisor assistance? Are we satisfied with responses? Responsibilities related to the duty of care include:

- Regularly attending Board meetings (at least two face-to-face and one via teleconference annually) and important related meetings
- Making a serious commitment to participate actively in committee work
- Volunteering for, and willingly accepting, assignments, and completing them thoroughly and on time
- Staying informed about Board and committee matters, preparing well for meetings, and diligently reviewing minutes and reports
- Getting to know other Board and committee members, and building a collegial working relationship that contributes to consensus
- Actively participating in annual Board and committee evaluation and planning efforts
- Protecting, preserving, investing and managing the ABF’s property consistent with donor restrictions and legal requirements.
- Staying informed about the organization's mission, services, policies, and programs

Duty of Loyalty: Directors have a duty of loyalty to the ABF; to act honestly and in good faith. A director should put the good of the organization first and avoid engaging in transactions with the organization from which the trustee (or their family) will benefit. Inherent in this duty is a director’s responsibility to make appropriate disclosures under the ABF’s conflict of interest policy and to understand and adhere to the duty of confidentiality.

Duty of Obedience: Directors have a duty to familiarize themselves with and follow the ABF’s governing documents (articles of incorporation and bylaws), to carry out the ABF’s mission and to assure that funds are used for lawful purposes. Also, directors must comply with state and federal laws that relate to the ABF and the way in which the ABF conducts its business.