



AMERICAN BRAIN FOUNDATION
 Governance Committee
 March 16, 2020
 9:00 a.m. CST
 Conference Call

Committee Members	Kevin Goodno, Chair; Susan Schneider Williams, BFA; Frances Jensen, MD; Ben Utecht David Dodick, MD;
Staff	Jane Ransom, ED; Kim Howard

	AGENDA ITEM <i>*Indicates Board Action Needed</i>	PRESENTED BY
9:00	Call to Order	Kevin Goodno, Chair
9:05	Approval of the September 16, 2019 Minutes	Kevin Goodno
9:10	Introductions	Kevin Goodno
9:15	Purpose of the Governance Committee <ol style="list-style-type: none"> 1. Recommend to the Board, Members of <ol style="list-style-type: none"> a. Board of Directors b. Research Advisory Committee 2. Measure the quality of performance of <ol style="list-style-type: none"> a. Board of Directors as a whole b. Individual Board members 	Kevin Goodno
9:25	On-Boarding New Board Members	Jane Ransom
9:30	Board Composition	Jane Ransom
9:40	Board Assessment Survey Results	Jane Ransom
9:50	Establish 2020 Priorities	Kevin Goodno

Other Materials:

- Minutes of September 16, 2019 (pg. 2)
- Board Term Expiration Roster (pg. XX)
- Results of Board Assessment Survey (pg. XX)



**American Brain Foundation
Governance Committee Meeting
September 16, 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; John Mazziotta, MD

Staff: Jane Ransom, ED; Lisa Deutsch

Excused: Dan Gasby; Catherine Rydell, CAE; A. Gordon Smith, MD,

Mr. Kevin Goodno, Chair, called the meeting to order at 9:00 a.m. CT. The minutes of August 1, 2019 were approved unanimously. The next agenda item was Onboarding New Board Members.

1. Onboarding New Board Members

The Board discussed ideas for onboarding our five new members at its meeting of September 15, 2019. Several ideas emerged:

- Each new member needs a brief webinar to cover Board 101 basics, bylaws, and legal obligations.
- Ms. Rydell presented a compelling idea, to have the ED and/or Board Chair travel to spend a day with each new member to build a personal relationship. Ms. Ransom and Dr. Dodick are committed to this plan.
- Assign each new member a mentor, someone with experience who can be available for questions, coaching, and one-on-one advice.

Our Board meeting in February 2020:

- Provides an opportunity to bring all new members together to build a relationship with each other and integrate into the community of the board.
- Mr. Dodick, as our new Board Chair, will organize a meeting to discuss strategic planning based on our new relationship agreement with the AAN.

It was noted that several of our newest board members would also benefit from a mentor relationship, to strengthen their engagement and relationships. A suggestion was made to partner each new public member with a doctor, and vice versa. Ms. Ransom will summarize these ideas and communicate them via email.

2. Brainstorm Future Priorities of the Governance Committee

With the approval of our newest board members, the board is at capacity, with no terms expiring until 2022. With that in mind, Mr. Goodno led a discussion on Governance priorities.

- A. Keeping our alumni members involved and engaged with the ABF. Ideas included:
- Placing them on standing committees as appropriate
 - Create an alumni “council”, give them an ad hoc project, an event to own and be responsible for as a team
 - Gather socially at the AAN meeting, give informational updates, and treat them as ABF “ambassadors”
- B. Mr. Dodick and Mr. Goodno will start setting the committee structure for 2020.
- C. A future focus of the Governance Committee could be on developing an Advisory Council.
- D. Mr. Goodno suggested the incoming Executive Committee should discuss and determine priorities. Our work should flow from the new committee leaders.
- E. Ms. Ransom would like to keep the people who were considered for board from the AAN’s diverse leadership groups, informed and engaged with the ABF.
- F. Dr. Dodick suggested that Dr. Shulman and Dr. Smith may be good candidates to consult on our new relationship and strategic alignment with the AAN board.
- G. Ms. Ransom raised a question regarding the role of the board. Do we need an agreement about how to operate? What should the balance be between discussions vs. hearing reports? Dr. Dodick noted the marketing discussion yesterday was not presented at the right level for the board. We may want to consider tying a board member to each staff strategic initiative, so it’s presented in tandem with the board meeting.

Our next meeting is scheduled for October 21, 2019. We may cancel this meeting. Ms. Ransom will keep the committee apprised.

Meeting Adjourned: 9:25 a.m. CT

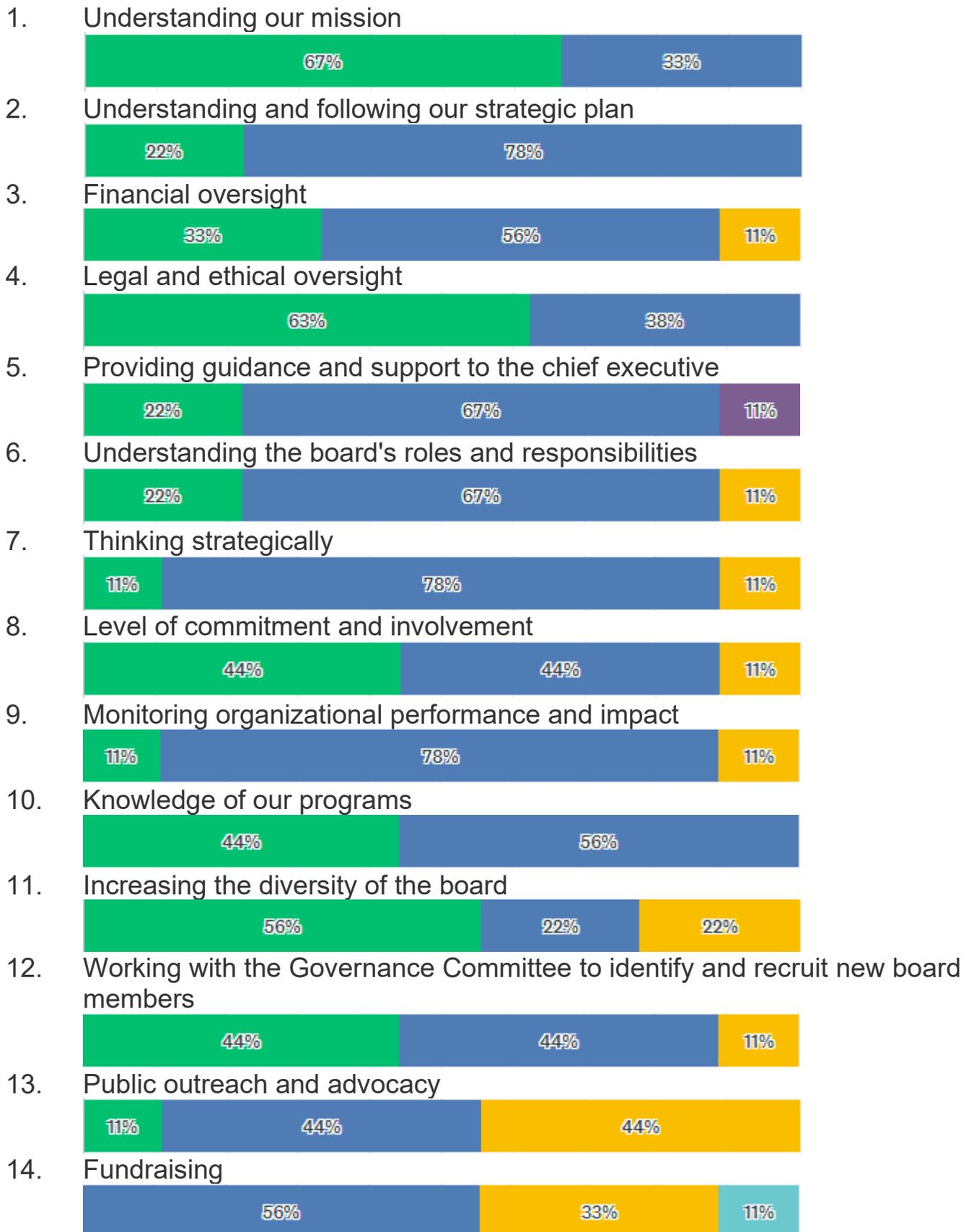


2019 Board Assessment Survey

*Survey results presented are based on the responses from 9 board members.

Question 1 – Grade our boards performance in the following areas:

■ A
 ■ B
 ■ C
 ■ D
 ■ F
 ■ N/A



Question 2 – How strongly do you agree or disagree with the following statements?

Strongly agree Agree Disagree Strongly Disagree N/A

1. We have the right board members to effectively oversee the govern the organization.



2. We have an effective process in place for succession of board officers.



3. The board’s level of financial expertise is sufficient to monitor the organization’s financial health.

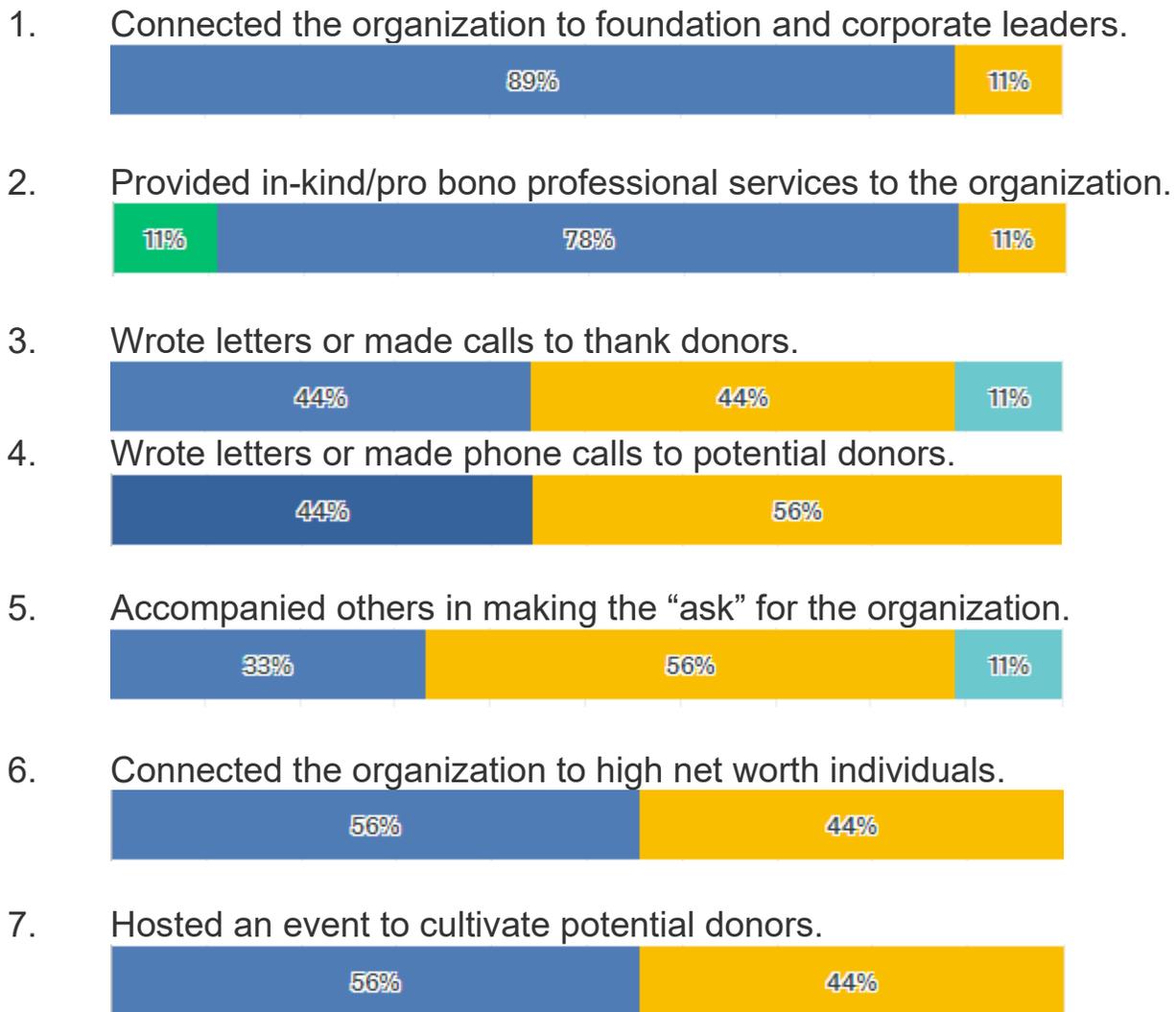


4. The orientation process is effective and enables board members to get “up-to-speed” quickly.



Question 3 – When thinking about the 2019 fundraising, indicate what portion of board member participated in the following efforts.

■ Almost all ■ Some ■ Very few ■ None

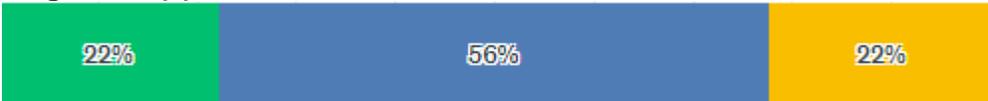


Question 4 – When thinking about the organization’s board, to what extent:

Very great extent Great extent Some extent Not at all

1. Does the board have the right composition to connect the Foundation to high net worth individuals?


Extent	Percentage
Very great extent	11%
Great extent	22%
Some extent	67%
2. Does the board have the right composition to connect the Foundation to corporate and foundation leaders?


Extent	Percentage
Very great extent	11%
Great extent	22%
Some extent	67%
3. Does the board have the right composition to appeal to the AAN membership to give support?


Extent	Percentage
Very great extent	22%
Great extent	56%
Some extent	22%

Question 5 – How strongly do you agree or disagree with the following statements?

Strongly agree Agree Disagree Strongly disagree N/A

1. There is effective collaboration between the chief executive and the board on major decisions.


Response	Percentage
Strongly agree	56%
Agree	44%
2. The chief executive actively involves the board in leading the organization.


Response	Percentage
Strongly agree	56%
Agree	44%
3. The communication between the chief executive and the board is open and honest.


Response	Percentage
Strongly agree	67%
Agree	33%

Question 5 – Please share any further comments or questions about improving the effectiveness of our board.

1. As expected, the new hybrid composition of the board presents new challenges and the board's process is in evolution. As my responses indicate, there are many areas for future growth. In particular, striking the right balance between 1) the skills of the neurologist and non-neurologist members and 2) the level of involvement and integration between the staff and the board.
2. The CEO could be more aggressive in tasking the Board members.
3. The Board includes only nice, congenial people. But there ought to be a collective impatience with results to date.