



AMERICAN BRAIN FOUNDATION

Executive Committee

February 17, 2022

10:00 a.m. CST

Zoom Video Call

Committee Members	David Dodick, MN, Chair; Ben Lenail, Vice Chair; James Essey, Treasurer; Jacqueline French, MD, Secretary
Staff	Jane Ransom, ED; Kim Howard

	AGENDA ITEM <i>*Indicates Board Action Needed</i>	PRESENTED BY
10:00 CST	Call to Order <ul style="list-style-type: none">Approval of the November 19, 2021 Draft MinutesBoard Chair Remarks	David Dodick, MD, Chair
10:05	Executive Director Report	Jane Ransom
10:10	Strategic Planning	Jane Ransom
10:20	Appoint Vice Chair of Research Advisory Committee	David Dodick
10:30	Establish Funds <ul style="list-style-type: none">Stephen L. Hauser MS Research FundBrain Health Research Fund	David Dodick
10:40	Executive Session <ul style="list-style-type: none">ED Compensation2021 Incentive	Kevin Goodno
11:00	Adjourn	

Meeting Materials:

- Draft Minutes of November 19, 2021 Executive Committee Meeting – page 2
- Executive Director Report - page 4
- Strategic Planning Summary - page 6
- Memo re Vice Chair appointment for Research Advisory Committee - page 14
- Stephen L. Hauser MS Research Fund - page 18
- Brain Health Research Fund - page 21

**American Brain Foundation
Executive Committee Meeting
November 19, 2021
10:00 a.m. CT
Video Conference Call**

In Attendance: David Dodick, MD, Chair; Susan Schneider Williams, Vice Chair; James Essey, Treasurer; Kevin Goodno, Immediate Past Chair

Guests: Ben Lenail, Jacqueline French, MD (in-coming vice-chair and secretary)

Excused: Jim Essey, Shafali Jeste, MD

Staff: Jane Ransom, ED; Kim Howard

The meeting was called to order at 10:06 a.m. CT by David Dodick.

The members approved the minutes of the October 7, 2021 meeting unanimously.

Board Chair Remarks (David Dodick, MD)

Fundraising for Commitment to Cures is doing well, especially thanks to event chair Sean Sansiveri. Our target is \$180K, and we are currently at \$160K, so we should be able to achieve our goal. We are also requesting donations to our new Stephen Hauser Fund for MS Research. Donation requests will go out soon to five pharma companies giving them the opportunity to donate pending feedback from the committee.

AAN/ABF Joint Leadership Meeting

A Joint AAN/ABF leadership meeting took place in early November. David Dodick introduced the idea of a partnership with the NFL. They were hesitant and requested data regarding what the league has done to make the game safer, and what the impact has been on reducing incidences of concussion. David provided them with information about the establishment of an NFL scientific advisory committee, how they have provided funding for brain disease research. However, a systematic review by a British Medical Journal last year reported that those efforts have made little to no impact thus far. Nevertheless, David feels a partnership would help raise ABF awareness as well as benefit the NFL's image.

- Kevin Goodno noted that one reason the ABF moved away from the AAN was to be more independent. He believes that the NFL have started taking steps and are looking for improvement. The NFL remains popular and has a lot of influence.
- Jackie French agreed that the NFL has demonstrated a commitment to improve, and we can help them move toward that goal. A partnership would be beneficial to ABF.

David will continue to push this forward.

Board Retreat Focus:

David asked the committee for their opinions on the focus of our upcoming retreat and agenda. Everyone agreed that there should be two focus areas: (1) Strategic Planning; and (2) Getting to know each other after two years of no in-person meetings. Regarding number two, a number of tactics were suggested, including small group discussions, video interviews, and sharing by individual board members about why they are committed to the ABF's mission.

Board Retreat Dates and Venue

Jane and Kim proposed two dates/cities to our board and gathered responses on availability and location preferences. Neither date proved to be an ideal choice.

The group agreed on a warm weather destination to allow for outdoor socializing and personal comfort levels during COVID precautions/restrictions. Additional dates will be sent for feedback, perhaps February 4-6, or 11-13.

2022 Marketing/Public Awareness Metrics

With 2021 being our first full year with Yakkety Yak, our digital marketing agency, Jane asked them provide information around our goals for 2022. They sent some industry insights and growth benchmarks. They also provided two client examples we can use for comparison, and reminded us that there will be plateaus after initial years of growth.

The Executive Committee is concerned that our marketing growth goals should be more aggressive. Many questions arose. Should ABF reallocate resources to focus on one marketing tactic? Are we trying to do too much? Should we focus on the NFL partnership? Are we focusing on the right demographic?

Committee members agreed that strategic planning should guide ABF's marketing efforts, underlining the importance of the upcoming retreat.

Meeting adjourned at 11:00 a.m. CT

TO: Executive Committee
FROM: Jane Ransom, Executive Director
DATE: February 16, 2022
SUBJECT: Report for meeting of February 17, 2022

Fundraising

The January 2021 Development Report show ABF starting off with \$216,529 in funds raised during the first month of the year.

2022 will be the foundation's most challenging fundraising year ever, with a goal of raising of \$2 million more this year than last year. The glidepath to success is raising at least \$2 million for the new neuroinflammation initiative. We have many meetings underway with potential research and funding partners for the initiative.

In December 2021, ABF hired the Veritus Group to work with the foundation, for at least a year, to develop relationally and analytically based major gift donor management strategies that result in higher donor retention and giving. Currently we are evaluating major gift portfolios and prioritizing donors based upon their relationship with ABF and their capacity to give.

The overall fundraising goal for Commitment to Cures 2022 is \$261,000. We are currently at \$503,000 in sponsorships and are pushing to exceed our goal as much as possible. Event Chair, Sean Sansiveri is responsible for the majority of the sponsorships we've raised.

The focus of our annual fund this year will be on launching new engagement strategies to support all fundraising programs, including new biannual impact reports, 2 stewardship campaigns, webinars with relevant topics and engaging programs, and peer-to-peer fundraising.

Research

With 17 new clinical research training scholarships (CRTS) and the \$3,015,000 LBD award being granted by the ABF to the AAN in 2022, this will be our highest ever year of grant making for research. The LBD grant was finalized with the AAN after the board approved it last month.

In 2022 we will be working to form new research funding partnerships with pharmaceutical and medical device companies to underwrite both Next Generation (CRTS) grants, the LBD initiative, and the new neuroinflammation initiative.

In most cases, ABF is contributing approximately \$50,000 plus administrative expenses to match \$100,000 gifts from our research partners. Staff is creating a strategic financial plan for research grant making, which both reduces our cash contribution and assures that there are adequate funds to pay our portion.

Public Awareness

Current projects include:

- Awareness campaign on the LBD award culminating in Feb. 21 virtual event
- Commitment to Cures pre-event publicity, working with all awardees to use their social media platforms
- Commitment to Cures event script, media, and live stream component
- Release of our first bi-annual Impact Report
- Virtual salons, with topics determined through an SEO study
 - Sleep
 - Signs & Symptoms of Brain Diseases
 - Ted Burns Humanism in Neurology Award
 - Receiving a brain disease diagnosis

Partnership with AAN

Our research partnership with AAN has grown stronger over the past year. In 2022 we are looking forward to further discussions between our Research Advisory Committee and AAN's Science Committee about increasing diversity, equity and inclusion in the research program; developing another cross-cutting research initiative; and strengthening our Next Generation grant program.

I am hopeful that 2022 will be a year for further clarifying the respective roles of AAN and ABF in public awareness and education, and for creating synergies that benefit both organizations in this area.

AAN and ABF are currently in discussion over the administration of the operating grant we receive from AAN. The question at hand is whether ABF should return operating funds to AAN when we have a surplus. The Finance Committee is looking at this matter.

ABF will have a strong presence at the upcoming AAN annual meeting. AAN has been very generous in its allocation of booth space and a great venue for Commitment to Cures.



Summary Proposal for ABF's 2022 Strategic Planning Effort

Purpose

Update ABF's strategic plan to create conditions for success and aspirational growth.

Planning Time Frame

March – September 2022

Plan Scope

2023-2028

Primary Objectives

- Address pressures, trends, opportunities, and emerging factors affecting ABF growth
- Engage in “breakthrough” thinking and entertain high growth initiatives for exponential progress
- Prioritize options for strategic fundraising and investment
- Align resources with pursuits

Secondary Objectives

- Align and empower board, staff, and volunteers through the planning process
- Collaborate with AAN to develop unity around key issues
- Merge our strategic plan with our business plan

AMERICAN BRAIN FOUNDATION
STRATEGIC IMPLEMENTATION PLAN
2017-2021

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Acknowledgements

The Board of Directors gratefully acknowledges the leadership and generosity of board members, volunteers, organizations and staff in the development of our strategic implementation plan.

Strategic Planning Committee

Lisa M. Shulman, MD, FAAN, Committee Chair
Kevin Goodno, JD
A. Gordon Smith, MD, FAAN
Ben Utecht
Jane Ransom, ABF Executive Director
Jeffrey Rosenfeld, MD, PhD, FAAN
Martin Shenkman, CPA, MBA, PFS, AEP, JD

Research Advisory Committee

Robert C. Griggs, MD, Committee Chair	University of Rochester
Carsten Bonnemann, MD	Porter Neuroscience Research Center
Merit Cudkowicz, MD	Massachusetts General Hospital
Shafali Jeste, MD	University of Southern California Los Angeles
John Morris, MD	Washington University
Raymond Roos, MD	University of Chicago
Ralph Sacco, MD	University of Miami
Ira Shoulson, MD	Georgetown University

Organizations

AMA Foundation
RSNA Research and Education Foundation
Rheumatology Research Foundation
College of American Pathologists Foundation
American Academy of Family Physicians Foundation
American Heart Association
American Cancer Society
Arthritis Foundation
Epilepsy Foundation
National MS Society
Alzheimer's Association
Michael J. Fox Foundation
The ALS Association
Autism Speaks
American Brain Injury Association

Staff

Jane Ransom, Executive Director
Suzi Sherman, Sr. Manager Programs & Development, Strategic Planning Project Manager
Lauren Ross, Sr. Manager Major Gifts
Marlys Weyandt, Manager Annual Fund
Kristi Benson, Associate Development & Administration

2017-2021 Strategic Implementation Plan

Purpose of This Plan

To create a road map for implementing the American Brain Foundation's strategic directions.

Our Strategic Direction

With more than 50 million Americans suffering from neurological diseases, the American Brain Foundation wants to substantially increase its impact. Accordingly, the ABF Board of Directors has determined that the Foundation must build upon its traditional support of young investigators by extending funding to include higher risk, cutting-edge medical research, and more innovative and creative ideas to speed the development of cures for brain diseases.

Virtually all medical research funding sources, such as government entities, take an incremental approach toward finding cures, leaving gaps in funding for higher risk research. Grants are awarded on a disease-by-disease basis. The ABF has the freedom to fund across the spectrum of inter-related brain diseases.

As it moves toward this innovative funding model, the ABF must also “go public”—i.e., go beyond the relatively small cohort of neurologists who have historically supported the Foundation and appeal to the public to support its mission. The American public understands “Cancer” as a single medical challenge, while at the same time understanding that there are many different forms of cancer. While there are >400 brain disorders, many share common disease mechanisms leading to neurodegeneration and injury. Therefore, the ABF has the potential to rally public support around “Brain Disease” as an umbrella term, while supporting work focused on individual brain disorders ranging from Alzheimer's disease to multiple sclerosis to concussion and beyond. If we cure one, we will cure many.

Guiding Principles

The ABF Board of Directors adopted these principles as the guide to our planning process.

1. Honor and build upon the ABF's past achievements
2. Be bold, but verify—audacious goals, but fundable, data-driven and achievable in scope
3. Make new friends, but keep the old—make the shift to public support while valuing our relationship with traditional supporters

4. Enthusiasm for our vision “Cure Brain Disease”
5. Independence from *and* thriving partnership with the AAN

Focus of Strategic Implementation Planning

For this plan the Board will work on three focus areas.

1. **Research:** To define the need, niche and scope that the ABF will fulfill as a grant-making foundation.
2. **Fundraising:** To recommend a fund development strategy that is both rooted in an analysis of our fundraising potential and aligned with our programmatic goals.
3. **Business Model:** To establish a sustainable business model.

A Snapshot of the Future – The ABF in 2021

Based on the above focus areas, a snapshot of our future emerged:

- ✓ *In 2021* the ABF is a national voice for brain health and a dynamic force for bringing researchers and donors together to defeat brain disease.
- ✓ The ABF’s core business platform is a virtual clearinghouse featuring a broad selection of fundable proposals—submitted by scientific investigators from throughout the world—on research seeking to prevent, treat or cure one or more of the 400+ diseases of the brain and nervous system.
- ✓ Donors of all types come directly to this comprehensive virtual clearinghouse to search out and contribute to specific projects which appeal to them, often because of their personal or institutional stake in a particular disease. These donors are inspired to know that all of the research under the ABF’s umbrella offers them hope. This is because the Foundation accepts fundable research proposals which include a solid case for how their discoveries may potentially be applied beyond a specific disease to other brain diseases.
- ✓ The ABF is a grant making public charity whose major program is funding research grants. From time to time the ABF may choose to focus over a multi-year period on one or two strategic initiatives. The foundation also manages donor advised funds, which may be restricted to a variety of other purposes within the realm of brain disease research and education.
- ✓ The ABF’s unique research partnership with the American Academy of Neurology (AAN) is another powerful draw for donors. Donors have great

confidence in their investments knowing that the ABF has access to the best and brightest minds—the world’s largest association serving neurologists and the neuroscience community—to source the most high-risk and high-reward research cutting across various diseases of the brain.

- ✓ At any given time the ABF plans to have one or more multi-year strategic initiatives in play. For the past five years, the central initiative has been developing the brain disease research hub/clearinghouse. Now the Foundation is turning toward developing a multi-million dollar national research prize (aka X-Prize) to fundamentally change the landscape of brain disease. The prize will be awarded to the first team to reach the audacious goal of delaying the onset or progression of a major neurological disease.

Strategic Implementation Plan

VISION

To cure brain disease.

MISSION

To bring researchers and donors together to defeat brain disease.

GOALS

1. **Core Business Model:** Create a community to support research in brain disease.
2. **Culture of Philanthropy:** Build an environment that meets the needs of donors to advance the ongoing health of the Foundation and defeat brain disease.

STRATEGIES

1. **Research Clearinghouse:** Match the best science with the largest pool of committed donors to advance a continuum of research.
 - a) Construct a dynamic, virtual research platform that fosters valuable fresh connections- where researchers pitch their best ideas to donors, where donors advance their own research concepts, where patient advocacy groups connect with new untapped populations, where the power of crowdfunding propels research forward.
 - b) *A continuum of research from training fellowships, to career development awards, to high-risk/high-reward studies to the unique X-Prize* attracting venture capital to fundamentally change the landscape of brain disease. The X-Prize will be awarded to the first team to reach the audacious goal of delaying the onset or progression of a major neurological disease.

2. Public Engagement: Build the ABF brand around our unique niche.

- a) The whole brain approach: *A cure for one brain disease is a cure for many.*

The ABF promotes key research for your grandmother with dementia, your uncle with stroke and your close friend with MS. Your ABF donation touches all of us since different brain diseases share common mechanisms.

- b) ABF's collaborative relationship with the AAN "all-star team"
- c) Signature projects to "seize the moment" and promote research for timely topics (concussion, CTE, dementia, brain health).
- d) An awards program – the "Nobel Prizes" of brain disease builds upon the ongoing AAN awards program.

3. Philanthropy: Develop full-fledged public support and deepen giving from AAN members.

- a) Build internal capacity
- b) Broaden and deepen annual fund base
- c) Refresh brand and strengthen case for support

4. Aligned Leadership: Create a thriving partnership with the AAN.

- a) Align organizational ABF/AAN goals and strategies to foster a high-performing "win-win" environment with incentives for working together.
- b) A structured AAN/ABF relationship with expectations and incentives for communication, synergy, transparency and trust.
- c) Mutually beneficial transparent policies to facilitate communication, governance, fundraising and finances.



To: Executive Committee

From: Julia Miglets-Nelson, PhD

Date: February 11, 2022

Subject: Research Advisory Committee Vice Chair

The Research Advisory Committee (RAC) of the American Brain Foundation seeks to appoint Phyllis C. Zee, MD as Vice Chair of the committee. Dr. Zee will fill the position left vacant by Raymond Roos, MD, whose committee term ended in December 2021.

The RAC Vice Chair supports the committee's Chair – currently Robert Griggs, MD – including serving as acting Chair when the Chair is unable to attend a meeting of the committee. There is no formal term length for the Vice Chair, however, members of the RAC are appointed for two-year terms, and members may serve up to three consecutive terms.

Dr. Zee is the Benjamin and Virginia T. Bosches Professor of Neurology at Northwestern University, where she is also the Director of the Center for Circadian and Sleep Medicine, and Chief of Sleep Medicine in the Department of Neurology. She has served on the Research Advisory Committee since 2018.

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Phyllis C. Zee, MD, PhD

Phyllis C. Zee, MD, PhD is the Benjamin and Virginia T. Boshes Professor in Neurology and Professor of Neurobiology at Northwestern University. She is also the Director of the Center for Circadian and Sleep Medicine (CCSM) and Chief of the Division of Sleep Medicine at Northwestern University's Feinberg School of Medicine. As Director of CCSM, Dr. Zee oversees an interdisciplinary program in basic and translational sleep and circadian rhythm research, and findings from her team have paved the way for innovative approaches to improve sleep and circadian health. Dr. Zee is the founder of the first circadian medicine clinic in the US, where innovative treatments are available for patients with circadian rhythm disorders.

A central theme of her research program is understanding the role of circadian-sleep interactions on the expression and development of cardiometabolic and neurologic

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disorders. Dr. Zee's research has focused on the effects of age and neurodegeneration on sleep and circadian rhythms and pathophysiology of circadian sleep-wake disorders. In addition, her laboratory is studying the effects of circadian-sleep based interventions, such as exercise, bright light and feed-fast schedules on cognitive, cardiovascular and metabolic functions and their potential to delay cardiometabolic aging and neurodegeneration. Recently her research team has also been interested in the use of acoustic and electrical neurostimulation to enhance slow wave sleep and memory in older adults.

Dr. Zee also has authored more than 300 peer reviewed original articles, reviews and chapters on the topics of sleep, circadian rhythms, and sleep/wake disorders. She has also trained over 50 pre-doctoral and post-doctoral students and has mentored numerous faculty members. Dr. Zee is a fellow of the American Academy of Sleep Medicine, a member of the American Academy of Neurology and member of the American Neurological Association. She has served on numerous national and international committees, NIH scientific review panels, and international advisory boards. She is past President of the Sleep Research Society, past President of the Sleep Research Foundation, past Chair

the NIH Sleep Disorders Research Advisory Board, a past member of the NIH National Heart Lung and Blood Disorders Advisory Council and is the current President-Elect of the World Sleep Society. Dr. Zee is the recipient of the 2011 American Academy of Neurology Sleep Science Award, the 2014 American Academy of Sleep Medicine academic honor, the William C. Dement Academic Achievement Award, and the 2020 Sleep Research Society Distinguished Scientist Award which is the society’s highest award and recognizes significant, original and sustained scientific contributions.

- Resources and Education

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**The Stephen L. Hauser Multiple Sclerosis Research Fund of the
American Brain Foundation**

1. **GOAL.** To establish an endowed fund for multiple sclerosis research at the American Brain Foundation.
2. **MOTION.** The ABF Board of Directors hereby authorizes and approves establishment of the Stephen L. Hauser Multiple Sclerosis Research Fund of the American Brain Foundation (hereinafter "SHMSRF"). The SHMSRF shall be an endowed fund supporting early-career researcher grants in multiple sclerosis and neuroimmunology, and research to address health disparities in those areas.
3. **DISCUSSION.** The American Brain Foundation (ABF) is establishing a fund in multiple sclerosis research in honor of its 2022 Scientific Breakthrough Award recipient, Stephen L. Hauser, MD. Dr. Hauser's research has advanced our understanding of the genetic basis, immune mechanisms, and treatment of multiple sclerosis (MS). His work led to the development of B cell therapies for MS patients, representing a powerful new approach for relapsing forms of the disease and the first therapy of proven value for progressive MS.
4. **DONOR CONTRIBUTIONS.** Any individual or organization (each a "Donor"), at any time, with the consent of ABF, may make a charitable contribution to ABF designated to the SHMSRF. Donor contributions will be absolute and irrevocable, and after making contributions Donors shall have no right, title or interest in the amounts transferred. Donors contributing \$150,000 or more may request that their gifts not be endowed; but these funds must be spent for early-career research grants in MS within two years of their donation.
5. **PURPOSE OF FUND.** Without limiting ABF's authority over the Fund or ABF's rights under this Agreement, the **purpose of distributions from the SHMSRF shall be to fund early-career researcher grants in multiple sclerosis and neuroimmunology, and research to address health disparities in those areas.**
6. **DISTRIBUTIONS & ADVISOR RECOMMENDATIONS.** Distributions from the net income or principal of the SHMSRF shall be made at such times, in such amounts, in such ways, and for the Purpose as ABF shall determine, in its sole discretion; provided, however, that distributions from the SHMSRF will always be used for the Purpose and reasonable related administrative costs.

ABF's Board of Directors retains the power to modify or eliminate any restriction, condition, or limitation on the distribution of income or principal of the SHMSRF if, in the sole judgement of the Board, such restriction, condition or limitation becomes illegal, impracticable, or inconsistent with the charitable mission of ABF.

Before processing any grant, ABF reviews each recommendation to verify compliance with ABF policies and IRS guidelines.

7. **ADMINISTRATION.** (a) ABF shall be the absolute and sole owner of all assets in the SHMSRF and income derived from its assets; (b) the SHMSRF shall be held and administered in accordance with ABF's Articles of Incorporation, Bylaws, and other rules, regulations and policies including, and without limitations, its ABF shall make distributions from the income of the Fund in accordance with all policies adopted by the ABF Board of Directors, including but not limited to, the Gift Acceptance and Recognition Policy and the Spending Policy for endowed funds of the Foundation.

The Gift Acceptance and Recognition Policy provides for ten (10) percent of each restricted gift will be used to fund the core operations which make restricted programs possible.

The Spending Policy is designed to allow the funds to be invested on a "total return" basis to maintain and, if possible, increase the real value (as adjusted for inflation) of the funds, while at the same time providing a relatively steady and predictable level of funding for grantees. The Spending Rate in effect on the date hereof provides for the Foundation to spend annually 5% of the average fair market value of the SHMSRF calculated over 12 trailing quarters. An administrative fee of 1% (or \$250 minimum) is included in this spending policy.

Any investment returns remaining after distributions for the purposes of the SHMSRF and payment of investment management, administrative, and other costs, will be retained as part of the SHMSRF. The assets of the fund may be commingled with other assets of the ABF for investment purposes; separate receipt and disbursement records will be maintained. If in the opinion of the ABF Board of Directors, future circumstances change so that the purpose for which the SHMSRF is established becomes illegal, impracticable, or inconsistent with the charitable purposes of ABF, the ABF Board of Directors may designate an alternative use for the endowment payout in accordance with applicable state law.

8. **NAME & RECOGNITION.** The name of the Fund is "The Stephen L Hauser Multiple Sclerosis Research Fund of the American Brain Foundation," which name has been deemed acceptable by ABF. Donors to the SHMSRF will be recognized in the ABF annual report and other publications. Donors may also be recognized in connection with specific grants, depending on prior agreement and naming opportunities with ABF. ABF reserves the right to reject the particular manner of recognition requested, and to discuss reasonable alternatives.
9. **PUBLICITY.** ABF agrees to reasonably cooperate in publicly promoting requests for applications by the Committee, provided that the Chair provided that the request aligns sufficiently with ABF's promotional timeline.

10. **TERM & TERMINATION.** The SHMSRF begins and may accept donations on the date this resolution is approved by the Board of Directors.
11. **REPORTING.** ABF will prepare an accounting of the use of the SHMSRF and a brief financial report annually.
12. **RESEARCH PRODUCTS.** The parties understand that recipients of grants from the SHMSRF may develop inventions, products, publications, processes, know-how, formulae, and the like, from research funded by such grants, whether or not capable of protection under copyright, trade secret or patent protections (the "Research Products"). The Committee, Donors, and ABF have no rights in or to the Research Products that are conceived or reduced to practice in the performance of grants from the SHMSRF, regardless of whether the invention is patented or copyrighted. To the extent reasonably practicable, ABF shall cause print and scientific publications generated as a result of a grant from the SHMSRF to acknowledge the support of SHMSRF donors. When possible, a copy of any such material shall be sent to the Chair for pre-approval.
13. **REPRESENTATIONS & WARRANTIES.** ABF represents that it has received a determination from the Internal Revenue Service to the effect that it is an organization described in Section 501(c)(3) of the Code and is not a private foundation. To the best knowledge of the officers and directors of ABF, this determination is in full force and effect and is not being reconsidered by the Internal Revenue Service with a view toward revocation. Except as stated in the preceding two sentences, ABF makes no representation or warranty concerning ABF's present or future tax status or the tax treatment of contributions to ABF.
14. **AMENDMENT.** This Agreement may be amended only by a vote of the ABF Board of Directors.
15. **GOVERNING LAW.** This agreement will be governed and construed in accordance with the laws of Minnesota. Sole venue and jurisdiction for any proceedings under this agreement will be in Hennepin County, Minnesota.



The Brain Health Research Fund

1. **GOAL.** To establish a fund for brain health research at the American Brain Foundation.
2. **MOTION.** The ABF Board of Directors hereby authorizes and approves establishment of the Brain Health Research Fund of the American Brain Foundation (hereinafter "BHRF"). The BHRF will support research that seeks to clarify mechanisms, targets, and strategies that preserve and optimize brain structure and function.
3. **DISCUSSION.** With its vision of Life Without Brain Disease, ABF has focused on investigating brain diseases to find better treatments, prevention, and cures. The BHRF expands on this by supporting research on sustaining and optimizing the structural and functional integrity of the brain to delay or prevent brain disease.
4. **DONOR CONTRIBUTIONS.** Any individual or organization (each a "Donor"), at any time, with the consent of ABF, may make a charitable contribution to ABF designated to the BHRF. Donor contributions will be absolute and irrevocable, and after making contributions Donors shall have no right, title or interest in the amounts transferred.
5. **PURPOSE OF FUND.** Without limiting ABF's authority over the Fund or ABF's rights under this Agreement, the **purpose of distributions from the BHRF shall be to fund research on sustaining and optimizing the structural and functional integrity of the brain to delay or prevent brain disease, and research to address health disparities in those areas.**
6. **DISTRIBUTIONS.** Distributions from the BHRF shall be made at such times, in such amounts, in such ways, and for the Purpose as ABF shall determine, in its sole discretion; provided, however, that distributions from the BHRF will always be used for the Purpose and reasonable related administrative costs and that the dollar amount of the fund does not fall below \$1,000.

ABF's Board of Directors retains the power to modify or eliminate any restriction, condition, or limitation on the distribution of income or principal of the BHRF if, in the sole judgement of the Board, such restriction, condition or limitation becomes illegal, impracticable, or inconsistent with the charitable mission of ABF.

Before processing any grant, ABF reviews each recommendation to verify compliance with ABF policies and IRS guidelines.

7. **ADMINISTRATION.** (a) ABF shall be the absolute and sole owner of all assets in the BHRF and income derived from its assets; (b) the BHRF shall be held and administered in accordance with ABF's Articles of Incorporation, Bylaws, and other rules, regulations and policies including, and without limitations, its ABF shall make distributions from the

income of the Fund in accordance with all policies adopted by the ABF Board of Directors, including but not limited to ABF's Gift Acceptance and Recognition Policy which provides for ten (10) percent of each restricted gift will be used to fund the core operations which make restricted programs possible.

8. **NAME & RECOGNITION.** The name of the Fund is "The Brain Health Research Fund of the American Brain Foundation," which name has been deemed acceptable by ABF. Donors to the BHRF will be recognized in the ABF annual report and other publications. Donors may also be recognized in connection with specific grants, depending on prior agreement and naming opportunities with ABF. ABF reserves the right to reject the particular manner of recognition requested, and to discuss reasonable alternatives.
9. **TERM & TERMINATION.** The BHRF begins and may accept donations on the date this resolution is approved by the Board of Directors.
10. **REPORTING.** ABF will prepare an accounting of the use of the BHRF and a brief financial report annually.
11. **RESEARCH PRODUCTS.** The parties understand that recipients of grants from the BHRF may develop inventions, products, publications, processes, know-how, formulae, and the like, from research funded by such grants, whether or not capable of protection under copyright, trade secret or patent protections (the "Research Products"). ABF and its donors have no rights in or to the Research Products that are conceived or reduced to practice in the performance of grants from the BHRF, regardless of whether the invention is patented or copyrighted. To the extent reasonably practicable, ABF shall cause print and scientific publications generated as a result of a grant from the BHRF to acknowledge the support of BHRF donors. When possible, a copy of any such material shall be sent to the Chair for pre-approval.
12. **REPRESENTATIONS & WARRANTIES.** ABF represents that it has received a determination from the Internal Revenue Service to the effect that it is an organization described in Section 501(c)(3) of the Code and is not a private foundation. To the best knowledge of the officers and directors of ABF, this determination is in full force and effect and is not being reconsidered by the Internal Revenue Service with a view toward revocation. Except as stated in the preceding two sentences, ABF makes no representation or warranty concerning ABF's present or future tax status or the tax treatment of contributions to ABF.
13. **AMENDMENT.** This Agreement may be amended only by a vote of the ABF Board of Directors.
14. **GOVERNING LAW.** This agreement will be governed and construed in accordance with the laws of Minnesota. Sole venue and jurisdiction for any proceedings under this agreement will be in Hennepin County, Minnesota.

Adopted by the Executive Committee:

Officer Signature

Date

DRAFT