

MCKNIGHT BRAIN RESEARCH FOUNDATION

Conference Call

April 6, 2015

12:00 p.m.

Call in # 877-934-2901

Participant Code # 8630398

AGENDA

1. Discuss IOM Report and options for dissemination via MBRF
2. Discussion and Approval
 - a. Board Member Duties
 - b. Board Member Commitment Form
 - c. Self-Evaluation Forms
 - i. Metric Scale
 - ii. "Satisfactory" or "Unsatisfactory" Scale
 - d. Duties of Chair
 - e. Duties of Vice Chair
 - f. Duties of Corporate Trustee
3. Trustee attendance at Healthy Aging Summit
August 27 – 28, 2015
Chicago, IL

McKnight Brain Research Foundation (MBRF)

Board of Trustees

Board Member Duties and Responsibilities

Duties: To advise, govern, oversee policy and direction, and assist with the leadership and promotion of the McKnight Brain Research Foundation (MBRF) in support of the organization's vision, mission and goals. As a board member, passion, participation and commitment are vital to the success of the Foundation. A board member's effectiveness will be enhanced by striving to be knowledgeable about the trends and research initiatives in cognitive aging and associated memory loss in the aging.

Responsibilities: Leadership, governance and oversight:

1. Serve as an active advocate and foster collegial relationships with its constituents and other organizations in helping to communicate and promote the MBRF vision and programs to the scientific community and beyond.
2. Prepare in advance, attend and participate in all MBRF board meetings (usually FOUR per year) and attend special events as able.
3. Understand the policies and procedures of the MBRF and adhere to its Code of Ethics and avoid conflict of interest.
4. Responsible for monitoring and providing direction and evaluation of senior staff/corporate trustee, Foundation Legal counsel and investment managers.
5. Ensure fiscal oversight and integrity with the review and approval of the annual budget, disbursements, investments and any related legal and financial obligations and responsibilities.
6. Provide oversight of Foundation, monitor and evaluate the effectiveness of funded institutes and programs through a regular review, completed at least on a yearly basis.
7. Participate in strategic planning, vision setting and evaluation efforts.
8. Participate in Board communication (print and electronic) and respond in a timely manner.
9. Work to promote communication and collegial relationships contributing to cohesiveness of the group.
10. At the direction of the chair, serve as a spokesperson for the Foundation and the Board.

Length of term: Three years, which may be renewed for an additional term, pending approval of the board

Approval date: _____

Review date: _____

McKnight Brain Research Foundation
Annual Board Responsibilities Commitment Form

MISSION: *The McKnight Brain Research Foundation strives to:*

- **Lead in generating interest and support of scientific research in the understanding and alleviation of age-related memory loss**
- **Inspire commitment and shared vision in the understanding and alleviation of age-related memory loss**
- **Partner with research scientists, institutions, and organizations to promote research to understand and alleviate age-related memory loss**
- **Promote collaboration and communication among research scientists, institutions, and organizations engaged in research in age-related memory loss**
- **Nurture scientists dedicated to the exploration and innovative research in the understanding and alleviation of age-related memory loss**
- **Recognize and Reward achievement in discoveries leading to the understanding and alleviation of age-related memory loss**

I understand my duties and responsibilities as a Board Member are to:

1. Serve as an active advocate and foster collegial relationships with its constituents and other organizations in helping to communicate and promote the MBRF vision and programs to the scientific community and beyond.
2. Prepare in advance, attend and participate in all MBRF board meetings (usually FOUR per year) and attend special events as able.
3. Understand the policies and procedures of the MBRF and adhere to its Code of Ethics and avoid conflict of interest.
4. Responsible for monitoring and providing direction and evaluation of senior staff/corporate trustee, Foundation Legal counsel and investment managers.
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9. Work to promote communication and collegial relationships contributing to cohesiveness of the group.
10. At the direction of the chair, serve as a spokesperson for the Foundation and the Board.

I accept the above commitment as an understanding of my role and responsibilities as a member of the Board of Trustees.

Name

Date

McKnight Brain Research Foundation
Board Member Annual Self-Assessment

Vision: "improve the quality of life through the understanding and alleviation of age related memory loss"

Annual MBRF Board Member Responsibilities/Commitment Form

Board Member Name _____ Year _____

Previously, I committed to executing my responsibilities as a Board Member of the MBRF to the following areas. Now, I'm using a scale of one to 10 (with 10 as outstanding fulfillment of duties and 1 the weakest score in the fulfillment of duties) to indicate how well I did in executing these duties.

Responsibility	Score
Serve as an advocate for the organization and foster collegial relationships with its constituents and other organizations in communicating and promoting the MBRF vision and programs to the scientific community and beyond.	
Review agenda and supporting information in advance, attend and participate in all MBRF Board meetings--usually FOUR per year.	
Understand the policies and procedures of the MBRF, adhere to MBRF Code of Ethics and avoid conflicts of interest.	
Be responsible for monitoring and providing direction and evaluation of senior staff, corporate trustee, foundation legal counsel and investment managers.	
Ensure fiscal oversight and integrity with the review and approval of the annual budget, major expenditures, investment of funds, and any related financial or financial responsibilities.	
Provide oversight of Foundation, monitor and evaluate the effectiveness of funded institutes and programs through a regular review, completed at least on a yearly basis.	
Participate in strategic planning, vision setting and evaluation efforts.	
Participate in Board communication (print and electronic) and respond in a timely manner.	
Work to promote communication and collegial relationships contributing to cohesiveness of the group.	
At the direction of the chair, serve as a spokesperson for the Foundation and the Board.	
TOTAL SCORE	

I acknowledge that my total score is 80% or greater to be able to continue my service on the board of trustees. If less than 80%, I commit to taking the following steps to improve my performance as a board member.

Name

Date

McKnight Brain Research Foundation
Board Member Annual Self-Assessment

Vision: “improve the quality of life through the understanding and alleviation of age related memory loss”

Annual MBRF Board Member Responsibilities/Commitment Form

Board Member Name _____ Year _____

Previously, I committed to executing my responsibilities as a Board Member of the MBRF to the following areas. Now, I'm using a scale of "S" for satisfactory" or "U" for unsatisfactory to evaluate my performance in the fulfillment of my duties and to indicate how well I did in executing these duties.

Responsibility	Score
Serve as an advocate for the organization and foster collegial relationships with its constituents and other organizations in communicating and promoting the MBRF vision and programs to the scientific community and beyond.	
Review agenda and supporting information in advance, attend and participate in all MBRF Board meetings--usually FOUR per year.	
Understand the policies and procedures of the MBRF, adhere to MBRF Code of Ethics and avoid conflicts of interest.	
Be responsible for monitoring and providing direction and evaluation of senior staff, corporate trustee, foundation legal counsel and investment managers.	
Ensure fiscal oversight and integrity with the review and approval of the annual budget, major expenditures, investment of funds, and any related financial or financial responsibilities.	
Provide oversight of Foundation, monitor and evaluate the effectiveness of funded institutes and programs through a regular review, completed at least on a yearly basis.	
Participate in strategic planning, vision setting and evaluation efforts.	
Participate in Board communication (print and electronic) and respond in a timely manner.	
Work to promote communication and collegial relationships contributing to cohesiveness of the group.	
At the direction of the chair, serve as a spokesperson for the Foundation and the Board.	

I acknowledge that in the areas in which I performed **unsatisfactorily**, it will be desirable for me to improve my performance to continue my service as a trustee. I commit to taking the following steps to improve my performance in order to continue as a board member.

Name

Date

**Duties of Chair
Board of Trustees
McKnight Brain Research Foundation (MBRF)**

- 1. Represent the Foundation in all communications with individuals, organizations and Institutions.**
- 2. Serve as spokesperson**
- 3. Foster relationships with organizations and grant award recipients.**
- 4. Lead the Foundation in monitoring performance and progress of all grant recipients.**
- 5. Manage all communications with the Foundation--both print and electronic.**
- 6. Supervise the execution of work by all outside contract services.**
- 7. Organize meeting agendas and preside at meetings.**
- 8. Perform first review of the minutes of meetings before release for review and approval by the trustees.**
- 9. Serve as first point of contact for all questions from corporate trustee/secretary**
- 10. Act as liaison between the trustees and legal counsel in negotiation of contracts, gift agreements or other legal documents involving the Foundation.**
- 11. Act as liaison between the trustees and the investment manager directly or through the corporate trustee as required.**
- 12. Manage or monitor, in collaboration with the corporate trustee, other business tasks as required, e.g. tax reports, MBRF website, archives, copyright registrations.**
- 13. Monitor compliance with all Gift Agreements, travel awards and grant awards.**
- 14. Implement all actions approved by the Board and perform additional duties assigned by the Board.**
- 15. Lead board member development and succession planning.**

**Duties of Vice Chair
Board of Trustees
McKnight Brain Research Foundation (MBRF)**

- 1. Substitute for Chair in Chair's absence.**
- 2. Other tasks as assigned by the Chair or designated by the Board.**

Duties of the Corporate Trustee/Secretary for the McKnight Brain Research Foundation (MBRF)

1. Appointed as defined and authorized in the MBRF Trust Agreement
2. Interacts with trustees and board chair as necessary via print and electronic communication
3. Interacts with MBRF legal counsel and accounting representatives for tax preparation of the 990-PF, 990-T and 1099-MISC
4. Interact with personnel of the McKnight Brain Institutes (MBI) as necessary
5. Manage all meeting arrangements, including securing meeting location, arranging for meals, arranging for telephones or audio visual equipment as necessary and making trustee hotel reservations
6. Prepare the agenda for all board meetings in consultation with the Chair
7. Assemble and distribute agenda and support materials and information for trustee meeting packages
8. Travel to and attend trustee meetings and site visits
9. Prepares minutes of trustee meetings
10. Uploads information to Foundation's secure website
11. SunTrust Bank is custodian of the foundation records and maintains the archives for historical records of the Foundation at its offices located at 200 S. Orange Avenue, 10th Floor SOAB, Orlando, FL 32801
12. Act as liaison between the investment manager of the Foundation and the trustees and legal counsel
13. Handle capital calls for private equity holdings and liquidation requests for from equity fund managers approved by the portfolio manager
14. Maintain accounts and disburse payments for the Travel Award Program, Bio-Informatics Core and Neuroimaging Core and Cognitive Aging Test Battery Working Group
15. Work with the host institution of the annual Inter-Institutional Meeting: sign contracts, handle deposits and payments for meeting venues, provides guidance as necessary
16. Works with personnel of the MBIs to ensure receipt of

- Annual Reports every year by 1/15 and distributes to trustees for review
17. Handle payment of trustee compensation, taxes, grant commitments, trustee expense reimbursements, travel award payments, inter-institutional meeting participant reimbursements and other expense reimbursements as required
 18. Handle other correspondence and requests for information regarding the affairs of the Foundation
 19. Handle other trustee hotel reservations and travel arrangements as necessary and request by the trustees
 20. Represent the Board at the meetings of Exponent Philanthropy (formerly the Association of Small Foundations) and other organizations as directed by the Board
 21. Perform other responsibilities assigned or delegated by the Board