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

Tuesday, January 21, 2025
6 pm EST – 7 pm EST Teams (invitation in calendars)

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

Other Attendees: Ms. Amy Porter, Interim Executive Director

AGENDA

Time	#	Item	Lead
6:00 pm	1.	Call to Order/Welcome	Dr. Pekarske
6:05 **ACTION**	2.	Approval of the March 4, 2024 Minutes	Dr. Pekarske
	3.	Review of Updated Activity Timeline	Dr. Pekarske
6:10	4.	Update on Trustee Self-Assessment a. Number Completed/Returned b. Follow-up Conversations with Trustees c. Summary Report to the Board of Trustees	Dr. Pekarske Dr. Mike Dockery
6:25	5.	Review of MBRF Orientation Manual a. Current Table of Contents b. Items Currently Being Updated	Dr. Pekarske Dr. Lee Dockery
6:45	6.	Other Business	Dr. Pekarske
7:00 **ACTION**	7.	Adjournment	Dr. Pekarske

MINUTES
MCKNIGHT BRAIN RESEARCH FOUNDATION
Membership and Governance Committee
TEAMS Conference Call
March 4, 2024

The Membership and Governance Committee of the MBRF TEAMS conference call was called to order at 5:00 p.m. ET on March 4, 2024.

The following members were present:

      Dr. Susan L. Pekarske, Chair of the Membership & Governance Committee
      Dr. Michael Dockery, MBRF Chair
      Dr. J. Lee Dockery, Chair Emeritus, MBRF
      Dr. Madhav Thambisetty, MBRF Vice Chair
      Ms. Melanie Cianciotto, Corporate Trustee,
        Truist Bank Foundations and Endowments Specialty Practice

Others attending:
      Dr. Angelika Schlanger, 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 August 29, 2023 Meeting
The minutes from the August 29, 2023, meeting (Attachment 1) were reviewed and approved as amended. The changes are:

Change EST to ET after 5:00 p.m. and 5:55 p.m.

Action Item 1: The minutes from the August 29, 2023, 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. Trustee Self-Assessment Update
    a. Report on Number Completed/Received

Dr. Pekarske shared that Trustee Self-Assessment Forms were received from all of the Trustees with the exception of Dr. Brangman and Dr. Hamilton. They did not have to complete the assessment form, since both started their first terms on July 1, 2023 (and, therefore were not with the foundation for the entire year).

b. Follow-up Conversations with Trustees
Dr. Mike Dockery shared that he spoke with each of the trustees separately to review their Self-Assessment form. Suggestions to improve communication, particularly with more succinct communication in emails, seemed to be a common theme.

c. Summary Report to the Board of Trustees
Dr. Dockery will share a summary of his discussions at the March 19, 2024, Trustees' Meeting.

5. Membership of the Board of Trustees
a. Proposed Amendment to Trustee Term of Service
Dr. Pekarske shared the Proposed Amendment to Trustee Term of Service (Attachment 3). The proposed amendment was reviewed at the October 22, 2023, Trustees' Meeting. At that time, it was decided to table the discussion and have the Membership and Governance Committee review and revise the proposed language based on the feedback from the board.

The committee reviewed the proposed amendment and made the following suggested revisions:

Item 6 – reworded to read the following "*Under special circumstances, additional terms of service as Trustee in excess of nine (9) years can be requested and approved by the Board of Trustees under the following conditions:*"

Item 6 a – add "unique" before qualifications

The committee recommends approval of the Trustee Term of Service section of the MBRF Qualifications for New Trustee document as amended to the full board. The committee authorized the Executive Director to review the proposed language with the Foundation's legal counsel in advance of the full board review.

b. Review, Monitor and Build Board Membership to Optimize Diversity and Skillsets
The committee feels that the board has reached a nice number of Trustees at the current time, with a well-rounded mix of expertise and skillsets, and has strived to improve diversity.

c. Discussion/Consideration of Adding Public Member(s)

The committee discussed adding a Public Member to the Board. The committee feels the current board works well together and has been very productive. In addition to the onboarding of two new Board members, there is a lot going on right now and onboarding an additional new member at this time may be disruptive. After discussion, the committee decided now is not the best time to consider adding a public member.

d. Succession Plan for Trustees

The committee feels this is addressed in part through the use of the Trustee Appointment History and Terms document, as well as through the job descriptions that have been created for the various positions, including Chair, Vice Chair, Chair Emeritus, Executive Director and Corporate Trustee, and the Trustees Responsibilities and Duties Document.

There being no further business, the meeting was adjourned at 5:55 p.m. ET.

Summary of Action Items:

Respectfully Submitted,

Melanie A. Cianciotto
Truist Bank, Corporate Trustee

Membership & Governance Committee Activity Timeline
2021 to 2026

Updated January 6, 2025

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
"identify, recruit and recommend candidates for appointment or re-election of current Trustees, consistent with applicable qualifications…"	Determine ideal size of Board	Goal Size established as 7 Trustees, plus 1 Corporate Trustee and 1 Chair Emeritus	June 27, 2019	DONE
		Current size is 8 Trustees, plus 1 Corporate Trustee and 1 Chair Emeritus	January 6, 2020	Trust document allows for a maximum of 11 Trustees
	Compile and create an orientation packet that includes the history of the MBRF, in addition to its values, standards, expectations, leadership, gifts and grants, and programs	The orientation packet was compiled, reviewed, and approved by the Trustees	October 5, 2020	The orientation packet became part of the standard information provided to new Trustees. The orientation packet is housed on the MBRF secure site
	Provide ongoing updates to the orientation packet as needed	The orientation packet required the addition of new material, updated trustee information and updated program status and information	January 2022 August 2022 June 2023 January 2025	DONE DONE DONE Draft Updates and additions to the orientation packet are presented to the M&G Committee for their review. The changes will be shared with the MBRF

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
	Review appointment and retirement dates	Target for Identifying New Trustees to Maintain Board Size of 7 (or more): 1 or 2 in 2020	DONE (2)	New Appointments to the Board of Trustees: October 2020 - Dr. Patricia Boyle Dr. Allison Brashear
		1 or 2 in 2021	DONE (1)	December 2021 Dr. John Brady
		2 in 2023	DONE (2)	July 2023 Dr. Sharon Brangman Dr. Roy Hamilton
		0 in 2024		
		Renewal of Terms: 2 in 2023	DONE (2)	October 1, 2023 to October 1 2026 (2nd Term) Dr. Patricia Boyle Dr. Allison Brashear
		1 in 2024/25 (Originally Dec. 31, but term changed to begin on January 1)	DONE (1)	January 1, 2025 – January 1, 2028 (2nd Term) Dr. John E. Brady
		4 in 2026		July 1, 2026 – July 1, 2029 (2nd Term) Dr. Sharon A. Brangman Dr. Roy H. Hamilton

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
		Renewal of Terms (con't) 4 in 2026		October 1, 2026 – October 1, 2029 (3rd Term) Dr. Patricia Boyle Dr. Allison Brashear
	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 Summer 2021	DONE DONE
		Discussed Expertise Needed to round out the Board	Oct 11,2022	DONE
		Trustees approved the appointment of two new candidates in 2023: one with expertise in Behavioral Neurology and one in Internal Medicine with a specialty in Geriatrics	October 27, 2022 January/February 2023	DONE DONE
		Additional Areas of expertise needed – i.e. a public member?	At its March 20, 2024 meeting, the board approved the committee's recommendation not to add a public member at this time	DONE
"identify, recruit, and recommend…" Continued	Develop Process for Recruiting, Vetting, and Recommending Candidates	Committee reviewed and edited	September 30, 2019 June 1, 2021	Document was shared October 2019 Meeting; Document revised;

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
			July 28, 2021	Document was shared July 2021 Trustees Meeting as revised. Document Approved
"oversee annual Board self-evaluations"	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
		Self-Assessment form distributed to Trustees and Returned to Corporate Trustee	Dec. 2021 January 2022 Dec. 2022 Dec. 2023 Dec. 2024 January/Feb 2025	There were no changes to the form from 2021 Conversations will take place with MBRF Chair
"…make recommendations on structure, charters, policies, process and practices…"	Align policy with practice for length of service	Board approved change in policy to allow a "maximum of 9 years" service The Board approved an amendment to the trustee terms of service at its March 20, 2024 meeting.	March 20, 2024	DONE The amendment allows for an extended term of service if desired and approved by the board in unique circumstances.
"…structure, charters, policies, process…" Continued	Approve role of first Chair Emeritus	Board developed and approved by unanimous consent in email	July 2019	DONE

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
	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 May 3, 2023	Dr. Gene Ryerson was recognized with gift and proclamation Dr. Robert Wah was recognized with gift and proclamation Dr. Richard Isaacson was recognized with a proclamation

Duty (from Committee Charter)	Activity/Action	Outcome	Date	Comments
	Review concept of developing an Education Working Group vs. establishing an Education Committee Subcommittee	Recommendation to hire a Sr. Advisor, Education, and to follow the Communications model with a working group, was shared with the Board of Trustees Conversation has been paused	Feb. 22, 2022 March 13, 2022 March 23, 2022	TABLED

McKnight Brain Research Foundation
New Trustee Orientation Materials
Table of Contents

July 2023

9. continued
- h. Key Messages
- i. Cognitive Aging Explained Brochure
- j. Keep Your Brain Healthy Brochure
- k. Top 10 Tips for Healthy Aging
- l. Organizational Brochure

10. Gift Agreements with the McKnight Brain Institutes (MBIs)
- a. Evelyn F. McKnight Brain Institute at the University of Alabama at Birmingham
  - 1) Gift agreements
  - 2) Endowed Chair
- b. Evelyn F. McKnight Brain Institute at the University of Arizona
  - 1) Gift agreements
  - 2) Endowed Chair
- c. Evelyn F. and William L. McKnight Brain Institute of the University of Florida
  - 1) Gift agreements
  - 2) Endowed Chairs
- d. Evelyn F McKnight Brain Institute at the University of Miami
  - 1) Gift agreements
  - 2) Endowed Chair
  - 3) Evelyn F. McKnight Neurocognitive Clinical Scholar in Brain Health and Aging
  - 4) Alexandria and Bernard Schoninger Endowed Chair in Memory Disorders
- e. Leadership Council
- f. Annual Report Template

11. Block Grants and Special Projects
- a. Travel Award Program
  - 1) Brain and Cognitive Health Working Group
  - 2) Cognitive Aging and Memory Interventional Core
  - 3) Cognitive Test Assessment Working Group
  - 4) Epigenetics Working Group
  - 5) Magnetic Resonance Imaging (MRI) Standardization Working Group
- b. Inter-Institutional Bio-informatics Core
- c. Inter-Institutional Neuroimaging
- d. Inter-Institutional Cognitive Aging and Memory Intervention Core
  - 1) Vulnerability of Older Adults to Financial Deception Schemes—A Novel Intervention Tool
  - 2) A Pilot Intervention with Near Infrared Stimulation: Revitalizing Cognition in Older Adults.
  - 3) Transcutaneous Vagal Nerve Stimulation and Cognitive Training to Enhance Cognitive Performance in Healthy Older Adults
  - 4) Improving Age-Related Cognitive Decline with Exercise on Hypertensive Older Adults: A Pilot Study to Investigate a Retinal Microvascular Biomarker and the Role of IGF
  - 5) Reuniting the Brain and Body to Understand Cognitive Aging: The Nexus of Geroscience and Neuroscience
  - 6) Harnessing Optimal Mechanisms of Exercise for Cognitive Gains (HOME-Cog)
  - 7) Feasibility of a Timed Bright Light Exposure Therapy to Improve Circadian Function

11. continued

        8) Cued High-Speed Multidirectional Yoga: Impact on Retinal Microvascular and Cognitive Measures

        9) Ketogenic Diet Improvement of Age-Related Memory Impairments, Nominates Cell-Type Specific O-GlcNAC Deficiencies in the Aged Hippocampus

    e. McKnight Brain Institutes Annual Inter-Institutional Meeting

        • 2023 Inter-Institutional Program

    f. The Precision Aging Network: Closing the Cognitive Healthspan, Human Lifespan Gap

    g. Research Partnership in Cognitive Aging

    h. Cognitive Aging Summits

    i. William G. Luttge Annual Lectureship in Neuroscience

    j. Society for Neuroscience Poster Reception

    k. Cognitive Aging and Memory Clinical Translational Research Scholarships

        1) RFA for 2023 Application

        2) List of all Scholarship Recipients

    l. MBRF Innovator Awards in Cognitive Aging and Memory Loss

        1) RFA for 2023 Awards

        2) List of all Innovator Award Recipients

12. Contact Information: Trustees and McKnight Brain Institutes

13. MBRF Websites

    Public Website: https://mcknightbrain.org

    Website Management: BRG Communications

    Contact person: Valerie Patmintra

    Private Secure Website: https://tmbrf.org/board-login/

    Website Management: Beck Digital

    Contact Person: Melanie Cianciotto

Items for updating for Orientation Manual

1. Outside cover date.
2. Table of Contents date

Table of Contents numbered items:

#3. Strategic Plan

#5. Abbreviated History

#7. Position descriptions

      a. Interim Director
      b. CEO position

#8.a. Board of Trustees' Priority

#8.b. Committee members

#8.e.3. AFAR 2024 announcement

#9.a. Communications plan update

      • Web traffic
      • Media highlights

#9.f. Communications working group.

      • Edit page 165—delete Schlanger
      • Add Brangman and Hamilton

#10.a. UF update: Cohen and Woods changes

#10.b. UM update: Rundek and Levin

#10.e. Check Leadership Council membership

#11.d. Additional awards

#11.e. 2024 Inter-Institutional Program: add something about MBRF 25th Anniversary

#11.h. Cognitive Aging Summit IV update

#11.i. Luttge Lectureship 2024

#11.j. SFN 2024 update

#11.k. 2024 announcement for ABF Can the 2024 recipients be announced yet?

#11.l. 2024 Innovator Awards

#12. Contact information: Add Porter and delete Schlanger