



**American Brain Foundation
Board of Directors
August 2, 2018**

**10:00 a.m. EST / 9:00 a.m. CST / 8:00 a.m. MST / 7:00 a.m. PST
Conference Call**

Call to Order: Thursday, August 2, 2018, by Board Chair Kevin Goodno

In Attendance: Kevin Goodno, Chair; James Essey; Robert Griggs, MD; James Grotta, MD; Shafali Jeste, MD; Ralph Józefowicz, MD; Catherine Rydell, CAE; Jeffrey Rosenfeld, MD; Martin Shenkman, CPA; Lisa Shulman, MD; Gordon Smith, MD; Ben Utecht

Staff: Jane Ransom, Shelly Collins Rucks, Tim Engel, CFO; Lindsey Taveren, Stephanie Olson, Natalie Baumgartner

Excused: Susan Schneider Williams, Vice Chair; David Eagleman, PhD; Dan Gasby, John Mazziotta, MD; Ralph Sacco, MD; Joseph Sirven, MD

Mr. Goodno welcomed everyone with a special welcome to Dr. Grotta and discussed the agenda for the meeting.

Call for disclosure of conflicts of interest. There were none.

1. **Minutes:** Minutes from June 24, 2018, Board of Directors meeting were reviewed.

MOTION to approve the ABF Board of Directors minutes from June 24, 2018.

Approved (Unanimous).

2. **Board Chair Report:** Jane Ransom had discussions about ABF governance with each board member during May and June. There is a broad consensus that board meeting discussions should be focused on strategic and policy issues, and much less on management and process issues. There is also a desire for more social opportunities that build understanding and trust amongst board members, to enable the Board to be as effective as possible. There has been conversation around what discussion is appropriate and at what level for board meetings.

Ms. Ransom suggested creating a set of Board operating principles or a Board handbook that sets forth how we want to operate as a governing board in areas such as values, purpose/emphasis of board meetings, and role of committees, reports from committees. The committee was not interested in taking up the project at this time.

The Committee also discussed the Foundation's current committee structure. Members discussed the trend of a 3-committee structure for small nonprofits, which would be: (1) Internal Affairs Committee; (2) External Affairs Committee; and (3) Governance Committee, in addition to the Executive Committee and the Research Advisory Committee. Committee members leaned more in the direction of streamlining our current structure, possibly with the addition of a Finance Committee and the retirement of the Strategic Planning Committee.

Kevin Goodno discussed the phase in of a consent agenda format for board meetings, to minimize discussion of management issues.

- 3. Executive Director Report:** The AAN is indicating that they want to continue their partnership with the ABF and to determine a vision of what that relationship will be for the future. Ms. Rydell and Ms. Ransom are working together to create a shared purpose with the two Board Chairs. They will be gathering the officers of their Board, Christy Phelps, and Shelly Rucks to move this vision forward.

Ms. Rydell and Ms. Ransom have established a timeline around which agreements will be drafted, and recommendation that both board will vote on in February 2019.

Mr. Goodno emphasized that as the Foundation grows, the partnership between the Foundation and AAN is a key issue for our structure and strategic planning in the future.

- 4. Scaling Up for Success: Part 1:** At the June meeting of the Board, Jane Ransom and Shelly Rucks presented the concept of a five-year scaling up the ABF to prepare for a \$25 million campaign to create an endowment that funds a substantial portion of the Foundation's operating expenses. Some members of the Board wanted to know what would prevent us from beginning such a campaign much sooner than five years from now.

Shelly Rucks followed up from the June meeting by discussing the status of the ABF's donor base, and why we need time to expand it to be ready for a successful endowment campaign. She presented data showing that the ABF will need to have 32 donors who will be identified as prospects who can give \$500 K or more, and 300 donors who can potentially give \$10,000 or more. Much more work needs to be done to develop those prospects, which we don't have now.

The Board questioned if we had donors of over \$100,000 or more. The Foundation has had a few gifts of \$100,000 or more, but they are restricted gifts, and the object of the future endowment campaign is to raise unrestricted dollars that can support operations. It is possible that those who have given to grants in the past might be interested in unrestricted giving in the future.

The Foundation is currently cultivating relationships with AAN members. Only 4% of the membership is giving. The Foundation will continue to build these relationships but will also be building relationships with the *Brain & Life* readership and the public.

Board members agreed that Foundation needs to work on public messaging and public awareness campaigns. This is another reason that the ABF needs to scale up—to be able to budget substantial money toward public education. At the next board meeting, staff will review the scale-up needs and provide metrics on how the donor base can grow with new investments.

- 5. Preview of Sept. 16 Board meeting:** At the next board meeting, we will continue the discussion of scaling up the organization. We will also be creating social media content through taped interviews with members of the Board during the meeting. This is an

opportunity to continue to get to know one another rather than focusing on just the business. The Board will also discuss the evolving governance structure, the election of new board members, the year-end forecast and the draft 2019 budget.

Mr. Shenkman is writing a blog for Forbes online on charitable estate planning. This will be a good opportunity to show off the American Brain Foundation, which will be listed in his byline. This would allow the Foundation to also repost his work on the website or on social media.

Adjourn at 9:49 a.m. CST