



AMERICAN BRAIN FOUNDATION
 Governance Committee
 September 16, 2019
 9:00 a.m. CST
 Conference Call

Committee Members	Kevin Goodno, Chair; David Dodick, MD; Dan Gasby; John Mazziotta, MD; Catherine Rydell, CAE; A. Gordon Smith, MD
Guest	
Staff	Jane Ransom, ED; Lisa Deutsch

	AGENDA ITEM <i>*Indicates Board Action Needed</i>	PRESENTED BY
9:00	Call to Order	Kevin Goodno, Chair
9:05	Approval of the August 1, 2019 Minutes	Kevin Goodno
9:10	Onboarding New Board Members	Kevin Goodno
9:30	Brainstorm future priorities of Governance Committee	Kevin Goodno
3:00	Adjourn	

Other Materials:

- Minutes of August 1, 2019 (pg. 2)
- Board Orientation Checklist (pg. 4)
- 12 Key Tasks for the Governance Committee (pg. 7)



**American Brain Foundation
Governance Committee Meeting
August 1, 2019**

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

In attendance: Kevin Goodno, Chair; David Dodick, MD, Dan Gasby; Catherine Rydell, CAE

Staff: Jane Ransom, ED; Lisa Deutsch

Excused: A. Gordon Smith, MD, John Mazziotta, MD

Kevin Goodno, Chair, called the meeting to order at 9:15 a.m. CT. The minutes of June 17, 2019 were approved unanimously. The next agenda item was the Officer's Slate.

1. 2020 Directors Slate

The committee reviewed non-neurologist and neurologist candidates. Five people can potentially be added to the Board—three non-neurologists and two neurologists in order to meet benchmarks.

The committee reviewed the status of discussions with short-listed candidates. There are two people who are still deciding whether they have time to join the Board. We're hoping to hear from them next week. The decision was made to wait until we hear from them before deciding which names to put into nomination.

2. 2020 Officers Slate

As he had done at the June committee meeting, Mr. Goodno reviewed his discussions with all Board members and reported on those who have been suggested as potential officers, as well as on those who have expressed interest or willingness to become an officer.

After a review of the Board standards set by BoardSource "Qualities of Excellent Board Officers" (attached), and a discussion of the talents and qualifications, the committee agreed to the slate below as a very strong leadership team for the ABF:

- Vice Chair: Susan Schneider Williams (continue)
- Secretary: Dr. Shafali Jeste
- Treasurer: Jim Essey

The committee moved to approve the slate listed above, voting unanimously in favor.

The committee had previously discussed Dr. David Dodick as the new Board Chair. Dr. Dodick recused himself from the discussion on the Board Chair position. It was decided by the remaining committee members that an e-mail vote would be conducted with the committee members (except Dr. Dodick) regarding approval of Dr. Dodick's nomination as Chair.

The committee will put forward the slate of nominees to the full Board for a vote at its August 8, 2019 meeting. The committee recommends that the vote be held in August, so that the AAN knows who our officers will be in 2020 as they deliberate future funding for the ABF.

Meeting Adjourned: 9:42 a.m. CT

Subsequent to the meeting the new Board Member Slate was finalized with the addition of Cindy McCain. The Governance Committee voted unanimously by email to nominate the Board Member Slate and Officers Slate.

BOARD MEMBER ORIENTATION CHECKLIST

This checklist is a general outline to guide the orientation of new board members. Your organization should modify it as you see fit to ensure that all new board members are provided with the information necessary to fulfill their responsibilities.

PROGRAM

- ✓ Tour facilities
- ✓ Presentation by chief executive, key staff, video, or other electronic media.
Materials to share with board members:
 - Organization's web site address
 - Annual calendar
 - Publications and programs list

HISTORY

- ✓ Ensure that new board members understand the history of the organization.
When was it founded? Why? How has it grown and developed over time?
Materials to share with board members:
 - Brief written history or fact sheet on the organization
 - Brochures
 - Newsletters
 - Articles of incorporation
 - Note whether Directors and Officers insurance has been used in the past

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.

STRATEGIC DIRECTION

- ✓ Review strategic plan
Materials to share with board members:
 - Most recent strategic plan
 - Current case statement
 - Recent press clippings

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Follow trends in the organization's field of interest and keep informed.

FINANCES

- ✓ Presentation by chief executive, chief financial officer or treasurer.
- ✓ Review recent financials and teach board members how to read and understand organizational financial statements.
- ✓ Provide an overview of the budget practices board members will need to know, including what to know to approve organizational budgets, what the Form 990 is, and how to read a financial statement.

Materials to share with board members:

- Annual reports
- Last three Form 990s (this information should also be shared during recruitment, even if documents are public).

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

ORGANIZATIONAL STRUCTURE

- ✓ Review bylaws
- ✓ Review organizational chart
- ✓ Introduce key staff members
- ✓ Make sure board members not only understand how the organization is structured, but also how the board interacts with specific departments and staff members.

Materials to share with board members:

- Committee job descriptions
- List of staff positions
- Bylaws

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Avoid prejudiced judgments on the basis of information received from individuals; urge staff members with grievances to follow established policies and procedures through their supervisors. All significant matters coming to you should be called to the attention of the chief executive and/or the board's elected leader as appropriate.

BOARD ROLES & INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

- ✓ Discussion with board chair or whole board about the role of the full board versus the responsibilities of individual board members

For a brief overview, [download our infographic on board member responsibilities](#).

- ✓ Include fundraising responsibilities of individual board members, role that advocacy plays in mission achievement, and how board members can stand for their missions

Materials to share with board members:

- Board member letter of agreement
- Conflict of Interest policy
- Board roster
- Board member position description
- Document describing board roles v. individual board member roles
- Recent board meeting minutes

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Prepare for and conscientiously participate in board and committee meetings, including appropriate organizational activities when possible.

Understand and embrace fiduciary responsibilities.

Act as an ambassador for the organization when in public, speak only with one voice outside of board room.

Volunteer outside of board role when appropriate.

Suggest to the appropriate committee possible nominees for board membership who would make significant contributions to the board and organization.

BOARD OPERATIONS

- ✓ Review board manual

- ✓ Meet with board chair

- ✓ Accept committee or task force assignment

- ✓ Attend board meetings

Materials to share with board members:

- Schedule of board meetings
- Schedules of committee meetings
- Full board roster and committee rosters

GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Serve in leadership positions and undertake special assignments willingly and enthusiastically.

Attend all board meetings and come prepared to participate.

12 Key Tasks for the Governance Committee

1. Develop a board member, committee* member, and officer** recruitment strategy, taking into account desired skill sets and diverse perspectives
2. Continually identify and recruit candidates for the board, committee and officer positions consistent with such strategy
3. Develop, and ensure appropriate implementation of, a board, committee, and officer orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity
4. Develop and implement a plan for continually educating the board, committees, and officers, and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision-making
5. Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities
6. Periodically review the governing documents of the organization and whether they are consistent with applicable laws and actual or desired organizational practices; amend such governing documents, as necessary
7. Develop and review other governance policies to guide effective oversight and thoughtful planning
8. Review the performance of the board and committees, including the effectiveness of meetings, and make recommendations, as appropriate
9. Review the performance of, and any perceived or actual conflicts involving, individual board members
10. Ensure timely and compliant elections of board members and officers
11. Recommend retention and re-election of incumbent board members, as appropriate
12. Recommend the request for resignation or removal of a board member, as appropriate

* Reference to “committees” above are generally to those committees with governance-related responsibilities that report to the board

** References to “officers” above are generally to those officer positions that are to be occupied by board members or other volunteers

Additional Tasks that May be Delegated to the Governance Committee

1. Develop a job description for the Executive
2. Conduct a regular performance review of the Executive
3. Approve any change in compensation of the Executive (possibly for recommendation to the Board before its final approval)

Legal Perspectives on the Governance Committee

Composition. In determining who should be members of the governance committee, a board should decide whether or not the body should fall within the definition of a “board committee” (i.e., one that is composed solely of board members). If the composition of the committee is not restricted to board members, which may be perfectly appropriate, the board should determine whether it is entitled to legally rely upon the information, opinions, reports or statements prepared or presented by the governance committee. Depending on state law, the board may only be able to rely upon a committee that is not a board committee if it is solely composed of board members, officers, employees, and/or professionals or experts who have competence on the particular matter at issue.

Delegated Responsibilities. In determining what responsibilities should be delegated to the governance committee, a board should exercise reasonable caution if the committee’s role is more than advisory. In such case, the board should also exercise appropriate oversight over the decisions and actions of the committee. For example, if the committee is tasked to develop and implement a board recruitment

strategy, the board should review the written strategy before it is implemented. The board may also want to provide some guidelines to the committee up front so the strategy addresses areas of importance to the board (e.g., racial diversity, gender diversity, experiences relevant to the organization's beneficiaries) that might not be factor into the committee's plan (which might be focused more on fundraising capacity and professional skill sets). Similarly, if the committee is tasked to develop a governance policy, like a whistleblower policy, the board should ensure the committee has the capacity to develop a policy that is compliant with applicable law and appropriately addresses the organization's risk areas. In addition, the board should have an opportunity to review the final policy before it is formally adopted.

Review of the Articles and Bylaws. The articles of incorporation and bylaws of the organization should be reviewed at least every few years and whenever the committee or the board is aware of a change in the law or governance practice that is inconsistent with one or more provisions of the governing documents. Perhaps the most important change to look for is a change to the purpose of the organization. Mission statements typically evolve over an organization's lifespan, but it's not uncommon for an organization to fail to update its purpose statement in its governing documents as its mission changes. Where the mission statement is inconsistent with the governing documents, the organization may be acting outside of its authority and breaching the [charitable trust](#) imposed upon its assets. See [7 Reasons to Review Your Bylaws Now](#) and [Amending Bylaws of a California Nonprofit Corporation](#).

Diversity and Recruitment of Board Members. Diversity has an expansive definition that may provide limited guidance if offered as a directive to a governance committee. So, it will generally be preferable to spell out more precisely the diversity mandate – whether it be to increase the representation of a particular race or ethnic group or of past or current beneficiaries or of some other category. And adding diversity is an insufficient goal in and of itself. The governance committee must consider how the board and the organization will build a culture of inclusion that does not treat any board member as a token or single representative for the entire group with which she or he may identify. Further, the governance committee should consider why and how a diverse board can (1) enhance the organization's ability to further its mission, vision, and values; (2) better understand the challenges, risks, and inequities the organization faces and should seek to manage or address; and (3) contribute to the overall public good. It should be very clear that whether board members are meeting their fiduciary duties to act in the best interests of the organization are related in part to their action or inaction on matters of diversity, inclusion, and equity. See [Diversity, Inclusion, and Equity](#) (BoardSource) and [Why diversity, inclusion, and equity matter for nonprofits](#) (National Council of Nonprofits).

Source: NEO Law Group