



**American Brain Foundation
Governance Committee Meeting
March 16, 2020
9:00 a.m. CST
Conference Call**

In attendance: Kevin Goodno, Chair; Susan Schneider Williams, BFA; Frances Jensen, MD; Ben Utecht; David Dodick, MD

Staff: Jane Ransom, ED; Kim Howard

Mr. Kevin Goodno, Chair, called the meeting to order at 9:07 a.m. CT. The minutes of September 16, 2019 were approved unanimously. Individual introductions were made of the members of this committee.

- 1. Purpose of the Governance Committee (Kevin Goodno)** Mr. Goodno stated the purpose of the Governance committee is to recommend to the Board, potential members of the Board of Directors and the Research Advisory Committee and also measure the quality of performance of the Board of Directors as a whole and individual Board members. When recommending new Board members what kind of engagement do we have with them? It is important we continue that discussion once they become members and check in with them to see if we are meeting their needs and in the bigger picture ask are they meeting the boards needs?
- 2. On-Board New Board Members (Jane Ransom)** Ms. Ransom had in-person meetings with each new board member and an online on-boarding orientation was presented by Dr. Dodick and Ms. Williams for all new members to cover the ABF basics. These personal meetings have helped to start to develop a positive relationship with each of the new members and allowed time to discuss their interests. The success of this new on-boarding approach was reflected at the Board of Directors meeting in Scottsdale with fewer questions about organizational history and relationships. The idea of assigning new board members a buddy was mentioned again and it was decided by the committee after much discussion that since the orientation went well that this buddy system is not necessary at this time. We don't want to keep people from reaching out to Dr. Dodick or Ms. Ransom directly. Ms. Ransom will have a call with all new board members to encourage them to call her anytime. Mr. Utecht mentioned simple onboarding cultural/behavioral assessment tool he has used called Behavior Essentials, which he suggests using for all board members and staff members.
- 3. Board Composition (Jane Ransom)** We should plan ahead for the Board of Directors term expirations at the end of 2020. We need to build a pool of potential public members. We also need to fill vacancies on the Research Advisory Committee. The pool of candidates has typically been developed by surveying the Boards of ABF and AAN, as well as members of the Research Advisory, the AAN executive staff, and the ABF staff.

Ransom is continuing to build the relationship with Susan Sarofim and she felt she would be a great addition for this board. It's possible that we could have an opening for a public member of the Board by the end of this year.

4. **Board Assessment Survey Results (Jane Ransom)** Ms. Ransom walked through the Board Assessment Survey Results. This survey was sent to the 2019 Board and nine members responded, less than 50%. Survey results highlights include the following:

The first sequence of questions showed we are doing very well with a high percentage of A's in understanding our mission, legal and ethical oversight, level of commitment and involvement, and knowledge of our programs. A few questions received a larger percentage of C's including increasing the diversity of the board, public outreach and advocacy and fundraising. Fundraising was a question that received very mixed results, A-56%, B-33%, D-11%. The question regarding the orientation process showed some weaknesses, but this is prior to our improvements with this year's new members.

Board participation in fundraising needs improvement, including: connecting the organization with potential donors, writing letters or making calls to thank donors, accompanying others in making the "ask" for the organization, connecting the organization to high net worth individuals, and hosting an event to cultivate potential donors.

The final question related to the board's composition. The members feel pretty strongly we have the right composition to appeal to the AAN membership to give support, they feel less strongly that we have the right composition to connect the Foundation to high net worth individuals and corporate and foundation leaders, this is an area we need to continue to improve.

5. **Establish 2020 Priorities (Kevin Goodno)** We should look at the people coming up for renewal at the end of 2020 and recruit new people for 2021 for both the Board and the Research Advisory Committee. We could create a more formal governance structure where the members of the Governance committee speak with people whose terms are coming up. Let's focus on this over the next few month, specifically individuals up for renewal and new members we are searching for. We need to determine what is important to us and what does our board need.

Meeting Adjourned: 9:46 a.m. CT