

MCKNIGHT BRAIN RESEARCH FOUNDATION (MBRF)
Meeting of the Membership and Governance Committee
of the Board of Trustees
Tuesday, June 1, 2021
4:30 pm EDT – 5:30 pm EDT

Conference Call Number 855-417-2207 Passcode 6434672

Members: Dr. Susan L. Pekarske, Chair; Dr. Michael L. Dockery, MBRF Chair;
Dr. Madhav Thambisetty, MBRF Vice Chair; Dr. Lee Dockery, Chair Emeritus; and
Ms. Melanie Cianciotto, Corporate Trustee

Also Attending: Ms. Amy Porter, Executive Director

AGENDA

4:30 pm EDT	1. Call to Order/Welcome/Roll Call	Dr. Sue Pekarske
ACTION	2. Approval of Minutes from January 21, 2021	Dr. Sue Pekarske
	3. Review of Updated Committee Activity Timeline	Dr. Sue Pekarske
	4. Review of Process for Trustee Recruitment, Election and Re-Election	Dr. Sue Pekarske
	5. Current Membership of the Board of Trustees	Dr. Sue Pekarske
	a. Review of Terms Ending in 2021	
	• Completion of third three-year term and Plan for Recognition (Robert – August 8)	Ms. Amy Porter
	• Completion of first and second terms (Sue – July 1; Madhav – August 12)	Dr. Mike Dockery Dr. Sue Pekarske
	b. Discussion of Steps for Re-Elections	Dr. Mike Dockery
	6. Review Names for Nomination Suggested by Trustees	Dr. Sue Pekarske
ACTION	a. List of Candidates and Links to Bios	All
	b. Selection of Candidates for Further Vetting	Dr. Sue Pekarske
	c. Next Steps in Process	Dr. Mike Dockery
	7. Other Business	Dr. Sue Pekarske
ACTION 5:30 pm EDT	8. Adjourn	Dr. Sue Pekarske

MINUTES
MCKNIGHT BRAIN RESEARCH FOUNDATION
Membership and Governance Committee
Conference Call
January 21, 2021

The Membership and Governance Committee of the MBRF conference call was called to order at 5:00 p.m. EST on January 21, 2021.

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, MBRF Chair
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 June 15, 2020 Meeting

The minutes from the June 15, 2020 meeting (Attachment 1) were approved as presented.

Action Item 1: The minutes from the June 15, 2020 meeting (Attachment 1) were approved as presented.

3. Review of Updated Committee Activity Timeline

The updated Committee Activity Timeline was shared with the committee for information (Attachment 2). Dr. Pekarske pointed out to the rest of the committee that many tasks have been completed.

Action Item 2: The committee received the updated Committee Activity Timeline for information (Attachment 2).

4. Committee Membership

Dr. Pekarske informed the committee that Dr. Thambisetty will be joining the Membership and Governance Committee after the February 26, 2021 Trustees' Meeting and Dr. Gene Ryerson will be leaving the committee when his third term as a Trustee ends in April of this year.

5. Membership of Board of Trustees

a. Review of Terms ending in 2021

Dr. Pekarske reviewed the MBRF Appointment History and Terms Chart (Attachment 3) with the committee. Dr. Gene Ryerson's third term as a trustee will end in April 2021, and Dr. Robert Wah's third term as a trustee will end in August 2021. Dr. Pekarske will be eligible for renewal of a second term in July 2021, and Dr. Thambisetty will be eligible for renewal of a third term in August 2021.

b. Criteria and Process for Re-Election

The Summary of Process for Trustee Recruitment, Election and Re-Election document (Attachment 4) was shared and reviewed with the committee.

c. Timeline for Nomination of New Trustees

Dr. Pekarske commented that the Board had brought on two new Trustees in the fall of 2020, and will need to recruit at least one (maybe two) new Trustees by the end of 2021 to maintain a board size of seven. The committee agreed that the timeline for recruiting one or two new Trustees should be shared at the February 26, 2021 Trustees' meeting, and that the Trustees should be prepared to share names of potential Trustee candidates at the April or July meeting of the Board of Trustees.

d. Recognition of Trustees upon Completion of Service

The committee discussed finding a meaningful way to recognize Trustees upon completion of their service. A resolution or formal thank you, is a nice thing and is warranted. In terms of a gift to recognize service, there should be a balance between something of meaningful recognition and something that just collects dust. In addition, there could also be a second type of gift for a Trustee who does not serve on the Board for three terms (or nine years), but rather for a shorter time. The committee decided on a crystal bowl from Tiffany's as a gift for Dr. Ryerson and Dr. Wah to recognize and thank them each for their nine years of service.

Action Item 3: The committee decided that there needs to be a meaningful way to recognize Trustees upon completion of their service. A crystal bowl for Tiffany's was chosen as a gift to recognize both Dr. Ryerson and Dr. Wah for their nine years of service.

6. Trustee Self-Assessment

a. Report on Number Received

Ms. Cianciotto informed the committee that all of the Trustee Self-Assessment Forms had been received.

b. Review of Process for Self-Assessment Review

Dr. Mike Dockery, MBRF Chair and Dr. Pekarske, Chair of the Membership and Governance Committee will review the responses to Trustee Self-Assessments.

c. Follow-up Conversations with Trustees

After review of the Trustee Self-Assessment forms is complete, Dr. Mike Dockery will schedule conversations with each of the Trustees.

d. Summary Report to the Board of Trustees

Dr. Mike Dockery will provide a summary report to the Board at the February 26, 2021 Trustees' Meeting.

6. Adjourn

Dr. Pekarske called for adjournment at 6:00 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,

Melanie A. Cianciotto
SunTrust Bank, Corporate Trustee

Membership & Governance Committee Activity Timeline

For the One-Year Period June 1, 2021, to July 1, 2022

Updated June 2021

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<i>“identify, recruit and recommend candidates for appointment or re-election of current Trustees, consistent with applicable qualifications...”</i>	Determine ideal size of Board	Size of 7 Trustees, plus 1 Corporate Trustee and 1 Chair Emeritus established as goal (Maximum 11 Trustees) The packet required the addition of new material, updated information	June 27, 2019 October 5, 2020	DONE Completed and presented to new Trustees and posted on the secure site
	Update/Revise Orientation Packet for New Trustees			
	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 Nominations were received Spring 2021
	Review, discuss and determine expertise needed on Board	Behavioral Neurologists; Women; Expertise Needed in 2021 – Geriatric Psychiatrist; Primary Care Physician (Internal Medicine; Geriatrics; Family Practice)	Fall 2020 Spring/Summer 2021	DONE Names Submitted; To be reviewed June 1, 2021 by committee; and by Board July 28
	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. Dr. Lee Dockery reached out to ask them to hold October dates	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 2020 Meeting Two selected for Trustee review at Feb 5 Mtg Dr. Brashear and Dr. Boyle New Trustees Attended October 14, 2020, Meeting

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<i>"identify, recruit, and recommend..." Continued</i>	Develop Process for Recruiting, Vetting, and Recommending Candidates (Summary of Steps Below)	Committee reviewed and edited Committee to review changes to process for recruitment and notification of new trustees	September 30, 2019	Document was shared October 2019 Meeting Document revised; Committee to review June 2021
	<i>Names Submitted to/Reviewed by Committee</i>		April-June 2021	
	<i>Selected Names Forwarded to Board with vetting information and Committee recommendation</i>		July 28, 2021	
	<i>Board selects Candidates to contact</i>		July 28, 2021	
	<i>Nominator and/or MBRF Chair (or Executive Director) contact candidate(s) to assess interest and request CV</i>		August 2021	
	<i>Committee conducts further vetting, ranks candidate(s), and makes final recommendation to Board (can meet by phone or vote by email)</i>		August/September 2021	
	<i>Board selects finalists, invites to interview, can invite to attend events or meetings as well. Trustees vote on appointment. Vote must be unanimous</i>		October 2021	
	<i>New Trustee(s) notified and welcomed. Orientation provided by Chair Emeritus with information provided by Corporate Trustee and Executive Director</i>		October 2021	

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<i>“oversee annual Board self-evaluations”</i>	Review of the Committee's charge to conduct and monitor the Trustee Self-Assessment Process	Current Self-Assessment form and Commitment Form reviewed. New form was distributed for January 2021 Review of Input on Forms and conversations with the Chair	September 2019 October 2019 January 2020 Self-Assessment January 2021 Conversations took place with Chair Feb. 2021	The Committee developed new self-assessment form and process. No new changes to form were suggested
	<i>Identify needed questions and revisions to the current Trustee Self-Assessment Form</i>			NONE
	<i>Decide to send either current form or revised form in January with responses due to corporate trustee in one – two weeks</i>		December 2019 January 2020	MBRF proceeded as has been done in the past in 2019/2020 New Form used in 2021
	Discuss whether to develop Board Self-Assessment to review progress toward Board goals		March 2020 Considered in 2021	Request for Suggestions to improve Board were added to Self-Assessment DONE
<i>“...make recommendations on structure, charters, policies, process and practices...”</i>	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
<i>"...structure, charters, policies, process..." 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 June 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
	Develop and implement a formal Trustee Recognition of Appreciation for Service	Discuss notification of Trustees completing their service after one, two or three terms. Retiring Trustees will be recognized with a crystal bowl or other gift and proclamation	Jan. 21, 2021 April 30, 2021 July 28, 2021	Dr. Gene Ryerson received his recognition gift and proclamation was read into minutes Recognize Dr. Robert Wah with gift and proclamation

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

Revised June 2021

Process for Recruiting, Vetting, and Recommending New Trustee Candidates

1. The Chair of the Membership & Governance Committee requests nominations from the MBRF Trustees, McKnight Brain Institute Leadership, Communications Working Group members, 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 shares the nominator's comments, public information, and the candidate's qualifications with the Membership & Governance Chair and Committee.
4. The Membership & Governance Committee reviews this information and selects those individuals they wish to recommend for 1) further vetting or 2) a recommendation to the Board of Trustees for preliminary approval. The Committee may recommend steps for further vetting, including talking with other Trustees, colleagues, or other sources knowledgeable about the candidate.
5. The Board of Trustees reviews the Committee's recommendations and determines which candidates to pursue further. The Trustee nominator (or a representative Trustee) contacts the candidate to introduce the MBRF and assess her/his interest and time available for the commitment. The Trustee will share information about the process of nomination and election with the individual and request the individual's CV or other relevant information.
6. The Trustee reports back to the Chair of the Membership & Governance Committee and the MBRF Chair on each candidate's response and shares the CVs and information with the Committee.
7. The Committee reviews the material and identifies the top candidates and ranks all others in priority order. The Committee forwards their recommendation to the Board of Trustees for review and decision.

Election, Notification, and Orientation of New Trustees

1. The Board of Trustees identifies the top candidates (the finalists) 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 their leadership. If possible, the Board interviews only one candidate at any meeting.
2. The Board of Trustees discusses the candidate, the interview and then votes. The vote must be unanimous.
3. The successful candidates are notified by the MBRF Chair 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 phone call or email transmission, as appropriate. Nominated candidates who were finalists but were NOT elected will be contacted by the individual nominating them and/or the MBRF Chair or Executive Director.
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, access information for the MBRF secure website, and other relevant information. The Executive Director sends the orientation handbook and shares its location on the secure site. She requests a time for a phone meeting with the Chair Emeritus and herself to review the orientation material.
5. The Corporate Trustee sends the Conflict of Interest form and all other information and forms requiring signature and return.
6. The appointment is announced in a press release which is reviewed, edited and approved by the new Trustee. The release is shared with MBI Leadership, the public and MBRF partners. The announcement is posted on the MBRF website and distributed through social media channels.
7. The MBRF Chair, Executive Director, and/or Trustees introduce the new Trustee to MBI leadership and partners, if appropriate and convenient to location and schedules.
8. 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 provide 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. (If the ending term is that of the Chair of the Membership & Governance Committee, then the MBRF Chair and Vice Chair review the self-assessment.)
3. The MBRF Chair and the Chair of the Membership & Governance Committee (or MBRF Vice Chair – see above) 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 against expertise identified by the committee as needed.
5. The Committee votes on the Trustees to recommend to the Board for re-election.
6. The MBRF Chair and the Chair of the Membership & Governance Committee (or MBRF Vice Chair) convene a phone meeting of the Trustees, excluding those Trustees eligible for re-election.
7. The Committee's recommendations for re-election are presented and the Trustees vote on each of the candidates.
8. The MBRF Chair contacts each of the candidates to inform them that they have been re-elected or to thank them for their service.
9. A Trustee 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 or the Executive Director in advance of the next Trustees' Meeting.
10. At the next Trustees' Meeting all retiring Trustees will be acknowledged, thanked for their service and will receive a memento of the Board's appreciation.
11. Trustees who have completed three three-year terms may continue to participate as members of Committees should they be invited by the MBRF Chair.

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

	First Appointment	Renewal Second Term	Renewal Third Term	Conclusion of Board Service if Extended For 3rd Term
<u>Trustees</u>				
Michael L. Dockery, MD MBRF Chair	May 26, 1999	n/a	n/a	Founding Trustee Permanent Appointment
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
Madhav Thambisetty, MD, PhD MBRF Vice Chair	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
J. Lee Dockery, MD, Chair Emeritus	May 26, 1999	n/a	n/a	Founding Trustee, Chair Emeritus Permanent Appointment
Melanie Cianciotto, Corporate Trustee	May 26, 1999	n/a	n/a	Duration of Tenure Truist

Nina Ellenbogen Raim, MD, JD,
Founding Trustee,
Was Named Trustee Emerita
April 10, 2019

**Individuals Recommended for Consideration
as Nominees
to the MBRF Board of Trustees**

June 1, 2021

<u>Nominator/Name</u>	<u>Specialty</u>	<u>Affiliation</u>	<u>Comments:</u>
Allison:			
1) Olivia Okereke, MD, MS	Geriatric Psychology	BWH/Harvard	Research fits with MBRF
https://researchfaculty.brighamandwomens.org/BRIPProfile.aspx?id+664 https://advances.massgeneral.org/contributors/contributor.aspx?id=1820			Modifiable risk factors, not just AD (Boston, MA)
2) Shilpa Srinivasan, MD	Geriatric Psychology	University of S Carolina	Name came up twice in request for candidates from colleagues (Columbia, SC)
https://sc.edu/study/colleges_schools/medicine/about_the_school/faculty-staff/srinivasan_shilpa.php			
3) Dilip V. Jeste, MD	Geriatric Neuropsychiatry Author	UCSD	Past President of American Psychiatric Association; Member of the National Academy of Medicine (formerly IOM) Author of WISER: The Scientific Roots of Wisdom, Compassion, and What Makes Us Good (La Jolla, CA)
https://profiles.ucsd.edu/dilip.jeste			
4) Olusola Ajilore, MD, PhD	Psychiatry	University of IL/Chicago	Major depressive disorders late in life/MRI (Chicago, IL)
https://www.psych.uic.edu/profile/olusola-ajilore			

<u>Nominator/Name</u>	<u>Specialty</u>	<u>Affiliation</u>	<u>Comments:</u>
Lee:			
5) John Brady, MD	Family Practice Currently Chair	Private Practice/VA American Board of Family Practice	Excellent Credentials National Leadership Board Experience (Manassas, VA)
https://www.theabfm.org/about/board/john-brady-md			
6) Victor Hirth, MD	Internal Medicine/ Geriatric Medicine Currently Director	University of S Carolina American Geriatric Society	Excellent Credentials National Leadership Board Experience (Columbia, SC)
https://geriatric-wellness.com/our-doctors/victor-hirth-md/			
Mike:			
7) Ron Beamon, MD	Family Practice Medical Director	Private Practice/NC Assisted Living Facility	Retiring soon Has strong interest and time soon Could advise on PCP outreach Chemistry would be good (Davidson, NC)
https://atriumhealth.org/provider-profile/ron-beamon-1477584316			
Richard:			
8) Marc Agronin, MD	Geriatric Psychiatrist Sr. Vice President for Behavioral Health	Miami Jewish Health	Directs memory and research center; Oversees behavioral health services; Author "How We Age: A Doctor's Journey into the Heart of Growing Old" (Miami, FL)
https://www.miamijewishhealth.org/leadership/marc-e-agronin/			

<u>Nominator/Name</u>	<u>Specialty</u>	<u>Affiliation</u>	<u>Comments:</u>
(Richard con't)			
9) Paulette Cazares, MD, MPH https://www.amwa-doc.org/about-amwa/leadership/paulette-cazares-cdr-mc-usn/	Psychiatry/ Women's Mental Health	Navy; Department of Defense; USUHS faculty	Career in the Navy; National Naval Medical Center serves as Associate Director for Mental Health. (San Diego, CA)
10) Sanjay Gupta, MD https://en.wikipedia.org/wiki/Sanjay_Gupta	Neurosurgeon/ Chief of Neurosurgery Service Medical Correspondent	Grady Memorial Hospital Atlanta; Emory University School of Medicine; CNN	Frequent contributor to CNN; Emmy Award winner; author – most recently of "Keep Sharp"; has already worked with MBRF as volunteer interviewee (Atlanta, GA)
11) Robert Krikorian, PhD https://med.uc.edu/landing-pages/faculty-profile	Psychiatry and Behavioral Neuroscience	University of Cincinnati	Research includes changes in cognition with aging; influence of health conditions on memory decline; and interventional approaches to forestall progression; has participated as a valued advisory member of the MBRF Research Committee for 2 years (Cincinnati, OH)
12) Amanda Grant Smith, MD https://health.usf.edu/byrd/~media/Files/Byrd%20Alzgeuners%20Institute.cv_AmandaSmith11242014.pdf	Geriatric Psychiatrist	USF Health Byrd Alzheimer's Institute	Medical Director (Tampa, FL)

<u>Nominator/Name</u>	<u>Specialty</u>	<u>Affiliation</u>	<u>Comments:</u>
Patricia: 13) Kristine Yaffe, MD https://profiles.ucsf.edu/kristine.yaffe#narrative	Geriatric Psychiatry/ Neurology	UCSF	Leader in field of ARCD; leading a project in blood biomarkers for AD Has been suggested as outstanding before (San Francisco, CA)