



Confidential Position Specification

National Investor Relations Institute (NIRI)

President and Chief Executive Officer

August, 2016



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Position	President and Chief Executive Officer
Organization	National Investor Relations Institute (NIRI)
Location	Washington, DC metro area (Alexandria, VA)
Reporting Relationship	Board of Directors
Website	www.niri.org

ORGANIZATION BACKGROUND/CULTURE

Founded in 1969 and based in Alexandria, Virginia, National Investor Relations Institute (“NIRI”) is the leading professional association of corporate officers and investor relations (“IR”) consultants responsible for communication among corporate management, shareholders, securities analysts and other financial community constituents. The largest professional investor relations association in the world, NIRI’s more than 3,300 members represent over 1,600 publicly held companies and \$9 trillion in stock market capitalization. The membership includes 200 members from outside the United States. NIRI sets and promotes the highest standards of practice for members and advocates across the financial ecosystem to advance the practice and stature of IR. NIRI also provides education and networking opportunities to meet the evolving professional development needs of those engaged in the field. With a total of 31 U.S. chapters, and members throughout the world, NIRI meets its important mission through its four core competencies of information, education, advocacy and community.

In 2015, NIRI launched its first-ever professional credential, the Investor Relations Charter (IRC™). Developed and managed by NIRI, the new IRC certification program not only establishes a common framework for what defines the profession of investor relations, it likewise provides global IR professionals with the opportunity to demonstrate their knowledge, expertise, and commitment to the profession by answering to its highest standard.

NIRI offers services such as professional development programs, meetings and seminars, advisory networks, updates on relevant regulatory changes, code of ethics, and publications and resources related to investor relations. NIRI offers an extensive professional development program, including seminars and webinars that create and enhance professional competence among members. Each June NIRI’s Annual Conference, the largest gathering of IR professionals in the world, attracts a full one-third of the membership. It combines general sessions featuring senior corporate executives and leaders in the business and financial communities discussing developing IR trends, concurrent sessions providing the latest in IR strategies and tactics, and an unparalleled showcase of state-of-the-art IR products and services. In addition, each December NIRI hosts the Annual Meeting for its most senior group of IR practitioners, the Senior Roundtable (“SRT”).

The hallmark of NIRI’s education programs is the 3-day Fundamentals of Investor Relations seminar. Over 8,500 professionals, from micro- to large-cap companies, have attended this comprehensive seminar geared to those new to the field of IR or those considering a career



change. Each November NIRI hosts a Global IR Forum with IR attendees from around the world.

NIRI's many programs and information resources cover the wide variety of disciplines required for success in the IR profession including strategy, financial reporting and analysis, regulatory compliance, capital markets, corporate governance and more.

Members highly value the ability to connect with the professional community created by NIRI through online forums like the popular NIRI eGroups discussions, at chapter events and national meetings, and through the online member directory.

In its role of advocate for the IR profession, NIRI also meets regularly with the U.S. Securities and Exchange Commission and political officials in order to discuss important regulatory issues, and has testified before Congress on such matters.

KEY RESPONSIBILITIES

The CEO will be responsible for the overall operations of the association, including leading the development and implementation of the association's strategic plan; and creation and implementation of professional development programs, publications, chapter development and member services, marketing and communications.

The CEO will be the chief spokesperson for NIRI, a role which is envisioned to be a shared responsibility (with Board members, senior NIRI staff members, etc.). The CEO will have a record of success in effective communications with internal and external audiences, including organization members or corporate employees, the media, regulatory bodies and other professional associations. He/she will strategically discern NIRI's communications opportunities, leveraging staff and volunteers to serve as spokespeople and choosing the best venues to advance NIRI's agenda.

In addition, the CEO's specific responsibilities will include, but not be limited to the following:

- Lead the creation of a global strategic plan in collaboration with the Board to redefine NIRI's value proposition in today's evolving environment; lead implementation of the strategic plan with the NIRI staff.
- Lead NIRI as a member-focused service organization that meets or exceeds the needs of its members; define and advance the global role of NIRI.
- Serve as a spokesperson – “the Voice of NIRI” – and advocate for the profession, providing information to various constituencies (members, general public, U.S. Securities and Exchange Commission (“SEC”), legislators, other regulators, coalitions, etc.) that will lead to better understanding of the IR profession and its importance to corporate America. The CEO will successfully position herself/himself as an equal and respected peer of the leaders of other adjacent professional organizations and regulatory bodies.
- Cultivate strong relationships with other leading global IR organizations such as The Canadian Investor Relations Institute, Investor Relations Society (U.K.), Deutscher Investor Relations Verband (Germany), and Australasian Investor Relations Association, in an effort to expand the international exposure of NIRI; elevate the stature of IR among key adjacent professional organizations. Partner with IR providers, and develop relationships based on mutual respect to enable IROs to be seen as valuable strategic partners. Build relationships with senior functional leaders, NYSE/NASDAQ, regulatory



agencies (SEC, Financial Accounting Standards Board), securities attorneys, IR academics, and peer organizations (Financial Executives International, CFA Institute, Society for Corporate Governance, etc.)

- Enhance existing, and create new programs, products and services that further engage members, while highlighting NIRI's value to its members. Improve NIRI's engagement with chapter leadership and its diverse membership, running the gamut from IR practitioners just starting in the profession to very senior members with decades of experience; increase NIRI's relevance through the services that the organization delivers; and continue to develop programs and services that maintain NIRI as the "gold standard" for IR education for professionals.
- Engage and partner with local NIRI chapters to increase NIRI's relevance as a resource and sounding board for the chapters. Lead the efforts of NIRI staff to work with NIRI chapters on matters related to the organization and the IR profession; this involves significant travel and dialog on a local level with chapter leaders and members.
- Attract, train, retain, lead, and motivate a top-notch staff, according to the industry's best management practices, to execute NIRI's strategic vision.
- Create an environment of transparency and open communication with the officers, Board and committees of NIRI on all relevant operations and issues.
- Operate NIRI in an environment of fiscal responsibility and management, while delivering value to the members and upholding the highest ethical standards for the profession.
- Identify and take advantage of growth and revenue-generation opportunities in order to help NIRI better accomplish its mission.

YEAR ONE CRITICAL SUCCESS FACTORS

- Earn the confidence and trust of the Board, as well as the key stakeholders, as a leader and partner who adds value and is trusted and respected for not only her/his technical competence but her/his business judgment as well; build positive and trusting relationships internally and externally; understand and represent the ethos of NIRI.
- In collaboration with the Board and key stakeholders, craft NIRI's long-term strategic plan and initiate execution.
- Meet and engage with NIRI members, including the 31 chapters. Build a 'customer-oriented culture' designed to be responsive to the unique membership/stakeholder base (i.e. corporate IROs, IR service providers, IR consultants, etc.).
- Assist NIRI chapters as a collaborator, facilitator, and strategist in developing themes, messages, and an overarching thought leadership campaign for the organization that is compelling and consistent; and will have an impact.
- Provide leadership and coaching of NIRI staff; set high standards and performance expectations; operate as a player/coach; have a passion for mentoring and growing talent.

PROFESSIONAL EXPERIENCE/QUALIFICATIONS

As a volunteer-led organization, NIRI expects its CEO to be a respected and credible leader with high integrity. The CEO will be a senior-level professional with executive leadership experience of



an organization and staff of similar or larger size and complexity. S/he will grow and develop the Institute, enhance the engagement of members, and work with the membership and the Board to advance NIRI's strategic objectives.

While no candidate may have all of the following attributes or experiences, each of the following qualifications will be considered:

- Knowledge of and passion for the IR profession and/or the securities industry.
- Established relationships within the industry and experience in the function will be strong advantages.
- CEO/senior leadership experience for a comparable professional association and/or having worked as a senior-level IRO; experience leading the international expansion of an organization.
- A track record of success working with and leading volunteer Boards to define and articulate the organization's vision and mission, and leading the execution of that vision.
- Experience identifying and advocating on issues pertinent to investor relations officers and on policies that mutually benefit investors and public companies.
- NIRI is not a lobbying organization; however, the CEO should have knowledge of and experience with representing an organization in the federal regulatory and legislative realms, an understanding of the legislative process and a record of success in building effective relationships with key constituencies.
- Experience nurturing and maintaining strong professional relationships with adjacent professions across the financial/industry ecosystem, including capital markets, legal, accounting, regulatory bodies, corporate secretaries, boards of directors, service providers, business media, etc.
- Experience elevating a professional certification program on a global level.
- Ability to manage across the organization with high ethical standards; epitomize executive presence and political savvy.
- A proven track record of innovative thinking, tackling challenges, and changing organizations for the better.
- Outstanding oral and written communications skills as well as executive presence, as s/he will be representing the membership who is known for such a skillset.
- Experience working outside the U.S. and/or in global organizations is a plus.

For candidates with careers in Investor Relations, it will be important to have:

- Demonstrated experience in managing and leading a large/diverse organization.
- Demonstrated experience serving on a board with a leadership role,

For candidates with careers in Association Management, it will be important to have:

- Demonstrated understanding of the profession, ideally experience working with Finance and Investor Relations professionals or advisory firms.



- Demonstrated passion to understand/learn about the profession and its trends; as well as the ability to be a passionate advocate for the profession and NIRI's objectives.

EDUCATION

Bachelor's degree required. An advanced degree such as an MBA would be a plus.

COMPENSATION

NIRI will provide a competitive compensation package, in addition to comprehensive benefits. A relocation package would be offered if required.

KORN FERRY CONTACTS

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