



NOMINATING COMMITTEE CHARTER

Purpose

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

- The Committee is established by the Bylaws of CFA Institute (the “Bylaws”) to carry out the responsibilities delegated by the Board of Governors (the “Board”) of CFA Institute relating to the organization’s processes and procedures for Governor nominations, in accordance with and subject to the Bylaws that may be amended from time to time;
- To identify, vet, and nominate qualified candidates for Governor and Officer positions of CFA Institute, in accordance with and subject to the Bylaws; and
- To provide CFA Institute with a strong and independent Board that can provide direction and oversight for the organization, representing the best interests of CFA Institute stakeholders.
- To 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.

Membership

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

The Nominating Committee shall be composed of:

- the Board Chair (ex officio member);
- 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;
- one (1) Regular Member that is a Charterholder Member elected by the members of the Education Advisory Committee or elected by the members of the Council of Examiners, each in alternate terms; and
- two (2) Regular Members elected by the Presidents Council Representatives.

The Board shall select one of the two (2) Regular Members elected by the Board and serving on the Nominating Committee to serve as Chair of the committee.

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 will be staggered so that one person will be serving in the first year of the term and one person will be serving in the second year of their term. No person shall serve two consecutive terms on the Nominating Committee.

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

Meetings

The Chair shall preside at meetings of the Committee and shall set the agenda in consultation with the members.

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

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

The individual serving as Board Chair and ex officio member of the Committee will recuse himself or herself from the review and recommendation process for the position of Board Chair when seeking to serve another term.

Duties and Responsibilities of the Committee and Decision Rights

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

Nominations and Awards Functions

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

Action	Decision Rights	Consulting Entity	Committee Oversight
Carry out, in accordance with the Bylaws, all activities set forth in Article 9 thereof.			●
Maintain confidentiality in the Committee’s deliberations and choices of those to propose for nomination while maintaining transparency in the Committee’s process.			●
Solicit candidates in accordance with the Bylaws and solicit candidates for consideration by the Committee on a regular basis from the membership of CFA Institute and other appropriate sources.			●
Identify and screen individuals nominated and qualified to become Governors, consistent with any criteria approved by the Board; fairly and objectively evaluate candidates for open positions; evaluate said candidates for nomination considering the skill sets, diversity of characteristics, and independence needed on the CFA Institute Board according to a structured evaluation process designed to nominate individuals who can best promote the fulfillment of the mission.			●
Select and recommend to the Board for approval, and then for election by the regular membership, the nominees for Governor (new and re-up) and the offices of Chair and Vice Chair of CFA Institute, in accordance with and subject to the Bylaws. The Committee shall strive to nominate the very best nominees within the appropriate skill sets and diversity of characteristic appropriate to generate a properly balanced Board.	Regular Members	Board of Governors	●
Annually evaluate the nominations process in evaluating candidates with a view to process improvements, transparency, and accountability.			●
Carry out all activities required by the Awards Strategy and recommend recipients to the Board for approval.	Board of Governors		●

Reporting

Action	Decision Rights	Consulting Entity	Committee Oversight
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Create working groups of the Committee as needed and inform the Governance Committee of the purpose, scope, and deliverables.	Nominating Committee	Governance Committee	
Provide the Governance Committee with the opportunity to review the skills and qualities required to yield optimal Board performance prior to submission to the full Board for approval.	Board of Governors	Governance Committee	●
Report regularly to the Board on Committee findings and recommendations and maintain minutes or other records of Committee meetings and activities.			●
Be responsible to the Board for its activities.			●

Authority to Engage Advisers

Action	Decision Rights	Committee Oversight
The Committee has authority to retain advisers when it deems appropriate, shall have sole authority to retain any search firm to be used to identify Governor candidates, and shall have authority to approve fees and terms of retention (and sole authority over such fees and terms with respect to any search firm to be used to identify Governor candidates), without the prior permission of the Board or management, and shall be provided the necessary resources for such purpose.	Nominating Committee	
The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser the Committee retains. To the extent required by applicable rules or policies, the Committee shall conduct an independence assessment, taking into consideration any factors the Committee deems relevant to the adviser's independence from management, prior to selecting or receiving advice from such adviser.	Nominating Committee	

Notification Only

The Committee will be notified of and have the opportunity to review the following matters; and, if deemed necessary by the Chair, can request a formal discussion at one of their meetings.

- Written confirmation that management has publicized to the membership of CFA Institute (including to Member Societies) the nominating process that the Committee oversees, the call to such members to submit candidates to the Committee, and the results of such nominating process within 70 days of the Annual Meeting of Members.

Annual Evaluation

The Governance Committee (the "GC") will conduct an annual evaluation of the performance of the Committee, including a review of the adequacy of this Charter annually, and recommend to the Board such amendments as the GC deems appropriate.

Executive Liaison

The management liaison to the Committee is the Chief Legal Officer.