

Board of Governors Meeting

Summary Notes

29-30 July 2022

Video Conference Call

Attendees:

- **Board of Governors Present:**
Marshall Bailey, Daniel Fasciano, Banji Fehintola, Marg Franklin, Joanne Hill, Heinz Hockmann, Punita Kumar-Sinha, Mark Lazberger (Chair), Yimei Li, Geoffrey Ng, Diane Nordin, Tricia Rothschild, Maria Wilton.
 - **Board of Governors Absent:**
Alexander Birkin, Karina Litvack.
 - **Presidents Council Representatives Present:**
Aaron Brown (PC Chair), Jennifer Garbowicz (Incoming PC Chair), Joshua Howard (PC Vice Chair), John Carter, George Chen, Greg Filbeck, Mahmoud Nawar, Shirley Ogden, Ming Shu, David Smith, Pieter van Putten, Peter Varga.
 - **Leadership Team Members Present:**
Paul Andrews, Marty Colburn, Andrew Rome, Steven Hendry, Chris Wiese, Sheri Littlefield, Barbara Petitt, Paul Moody.
 - **Others Present:**
Joseph Lange (Meeting Secretary), Tina Sapsara, Sarah Maynard, Maureen Ngoma-Moya, Randi Tolber.
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1. Opening Remarks

Board Chair Mark Lazberger opened the meeting and welcomed the incoming Governor, Banji Fehintola, the first from Africa. He also acknowledged the incoming PC Chair, Jennifer Garbowicz, and Vice Chair, Pieter van Putten, while recognizing the outgoing Governors Diane Nordin and Karina Litvack, and PC Chair Aaron Brown.

2. Presidents Council Chair Report

Aaron Brown provided an overview of the Presidents Council (PC) report and recognized the leadership transition to Jennifer Garbowicz. He noted that the recent election process was challenging due to the virtual environment but successfully concluded with four candidates stepping forward for leadership.

3. Q4 Committee Reports

The committee chairs presented updates:

- **Audit and Finance Committee (AFC):** Recommended the FY23 budget for Board approval and highlighted ongoing concerns over global tax issues.

- **Governance Committee (GC):** Focused on the Annual Meeting of Members (AMM) preparation and addressed PCR concerns regarding the Society Engagement Working Group (SEWG).
- **Investment Subcommittee (IsC):** Implementing the new Investment Policy Statement (IPS) with a focus on ESG alignment.
- **People and Culture Committee (PAC):** Discussed organizational culture, turnover, and compensation monitoring, recommending more discussions at the Q1 Board meeting.

4. CEO Report

Marg Franklin outlined the shift from a regional structure to a client-oriented approach across all products. She emphasized the importance of fiscal discipline in mitigating the revenue shortfall caused by the pandemic. Key achievements included infrastructure improvements and cultural shifts within the organization. Relationships with societies and volunteers remained a priority, especially ahead of the AMM.

5. COO Report

Marty Colburn discussed the organization's progress on developing systems for e-commerce, data management, registration, and content platforms. The Board requested updates on technology development progress. He also discussed how the RACI model (Responsible, Accountable, Consulted, Informed) was being applied at the executive level to improve efficiency.

6. Society Operating Model

Paul Moody and Randi Tolber provided an update on the Society Operating Model, aiming to optimize the global network of societies. They emphasized the need for differentiation across societies based on local market needs. Technology was being developed to support these efforts, and clear messaging was requested to communicate changes to societies, particularly smaller ones.

7. Society Engagement Working Group (SEWG) Report

Diane Nordin and Dan Fasciano highlighted the need for improved PCR engagement and governance structure adjustments. The SEWG emphasized the importance of clear roles and responsibilities between the PCRs, Presidents Council, and the Board.

8. Global DEI Update

Sarah Maynard presented updates on the Diversity, Equity, and Inclusion (DEI) initiative, noting significant progress in aligning industry trends with CFA Institute's impact goals. The DEI Code had been widely adopted, and forums were being developed to support further implementation.

Meeting adjourned.