CFA Institute

BOARD OF GOVERNORS

Recruitment Information

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Who We Are

In an industry that struggles to define itself, the institutions and individuals that CFA Institute serve stand for building a better world for investors. CFA Institute is the world's largest association of investment professionals with over 200,000+ members in over 160 markets, and over 150 Societies. The organization relies upon its staff of 550+ professionals working in six international locations (Virginia, New York, London, Hong Kong SAR, Mumbai, and Beijing). CFA Institute offers a range of educational and career resources, including the Chartered Financial Analyst® (CFA) designation. Learn more about the full suite of certifications at CFA Institute Programs and the most recent updates to the CFA Program at: CFA Program Evolution.

Not-for-Profit Corporation

CFA Institute is a non-for-profit organization incorporated in Virginia and is recognized by the Internal Revenue Service as exempt from federal income taxation under Section 501(c)(6) which applies to trade associations, professional societies and membership organizations.

A not-for-profit corporation is established under state laws declaring that it exists for reasons other than profit-making. It means that the corporation is prohibited from issuing equity stock and that it must comply with nonstock laws. "Not-for-profit" can be misleading to those who have operated in a for-profit world. There is no prohibition against the organization having excess revenues over expenses. The difference is that a not-for-profit corporation exists not to make money for shareholders but instead to pursue it mission-based goals.

Mission

To lead the investment profession globally by promoting the highest standards of ethics, education, and professional excellence for the ultimate benefit of society.

Vision

Empowering the investment industry to realize the world's greatest possibilities.

Ambition

To lead the future of public and private market investing by delivering globally respected, skills-based education solutions, research, and thought leadership, increasing our impact through an expanded network of members and societies.

Strategy Overview

Strategy 2030

- **Evolve and grow the CFA Program**
- **Shape the future of the industry and profession**
- **Diversify our portfolio of learning solutions**
- **Expand our membership community**

Strategic Pillars

Evolve and grow the CFA Program
Modernize and personalize the CFA program through enhanced digital tools, expanded curricula, and tailored candidate experiences to address evolving industry needs and reach broader audiences.

Shape the future of the industry and profession
Advance the investment industry towards improved outcomes for investors by providing a clear, unbiased, and authoritative voice on investment practices and outcomes.

Diversify our portfolio of learning products
Be the hub for skilling, upskilling, and reskilling in the investment industry by delivering learning products that enhance professionals' skills and careers.

Expand our membership community
Offer a highly valued ecosystem and value proposition to all investment practitioners that supports lifelong learning, career development, and global community connections.

Board of Governors

The CFA Institute's Board of Governors Primary Responsibilities

- **Define the Mission**

- **Establish Strategic Goals for Achieving the Mission**
  - The Board is ultimately responsible for defining the strategic and business goals of CFA Institute.
    - Ensure effective implementation by:
      - *Engaging effective management; and*
      - *Assuring adequate resources.*

- **Corporate Management Oversight**
  - Governors Govern
    - Organizational powers are exercised by or under the authority of the governing board of the organization. While the Board is a *collective* decision-making body, fiduciary duties fall on Governors *individually*. The primary duties are to:
      - *Set the mission direction and priorities;*
      - *Ensure resources to accomplish the mission; and*
      - *Provide support and oversight of senior management and Board committees.*

  - Management Manages
    - Senior management manages the organization pursuant to the bylaws and resolutions of the Board of Governors. Management is responsible for:
      - *Implementation of the organization's priorities; and*
      - *Day-to-day operations of the organization.*

  - Reservation of Authorities
    - Reservation of Authorities formalizes the Board's approval and oversight authority for the following purposes:
      - *Greater clarity around what matters should be brought to the Board for decision;*
      - *Approval or notification;*
      - *Increase focus by the Board on strategic issues;*
      - *Delegating operational matters to staff; and*
      - *Improved efficiency consistent with public company standards.*

- **Fiscal Responsibility**
  - Budgets
    - *Approving and monitoring budgets.*
      - *Operating*
      - *Capital*
  - Audits

- *Conducting independent audits of financial statements.*
- Balance Sheets
  - *Protecting the balance sheet.*
  - *Approving major changes in accounting principles and practices.*
- Spending Policies
  - *Adopting spending policies that ensure the long-term preservation of the real value of reserves.*
  - *Approving major plans and actions.*

- **Board and Officer Succession**
  - Ongoing process for identifying next leaders
    - *The Board elects the President, CFO, Secretary and such other officers as the Board may determine.*
  - Nomination process for Board leadership
  - Nominating Committee nominates Governors, subject to Board approval
  - Long lead time to cultivate Governors
    - *Every Governor is responsible for recruiting new Governors.*

- **Legal Compliance & Risk Management**
  - **Ensuring that CFA Institute mitigates risk and is compliant with all applicable laws is a Board responsibility.**
    - Identify Risks
      - Identify internal weaknesses.
      - Identify external threats.
      - Determine organization's risk appetite.
    - Risk Mitigation
      - Ensure adequacy of insurance protection.
      - Be aware and monitor external factors.
      - Practice proactive risk assessment, prevention and management.
    - Compliance Policy
      - Code of Conduct for Governors and Employees
      - Conflict of Interest Policy
      - Policy on Raising Concerns
      - Board Reporting Concerns and Investigations Policy
      - Record Retention
    - Audit and Finance Committee/Risk Committee
      - Financial reporting compliance, including internal controls
      - Regulatory and legal compliance programs
      - Compliance and Ethics Program Roadmap Oversight

- **Board Culture**
  - Goal: A culture that encourages active participation, informed exploration of key issues, deliberation of diverse viewpoints, and efficient consensus-driven resolution
    - Respect for diverse viewpoints
    - Opportunity for constructive confidential debate with a focus on achieving consensus where possible

- Use of executive sessions / closed meetings
- Mindful of fiduciary obligations
- Purpose driven, diligent, informed, curious & engaged, protective of confidentiality, avoiding/disclosing conflicts
- Collegial and diverse; not divisive
- Performance focused strategic thinking; not administering
- Use of prioritized agendas
- Future focused & anticipatory (not historic looking & reactive)

- **Collective Board Responsibilities**
  - The Board is responsible for managing and directing CFA Institute's affairs and exercises this authority as a collective body through:
    - Voting of the Board and its committees in duly convened meetings, or
    - Unanimous written consent for matters that require no further deliberation
  - Implications:
    - Board requires opportunity for informed and confidential deliberation in which diverse viewpoints are explored, and management assumptions are tested and questioned
    - Governors are expected to support a Board decision once a majority vote has been had
    - Individual Governors lack power to take action on behalf of CFA Institute, including directing staff or volunteers, unless expressly authorized to do so
  - The Board has authority and responsibility to direct the activities and affairs of CFA Institute but delegates day-to-day operations to the CEO and other professional staff
    - Governors may rely on the CEO and other staff to undertake their delegated duties and may also rely on the information they provide *so long as it is reasonable to do so.*
      - Certain fundamental decisions (such as Articles and Bylaw amendments, filling Board or committee vacancies, and actions requiring member approval) cannot be delegated.
    - Board's activities focus on:
      - Making decisions with respect to matters not delegated to management, and
      - Providing oversight of delegated activities

Governor Position Description

The Board of Governors is the highest governing authority within CFA Institute. All corporate powers of CFA Institute shall be exercised by or under the authority of the Board of Governors in accordance with and subject to CFA Institute's Articles of Incorporation and Bylaws. Each Governor of the Board shall carry out his or her duties and responsibilities as part of the Board, and not as an individual, in accordance with and subject to the Articles and Bylaws.

Each Governor's duties and responsibilities in his or her role include those set forth in the policies and other governing documents adopted by the Board. In accordance with and subject to such policies and other documents, each Governor shall:

1. Prepare for, attend, and participate in meetings and other sessions of the Board and Board committees, as applicable;
2. Fulfil the primary responsibilities of a Governor, including:
    a. oversee the development and ensure effective implementation of the strategic and business goals of CFA Institute;
    b. provide support to and oversight of senior management;
    c. ensure fiscal responsibility, legal compliance and effective risk management; and
    d. preserve and protect the reputation and integrity of CFA Institute.
3. Serve on committees of the Board as appointed and in accordance with the committee charter and policies governing membership on Board committees;
4. Carry out duties imposed by applicable law, including duties applicable to the Governors of CFA Institute under the laws of the Commonwealth of Virginia;
5. Comply with the Code of Conduct for Governors of CFA Institute and with all other applicable CFA Institute Board or Board committee policies and other documents;
6. Act in a collegial fashion as a member of the Board and any applicable committees of the Board;
7. Communicate and act through established channels and reporting lines, as delineated in Board policies and other applicable documents;
8. Engage in continuing education relevant to the Governors' roles with respect to the Board and its committees;

Board of Governors Committee Descriptions

The Board of Governors serves in a variety of roles critical to the governance of CFA Institute and utilizes the following committees to assist with the fulfillment of its oversight functions.

Audit and Finance Committee

The purpose of the Audit and Finance Committee (the "Committee") is to assist the Board of Governors (the "Board") in the fulfillment of its functions with respect to CFA Institute's financial statements, financial condition by:

- Overseeing CFA Institute's financial and audit systems for financial integrity.
- Overseeing CFA Institute's process for monitoring compliance as it relates to financial integrity.
- Evaluating the independence and qualifications of the independent auditor.
- Overseeing the invested reserves and any withdrawals there from.

Governance standards are ultimately determined by US Virginia State law and corporate codes, but recognizing the prominence of the organization as a professional body, and the expectations of members and other stakeholders, other best practice enhancements to governance and disclosure are followed where practicable.

The Committee's role is one of oversight. Management is responsible for preparing the financial statements. The independent auditor is responsible for auditing the annual financial statements. The Board and Committee recognize that management, including the independent auditor, have more time, knowledge and detailed information about the organization than do Committee members. The Committee therefore relies on the reviews and reports provided by management, and does not provide any expert assurance as to the financial statements or any certification as to the work of any auditor. As appropriate, the Committee may challenge the reviews and reports to enhance the organization's overall risk management.

Nominating and Governance Committee

The Nominating and Governance Committee (the "Committee") is established in the CFA Institute Bylaws in accordance with Article 9 to:

- Submit nominations for qualified candidates for Governor and oversee the nominations process for Board of Governors, ensuring the process reflects the highest standards of transparency, independence, and accountability;
- Oversee the Board, Committee, and Governor performance evaluation process;
- Develop, review periodically, and recommend amendments to the governance practices, processes, and structures of CFA Institute;
- Consult with the Board Chair as to Board committee leadership and composition;
- Lead Board Chair succession planning, including identifying and cultivating future leaders;

- Provide oversight of governance policies relating to its engagement with members;
- Review and recommend updates to the Articles of Incorporation, Bylaws, policies, and job descriptions; and
- Monitor trends and external developments affecting the organization's governance environment.

People and Culture Committee

The purpose of the People and Culture Committee (the "Committee") is to carry out the responsibilities delegated by the Board of Governors (the "Board") of CFA Institute relating to the following items which are focused on building organisational capability and ensuring the organization is viewed as an Employer of Choice in the markets in which we operate:

- Review output of the annual Talent Review producing a robust succession plan and high potential slate ensuring the organization has top talent in critical roles and internal talent pipelines are being developed with a focus on enhancing organizational capability.
- Provide oversight of compensation policies, programs and related plans, with an emphasis on those pertaining to the executive officers of CFA Institute.
- Review annual goals, performance against those goals and recommend compensation of the President and Chief Executive Officer (the "CEO").
- Review compensation recommendations for all key executives named in the 990 filing.
- Review annual development plans of executive officers and discuss retention issues for this group and other critical talent in the organization.
- Discuss key activities focused on evolving employee engagement and organizational culture.
- Discuss any People-related issues (labor practices, EEO activity, executive separation events, etc.) that may create risk for the organization. Depending on the level of risk associated, these issues may also be reviewed by the Risk Committee.

These matters, and all other matters discussed by the Committee will be executed in accordance with and subject to the Bylaws of CFA Institute, as such Bylaws may be amended from time to time (the "Bylaws"). For purposes of this Charter, the term "executive officers" refers to the officers and managing directors in the positions for which compensation disclosure is included in the annual proxy statement to members.

Risk Committee

The purpose of the Risk Committee (the "Committee") is to assist the Board of Governors (the "Board") in the fulfilment of its functions with respect to CFA Institute's risk management by evaluating and providing oversight of the monitoring of CFA Institute's risks.

Society Partnership and Strategy Council

The Society Partnership and Strategy Council (the "Council" or "SPSC") is established by the Board of Governors (the "Board") to serve as a strategic advisory body addressing key challenges and opportunities impacting or arising from the society network. SPSC focuses on high-impact issues critical to advancing CFA Institute's mission globally and delivering value to members.

The Council's role is to:

- Contribute to the alignment between CFA Institute and CFA Societies that is critical in advancing our strategy and mission globally and delivering value to members. Raise and evaluate matters of misalignment between CFA Institute and CFA Societies to the Board.
- Present meaningful and balanced input to the Board on CFA Society-related matters to represent society interests.
- Assess and share society network market insights, perspectives, and sentiment providing regular reports to the Board to inform decision-making.
- Advise on society funding models, membership growth strategies, network governance, and enterprise-level strategic initiatives impacting societies, incorporating society perspectives to inform the Board's decisions.

SPSC's focus complements the role of Presidents Council Representatives (PCRs) by addressing strategic topics distinct from operational or network-wide alignment efforts. SPSC considers and relies on feedback and input collected by PCRs as well as management recommendations and insights in its deliberations on strategic matters and any related recommendations to the Board of Governors.

Governor Election, Term, and Time Investment Expectations

Governor Election and Term

A Governor shall serve for a term of three years. At the Annual Meeting of Members, members will be asked to vote on governor candidates, each to serve a three-year term beginning 1 September 2028 and ending 31 August 2031.

Time Investment

The Chair of the Board of Governors commits approximately 35-40 days per year and each Governor commits approximately 25-30 days per year to the organization. In addition to their role of oversight, which our governors consider paramount, they also engage in outreach activities to cultivate valuable relationships with our members and other key constituents around the globe. These include charter award ceremonies and society leadership conferences, among many others.

Meetings and Attendance

The Board of Governors holds four quarterly in-person meetings: The Americas, EMEA, and APAC. Each Governor is also assigned to one to two board committees, which meet four to six times per year ranging from 1 to 2 hours each. Committee meetings are held virtually.

Event Participation Guidelines

I. Purpose

While serving on the Board, Governors are invited to attend CFA Institute and Member Society events. Attendance is encouraged over a governor's tenure. Such events offer a Governor the opportunity to learn about the organization and to represent the Board to constituencies.

II. Events

Governors are recommended to experience both a LIVE event of CFA Institute and the Global Society Leadership Conference at least once over their 3-year term. In addition, Governors are encouraged to attend and support nearby local society events.

III. Planning

The corporate secretary will track Governor invitations and attendance to:

- Ensure that management has an opportunity to brief Governors on both local opportunities and sensitivities.
- Avoid where possible excess Governor coverage for events and the absence of representation for others.
- Manage Board expenses and annual budget.

Board of Governors Competencies and Selection Criteria

The following are attributes CFA Institute's Nominating Committee considers in the selection of Governors. Attributes are prioritized for each nominations cycle base on guidance from the CFA Institute Board of Governors.

Governor Competencies

1. **Business Judgement:** Has the experience and strategic foundation to focus the board on the organization's top priorities and use of resources; has the ability to handle complexity and ambiguity and to simplify issues to the essence to make sound business decisions; has ability to look ahead; has ability to transfer to strategic insight to different environments.

2. **Dedication to the Mission:** Has the motivation to invest time and effort in learning about the organization needs and commitment to stay up to date with it; is diligent enough to follow through with commitments; invests the time necessary; has an objective skepticism.

3. **Cultural Sensitivity:** Culturally aware and savvy; sensitive to regional differences; able to adapt their style, especially the flexibility to adapt to change.

4. **Interpersonal Communication:** Has the ability to build relationships with all kinds of people; has the ability to influence, gain trust and support from others; has the ability to use diplomacy and tact; has the ability to listen/adjust to others' input; effectively balances speaking and listening.

5. **Tone at the Top:** Adhere to appropriate and effective set of core values, and is able to live by these; is honest and truthful; is authentic, is self-aware and confident enough to 'be oneself;' sets the right "tone at the top" for the organization.

Governor Skills and Experience Criteria

1. **Charterholder:** An individual who has satisfied the requirements to become a regular member and has successfully passed the CFA Program.

2. **Volunteer Experience:** Experience serving as a CFA Institute volunteer (e.g. CFA Program committees – Council of Examiners/Education Advisory Committee, Disciplinary Review Committee, etc.) and/or in a leadership role for a Member Society.

3. **Leadership Experience:** Proven track record as a leader, preferably in a C-Suite role within a global organization of comparable size, fiscal budget, and complexity as CFA Institute; demonstrated strategic leadership; independent thinker with appropriate stature and style; experienced at dealing with internal and external stakeholders.

4. **Audit/Risk:** A financial expert has an understanding of financial statements and generally accepted accounting principles ("GAAP"); experience in preparing, auditing, analyzing or evaluating financial statements of companies comparable to the company or experience in actively supervising one or more persons engaged in such activities; experience in applying GAAP to accounting for estimates, accruals and reserves; and an understanding of internal accounting controls, procedures for financial reporting and audit committee functions. Including experience overseeing enterprise risk management.

5. **Information Technology:** Outstanding technology expertise in a leadership role overseeing digital transformation and social media delivery capabilities and ideally, knowledge relevant to potential industry disruptors including AI.

6. **Regulatory:** Demonstrable first-hand knowledge of regulatory issues, regulators and public policy making either gained from within the policy making establishment itself or via participation on high level and influential advisory panels that shape the rule making impacting the investment industry.

7. **Credentialing Experience:** Experience supporting the development, delivery, or oversight of professional credentialing programs, including curriculum design, exam development, assessment, accreditation, or quality assurance. This may include direct experience with the CFA Program through active membership on the Council of Examiners or the Education Advisory Committee, or comparable experience with other recognized professional credentials.

8. **Board and Governance Experience:** Board service in an organization comparable to the size and reach of CFA Institute. Governance knowledge as evidenced by extensive and significant board service and/or recognized expert in the field.

9. **Human Resources:** Experience in people management in an organization at least of comparable

size and complexity to that of CFA Institute and/or board or HR experience in planning CEO succession; experience in remuneration practices.

10. Strategic Global Leadership: Experience in leading organizations with an international footprint, setting long-term vision and strategy across diverse geographies. Demonstrated ability to anticipate global trends, balance stakeholder interests, and guide transformation through complexity and change.

11. Global Operations Experience: Proven expertise overseeing large-scale operations across multiple regions and cultures, with accountability for service delivery, resource management, and operational performance. Skilled at integrating global processes with strategy, governance, and risk frameworks to ensure efficiency and resilience.

12. Independent: A governor shall be considered to be "independent" if the Board affirmatively determines that the Governor has no material relationships with CFA Institute, either directly or as a partner, shareholder or officer of an organization that has a relationship with CFA Institute. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships, among others. The Board shall determine whether a Governor is independent each year after reviewing relevant facts and circumstances.

- An individual's social independence, or how closely associated an individual is with CFA Institute and CFA Institute Staff, should also be considered, and this should be shared with the Board for their awareness and as part of the due diligence process.

Additional Online Resources

Please find links to additional resources available on the CFA Insitute website.

1. CFA Institute Articles of Incorporation
2. CFA Institute Bylaws
3. Current Board of Governors
4. CFA Institute Leadership Team
5. Board of Governors Code of Conduct
6. Conflict of Interest Policy
7. 2026 CFA Institute Proxy Statement
8. Annual Reports and 990s
9. CFA Institute Committee Charters
    - Audit and Finance Committee
    - Nominating and Governance Committee
    - People and Culture Committee
    - Risk Committee
    - Society Partnership and Strategy Council