



**American Brain Foundation
Compensation Committee Meeting
December 8, 2020
4:00 p.m. CT
Conference Call**

In attendance: Kevin Goodno, Chair; Martin Shenkman, Jacqueline French, MD, Ben Lenail, David Dodick, MD

Staff: Jane Ransom, Deanna Ekholm, Kevin Myren, CFO; Kim Howard

The meeting was called to order at 4:02 pm CT by Kevin Goodno

The members approved the minutes of the February 18, 2020 meeting unanimously.

1. **Executive Director 2020 Performance Review (Deanna Ekholm)** The Executive Director survey that was used for 2019 was reviewed. Based on what the AAN is doing, the recommendation was made to add two new questions to the 2020 survey. The first was about demonstrating a commitment to equity, diversity and inclusion throughout the organization. The second was in regard to agile leadership during the Covid-19 pandemic and being able to balance strategic vision against the demands of the immediate challenges. The committee agreed with those recommendations and those questions will be added to the 2020 performance review.

The survey will be sent out in early January to all ABF Board members, AAN CEO Mary Post, and the AAN Board President Dr. Jim Stevens. By sending it in January we hope to get a better response rate than when we previously sent the survey in December. The responses will then be reviewed with the Compensation Committee at the February 16, 2021 meeting along with the recommendations for compensation and incentive payout. The Compensation Committee will make a recommendation to the Board Chair, who will ask for the Board's review and approval in the Executive Session of the February 19, 2021 board meeting. The Board Chair and Executive Director will then meet to go over the results of the survey, compensation and incentives as approved by the board.

Ms. Ekholm mentioned the AAN Board has implemented the performance review is held by the current chair, the incoming chair and the immediate past president allowing for a nice continuity year over year as those terms end. This could be discussed further with the executive committee regarding who is the review committee and who should be conducting the reviews. Kevin recommended discussing this further at the next executive committee meeting.

2. **2021 Board Scorecard Recommendation (Jane Ransom)** This committee approves and recommends the scorecard for the following year to the entire board. The 2021 scorecard will be based on our 2021 budget goals rather than the business plan goals. The AAN adjusted our business plan goals for 2021 back to the 2020 goals, but the Finance Committee decided our ABF 2021 goals should be based on our actual 2021

budget. The \$4.3M in the restricted fund and the \$867K in the unrestricted fund are coming directly from the 2021 budget. The rest of the scorecard is being built out with 2020 results as the threshold and adding the appropriate percentages for the target and maximum goals. Two new marketing goals will be added to the 2021 scorecard so that we can better track marketing results. This complete document will be shared at the next compensation meeting in.

3. **2021 Incentive Goals Recommendation (Jane Ransom)** This committee needs to recommend the top 4-5 goals to be used for the 2021 incentive grid from the board scorecard. The complete scorecard categories were reviewed line by line showing all the options the committee can choose from for the 2021 incentive. In 2020 one public engagement goal, three philanthropy goals and one financial goal were selected. Based on the discussion, a few new items will be added to track related to public engagement on the 2021 board scorecard. Staff should suggest two in public engagement to add to the incentive and possibly drop the net operating increase/decrease.
4. **Meeting of February 16, 2021 (Kevin Goodno)** The next Compensation Committee meeting will review the survey results, final 2020 Scorecard results and 2020 incentive results. The new 2021 incentive goals will also be finalized to present to the board. A recommendation from this committee will be needed to present any compensation change for 2021 and the incentive payout for 2020 for the Executive Director and staff to the board at the executive session at the February 19 board meeting.

Discussion: Ben Lenail mentioned his observations as a new board and committee member that our goals, as they are outlined, are a bit dry and also very quantitative. Ben thinks goals need to be tied to a more visceral way of operating, capturing people's imagination as well as starting programs that are going to make a strategic difference. Ideally that is what you measure people on and compensate and reward people on. Jane Ransom mentioned the survey questions that are sent relate more to this aspect that Ben mentioned. Kevin Goodno said this would be a great conversation to have with the board at the executive session and he hoped that Ben could lead that discussion.

Meeting adjourned at 4:38 pm CT