

MCKNIGHT BRAIN RESEARCH FOUNDATION (MBRF)
Meeting of the Membership and Governance Committee
Of the Board of Trustees
Tuesday, February 22, 2022
12:30 pm – 1:30 pm EST

Conference Call Number 425-436-6342 Passcode 746770 (Pin for Host * or 3303)
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Some states have this tax requirement.)*

Members: Dr. Susan L. Pekarske, Chair, Dr. Michael L. Dockery, Dr. Lee Dockery,
Melanie Cianciotto, and Dr. Madhav Thambisetty

Attending: Amy Porter

AGENDA

- | | | |
|-------------------------------|--|------------------|
| 12:30 pm EST | 1. Call to Order/Welcome/Roll Call | Dr. Sue Pekarske |
| | 2. Approval of Minutes from September 27, 2021 | Dr. Sue Pekarske |
| | 3. Review of Updated Activity Timeline | Dr. Sue Pekarske |
| | 4. Education Committee Subcommittee | Dr. Sue Pekarske |
| | a. Example Organizational Chart for consideration | |
| | b. Review of the current "Qualifications for Advisory Committee Members" as a reference for establishing Education Advisory Subcommittee Members | |
| ACTION | c. Draft thank you letter to Robert Krikorian, PhD | Ms. Amy Porter |
| | 5. Education Working Group | Dr. Sue Pekarske |
| | a. Example Organizational Chart for consideration | Ms. Amy Porter |
| | b. Review of the current "Sr. Communications Advisor, Duties and Responsibilities" as model for Sr. Education Advisor | (Education Cmte) |
| | c. Review of the current "Charter of the Communications Working Group Charter" as model for Education Working Group | (Education Cmte) |
| ACTION | 6. Subcommittee vs Working Group Discussion | Dr. Sue Pekarske |
| 1:30 pm EST
ACTION | 7. Other Business/Adjourn | Dr. Sue Pekarske |

MINUTES
MCKNIGHT BRAIN RESEARCH FOUNDATION
Membership and Governance Committee
Conference Call
September 27, 2021

The Membership and Governance Committee of the MBRF conference call was called to order at 5:30 p.m. EDT on September 27, 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. 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.

2. Approval of Minutes from June 1, 2021 Meeting

The minutes from the June 1, 2021 meeting (Attachment 1) were reviewed and approved as amended. The changes are:

Item 2 in the minutes should read Approval of Minutes from January 21, 2021 Meeting.

Action Item 1: The minutes from the June 1, 2021 meeting (Attachment 1) were approved as amended.

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. Nominees for the Board of Trustees

a. Review Nominees

The committee reviewed and discussed the materials regarding the nominees (Attachment 3). It was noted that Dr. John Brady has not yet submitted his Curriculum Vitae or Personal Statement and that this information was needed before a recommendation could be made regarding his consideration as a nominee.

b. Recommendation of Candidates

A motion was made to approve recommendation of Dr. Victor Hirth for consideration as a Trustee candidate to the full Board for review.

It was decided that once the Curriculum Vitae and Personal Statement are received from Dr. John Brady, these items will be circulated to the Membership and Governance Committee for review, to determine if the committee would like to make a recommendation to the Board.

Action Item 3: A motion was made to approve recommendation of Dr. Victor Hirth for consideration as a Trustee candidate to the full Board for review.

Action Item 4: Once received, Dr. John Brady's Curriculum Vitae and Personal Statement will be shared with the Committee for review, to determine if the Committee would like to make a recommendation to the Board.

c. Recommendation for Format & Timeframe for Meeting Nominee(s)

The committee discussed the potential formats (virtual versus in person) and timeframe for interviewing the nominee(s). It is hoped that the interview(s) can take place no later than early to mid-January 2022, so that if approved, the new Trustee(s) might be able to attend the February Trustees' Meeting of the MBRF.

5. Discussion of Trustee Role vs. Honorary Trustee Role

Dr. Pekarske recommended that the Membership and Governance Committee review this topic at a future committee meeting. The topic warrants a bigger discussion which should include the following:

What is an Honorary Trustee?

Does the MBRF need an Honorary Trustee?

What are the responsibilities of an Honorary Trustee?

Will an Honorary Trustee be compensated?

Action Item 5: The Membership and Governance Committee will discuss the Honorary Trustee Role at a future committee meeting.

6. Revised Documents for Review

a. Updated Trustee Terms Chart

Ms. Porter shared the updated Trustee Terms Chart (Attachment 4) with the committee. The dates of the renewal terms were revised to be consistent with the date of the first appointment for each Trustee.

b. Approved Additions to the Vice Chair Term of Office

Ms. Porter shared the updated Officers of the Board of Trustees Document (Attachment 5) with the committee. Item 4 was updated to include "vice chair". Item 5 was added to the document. Item 5 states "The election of the chair and vice chair occur at the spring meeting of the Board of Trustees every odd numbered year (2021, 2023, 2025, etc.) with the term beginning, as stated above, on July 1 and ending on June 30 to coincide with the MBRF's fiscal year."

There being no further business, the meeting was adjourned at 6:45 pm EDT.

Summary of Action Items:

Respectfully Submitted,

Melanie A. Cianciotto
Truist Bank, Corporate Trustee

Membership & Governance Committee Activity Timeline
For the One-Year Period June 1, 2021, to July 1, 2022

Updated February 17, 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 established as goal (Maximum 11 Trustees) The packet required the addition of new material, updated information	June 27, 2019	DONE
	Update/Revise Orientation Packet for New Trustees		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 Nominations were received Spring 2021 Vetting Conducted Fall 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	DONE
			Summer 2021	DONE
	Request Board names from MBRF Trustees, MBI Leadership, CWG Members and NIA contacts In 2021, Nominee Names were requested of Trustees	Unanimous Vote to Appoint both Dr. Boyle and Dr. Brashear Names (13) were submitted which met the criteria identified; Names were submitted as recommendations to the Trustees on July 28 Interview Conducted and Unanimous Vote to Appoint Dr. John Brady	October 14, 2020 June 1, 2021 July 28, 2021 August/September 2021 December 2021	New Trustees Attended October 14, 2020, Meeting The Trustees approved candidates for further vetting by Trustees

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
<i>"identify, recruit, and recommend..." Continued</i>	Develop Process for Recruiting, Vetting, and Recommending Candidates <u>(The following is a summary of this document and a reminder of steps in the process)</u>	Committee reviewed and edited Committee to review changes to process for recruitment and notification of new trustees	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.
	<i>Names Submitted to and Reviewed by Committee</i>		June 1, 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, if assigned) contact candidate(s) to assess interest and request CV</i>		August/September 2021	
	<i>Committee conducts further vetting, reviews CVs, ranks candidate(s), and makes final recommendation to Board</i>		September 27, 2021	
	<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>		October 28, 2021 or February 2022	
	<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>		Upon Election	

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>			DONE
	<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 and 2022
	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
		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

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
"...structure, charters, policies, process..." Continued	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 Education Working Group or Education Committee Subcommittee Consider hiring a Sr. Advisor, Education	Recommendation from M&G Cmte will be forwarded to the Education Cmte for their discussion and review Both committees will share with Trustees at next meeting	Feb. 22, 2022 March 13, 2022 March 23, 2022	Page Four



McKNIGHT BRAIN
RESEARCH FOUNDATION
Preserving memory, enhancing life

McKnight Brain Research Foundation
Trustees, Corporate Trustee and Chair Emeritus

Executive
Director

Education
Committee

Research
Committee

Finance
Committee

Membership &
Governance
Committee

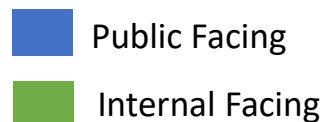
Communications
Committee

Primary Care
Education
Subcommittee

Truist Investment
Group

Senior Advisor
Communications

Communications
Working Group



McKnight Brain Research Foundation
Qualifications for Advisory Committee Members

1. The Board of Trustees of the McKnight Brain Research Foundation (MBRF) has approved non-trustee appointments for membership on three (3) of the MBRF board committees. These committees are the Communications Committee, the Education Committee, and the Research Committee.
2. Trustees serving on committees shall be referred to as "Trustee Members." Non-trustee members of committees shall be referred to as "Advisory Members." Advisory Members serve in a volunteer capacity and receive no compensation.
3. Advisory Members will support the Mission and Purpose of the MBRF by having the experience, education and qualifications to advance the specific goals and activities of the Committee to which they are appointed.
4. Advisory Members are appointed by the Committee Chair. Members serve one (1) year terms, renewable three (3) times, at the Chair's discretion. Advisory Members may serve on more than one (1) Committee, or may be appointed to another Committee at the end of her or his term.
5. An Advisory Member may be invited by the Board of Trustees to attend MBRF meetings, conferences, and events. Invitations will be extended from the Chair of the Board of Trustees. Travel and other expenses related to attending will be reimbursed.
6. Advisory Members must be committed to the Values, Vision, Mission and Code of Ethics of the McKnight Brain Research Foundation.



McKNIGHT BRAIN RESEARCH FOUNDATION

Preserving memory, enhancing life

*Established by
Evelyn F. McKnight
to Alleviate Memory Loss
in the Aging*

February 15, 2022

Robert Krikorian, PhD
College of Medicine
University of Cincinnati
3230 Eden Avenue
Cincinnati, OH 45267

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Amy Porter
Alexandria, Virginia
aporter@mcknightbrf.org
202-302-9849

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Dear Dr. Krikorian,

It is hoped that this letter finds you well and enjoying the very first signs of spring in Cincinnati.

I'm writing to thank you for your service as an Advisory Member of the Research Committee of the McKnight Brain Research Foundation (MBRF) Board of Trustees. Since your appointment in 2019, your experience, qualifications and understanding of age-related cognitive decline and memory loss have added greatly to the committee's discussions and deliberations. In addition, your assistance and observations as a reviewer for the MBRF Clinical Translational Research Scholarships were greatly appreciated.

In accordance with MBRF policy, your tenure as an Advisory Committee Member reached completion at the end of last year. It was unfortunate that your years of service coincided with the pandemic and kept us from fully utilizing your participation and expertise on the committee.

I hope there will be an opportunity to reengage with you in the future as the MBRF continues to advance research initiatives leading to the understanding and alleviation of age-related cognitive decline and memory loss. You have the collective appreciation of the Board of Trustees and my personal gratitude for your support of the MBRF. Thank you.

Sincerely,

Amy Porter
Executive Director

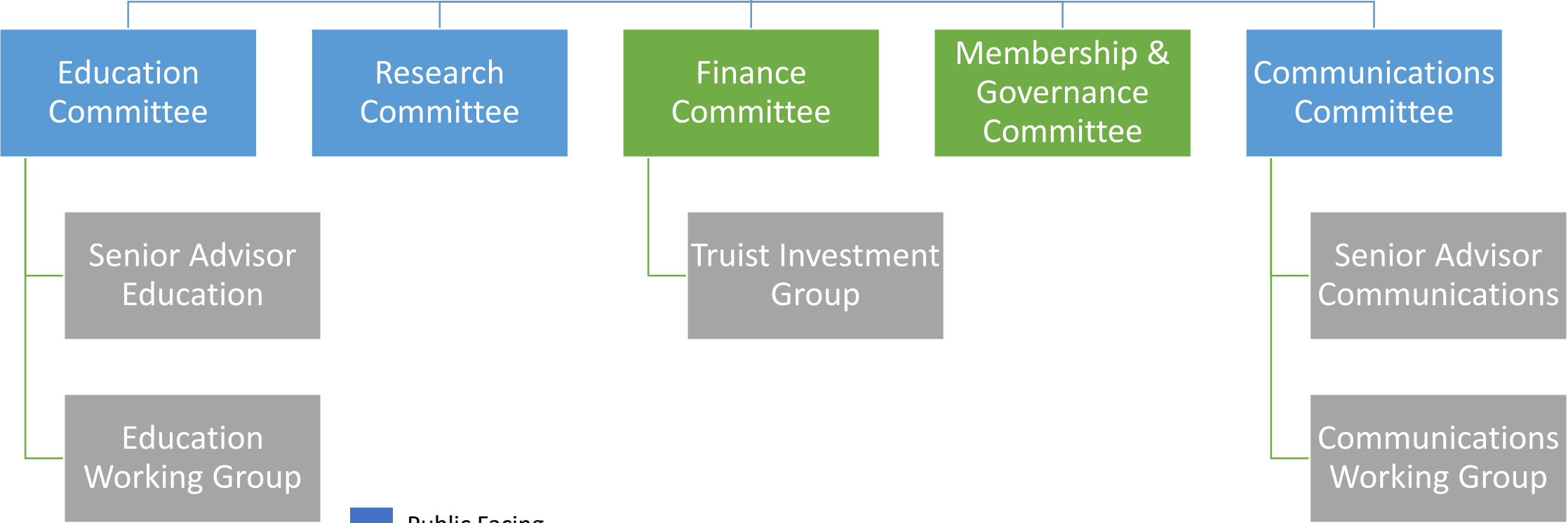
Cc: MBRF Trustees

Please address all correspondence to:

Melanie Cianciotto ♦ Truist ♦ Post Office Box 620005 ♦ Orlando, Florida 32862 ♦ 407--237-4485

McKnight Brain Research Foundation
Trustees, Corporate Trustee and Chair Emeritus

Executive
Director



Public Facing

Internal Facing



McKnight Brain Research Foundation Senior Communications Advisor

Duties and Responsibilities

1. MBRF Communications Tools and Materials

- Maintain the MBRF logo and branding across all materials
- Develop new materials as needed, including brochures, fact sheets, FAQs, etc.
- Draft press releases and news announcements

2. MBRF Website and Social Media

- Draft and post new content to maintain the MBRF website
- Interview experts and draft posts for the monthly Ask the Experts blog series
- Develop themes and draft content on a monthly basis to make 3-4 social media posts each week.
- Plan and implement quarterly social media outreach campaigns

3. MBRF Media Outreach and Tracking

- Work with the MBIs to identify research stories and experts for potential media outreach
- Track media and social media metrics and reach throughout the year and provide quarterly updates to the Trustees

4. Communications Working Group

- Schedule and staff bi-monthly meetings with members of the Communications Working Group to engage in ongoing activities, including:
 - Sharing news announcements and research activities
 - Reviewing, vetting and approving MBI communications materials
 - Providing input on upcoming studies with relevant consumer/medical angles
 - Identifying young researchers and studies of note to highlight on the MBRF website and social media channels