



NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee (the “Committee”) is:

- The Committee is established by the Bylaws of CFA Institute (the “Bylaws”) to carry out the responsibilities delegated by the Board of Governors (the “Board”) of CFA Institute relating to CFA Institute’s processes and procedures for Governor nominations, in accordance with and subject to the Bylaws that may be amended from time to time;
- To identify, vet and nominate qualified candidates for Governor and Officer positions of CFA Institute, in accordance with and subject to the Bylaws; and
- To support CFA Institute’s leadership position in the investment profession by recognizing individuals whose achievements, examples, or contributions have helped raise the standards of education, integrity and professional excellence.

Membership

The members of the Committee are as forth in Article 9 of the Bylaws. Each member of the Committee who is a Governor, shall be independent in accordance with the applicable rules and standards of the New York Stock Exchange and any independence guidelines of CFA Institute that apply to members of the Committee who are Governors of CFA Institute.

The Nominating Committee shall be composed of:

- the Past Chair (who shall serve as chair of the committee) and the Chair;
- two (2) Regular Members elected by the Executive Committee who are serving as a Governor or are in their first year after serving as a Governor;
- one (1) Regular Member that is a Charterholder Member elected by the members of the Education Advisory Committee or elected by the members of the Council of Examiners, each in alternate terms; and
- two (2) Regular Members elected by the Presidents Council Representatives.

If the Past Chair is unable for any reason to serve as chair of the committee, the Chair shall serve such function.

Each member of the Nominating Committee shall serve a two (2) year term. The terms of the two representatives from each constituency will be staggered so that one person will be serving in the first year of the term and one person will be serving in the second year of their term. No person shall serve two consecutive terms on the Nominating Committee.

The CEO is invited to attend the Committee meetings as an invited guest and is not a voting member of the Committee.

Meetings

The Chair shall preside at meetings of the Committee and shall set the agenda.

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 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.

The Committee, acting through its Chair, may ask any officer of CFA Institute to attend a meeting of the Committee or for such person to meet with advisers to the Committee.

Duties and Responsibilities of the Committee

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

- Propose to the Board nominees for the positions of Governor and Officer positions of Chair and Vice Chair. The Committee shall strive to nominate the very best nominees within the appropriate skill sets and diversity of characteristic appropriate to generate a properly balanced Board.
- The goal of the nomination process is to provide the CFA Institute with a strong and independent Board that can provide direction and oversight for the organization, representing the best interests of the CFA Institute stakeholders.

Nominations Functions

The members of the Committee are designated in the Bylaws to conduct the nominations activities shall:

- Carry out, in accordance with the Bylaws, all activities set forth in Article 9 thereof.
- Maintain confidentiality in the Committee's deliberations and choices of those to propose for nomination while maintaining transparency in the Committee's process.
- Solicit candidates in accordance with the Bylaws, and solicit candidates for consideration by the Committee on a regular basis from the membership of CFA Institute and other appropriate sources.
- Identify and screen individuals nominated and qualified to become Governors, consistent with any criteria approved by the Board, including, without limitations, independence.
- Fairly and objectively evaluate candidates for open positions. Evaluate said candidates for nomination in light of the skill sets, diversity of characteristics and independence needed on the Board of CFA Institute according to a structured evaluation process designed to nominate individuals who can best promote the fulfillment of CFA Institute's mission.
- Select and recommend to the Board for approval, the nominees for Governor (new and re-up) and the offices of Chair and Vice Chair of CFA Institute, in accordance with and subject to the Bylaws.
- Publicize to the membership of CFA Institute (including to Member Societies); the nominating process that the Committee oversees, the call to such members to submit candidates to the Committee, and the results of such nominating process.
- The incoming Chair as elected by the membership at the Annual Meeting of Members-will recommend Board committee chair appointments (including the chairs of the Investment Committee and Society Partnership Advisory Council) and Board committee member

appointments to the Nominating Committee to review, vet and recommend to the Board for approval.

- Annually evaluate the process it follows in evaluating candidates with a view to process improvements, transparency and accountability.

Awards Functions

- Carry out, all activities required by the Awards Policy. Specifically, the identification, vetting and selection of awards nominee recipients.

Authority to Engage Advisers

The Committee has authority to retain advisers when it deems appropriate, shall have sole authority to retain any search firm to be used to identify Governor candidates, and shall have authority to approve fees and terms of retention (and sole authority over such fees and terms with respect to any search firm to be used to identify Governor candidates), without the prior permission of the Board or management, and shall be provided the necessary resources for such purpose.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser the Committee retains. To the extent required by applicable rules or policies, the Committee shall conduct an independence assessment, taking into consideration any factors the Committee deems relevant to the adviser's independence from management, prior to selecting or receiving advice from such adviser.

Reporting Relationships

The Committee shall:

- Report regularly to the Board on Committee findings and recommendations, and maintain minutes or other records of Committee meetings and activities.

Self-Evaluation

The Committee shall:

- Conduct an annual self-evaluation of the performance of the Committee, including a review of the adequacy of this Charter annually, and recommend to the Board such amendments as the Committee deems appropriate.

Executive Liaison

The management liaison to the Committee is the Corporate Secretary or his or her designee.

Effective 24 October 2017