



The Global Equity Organization (GEO)

Board of Directors Candidate Overview and Frequently Asked Questions (FAQ):

I. Overview and Responsibilities of a Board Member

Thank you for expressing interest in being a candidate for the GEO Board of Directors. As a completely member-driven organization, it is vitally important for us to have the involvement of our membership in all that we do, and we appreciate your interest in becoming a board member.

As a potential candidate for this year's board election, we want to ensure that each candidate fully understands the role and responsibilities of a Director. Here is a list of the major board member responsibilities over the course of the year:

- Meetings - there are two in-person board meetings each year – at The GEO Annual Conference (usually in April); and our Mid-Year board meetings (usually in September, October or November). Each board member is expected to attend both meetings, and ***all travel related expenses are the responsibility of each board member***. Since attendance at our Annual Conferences and Mid-Year meetings may require international travel, it is important that each board member has the ability to attend these two in-person meetings.
- Board Conference Calls – all other board meetings are conducted via conference call. These are typically 60-90 minutes in length, and usually are scheduled every 6 weeks or so. Board members are also expected to participate on these calls.
- Board Committees – Each board member is expected to be a member of at least one board committee and participate in the calls and meetings of their assigned committee(s). We try to align the interest, experience, and skill strengths of each board member in determining committee assignments.

The 2020-2021 Board Committees are:

Executive Committee
Finance and Audit Committee
Elections and Governance Committee
Conference and Regional Event Speaker Selection Committee
GEO Awards Committee
GEO Fellows Selection Committee
Chapter Development Committee
Membership Development Committee
Data Protection Committee
Issuer Lunch Task Force
Next Gen Task Force Liaison
Online Education Development Liaison
Foundation Research Task Force

Issuer Advisory Council
Partner Alliance Council
Academic and Government Council
Regional Event Task Force Committee(s) as needed

Each committee has a Chairperson who manages the agenda and activities of the committee. Only the Executive Committee (*only current Officers of GEO*) and the Election Committee (*only members not standing for election in current year*) have qualifications on membership; all other Committees are open to any board member.

Note that the Board committees are subject to evaluation each year and do change from time to time. The upcoming Board year committee listing will be available shortly after the new Board term begins and every board member has the opportunity to express interest in the committees on which they would like to serve.

While we expect each board member to be involved in some level of detail with their committee responsibilities and in support of the annual conference, the GEO Board primarily focuses on strategic issues in support of our industry and the organization as a whole. We estimate that the average board member spends about 5-10 hours per month on GEO related calls, activities, etc., depending on the committee(s) assigned and the proximity to the annual conference.

II. Frequently Asked Questions by Board Member Candidates:

- How Many board members does GEO have?

According to the GEO Bylaws (<http://www.globalequity.org/geo/bylaws>) the authorized number of directors can be up to 29. Also, there can be “up to 18 elected positions”, which typically serve a three-year term. These elected positions are on a staggered schedule, i.e., 6 seats up for election each year. There are also up to four appointed positions and six council co-chair positions available.

- How long is the term of each board member?

As indicated above, elected positions are for three year terms; the Board also has the discretion to make appointments for terms ranging from 1-4 years as well.

- Are there any limitations on who can be a candidate for the board?

(From GEO Bylaws) – “No more than two (2) elected individuals on the Board of Directors can represent the same organization at the time of their election or appointment; provided, however, that these individuals must have their primary workplace in different continents at the time of their election or appointment and any subsequent re-election or re-appointment, and not more than three (3) individuals on the Board of Directors (however elected or appointed) can represent the same organization at the same time, regardless of the location of their primary workplace. If, after appointment or election, an individual becomes employed by a firm represented on the

Board of Directors or his or her primary workplace changes to a different continent, this shall not have the effect of removing any director prior to the expiration of the director's term of office."

- Are there minimum qualifications that a candidate must meet?

(From GEO Bylaws) - The qualifications for directors are current GEO membership and interest and experience in global equity compensation programs.

- How does the nomination process work?

It is a self-nominating process through the GEO website. The candidate submits a nomination statement, biography and photo through the site.

- How does the board election work?

Once the slate of candidates is finalized, the election commences, and members can submit one vote per candidate up to the total number of seats to be elected.

- What is the typical ratio of candidates to available seats?

Over the last several years there have been between 10-20 candidates, vying for 5-8 open board positions.

- How successful are first time candidates at being elected to a Board Seat?

It has not been uncommon for a first time candidate to be elected, but realistically, only a small number of candidates are successful at being elected to a 3 year term.

- What is the average tenure of a GEO board member?

Many board members have served several terms if successful at being re-elected. The average tenure for Board member elected to a 3 year term is between two and three terms.

- Are there board member term limits?

Early in GEO's history there were term limits, but it became very difficult to maintain a consistent level of board member engagement when there was yearly turnover. It is a topic, however that the board periodically revisits.

- What qualifications or experience do the successful candidates typically possess?

Successful candidates typically have substantial experience and a demonstrated track record of industry or corporate involvement with issues surrounding equity compensation and the impact to global companies and their employee-participants.

- What are the keys to being successful at the election?

Being widely known is not as important as being able to communicate your message in a way that conveys your interest and passion for the role, while also motivating and reminding members to vote for you. Please feel free to utilize your individual network and LinkedIn or other social media to convey your message. Please do not engage in dissemination of messages to the broader GEO audience using the GEO Member Directory or use the GEOconnect Open Forum to campaign for election.

Please note individuals must be a member of GEO by 5:00 pm PDT on the last business day in May in order to vote in the election. Any votes by individuals not meeting this criterion will be excluded. Also, service provider firms are limited to 30 votes per firm. The first 30 votes from each service provider firm will be counted and all other votes issued subsequent to the first 30 will be excluded.

- If I am not successful in the Board election, are there other areas within GEO where I can assist or volunteer?

Yes – GEO has many channels for volunteer involvement across the organization:

Issuer Council - *If you work for a Corporate Issuer, The Issuer Council is a wonderful platform for networking with other issuers while addressing common industry challenges.*

Partner Alliance Council - *If you work for a service provider, GEO also sponsors a Provider Council that similarly is organized to address the challenges and issues faced by service providers.*

Local Chapters – *GEO has a vibrant network of local chapters all over the world, which are key to our membership driven structure. Local Chapter coordinators are always looking for volunteers in their local markets – please visit the website for more information.*

Other specific volunteer opportunities are available on an ad hoc basis (for example, our GEOconnect Champion User committee). If you are interested in volunteering, please notify GEO's Executive Director, Danyle Anderson (danyle.anderson@globalequity.org), and we will keep you in mind for future opportunities.