



## National Investor Relations Institute (NIRI) Service Provider Best Practices & Guidelines

*The purpose of this document is to establish guidelines, clarify expectations, and define responsibilities of NIRI Associate Members and other Service Providers to help ensure a satisfactory and mutually beneficial experience while engaged with NIRI. Further, this document summarizes objectives, policies, and procedures of NIRI to assist Service Providers in navigating NIRI.*

### Role of Service Provider

Regular Members of NIRI are Investor Relations (IR) professionals who work as in-house corporate IR practitioners (or external IR counselors). Corporate IR practitioners play an essential role as liaisons to investors, and they serve as trusted strategic advisors to their company's executive team and the board of directors. They assist their company's most senior leadership to understand the capital markets, relate the views of shareholders, and monitor core equity and debt value drivers. IR integrates many business disciplines including but not limited to finance, communications, marketing, governance, and securities law compliance.

Service Providers span all these disciplines, providing a broad array of services and products that are key to the successful execution of IR strategy, programs, and responsibilities. Service Providers may join NIRI as Associate Members.

Service Providers invest in the development of new products and services as the profession evolves with markets and regulation, and as the needs of the capital markets change. In addition, Service Providers contribute their expertise and knowledge to NIRI and to NIRI chapters, providing a wealth of knowledge germane to the success and perpetuation of the IR profession. They reach NIRI members through various channels, including NIRI and chapter websites, educational programming, webinars, NIRI's eGroups online community, thought leadership platforms, and periodic publications. They help IR practitioners learn about resources available to them through exhibiting, advertising, and sponsorship at NIRI events. In so doing, Service Providers provide essential financial support that enables NIRI to serve members and advance the IR profession.

It is a symbiotic relationship. By engaging with NIRI and its IR practitioner members, Service Providers enjoy community networking, relationship-building, and business-development benefits.

To ensure the continuation of this mutually beneficial relationship, it is important to foster a collegial atmosphere among Service Providers and practitioners. NIRI welcomes Service Providers' thought-leadership contributions as a key benefit to all members and encourages IR practitioners to engage with Service Providers for business solutions. NIRI provides a variety of options for Service Providers to get involved in NIRI's educational and networking offerings as well as the governance of the Institute, including service on committees at the national and chapter level. Associate Members are also eligible for awards and recognition as well as the opportunity to earn the Investor Relations Charter (IRC®) credential. NIRI provides a variety of networking opportunities to bring Service Providers together with IR practitioners. NIRI welcomes all Service Providers interested in reaching the IR community, without regard to the services they offer or the level of sponsorship they provide.



## Service Provider Personnel Conduct

NIRI works with the Service Provider community to advance the IR profession and support NIRI's mission: "Through its collaborative community, NIRI advances engagement in the capital markets and drives best practices in corporate disclosures, governance, and informed investing." To this end, NIRI established a Service Provider Council (SPC) to represent the voice of the Service Provider community and to assist them to get the most benefit from NIRI. The SPC strives to engage all Service Providers in a common goal: to help IR practitioners become trusted strategic advisors equipped with the skills, knowledge, services, and products for success in 21<sup>st</sup> century capital markets. The SPC also encourages Service Providers to be good community citizens and avoid aggressive selling tactics, whether in on an online forum such as eGroups or at the Annual Conference in the Exhibit Hall or during content sessions of any event. All NIRI Associate Members agree to adhere to the Associate Member Code of Ethics as noted on the NIRI website: <https://www.niri.org/membership/code-of-ethics/regular-member-code-of-ethics.aspx>

## Opportunities, Policies, & Rules

### Sponsorship

NIRI National plans and hosts events, services, and programs aimed at educating, developing, and enriching its professional community. NIRI's chapters independently operate to achieve similar goals. The financial and logistical support of Service Providers helps to make these programs possible.

NIRI National strives for transparency and fair access to sponsorship opportunities. Sponsorship opportunities are made available to any interested Service Provider. However, a few rules guide the awarding of sponsorships: (1) previous sponsors are often given "first right of refusal" on specific sponsorship offerings; (2) some sponsors are offered programs based on alignment of the offering and a company's expertise or experience; and (3) sponsorships may be rotated among a specific group of industry Service Providers as circumstances dictate.

The booth-assignment process for the NIRI Annual Conference, the most important event of the year in the IR community, is directed by the NIRI's Vice President, Sponsor and Partner Relations. Dates, times, and deadlines are publicized via NIRI communication channels including press releases, newsletters, social media, and email. Booth reservations, while subject to change, are allocated according to a Service Provider's sponsorship expenditures at the national level. Each exhibitor makes three selections, and NIRI subsequently assigns one of those three selections. However, NIRI reserves all rights regarding booth placement.

Occasionally, sponsors may have special competitive considerations or requests for exclusivity. NIRI will strive to accommodate reasonable requests if they are fair to other exhibitors, are consistent with NIRI's professional development and other event goals, and conform to the conference hotel's policies and local fire marshal rules.

Due to Internal Revenue Service rules and other regulations governing tax-exempt organizations, sponsorships cannot take the form of advertising. Advertising is understood as including qualitative or comparative language (including evaluations, analysis or criticisms of competing products or services); price information or indications of saving or value; or a call to purchase, sell, or use of the sponsor's products or services. NIRI does not endorse specific products or services.

While many events are well-established in NIRI's annual calendar, new programs, products, and services are continuously being suggested and launched. Sponsorships may become available on some of these new offerings. Service Providers are encouraged to make new program suggestions.



## **Member and Registration List Sharing Policy**

As part of its membership and event registration processes, NIRI collects information about its members including name, business address, phone number, and email address. Because NIRI values the privacy of its members, these lists are not sold or rented to any external entity or shared with any third parties, including Service Providers.

All members have access to the member directory on NIRI's website, which includes the membership information provided. The use of this directory is intended for and limited to personal and confidential networking between individual members. At no time is this list to be used in any way for direct marketing, including but not limited to telephonic solicitation, direct mail, or direct email.

To encourage engagement at its events, NIRI will often provide a list of registrants to exhibitors, sponsors, and other registrants of those events solely to use prior to that event. This includes name, postal address, and email address as provided to NIRI by the event registrant. Event registrants are given the option to opt out of this use of their contact details.

To enforce its privacy policy, all NIRI National-sponsored or co-sponsored events (i.e., any event of which an attendee might reasonably assume NIRI is involved in its creation and organization) must use the NIRI online registration system.

## **Annual Conference Panelists and Speakers**

Educational programming at NIRI's Annual Conference is developed by the Annual Conference Committee (ACC) which is composed of NIRI Regular and Associate members. The ACC is led by a Chair and by two Vice Chairs, one of whom is an Associate Member. All ACC members are appointed by the NIRI Board Chair and confirmed by the NIRI Board of Directors. The ACC identifies educational topics and provides advice on the selection of speakers and panelists to the NIRI Programs staff. A "Call for Presentations" is typically issued annually requesting session proposals for review by the ACC. Service Providers are in a unique position to contribute their experience and knowledge by speaking on panels, and many are selected to do so.

Selection for panel or speaker slots is not conditioned on, subject to, or guided by sponsorship. Service Providers cannot "pay to play" and should not expect to be invited to speak on a panel due to their status as a sponsor. Service Providers should not sponsor a panel in which they participate and avoid the appearance of enjoying special consideration in exchange for a sponsorship.

The NIRI Annual Conference is focused on thought leadership. Service and product solicitations outside of the exhibit area and in the conference hotel are not appropriate. Only exhibiting and sponsoring companies may engage attendees at the conference hotel. NIRI asks attendees to not accept invitations to events from service providers not exhibiting or sponsoring at conference.

### **Other NIRI Programs**

NIRI produces other seminars, conferences, and webinars throughout the year. The same standards generally apply: speakers and panelists are selected without regard to sponsorship. However, for some webinars and other programs, sponsors are invited to introduce panelists or serve as moderators. Please refer to the Sponsor Prospectus for details.

### **Chapter Programs**

These Service Provider Guidelines focus on NIRI National and its programs. Each NIRI chapter is governed by a separate Board of Directors and follows its own sponsor rules and related procedures. NIRI National has no visibility into chapter sponsorship activity. While NIRI encourages chapters to follow these Guidelines, Service Providers should become familiar with each chapters' policies and practices.



### **Additional Expectations**

In addition to these Guidelines, all Associate Members are subject to the [Associate Member Code of Ethics](#), the [eGroups Code of Conduct](#), and the license granted users of NIRI's Online Member Directory.

All participants, attendees, exhibitors, sponsors, speakers, etc. are subject to NIRI's [Participation and Engagement Code of Conduct](#).

Sponsors, advertisers, and exhibitors must follow the Annual Conference rules, regulations, and contractual obligations.

Service Provider employees, representatives, agents, or booth personnel should accurately and fairly represent service and product offerings. Complaints regarding violations will be referred to the Service Provider Council, which may recommend appropriate sanctions to the NIRI Executive Committee, with appeals directed to the Board of Directors. Punishment may include suspension from exhibit or sponsorship activity.

Speaking at a NIRI event is not a sales opportunity, but a chance to share thought leadership and engage in a broader discussion. This principle is taken seriously to maintain the high quality of NIRI's events. Service Provider speakers and panelists should not promote their specific products and services. NIRI reserves the right to refuse speaking and thought leadership opportunities to anyone who violates this principle for a period up to a year as determined by NIRI's President & CEO. Third violations may be punishable for longer periods, or permanently, as determined by the NIRI Executive Committee.

Engaging in discussion or communication with the goal of establishing, limiting or controlling pricing among competitors is expressly prohibited by U.S. antitrust laws and will not be tolerated at any NIRI event or on any NIRI digital platform, and may be punishable by suspension from NIRI exhibit or sponsorship activity. In addition, antitrust violations may be subject to criminal charges or civil complaints brought by federal and state regulators.