

**MCKNIGHT BRAIN RESEARCH FOUNDATION (MBRF)**  
**Meeting of the Membership and Governance Committee**  
**of the Board of Trustees**

**Thursday, January 21, 2021**  
**5:00 pm ET – 6:00 pm ET**

Conference Call Number 877-934-2901 Passcode 8630398

Members: Dr. Susan L. Pekarske, Chair; Dr. Michael L. Dockery, Dr. Lee Dockery,  
Ms. Melanie Cianciotto, and Dr. Gene G. Ryerson

Also Attending: Ms. Amy Porter

**AGENDA**

<b>5:00 pm ET</b>	1. Call to Order/Welcome/Roll Call	Dr. Sue Pekarske
<b>ACTION</b>	2. Approval of Minutes from June 15, 2020	Dr. Sue Pekarske
	3. Review of Updated Committee Activity Timeline	Dr. Sue Pekarske
	4. M & G Committee Membership	Dr. Sue Pekarske
	5. Membership of the Board of Trustees	Dr. Sue Pekarske
	a. Review of Terms Ending in 2021	All
	• Trustees completing 3 three-year terms	
	• Trustees completing first or second terms	
<b>ACTION</b>	b. Criteria and Process for Re-Election	
	c. Timeline for Nomination of New Trustees	
<b>ACTION</b>	d. Recognition of Trustees upon Completion of Service	
	• Resolution of Appreciation by Trustees	
	• Presentation of a Gift to Recognize Service	
	6. Trustee Self-Assessment	Dr. Sue Pekarske
	a. Report on Number Received	Ms. Melanie Cianciotto
	b. Review of Process for Self-Assessment Review	Dr. Sue Pekarske
	c. Follow-up Conversations with Trustees	Dr. Mike Dockery
	d. Summary Report to the Board of Trustees	Dr. Mike Dockery
	7. Other Business	Dr. Sue Pekarske
<b>ACTION</b>	8. Adjourn	Dr. Sue Pekarske

**MINUTES**  
**MCKNIGHT BRAIN RESEARCH FOUNDATION**  
**Membership and Governance Committee**  
**Conference Call**  
**June 15, 2020**

The Membership and Governance Committee of the MBRF conference call was called to order at 12:30 p.m. EDT on June 15, 2020.

The following members were present:

Dr. Susan L. Pekarske, Chair of the Membership & Governance Committee  
Dr. J. Lee Dockery, Chair Emeritus, MBRF  
Dr. Michael Dockery, Chairman, MBRF  
Dr. Gene G. Ryerson, Trustee  
Ms. Melanie Cianciotto, Corporate Trustee,  
SunTrust Bank Institutional Investment Solutions

Others attending:

Ms. Amy Porter, Executive Director

**1. Call to Order/Welcome/Roll Call**

Dr. Sue Pekarske, Chair, welcomed the committee members. Dr. Pekarske thanked them for their review of the material in preparation for the meeting. She said she would like to keep the meeting to the scheduled one hour.

**2. Approval of Minutes from January 6, 2020**

Dr. Pekarske noted that the minutes of the January 6, 2020, meeting (Attachment One) do not require formal approval unless the committee chooses to do so. There were two revisions to the minutes. Item 1, the last sentence should read "She would like to keep the meeting to the scheduled one hour." In Item 6, and Action Item 2, there should be a PhD in addition to the MD after Dr. Kristine Yaffe's name and an MBA in addition to the MD after Dr. Allison Brashear's name. These were reviewed and approved.

**Action Item 1: The minutes from the January 6, 2020 meeting (Attachment One) were approved as amended.**

**3. Invitations to Nominated Trustee Candidates**

Due to circumstances surrounding the current COVID-19 pandemic, it has been decided that the July meeting of the MBRF Trustees will not be an in person meeting. For this reason, the committee decided to postpone interviewing Dr. Patricia Boyle, PhD, and

Dr. Allison Brashear, MD, MBA until the October 13 – 14, 2020, Trustees' meeting and site visit at the University of Alabama at Birmingham. After reviewing the proposed schedule for the meeting and site visit, it was recommended that the Trustees arrive on the evening of October 12, 2020, so that one candidate can be interviewed in the morning and the second candidate can be interviewed at 4:00 p.m. Dr. Lee Dockery will communicate this information with the candidates. It was also decided that there will be no standard questions asked of the candidates; instead, the interviews will follow a natural conversational flow. Dr. Ryerson suggested the qualities to look for include level of interest, chemistry with the Trustees, and a positive and realistic attitude.

It was advised that the Terms of Service should be added to the current "Qualifications for New Trustee" document and that the Code of Ethics be added to the "Vision, Values, Mission" document.

**Action Item 2: Dr. Lee Dockery will communicate with the Trustee candidates regarding moving the in-person interviews to the October Trustees' meeting and site visit at the University of Alabama at Birmingham.**

#### **4. Trustee Self-Assessments**

**a. Review Status of 2020 Self-Assessment Responses and Process**

The Self-Assessment forms were sent out by Ms. Cianciotto in January. Ms. Cianciotto informed the committee that all but one trustee had completed and returned their Self-Assessment form.

**b. Review Current Board Member Self-Assessment Form**

The committee received the current Board Member Self-Assessment Form for information and review (Attachment 2).

**c. Review Proposed Revised Trustee Self-Assessment Form and Proposed New Process**

The committee received the proposed, revised Trustee Self-Assessment Form and proposed new process (Attachment 3). Dr. Lee Dockery said that he preferred a one-page document. He also suggested that the title of Chairman should be changed to MBRF Chair on this document and be used universally in all MBRF documents and correspondence. In reference to the revised form, it was suggested that the definition of a 1 rating be changed from "as needing additional resources, information, or mentoring..." to "have not met the responsibilities and requirements of the role as Trustee."

Also, it was suggested that the items on the form be numbered and that the "Review agenda, financial information, and supporting material in advance of the Trustee Meetings or other committee meetings" be placed before the "Ensure fiscal oversight,..." on the form. The committee would like the Trustee term information included in the process document.

The committee discussed and decided that each Trustee will have a scheduled one-on-one meeting/discussion with the MBRF Chair. The concluding paragraph will be edited to add "...As needed, I will identify the areas in which I would benefit from additional information or mentoring to improve my performance. I look forward to a review of my participation and performance with the MBRF Chair."

Also added to the last paragraph of the form will be the statement "I have the following suggestions for how the Board of Trustees might improve." Lines for filling in suggestions will be provided under that statement.

**Action Item 3: Ms. Porter and Ms. Cianciotto will make requested revisions to the forms and share them with the committee to review and then recommend adoption by the full board at the July meeting.**

#### **5. Criteria for Trustee Renewal**

The proposed new process for Re-Election, Notification, and Retirement of Current Trustees has been included as an expanded section of the original Process for Recruiting, Vetting, and Recommending New Trustee Candidates document. The committee felt that it was very helpful to have this in writing so there is a firm process in place going forward. The committee also unanimously agreed that the election for renewal of terms should not take place face to face at the Trustees' Meeting but rather in advance of the meeting.

#### **6. Adjourn**

Dr. Pekarske called for adjournment at 2:15 pm EST. The motion was approved.

**Action Item 4: Dr. Pekarske called for adjournment of the meeting and the motion was approved.**

Summary of Action Items:

Respectfully Submitted,

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Melanie A. Cianciotto  
SunTrust Bank, Corporate Trustee

**Membership & Governance Committee Activity Timeline**  
**For the One-Year Period July 1, 2020, to June 30, 2021**

Updated January 21, 2021

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<i><b>“identify, recruit and recommend candidates for appointment or re-election of current Trustees, consistent with applicable qualifications...”</b></i>	Determine ideal size of Board	Size of 7 Trustees, plus 1 Corporate Trustee and 1 Chair Emeritus established as goal (Maximum number is 11 Trustees)	June 27, 2019	DONE
	Update/Revise Orientation Packet for New Trustees	The Packet required the addition of new material, updated committee and program information	October 5, 2020	Completed and presented to new Trustees and posted on the secure site
	Review appointment and retirement dates	Target for New Trustees: 1 or 2 New Trustees in 2020; 1 or 2 in 2021; 1 in 2024; 1 in 2025 to maintain board size of 7	Fall 2020 Summer/Fall 2021	DONE Ask for Nominations in Summer
	Review, discuss and determine expertise needed on Board	Behavioral Neurologist(s) Women Determine Expertise Needed in 2021	Fall 2020 Winter/Spring 2021	DONE
	Request Board names from MBRF Trustees, MBI Leadership, CWG Members and NIA contacts  Dr. Lee Dockery reached out to Drs. Brashear and Boyle. They sent CVs.	Names and bios of several candidates were provided Both Candidates indicated interest. Interviews held in September 2020. Unanimous Vote to Appoint both Dr. Boyle and Dr. Brashear	Nov/Dec 2019  March/April 2020 Rescheduled for July Meeting- CANCELED Due to Covid-19  October 14, 2020	Names discussed at January 6 Meeting Two selected for Trustee review at Feb 5 Mtg Dr. Brashear and Dr. Boyle  New Trustees Attended October 14, 2020, Meeting

<b>Duty (from Committee Charter)</b>	<b>Activity/Action</b>	<b>Outcome</b>	<b>Date</b>	<b>Comments</b>
	Dr. Lee Dockery reached out again to ask them to hold October dates for UAB Site Visit			
<b><i>“identify, recruit, and recommend...” Continued</i></b>	Develop Process for Recruiting, Vetting, and Recommending Candidates (Summary of Steps Below)	Committee Reviewed and Edited	September 30, 2019	Document was shared with Trustees at October 2019 Meeting
	<i>Names Submitted to/Reviewed by Committee</i>			✓
	<i>Selected Names Forwarded to Board with vetting information and Committee recommendation</i>			✓
	<i>Board selects Candidates to contact</i>			✓
	<i>Nominator and/or Executive Director contact candidate(s) to assess interest and request CV</i>			✓
	<i>Committee conducts further vetting, ranks candidate(s), and makes final recommendation to Board</i>			✓
	<i>Board selects finalist, invites to interview, can invite to attend events or meetings as well. Trustees vote on appointment. Vote must be unanimous</i>			✓
	<i>New Trustee notified and welcomed. Orientation provided by Chair Emeritus with information provided by Corporate Trustee and Executive Director</i>			✓

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<b><i>“oversee annual Board self-evaluations”</i></b>	Review of the Committee's charge to conduct and monitor the Trustee Self-Assessment Process	Current Self-Assessment form and Commitment Form reviewed.	September 2019 October 2019 January 2020  Self-Assessment January 2021	The Committee developed new self-assessment form and process. New form was distributed for January 2021 Next Step – Review of Input on Forms and Conversations with the MBRF Chair
	Identify needed questions and revisions to the current Trustee Self-Assessment Form			DONE
	Decide to send either current form or revised form in January with responses due to corporate trustee in one – two weeks		December 2019 January 2020	MBRF Proceeded as has in the past DONE
	Discuss whether to develop Board Self-Assessment to review progress toward Board goals		March 2020 Consider in 2021	Request for Suggestions to improve Board were added to Self-Assessment Form
<b><i>“...make recommendations on structure, charters, policies, process and practices...”</i></b>	Align policy with practice for length of service	Board approved change in policy to allow a “maximum of 9 years” service		DONE

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
"...structure, charters, policies, process..." <i>Continued</i>	Approve role of first Chair Emeritus	Board developed and approved by unanimous consent in email	July 2019	DONE
	Approve role of Trustee Emeritus/ae	Board approved; Recognition provided	July 31, 2019	DONE
	Review/revise "Qualifications for Trustees"	Expanded to non-MD, non-PhD candidates to include those..." active in a Field or profession of Value in advancing the mission and purpose of the MBRF."	July 31, 2019	DONE
	Develop criteria and process for review of performance of Trustees for Trustee Reappointment. Base criteria on Board Duties and Responsibilities	Summary of Recruitment, Election and Re-Election document developed in July 2020	DONE  Jan. 21, 2021	Trustees to review Summary of Recruitment, Election and Re-election document on July 22. Two re-elections and two retirements will take place in 2021 Discuss Process for Review of Performance for re-election and role of Committee
	Develop a formal Trustee Recognition of Appreciation for Service	Discuss notification of Trustees completing their service after one, two or three terms. Discuss providing a Board of Trustees Resolution and a Gift of Recognition	Jan. 21, 2021	





**MBRF Trustee Appointment History and Terms  
February 2021**

	<b>First Appointment</b>	<b>Renewal Second Term</b>	<b>Renewal Third Term</b>	<b>Conclusion of Board Service if Extended For 3<sup>rd</sup> Term</b>
<u>Trustees</u>				
Michael L. Dockery, MD	May 26, 1999	n/a	n/a	Founding Trustee Permanent Appointment Oct. 1, 2029
Patricia Boyle, PhD	Oct. 1, 2020	Oct. 1, 2023	Oct. 1, 2026`	Oct. 1, 2029
Allison Brashear, MD, MBA	Oct. 1, 2020	Oct. 1, 2023	Oct. 1, 2026	Oct. 1, 2029
Richard S. Isaacson, MD	April 27, 2016	April 10, 2019	April 27, 2022	April 27, 2025
Susan L. Pekarske, MD	July 1, 2018	July 1, 2021	July 1, 2024	July 1, 2027
Gene G. Ryerson, MD	April 11, 2012	April 29, 2015	April 4, 2018	April 11, 2021
Madhav Thambisetty, MD, PhD	August 12, 2015	July 16, 2018	August 12, 2021	August 12, 2024
Robert M. Wah, MD	August 8, 2012	August 12, 2015	July 16, 2018	August 8, 2021
<u>Suntrust Corporate Trustee</u>				
Melanie Cianciotto	May 26, 1999	n/a	n/a	Duration of Tenure
<u>Emeritus Trustees</u>				
J. Lee Dockery, MD	May 26, 1999	n/a	n/a	Founding Trustee, Chair Emeritus Permanent Appointment
Nina Ellenbogen Raim, MD, JD	May 26, 1999	n/a	n/a	Trustee Emerita, April 10, 2019

Trustee Appointment History and Terms  
May 14, 2019; July 12, 2020; August 18, 2020;  
August 31, 2020, October 1, 2020

**Membership & Governance Committee**  
**of the McKnight Brain Research Foundation (MBRF)**  
**Summary of Process for Trustee Recruitment, Election and Re-Election**

Revised June 2020

**Process for Recruiting, Vetting, and Recommending New Trustee Candidates**

1. The Membership & Governance Committee requests nominations from the MBRF Trustees, McKnight Brain Institute Leadership, Communications Working Group members, and National Institute of Aging contacts, as well as other partners and sources, depending on the area of expertise identified as needed by the Committee.
2. Names are provided to the Executive Director and/or Chair of the Membership & Governance Committee and/or its Members to be shared with the Committee.
3. The Executive Director asks for supporting comments from the Trustee or person suggesting the name(s). The Executive Director gathers publicly available information (bio or on-line profile) on all potential candidates. The Executive Director checks each candidate's qualifications against the board-approved requirements. The Executive Director shares the nominator's comments, public information, and whether the candidate's qualifications meet the requirements, with the Membership & Governance Chair and Committee.
4. The Membership & Governance Committee reviews this information and selects those individuals they wish to recommend to the Board of Trustees for preliminary approval.
5. The Board of Trustees reviews the Committee's recommendation and determines which candidates to pursue further. The trustee (or individual) who nominated the candidate contacts him or her to introduce them to the MBRF, encourage their interest, and connect him or her to the Executive Director who will provide additional information about the process of nomination and request their CV.
6. The Executive Director reports back to the Membership & Governance Committee on each candidate's response and shares the CVs with the Committee.
7. The Committee recommends steps for further vetting, including talking with other Trustees, colleagues, or other sources knowledgeable about the candidate. The Committee reviews the material and identifies the top candidate and ranks all others in priority order. The Committee forwards their recommendation to the Board of Trustees for their review and decision.

### **Election, Notification, and Orientation of New Trustees**

1. The Board of Trustees identifies the top candidate (the finalist) who will be invited to attend a meeting of the Trustees where a formal interview process will take place. The candidate may also be invited to attend the Inter-institutional meeting or a special event where he or she may become familiar with the MBIs and leadership.
2. The Board of Trustees discusses the candidate, the interview and then votes. The vote must be unanimous. Should there be one position open but several candidates under consideration, candidates not elected as Trustee may be invited to serve on one of the Board Committees, if the Board so chooses.
3. The successful candidate is notified by the Executive Director of her/his appointment to one three-year term as Trustee. The MBRF Chair welcomes him/her to the Board. The Trustee or Individual nominating the candidate is included in the email transmission. The individuals who nominated candidates who are NOT elected will advise the Executive Director on the best way to notify those candidates.
4. The Executive Director or the MBRF Chair follows up with the new Trustee by sending a formal appointment letter with information regarding upcoming meeting dates, duties and commitment forms, and other relevant information, copying the MBRF Chair, Chair of the Committee, Corporate Trustee, and Chair Emeritus.
5. The Corporate Trustee sends the Conflict of Interest form and other information and forms requiring signature and return.
6. The Chair Emeritus contacts the new Trustee and sends the Orientation Packet. They meet in person or by phone to discuss the mission, vision, and values of the MBRF, the history, as well as programs and activities. The MBRF Chair and/or Executive Director or other Trustees may be invited to attend this meeting or call.
7. The appointment is announced in a press release and shared first with MBI Leadership then the public and partners. The announcement is posted on the MBRF website.
8. The Chair Emeritus schedules face to face meetings for the new Trustee with MBI leadership or partners, if appropriate and convenient to location and schedules.
9. The new Trustee is recommended by the MBRF Chair for a committee assignment. The Chair of the assigned committee and the Executive Director share information about the committee with the new Trustee and provides dates of scheduled meetings.

### **Process for Re-Election, Notification, and Retirement of Current Trustees**

1. The Membership & Governance Committee reviews the terms nearing completion.
2. For those current Trustees eligible for re-election, the MBRF Chair and the Chair of the Membership & Governance Committee review the responses to the Trustees' self-assessment to help evaluate contributions and participation.
3. The MBRF Chair and the Chair of the Membership & Governance Committee discuss with the members of the committee the expertise needed on the Board and determine if that expertise is currently represented.
4. The Committee discusses all Trustees eligible for re-election and reviews performance, participation and expertise vs. expertise needed.
5. The Committee votes on the Trustees to recommend for re-election. The MBRF Chair and the Chair of the Membership & Governance Committee convene a phone meeting of the Trustees, excluding those Trustees eligible for re-election.
6. The Committee's recommendations for re-election are presented and the Trustees vote on each of the candidates.
7. Candidates whose service is ending (through completion of three three-year terms or by completion of their last elected term) will be contacted by the MBRF Chair in advance of the next Trustees' Meeting.
8. At the next Trustees' Meeting all retiring Trustees will be acknowledged, thanked for their service and receive a memento of the Board's appreciation.
9. Trustees who have completed three three-year terms may continue to participate as members of Committees should they be invited by the MBRF Chair.