

2024 Proxy Statement & Notice of Annual Meeting of Members



Wednesday, 31 July 2024

8:00 a.m. Eastern Daylight Time (New York, USA) / 12:00:00 UTC

Regular Members are encouraged to participate via live audio webcast.

Notice of the Annual Meeting of Members^{*}

Purpose

- To elect a Chair and a Vice Chair of the CFA Institute Board of Governors for FY25.
- To elect six governors, each to serve a term beginning 1 September 2024 and ending 31 August 2027.
- To ratify the selection of an independent registered public accounting firm for FY24.
- To transact any other business that properly comes before the meeting or any adjournment.

All Regular Members^{*} at the close of business on the Record Date, 23 May 2024, will be entitled to vote at the meeting and any adjournments.

This notice and the Proxy Statement will be mailed on or about 3 June 2024 to each Regular Member who has not elected to receive the materials electronically.

On behalf of the CFA Institute Board of Governors,



Joseph P. Lange
Corporate Secretary, CFA Institute

^{*}In mainland China, CFA Institute accepts CFA charterholders only.

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Audio Webcast

Please use the following link to join the live audio webcast: <https://cfainstitute-org.zoom.us/j/91468000077>

You can also dial into the session, if preferred, by calling +1 877 853 5247 (US toll free) and entering the meeting ID: 914 6800 0077. If you need a different number, you can find your local number [here](#).



Meeting Date & Time

Wednesday, 31 July 2024
8:00 a.m. Eastern Daylight Time
(New York, USA)

Regular Members are encouraged to participate via live audio webcast.

Your Vote Is Important

The proxy is solicited on behalf of the CFA Institute Board of Governors. Whether or not you plan to attend the Annual Meeting of Members, please vote as soon as possible by following the instructions below. To be counted, your vote must be received by 11:59 a.m. Eastern Daylight Time (New York, USA) on Tuesday, 30 July 2024.



By Internet

Visit <https://vote.escvote.com/cfainstitute> to vote online. Please reference your proxy card information when you access the website and follow the instructions to obtain your records and submit your electronic ballot.



By Mail

Mark, sign, and date your proxy card and return it in the postage-paid envelope provided by Election Services Corporation. Your vote will be mailed to P.O. Box 9020, Ronkonkoma, NY 11779.

If you have any general questions about the proxy, please contact CFA Institute Customer Service by email at info@cfainstitute.org or call toll free at +1 (800) 247-8132/(434) 951-5499. Please check our [website](#) for a complete listing of country contact numbers.

If you require assistance with voting, please contact Election Services Corporation by email at cfainstitutehelp@electionservicescorp.com or call toll free at +1 (866) 720-4357 / (516) 688-7013.

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Message from the Chair

MARK LAZBERGER, CFA



DEAR COLLEAGUES,

I extend my gratitude for your thoughtful consideration of this proxy statement and your participation in the upcoming votes concerning our organization. Your steadfast support and involvement with CFA Institute are deeply appreciated.

In this document, we present nominees for election and re-election to the Board of Governors, and we seek your endorsement for the appointment of KPMG as our auditor. Consistent with my practice in previous years, below I offer a brief overview of our organization's strategy, a central responsibility that is overseen by the Board.

Our mission remains steadfast: to lead the investment profession globally by championing the highest standards of ethics, education, and professional excellence for the betterment of society. **Over the past three years, management has diligently pursued various initiatives to realize this mission, as outlined below:**

1. **Shaping the Future:** Our efforts to shape the industry and profession have seen significant progress, including the launch of the Research and Policy Center in September 2023. This initiative serves as a comprehensive repository for our advocacy and research endeavors, offering a growing range of resources accessible through our website. If you are not familiar with this development, please visit the website [here](#).
2. **Diversifying Learning Products:** We have expanded our learning portfolio beyond the CFA® Program, introducing additional courses and certificates catering to a broader audience. This diversification, which includes such offerings as the Certificate in ESG Investing and the Climate Risk, Valuation, and Investing Certificate, is on target to generate \$20 million in revenues in FY24.
3. **Evolution of the CFA Program:** Please take some time to learn about the work to update and modernize the CFA Program curriculum and to extend it into adjacent "pathways" in private markets and private wealth. This work will culminate this May with the launch of the specialized pathways for Level III. We have already launched the new Level I curriculum, with the inclusion of practical skills modules as part of our

commitment to integrate on-the-job skills into the curriculum. Candidate response, so far, has been enthusiastic, and we can report, at the time of writing, that candidate satisfaction remains high, with a Net Promoter Score of 47 versus a target of 30.

4. **Enhancing Member Value:** The launch of a new member portal last December marks the beginning of a series of updates aimed at improving member benefits. We remain dedicated to continually enhancing the value we provide to our members.

Our CEO, Margaret Franklin, offers further insight into the progress of these initiatives in her letter in this proxy by detailing the response from members and the wider investment community.

Looking ahead to the next three years, we are committed to building on these achievements by identifying new opportunities for impact and growth. While our strategic ambition and pillars remain unchanged, we will refine our focus areas to align with evolving needs and expectations as evidence of the long-term commitment to reinforcing the value of the CFA charter. Additionally, we are exploring ways to leverage technological advancements, particularly in artificial intelligence, to enhance efficiency and member experience.

Key components of our strategy for FY25 to FY27 include the following:

- **Strategic Pillars:** We will continue to prioritize shaping the future of the industry, expanding our learning portfolio, evolving the CFA Program, and strengthening our membership community.
- **Key Stakeholders:** Our focus remains on serving students, professionals, industry firms, investors, and asset owners by promoting ethical standards and practices that benefit our profession.
- **Member Value:** We are committed to enhancing our membership value proposition through personalized career support and exclusive content. Marketing and promoting the charter are a global focus, represented by the new brand campaign, launched in December 2023. Our membership products include our strong community and complimentary or discounted access to professional learning, research, practical tools, and career support.

- **Products:** Our offerings encompass education, research, standards, and membership benefits, catering to diverse needs within the investment and finance profession. The CFA Program is central and is complemented by courses and certificates, events, and corporate learning solutions. Our research products include thought leadership, the *Financial Analysts Journal*, surveys, policy, and standards.
- **Industry Segments:** We address segments that are relevant for our profession, including institutional investment management, private wealth management, private markets, sustainable investing, and data science.
- **Capabilities:** Investments in branding, marketing, partnerships, IT infrastructure, and content delivery are complemented by advancements in artificial intelligence capabilities to deliver enhanced value to candidates and members.

On behalf of the Board, I express sincere appreciation to you for your unwavering support and engagement with CFA Institute. Your contributions are integral to advancing our shared mission and making a positive impact in the investment and finance realm and society at large. I therefore encourage you to review the high-quality candidates for chair, vice chair, and governor positions who are being proposed for your consideration in the proxy, and to exercise your vote accordingly.

As I will be stepping down as Chair of the Board of Governors at the end of this fiscal year, I wish to also say how much I have appreciated the opportunity to work with many of you in the last three years and make a small contribution in advancing our shared global mission.

Thank you for your attention and continued interest.

Sincerely,



Mark Lazberger, CFA
Board Chair, CFA Institute



Message from the President & CEO

MARGARET FRANKLIN, CFA



DEAR MEMBERS,

Thank you, as always, for engaging with us to help chart the path of CFA Institute. We appreciate the time you take to read the proxy materials and to cast your ballots.

I want to take this opportunity to outline some recent member enhancements, to note the significant contributions of our local societies, to touch on the evolution of the CFA Program, to talk a bit about our financial performance, and to delve into some of our Research, Advocacy, and Standards work.

In January of this year, we launched our new [Membership Experience portal](#). This exclusive platform provides a gateway to the myriad benefits that come with CFA Institute membership. With this new platform, members can easily find their full spectrum of benefits in one central place. **Members can:**

- Find exclusive CFA Institute research, data, and content
- Access valuable benefits and career resources
- Network and foster connections through local societies
- Access and track professional learning
- Engage with volunteer opportunities and communities
- Manage membership and credentials

More specifically, members have complimentary access to:

- The new Practical Skills Modules that are now built into the CFA Program, which are available to members
- Significant discounts on professional learning courses and certificates
- Data from Morningstar, FactSet, and MSCI
- Career tools, such as an interview simulator and an ethics learning lab

I highly encourage members to log in and explore the site. We have enhanced your package of membership benefits, and I hope you will take the opportunity to avail yourself of the offerings. We seek to be a hub of knowledge not only at the start of your career but also for career advancement, for how to secure your next job, and for your ongoing upskilling and learning.

Likewise, we have made enhancements to our society leader “Connexions Community.” It’s a destination for our society leaders to collaborate, share best practices, and build wider relationships across our society network. Feedback from our society leaders has been positive. As with the member portal, we used feedback from our stakeholders to deliver a platform that much better meets their needs.

Our local societies do much to further our mission, and I come away from every society visit, no matter where I am in the world,

energized by the work on the ground. We seek to grow our community not simply for the sake of growth but also to better reflect the industry at large and the profession. Insights from our local societies and members provide us with a much deeper collective view into the industry to help guide our way forward.

For us, the way forward includes our ongoing efforts to evolve the CFA Program to ensure its applicability and vibrancy. As announced around a year ago, we are implementing a host of exam changes to stay ahead of the pace of change. Our new [Practical Skills Modules](#) teach candidates—in a whole new format—desk-ready skills such as Python and financial modeling. Both candidates and employers have told us how much they value such skills. All three exam levels will include such modules.

Equally notable, in 2025, Level III will include a choice of [specialized pathways](#). We will introduce these pathways—two new versions of Level III, Private Wealth and Private Markets—while also keeping our traditional Portfolio Management path. Candidates will be able to select a path that teaches content more directly related to their career interests and long-term aspirations. The three versions will have a common core of curriculum at Level III, supplemented by specialized content for each pathway, all of which will result in the same CFA charter for successful candidates.

With the introduction of some of these changes, we have already seen a rise in candidate Net Promoter Scores. Our research with candidates and employers alike shows that the CFA Program remains as important as ever to a successful career in the investment profession and that the new enhancements make the CFA Program even more compelling.

We have been focused on our pipeline, not just of new candidates but also of those who may have failed at one point or deferred exams. We cannot underestimate how the pandemic disrupted the exam cycle for many candidates. To this day, we still see a larger-than-normal percentage of candidates choosing to defer. And we have charter-pending candidates who have successfully passed all three levels but do not yet have the requisite work experience. We must keep these constituencies engaged with our organization, and we remain at work to do so.

Midway through our FY24 (which closes at the end of the August), we stand on solid financial ground. Although candidate registration volumes lagged the FY24 budget forecast in China, the United Kingdom, Australia, and the United States (four of our largest markets) for the first half of the year, we note an improvement in registrations for the August and November exam windows. Thus, revenues have not quite met expectations as forecast, but we are seeing an uptick as the year progresses, and we have made budgetary adjustments to keep

our full-year budget in balance. We have made significant progress on ensuring our operations are fit for purpose and will continue to do so.

Engagement represents a hallmark of our work. Our “voice at the table” is represented by our 160 local societies around the world and our 200,000 members. The respect that our network and organization engenders from the industry remains strong. We are recognized for our mission to create a better industry, populated by well-trained, ethical professionals. We do not take this for granted, and we continue to both nurture and expand our influence.

Our Research, Advocacy, and Standards work—as now showcased in our [new Research & Policy Center](#) (RPC)—is focused on the key trends driving our industry: capital markets and the resiliency thereof; technology, including data analytics, artificial intelligence, and automation; sustainable investing; and the future of the profession. The RPC seeks to be a positive force in the industry, transforming its research insights into tangible actions that strengthen markets, advance ethics, and improve investor outcomes for the ultimate benefit of society.

We note with pride when our policy work drives regulatory changes, when our advocacy for accounting integrity and transparency bears fruit, and when our standards set the tone for the industry. The financial ecosystem remains a work in progress—the need to advocate for end investors will never stop—and our organizational efforts continue to drive positive change.

Of late, our Standards team has turned its attention to the growing area of outsourced chief investment officers (OCIOs). The team and a cohort of dedicated volunteers have examined some of the performance-related issues that OCIO managers have faced and offered proposed guidance on how to address them in the spirit of the GIPS® standards. The Exposure Draft of the Guidance Statement for OCIO Strategies can be found [here](#), with final guidance to come later this year.

As with this and so many other efforts, I remain profoundly grateful for the work of so many of you who take the time to volunteer as exam graders, to work on new standards, to review curricula, to enforce professional conduct, and much more. Our work relies on our dedicated volunteers. For an organization with such a large membership, society network, and global reach, we have a relatively small professional staff. We could not do our work without a large cadre of volunteers, including our Board of Governors. Thank you one and all.

Thank you for taking the time to read this document and voting. As noted above, our organization relies on members like you.



Margaret Franklin, CFA
President and CEO

Sustainability, Volunteering, DEI

CFA Institute is committed to creating positive social and environmental impacts through our business practices, products, and services. That is why our culture is anchored in sustainability, volunteerism, diversity, equity, and inclusion, which drives our performance, shapes our reputation, and enriches our relationships with stakeholders. In the following sections, we proudly showcase some of our notable achievements and milestones from the past year.

Sustainability Framework

Sustainability is a concept that includes three interlocking aspects: social (people), economic (profits), and environmental (planet). While there is no single path to adopt sustainability, over the calendar year of 2023, CFA Institute developed an internal framework to serve as a blueprint, providing a holistic and comprehensive strategy for the internal sustainability program. The framework includes six pillars: Diversity, Equity, and Inclusion; Energy and Carbon; Sustainable Operations; Responsible Procurement; Health and Well-Being; and Governance.



Diversity, Equity, and Inclusion (DEI)

INTERNAL

CFA Institute was the first signatory to the DEI Code and, as such, that commitment was a priority. In FY23, we started to integrate the code into our people and culture work. All employees included a culture and DEI objective and key results as part of their planning for the year. Many employees sought individual educational sessions with the DEI Team to explore how to improve their key results and how they could make DEI relevant to their role.

Educational support for DEI was provided by the Blue Ocean Brain platform, which offers micro-learning and in-depth resources to build understanding and confidence about inclusion in day-to-day interactions, as well as during recruitment and performance review processes. We provide curated content for specific people processes and inform staff about national events, such as Black History Month, both in the United States and the United Kingdom, and global ones, such as International Women's Day.

EXTERNAL

Support for DEI has been cyclical in nature since initiatives were introduced in the United States in the 1930s, despite the long-standing challenges they are intended to address. FY23 was marked by polarizing activist approaches. Our work with the investment industry and internally is calibrated to focus on evidence-based initiatives to create long-term and meaningful impact to improve the workplace for all. This approach underpins our DEI Code.

At the end of the fiscal year, the DEI Code had more than 160 signatories, accounting for more than 18% of global AUM.¹ Notable signatories include Morgan Stanley Investment Management, Northern Trust Asset Management, State Street Global Advisors, PGIM, and Wellington Management. The first aggregated industry report, examining the first set of Reporting Frameworks received from more than 60 signatories, will be released in FY24.

In January 2023, we initiated efforts to adapt the DEI Code and Implementation Guidance for the United Kingdom. Volunteers, including investment and DEI professionals and those in academia, are also in the

planning stages of adapting the DEI Code for Australia, Singapore, Europe, and New Zealand. The involvement and expertise of our local societies and professionals in these markets is critical to this process. The rapid uptake of the DEI Code by local societies and the investment industry is indicative of the global demand for and continued commitment to industry-wide DEI codes and standards.

Local societies also played a critical role in the deployment of our Young Women in Investment Program, which aims to build an ecosystem of prepared candidates primed for success while also fostering organizational receptiveness to genuine inclusion and transformative cultural change that engages DEI leadership. The program addresses the under-representation of women in virtually all investment markets. Leveraging a data-driven methodology, we aim to help industry professionals understand the value of diverse perspectives and the need for an inclusive environment on a global scale. Since its inception in 2018, the program has partnered with over 90 firms dedicated to supporting the implementation of gender-focused initiatives.

1) Value of global assets under management cited as a percentage of US\$98 trillion in the BCG report "[The Tide Has Turned](#): Global Asset Management 2023." DEI Code signatory assets under management and assets under advisement are self-reported at the point of becoming a DEI Code signatory.

Carbon Accounting (Energy and Carbon)

CFA Institute is committed to annual third-party measurements of greenhouse gas (GHG) emissions in compliance with the Greenhouse Gas Protocol Corporate Standard (Scopes 1 and 2) and the Corporate Value Chain (Scope 3) Accounting and Reporting Standard. Since FY21, our analysis has included a more comprehensive examination of the indirect Scope 3 emissions that result from the CFA Institute value chain. Continuing to use this expanded emissions analysis, the GHG emissions for FY23 were 9,913.65 metric tons CO₂e, compared to the FY22 total of 7,711.072 metric tons CO₂e.² The 28.6% increase in emissions is primarily due to a rebound in business travel and more accurate data on exam candidate travel to exam sites.

Our Travel team aids travelers in understanding the environmental impact of their purchasing decisions. The updated Travel Policy now includes specific guidelines regarding air travel class selection, advocating for sustainable practices and train travel when feasible.

Recently, this team introduced the Thrust Calculator, which integrates live data from our travel management company for immediate tracking of travel emissions using market-leading calculations. Monthly reports on travel-related CO₂ emissions are distributed to each department for informed travel decisions.

In addition to these activities, the Sustainability Council is exploring overall GHG reduction strategies in calendar year 2024.

²) In our previous report, we presented the FY22 GHG emissions as 11,379.40 metric tons CO₂e. This change is specific to a recalculation of emissions related to exam candidate travel (Scope 3.9) and exam venue emissions (Scope 3.8).

Sustainable Operations

As part of our commitment to sustainable operations, we apply sustainable practices to reduce resource use across business operations. We implement methods to minimize the environmental impact of operations through initiatives such as waste reduction, circular economy practices including furniture re-use and donation, technology/electronic waste recycling, water conservation, and food waste composting. We continue to expand sustainable operation practices to further our commitment to sustainable business practices and the reduction in our environmental footprint.

Health and Well-Being

The employee-led People & Culture Council guides the employee experience relative to the organization's core competencies of accountability, collaboration, and enterprise mindset, underpinned by diversity, equity, and inclusion behaviors.





In 2023, our
colleagues contributed

**1,719
HOURS**

A Focus on Volunteerism

In contrast to 2022, which was still affected by the pandemic, in 2023, our colleagues contributed 1,719 hours. Through their service, employees helped their local communities and causes, reignited their in-person skills, and experienced shared leadership. This reciprocal relationship is evident in our organization-sponsored community engagement. Our Diversity, Equity, and Inclusion Council and four Employee Resource Groups (ERGs) worked together to bring greater understanding of many everyday lived experiences to our colleagues across the globe. Our ERGs are open to all colleagues, and 277 employees regularly participate in an ERG or council, with many more employees joining events with more than one group. By providing valuable content, engagement, and volunteer opportunities, ERGs are shifting cultural competence, aiding in employee development and enabling the organization to mature in areas directly affecting trust and belonging.

In addition, our core values of curiosity, trust, inclusion, and service were demonstrated by growing collaboration between our ERG leaders and our People & Culture Council. The DEI Council serves as a vital partner to the internal DEI staff, offering strategic guidance and essential perspectives in the development of internal DEI programs and initiatives. These growing collaborations ensure that DEI efforts are effectively integrated into the organization's overall strategy, enhancing its capacity to create an inclusive environment, critical for such a global organization.

Governance

As part of the sustainability framework, an internal steering committee, the Sustainability Council, was launched in early 2024. The Sustainability Council will ultimately be responsible for the framework's success and the achievement of defined targets. This governing body is under the executive leadership of Marty Colburn, Chief Operating Officer.

CFA Institute maintains active memberships with the Boston College Center for Corporate Citizenship, the Community Climate Collaborative's Green Business Alliance, and the Business Environment Council. These engagements allow our internal teams to collaborate with and learn from a wide range of businesses that are committed to reducing their environmental impact.

Ongoing Commitment to the United Nations Global Compact (UNGC), September 2023

The UNGC is a set of principles to inform sustainable business practices across human rights, labor, environment, and anti-corruption. CFA Institute reaffirmed its commitment to the UNGC in 2023 by expressing the organization's continued support for advancing the Ten Principles of

the UN Global Compact. Our public pledge affirms our commitment to sustainable, equitable, and inclusive business operations and to building sustainability-focused research, tools, and education for the investment profession.

Joined the New Capacity-building Alliance of Sustainable Investment as a Founding Member, December 2023 (Press Release)

In 2023, CFA Institute became a founding member of the Capacity-building Alliance of Sustainable Investment (CASI), a new global initiative that aims to provide quality learning programs, technical assistance, and best practice to support and accelerate the development of sustainable finance in emerging markets and developing economies.

As a founding member, CFA Institute will contribute its significant sustainability-oriented knowledge and educational offerings to help advance capacity-building efforts aimed at fostering sustainable finance development and green investment opportunities that bring long-term benefits to society. CFA Institute will be represented on CASI's Steering Committee by Paul Moody, Managing Director, Global Partnerships and Client Solutions.





Proxy Summary

To assist you in casting your vote, below you will find a summary that highlights information contained in this Proxy Statement. To gain a full understanding of the voting matters, we encourage you to read the entire Proxy Statement before casting your vote.

Proxy Voting Roadmap

All Regular Members are asked to vote on the following matters:

1 Election of the Chair and Vice Chair

The Board of Governors believes that the nominees have the abilities and commitment to lead the Board and to help the Board carry out its duties.

Election requires a plurality of the votes cast, in person or by proxy, at a meeting of the members at which a quorum is present.

See [page 41](#) for further information.

2 Election of the Governors

The Board of Governors believes that the nominees bring the requisite skills and qualities to provide optimal levels of oversight and guidance to the management and operations of CFA Institute.

Election requires a plurality of the votes cast, in person or by proxy, at a meeting of the members at which a quorum is present.

See [page 43](#) for further information.

3 Ratification of the Selection of the Independent Registered Public Accounting Firm

The Audit and Finance Committee of the Board of Governors believes that KPMG LLP should be designated to perform the FY24 audit of the CFA Institute consolidated financial statements.

Approval requires a majority of the votes cast, in person or by proxy, at a meeting of the members at which a quorum is present.

See [page 66](#) for further information.



The Board recommends a vote **FOR** the election of Marshall Bailey, CFA, as Chair and Heinz Hockmann, PhD, as Vice Chair of the CFA Institute Board of Governors, each to serve a term beginning 1 September 2024 and ending 31 August 2025.



The Board recommends a vote **FOR** the election of Joanne Hill, PhD, Heinz Hockmann, PhD, Jennifer Garbowicz, CFA, CIPM, Ravi Gautham, CFA, Lindsey Matthews, CFA, CIPM, and Vipin Mayar, MBA, as governors of the CFA Institute Board of Governors, each to serve a term beginning 1 September 2024 and ending 31 August 2027.



The Board recommends a vote **FOR** the ratification of the selection of KPMG LLP as our independent registered public accounting firm for FY24.

The Board of Governors

Introduction

The Board of Governors is the highest governing authority of CFA Institute. It is responsible for overseeing the organization's vision, mission, and strategy and provides leadership through a policy-based approach. The Board is composed of 14 members, which include the President and CEO and 13 other governors who serve in a volunteer capacity. They are from nine countries: Australia, Canada, China, Germany, India, Malaysia, Nigeria, the United Kingdom, and the United States.

Independence Determination

A governor shall be considered "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.



11/14
Charterholders



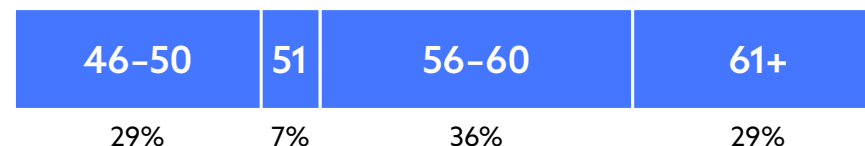
12/14
Independent



6M:8F

57 YEARS

Average Director Age



3.71 YEARS

Average Director Tenure



Meet Your Board of Governors for Fiscal Year 2024

Name	Age	Governor Since	Region	Charterholder	Gender	Independent	Committee Memberships FY2024
Marshall Bailey, CFA	57	2020	EMEA	✓	♂	✓	• Risk Committee
Alexander Birkin	49	2018	EMEA		♂		• Audit and Finance Committee*
Oyebanji Fehintola, CFA	46	2022	EMEA	✓	♂	✓	• Audit and Finance Committee • Society Partnership Advisory Council*
Margaret Franklin, CFA	58	2019	AMER	✓	♀		• Executive Committee
Mei Gao, CFA	51	2022	AMER/ APAC	✓	♀	✓	• Governance Committee • Risk Committee
Joanne Hill, PhD	74	2021	AMER		♀	✓	• People and Culture Committee
Heinz Hockmann, PhD	71	2021	EMEA		♂	✓	• Executive Committee • Governance Committee*
Punita Kumar-Sinha, CFA, PhD	61	2018	AMER/ APAC	✓	♀	✓	• Nominating Committee*
Mark Lazberger, CFA	62	2021	APAC	✓	♂	✓	• Executive Committee* • Nominating Committee • People and Culture Committee
Yimei Li, CFA	48	2020	APAC	✓	♀	✓	• Audit and Finance Committee
Geoffrey Ng, CFA	50	2018	APAC	✓	♂	✓	• Governance Committee • Risk Committee*
Tricia Rothschild, CFA	57	2019	AMER	✓	♀	✓	• Nominating Committee • People and Culture Committee*
Maria Wilton, CFA	59	2018	APAC	✓	♀	✓	• Risk Committee
Pamela Yang, CFA, CPA, CGMA	58	2023	AMER	✓	♀	✓	• Audit and Finance Committee • Society Partnership Advisory Council

How to Contact Your Board

Members and interested parties wishing to contact our Board may send a letter to our Corporate Secretary at CFA Institute, 915 East High Street, Suite 100, Charlottesville, Virginia 22902 or by email at governance@cfainstitute.org.

Diversity of Skills, Qualifications, and Experience

When considering individuals for nomination or re-nomination to the Board, the Nominating Committee (NC) reviews the guidance provided by the Board along with the skills and qualities outlined in the CFA Institute Bylaws. The NC evaluates the candidate pool and makes a recommendation to the Board to approve the slate for election by the membership. The NC believes that the current composition of our Board is appropriate to meet the challenges facing the organization. All nominees and continuing Board members are highly regarded leaders with a broad array of skills and qualifications.



Audit Experience

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, as a result of:

- education and experience as a public accountant, auditor, principal financial officer, controller, or principal accounting officer of a company or in a position involving similar functions;
- experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor, or person performing similar functions; or
- experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing, or evaluation of financial statements or other relevant experience (Sarbanes-Oxley Act Section 407; SEC Regulation S-K Item 407[d][5]).



Board and Governance Experience

Board service in a not-for-profit and/or publicly listed company of significant size and complexity, at least 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.



CFA Institute Volunteer Experience

Experience serving as a CFA Institute volunteer (e.g., GIPS® Committees/Subcommittees, Future of Finance Advisory Council, Education Advisory Committee, Disciplinary Review Committee, Standards of Practice Council).



Charterholder

An individual who has satisfied the requirements to become a regular member and has met all the qualifications to be awarded the CFA charter.



Education Experience

Extensive teaching or administrative experience gained at a significant university or post-graduate institution.



Human Resources Experience

Experience in people management in an organization of at least comparable size and complexity to that of CFA Institute and/or board or human resources experience in planning CEO succession; experience in remuneration practices.



Leadership Experience

Proven track record as a leader, preferably in a C-Suite role within a global organization of comparable size and complexity to CFA Institute; independent thinker with appropriate stature and style; experienced at dealing with internal and external stakeholders.



Regional Representation

Regional knowledge and strategic understanding of the Americas (AMER); Asia-Pacific (APAC); or Europe, Middle East, and Africa (EMEA) regions.



Gender Representation

CFA Institute has made a public commitment that no less than 30% of the Board will be women.



Informational Technology Experience

Outstanding technology expertise in a leadership role overseeing digital transformation and social media delivery capabilities and ideally, knowledge relevant to potential industry disruptors.



Not-for-Profit Experience

Board service in a not-for-profit organization of significant size and complexity, at least comparable to the size and reach of CFA Institute.



Regulatory Experience











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



Society Leadership Experience

Experience serving in a leadership role for a CFA Institute local society.



										
	Audit	Board and Governance	CFA Institute Volunteer	Education	Human Resources	Information Technology	Leadership	Not-for-Profit	Regulatory	Society Leadership
Marshall Bailey, CFA		✓	✓				✓	✓	✓	✓
Alexander Birkin	✓					✓	✓		✓	
Oyebanji Fehintola, CFA	✓	✓		✓	✓		✓	✓	✓	✓
Margaret Franklin, CFA	✓	✓	✓		✓		✓	✓		✓
Mei Gao, CFA			✓			✓	✓			
Joanne Hill, PhD		✓	✓	✓			✓	✓		
Heinz Hockmann, PhD	✓	✓		✓	✓		✓		✓	
Punita Kumar-Sinha, PhD, CFA	✓	✓			✓	✓	✓		✓	
Mark Lazberger, CFA	✓	✓	✓		✓		✓	✓		✓
Yimei Li, CFA			✓		✓	✓	✓	✓	✓	
Geoffrey Ng, CFA		✓	✓		✓	✓				✓
Tricia Rothschild, CFA		✓		✓	✓	✓	✓	✓	✓	
Maria Wilton, CFA	✓	✓			✓		✓	✓	✓	
Pamela Yang, CFA, CPA, CGMA	✓	✓	✓	✓	✓	✓	✓	✓		✓



8/14

Audit Experience



7/14

Information Technology



11/14

Board and Governance



13/14

Leadership



8/14

CFA Institute Volunteer



10/14

Not-for-Profit



5/14

Education



8/14

Regulatory



10/14

Human Resources



6/14

Society Leadership

Regional
Representation

35.7%

Europe, Middle East, Africa

35.7%

Americas

35.7%

Asia Pacific



Meet the Leadership Team



Margaret Franklin, CFA

President & Chief Executive Officer



Paul Andrews

Managing Director, Research, Advocacy, & Standards



Marty Colburn

Chief Operating Officer



Steven Hendry

Chief Financial Officer



Sheri Littlefield

Managing Director, Chief Legal Officer & General Counsel,
Corporate Advisory Services



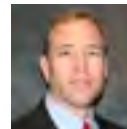
Paul Moody

Managing Director, Global Partnerships & Client Solutions



Chris Wiese, CFA

Managing Director, Credentialing & Professional Learning



Andrew Rome

Chief People Officer

Please visit the CFA Institute [website](#) to read each Leadership Team member's biography.

Corporate Governance

The Board's Roles and Responsibilities

The Board is responsible for oversight of the following key areas of CFA Institute:

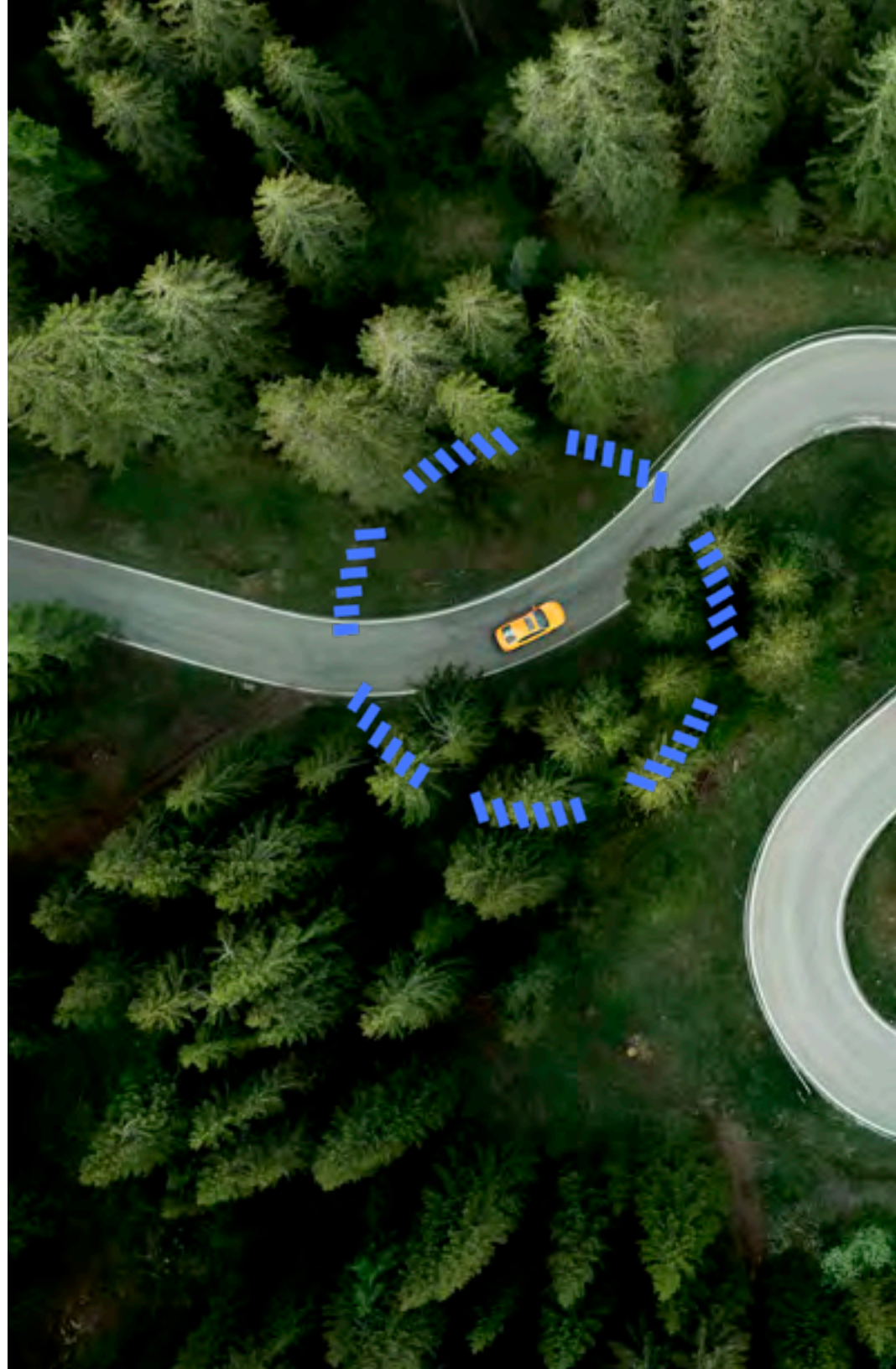
- ✓ Our business and operations, including ongoing assessment and management of risk.

- ✓ Progress in achieving our strategic, financial, and operating goals.

- ✓ Our compliance, including the integrity of our financial reporting and disclosures.

- ✓ Talent management, including evaluating, compensating, and succession planning.

- ✓ Effective governance structures and processes, including Board composition and renewal.



Risk Oversight

The Board, directly and through the Risk Committee (RC), has responsibility for overseeing risk management. This oversight includes assessing whether our risk governance framework and guidelines and the policies and processes for monitoring and mitigating risk used by management are adequate for their purpose. We also have a Code of Conduct Policy for the Board of Governors that focuses on the role of the Board to establish a highly ethical “tone at the top” and addresses specific standards of conduct, such as conflicts of interest, confidentiality, corporate opportunities, and reporting obligations.

The Board sets an appropriate “tone at the top” to establish a culture supportive of risk management within CFA Institute. The Board also carries out and oversees internal audit, risk management and internal controls, and legal and compliance responsibilities in accordance with the organization’s Bylaws. The Board and the Leadership Team are responsible for understanding the nature and level of risks being taken by CFA Institute, as well as ensuring that appropriate risk management processes are in place to mitigate those risks.

The RC, comprising at least three independent governors, is a Board committee governed by a charter that outlines its risk management activities and oversight protocols for CFA Institute. The RC meets at least four times a year and can meet as often as deemed necessary or appropriate, in its judgment, to discharge its duties and responsibilities. Where applicable, the RC also undertakes risk management responsibilities as delegated by the Board.

The RC is required to approve the enterprise risk policy at least once annually and meet quarterly with Internal Audit, the General Counsel and Chief Legal Officer (who also serves as the Chief Compliance Officer), the Head of Risk (who reports to the Chief Financial Officer), or any other member of management to enhance the opportunity

for the identification and discussion of all issues warranting the RC’s attention. The RC reviews and approves the enterprise risk appetite and the composition of the risk portfolio to ensure alignment with the organization’s strategic goals.

Enterprise Risk Management

The Chief Financial Officer leads the Risk function, reporting into the Risk Committee Chair, to serve as the independent overarching second line of assurance that promotes and fosters a culture of risk awareness across the organization and institutionalizes the three-lines-of-assurance model.

Management is responsible for the day-to-day identification, assessment, and management of the organization’s risks to achieving the objectives of CFA Institute. The Risk function enables CFA Institute to achieve its strategic goals and objectives in a risk-informed manner and is most effective when applied in strategy setting across the organization. The Risk function also partners closely with the Compliance, Governance, Internal Audit, Legal, and Operations (Facilities, Technology, Data, and Global Customer Care) teams to ensure an integrated risk and compliance management approach is pursued for the organization.

Compliance and Ethics

Commitment to a high standard of ethical conduct is essential to our core philosophy and culture. The Board, directly and through the Risk Committee, oversees the operation of our compliance framework. The General Counsel and Chief Legal Officer serves as the Chief Compliance Officer for the organization and reports dually to the CEO and the Board.

Management is responsible for the day-to-day compliance with laws, regulations, and internal policies and procedures, while the Board, directly and through the Risk Committee, has responsibility for the oversight of the compliance function and for determining the adequacy of the compliance program.

The Compliance and Ethics function supports CFA Institute adherence to regulatory requirements and ethical standards by developing and overseeing programs that prevent illegal or unethical activities in the organization. The cornerstone of the Compliance and Ethics function is the Code of Conduct Benchmark. The Benchmark applies to all our employees as well as to our contingent workers and our volunteers. Our policies and organizational documents, including the Code of Conduct referred to above, can be found [here](#) on our website.

Information Security and Data Privacy

Protecting our customers' privacy and confidentiality in their digital transactions with CFA Institute continues to be a priority. The Board, through the RC, has primary responsibility for overseeing the risk management program of CFA Institute relating to data privacy and information security, which includes cybersecurity. The RC monitors compliance with data security standards and privacy regulations by receiving regular updates on cybersecurity threats, protections, and risk, as well as data privacy matters at CFA Institute.

The Information Security Office, headed by the Chief Information Security Officer (CISO), is responsible for the organization's enforcement of data privacy controls and the information security program, which includes a risk-based cybersecurity strategy, architecture, policies, standards, and processes. The CFA Institute Global Data Privacy Officer advises the business on data privacy regulations and assesses the effectiveness of data privacy controls within the enterprise.

Strategic Oversight

Our strategic plan is developed by management in consultation with the Board of Governors and then reviewed and approved by the Board. Management is responsible for implementing the strategic plan, and the Board receives reports on the plan's implementation at every Board meeting, as well as in between meetings. This affords both the Board and management the opportunity to assess whether the plan is being implemented effectively and whether changes in the plan or its implementation may be desirable.



Talent Strategy and Succession Planning

Successful talent management requires an adaptive, integrated strategy to attract, retain, and motivate employees, assess and deploy talent at scale, and achieve high levels of performance and productivity. Shifting a competency- and skills-based talent model has emerged as critical for keeping pace in a rapidly evolving talent market where employees expect hybrid flexibility, mobility, and growth. Moreover, as GenAI augments organizational strategy and individual roles, the Board remains committed to investing in talent and responsively evolving culture.

Each year, the Board reviews the talent pipeline and executive succession plans, ensuring potential successors in key leadership roles are supported by individual development plans aligned with business objectives. Annual workforce planning, driven by the Leadership Team, is a key priority for the organization. It ensures a resilient and change-ready organization, capable of achieving our strategic goals. A modern hybrid work model, supported by best practices to promote productivity and connectivity, is managed congruently with the global real estate strategy and operating model.

Core competencies for accountability, collaboration, enterprise mindset, and people leadership remain paramount, underpinned by diversity, equity, and inclusion (DEI) behaviors. The Board engages closely with engagement survey results as presented by the employee-led People & Culture Council to understand the employee experience relative to the adoption of these competencies, as well as the unique Employee Value Proposition of CFA Institute.

Finally, the Board understands that effective talent management oversight, driven by a well-developed talent strategy and culture, is at the core of our organizational success and long-term viability, providing a measurable source of competitive advantage.



Governor Orientation

All new governors participate in our orientation program to ensure they are well informed and have the resources they need to excel in their role of oversight and fulfill their duty of care. The orientation familiarizes governors with the company's identity (i.e., mission, vision, and values) and history, business and strategic plans, financial performance, members of management, corporate governance practices, and other pertinent policies and programs. While some introductory information is shared during the nominations process, incoming governors are then invited to attend any remaining Board meetings for the fiscal year to introduce them to as many people and as much content as possible prior to the start of their terms.

Governance Self-Assessment

The Board is responsible for overseeing the governance structures and practices of CFA Institute, striving to operate with a high degree of effectiveness and to create a dynamic boardroom environment for sharing independent thought and engaging in intelligent conversation on matters critical to the organization's mission. As part of this oversight responsibility, the Board is dedicated to conducting an annual Board and committee self-evaluation process around our corporate governance practices as well as individual performance to identify areas of improvement. This comprehensive approach aims to adopt best practices that impact our leadership structure, Board composition, nominations process and recruitment, culture, governor engagement, and accountability to our constituents.

The Governance Committee (GC) oversees the process for evaluating the performance of the Board, committees, and prepares a report to the Board summarizing the results of such annual evaluations. This report is then used to draw meaningful conclusions and to develop action plans for future enhancements. Lastly, the GC determines

how often it is appropriate for the evaluation to be conducted by an independent consultant.

Additional information on the Board's roles and responsibilities appears in the Board Committees section.

Public Disclosure Philosophy

CFA Institute, a 501(c)6 organization incorporated in the state of Virginia, and its Board of Governors are committed to upholding a high standard of governance in the US not-for-profit sector and aspire to align the organization's public disclosure practices with US public company standards wherever practical and reasonable. We believe a philosophy of candor and transparency is the key to facilitating a relationship of trust with our constituents and the public at large. The [Governance](#) and [Annual Reports and 990s](#) pages on our website will provide you with ease of access to our disclosure documents and insight into our corporate governance infrastructure. You will find information on our Annual Meeting of Members (including the 31 July 2024 recording soon after the session concludes), the Board of Governors, Board Committees, and the Leadership Team as well as a repository of our proxy statements, annual reports, Form 990s, and governing policies, practices, and codes of conduct. If you have any questions or want more information, please email our Corporate Secretary at governance@cfainstitute.org.

Board Structure and Process

Board Leadership Structure and Responsibilities

Our Chair and Vice Chair are independent governors elected by CFA Institute Regular Members and serve essential roles on the Board. The President and CEO and Alexander Birkin are the only governors on our Board who are not independent. The remaining 12 governors are independent governors elected by our members.

Board leadership currently consists of a Chair and Vice Chair. Each position has a one-year appointment that may be renewed annually up to a maximum of 6 one-year terms for the Chair and 2 one-year terms for the Vice Chair. This structure is designed to accommodate the sharing and allocation of responsibilities while striving for continuity of Board leadership and engagement.



President & CEO

- Executive Committee Member

Chair

- Executive Committee Chair
- People and Culture Committee Member
- Nominating Committee Member

Vice Chair

- Governance Committee Chair
- Executive Committee Member

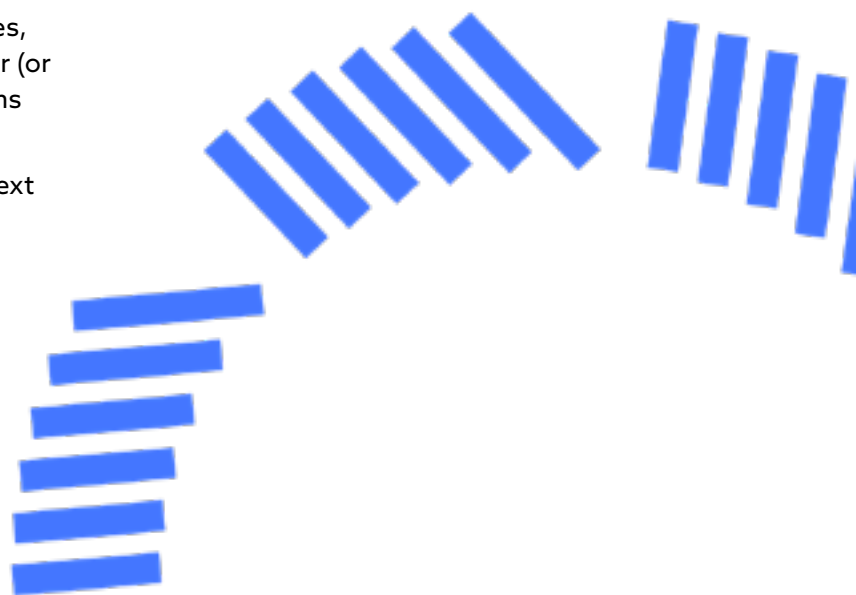
Chair Responsibilities

- Adhere to all duties of a governor as detailed in the Duties and Responsibilities of the Board of Governors;
- Preside at meetings of the members of CFA Institute, Board, and Executive Committee;
- Review and approve the Board and Executive Committee schedules;
- Set the agenda, with input from the Board and CEO, for all Board meetings;
- Review and provide input into information sent to the Board;
- Communicate with the Board to keep all governors up-to-date on material developments;
- Exhibit leadership capacities to maintain the composition, business, efficiency, and culture as the Board may determine;
- Liaise with CFA Institute management on, and participate in, the orientation and training of new and continuing governors;
- Lead the process for developing recommendations for appointments of Board committee positions subject to Board approval;
- Develop an effective working relationship with the CEO and Leadership Team;

- Regularly meet with the CEO and Chief Legal Officer and serve as a liaison among the Board, the CEO, and other members of the Leadership Team of CFA Institute;
- Review the goals and development plan for the CEO, provide ongoing feedback to the CEO throughout the year, lead/complete the Board's year-end performance review process for the CEO, and assist with the Board's consideration of CEO compensation;
- Where appropriate, be available for external engagement, consultation, and communication to maintain positive relationships with major stakeholders at the direction of the Board and in agreement with the CEO;
- Provide input on the evaluation of Board members for feedback to the nomination process;
- Delegate the Chair's authority, duties, and responsibilities to the Vice Chair (or any other person) as the Chair deems appropriate; and
- Cooperate in the transition to the next Chair of the CFA Institute Board of Governors.

Vice Chair Responsibilities

- Perform the duties of the Chair in his or her absence;
- Serve as the Chair of CFA Institute in the event of the Chair's incapacity, resignation, removal, or death;
- Serve as a member of the Executive Committee;
- Operate closely with the Chair on the rolling three-year strategic plan goals to ensure continuity and follow-through;
- Develop and strengthen working relationships with the President and CEO and with other members of the senior management team;
- Liaise with CFA Institute management on, and participate in, the orientation and training of new and incoming Governors; and
- Serve in an ambassadorial role for the organization.



Board Committees

The Board utilizes the following committees and council to assist with the fulfillment of its oversight functions:

- Audit and Finance Committee
- Executive Committee
- Governance Committee
- Nominating Committee
- People and Culture Committee
- Risk Committee
- Society Partnership Advisory Council

Fiscal Year 2024 Committees

The current composition and principal responsibilities of each committee are as follows:

Audit and Finance Committee

Purpose

- Oversee the financial and audit systems of CFA Institute for financial adequacy and integrity.
- Oversee the process for monitoring compliance as it relates to financial integrity.
- Evaluate the independence and qualifications of the independent auditor.
- Oversee the Investment Subcommittee's duties and responsibilities with the financial reserves of CFA Institute.

The [Committee Charter](#) is posted to our website.

Board Members

- Alexander Birkin (Chair)
- Oyebanji Fehintola, CFA
- Yimei Li, CFA
- Pamela Yang, CFA, CPA, CGMA



Executive Committee

Purpose

- Act on behalf of the Board between meetings and respond to urgent situations, pursuant to the CFA Institute Bylaws and subject to policies established by the Board.
- Have the General Counsel and Chief Legal Officer report directly to the Committee through the Committee Chair and to the President and CEO of CFA Institute.
- Meet prior to each Board meeting to discuss the agenda and any other related matters as deemed necessary or appropriate.
- Provide guidance to and oversight of the other committees of the Board.
- Provide oversight of and accountability to Board-related budget items and expenses.

The [Committee Charter](#) is posted to our website.

Board Members

- Margaret Franklin, CFA
- Heinz Hockmann, PhD
- Mark Lazberger, CFA (Chair)

Governance Committee

Purpose

- Oversee the Board, committee, and governor evaluation process.
- Develop, review, and recommend amendments to the organization's corporate governance practices, processes, and structures.
- Consult with the Board Chair as to Board committee leadership and composition.
- Evaluate the performance of the Board Chair and provide performance feedback.
- Provide oversight of the governance policies relating to its engagement with members.

The [Committee Charter](#) is posted to our website.

Board Members

- Mei Gao, CFA
- Heinz Hockmann, PhD (Chair)
- Geoffrey Ng, CFA

Nominating Committee

Purpose

- Carry out the responsibilities delegated by the Board relating to processes and procedures for governor nominations in accordance with and subject to the Bylaws.
- Identify, vet, and nominate qualified candidates for governor and officer positions of CFA Institute, in accordance with and subject to the Bylaws.
- Strive to nominate the very best nominees with the appropriate skill sets and diversity of characteristics appropriate to generate a properly balanced Board.
- Support the leadership position of CFA Institute in the investment profession by recognizing individuals whose achievements, examples, or contributions have helped raise the standards of education, integrity, and professional excellence.

The [Committee Charter](#) is posted to our website.

Board Members

- Punita Kumar-Sinha, CFA, PhD (Chair)
- Mark Lazberger, CFA
- Tricia Rothschild, CFA

Non-Board Members

- Barbara Mainzer, CFA
- Mahmoud Nawar, CFA
- Nivine Richie, CFA

People and Culture Committee

Purpose

- Review output of the annual talent review to ensure a robust succession plan and high potential slate.
- Provide oversight of compensation policies, programs, and related plans, with an emphasis on those pertaining to the executive officers.
- Review the annual CEO goals and progress toward those goals, and recommend compensation of the President and CEO to the Board.
- 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 that may create risk for the organization, and escalate matters to the Risk Committee as needed.

The [Committee Charter](#) is posted to our website.

Board Members

- Joanne Hill, PhD
- Mark Lazberger, CFA
- Tricia Rothschild, CFA (Chair)

Risk Committee

Purpose

- Evaluate, monitor, and escalate risk matters to the Board as needed.
- Oversee internal audit, including the review and approval of the internal auditor and accompanying work plan to address the priority concerns raised by the committee.
- Oversee risk management and internal controls, including the review of the risk governance framework, the risk appetite statement, and the guidelines, policies, and processes for monitoring and mitigating risks.
- Oversee legal and compliance to ensure there are no unjustified restrictions or limitations on the compliance or legal functions and that they are sufficiently resourced.
- Oversee the work of the Disciplinary Review Committee.

The [Committee Charter](#) is posted to our website.

Board Members

- Marshall Bailey, CFA
- Mei Gao, CFA
- Geoffrey Ng, CFA (Chair)
- Maria Wilton, CFA

Society Partnership Advisory Council

Purpose

- Facilitate the alignment between CFA Institute and local societies that is critical in advancing our mission globally and delivering value to our members.
- Establish a unified voice on local society related matters to represent local society interests to the Board.
- Ensure continued strength in the relationship between CFA Institute, the Presidents Council, and local societies.
- Provide feedback and guidance on local society business to the Board, the Presidents Council, CFA Institute staff, and local societies.

The [Council Charter](#) is posted to our website.

Board Members

- Oyebanji Fehintola, CFA (Co-Chair)
- Pamela Yang, CFA, CPA, CGMA

Non-Board Members

- Jennifer Garbowicz, CFA, CIPM (Co-Chair)
- George Chen, CFA
- Mahmoud Nawar, CFA
- Jason Lee, CFA
- Randi Tolber, CFA

Fiscal Year 2023 Board and Committee Meetings Held and Member Attendance

In FY23, the Board conducted 5 required sessions out of 5 total meetings, all of which included video conference connections due to the continuing impact of the global pandemic. In total, there were four hybrid quarterly Board meetings, with one fully virtual meeting, during FY23 that ran for approximately 10 hours each and one video conference call that ran for approximately 30 minutes.

In addition, governors attended their respective committee meetings, with each lasting for approximately one to two hours.

The graphic on this page shows the composition and the number of meetings held by the Board and each committee in FY23.

	Board Meetings	Total Attendance		Board Meetings	Total Attendance
MARSHALL BAILEY • 4 Committee Meetings	80%	78%	PUNITA KUMAR-SINHA • 11 Committee Meetings	80%	88%
ALEXANDER BIRKIN • 11 Committee Meetings	80%	75%	MARK LAZBERGER (Chair) • 16 Committee Meetings	80%	86%
OYEBANJI FEHINTOLA • 9 Committee Meetings	100%	100%	YIMEI LI • 5 Committee Meetings	100%	90%
MARGARET FRANKLIN (CEO) • 6 Committee Meetings	100%	100%	GEOFFREY NG • 10 Committee Meetings	100%	100%
MEI GAO • 10 Committee Meetings	100%	100%	TRICIA ROTHCHILD (Vice Chair) • 15 Committee Meetings	100%	100%
JOANNE HILL • 5 Committee Meetings	80%	80%	MARIA WILTON • 10 Committee Meetings	100%	100%
HEINZ HOCKMANN • 10 Committee Meetings	100%	93%			

Board Expenses

CFA Institute governors volunteer their service to the Board and therefore do not receive compensation. 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.

The information on the right side of this page reflects the amounts paid in US dollars by CFA Institute in FY23 related to governors attending Board, committee, and council meetings and engaging in meaningful outreach efforts on behalf of the organization.



\$364,640

TRANSPORTATION



\$181,054

LODGING & MEALS



\$545,694

TOTAL EXPENSES

Selection of Governors

Governor Recruitment Process

1 CFA Institute Stakeholders

- Solicited for recommendations

2 Nominating Committee

- Review recommendations from stakeholders
- Discuss candidates' qualifications, conduct candidate due diligence, and interview short list of candidates
- Recommend candidates to the Board

3 Board of Governors

- Review recommended nominees submitted by the Nominating Committee and approve the election slate

4 Regular Members

- Vote on the election slate at the Annual Meeting of Members

5 Results

We encourage you to contact us with questions or comments by emailing governance@cfainstitute.org.



Members can recommend candidates for governor to the NC by following the procedures posted [here](#) on our website. Nominations are solicited from the membership to identify individuals to serve on the Board based on the governor selection criteria established by the Board. In FY24, the priority skills and qualifications were identified by the Board for the upcoming cycle. Each governor is elected by the membership of CFA Institute for a three-year term that runs from 1 September to 31 August.

Selection of governor candidates is based on meaningful and comprehensive criteria:

1. Functional leadership experience in business operations (e.g., AI, Marketing, IT, Data Systems).
2. Association education leadership and technology (EdTech) skills
3. Regional knowledge and strategic understanding
 - India
 - Europe, Middle East, and Africa (EMEA)
4. CFA Local Society experience
5. Board and Governance experience



The Board of Governors believes that the composition of the Board—striving to ensure that the Board has the right mix of skills, experience, and attributes—is critical to Board effectiveness. Each governor is expected to exhibit the qualities below at the highest level.

1 Business Judgment

- focuses the Board on the organization's top priorities and use of resources
- handles complexity and ambiguity and simplifies issues to their essence to make sound business decisions
- employs strategic foresight
- communicates strategic insight to different environments

2 Champion of CFA Institute

- invests time and effort into learning about the organization's needs and commits to staying current on these matters
- follows through with governor obligations

3 Cultural Sensitivity

- remains culturally aware and savvy
- stays sensitive to regional differences
- adapts well to change, new experiences, and people

4 Interpersonal Communication

- excels in building relationships
- gains trust and support from others
- possesses diplomacy and tact
- listens and adjusts to others' input
- effectively balances speaking and listening

5 Tone at the Top

- adheres to and lives by an appropriate and effective set of core values
- honest and truthful
- authentic, self-aware, and confident enough to "be oneself" and set the right "tone at the top" for the organization

In addition to the above competencies required of all governors, the diversity and qualifications listed in the Diversity of Skills, Qualifications, and Experience section display the holistic view of the important qualities that all governors bring to the Board. It is with the understanding that no one individual has all—or even most—of these qualifications, and the objective is to find a group of individuals who collectively have the right combination to lead the organization.



Board Proposals

VOTING MATTERS

Proposal 1: Election of Chair and Vice Chair

Election

At the Annual Meeting of Members, members will be asked to vote on the election of Marshall Bailey, CFA, as Chair and Heinz Hockmann, PhD, as Vice Chair of CFA Institute for a term beginning on 1 September 2024 and ending on 31 August 2025, and until their respective successors are elected and qualified. The Board, on the recommendation of the Nominating Committee, has nominated them based on its belief that these individuals have the abilities and commitment to lead the Board and to help the Board carry out its duties to the organization. The following profiles and personal statements demonstrate the basis for this belief.



The Board of Governors recommends that each Regular Member vote **FOR** the election of the nominees for Chair and Vice Chair.



See Profile on [page 57](#).



See Profile and personal statement on [page 46](#) and [47](#).

A NOTE FROM MARSHALL BAILEY, CFA



It is truly humbling to have been nominated to step up into the role of Chair of the Board of Governors. CFA Institute is storied in its history and unparalleled in its commitment to excellence in credentialing, and the number of immensely impactful positives that have been achieved over our many decades is staggering. As a member of the CFA community since my success with the exams in 1992–1994, I have strongly valued all the elements that the global network can bring. It is right that we are proud of these international achievements.

That said, CFA Institute cannot afford to stand still or rest on its laurels; we face global complexity as never before, and the opportunities in front of us are enormous. We must move from being an exclusive organisation with single-stream revenue dependencies to a multifaceted inclusive organisation with more opportunities to engage with people and markets across a wide range of asset management, banking, and finance services. Our core mission must remain our focus, but we must not limit ourselves to our history.

All over the world, I meet people who look up to our organisation and what it represents and ask that we engage more constructively with many other areas. The Board of Governors and the entire executive leadership team, working in tandem with local societies around five continents, must steadfastly allocate our resources to producing results that will enable our continued growth for generations to come. We are rife with innovation and opportunity, and we must focus our efforts to delivering on the strategy as agreed. I thank everyone for their support and commitment to CFA Institute and the very many contributions being made.

VOTING MATTERS

Proposal 2: Election of the Governors

Election

At the Annual Meeting of Members, members will be asked to vote on the election of Joanne Hill, PhD, Heinz Hockmann, PhD, Jennifer Garbowicz, CFA, CIPM, Ravi Gautham, CFA, Lindsey Matthews, CFA, CIPM, and Vipin Mayar, MBA as governors, each to serve a three-year term beginning 1 September 2024 and ending 31 August 2027. The Board, on the recommendation of the Nominating Committee, has recruited and nominated them based on its belief that the nominees, together with the other current members of the Board of Governors who are continuing in office, complement the requisite skills, qualities, and experiences to provide optimal levels of oversight and guidance to the management and operations of CFA Institute.

The following profiles and personal statements demonstrate the basis for the Board's belief.



The Board of Governors recommends that each Regular Member vote **FOR** the election of the six nominees for governor.





SECOND-TERM GOVERNOR NOMINEE

Joanne Hill, PhD

Current Position

- Chief Advisor, Research and Strategy, Vest Financial
- Adjunct Professor of Finance, College of Charleston
- Managing Director, SEDA Experts

Prior Positions

- Head, Institutional Investment Strategy, ProShares
- Managing Director, Goldman Sachs
- Managing Director, PaineWebber

Board Committee Service

- Society Partnership Advisory Council (FY22)
- People and Culture Committee (FY23)

CFA Institute & Society Volunteer Experience

- Former Chair, CFA Institute Research Foundation
- Member, *Financial Analysts Journal* Advisory Council
- Former Member, *Financial Analysts Journal* Editorial Board
- Speaker, CFA Society Events and Financial Analysts Seminars

Current Positions on Other Boards

- Member, CFA Institute Research Foundation Board of Trustees
- Emeritus U.S. Board Member, Women in ETF's (Founding Member and Former Co-President)
- Board Member and Chair of Investment Committee, Bishop Gadsden Episcopal Retirement Community
- Board Nominating Committee, The Q Group

Education

- Syracuse University, PhD, Finance, and Master of Business Administration
- George Washington University, Master of Arts, International Affairs
- American University, School of International Service

GOVERNOR SINCE

2021

TERM EXPIRES

2024

AGE

74

COUNTRY

United States

REGION

AMER

SOCIETY MEMBERSHIP

South Carolina

EXPERIENCE

Audit

Board and Governance



CFA Institute Volunteer



Education



Human Resources

Information Technology

Leadership



Not-for-Profit



Regulatory

Society Leadership



INDEPENDENT



A NOTE FROM JOANNE HILL, PhD



I am extremely honored and grateful to be nominated for a second term as a member of the CFA Institute Board of Governors. My background includes decades of experience in both investment banking and asset management with a focus on research in index products, derivatives, and risk management applications for both institutional and high-net-worth investors. In the last 15 years, I have been also spent considerable time on the boards of nonprofit investor industry organizations to promote independent, high-quality research to help investment professionals. This includes many years on the board of the Q Group (Institute for Quantitative Finance) and CFA Institute Research Foundation. Most recently, I am completing my first term as a Governor of CFA Institute, where I served on the Society Partnership Advisory Council and People and Culture Committee. I was also a founding member of Women in ETFs, which over the last decade has grown to over 10,000 members globally from the ETF industry, seeking to champion diversity and inclusion by connecting, supporting and inspiring women and men in the industry as they navigate their careers and build their expertise.

I have always had an interest in furthering the education of professional investors and market participants. I am eager to help advance the leadership role of CFA Institute in setting standards for our profession through relevant and objective educational content, professional ethics, and advocacy in the areas of diversity and sustainability. I started my career in finance as a professor in

the early 1980s and recently resumed teaching college students seeking to start careers in the investment industry. In the interim, while I was working in investment banking and more recently in asset management, I have been involved with CFA Institute as a speaker and author, as a member of the Financial Analysts Journal Editorial Board and Financial Analysts Journal Advisory Council, and as a member and the current Chair of the CFA Institute Research Foundation Board of Trustees. CFA Institute plays a unique role in investments and financial markets, assembling, supporting, and delivering a common body of knowledge with the purpose of educating those in our profession to be more effective in their roles in the finance industry. In addition, CFA Institute can expand its efforts to deliver professional education and research content to members on current and evolving investment topics. In this way, CFA Institute can help members expand and update their expertise as they navigate their careers over time. CFA Institute is in a unique position to engage on current topics in markets and investments with both members and those involved in key areas adjacent to finance, such as regulators, technology experts, and government policymakers. Our programs can also attract a diverse group of talented new entrants to finance as we help promote ethical standards and educational tools to be effective and responsible investment professionals. I very much appreciate the opportunity to continue to contribute to the strategic goals of CFA Institute in a second term as a member of the Board of Governors.



GOVERNOR SINCE
2021

TERM EXPIRES
2024

AGE
71

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	
Education	✓
Human Resources	✓
Information Technology	
Leadership	✓
Not-for-Profit	
Regulatory	✓
Society Leadership	

COUNTRY
Germany

REGION
EMEA



INDEPENDENT



VICE CHAIR NOMINEE

Heinz Hockmann, PhD

Current Position

- Member, Advisory Council, Lovell Minnick Partners LLC
- Non-Executive Chairman, Silk Invest Limited

Prior Positions

- CEO, Fortis Investment Management S.A., Germany, Austria, Eastern Europe
- Chief Executive, Westfalenbank AG
- Member, Board of Managing Directors, Commerzbank AG

Board Committee Service

- Governance Committee (FY22, FY23*)

Current Positions on Other Boards

- Deputy Chairman, Supervisory Board, WWK Lebensversicherung VVaG
- Member, Board of Directors, WWK Allgemeine Versicherung AG
- Chairman, Supervisory Board, GET Capital AG
- Chairman, Investment Committee, SANAD Fund for MSME

Education

- Undergraduate and Graduate Studies in Economics and Business Administration, University of Bochum
- Master of Economics and Business Administration, University of Bochum
- PhD in Business Finance, University of Bochum

A NOTE FROM HEINZ HOCKMANN, PhD



I am honored and pleased to be nominated for a second term to the Board of Governors of CFA Institute and to serve a second year as Vice Chair of the Board. I very much look forward to continuing the journey to further develop the CFA Program, to diversify the range of products being offered, and to strengthen the footprint of CFA Institute in the investment management industry.

Global political and economic changes will continue to affect CFA Institute. It will be important not only to react to unforeseen developments but also to anticipate the impact of geopolitical developments for the strategic direction of CFA Institute. After successfully adjusting the work of the organization to the impact of the COVID-19 pandemic, the current world affairs have an impact of a different dimension.

An ongoing challenge will be the cooperation between CFA Institute, our local societies all over the world, and our diverse group of members. I have focused my work on improving these relationships and will continue to do so through direct relationships and committee work. The constructive cooperation between CFA Institute, local societies, and our members is paramount for our joint success.

In my past professional career, I was a member of corporate boards for private and public companies of different sizes and on different continents. Understanding multiple cultures, their mentalities, and their methods of decision making and supervision are all within my experience. I believe that with this background, I will be able to contribute to the diverse Board of Governors of CFA Institute. Modern corporate governance that reflects the state of our business will continue to be central to my work.

We are going to have new Chair of the Board of Governors. With three years under Mark Lazberger's leadership, strategic development has become the cornerstone of our work. The new multiyear Chair role has proven to be a major step forward in modernizing the governance structure of the organization. While I regret that Mark has decided to leave this role after three successful years, I am pleased that Marshall Bailey is willing to serve in this capacity for the coming years. This demonstrates the continuity of the Board and will ensure a smooth transition. I am honored to work with him as Vice Chair in the coming financial year.



GOVERNOR SINCE
2024

COUNTRY
United States

TERM EXPIRES
2027

REGION
AMER

AGE
52

SOCIETY MEMBERSHIP
Tampa Bay

EXPERIENCE

Audit	
Board and Governance	✓
CFA Institute Volunteer	✓
Education	
Human Resources	
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	
Society Leadership	✓



CHARTERHOLDER



FIRST-TERM GOVERNOR NOMINEE

Jennifer Garbowicz, CFA, CIPM

Current Position

- West Florida Market President, BNY Mellon Wealth Management

Prior Positions

- Senior VP, Private Client Advisor, Bank of America Private Bank
- Principal, Sabal Trust Company

CFA Institute Volunteer Experience

- Presidents Council Chair (2022–2024)
- Presidents Council Representative, Southeast US (2017–2021)
- Exam Grader (2011–2012)

Society Leadership Experience

- Ethics Invitational Judge (2018–2023)
- Immediate Past President, CFA Society Tampa Bay (2014–2015)
- President, CFA Society Tampa Bay (2013–2014)
- Vice President/Program Chair, CFA Society Tampa Bay (2012–2013)
- Treasurer, CFA Society Tampa Bay (2011–2012)
- Director-at-Large, CFA Society Tampa Bay (2008–2011)
- Event Moderator

Current Positions on Other Boards

- HCA Florida St. Petersburg Hospital: Board of Trustees, Chair (2023 and 2024), Vice Chair (2022), Trustee (2021)
- Homeless Empowerment Program: Board of Directors (2022 to present), Finance Committee (2021–2022)
- Florida Holocaust Museum: Board of Directors (2020 to present)
- Airyvl: Board of Advisors (2020 to present)
- Webtalk, Inc.: Board of Advisors (2011 to present)

Education

- Master of Business Administration, Finance Concentration, University of Tampa
- Bachelor of Arts, Management, Eckerd College
- Certificate, Leadership and Strategic Impact, Tuck Executive Education at Dartmouth

A NOTE FROM JENNIFER GARBOWICZ, CFA, CIPM



With a heart brimming with gratitude, I am humbled to be nominated to join the Board of Governors. It is a privilege beyond measure to be considered for this role, and I eagerly anticipate the opportunity to contribute to the continued success and growth of our cherished organization in a new capacity.

Throughout my journey as a member of the CFA Institute community, I have been inspired by the dedication and passion exhibited by my fellow professionals. Now, as a nominee for the Board of Governors, I am deeply honored to have the chance to serve alongside such esteemed colleagues, each of whom shares a commitment to upholding the highest standards of ethics, education, and professional excellence.

Joining the board represents a new chapter in my lifelong dedication to the principles and values that define CFA Institute. I am eager to bring my unique perspective and experiences to the table, working collaboratively with my fellow governors to shape the organization's strategic direction and ensure that it continues to meet the evolving needs of our members and the industry at large. I believe in the power of collaboration, transparency, and accountability to drive

positive change and uphold the integrity of our profession.

As I embark on this journey, I am filled with a sense of responsibility and purpose. I am keenly aware of the trust and confidence that has been placed in me by our members, and I pledge to uphold the integrity and standing of CFA Institute with unwavering dedication and commitment. Together, we can continue to elevate the reputation of the CFA designation and empower investment professionals worldwide to serve society with excellence and integrity.



FIRST-TERM GOVERNOR NOMINEE

Ravi A. Gautham, CFA

Current Position

- Senior Vice President, Head of Northern Trust Asset Management, India

Prior Positions

- Senior Vice President, Director of Risk Management, Northern Trust Global Advisors
- Senior Vice President, LDI Investment Solutions

CFA Institute Volunteer Experience

- Conference Speaker and Moderator: Financial Talent Summits, Fintech
- Presenter: Charter Holder Award Ceremonies
- Judge: Investment Research Challenge
- Volunteer: Practice Analysis, Body of Knowledge Curriculum
- Volunteer: University Affiliations

Society Leadership Experience

- CFA Society of India: Board Member
- Chair, Research and Advocacy Committee
- Audit and Risk Committee Member
- Speaker at Society Events and Regulator Engagement

Current Positions on Other Boards

- Past Board Director: Northern Operating Services India Pvt. Ltd (2015–2023)
- Past Board Director: Northern Operating Solutions India Pvt. Ltd. (2019–2023)
- Current Board Director: CFA Society India

Education

- MSc (Hons.) Economics, Birla Institute of Technology & Science, Pilani, India
- Master of Business Administration, University of Toledo, Ohio, USA

GOVERNOR SINCE

2024

COUNTRY

India

TERM EXPIRES

2027

REGION

APAC

AGE

54

SOCIETY MEMBERSHIP

India, Chicago

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	✓
Education	✓
Human Resources	
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	✓
Society Leadership	✓



CHARTERHOLDER



INDEPENDENT



A NOTE FROM RAVI A. GAUTHAM, CFA



I am at once deeply humbled and incredibly honored to be nominated to join the Board of Governors of CFA Institute, an organization that has meant so much to me and to so many others in the world of finance and investments. I can safely say that I live each day at the intersection of my full-time role at Northern Trust and part-time role at CFA Society® India, where I am a board member and chair of the Research and Advocacy Committee.

I joined Northern Trust in Chicago in late 1994, after receiving my MBA, and worked as an investment performance analyst for large institutional asset owners. I subsequently became a founding member of a newly formed Investment Risk Consulting Team for those same asset owners. That work was followed by capital markets activity—securities lending and transition management.

Earning the CFA charter allowed me to embark on many intellectual journeys across many business units and geographies, all within the same global organization.

In 2003, I moved to asset management at Northern Trust Global Advisors, as Director of Risk Management. In that capacity, I was responsible for the management of investment risk and its integration into the portfolio management process, globally, across multiple asset classes and programs. Later, when liability-driven investing emerged, I was involved with evaluating and formulating custom investment solutions and hedging strategies around pension liabilities for large asset owners in North America and EMEA.

I now serve as Senior Vice President and Head of Northern Trust Asset Management in India. In this capacity, I serve in multiple roles—the buildout and expansion of several front- and middle-office functions that relate to the investment business of Northern Trust, as well as positioning the business

appropriately in the ecosystem. I serve on the Executive Management Team and have served on the boards of Northern Trust's two Indian subsidiaries with a combined workforce of over 8,000 employees. In addition to my CFA Institute local society board engagements, I also serve as an executive committee member of the Bangalore chapter of AMCHAM (the American Chamber of Commerce in India).

As members of the Board of Governors of CFA institute, our duties in ensuring appropriate governance and oversight are fundamental. In addition, I will endeavor to support and bolster our impressive strategic road map pillars by evolving and growing the CFA Program (we now cater to the largest cohort of candidates globally, in India, 35,000 and counting). I will also advocate for the buildout of an expanded suite of diverse learning products that will eventually equip our stakeholders to shape the future of the industry and profession, by recognizing some megatrends playing out in the industry: the rise of private markets and wealth management and an increasing focus on sustainability in most sectors and regions.

The CFA Program is often referred to as the gold standard in the investment profession, and CFA Institute plays an outsized and critically important role in global capital markets and finance. A board of governors that exhibits sound business judgement, is a champion of the organization, and sets the appropriate tone at the top with a set of core values is critical. The challenges we face in the industry today are significant and manifold, and as a member of the Board of Governors I want to support and contribute to innovative solutions delivered by CFA Institute that facilitate positive change for the benefit of society. Also crucial will be to see CFA Institute increase its relevance and deliver even more value to members, candidates, regulators, societies, and the entire investment ecosystem.



GOVERNOR SINCE

2024

TERM EXPIRES

2027

AGE

54

COUNTRY

United Kingdom

REGION

EMEA

SOCIETY MEMBERSHIP

United Kingdom

EXPERIENCE

Audit

Board and Governance



CFA Institute Volunteer



Education



Human Resources

Information Technology



Leadership



Not-for-Profit



Regulatory



Society Leadership



CHARTERHOLDER



INDEPENDENT



FIRST-TERM GOVERNOR NOMINEE

Lindsey Matthews, CFA, CIPM

Current Position

- Chief Risk Officer, USS Ltd.

Prior Positions

- CRO and Head of Investment Risk

CFA Institute Volunteer Experience

- Past Board Chair and NED
- Chair of Board for last two years, overseeing rollout of new strategy, business transition (tech and branding), revised governance
- Oversight of staffed office (of 40) and line management of CEO (Will Goodhart); Chair of RemCo; Liaison with Disciplinary Committee
- Chair of Advisory Council, CFA Society UK

Society Leadership Experience

- Chair of CFA Society UK

Current Positions on Other Boards

- IC Member, Constanter Stiftung

Education

- MA (Hons.), Natural Sciences and Computer Science, University of Cambridge

A NOTE FROM LINDSEY MATTHEWS, CFA, CIPM



It is truly an honour to be nominated to serve as a Governor of CFA Institute, and I would be both thrilled and humbled to join such an illustrious Board in overseeing and driving this great organisation.

As a member since earning my charter in 2001, I began volunteering with CFA Institute by delivering investor conference talks and education sessions on investment risk and performance in the 2010s. In 2017, I joined the board of CFA Society UK and then became Chair of the Examinations and Education Committee, overseeing the Investment Management Certificate (IMC), the Certificate in ESG Investing (and its transfer to CFA Institute), and the Certificate in Climate & Investing. I also gained the CIPM® qualification in 2018. As Chair of the Exams Committee, I oversaw the rapid move to online exams following the COVID-19 lockdowns.

I chaired the CFA UK board from 2021 to 2023, driving the rollout of a new strategy, a significant business transition focused on technology and branding, revised governance, and oversight of one of the largest local societies and its staff of over 40 through the emergence of our industry from COVID-19. I now chair the Advisory Council and lead a working group on financial literacy for CFA UK.

As I did at CFA UK, as a Governor I would seek to ensure management is delivering on the strategy of CFA Institute—around developing the CFA Program and a broader portfolio of learning products, as well as shaping the future of the profession through research, publications, and advocacy—all whilst overseeing management of costs and risks. Furthermore, I would seek to focus on member value and the provision of appropriate career and development opportunities across a wide range of areas. I believe that these ambitions can be furthered by strengthening local society partnerships across the globe and through the role of CFA Institute as the voice of the profession.



GOVERNOR SINCE
2024

TERM EXPIRES
2027

AGE
61

EXPERIENCE

Audit

Board and Governance ✓

CFA Institute Volunteer

Education

Human Resources

Information Technology ✓

Leadership ✓

Not-for-Profit ✓

Regulatory

Society Leadership

COUNTRY
United States

REGION
AMER



INDEPENDENT



FIRST-TERM GOVERNOR NOMINEE

Vipin Mayar, MBA

Current Position

- Executive Vice President, Head of AI Innovation, Fidelity Investments
- Executive Vice President, Head of Customer Knowledge and Strategic Insights, Fidelity Investments

Prior Positions

- EVP, Global Director of Digital Analytics and Marketing Measurement, McCann Worldgroup
- Senior Vice President, Customer Analysis, Marketing and Research, Bank of America

Current Positions on Other Boards

- Charter Member TIE Boston
- MA AI Strategic Task Force
- Advertising Research Federation Board—ex board member
- MIT CSAIL (Computer Science AI Lab) Financial Services Board—ex board member

Education

- MBA, Finance & Marketing, Tulane University
- Bachelor of Technology in Chemical Engineering, Indian Institute of Technology

A NOTE FROM VIPIN MAYAR, MBA



I am proud and honored to serve on the CFA Institute board. I am excited to work alongside my fellow board members to help enhance the CFA Program and the offerings and mission of CFA Institute with my extensive experience in AI, big data, digital, and education technologies at Fidelity Investments.

The rise of AI and digital technologies is disrupting the investment management industry and education delivery in many ways, including personalized learning pathways and financial planning. I am and have been at the forefront of the AI/data revolution, leading AI innovation at Fidelity Investments and leading the AI Center of Excellence since 2016. Over the years, I have made significant contributions in the areas of education technology, and I established an online AI/Analytics Academy in 2017. In the area of digital technology and data and analytics, I co-authored a book on digital impact, published by Wiley.

I intend to bring my extensive experience in these areas to add value to CFA Institute and cultivate investment professionals who are savvy in the use of these latest technologies. In addition, I have held global leadership roles and will bring those experiences of thinking globally while also understanding the regional and local differences in this connected world. This role represents a unique opportunity to contribute to the ongoing success and evolution of CFA Institute during these times of digital/AI disruption.

An aerial photograph of a speedboat and a container ship on a dark blue sea. The speedboat is in the upper left, leaving a white wake. The container ship is in the lower right, carrying a large stack of colorful containers. A clock face with blue tick marks is overlaid in the top left corner.

Continuing Governors

We are also providing profile information for governors who are continuing in office and who have terms expiring at the end of fiscal years 2024 and 2025. Please visit the CFA Institute [website](#) to read each governor's biography.



GOVERNOR SINCE

2020

TERM EXPIRES

2026

AGE

57

COUNTRY

United Kingdom

REGION

EMEA

SOCIETY MEMBERSHIP

United Kingdom

EXPERIENCE

Audit

Board and Governance



CFA Institute Volunteer



Education

Human Resources

Information Technology

Leadership



Not-for-Profit



Regulatory



Society Leadership



CHARTERHOLDER



INDEPENDENT



CHAIR NOMINEE

Marshall Bailey, CFA

Current Position

- Non-Executive Chairman, MUFG Securities EMEA plc
- Non-Executive Chair, Financial Services Compensation Scheme (FSCS)
- Chairman, MUFG Securities Asia in Hong Kong

Prior Positions

- Representative & Non-Executive Board Director National Commercial Bank – Jeddah Public Investment Fund
- Non-Executive Chairman, CIBC Markets plc
- Non-Executive Director London Stock Exchange Group

Board Committee Service

- Risk Committee (FY21, FY22, FY23)
- Society Partnership Advisory Council (FY21, FY22)

Society Volunteer Experience

- Board Member, CFA Society United Kingdom

Education

- Bachelor of Arts, University of Winnipeg
- Master of Arts, Graduate Institute of International Affairs
- Diploma, Non-Executive Directors' Course, FT/Pearson

See personal statement on [page 42](#).



GOVERNOR SINCE
2022

TERM EXPIRES
2025

AGE
46

COUNTRY
Nigeria

REGION
EMEA

SOCIETY MEMBERSHIP
Nigeria

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	
Education	✓
Human Resources	✓
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	✓
Society Leadership	✓



CONTINUING GOVERNOR

Oyebanji Fehintola, CFA

Current Position

- Senior Director, Africa Finance Corporation

Prior Positions

- Fixed Income, Currencies & Commodities Citibank Nigeria
- Tax & Business Advisory, Arthur Andersen
- Financial Control, Merchant Banking Corporation

Board Committee Service

- Risk Committee (FY23)
- SPAC (FY23)

Society Volunteer Experience

- Ex-Officio Board Member, CFA Society Nigeria
- GIPS® Country Sponsor, CFA Society Nigeria
- Past President, CFA Society Nigeria
- Past Treasurer, CFA Society Nigeria

Current Positions on Other Boards

- Chair, Finance and Audit Committee, and Member, Credit Committee, Infrastructure Credit Guarantee Company
- Chair, Affinity Capital

- Chair, Platform for Educational Advancement Ltd/Gte
- Board Member, Adino Global Markets Limited

Education

- Master of Philosophy, International Business, International School of Management
- Master of Philosophy, International Finance, University of Glasgow
- Bachelor of Science in Economics, University of Ibadan



GOVERNOR SINCE

2022

TERM EXPIRES

2025

AGE

50

COUNTRY

United States/China

REGION

AMER/APAC

SOCIETY MEMBERSHIP

Beijing

EXPERIENCE

Audit

Board and Governance

CFA Institute Volunteer ✓

Education

Human Resources

Information Technology ✓

Leadership ✓

Not-for-Profit

Regulatory

Society Leadership



CHARTERHOLDER



INDEPENDENT



CONTINUING GOVERNOR

Mei Gao, CFA

Current Position

- Partner, Portfolio Manager, IDG Capital

Prior Positions

- President, Fore Research & Management
- Partner, Head of Portfolio Management & Chair of Management Committee, Fore Research & Management
- Managing Director, Portfolio Management, Fore Research & Management

Board Committee Service

- Audit and Finance Committee (FY23)
- Governance Committee (FY23)

Society Volunteer Experience

- Society Event Speaker, CFA Society Beijing

Current Positions on Other Boards

- Director & Investment Committee Chair, Cavamont Holdings Ltd.
- Director, Generation Asia I Acquisition Ltd.

Education

- Master of Business Administration, Wilfrid Laurier University
- Bachelor of Arts, Shantou University



GOVERNOR SINCE
2020

TERM EXPIRES
2026

AGE
48

COUNTRY
China

REGION
APAC

SOCIETY MEMBERSHIP
Beijing

EXPERIENCE

Audit	
Board and Governance	
CFA Institute Volunteer	✓
Education	
Human Resources	✓
Information Technology	✓
Leadership	✓
Not-for-Profit	✓
Regulatory	✓
Society Leadership	



CONTINUING GOVERNOR

Yimei Li, CFA

Current Position

- CEO, China Asset Management Co. Ltd.

Prior Positions

- Executive Vice President, China Asset Management Co. Ltd.
- Head of Marketing and Sales, China Asset Management Co. Ltd.
- International Business Department, China Asset Management Co. Ltd.

Board Committee Service

- Audit and Finance Committee (FY21, FY22, FY23)
- Strategy SWAT Working Group (FY21, FY22)

Current Positions on Other Boards

- Vice President, Asset Management Association of China (AMAC)
- Vice Chair of Supervisory Committee, Securities Association of Beijing
- Member, Professional Committee for Pension, AMAC
- Member, Committee for Mutual Funds, AMAC
- Member, Pensions Committee, International Investment Funds Association (IIFA)

- Joint Chair, Committee for International Business, AMAC
- Risk Management Committee of Shenzhen Stock Exchange
- Founding Member, SDG 30 League
- Chair, Committee for Investor Education, AMAC
- Representative, China Wealth Management 50 (CWM50)
- Chairman of the Board, China Asset Management (Hong Kong) Limited

Education

- Master in Public Policy, International Finance, Harvard Kennedy School
- Bachelor of Economics, Marketing, Renmin University of China



CONTINUING GOVERNOR

Tricia Rothschild, CFA

Current Position

- Operating Partner, Advent International

Prior Positions

- President, Apex Fintech Solutions
- Chief Product Officer and Co-Head of Global Markets, Morningstar, Inc.
- Member, Executive Team/Executive Officer, Morningstar, Inc.

Education

- Bachelor of Science, Northwestern University
- Master of Arts, Indiana University

GOVERNOR SINCE

2019

COUNTRY

United States

TERM EXPIRES

2025

REGION

AMER

AGE

57

SOCIETY MEMBERSHIP

Chicago

EXPERIENCE

Audit

Board and Governance ✓

CFA Institute Volunteer

Education ✓

Human Resources ✓

Information Technology ✓

Leadership ✓

Not-for-Profit ✓

Regulatory ✓

Society Leadership



CHARTERHOLDER



INDEPENDENT



Board Committee Service

- Audit and Risk Committee (FY20)
- Executive Committee (FY22, FY23)
- Governance Committee (FY21)
- People and Culture Committee (FY22)
- Risk Committee (FY21*, FY22*, FY23*)
- Society Partnership Advisory Council (FY23*)

Current Positions on Other Boards

- Board Member, Financial Fitness Group
- Non-Executive Director, Nitrogen Wealth, Inc.
- Non-Executive Director, Canoe Intelligence
- Board Member, Rock the Street, Wall Street

* Denotes the governor served as Chair.



GOVERNOR SINCE
2018

TERM EXPIRES
2025

AGE
59

COUNTRY
Australia

REGION
APAC

SOCIETY MEMBERSHIP
Melbourne

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	
Education	
Human Resources	✓
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	✓
Society Leadership	



CHARTERHOLDER



INDEPENDENT



CONTINUING GOVERNOR

Maria Wilton, CFA

Current Position

- Chair, Spirit Super
- Chair, Growth Farms Australia Pty Ltd
- Chair, Queensland Investment Corporation, State Investments Committee

Prior Positions

- Director, Victorian Funds Management Corporation
- Director, Dexu Wholesale Property Fund
- Managing Director and Chairman, Franklin Templeton Investments Australia Limited
- Associate Director and Portfolio Manager, BT Financial Group (formerly Rothschild/Sagitta)
- Associate Director and Portfolio Manager, County Investment Management
- Director, Post Super Ltd.
- Vice President, J.P. Morgan Investment Management Australia Limited

Board Committee Service

- Executive Committee (FY21)
- Governance Working Group (FY19, FY20)
- People and Culture Committee (FY20*, FY21*, FY22*, FY23)

- Society Partnership Advisory Council (FY19)
- Nominating Committee (FY23)

CFA Institute Volunteer Experience

- Former Chair, Diversity Council, CFA Society Australia
- Former Member, Advocacy Council, CFA Society Australia

Current Positions on Other Boards

- Director, Confident Girls Foundation

Education

- Bachelor of Economics, University of Tasmania
- Associate, Securities Institute of Australia
- Fellow, Australian Institute of Company Directors
- Fellow, Australian Institute of Superannuation Trustees

* Denotes the governor served as Chair.



GOVERNOR SINCE
2023

TERM EXPIRES
2026

AGE
58

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	✓
Education	✓
Human Resources	✓
Information Technology	✓
Leadership	✓
Not-for-Profit	✓
Regulatory	
Society Leadership	✓

COUNTRY
United States

REGION
AMER

SOCIETY MEMBERSHIP
Boston



CONTINUING GOVERNOR

Pamela Yang, CFA, CPA, CGMA

Current Position

- Managing Director, Chief Operating Officer, The Bulfinch Companies, Inc.

Prior Positions

- Managing Director, Head of Charitable Asset Management, State Street Global Advisors (SSGA)
- Senior Vice President, Head of Trust Investment and Operation, Harvard Management Company
- Senior Associate of Assurance, PwC

CFA Institute Volunteer Experience

- DRC Chair 2018-2020
- DRC Executive Team 2016-2018
- Grader for 10 years, Captain
- Council of Examiners
- Standards of Practice Advisory Committee
- Executive Editor of "In Practice" section of *Financial Analysts Journal* 2016-2019

Society Volunteer Experience

- Chair, CFA Society Boston
- Vice Chair, CFA Society Boston
- Treasurer, CFA Society Boston
- Chair, Audit Committee, CFA Society Boston

Current Positions on Other Boards

- Board of Trustees, The Boston Ballet, Inc.
- Executive Committee, The Boston Economic Club

Education

- MBA and MS in Accounting, Northeastern University
- MA in French Literature, University of Cincinnati
- BA in French Literature, Beijing Foreign Studies University



GOVERNOR SINCE
2019

AGE
59

COUNTRY
Canada

REGION
AMER

SOCIETY MEMBERSHIP
Toronto

EXPERIENCE

Audit	✓
Board and Governance	✓
CFA Institute Volunteer	✓
Education	
Human Resources	✓
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	
Society Leadership	✓



CHARTERHOLDER



PRESIDENT & CEO

Margaret Franklin, CFA

Current Position

- President and Chief Executive Officer, CFA Institute

Prior Positions

- President, BNY Mellon Wealth Management, Advisory Services
- Board Member, BNY Mellon Trust Company
- President, Marret Private Wealth, and COO of Marret Asset Management

Board Committee Service

- Past Chair, CFA Institute Board of Governors (FY12)
- Chair, CFA Institute Board of Governors (FY11)
- Vice Chair, CFA Institute Board of Governors (FY10)
- Executive Committee (FY20, FY21, FY22, FY23)

CFA Institute Volunteer Experience

- Past President and Board Member, CFA Society Toronto
- Past Chair, Board of Governors

Current Positions on Other Boards

- Board Trustee, CFA Institute Research Foundation
- Director, Wellmond Board

Education

- Bachelor of Arts in Economics, McMaster University
- Chartered Financial Analyst, CFA Institute

Outgoing Governors

The following governors have terms that expire at the end of the fiscal year. These governors have served with distinction and made significant contributions to the Board and CFA Institute in general. We sincerely thank them for their valuable service.



Mark Lazberger, CFA

EXPERIENCE	
Audit	✓
Board and Governance	✓
CFA Institute Volunteer	✓
Education	
Human Resources	✓
Information Technology	
Leadership	✓
Not-for-Profit	✓
Regulatory	
Society Leadership	✓



Alexander Birkin

EXPERIENCE	
Audit	✓
Board and Governance	
CFA Institute Volunteer	
Education	
Human Resources	
Information Technology	✓
Leadership	✓
Not-for-Profit	
Regulatory	✓
Society Leadership	



Punita Kumar-Sinha, CFA, PhD

EXPERIENCE	
Audit	✓
Board and Governance	✓
CFA Institute Volunteer	
Education	
Human Resources	✓
Information Technology	✓
Leadership	✓
Not-for-Profit	
Regulatory	✓
Society Leadership	



Geoffrey Ng, CFA

EXPERIENCE	
Audit	
Board and Governance	✓
CFA Institute Volunteer	✓
Education	
Human Resources	✓
Information Technology	✓
Leadership	
Not-for-Profit	
Regulatory	
Society Leadership	✓

VOTING MATTERS

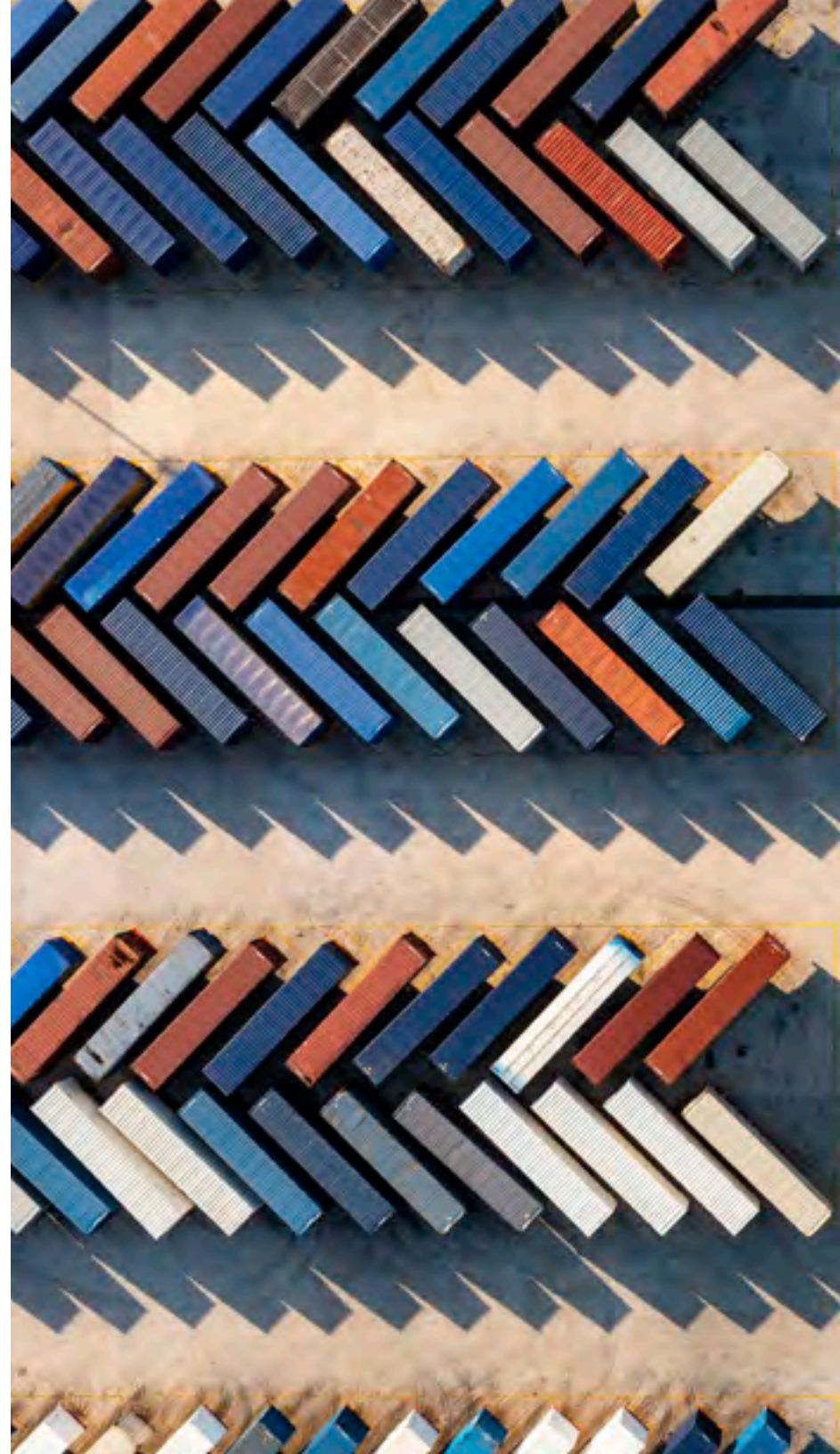
Proposal 3: Ratification of the Selection of the Independent Registered Public Accounting Firm

Election

The Audit and Finance Committee (AFC) has appointed KPMG LLP as the organization's independent registered public accounting firm to perform the FY24 audit of the consolidated financial statements of CFA Institute. We are not required to submit this appointment to ratification by the members. However, if the members do not ratify this appointment, it may be reconsidered by the AFC. Moreover, the AFC, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interest of CFA Institute and its members.



The Board of Governors recommends that each Regular Member vote **FOR** the ratification of the selection of KPMG LLP as the independent registered public accounting firm for CFA Institute for FY24.



Audit Matters

Audit and Finance Committee Report

The Audit and Finance Committee (AFC) is composed of four active governors, three of whom are considered independent per the CFA Institute Standards of Independence for the Board of Governors Policy. Based on this policy, the Board determined that Mr. Birkin would not be conflicted from serving on the AFC. If a potential conflict on committee matters did arise, he would be obligated to recuse himself and/or abstain from the discussion and/or voting. The AFC members' professional biographies, along with the Committee Charter for the AFC, adopted by the Board of Governors, are available [here](#) on our website.

Audit and Finance Committee, FY24

- Alexander Birkin (Chair)
- Oyebanji Fehintola, CFA
- Yimei Li, CFA
- Pamela Yang, CFA, CPA, CGMA

The AFC has reviewed the Audit Matters section and approved it for inclusion in the 2024 Proxy Statement.

The Board has determined that Pamela Yang, CFA, CPA, CGMA, satisfies the financial literacy requirements of the NYSE and has the requisite experience to be designated an "audit committee financial expert," as that term is defined by the rules of the SEC.

Management is responsible for the preparation, presentation, and integrity of the financial statements of CFA Institute and for maintaining appropriate accounting and financial reporting policies and practices, as well as internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent public accounting firm (independent auditor) chosen by CFA Institute is responsible for auditing the consolidated financial statements of CFA Institute and expressing an opinion as to their conformity with generally accepted accounting principles (GAAP).

In performing its oversight function, the Audit and Finance Committee held five meetings (all video conference calls) in FY23. During FY24, the AFC met with management and KPMG LLP to discuss

the audit of the consolidated financial statements as of and for the period ended 31 August 2023. The AFC subsequently met in executive session with KPMG LLP to discuss matters required under auditing standards generally accepted in the United States, including those matters set forth in AICPA AU-C Section 260, "The Auditor's Communication with Those Charged with Governance." KPMG LLP made all required auditor communications and provided all required disclosures regarding its independence from CFA Institute to the AFC.

The audit was completed in a timely manner with no disagreements with management. KPMG LLP provided an unmodified opinion on the consolidated financial statements of CFA Institute.

Based on the review and discussions noted above, the AFC recommended to the Board that the audited CFA Institute Consolidated Financial Statements as of 31 August 2023 be included in the Annual Report.

Appointment of the Independent Registered Public Accounting Firm

The AFC appointed KPMG LLP as the organization's independent registered public accounting firm for FY23. The AFC, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interest of CFA Institute and its members.

In determining whether to reappoint the independent auditor, the AFC annually considers several factors, including the following:

- The length of time that the firm has been engaged
- The firm's independence and objectivity
- The firm's global capacity, expertise, and reputation as required for CFA Institute global operations
- Historical and recent performance and the organization's satisfaction thereof
- Data related to audit quality and performance, including recent Public Company Accounting Oversight Board (PCAOB) inspection reports on the firm
- Competitiveness and delivered value of quoted fees

The AFC has advised the Board that, in its opinion, the non-audit services rendered by KPMG LLP during the most recent fiscal year are compatible with maintaining its independence.

Fees Incurred with Independent Auditors

The following is a summary and description of fees in US dollars for services provided by KPMG LLP for fiscal years ended 31 August 2023 and 2022 (in thousands):

	Audit ^(a)	Audit Related ^(b)	Tax ^(c)	Total
2023	\$495	—	\$38	\$553
2022	\$447	—	\$36	\$483

a) Aggregate fees incurred for professional services rendered for the audit of the consolidated financial statements of CFA Institute, the standalone financial statements of CFA Institute Research Foundation, and, as required, statutory audits of various international subsidiaries.

b) Fees incurred for professional services rendered for the 401(k) audit for CFA Institute standalone.

c) Aggregate fees incurred for professional services rendered for informational and tax return preparation and filing and tax advice relating to domestic and international issues.

Audit and Finance Committee Pre-Approval Policies and Procedures

The AFC has established a policy requiring its pre-approval of audit and non-audit services provided by the independent auditor. The policy describes the audit, audit-related, tax, and other services that may be provided and sets forth the pre-approval requirements for all permitted services. The policy provides for the general pre-approval of specific types of audit, audit-related, and tax services and a limited aggregate threshold for such services on an annual basis. The policy requires specific pre-approval of all other permitted services. The independent auditor is required to report periodically to the AFC regarding the extent of services provided in accordance with its pre-approval and the fees for the services performed.

Compensation Discussion and Analysis

How We Make Executive Compensation Decisions

The People and Culture Committee (PAC) of the Board of Governors has reviewed the Compensation Discussion and Analysis section and approved it for inclusion in the 2023 Proxy Statement.

We are committed to having a strong and effective corporate governance framework. The PAC provides oversight on executive pay. There are three independent governors on this committee, and they are free of any relationship that would interfere with their exercise of independent judgment. The PAC meets frequently throughout the year to discuss matters related to executive attraction, development, retention, and pay and to provide insight and direction.

We refer to our president and CEO and to our Leadership Team managing directors as “executives.” The PAC determines the compensation of our CEO, including any incentive, and the group engages independent consultants to provide necessary compensation recommendations. The PAC also approves the compensation plan for the organization for implementation by the CEO, which includes how much we spend in aggregate on salary increases and incentives for our employees. In addition to the CEO, the General Counsel and Chief Legal Officer (CLO) has a dual reporting relationship to the CEO and the Board Chair. The compensation for the CLO is determined by the CEO and reviewed by the PAC along with the compensation recommendations of all key executives named in the Form 990 filing. For executive compensation determinations, the PAC considers various data points, including the advice and benchmarking analysis of an independent consultant, performance (organizational, divisional, individual),

scope of responsibility, relative expertise, experience, and other circumstances. These factors are set forth more fully below.

Successful and sustainable delivery on our mission is at the forefront of our executive compensation program. As an organization, we value the development of objective and key results (OKRs) and meaningful key performance indicators (KPIs) for our executives. We focus on selecting the right metrics to measure not only progress toward these goals but also the degree to which our executives exhibit critical leadership capabilities in how they progress toward these goals. This focus enables us to assess and calibrate performance in a meaningful way. Our objective is to recognize the needs of the organization while keeping in mind both financial and strategic priorities that create value for our members. At the end of the year, the PAC considers other factors as well, such as the organization’s overall performance and how much progress was made toward our strategic objectives, to determine the CEO’s compensation.

We review and discuss any disclosures regarding our compensation plans, policies, programs, and practices with the PAC and obtain guidance on executive employment agreements and severance arrangements.

We believe it is essential to have the right people in the right place at the right time. We review succession plans for our CEO and other executives with the PAC and periodically with the whole Board to ensure we are prepared for the future and have leadership continuity within our organization by recruiting and encouraging individual employee growth and development.

Governance Measures

- ✓ The Board appoints the People and Culture Committee, composed solely of independent directors.

- ✓ The PAC meets periodically in executive sessions (that is, outside the presence of any senior executive).

- ✓ The PAC recommends CEO compensation for Board approval.

- ✓ The PAC adheres to a compensation philosophy.

- ✓ The PAC is authorized to engage outside consultants and legal advisers when deemed necessary.

- ✓ The CEO does not participate in the PAC's deliberations concerning CEO compensation.

Role of the CEO

The CEO makes performance and compensation recommendations to the PAC for all executives. He or she looks at each executive's contribution, individually and collectively as an executive team, and takes into consideration the successful execution of the organization's annual strategic goals and progress toward our long-term strategy. He or she also considers executive benchmarking analysis from an independent consultant, individual experience, individual performance, internal and external pay equity, development and succession status, time in the position, and other individual or organizational circumstances.

At the end of the performance cycle, the CEO reviews his or her assessment of each executive's individual performance and, annually for incentive awards and biennially for salary, his or her compensation recommendations with the PAC before implementing his or her recommendations.

Our CEO does not play any role with respect to any matter affecting his or her own compensation.

Role of the CPO

The Chief People Officer (CPO) regularly attends and participates in the facilitation of the meetings of the committee. He or she provides reporting and guidance on people and culture topics and supports the PAC in reviewing and setting the CEO's compensation, which is then submitted to the full Board for approval.

The CPO does not play any role with respect to any matter affecting his or her own compensation.

Benchmarking

We retain Korn Ferry, a global management consulting firm, as the organization's independent executive compensation consultant. Korn Ferry conducts competitive benchmarking analyses biennially for our executive positions, reviewing all elements of total cash compensation biennially. The purpose of this review is to test the competitiveness of our executive compensation program and ensure it supports our ability to attract and retain top-level executive talent. The analysis is conducted on an independent fee basis, and our PAC provides oversight of this analysis.

There is a limited number of companies that closely resemble CFA Institute in size, scope, and nature of business operations. The objective is to acquire a fair and relevant view of pay practices in markets where we are most likely to recruit our executive talent. As a result, for each executive position the peer group selection differs and could span different industry sectors, including not-for-profit firms, investment firms, academia and higher education, and general industry.

We evaluate the relevancy of benchmarks based on any combination of:

- size and complexity,
- global scale and scope,
- talent profile, and
- mission-driven membership/education focus.



Compensation Pay Elements

The principal elements of an executive's compensation consist of the following:

Annual Base Salary

- Regular annual salary of the executive

Purpose

- Provides fixed level of competitive compensation to attract, motivate, and retain executive talent
- Compensates executives for their level and scope of responsibility, relative expertise, and experience

Fiscal Year 2023 Compensation Actions

Salary increases are reviewed on a biennial cadence in alignment with and informed by formal benchmarking, as outlined in the prior section. Effective 1 November 2023, the following salary increases were approved for named executive officers:

- 4.5% for Chief Executive Officer
- 21.2% for Chief Operating Officer
- 16.7% for Chief Financial Officer
- 13.1% for Managing Director, Education
- 6.5% for Managing Director, Global Partnerships and Client Solutions
- 5.7% for Managing Director, General Counsel and Chief Legal Officer
- 5.0% for Chief People Officer
- 4.3% for Managing Director, Research, Advocacy, and Standards

Barbara Petitt resigned from the position of Managing Director, Professional Learning, effective 28 February 2023 and therefore was not eligible for a FY23 salary increase.

Annual Incentive Plan

- The plan offers opportunities that are set as a percentage of base salary.
- The President and CEO may earn up to 100% of base salary.
- Leadership Team managing directors may earn up to 75% of base salary.

Purpose

- Motivates and rewards executives for achieving annual organizational objectives aligned with value creation
- Recognizes individual contributions to organizational performance

Fiscal Year 2023 Compensation Actions

- The annual incentive for the CEO for FY23 was determined by the People and Culture Committee and approved by the Board at 81.3% of base salary.
- Barbara Petitt resigned from the position of Managing Director, Professional Learning, effective 28 February 2023 and therefore was not eligible for a FY23 annual incentive.
- Annual incentives for the remaining named executive officers for FY23 ranged from 45% to 67%. The average Leadership Team managing director incentive award was approximately 57%.

Retirement Program

CFA Institute provides a US 401(k) retirement plan for all employees paid through US payroll. In 2023, the 401(k) employer contributions of CFA Institute included a fixed 12% safe harbor contribution. These contributions were made to all US employees on the same basis.

Compensation used for calculating 401(k) contributions is restricted by the annual US Internal Revenue Service (IRS) limit on compensation. A restoration benefit provides for an additional cash payment, equal to the 401(k) contributions for which employees qualify but cannot receive because of the US IRS limit on eligible annual compensation. All US employees are eligible for a restoration payment, if applicable.

A US deferred compensation plan is also offered. Participation is voluntary and restricted to the President and CEO and managing directors domiciled in the United States. Contributions are limited to those made by the executive; CFA Institute neither contributes to this plan nor guarantees investment returns or protection of principal.

For Hong Kong employees, profit-sharing contributions made by CFA Institute to a mandatory provident fund (MPF) plan include a supplementary fixed 10% contribution. These contributions are made to all Hong Kong employees on the same basis, and none are inclusive of statutory MPF contributions. Hong Kong executives may, upon request, have their voluntary pension contributions contributed to a qualified personal pension account. There are no Hong Kong government limits on compensation or contributions associated with these supplementary pension contributions. Therefore, Hong Kong employees are not eligible for a restoration payment.

For UK employees, fixed contributions made by CFA Institute to a pension scheme are 12%. Employees are automatically enrolled in the scheme three months after hire but can opt in sooner. These

contributions are made to all UK employees on the same basis. UK pension contributions are subject to an annual contribution cap dependent on the individual employee's income.

Other Benefits/Allowances

As a global organization, CFA Institute invests in global talent development through leadership development programs and the assignment of global strategic projects to ensure a strong and capable next generation of leaders and a consistent level of member service globally.

CFA Institute also offers benefit plans, including health insurance, life insurance, short- and long-term disability insurance, and wellness benefits. Senior executives participate in these plans on the same terms as other employees, except for being eligible for a higher level of life insurance than other employees (only applicable to executives in the United States and Hong Kong).

Post-Employment Payments

Pursuant to the terms of the CFA Institute Executive Severance Plan, CFA Institute offers fair transition packages to eligible departing executives.

In the event of an involuntary termination due to staff reduction, position elimination, closure of a business unit or restructuring, or such other circumstances that are deemed appropriate, the organization's policy for executives would include a benefit equal to four weeks' salary per year of service up to a maximum benefit of 52 weeks' salary and a minimum of 26 weeks' salary. The transition package would also include an extension of any health care benefits (if available) for the duration of the severance pay period, a bonus, and outplacement services.

CEO Pay Ratio

Section 953(b) of the Dodd–Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K promulgated by the SEC require public companies to report the CEO pay ratio. Although we are not required to do so, we are providing the pay ratio of the annual total compensation of our CEO compared to the annual total compensation of our median employee (the “CEO pay ratio”) for FY23.

In order to identify our median employee, we (i) analyzed annual base salary, bonus, and overtime compensation information; (ii) annualized the compensation of employees hired during 2023; (iii) utilized the exemption permitted under Item 402(u) of Regulation S-K to exclude 22 employees from two countries, India and Belgium (which, in the aggregate, represented less than 5% of our total employee population as of 31 August 2023); and (iv) adjusted non-US employee pay applying foreign currency translation rates.

For 2023, the company’s last completed fiscal year,

- the annual total compensation of our median employee, a US-based non-executive employee, for purposes of determining the CEO pay ratio, was \$121,492, and
- the annual total compensation of our CEO for the purposes of determining the CEO pay ratio was \$1,291,300.

Based on this information, for 2023, the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees was estimated to be 10.6 to 1.

It’s important to note that SEC rules for identifying the median employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies to do so. Given the different methodologies, exclusions, estimates, and assumptions other companies may utilize to calculate their respective CEO pay ratios, as well as the differences in employee populations and compensation practices between companies, the pay ratio reported by other companies may not be comparable to the estimated ratio reported above.



Compensation Summary Table for the Top Five Named Executive Officers

The following table provides compensation information for the top five named executive officers, which includes the Chief Executive Officer, Chief Financial Officer, and next three top-paid executives who served on the Leadership Team in FY23. The amounts are shown in US dollars.

You can visit our Annual Reports and 990s page [here](#) on our website to view our Form 990s for the past three years.

Named Executive Officer	Base Salary	Incentive ⁽¹⁾	Retirement Restoration	Retirement Plan Contribution ⁽²⁾	Total
Margaret Franklin, CFA, President & Chief Executive Officer	\$690,000	\$593,300	\$114,396	\$39,600	\$1,437,296
Paul Andrews, Managing Director, Research, Advocacy, and Standards	\$350,000	\$157,500	\$21,300	\$39,600	\$568,400
Marty Colburn, Chief Operating Officer	\$330,000	\$214,500	\$25,740	\$39,600	\$609,840
Steven Hendry, Chief Financial Officer	\$330,000	\$214,500	\$25,740	\$39,600	\$609,840
Sheri Littlefield, JD, Managing Director, General Counsel, & Chief Legal Officer	\$350,000	\$192,500	\$25,500	\$39,600	\$607,600

1) Incentive earned during FY23 and paid in December 2023 (FY24).

2) Calculated based on maximum compensation base of \$330,000 for CY2023.

Information about the Meeting and Voting

Recommendations

The CFA Institute Board of Governors recommends that each Regular Member* vote FOR (i) the election of the nominees for Chair and Vice Chair, (ii) the election of the six nominees to serve as members of the Board of Governors, and (iii) the ratification of an independent registered public accounting firm.

Quorum

For business to be transacted at the Annual Meeting of Members, 10% of CFA Institute Regular Members must be represented in person or by proxy.

Voting

Each Regular Member will be entitled to one vote with respect to each matter considered at the meeting. The election of the Chair, the Vice Chair, and six governors requires a plurality of the votes cast, in person or by proxy, at a meeting of the members at which a quorum is present.

Annual Reports and 990s

The Annual Report of CFA Institute for the fiscal year ended 31 August 2023, including consolidated financial statements, is available on the Annual Reports and 990s page of our [website](#).

Governance

The [Governance](#) and [Annual Reports and 990s](#) pages on our website will provide you with ease of access to our disclosure documents and insight into our corporate governance infrastructure. You will find information on our Annual Meeting of Members, Board of Governors, Board Committees, and Leadership Team as well as a repository of our proxy statements, annual reports, Form 990s, and governing policies, practices, and codes of conduct.

Accessing the Annual Meeting of Members Remotely

The Annual Meeting of Members will be held virtually. During the meeting, please visit <https://cfainstitute-org.zoom.us/j/91468000077>. You may attend the live audio webcast using your computer, smart phone, or tablet. You can also dial into the session, if preferred, by calling +1 646 876 9923 (US Toll Free) and entering the Meeting ID: 916 1754 0482. If you need a different number, you can find your local number [here](#). To listen to the meeting recording after the session has concluded, please visit our [Governance](#) page on our website.

*In mainland China, CFA Institute accepts CFA charterholders only.

Articles & Bylaws

CFA Institute Articles of Incorporation

(A Virginia Nonstock Corporation) Restated 01 August 2022

ARTICLE 1 - NAME

The name of the corporation is "CFA Institute."

ARTICLE 2 - PURPOSES

The purposes of CFA Institute are to promote and advance the "Investment Decision Making Process," consisting of financial analysis, investment management, securities analysis, stewardship, and other similar professional endeavors, through education, instruction and training; examinations and professional credentialing; research and advocacy; publications and communications; technical standards for professional practice; ethical and behavior codes; and other policies, programs, activities, and operations that promote and advance the Investment Decision Making Process.

ARTICLE 3 - POWERS

CFA Institute is organized as a not-for-profit corporation pursuant to the Virginia Nonstock Corporation Act ("Act") and shall not issue shares of stock, shall not pay dividends, and no part of the assets or net earnings of CFA Institute shall inure to the private benefit of any director (known as a Governor as defined in Article 5 below), officer, or other individual. Notwithstanding the foregoing, CFA Institute may pay compensation in a reasonable amount to its officers, agents, or employees for services rendered.

CFA Institute shall not make any distribution upon dissolution or final liquidation except as provided herein. CFA Institute is organized and shall be operated as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation under said section.

ARTICLE 4 - MEMBERS

CFA Institute shall have one (1) or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit, or deny the right to vote.

No materially adverse change shall be made to the rights and privileges of any class of Individual Members, voting or nonvoting, including but not limited to: (a) voting rights except as required by law, (b) diminution of membership rights and privileges except those that apply to all classes of Individual Members in an equitable manner, or (c) additional or different requirements to attain or maintain membership in a class of Individual Members without the affirmative vote of more than two-thirds (2/3) of the votes of the members of the class of Individual Members so affected (whether otherwise voting or nonvoting members) cast at a meeting of members at which a quorum of members entitled to vote is present.

ARTICLE 5 - BOARD OF GOVERNORS

All corporate powers shall be exercised by or under the authority of, and the business of CFA Institute managed under the direction of, its board of directors, subject to any limitation contained herein.

The board of directors shall be known as the Board of Governors (the "Board") and the directors shall be known as Governors. The number of Governors shall be fixed in accordance with the Bylaws but shall not be less than ten (10) nor more than fifteen (15) Governors, including *ex officio* Governors.

The President shall serve as an *ex officio* member of the Board for a term concurrent with his or her respective term in office. Except as set forth in the last sentence of this Article 5, other Governors shall be elected by the Regular Members of CFA Institute at the annual meeting of members and each serve for a term of three (3) years, staggered so that, as nearly as possible, the terms of one-third (1/3) of such Governors shall expire at the

end of the CFA Institute fiscal year. Each Governor shall be elected by the Regular Members of CFA Institute entitled to vote in the election by the vote of a majority of the votes cast with respect to the nominee at any meeting for the election of Governors at which a quorum is present, provided, however, that the Governors shall be elected by a plurality of the votes cast by the Regular Members of CFA Institute entitled to vote in the election of Governors at any meeting of Regular Members of CFA Institute for which the Secretary of CFA Institute receives a notice that a Regular Member has nominated a person for election as a Governor in compliance with Article 9.5 of the Bylaws and such nomination has not been withdrawn on or prior to the tenth (10th) day preceding the date CFA Institute first mails its notice of meeting for such meeting to the Regular Members. For purposes of this Article 5, a majority of the votes cast means that the number of votes cast "for" a nominee's election must exceed the votes cast "against" such nominee's election. Each Governor shall serve until the election and qualification of his or her successor. In the event that any Chair or Vice Chair is either (i) not an elected Governor immediately prior to serving in such office or (ii) an elected Governor whose term on the Board has or would otherwise expire prior to or during his or her term in such office, the Chair or Vice Chair shall serve as an *ex officio* member of the Board for a term concurrent with his or her term in office.

ARTICLE 6 - DISSOLUTION

In the event of dissolution of CFA Institute, the assets of CFA Institute shall be applied and distributed in the following order:

- a** all liabilities and obligations of CFA Institute shall be paid, satisfied, and discharged or adequate provision shall be made therefore;
- b** assets held by CFA Institute upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c** assets received and held by CFA Institute subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of CFA Institute, pursuant to a plan of distribution adopted as provided by law or as a court may direct; and

- d** all of the remaining assets of CFA Institute shall be distributed to one (1) or more organizations serving the general interests of professions involving the Investment Decision-Making Process, as may be selected by the Board, but no distribution upon dissolution shall be made to any organization that is not exempt from federal income taxation under either Section 501(c)(3) or Section 501(c)(6) of the Code, or successor provisions of any future applicable tax code.

CFA Institute Bylaws

(A Virginia Nonstock Corporation) Amended 14 July 2022

ARTICLE 1 – NAME, LOCATION, PURPOSES, AND CORPORATE SEAL

- 1.1 Name.** The name of the corporation is “CFA Institute.”
- 1.2 Location.** The principal office of CFA Institute shall be located at such place as the Board of Governors (the “Board”) may determine.
- 1.3 Corporate Seal.** The corporate seal shall consist of a circular die bearing the CFA Institute name and year of incorporation. The form of the seal may be changed by the Board.
- 1.4 Purposes.** The purposes of CFA Institute are to promote and advance the “Investment Decision Making Process,” consisting of financial analysis, investment management, securities analysis, stewardship, and other similar professional endeavors, through education, instruction and training; examinations and professional credentialing; research and advocacy; publications and communications; technical standards for professional practice; ethical and behavior codes; and other policies, programs, activities, and operations that promote and advance the Investment Decision Making Process.

ARTICLE 2 – DEFINITIONS

For purposes of the Articles of Incorporation and Bylaws, the following are defined terms which may be used, as appropriate, in singular or plural form:

- 2.1 “Acceptable Professional Work Experience”** shall be defined by the Board and shall include those activities related to the professional practices of financial analysis, investment management, securities analysis or other similar activities.
- 2.2 “Articles”** refers to the Articles of Incorporation of CFA Institute as they may be amended.
- 2.3 “Board”** is the Board of Governors of CFA Institute.
- 2.4 “Bylaws”** refers to these Bylaws of CFA Institute as they may be amended.
- 2.5 “Candidate”** is an individual:
- e** whose application for registration in the CFA® Program has been accepted by CFA Institute, as evidenced by the issuance of a notice of acceptance, and who is enrolled to sit for a specified examination level (“Exam”) in the CFA Program; and
 - f** who has not:
 - i** received Exam results;
 - ii** voluntarily removed himself or herself from the CFA Program;
 - iii** failed to sit for an Exam; or
 - iv** otherwise been removed from the CFA Program.
- 2.6 “CFA Program”** is the Chartered Financial Analyst® (CFA®) study and examination program developed and administered by CFA Institute.
- 2.7 “Chair”** is the presiding officer of the Board as more particularly described in Section 6.2 of the Bylaws.
- 2.8 “Code and Standards”** is the CFA Institute Code of Ethics and Standards of Professional Conduct, as they be amended.
- 2.9 “Covered Person”** is any individual who is: a CFA Institute Charterholder, a Regular, Affiliate, or other class of Member, a Candidate, a Postponed Candidate, an individual that has passed the CFA® Level III Exam but not been awarded the CFA charter (and who appears to be misusing the CFA designation), an individual that has allowed membership to lapse or has had membership suspended through the disciplinary process (and who appears to be misusing the CFA designation), or an individual that seeks to reactivate a disciplinary process (and who appears to be misusing the CFA designation), or an individual that seeks to reactivate a membership that has been lapsed.
- 2.10 “Governor”** is an individual serving on the Board in accordance with the Articles and Article 5 of the Bylaws.
- 2.11 “Individual Member”** refers to persons who are Regular Members, Affiliate Members, Charterholder Members, or Members in another class of membership.
- 2.12 “Investment Decision-Making Process”** is the professional practice of financial analysis, investment management, securities analysis, or other similar professions.
- 2.13 “Member’s Agreement”** is a document prepared by CFA Institute setting forth member obligations and responsibilities that must be signed by every Individual Member.

2.14 "Postponed Candidate" is an individual who has registered for the CFA Program, but is not a Candidate as defined in the Bylaws.

2.15 "Professional Conduct Statement" is a form prepared by CFA Institute that must be signed annually and submitted by all Individual Members and Candidates.

2.16 "Rules of Procedure" are the Rules of Procedure as amended, which govern the procedures to which both CFA Institute and Covered Persons must adhere.

ARTICLE 3 – MEMBERS AND CANDIDATES

3.1 Classes of Members. The classes of membership in CFA Institute are Regular Members, Affiliate Members, Charterholder Members, Member Societies, and other classes of non-voting membership for individuals, as determined by the Board.

3.2 Regular Members. Each applicant seeking to become Regular Member of CFA Institute or of any Member Society shall:

- a** hold a bachelor's degree from an accredited academic institution or have equivalent education or work experience as determined by CFA Institute;
- b** have attained one (1) or more of the following:
 - i** 4,000 hours of Acceptable Professional Work Experience completed during a period of not less than 36 months and passage of Level I of the CFA Program, or such other appropriate examination approved by the Board;
 - ii** 4,000 hours of Acceptable Professional Work Experience completed during a period of not less than 36 months and passage of a standards of professional conduct examination approved by the Board;
 - iii** be a Charterholder Member; or
 - iv** 4,000 hours of Acceptable Professional Work Experience completed during a period of not less than 36 months and be a voting member in good standing of an organization with which CFA Institute or its Member Societies have combined through merger, acquisition or otherwise, provided that the Board of Governors has approved Regular Membership by a 2/3 affirmative vote;
- c** sign and submit to CFA Institute a Member's Agreement and a Professional Conduct Statement; and

d complete any additional application procedures or requirements established by CFA Institute.

3.3 Affiliate Members

- a** Each applicant seeking to become an Affiliate Member of CFA Institute shall:
 - i** be an affiliate member of at least one (1) Member Society;
 - ii** sign and submit to CFA Institute a Member's Agreement and a Professional Conduct Statement; and
 - iii** complete any additional application procedures or requirements established by CFA Institute and, when applicable, the appropriate Member Society.
- b** For purposes of Section 3.3(a)(i), in the event that a Member Society ceases to exist by reason of dissolution or otherwise, such Member Society may designate CFA Institute to serve in the capacity of a Member Society in order that the affiliate members of such Member Society can maintain their status as Affiliate Members.

3.4 Charterholder Members.

- a** Each applicant seeking to become a Charterholder Member of CFA Institute shall:
 - i** be an individual who has satisfied (1) the requirements to become a Regular Member and (2) the requirements of the CFA Program as established by CFA Institute and achieved the minimum passing score; and
 - ii** complete and submit any additional application procedures or requirements established by CFA Institute.
- b** Upon satisfaction of the requirements in Section 3.4(a) and acceptance by CFA Institute, an applicant shall become a Charterholder Member and be granted the right to use the Chartered Financial Analyst® (CFA®) designation.

3.5 Responsibilities of Covered Persons.

- a** Each Covered Person shall:
 - i** adhere to all applicable rules and regulations, including the Articles and Bylaws, the Code and Standards, and other rules relating to professional conduct and membership, all of which may be amended;
 - ii** be subject to the disciplinary jurisdiction and sanctions of CFA Institute;

- iii submit information requested relating to professional conduct and activities;
- iv produce documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute including adhering to the Rules of Procedure; and
- v adhere to such other requirements as set forth by CFA Institute.

b In addition to the responsibilities set forth above, Individual Members must also:

- i annually file a Professional Conduct Statement; and
- ii annually pay membership dues.

3.6 Voting Rights. Regular Members and Charterholder Members have voting rights in CFA Institute, and each shall be entitled to one (1) vote on each matter submitted to the Regular Members. Affiliate Members, Member Societies, and other classes of membership for individuals as determined by the Board, do not have voting rights in CFA Institute. Candidates and Postponed Candidates are not members of CFA Institute unless otherwise associated with CFA Institute as Regular Members, Affiliate Members or other classes of membership for individuals as determined by the Board.

3.7 Resignation. Any Individual Member may resign from CFA Institute or a Member Society by submitting notice to CFA Institute. CFA Institute shall notify each applicable Member Society of the resignation.

3.8 Suspension or Revocation of Membership.

a Individual Members.

- i An Individual Member's membership in CFA Institute and in any Member Society may be suspended or revoked at any time by CFA Institute for any violation of Section 3.5.
- ii An individual Member whose membership is revoked or suspended shall not be entitled to any rights or privileges of membership, including, when applicable, the right to use the Charter Financial Analyst® (CFA®) designation and the right to vote.

b Candidates and Postponed Candidates. Any Candidate or Postponed Candidate may be suspended or removed from the CFA Program for any violation of Section 3.5(a).

3.9 Membership List and Member Records. CFA Institute shall keep a list of the names, business addresses, business affiliations, membership classifications, and other information relating to all CFA Institute members.

3.10 Member Societies.

a Requirements for Membership. To organize or admit a Member Society of CFA Institute an application and other requested information must be submitted to CFA Institute and approved by the Board.

b Adoption of the Code and Standards.

- i Each Member Society shall adopt the Code and Standards and shall provide in its bylaws that its regular members and affiliate members shall be subject to and comply with the Code and Standards.
- ii The bylaws of each Member Society shall provide that all authority and responsibility for enforcement of the Code and Standards with respect to regular members and affiliate members of the Member Society are delegated to CFA Institute.

c Membership in a Member Society.

- i The bylaws of each Member Society shall provide that it may not admit or retain an individual as a regular member who is not a Regular Member of CFA Institute.
- ii The bylaws of each Member Society shall provide that all affiliate members of a Member Society shall become Affiliate Members of CFA Institute.
- iii Any individual whose membership as a Regular Member or Affiliate Member has been revoked or suspended by CFA Institute may not retain membership in a Member Society while such revocation or suspension is in effect.
- iv Except for a uniform sponsorship requirement set forth by CFA Institute, a Member Society shall not impose any requirements on its regular members other than those listed in Section 3.2 of these Bylaws or as required by the Member Society's local laws.
- v Each Member Society shall have the right to review all applications for regular membership in the society, as applicable.

- vi** The Board, or a committee designated by the Board, shall have the authority to make final determinations on the application of membership provisions listed in Section 3.2 of the Bylaws.
- d** Member Society Local Law Exception. If a Member Society's local laws prohibit its bylaws from complying with the requirements of Section 3.10(b) and (c) of these Bylaws, the Member Society shall enter into a legally binding agreement with CFA Institute to satisfy the requirements of this Section.

3.11 Termination of Membership. The membership of any Member Society in CFA Institute may be terminated or suspended by a vote of two-thirds (2/3) of the Governors then serving.

ARTICLE 4 – MEETINGS OF THE MEMBERS

4.1 Meetings.

- a** All meetings of the members shall be held at suitable times and, if the meeting is to be held at a place, places within or without the Commonwealth of Virginia, as determined by the Board. The Board may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication in accordance with applicable law.
- b** There shall be an annual meeting of the members.
- c** Special meetings of the members shall be called:
 - i** by the Board or the Chair; or
 - ii** by the Secretary, upon receipt of a written petition signed by at least two percent (2%) of the Regular Members.
- d** Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting.

4.2 Notice.

- a** Written notice of meetings shall:
 - i** state the date, time, and place (if any) of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called; and
 - ii** be delivered, mailed, expressed, or sent by facsimile, electronic mail, or other reliable printed or printable communication to each Regular Member to the address, as it appears on the CFA Institute membership records, not less than ten (10) nor more than sixty (60) days before the meeting date unless a different notice period is required by law.

- b** Notice of any meeting may be waived in writing signed by the member entitled to notice before or after the date of the meeting. A Regular Member who attends a meeting in person or by proxy:
 - i** waives objection to lack of notice or defective notice of the meeting unless the Regular Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
 - ii** waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless that Regular Member objects to considering the matter when it is presented.

4.3 Quorum. At any meeting of the members, ten percent (10%) of all Regular Members represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business. If less than a quorum is present in person or by proxy, the Chair may adjourn the meeting to a fixed time and place (if any) determined by the Chair or Secretary.

4.4 Voting.

- a** Each Regular Member shall be entitled to one (1) vote.
- b** A majority of the votes cast in person or by proxy, in hard or, when permitted by law, electronic form, at a meeting at which a quorum is present shall be required for adoption of any matter voted upon, except as otherwise required by the Bylaws, the Articles, or applicable law.

ARTICLE 5 – BOARD OF GOVERNORS

5.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business of CFA Institute managed under the direction of, the Board subject to the Bylaws, the Articles, and applicable law.

5.2 Composition and Qualification.

- a** The number of Governors (including ex officio Governors as defined in the Articles) shall be not less than ten (10) nor more than fifteen (15) and shall be determined by the Board. The President, Chair, and Vice Chair shall serve as ex officio Governors in accordance with the Articles.
- b** The Board may have up to two (2) Governors who are not Regular Members. All other Governors shall be Regular Members.

5.3 Terms and Elections.

- a** Governors, excluding those serving in an ex officio capacity, shall be elected by the Regular Members at the annual meeting of members for a term of three (3) years, staggered so that, as nearly as possible, the terms of one-third (1/3) of such Governors shall expire at the end of CFA Institute fiscal year end and until the election and qualification of their successors.
- b** When the number of nominees for Governor exceeds the number of individuals to be elected, the nominees receiving the highest number of votes shall be elected.

5.4 Vacancies. A Governor's vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the Governor whose place is vacant.

5.5 Meetings.

- a** Meetings of the Board shall be called by:
 - i** the Board;
 - ii** the Chair; or
 - iii** the Secretary, upon the written request of a majority of the Governors.
- b** The date, time, and place (if any) of the Board meetings shall be designated by the Board, Chair or Secretary. The Board, Chair or Secretary may determine that any Board meeting shall not be held at any place and shall instead be held solely by means of remote communication in accordance with applicable law.
- c** The Chair of the Presidents Council and the Presidents Council Representatives shall be invited to attend non-executive sessions of Board meetings.

5.6 Notice.

- a** Regular meetings of the Board shall be held with notice at such dates, times, and places (if any) as the Board may determine by vote.
- b** Written notice shall be sent by the Secretary and shall:
 - i** state the date, time, and place (if any) of the meeting; and
 - ii** be delivered, mailed, or expressed to each Governor at least fifteen (15) days before the meeting date or be given by telephone, electronic transmission, or other reliable means at least twenty-four (24) hours before the meeting date.

- c** The business to be transacted or the purpose of any Board meeting is not required to be specified in the notice or a waiver of notice of any Board meeting.
- d** Notice of any meeting may be waived in writing signed by the individual entitled to notice before or after the date of the meeting.
- e** A Governor who attends a meeting in person or through the use of any means of communication by which all Governors may simultaneously hear each other during the meeting shall be deemed to have had timely and proper notice of the meeting.

5.7 Quorum. Except as otherwise provided in the Bylaws or by law, at any meeting of the Board, a majority of the Governors then serving who are present in person or through the use of any means of communication by which all Governors may simultaneously hear each other during the meeting shall constitute a quorum.

5.8 Voting.

- a** Each Governor, including ex officio Governors, shall be entitled to one (1) vote, which shall not be voted by proxy.
- b** The act of a majority of the Governors voting at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in the Bylaws, the Articles or by law.

ARTICLE 6 - OFFICERS

6.1 Number, Designation, and Qualifications.

- a** The officers of CFA Institute shall be a Chair, a Vice Chair, a President, a Chief Financial Officer, a Secretary, and such other officers as the Board, Executive Committee, or President may determine.
- b** Only Regular Members may serve as the Chair, Vice Chair, or President of CFA Institute.
- c** Any Chair elected to serve a term commencing on or after 1 September 2021 shall not have served as a Governor during the CFA Institute fiscal year beginning 1 September 2019.

6.2 Chair.

- a** The Chair shall:
 - i** preside at all Board and member meetings;
 - ii** be the representative of the Board and the Executive Committee; and

- iii have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.3 Vice Chair

- a The Vice Chair shall:
 - i perform the duties of the Chair in his or her absence;
 - ii automatically become the Chair of CFA Institute in the event of the Chair's incapacity, resignation, removal, or death; and
 - iii have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.4 President.

- a The President shall:
 - i be appointed by the Board to serve at its pleasure;
 - ii be entitled to compensation as approved by the Compensation Committee;
 - iii be the chief executive officer of CFA Institute;
 - iv have the power and authority to appoint and remove officers other than the Chair, Vice Chair, Secretary, and Chief Financial Officer;
 - v have management, supervision and control of, and responsibility for the business of CFA Institute, subject to the direction of the Board; and
 - vi have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.
- b It shall be the President's duty, and the President and CFA Institute officers shall have the power, to effectuate all orders and resolutions of the Board.

6.5 Secretary and Chief Financial Officer

- a The Secretary shall:
 - i act as secretary at all Board and member meetings, including maintaining minutes of such meetings;
 - ii maintain the corporate seal and certify the authenticity of Board actions and officer signatures; and
 - iii have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

- b The Chief Financial Officer shall:

- i oversee the receipt and disbursement of all funds;
- ii maintain CFA Institute financial records and statements;
- iii submit an annual financial statement and budget to the Board and such other statements as the Chair may require; and
- iv have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.6 Election and Term.

- a Elected Officers.
 - i The Chair and Vice Chair shall be elected by the Regular Members at each annual meeting of members.
 - ii The Secretary and Chief Financial Officer and such other officers as the Board may determine shall be elected by the Board annually.
 - iii Each elected officer shall serve for a term of one (1) year, commencing on the first day of CFA Institute fiscal year following his or her election and continuing until the election and qualification of his or her successor. Effective 1 September 2021, the Chair and the Vice Chair may serve consecutive terms, up to a maximum of six (6) terms as Chair and two (2) terms as Vice Chair, in each case subject to the election and qualification of his or her successor.
- b Appointed Officers.
 - i Except for the President who shall be appointed by the Board, all other officers shall be appointed by the Executive Committee or the President.
 - ii Each appointed officer shall serve at the pleasure of the person or group that appointed him or her.

- 6.7 Vacancies.** A vacancy in any office, except as otherwise provided in the Bylaws, may be filled by the Board for all elected officers and the President and by the Executive Committee or President for appointed officers (other than the President) by the appointment of a successor for the unexpired term of the officer whose place is vacant.

ARTICLE 7 – COMMITTEES

7.1 Creation and Requirements.

- a** The Board may establish one (1) or more committees to perform such duties as prescribed by the Board, the Articles or the Bylaws, provided that such duties are not prohibited by applicable law.
- b** Except as otherwise provided in the Bylaws or required by applicable law, each committee shall act under the supervision and control of the Board or as designated by the Board, to (i) an Oversight Committee or (ii) member(s) of Management for a committee that does not (A) have specific responsibilities pursuant to the Bylaws and/or (B) exercise the authority of the Board.
- c** Except as permitted by law and specified in the Bylaws or a resolution of the Board, no committee shall perform any function of corporate power, policymaking, or management.
- d** Each committee and subcommittee shall adhere to the same procedural requirements as applicable to the Board for notice of meeting, quorum and voting.

7.2 Executive Committee.

- a** Authority and Responsibility. CFA Institute shall have an Executive Committee that shall:
 - i** act for the Board act between Board meetings on all matters to the extent permitted by law and in accordance with the authority delegated to the Executive Committee by the Board; and
 - ii** monitor and assess the activities of any Oversight Committee established by the Board to ensure that their objectives and milestones are appropriate.
- b** Composition.
 - i** The Executive Committee shall consist of the CFA Institute Chair, Vice Chair, and such other members as specified by the Board.
 - ii** The CFA Institute Chair shall be the chair of the Executive Committee.

7.3 Oversight Committees.

- a** Authority and Responsibility. The Board may establish one (1) or more Oversight Committees that, to the extent specified by the

Board and as permitted by law, may exercise the authority of the Board, including the exercise of corporate powers, policymaking, and management.

- b** Composition. Each Oversight Committee shall consist of two (2) or more Governors.
- c** Purpose. Any Oversight Committee established by the Board shall have the duties and responsibilities as assigned by the Board or the Executive Committee.

7.4 Committee Chair and Members. Except as otherwise provided in the Bylaws:

- a** the chair of each committee shall be a Regular Member;
- b** the chair of each committee shall be appointed and approved by the Board, Oversight Committee or member(s) of Management having responsibility for such committee, to serve for a term of one (1) year or such longer period as the Board, Oversight Committee or member(s) of Management may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a committee chair for more than three (3) consecutive years except to the extent his or her successor has not been selected and qualified;
- c** each member of a committee shall be a Regular Member except to the extent that the Board, Oversight Committee or member(s) of Management having responsibility for such committee shall determine otherwise;
- d** the Board, Oversight Committee or member(s) of Management having responsibility for such committee, shall appoint and approve the members of the committee to serve for a term of one (1) year or such longer period as the Board, Oversight Committee or member(s) of Management may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a member of a committee (including anytime as committee chair) for more than six (6) consecutive years except to the extent his or her successor has not been selected or qualified. For the avoidance of doubt, each member of (i) a committee of the Board shall be a Governor, and (ii) any other committee shall be comprised of such members as provided in the Bylaws or by resolution of the Board; and

- e the Board, Oversight Committee or member(s) of Management having responsibility for a committee shall have the authority to remove any chair or member of such committee.

7.5 Subcommittees. Except as otherwise set forth in the Bylaws, a committee may create one (1) or more subcommittees and shall determine the subcommittee chairs, members, and terms of members. All actions taken by the subcommittees shall be subject to review and approval by the appointing committee, or as otherwise set forth in the Bylaws.

7.6 Reports of Committees. Each of the committees shall submit a written report to the Board, Oversight Committee or member(s) of Management having responsibility for such committee to assist in providing oversight of such committee at least once each fiscal year covering the committee activities since the previous report. Each committee shall report to the Board, Oversight Committee or member(s) of Management having responsibility for such committee at any time upon request.

ARTICLE 8 – PRESIDENTS COUNCIL

8.1 Authority and Responsibilities. A volunteer committee of CFA Institute known as the “Presidents Council” shall be established that:

- a provides a forum for discussion among the presidents of the Member Societies;
- b facilitates communication of information among Member Societies;
- c makes recommendations regarding Member Society activities;
- d provides advice and consultation to Presidents Council Representatives, CFA Institute officers, and the Board;
- e elects Presidents Council Representatives.

8.2 Composition and Chair. The Presidents Council shall be composed of the president of each Member Society, the Presidents Council Representatives, and the Presidents Council chair. The chair of the Presidents Council shall be elected by a majority of the members of the Presidents Council, and the chair is authorized to attend non-executive sessions of Board meetings.

8.3 Meetings. The Presidents Council shall meet at least once per year.

8.4 Votes. Each member of the Presidents Council shall have one (1) vote. Each Member Society president may designate an alternate representative, if such president is unable to attend any meeting.

8.5 Presidents Council Representatives.

- a Authority and Responsibilities. The Presidents Council shall select Presidents Council Representatives that shall facilitate communication of information between the Board and the members of the Presidents Council, and the Presidents Council Representatives are authorized to attend non-executive sessions of Board meetings.
- b Composition. Presidents Council Representatives shall be Regular Members selected by the Presidents Council pursuant to procedures established by the Presidents Council. The number of Presidents Council Representatives shall be set by the Board and not be less than eight (8) nor more than thirteen (13) and, in the absence of Board action, shall be eight (8).

ARTICLE 9 – NOMINATING PROCESS AND ELECTION

9.1 Nominating Committee.

- a Authority and Responsibility. Nominations for Governor and for the offices of Chair, Vice Chair, and, in the absence of action by the Executive Committee, Chief Financial Officer, and Secretary, shall be made by the Nominating Committee, subject to approval of the Board.
- b Composition. The Nominating Committee shall be composed of:
 - i The Chair shall serve as an ex officio member;
 - ii two (2) Regular Members elected by the Board who are serving as a Governor or are in their first year after serving as a Governor;
 - iii 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
 - iv two (2) Regular Members elected by the Presidents Council Representatives.
- c On an annual fiscal year basis and commencing no later than 1 September, the Board shall select one of the two (2) members serving on the Nominating Committee pursuant to Article 9.1(b)(ii) to serve as chair of the committee.

- d** Each member of the Nominating Committee other than the Chair shall serve a two (2) year term. The terms of the representatives from each constituency in Article 9.1(b)(ii) and (iv) will be staggered as determined by the Board so that the terms of one representative referred to in Article 9.1(b)(ii) and one representative referred to in Article 9.1(b)(iv) shall expire at the end of the CFA Institute fiscal year beginning 1 September 2020 and at the end of every second CFA Institute fiscal year thereafter, and
- e** the terms of the remaining representatives referred to in Article 9.1(b)(ii) and 9.1(b)(iv) shall expire at the end of the CFA Institute fiscal year beginning 1 September 2021 and at the end of every second CFA Institute fiscal year thereafter. No person shall serve two consecutive terms on the Nominating Committee.

9.2 Nominations. Nominees shall be selected by the Nominating Committee and approved by the Board. In carrying out its duties, the Nominating Committee shall seek to:

- a** nominate individuals to the Board who, in the committee's judgment, will cause the Board to be composed of a wide and balanced range of individuals professionally engaged in the Investment Decision-Making Process;
- b** select the very best candidates in terms of leadership qualities and skill sets while striving to ensure that the diversity of characteristics of the CFA Institute membership is adequately represented on the Board;
- c** consider nominees that have shown strong and active commitment and participation to CFA Institute and Member Society activities;
- d** be mindful of the diversity of job functions, industry sectors, and geographical locations and the many other differences in member perspectives that the Nominating Committee judges to be significant in seeking to achieve a Board that can act effectively in the best interest of members; and
- e** at the Executive Committee's direction, nominate an individual(s) that is not a Regular Member, who in the Nominating Committee's judgment, will cause the Board to have the very best candidate(s) to assist CFA Institute in fulfilling its purposes.

9.3 Solicitations of Nominations. The Nominating Committee shall solicit candidates for each position that the committee is seeking to fill. Solicitation of candidates shall commence promptly after the

Nominating Committee has been duly appointed. The names of nominees will be published no later than seventy (70) days prior to the annual meeting of members.

9.4 Nominations of Nominating Committee Members. No member of the Nominating Committee other than the Chair, while serving on the committee, may be nominated for a Board or officer position.

9.5 Nominations by Members. Any Regular Member may submit additional written nominations for Governors and for the offices of Chair and Vice Chair if:

- a** sponsored in writing by at least two percent (2%) of the Regular Members;
- b** written consent from the nominee has been obtained; and
- c** documents supporting both (a) and (b) are submitted to the Secretary no later than sixty (60) days before the annual meeting.

ARTICLE 10 – LIMIT ON LIABILITY AND INDEMNIFICATION

10.1 Non-Liability. To the fullest extent permitted by law, a Governor or officer of CFA Institute shall not be liable for monetary damages.

10.2 Indemnification. To the fullest extent permitted by law, CFA Institute shall indemnify and advance reasonable expenses to, any individual who was, is, or is threatened to be made a party in any proceeding because he or she is or was a Governor, officer, employee, or agent (including committee members and other volunteers) of CFA Institute, or is or was serving at the request of CFA Institute as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

ARTICLE 11 – FINANCES

11.1 Fiscal Year. The fiscal year of CFA Institute shall begin on 1 September of each year unless otherwise determined by the Board.

11.2 Dues. CFA Institute shall have the right to establish and collect dues for Members of CFA Institute.

11.3 Audit Review. Financial statements of CFA Institute shall be audited not less than once per year by an independent certified public accountant approved by the Board.

ARTICLE 12 – STANDARDS AND DISCIPLINARY PROCESS

12.1 Standards and Disciplinary Process. The Standards and Disciplinary Process shall consist of the Professional Conduct Program, the Disciplinary Review Committee, the Standards of Practice Council, and such other programs and committees as established by CFA Institute or the Board.

12.2 Professional Conduct Program. CFA Institute shall have a Professional Conduct Program that may investigate and conduct disciplinary proceedings in connection with the professional conduct of Covered Persons as set forth in the Rules of Procedure.

12.3 Disciplinary Sanctions and Grounds of Discipline. The Professional Conduct Program and the Disciplinary Review Committee shall have the authority to impose disciplinary sanctions upon Covered Persons as set forth in the Rules of Procedure. The disciplinary sanctions that may be imposed upon Covered Persons, up to and including revocation of membership, revocation of the right to use the CFA designation and prohibition from participation in the CFA Program, and the grounds for imposing disciplinary sanctions upon Covered Persons shall be set forth in the Rules of Procedure.

12.4 Standards and Disciplinary Process Committees.

- a** The Board shall establish such committees, including a Disciplinary Review Committee and a Standards of Practice Council, as it deems reasonably necessary.
- b** Except as otherwise specified, each committee created under this section shall function in accordance with Article 7 of the Bylaws.
- c** The chair and members of each committee shall be selected in accordance with Section 7.4 of the Bylaws.

ARTICLE 13 – AMENDMENT OF THE BYLAWS

13.1 Amendments by the Board. The following articles and sections of the Bylaws may be amended by the Board upon the two-thirds (2/3) affirmative vote of the Governors then serving: Section 2.8, 2.9, 2.15, 2.16 and Articles 5, 6, 7, 11, and 12.

13.2 Amendments by the Members. In addition to amendments by the Board under Section 13.1:

- a** any amendment of any article or section of the Bylaws may be approved by the Board for submission to the Regular Members at any meeting of the members or a proposed amendment of any

article or section of the Bylaws sponsored by at least two percent (2%) of the Regular Members shall be submitted to the Regular Members at the next duly called meeting of members if such amendment is submitted in writing by the sponsors to the Secretary at least forty-five (45) days prior to such meeting; and

- b** an amendment to the Bylaws shall be adopted when approved by the affirmative vote of a majority of the votes entitled to be cast by the Regular Members present or represented by proxy at a duly held meeting at which a quorum is present, unless a greater majority is required in the Articles, Bylaws, or otherwise by applicable law.