



Setting the global standard for investment professionals

Board of Governors Meeting
Open Session Minutes
31 October & 1 November 2011
Paris

Board of Governors Present:

Saeed M. Al-Hajeri, CFA
Mark J.P. Anson, CFA
Giuseppe Balocchi, CFA
Pierre Cardon, CFA
Margaret E. Franklin, CFA
Beth Hamilton-Keen, CFA

James G. Jones, CFA
Attila Koksál, CFA
Frederic P. Lebel, CFA
Jeffrey D. Lorenzen, CFA
Aaron Low, CFA
Daniel S. Meader, CFA (Meeting Chair)

Alan M. Meder, CFA
John D. Rogers, CFA
Matthew H. Scanlan, CFA
Jane Shao, CFA
Roger Urwin
Charles J. Yang, CFA

PCR Representatives Present:

Jason Bell, CFA
Sharon L. Criswell, CFA
Daniel J. Fasciano, CFA
Janine C.K. Guenther, CFA

Marla L. Harkness, CFA
Tom Joski, CFA
Leyla G. Kassem, CFA
Nanci Morris, CFA

Mohammad Shoaib, CFA
Arthur Thompson, CFA
Bradford S.J. Young, CFA

Leadership Team Members Present:

Jeannie Anderson
Elaine Cheng
Raymond J. DeAngelo
Robert R. Johnson, CFA

Donna Marshall
Timothy G. McLaughlin, CFA
Nitin Mehta, CFA
Thomas R. Robinson, CFA

Kurt Schacht, CFA
Jan Squires, CFA
Ashvin Vibhakar, CFA

Others Present:

Tom Collimore, CFA
Robert Gowen, CFA
Barbara Higgins

Rahul Keshap
Joseph P. Lange (Meeting Secretary)
Barbara Petitt, CFA

Rhodri Preece, CFA
Devvya Sharma
Steven Wellard

Materials Provided:

Travel/Scheduling Information
Meeting Agenda

Board Meeting Pack
Industry Relations

Brochure



MONDAY, 31 OCTOBER 2011

1:00 P.M. TO 5:00 P.M.

OPENING REMARKS

Presenter: Mr. Dan Meader, Board of Governors Chair

The meeting was opened with a video highlighting the world's response to the turbulent economic situation. Everyone was then welcomed to Paris and housekeeping matters were highlighted.

There was a discussion regarding board effectiveness on moving the organization forward, and guard against such downfalls as the concept of groupthink. The symptoms of groupthink included the illusion of invulnerability, the illusion of unanimity, suppression of personal doubt, self-appointed mind guards, docility fostered by suave leadership and the taboo against antagonizing valuable new members.

INDUSTRY RELATIONS

Presenters: Mr. Dan Meader, Board of Governors Chair

Mr. John Rogers, President & CEO at CFA Institute

Mr. Ray DeAngelo, MD of Stakeholder Services, Marketing & Communications at CFA Institute

Mr. Tom Collimore, Head of Industry Relations at CFA Institute

It was recognized that not all CFA Institute members could engage in advocacy efforts given their employers might specifically discourage or prohibit it. It was therefore important for the Board and staff to expand and enhance the organization's employer outreach. A brochure containing information on the rationale for employee training via the CFA Program, CIPM Program and the Investment Fundamentals certificate was circulated to the group. It was noted that the back of the brochure had a pocket folder in which to put customized inserts with details on particular resource offerings.

It was explained that an Industry Relations Department was established at CFA Institute about a year ago to develop a clear, global and focused outreach to employers. A strategic plan was drafted and later approved by External Relations and Volunteer Involvement Committee (ERVIC) at the February meeting. The foundation of the Industry Relations strategy included a defined value proposition, refined target list, reviewed outreach tactics and a proposed Client Relationship Management Project. The results of these efforts were a series of employer meetings, conference sponsorships, speaking engagements and events hosted with prominent financial associations.

Lists of the top 20 global employers of charterholders and the top 7 firms with the highest year-over-year candidate growth were presented to the group. It was noted that Market Value Accounting had become more important in generating candidate growth for CFA Institute.

Looking forward, Industry Relations considered the most important aspects of their strategy to be collaboration, consistent messaging, leveraging of intellectual capital and ability to engage the organization's volunteer community, including the Board, in their efforts. It was announced that a new collaboration concept,



a thank you note with a link to a quick “test” questionnaire, would be sent to the Board for their feedback. This thank you note would give members the opportunity to provide employer contact information and denote how they would prefer their employer to be approached.

Questions, Comments and Resulting Discussions:

It was clarified that senior level volunteers, whether they are Board members or Society Leaders, could effectively enhance and expand employer outreach by opening doors for CFA Institute and showcasing the totality of the organization’s offerings. In addition, senior level volunteers’ personal stories and reasons for becoming members in the first place could be very valuable.

The Industry Relations team was congratulated for their efforts, and it was mentioned that members would most likely welcome their approach. It was remarked that employers should be encouraged to both endorse and recognize people who want to volunteer with CFA Institute as this would help attract volunteers. However, it was not recommended that employers push their employees toward a committee or particular volunteer role.

It was explained that Industry Relations conducted curriculum reviews with employers globally, and they heard various criticisms in the areas of advocacy, perceived demographic inequities, the program being too hard or too easy, and the success rate being too high or too low, etc.

It was suggested that Industry Relations, during their meetings with employers, provide valuable statistics on what other firms have done with the CFA Program and other CFA Institute offerings.

It would be important to customize the organization’s content and message to attract higher level individuals in various markets. More collaboration between regulator and employer outreach would also be key as the two worked together closely.

STRATEGIC PLANNING

Presenters: Mr. Roger Urwin, Planning Committee Chair

Ms. Barbara Higgins, Chief Planning Officer at CFA Institute

An overview of the strategic planning’s progress on Vision 2015 and Outcomes 2022 since the Buenos Aires meeting was presented to the group. The Planning Committee and Ms. Franklin managed to execute a Salon Meeting back in March, and they planned to hold another one in December to discuss ethics and fiduciary standards with individuals selected for their knowledge base. It was noted that ethics and fiduciary standards were varied in many different countries, jurisdictions, the industry itself, and segments of CFA Institute’s membership. There was an ambition to make the Outcomes 2022 more worthy of the investment profession from an efficiency and trust standpoint.

A draft of the CFA Institute Strategy Canvas was presented and showed the group that the process for confirming the organization’s direction would be a joint effort between the Board and Leadership Team. The draft mission and vision narrative had five major pieces including the mission statement, vision, values,



strategic premises and norms (strategic actions), and the Planning Committee had several changes in mind for the future.

The group received a one-page Board engagement survey that asked them seven high level questions regarding the organization's mission, fiduciary duty, values, method of rebuilding trust, strategic premises and actions, and response to the Occupy Wall Street Movement. The intent was to capture what items the Board considered critical and reasonable to undertake as part of CFA Institute's strategy. The responses were collected and scored during the session's break and revealed at the end of the session.

An overview of the planning group's initial research and input for future direction was presented. The Leadership Team helped identify key committees, such as the Capital Markets Policy Committee, Executive Advisory Board of the Education Advisory Committee, and the Disciplinary Review Committee, to provide insights into the process. Two to three hour discussions were held with each group to consider major industry trends and those most relevant to CFA Institute. The Research Foundation Board, Corporate Disclosure Policy Council and the Past Board Chairs Meeting were just some of the other potential volunteer committees to be contacted in the next phase of research. The results would be presented at the Tokyo Meeting in February, and afterward more specific input from the Members Survey would help guide the strategy discussion.

The research showed that many strongly agreed industry trends showed diminished investor trust, a potential government policy risk, a volatile macro-economic environment and an increased complexity of instruments/technology. It seemed apparent that industry trends had less agreement on climate change and scarce natural resources.

With regards to CFA Institute's role in the investment industry, the research showed similar findings, such as agreement on the organization's need to address diminished investor trust, government policy risks, and increased complexity of instruments/technology as well as the need to shift toward stewardship and fiduciary obligations. There was, however, less agreement on CFA Institute's role in terms of the geopolitical environment, climate change and scarce resources. The overall strategic direction from committees was for the organization to further its focus on member engagement, advance its ethics presence and message and strengthen its voice in advocacy efforts. There were some concerns expressed by the committees about reaching too far beyond CFA Institute's constituency.

Questions, Comments and Resulting Discussions:

It seemed that the fundamental concept of the Occupy Wall Street Movement was that 99% felt highly distinct from the 1% who appeared to control finance. CFA Institute had the opportunity to voice its concerns and therefore make serving the public interest a top priority.

It was commented that if investment professionals did their job right, the public interest would ultimately be served as a byproduct as opposed to it being the primary driver of CFA Institute's mission. However, it was remarked that there had been a shift in perception of "Wall Street" vs. "Main Street," and it would be important to keep the public interest and restoring trust at the forefront of the organization's mission until the situation improved.



It was clarified that the committees agreed it would be more valuable for CFA Institute to focus on delivering investor education to its members, rather than on the investment profession as a whole. However, it was noted that the organization did provide a lot of materials for individual investors.

It was explained that real actions would be established to coincide with any new wording to the mission and vision narrative. The Board was asked to think about the difference between investor education, thought leadership, professional competency and professional development between the conclusion of the Paris Meeting and February.

INVESTMENT FUNDAMENTALS CERTIFICATE (IFC)

Presenters: Mr. Tom Robinson, Head of Education at CFA Institute

Mr. Rahul Keshap, Head of Education Special Projects at CFA Institute

Mr. Steven Wellard, Head of EMEA Marketing & Communications at CFA Institute

Ms. Devvya Sharma, Investment Fundamentals certificate Program Manager at CFA Institute

It was announced that the Investment Fundamentals program, formally known as “Everest,” had received feedback from the Planning Committee that morning and now looked to the Board for its input. An overview of the IFC’s progress thus far was provided and lead members of the project team and sub-strategy team were introduced to the group. Mr. John Bowman, CFA was selected to head up the Investment Fundamentals program, and CFA Institute’s Leadership Team was pushing more responsibility and decision-making authority down to Mr. Bowman and his team.

The major activities on the IFC timeline were: 1) curriculum development and building a distinct reviewer pool outside of the CFA Program by 1 May 2012; 2) selecting a computer-based vendor and moving forward with contract negotiations by mid-January 2012; 3) drafting an internal and external communication plan as well as a detailed marketing research plan to be ready for approval by 10 November 2011; 4) engaging employers across the globe and implementing an industry relations plan in two phases – a pilot/soft launch in September 2012 and a global launch in January 2013; 5) working on the regulatory issues facing the IFC’s approval in China and India; and, 6) completing the recruitment of the program’s 10-member Advisory Committee. It was noted that the first in-person Advisory Committee Meeting was scheduled to take place in London on 12 December 2011.

A more detailed summary of the marketing strategy for IFC was presented to the group for feedback. While phase one would aim to gradually build the program’s validation, awareness and collaboration with CFA Institute’s partners, phase two would aim to build a classic marketing campaign. It was explained that the three key audiences targeted in the marketing strategy were employers, regulators in emerging markets, and universities/undergraduates. The marketing strategy also included an internal communication plan to provide outreach to staff, societies, industry relations and university relations in order to create a consistent message about the IFC program.



Questions, Comments and Resulting Discussions:

It was clarified that the Advisory Committee discussed the ethics component of the IFc program, which was 9% and therefore less significant in comparison to the CFA Program, and decided it was a satisfactory level given the targeted audience and objective of the certificate. A diagram highlighting the differences between the IFc and the CFA Program was presented. It was reported that work on product positioning would be conducted over the next few weeks to create the proper language and education surrounding the IFc.

It was remarked that the IFc's market opportunity for investor education had great growth potential.

CONTINUING PROFESSIONAL DEVELOPMENT (CPD)

Presenters: Ms. Beth Hamilton-Keen, Governor

Mr. Robert Gowen, Head of Product Solutions at CFA Institute

With regards to Continuing Professional Development, listening tours continued to be conducted with the added value of participating Board, PCRs and CFA Institute staff. The demographics of the listening tours vs. the entire membership mirrored the membership's average age, average years with a Charter, percentage with a Charter for more than 10 years, and average years in the industry. The takeaways of the listening tour were discussed with particular attention to the ideas that the "market" and not a CPD program determined competency, that the content must serve a heterogeneous membership, and that ethics was the key differentiator (and common denominator).

The main challenge CFA Institute needed to confront was low active participation in CPD activities and the CPD program. The listening tours produced four central concepts –awareness, incentives, content and structure – and suggested these themes could be used to create a business plan to improve the CPD program. It was announced that the Strategic Project Team would draft a plan to address these four themes by assessing short term, medium term and long term objectives. The ultimate goal would be to make the CPD program more holistic through enhanced communication, positive incentives, better content and delivery, a logical and transparent structure, and support for those members subject to other educational requirements outside of CFA Institute.

The Board was encouraged to talk about the membership in general in terms of how best to provide continuing opportunities for competency, how to think about credentialing vs. accreditation, and their thoughts on organizational risk.

Questions, Comments and Resulting Discussions:

It was remarked that individuals seemed conceptually in favor of CPD, but less effective in practice (i.e. updating their Continuing Education diary on a regular basis), which could have been attributed to the current content offered by CFA Institute. The low participation in CPD could also be attributed to the administration burden and perceived lack of incentives.

CFA Institute's reputational risk by not providing mandatory CPD from the employer perspective was discussed. There were varying opinions on the issue, and it was apparent that more information was needed.



There was conversation around whether CFA Institute wanted to take a proactive or reactive standpoint with regards to CPD. It was clarified that the organization was responding to the demand by members for CPD content, structure and availability.

It was reported that CPD discussions would continue at the Regional Society Meetings.

PRESIDENTS COUNCIL REPRESENTATIVE (PCR)

Presenters: Mr. Aaron Low, External Relations & Volunteer Involvement Committee Chair

Ms. Marla Harkness, Presidents Council Representative Chair

It was explained that the main focus of the PCR Report was the issue of defining the role of a PCR. The history of the PCRs, specifically their evolving responsibilities and governing structure, was presented to the group.

It was noted that the PCRs would like to act more like a committee, which would include having terms of reference, a mandate, regular reporting and accountability. A planning session was held in Los Angeles in July, and the input from that discussion would be shown to the Presidents Council at the Regional Meetings in January or February for their feedback. It was explained that the PCRs would then come back to ERVIC with what they hope to be their finalized terms of reference.

The key objectives stemming from the PCRs planning session were to align society goals with CFA Institute's mission, organize a single PCR voice or viewpoint, transition away from operations and toward strategic partnerships with the Board and staff, and redefine the PCRs communication strategy. It was explained that by moving away from the operations piece, PCRs would have much more time to accomplish their goals.

It was recommended that CFA Institute implement a leadership training course open to all, specifically PCRs and selected society leaders to improve their skills and avoid governance issues. PCRs and societies would like to be more effectively utilized to achieve the organization's strategic priorities. The leadership team and Board were encouraged to use the PCR and society network for employer outreach, advocacy, education, university relations and special projects, such as the developing IFc program.

Questions, Comments and Resulting Discussions:

The Chair thanked the PCRs for the work on their report. It was announced that Mr. Alan Meder, CFA had been serving as a liaison to the PCRs, and he was also thanked for his efforts.

There was a request for clarification around what the difference would be between a potential PCR committee and ERVIC. It was explained that the PCR committee would still report to ERVIC; however, the PCR committee would be specifically responsible for societies while ERVIC would have broader responsibilities for all external volunteers.

It was remarked that PCRs should focus on guiding society leaders and working on cooperation opportunities with the regional offices.



There was some uncertainty about what was the most unique aspect of the PCR's role, especially given the tremendous change in technology. It was explained that PCRs could often provide cultural and personal interpretations in terms of how the leader and the society were impacted locally. It was added that society leaders understood the problems facing their own societies better than anyone else, including the regional offices, and it would be important for them to bring the macro issues to the Board's attention. It was also suggested that the PCR's most unique quality was that they were elected regionally and therefore permitted to operate by society leaders.

TUESDAY, 1 NOVEMBER 2011
10:00 A.M. TO 12:00 P.M.

COMMITTEE REPORTS

Presenters: Mr. Charles Yang, Audit & Risk Committee Chair

Mr. Aaron Low, External Relations & Volunteer Involvement Committee Chair

Mr. Jim Jones, Governor (representing Charter Pending Work Group)

Mr. Roger Urwin, Planning Committee Chair

Ms. Marg Franklin, Nominating Committee Chair

Mr. Dan Meader, Executive Committee Chair

The Audit and Risk Committee reported that the external auditor confirmed improvements had been made in the IT area. Ms. Elaine Cheng, Chief Information Officer at CFA Institute, and her team were thanked for making great progress.

The Planning Committee reported that it would continue to focus on high potential initiatives, such as the Investment Fundamentals certificate and the Global Operating Model. It was announced that the mission, fiduciary and trust issues would be the major topics for discussion at the salon session in December. Looking forward, the Planning Committee also wanted to discuss how to make Oversight Committee and Board meetings more effective.

The External Relations and Volunteer Involvement Committee reported that it had completed review of nominations for several committees. It was also noted that ERVIC had reviewed the PCRs' terms of reference as well as the criteria for evaluating and selecting volunteer award recipients. It was announced that the Charter Pending Work Group met for the first time and developed some preliminary conclusions.

The Nominations Committee reported that it had met twice since the July meeting and reviewed many candidates. The group was encouraged to recommend high quality individuals, particularly those with Board experience, global experience, planned sponsor experience, and banking and regulatory experience. It was stated that there would be one more in-person meeting in December.



The Executive Committee reported that it discussed improving board effectiveness and engagement at its last meeting. It was suggested that committee chairs hold conference calls on an as needed basis, rather than every month.

CEO REPORT AND STRATEGIC WORK PLAN

Presenters: Mr. John Rogers, President & CEO at CFA Institute

Mr. Tim McLaughlin, Chief Administrative Officer & Chief Financial Officer at CFA Institute

Ms. Jeannie Anderson, General Counsel at CFA Institute

The CEO Report and Strategic Work Plan was presented to the group. CFA Institute was focused on becoming a higher performing organization with the Board and Leadership Team spending less time on operational/infrastructure issues and more on external/outward facing projects, such as the IFC and crisis of credibility in the industry.

An overview of CFA Institute's financials, which were in good standing, was provided to the group. There was an estimated operating margin of \$1M, change to net assets of \$20M, and reserve fund of \$216M. The organization had an excellent audit with no adjustments, material control weaknesses, reportable conditions or disagreements with management. An update on the new facility project showed it was on schedule and making progress toward a move-in date in the spring of 2013. It was also made known that CFA Institute would be applying for historical tax credits with the aid of outside counsel.

The status of the organization's trademark and regulatory disputes in India were reviewed. Over the past year, the litigation for the trademark dispute with the Institute of Chartered Financial Analysts of India was generally on hold as settlement discussions continued. The regulatory dispute with the AICTE could be near a resolution. CFA Institute would be working with AICTE and the court to determine the appropriateness of the proposition. It was announced that the organization had received permission to administer the December exam in India. The Board was made aware that a candidate recently filed a law suit against CFA Institute related to a professional conduct matter and that it was being reviewed internally.

Questions, Comments and Resulting Discussions:

It was clarified that in research-oriented institutions in accounting and finance, only the top three journals count for the promotion in tenure decision. The Financial Analyst Journal, which was among the top ten, was relevant to practitioners and would never have the appropriate academic audience to be among the top three. A cross divisional publication strategy team had been formed to review the organization's overall mission for publications.

STANDARDS AND FINANCIAL MARKET INTEGRITY (SFMI)

Presenters: Mr. Kurt Schacht, Managing Director, Standards and Financial Market Integrity

Mr. Rhodri Preece, Director, Capital Markets Policy

It was explained that the Advisory Council, a group consisting of seasoned practitioners, helped with the organization's project identification process. The Standards and Financial Market Integrity group met with the



Advisory Council in New York on 21 September 2011 to review a list of projects and topics. The next step would be to develop a project template for reporting the cost and fees associated with the Package Retail Investment Products directive.

In the Asia Pacific (APAC) region, the SFMI group was looking at two research projects, one examining the ability of shareholders to function at a shareholder meeting in three or four key APAC regions, and the other examining the issuance of discounted shares without preemptive rights. Furthermore, the SFMI group planned to analyze global banks, particularly European banks, and the way they impair their assets from an accounting standpoint.

The SFMI group and Advisory also discussed the problems associated with high frequency trading, the Chinese merger phenomenon, and the process for shareholder proxy access.

An overview of key advocacy activities in the EMEA region was provided. It was explained that there were four advocacy based staff in EMEA with efforts largely focused on regional pan-European issues. It was noted that the major topical areas in EMEA were financial reporting and capital markets policies. These two new policy initiatives showed the impact advocacy work can have by engaging in the policy process from start to finish, scaling up resources and practicing thought leadership.

In terms of societies, the SFMI group encouraged and supported societies to advocate effectively in their national markets. While many societies remained challenged in this area, the UK, Germany and Switzerland society models had both staffed offices and dedicated resources for national advocacy.

It was reported that the EMEA region held a workshop in Madrid last March to provide societies with the tools and resources needed for advocacy efforts. There were plans to hold a second workshop next March in Dublin. With regards to outreach efforts in Brussels, the European center of policy-making, the EMEA office had made progress, recently holding a 30-40 person roundtable with several key officials from the European Commission and other trade entities to discuss developments in the new capital markets.

It was observed that the EMEA office's main challenge was prioritizing its limited resources, especially with the growing weight of new regulations. Looking to 2015 and beyond, there was a real opportunity for CFA Institute's advocacy efforts to influence the policy debate in Brussels.

The organization's voice on ethics was being heard by the media, regulators and the investment industry. It would be an ongoing challenge to push and sell the ethics message given the nature of the topic and competition for attention during such tumultuous geopolitical and economic times.

It was concluded that recent polls revealed that public trust in Wall Street was extremely diminished, and CFA Institute was well positioned to stand up as the defenders of honest practice and be the global voice for ethics.



Questions, Comments and Resulting Discussions:

It was observed that the reception to clarity, transparency and honesty at several Governors' speaking engagements had been incredible. Those who had the capacity or platform to speak on behalf of the investor were strongly encouraged to do so.

It was suggested that the Asset Manager Code was another way of spreading the ethics message. After the meeting, the Governors would be asked to review the Asset Manager Code (AMC) and consider why their own or other corporations had not yet adopted it. The Governors were asked to report their findings at the February meeting.

50th ANNIVERSARY OF THE CFA PROGRAM

Presenter: Mr. Ray DeAngelo, MD of Stakeholder Services, Marketing & Communications at CFA Institute

It was announced that the 50th anniversary of the CFA Program celebration would begin in May 2012 in Chicago, the location of the first analyst society, and end in May 2013 in Singapore, the location of the first society outside the U.S. Coincidentally, the organization's rebranding would coincide perfectly with the 50th anniversary celebration, giving CFA Institute an opportunity to showcase its new brand and engage its constituents, members and other relevant audiences.

The organization's goal was not only to celebrate the history of the last 50 years, but also to look toward achieving its goals over the next 50 years. It was explained that CFA Institute would be creating a special 50th anniversary website with information on the CFA Program and its history as well as videos of personal stories from charterholders. There would also be a 50th anniversary history book, which was almost finished.

The Board's ideas were welcomed on how best to celebrate the 50th anniversary of the CFA Program.

There were no questions, comments or resulting discussions.

BRANDING UPDATE

Presenter: Mr. Ray DeAngelo, MD of Stakeholder Services, Marketing & Communications at CFA Institute

CFA Institute started the branding project for several reasons: 1) to transition from a North American credentialing association to a global professional organization; 2) to update the brand while remaining true to its core values and reputation; 3) to become a truly global brand; and, 4) to acknowledge the present brand structure while still allowing the opportunity to incorporate future products and services.

The branding project objectives were: 1) to tell a story for global growth that firmly embraces CFA Institute's mission and vision; 2) to create an effective brand architecture system that rationalizes the organization's products and services; 3) to create a vibrant visual expression to enrich experiences and deepen relationships; and, 4) to develop clear global guidelines to facilitate brand launch and implementation.



It was remarked that CFA Institute was working closely with a firm called, Chermayeff & Geismar, arguably the lead visual identity company in the world. The associates at Chermayeff & Geismar explained to CFA Institute's management that a trademark should not be based on personal taste, but on what ultimately works. A good graphic identity was defined as being appropriate in form and concept, distinctive and memorable, and simple enough to work in a variety of sizes and media.

The following recommendations were made: 1) to keep the existing name of CFA Institute; 2) to elevate the CFA Institute master brand; 3) to present the organization in a way that address the needs of its stakeholders; 4) to create a consistent way to show the relationship between Member Societies and CFA Institute; and, 5) to develop a consistent endorsement system for partners.

The new CFA Institute logo was presented to the group. It was observed that CFA Institute currently had many different logos, and the goal would be to uniform the visual identity across communications. An example showed how the new logo could give societies a migration path to closer association with CFA Institute. Numerous slides were then presented to demonstrate how the new logo would look on various electronic and physical products.

It was clarified that the symbol would: 1) visually capture organization characteristics; 2) establish CFA Institute as the master brand; 3) be acceptable worldwide; 4) facilitate a cohesive brand hierarchy of products, services and affiliations; 4) work in print, digitally, and for a variety of different uses; and, 5) be owned by CFA Institute alone.

Questions, Comments and Resulting Discussions:

The philosophy behind the revitalized brand appearance was further explained. It was noted that the new logo could look differently based on individuals' cultural backgrounds.

It was announced that the organization would be reaching out to and involving some society leaders in the stage of the brand process.

MARK ANSON'S RESIGNATION EFFECTIVE 31DEC11

Presenter: Mr. Mark Anson, Governor

Mr. Mark Anson, CFA announced that he would be resigning from the CFA Institute Board of Governors effective 31 December 2011. He noted that it was an honor and a pleasure to serve on the Board, and he was grateful for the opportunity. The Board thanked Mr. Anson for his efforts and wished him well.

CONSENT ITEMS

Presenter: Mr. Dan Meader, Board of Governors Chair

Consent items consist of reoccurring and procedural matters that come before the Board.



The following resolutions were approved unanimously:

Audited Financial Statements

RESOLVED, that the Board of Governors approve the Audit Report and accompanying audited financial statements for the fiscal year ending 31 August 2011 substantially in the form presented.

Bank Account Authorizations

RESOLVED, that the Board of Governors authorizes any two of the following individuals to engage in the financial transactions noted below:

- *John D. Rogers, CFA Chief Executive Officer*
- *Timothy G. McLaughlin, CFA, CPA Chief Financial Officer*
- *Guy P. Williams Head, Finance and Risk Management*
- *Kimball E. Maynard, CPA Treasurer*

The authorized financial transactions are as follows:

- *Negotiate, procure, amend, modify, renew or extend the required letters of credit*
- *Mortgage, pledge, transfer, endorse, hypothecate, encumber and deliver to the bank any real or personal property belonging to CFA Institute as security for the payment of the letters of credit*
- *Sign and deliver to the bank any necessary agreements for the above transactions*
- *Designate additional or alternate individuals as being authorized to request the issuance of and the operation of all letters of credit*
- *Open accounts, as needed, if cash collateral (certificate of deposits) is required.*

...

RESOLVED, that the Board of Governors authorizes the establishment of the following CFA Institute bank account at JPMorgan Chase:

- *A custody/safekeeping account to hold U.S. Treasury bills*

The following individuals will be authorized signatories on the above account and will have authority to sign related custody/safekeeping agreements:

- *John D. Rogers, CFA President and CEO*
- *Timothy G. McLaughlin, CFA, CPA Chief Financial Officer*
- *Guy P. Williams Head, Finance and Risk Management*
- *Kimball E. Maynard, CPA, CTP Treasurer*

...

RESOLVED, that the Board of Governors authorizes the addition of Kimball E. Maynard, CPA, CTP Treasurer as an authorized signatory to the following bank accounts:

- *SunTrust Main Operating Account xxx0836*
- *SunTrust Imprest Account xxx0281*
- *Vanguard CFA Institute Contingency Reserve Account xxx9456*
- *Vanguard CFA Institute Business Opportunity Reserve Account xxx8414*
- *Vanguard Research Foundation Account xxx9060*
- *Vanguard 11 September Memorial Scholarship Fund Account xxx1992*
- *JPMorgan Chase Certificate of Deposit Account xxx9192*
- *JPMorgan Chase Certificate of Deposit Account xxx0650*
- *JPMorgan Chase Letter of Credit Account xxx3855*



- *Merrill Lynch Research Foundation Brokerage Account xxx4140*

Research Foundation Trustee and Alternate Ex Officio Appointments

RESOLVED, that Daniel S. Meader, CFA, is authorized to vote on the behalf of CFA Institute as the sole Voting Member of the Research Foundation at a special meeting of members;

FURTHER RESOLVED, that Daniel S. Meader, CFA, is authorized to vote for the approval of Renee Blasky, CFA, Dwight D. Churchill, CFA, and Wayne H. Wagner to each serve as an Elected Trustee for terms commencing on 1 November 2011 and ending 31 August 2014, or until their successors are chosen and qualified; and

FURTHER RESOLVED, that Daniel S. Meader, CFA, is authorized to vote on such other matters that may be presented at the above noted meeting, and to waive any notice of meeting requirements.

...

RESOLVED, that the Board of Governors appoint Margaret E. Franklin, CFA, to serve in place of the Chair of CFA Institute as an Ex Officio Trustee on the Research Foundation assuming all responsibilities and duties of that position through fiscal year 2012.

United States Investment Performance Committee Chair Appointment

RESOLVED, that the Board of Governors appoint David Yuska as Chair of the United States Investment Performance Committee for a one-year term beginning 1 September 2011 and ending 31 August 2012, or until a successor is chosen and qualified.

The Board went into a scheduled Executive Session with and without the CEO.

Meeting adjourned