

CEO SEARCH COMMITTEE

Purpose

The purpose of the CEO Search Committee (the “Committee”) is to carry out the responsibilities delegated by the Board of Governors (the “Board”) of CFA Institute regarding the succession process in recommending the next President and CEO of CFA Institute for appointment by the Board.

Membership

The Committee shall be composed of the following five members serving on the Board as of fiscal year 2018:

- Robert Jenkins, FSIP – Board Chair
- Heather Brilliant, CFA – Board Vice Chair
- Frederic Lebel, CFA – Board Past Chair
- Diane Nordin, CFA (Committee Chair) – At-Large Governor
- Hua Yu, CFA – At-Large Governor

Members shall serve until the Committee’s purpose has been completed. If for any reason, a member is no longer able or willing to serve his or her full term on the Committee, the Executive Committee shall recommend a new member to fill that vacancy. The Executive Committee’s recommendation shall require Board approval.

Meetings

The Committee shall meet as often as deemed necessary or appropriate, in its judgment, to discharge its duties and responsibilities. Meetings of the Committee may be held in-person and/or via telephonic or electronic or video conference, and at such times and places as the Committee determines. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee. The Chair may call a meeting of the Committee upon due notice to all other members at least 48 hours prior to the meeting. Notice by electronic mail shall be sufficient notice. The Committee may also act by written consent signed by all of its members.

Duties and Responsibilities

In addition to carrying out any other responsibilities delegated to the Committee by the Board, the Committee shall:

- Establish a comprehensive consultative process that engages multiple constituencies in the search for the President and CEO of CFA Institute.
- Select and retain an executive search firm to assist the Committee with its overall responsibility for the recruitment, development, and evaluation of candidates, both internal and external.
- To develop, under the guidance of the executive search firm, the job specification to be use for evaluating candidates. Key parameters of the job specification to be approved by the Board.
- Identify, after its deliberations, a candidate whom it recommends to the Board for appointment as President and CEO of CFA Institute. If the Board does not approve the Committee’s recommendation, the Committee shall recommend a second or further candidate as may be necessary.

- In consultation with the executive search firm, the Committee shall establish contract parameters and compensation, in consultation with the Compensation Committee, for the successful candidate. The Committee shall not have the responsibility of discussing contract provisions with candidates. Final terms for a contract to be approved by the Board.
- Submit its candidate recommendation to the Board within the 18- to 24-month timeline (July 2018 to December 2018).

Version 1

Authority to Engage Advisers

The Committee has authority to select, retain and obtain advice of an executive search firm as necessary to assist with the execution of the Committee's duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of the executive search firm. The Committee shall receive appropriate funding from CFA Institute, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to its executive search firm and any other advisers. However, the Committee shall not be required to implement or act consistently with the advice or recommendation of its executive search firm and the authority granted in this Charter shall not affect the ability or obligations of the Committee to exercise its own judgement in fulfilment of its duties under this Charter.

Confidentiality

It is a condition of membership of the Committee that its deliberations and all matters pertaining to its proceedings will be held confidential. Acceptance of membership constitutes an undertaking to adhere to this condition.

Conflicts of Interest

Each member must disclose any conflict of interest that could affect their judgment on the Committee. All Committee members are subject to CFA Institute policies and guidelines regarding conflicts of interest.

Report

The Committee shall:

- Report regularly on the progress of the Committee's work at each Board meeting (during executive session), and maintain minutes or other records of the Committee meetings and activities.
- Be responsible to the Board for its activities.

Term

The Committee shall serve until it achieves its purpose. Once the Committee's work is completed, it shall be retired.

Executive Liaison

The management liaison to the Committee is the Chief Human Resources Officer of CFA Institute.

Effective 13 May 2018