

MCKNIGHT BRAIN RESEARCH FOUNDATION (MBRF)
Meeting of the Membership and Governance Committee
Of the Board of Trustees
Tuesday, October 11, 2022
5:30 pm – 6:30 pm EDT

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

Attending: Dr. Angelika Schlanger, Executive Director

AGENDA

5:30 pm EDT	1.	Call to Order/Welcome/Roll Call	Dr. Sue Pekarske
ACTION	2.	Approval of Minutes from February 22, 2022	Dr. Sue Pekarske
	3.	Review of Updated Activity Timeline	Dr. Sue Pekarske
	4.	Membership of the Board of Trustees	Dr. Sue Pekarske
		a. Review of Updated Trustee Terms Chart	
		b. Review of Process for Trustee Recruitment, Election and Re-Election	
		c. Review of Areas of Expertise and Skillsets Needed	
ACTION		d. Timeline for Nominations and Recruitment Process	
		e. Next Steps	
ACTION	5.	Adjourn	Dr. Sue Pekarske

MINUTES
MCKNIGHT BRAIN RESEARCH FOUNDATION
Membership and Governance Committee
Conference Call
February 22, 2022

The Membership and Governance Committee of the MBRF conference call was called to order at 12:30 p.m. EST on February 22, 2022.

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. Madhav Thambisetty, MBRF Vice Chair
Ms. Melanie Cianciotto, Corporate Trustee,
Truist Bank Foundations and Endowments Specialty Practice

Others attending:

Ms. Amy Porter, Executive Director

1. Call to Order/Welcome/Roll Call

Dr. Sue Pekarske, Chair, welcomed the committee members and thanked them for their review of the materials in preparation for the meeting. Dr. Pekarske shared the goal of today's meeting being to review possible models that might be most beneficial as we move forward with the Education initiative. These include an Education Subcommittee, or Education Working Group, and the hiring of a Senior Education Advisor. This recommendation could be forwarded to the Education Committee for their discussion and review, and presented to the full Board for review at the upcoming Trustees' meeting.

2. Approval of Minutes from September 27, 2021, Meeting

The minutes from the September 27, 2021 meeting (Attachment 1) were reviewed and approved as presented.

Action Item 1: The minutes from the September 27, 2021 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).

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

4. Education Committee Subcommittee

- a. The committee received the Example Organizational Chart (Attachment 3) for consideration.
- b. The committee reviewed the current "Qualifications for Advisory Committee Members" (Attachment 4) as a reference for establishing Education Advisory Subcommittee Members.
- c. Draft thank you letter to Robert Krikorian, PhD – the Membership and Governance Committee reviewed and approved the draft thank you letter to Robert Krikorian, PhD (Attachment 5). Ms. Porter will send the approved letter to Dr. Krikorian today.

Action Item 3: The Membership and Governance Committee approved the draft thank you letter to Robert Krikorian, PhD.

5. Education Working Group

- a. The committee received the Example Organizational Chart (Attachment 6) for consideration.
- b. The committee reviewed the current "Senior Communications Advisor, Duties and Responsibilities" (Attachment 7) as a model for a Senior Education Advisor.
- c. The committee reviewed the current "Charter of the Communications Working Group Charter" (Attachment 8) as a model for an Education Working Group.

6. Education Committee Subcommittee vs. Working Group Discussion

The committee discussed how the model of an Education Subcommittee (and the use of Education Advisory Subcommittee members) differs from that of the Education Working Group (EWG). A Senior Education Advisor could be used with both models. Separate qualification documents would need to be created for either structure. The committee feels that the MBRF already has a successful model with the Communications Working Group (and Senior Communications Advisor), and that the Education Working Group would consist of a broad based, distinguished group of individuals who can help to broaden practice, training, licensure and certification. This committee feels that the

Education Committee should develop a draft job description for a Senior Education Advisor and outline the goals and composition of the Education Working Group. Once hired, the Senior Education Advisor would offer input, along with the trustees and Education Committee members, as to whom might be considered as candidates for Education Working Group members.

The Membership and Governance Committee recommends using the model of hiring a Senior Education Advisor, in conjunction with an Education Working Group. In addition, the committee supports the Education Committee as the appropriate committee to develop a job description for the Senior Education Advisor and to develop the structure of the Education Working Group for consideration by the Trustees. Dr. Mike Dockery will share this recommendation of the Membership and Governance Committee with the Education Committee, and this recommendation will also be presented to the full Board at the upcoming Trustees' meeting.

Action Item 4: Dr. Mike Dockery will share the recommendation of the Membership and Governance Committee with the Education Committee, and this recommendation will be presented to the full Board at the upcoming Trustees' meeting.

There being no further business, the meeting was adjourned at 1:35 pm EST.

Summary of Action Items:

Respectfully Submitted,

Melanie A. Cianciotto
Truist Bank, Corporate Trustee

Membership & Governance Committee Activity Timeline
For the Period June 1, 2021, to December 31, 2022

Updated September 2022

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 was established as goal (Maximum 11 Trustees)	June 27, 2019	DONE
	Update/Revise Orientation Packet for New Trustees	The orientation packet required the addition of new material and updated information	October 5, 2020	Completed and presented to new Trustees and posted on the secure site
	Provide Ongoing Updates to the Orientation Packet as needed	Appointments of New Trustees and the new Executive Director necessitated updating the orientation material	January 2022 August 2022	DONE DONE
	Review appointment and retirement dates	Target for Identifying New Trustees to Maintain Board Size of 7: 1 or 2 in 2020 1 or 2 in 2021 1 in 2024 <i>Will the Trustees be appointing a new Trustee in 2023?</i> 1 in 2025	DONE (2) DONE (1)	New Appointments to the Board of Trustees: Dr. Patricia Boyle September 2020 Dr. Allison Brashear September 2020 Dr. John Brady December 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) Discuss Expertise Needed in 2022/23 Share Recommendation with Trustees for Input Discuss whether to and, if so, how many to appoint in 2023 Ask for Individual recommendations for consideration as nominees	Fall 2020 Summer 2021 Ongoing Fall 2022 October 27, 2022 January/February 2023	DONE DONE
<i>“identify, recruit, and recommend...” Continued</i>	Develop Process for Recruiting, Vetting, and Recommending Candidates <u>(The following is a summary of the process document and a reminder of steps in the process)</u>	Committee reviewed and edited	September 30, 2019 June 1, 2021 July 28, 2021	Document was shared October 2019 Meeting; Document revised; Document was shared July 2021 Trustees Meeting as revised. Document Approved
	<i>Names Submitted to and 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 MBRF Chair (or Executive Director, if assigned) contact candidate(s) to assess interest and request CV</i>			

	<i>Committee conducts further vetting, reviews CVs, ranks candidate(s), and makes final recommendation to Board</i>			
	<i>Board selects finalist(s), invites to interview, can invite to attend events or trustees meeting. Trustees vote on appointment. Vote must be unanimous</i>			
	<i>New Trustee(s) notified. Executive Director requests time for orientation call. Orientation provided by Executive Director and current Trustee as approved by MBRF Chair.</i>			
<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>			DONE ONGOING
	<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 January 2021	MBRF proceeded as has been done in the past in 2019/2020 New Form used in 2021 and 2022

	Discuss whether to develop Board Self-Assessment to review progress toward Board goals (this would be an assessment of the impact of the full Board of Trustees)		March 2020 Considered in 2021	Request for Suggestions to improve Board were added to individual Self-Assessment as a way to assess the full Board's impact DONE
		Self-Assessment form distributed to Trustees and Returned to Corporate Trustee	Dec. 2021 January 2022	There were no changes to the form from 2021
<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
<i>"...structure, charters, policies, process..."</i> <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	July 31, 2019	DONE
	Developed 'Qualifications for Advisory Committee Members'	Trustees approved	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 reviewed Summary of Recruitment, Election and Re-election. Process for Review of Performance for re-election approved

	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 was recognized with gift and proclamation Dr. Robert Wah was recognized with gift and proclamation
	Review concept of developing an Education Working Group vs. establishing an Education Committee Subcommittee Consider hiring a Sr. Advisor, Education	Recommendation to hire a Sr. Advisor, Education, and to follow the Communications model with a working group, was shared with the Board of Trustees. Further Discussion	Feb. 22, 2022 March 13, 2022 March 23, 2022 Upon receiving report from Education Consultant	Winter/Spring 2023

**MBRF Trustee Appointment History and Terms
September 2022**

	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
John E. Brady, MD	January 1, 2022	January 1, 2025	January 1, 2028	January 1, 2031
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 Trust

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

McKnight Brain Research Foundation
Qualifications for New Trustee

1. The Board of Trustees must be composed of at least three (3) and not more than eleven (11) individual Trustees and one (1) Corporate Trustee.
2. A Trustee must have either a Medical Degree or a Ph.D. Degree in one of the Basic Sciences or an equivalent degree in fields thought to be of benefit in advancing the Mission and Purpose of the MBRF.
3. It is desirable for a Trustee to have been an active practitioner, an active research scientist, a medical educator, have experience in administrative medicine or to be active, or have past experience, in a field or profession thought to be of value in advancing the Mission and Purpose of the MBRF.
4. An additional Trustee or replacement Trustee must be elected by a unanimous vote of the current Trustees.
5. The length of term is three (3) years, which may be renewed for additional terms, pending approval of the Board of Trustees, for a maximum of nine (9) years.
6. A Trustee must be committed to the Values, Vision, Mission and Code of Ethics of the McKnight Brain Research Foundation.

Approved April 19-20, 2005 Trustees Meeting
Reviewed and reaffirmed, April 16-18, 2008 Trustees' Meeting
Reviewed and reaffirmed, March 14, 2012, Trustees' Meeting
Approved October 14, 2014
Reviewed and reaffirmed, July 25, 2017
Reviewed and amended, May 8, 2018
Reviewed and amended July 31, 2019
Approved Length of Term added to document (#5) July 22, 2020

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

Revised June 4, 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 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 before making a recommendation to the Board of Trustees.
5. The Board of Trustees reviews the Committee's recommendations and determines which candidates to pursue further. The Trustee nominator (or the MBRF Chair, 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, as assigned.
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, log in information for the MBRF secure website, and other relevant information.
5. The Executive Director sends the orientation handbook and shares its location on the secure site. The Executive Director requests a time for a phone meeting with the new Trustee to review the orientation material. The Executive Director will invite a Trustee to join in the orientation meeting, as suggested or approved by the MBRF Chair.
6. The Corporate Trustee sends the Conflict of Interest form and all other information and forms requiring signature and return.
7. 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.
8. 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.
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 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 conference call 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 if they are not re-elected.
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.