



Considerations for the NIRI Board of Directors

As Adopted by the Nominating & Governance
Committee of the NIRI Board

Role & Responsibilities

The NIRI Board of Directors provides strategic and policy leadership to guide NIRI over the long-term. The Board works in partnership and collaboration with the President & CEO, who leads the NIRI Staff and manages the day-to-day operations. The Board provides broad oversight and direction while balancing the challenges of very limited resources, multiple priorities and needs, and while challenged to advance a dynamic and changing profession. Board members work together with NIRI staff in a collegial, consensus-oriented process to achieve the organization's strategic plan and mission.

Minimum Qualifications

In seeking professionals to join the NIRI Board of Directors, the Nominating & Governance Committee considers the following to be minimum qualifications that candidates must possess:

- A. Demonstrated breadth and depth of management and leadership experience, preferably in a senior IR leadership role or in an IR service provider company in the case of the Associate Member Director
- B. Proven ability to think strategically and for the long-term
- C. Integrity and high ethical standards
- D. Enough time to devote as a member of the Board
- E. Ability to comply with the Board's Conflict of Interest Policy
- F. Ability to think independently and work collaboratively
- G. Commitment to work with NIRI staff in a collegial and professional manner
- H. Demonstrated successful volunteer service to NIRI National and/or NIRI chapters
- I. Past or current service on boards of other non-profit organizations.

Other Factors

- A. Nominees must be NIRI members in good standing.
- B. Nominees must be prepared to make a commitment to serve actively on the Board for the full term of 4 years for which they are being nominated.
- C. Nominees should have evidenced a strong interest in and commitment to advancing the practice and recognition of the profession of investor relations. Such evidence may take the form of one or more of the following:
 1. Volunteer service to NIRI:
 - Chapter officer or director

- Program presenter at chapter or national level (e.g., meetings, seminars, webinars, or conferences)
 - Committee participation and special project task force
 - Contribution of articles for NIRI publications
 - Advocacy Ambassador and/or volunteer
2. Relevant non-NIRI activities, achievements, or volunteer service:
- Teaching course(s) in investor relations
 - Demonstrated thought-leadership/publishing article(s) on investor relations
- D. Nominees should be representative of one or more constituencies of the total membership of NIRI. Any given nominee may represent one or several constituencies. It is hoped that the Board will at all times represent virtually all constituencies.

The following are examples of the type of diversification sought in the nominating process:

- A. Geographic distribution — Regions of the U.S., NIRI chapters, countries, regions outside the U.S.
- B. Market capitalization ranges — micro, small, mid, large, mega, private
- C. Exchange — NYSE, NASDAQ, international, other
- D. Industry/sector distribution
- E. Special areas of expertise — Strategic planning, financial analysis, communications, etc.
- F. Degrees and credentials — MBA, JD, IRC, or other credentials (e.g., CPA, CFA).

Understanding Service on the Board

- A. The NIRI Board of Directors (18 elected members plus the President) focuses on strategy and policy, as well as stewardship of NIRI and the IR profession.
- B. It is important that each member carries an appropriate share of the workload. If a Board member finds that circumstances will prevent from full participation in Board affairs, it is expected that said Board member will contact the Chair of the Board, explain the situation, and determine, with the Chair's counsel, the advisability of resigning from the Board.

The in-person meetings have recently been on the following timetable:

- March, in conjunction with a NIRI event in New York
 - June, in conjunction with the Annual Conference
 - September in the Washington, DC area; includes a meeting with the SEC
 - Late November/early December, in conjunction with the NIRI Senior Roundtable Annual Meeting
- C. Board members who are absent from two or more meetings a year may be asked to resign. A perfect attendance record is not expected, but attendance of at least 75% of all Board meetings is a reasonable expectation of Board members. An overall attendance record of less than 50% is not acceptable and indicates that resignation is appropriate.
 - D. Members of the NIRI Board of Directors receive no cash compensation for Board service or reimbursement for out-of-pocket expenses. Board members or their employers will

bear the out-of-pocket expenses of serving on the Board. Such expenses include travel, lodging and meals expenses incurred in attending Board meetings.

Candidate Identification and Evaluation Process

The Committee shall seek to identify a considerable number of potential candidates and shall review all such prospects and conduct necessary screening activities in order to present a final slate of well-qualified candidates to the full Board for consideration. The Committee will rely on professional and personal contacts of the Committee, other members of the Board of Directors and senior management, as well as candidates recommended by NIRI members.

In evaluating potential candidates, the Committee will determine whether the candidate is qualified for service on the Board of Directors by evaluating the candidate under the guidelines set forth above and by determining each candidate's suitability and fit relative to the Board's overall objectives at the time the candidate is being evaluated. Candidates for Board seats are nominated by the Board on the recommendation of the Nominating and Governance Committee.

Becoming a Board Member

For an application to be considered by the committee, the nominator and candidate must adhere to the deadlines and criteria established in the application.

Limitations

- A. Late and/or incomplete submissions will lead to disqualification of the candidate.
- B. Candidates cannot be nominated more than two consecutive years.
- C. A chapter president or president-elect is not eligible to serve on the National Board until their chapter term (as president) has concluded. A nomination for a current Chapter president may be submitted for consideration if their chapter term will conclude prior to the first meeting of the National Board.
- D. During the nomination process, candidates are not permitted to interact with individuals on the nominating committee, the Board or NIRI staff for the purpose of discerning the status of their nomination. Nominees are expected to use good judgment and maintain the pre-nomination professional relationships and interactions.

Term of Service

- A. The Nominating & Governance Committee will present a slate of candidates at the September Board Meeting. The Board approves a final slate of candidates.
- B. Proxy materials are distributed to members approximately four weeks prior to the Annual Meeting.
- C. An affirmative 5% of the total membership vote is required for successful election of a Board member.

D. The four-year term of service will begin in November/December at the Annual Meeting.