Nomination Form

NIRI Regular Member Director for 2019–2022

Please complete and return one form per nominee with a one-page biography **by August 20, 2018** via email to Iman Hannon, NIRI Assistant Board Secretary, at [ihannon@niri.org](mailto:ihannon@niri.org)

|  |  |
| --- | --- |
| 1. Name of Nominee |  |
| 2. Title |  |
| 3. Company |  |
| 4. Corporate or Counselor member? |  |
| 5. Degree(s) and name of college(s)  (Please include emphasis or majors) |  |
| 6. Chapter membership(s) |  |
| 7. IRC Holder? |  |
| 8. Chapter leadership roles and activities (include the year and title, e.g. President 2010–2011) |  |
| 9. NIRI National activities (include the year and  role, e.g. 2016 Annual Conference speaker) |  |
| 10. List other relevant professional activities, awards, and memberships. |  |
| 11. Other professional designations (CPA, CFA, etc.) |  |
| 12. Why do you recommend this person for consideration? How has this candidate demonstrated their interest and ability to serve on the Board? |  |
| 12. Have you shared with this person the “Considerations for the NIRI Board” document information, and are they aware that they are expected to attend four Board meetings each year and that travel and hotel expenses are not covered by NIRI? |  |

Nominating Information:

|  |  |
| --- | --- |
| Name, Title, Company |  |
| NIRI Chapter or Board responsibility (if applicable) |  |
| Date submitted: |  |

**Considerations for the NIRI Board**

Adopted by the Nominating & Governance Committee of the NIRI Board

**A. What factors are considered in selecting NIRI Board of Director Nominees?**

1. Nominees must be a member in good standing.

2. Nominees must be prepared to make a commitment to serve actively on the Board for the full term of years for which they are being nominated. (Candidates are occasionally needed to fill unexpired terms). This commitment includes costs, as Board members or their employers will bear the out-of-pocket expenses of serving on the Board in addition to the requirement to attend quarterly meetings in person.

3. Nominees should possess significant experience in the field of investor relations, as well as substantial corporate business experience.

4. Nominees should have evidenced a strong interest in and commitment to advancing the practice and recognition of the profession of investor relations. While no single or specific activity is required in fulfillment of this, such evidence may take the form of one or more of the following:

A. Volunteer service to NIRI:

1. Chapter officer or director

2. Program presenter at chapter or national level

a. Meetings, seminars, webinars, or conferences

3. Committee member of national or regional Conference(s)

4. Special project task force/committee participation

5. Contribution of articles for NIRI publications

B. Relevant non-NIRI activities, achievements or volunteer service:

1. Teaching course(s) in investor relations

2. Demonstrated thought-leadership/publishing article(s) on investor relations

3. Conducting consistently exceptional investor relations program for one or more companies

4. Volunteer service to another organization such as American Society of Corporate Secretaries or Financial Executives Institute

5. Nominees should be representative of one or more constituencies of the total membership of NIRI. Any given nominee may represent several constituencies and it is hoped that the Class and Board collectively will at any given time represent virtually all constituencies. The following are examples of the type of diversification sought in the nominating process:

A. Geographic distribution

1. Regions of the U.S.

2. NIRI Chapters

3. Countries, regions outside the U.S.

##### B. Industry distribution

Cc. Special areas of expertise, degrees and credentials

1. IRC or other certification

2. Strategic planning

3. Financial analysis

4. Marketing/communications

5. MBA, JD

6. Strong financial background, CPA or CFA designation

1. Have significant profile noted for personal achievement

**B. What are Board members expected to do?**

1. Prepare for and attend Board meetings (includes related committee meetings, entire meetings of full Board and occasional related functions).

2. Serve actively on one or more committees, including periodic telephonic meetings.

3. Help, as needed, on special items (e.g., communications, meetings, contracts, etc.).

4. Provide strategic leadership for association in collaboration with NIRI staff.

5. Provide thought leadership for investor relations profession.

6. Consider serving as Chair of the Board (one-year commitment)

**C. What do Board members need to understand about Board of Director Service?**

1. Service on the NIRI Board of Directors (16 elected members plus the President) is a working, and not an honorary, position.

2. Because of the nature and volume of work to be done by the Board, and the limited number of volunteer Board members, it is important that each member carry an appropriate share of the load. If a Board member finds that circumstances will prevent him/her from full participation in Board affairs, it is expected that said Board member will contact the Chairman of the Board, explain the situation, and determine, with the Chairman's counsel, the advisability of resigning from the Board.

3. The Board normally holds four in-person meetings per year, as well as periodic telephonic meetings. On a calendar basis, the in-person meetings have recently been on approximately the following timetable:

* March, location chosen by the Board chair. Usually near a NIRI chapter
* June, Saturday in conjunction with the Annual Conference
* September in the Washington, DC area; includes a meeting with the SEC
* Late November/early December, a Tuesday night/Wednesday in conjunction with the NIRI Senior Roundtable Meeting

Efforts are made to choose a variety of locations in order to tie in with key NIRI events; to balance over time the distances any Board member must travel; and in consideration of cities that are relatively easily reached.

1. Board members who are absent from three or more meetings a year may be asked to resign. An overall attendance record of less that 75% is poor and may indicate that resignation is appropriate. Few Board members have perfect attendance records, but many attend at least 80% of all Board meetings, which is a reasonable expectation of the involved Board member.
2. Board member out-of-pocket expenses include primarily the travel, lodging and meals expenses incurred in attending Board meetings. NIRI Board of Directors members receive no cash compensation for Board service or reimbursement for out-of-pocket expenses. As a result of the schedules for most NIRI Board meetings, meals are often provided as part of the function(s).

**C. How does one become a Board member?**

Candidates for Board seats are nominated by the Board pursuant to being recommended by the Nominating and Governance Committee. The Committee shall seek written recommendations and conduct deliberations that are designed to surface a significant number of potential candidates and shall review all such prospects and conduct whatever screening activities it shall deem necessary in order to present a final slate of well-qualified prospects to the full Board for its consideration. In order for an application to be considered by the committee, the nominator and candidate must adhere to the deadlines and criteria established in the application. Late and/or incomplete submissions will lead to disqualification of the candidate.

Sources of recommendations for candidates include association members, chapter leaders, members of the Board, and NIRI staff. The Committee does not look favorably on self-nominations and encourages individuals to express their interest to the nominating parties. Candidates cannot be nominated more than two consecutive years.

The chapter president or president-elect are not eligible to serve on the National Board until their chapter term (as president) has concluded. A nomination for a current Chapter president may be submitted for consideration if their chapter term will conclude prior to the first Board meeting of the National Board.

During the nomination process, candidates are not permitted to interact with individuals on the nominating committee, the Board or NIRI staff for the purpose of discerning the status of their nomination. Nominees are expected to use good judgment and maintain the pre-nomination professional relationships and interactions.

The Nominating Committee will present a slate of four candidates to serve a 4-year term at the September Board Meeting for a vote. The terms will begin in November/December at the Annual meeting. Proxy materials are distributed to members approximately six weeks prior to the Annual Meeting. All regular members of NIRI are eligible to vote.