Becoming a CII member is easy! Please contact Melissa Fader at Melissa@cii.org or call 202.822.0800 for an application.

Council of Institutional Investors®

U.S. Asset Owner Membership

Network and engage with shareholders and peers at CII private events

Gain access to vital industry research and educational resources

Add your voice to CII policy and advocacy work
About CII

Who We Are

The Council of Institutional Investors is a nonprofit, nonpartisan association of U.S. public, foundation, endowment, corporate and union employee benefit funds, other employee benefit plans, state and local entities charged with investing public assets, and foundations and endowments with combined assets under management of approximately $5 trillion. CII promotes policies that enhance long-term value for U.S. institutional asset owners and their beneficiaries. Read more on CII’s website.

Why We Began

CII was founded in 1985, a time of corporate takeovers, imperial CEOs and insulated boards of directors. Shareowners had little say in most corporate decisions and did not appreciate the potential power of their proxy votes. The founders were a group of 21 visionaries, most public pension fund officials, who believed that the companies in which they were investing their members’ retirement assets needed more oversight by shareholders. Read more on CII’s website.

What We Do

CII educates members, and the public, about best corporate governance practices and provides opportunities for members to interact with peers, investment executives and policymakers. CII is a diverse community of professionals who come together to learn, share perspectives and advocate. CII’s member-approved governance policies are the backbone of the advocacy work we do and they represent the melding of a diverse range of interests.

CII advocates on behalf of its members with companies, legislators, regulators and other key market participants. CII enjoys a reputation for honesty, leadership, thoughtful analysis and creative consensus-building. Investors, lawmakers, regulators, corporate officials and leaders of other public interest groups look to CII for expertise and ideas.

CII engages with key market participants across the investor spectrum, including public pension systems, corporate retirement funds, foundations, endowments, labor union funds, asset managers, exchanges, credit rating agencies, legislators and regulators and other service providers. Its network is one of the largest in the U.S. and illustrates the unique cross-pollination of ideas and consensus-building that goes on at the organization.
What is a U.S. Asset Owner Member?

By joining CII, U.S. Asset Owner funds join the most well-respected network of institutional investors in the United States. Asset Owner members become part of the organization, shaping CII’s mission and Corporate Governance policies by engaging with other institutional investors, CII staff, regulators, legislators and market participants. U.S. Asset Owners are voting members of CII and most are eligible for service on the board of directors and in other leadership roles.

U.S. Asset Owners Include:

Labor Union Funds  U.S. Public Pension Funds  Corporate Employee Retirement Plans  Foundations & Endowments

Why Join CII?

Since 1985, CII has been recognized by U.S. policy makers as the the most comprehensive voice for good corporate governance and shareholder rights in the United States. With more than half of the 50 largest pension funds and more than 300 member organizations, CII’s extensive network of members, representing the key players in the financial markets, is one of the largest in the United States.

Our members include public pension systems with more than 15 million participants – true “Main Street” investors through their pension funds.

CII has long-standing relationships with the SEC, Senate Banking Committee, House Committee on Financial Services, and U.S. stock exchanges.

“CII provides members a platform to engage and learn from stakeholders within the corporate governance ecosystem, as well as extensive research and educational opportunities, which is helpful in our active ownership investment decision-making process.” - Simiso Nzima, Investment Director & Head of Corporate Governance, CalPERS
Education:
Utilize CII’s extensive library of research and publications to “stay-in-the-know”.

Corporate Governance Policies & Educational Resources

CII has developed a comprehensive body of corporate governance best practices on matters including executive compensation, CEO succession planning and board diversity. It also has policies on other investment-related issues of interest to institutional investors, such as credit rating agencies and the independence of accounting standard-setters. Its policies provide a foundation from which CII advocates matters of importance to members. They are best-practice guidelines but are not binding on CII members. Learn more on CII’s website.

Research & Publications

CII publishes a weekly member newsletter and an array of educational guides and reports. All, except for special reports, are a benefit just for members.

Members-Only Governance Guides
An online library of introductory guides to the nuts and bolts of corporate governance, including how-tos on proxy voting, annual meetings and monitoring delegated proxy voting.

The latest guides include:
Governance Guide: Annual Shareholder Meetings
Everything You Need to Know About Meeting Contents and Procedures
This paper provides a primer on the different procedural and regulatory regimes—direct and indirect—that set the cadence and structure of annual meetings.

Governance Guide: Entrenchment Devices
Mechanisms That Insulate Management and Weaken Shareowner Rights
This publication examines four of the most common and potent entrenchment devices: dual-class stock, classified boards, supermajority vote requirements and poison pills.

Proxy Voting Guidelines & Stewardship Resources
Our research staff collects and maintains member proxy-voting guidelines and other stewardship resources to keep members up-to-date on funds proxy voting activity throughout the year.

ESG and other stewardship materials have been provided voluntarily by members.
Research & Publications (continued)

Governance Alert Newsletters
Arriving in your inbox each week, CII’s member-exclusive newsletter keeps members updated on news and trends in corporate governance and financial regulation, as well as CII events and activities, and other member initiatives to advance corporate governance and shareholder rights.

In the newsletter’s “Membership Corner,” learn about job openings, company updates and events. New members will also receive special recognition and be featured in the publication. Each quarter, the information in the alerts is compiled and summarized in a wrap-up edition, which many members use toward their own internal reporting.

Special Reports
White papers and other reports, written by staff or outside experts, on a range of topical investment issues.

Research Tools
CII research staff also creates and maintains spreadsheets tracking members’ ESG and investment policy statements; comment opportunities and members shareowner proposals; and other initiatives.

Member Tools & Web Site Perks

Member Portal
CII member organizations have exclusive access to a client portal, housing a member directory, job board, and member discussion forum for sharing information, ideas, comments and questions.

Member Listserv
CII maintains a email-sharing platform that allows current members in good standing to share non-marketing, free content. Members may share items and correspond with each other through email.

Member Directory
The member directory provides approved contact information for individuals from current member organizations.

Member Job Board
CII’s job board hosts dozens of open, exciting positions within the investment industry, ranging from junior and mid-level to executive roles. Open positions are also advertised in the weekly Governance Alert newsletter to members.

“Besides being the most informative clearinghouse of information with webinars, podcasts, educational seminars and great conferences, CII is a most effective lobbyist for issues that are of essential importance to those interested in maintaining and strengthening our pension funds.”
- Mitch Vogel, Trustee, SURS of Illinois
CII’s Podcast: The Voice of Corporate Governance

CII’s The Voice of Corporate Governance podcast offers access to timely information and perspectives to increase public attention to critical issues and developments in corporate governance and capital markets. The podcast is rated one of the top two best corporate governance podcasts by FeedSpot. CII often features members as speakers on this platform to highlight their important work in industry.

Educational Webinars

CII hosts educational webinars each month for members. These free briefings provide opportunities for members to learn from experts and share their knowledge with fellow members. CII members are strongly encouraged to offer ideas for topics and speakers for these events.

CII and NYU School of Law’s “Corporate Governance Bootcamp”

CII is proud to co-host Corporate Governance Bootcamp, a premium executive education program developed in partnership with New York University School of Law’s Institute for Corporate Governance and Finance. This three-day intensive training course for governance professionals is offered once per year in varying locations including the NYU campus in New York.
Engagement & Networking:
Our events offer highly educational content and opportunities to establish personal connections.
CII hosts two exclusive conferences each year, welcoming more than 500+ members, policy makers, regulators and special guests. Its conferences offer unprecedented opportunities to interact, share best practices and learn from representatives from major institutional investors, regulators, legislators and other corporate governance professionals. These events bring together CII members from across the globe.

**Event Demographics (Attendees by Member Type):**

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<table>
<thead>
<tr>
<th>Member Type</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>US Asset Owners</td>
<td>56%</td>
</tr>
<tr>
<td>International Asset Owners</td>
<td>24%</td>
</tr>
<tr>
<td>Asset Managers</td>
<td>20%</td>
</tr>
<tr>
<td>Service Providers</td>
<td>2%</td>
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</tbody>
</table>
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“Congratulations to your team on a great conference. It was the best I’ve attended. The content was topical, educational, and deep.”
- Katy Hoffman, Chief of Staff, Investment Management Division, Teacher Retirement System of Texas

**Engagement Exchange**

The Engagement Exchange is an opportunity for CII investor and public company members to engage in one-on-one or small group meetings ahead of the start of CII’s fall conference. Members may participate in up to four 30-minute meetings at tables scattered throughout the room.

Only available to current organizational members of CII, the Engagement Exchange is provided as part of the benefits covered by annual CII membership dues.

In addition to its formal Engagement Exchange program, CII offers members the use of private meeting rooms and discounted rates on large suites to schedule private meetings during its conferences. Members may also take advantage of opportunities to host private dinners or other events in conjunction with CII conferences.
Member-Hosted Meeting Program

A unique benefit to CII member organizations is the opportunity to host their own meeting or event during specific times in its spring and fall conferences.

How does it work?

The hosting organization typically arranges and moderates a panel, with one of the panelists being a host representative. The host can also give a presentation, organize networking events, survey their attendees, or arrange meet and greets during their member-hosted meeting times. Member-hosted meetings must cover current topics of importance to all institutional investors and include a range of speakers and opinions.

“At a time of so many unnecessary events and conferences, CII still represents the one forum to hear the right perspectives, organize real action, and engage in meaningful dialogue - absolutely required attendance.”
- Jake Walko, Director of ESG Investing & Global Investment Stewardship, Thornburg Investment Management
The Council of Institutional Investors’ committees provide members with opportunities to get involved and engage with other members on a variety of issues.

**Board of Directors**
The Council of Institutional Investors is governed by a volunteer board of directors who are deeply committed to good corporate governance and investor protection. The 15 directors represent public, union and corporate employee benefit funds across the country. Directors are elected annually and may serve up to five consecutive one-year terms.

**The U.S. Asset Owners Advisory Council**
The U.S. Asset Owners Advisory Council advises the CII board and staff on issues, trends, proposed policy development, topics and speakers for CII events and membership benefits and services. The CII board of directors appoints up to 20 members annually from all voting member constituencies.

**Proxy Voter Working Group**
The Proxy Voter Working Group is an invitation-only working group for corporate governance professionals at institutional investor organizations who vote proxies and engage portfolio companies. The group allows them to share their perspectives on voting issues, engagement, shareholder rights and specific company situations, and to discuss potential changes to voting policies or practices.

**Policies Committee**
The Policies Committee is comprised of the non-officer members of CII’s board of directors. The committee reviews, maintains and updates CII policies on corporate governance and other issues. CII corporate governance policies set standards or recommend practices that members believe companies and boards of directors should adopt to promote accountability, independence, integrity, rigor and transparency. The Policies Committee proposes policies to the full board for its approval. All CII policies must be approved by the U.S. Asset Owner Members.

**Shareholder Advocacy Committee**
The Shareholder Advocacy Committee is open to all CII members. Its purpose is to encourage members to discuss and recommend current and future member initiatives and CII activities that promote effective corporate governance and increase the participation of CII members in advocating for good corporate governance.

**International Governance Committee**
The International Governance Committee is open to all CII members and informed by input from a smaller steering committee. The committee educates members on topical global governance issues and identifies and recommends potential areas for CII involvement in the non-U.S. corporate governance arena. It also works to expand coordination and communication between CII and various international governance organizations.
Advocacy & Collaboration:
Leverage your fund’s voice through CII.
CII’s Advocacy & Policy Work

CII engages with key market participants across the investor spectrum, including public pension systems, corporate retirement funds, foundations, endowments, labor union funds, asset managers, exchanges, credit rating agencies, legislators and regulators and other service providers. Today, many CII corporate governance policies once considered radical are commonly accepted standards. Institutional shareowners have a much greater voice than they did in 1985 in part because of CII’s vigilance and hard work.

CII Advocacy Priorities
CII’s priority issues for advocacy generally fall into three categories—investor rights and protections, corporate disclosure and market systems and structure—and are grounded in CII’s member-approved policies. Its staff responds to requests for information from legislators and regulators, assists with providing testimony, issues amicus briefs and writes comment letters to weigh in on legislative and regulatory actions.

CII’s staff has developed long-standing relationships with contacts at the Senate Banking Committee, the House Financial Services Committee, and the SEC, as well as excellent working relationships with key contacts at the Financial Accounting Standards Board and U.S. stock exchanges.

Correspondence, Legal Briefs and Testimony
CII writes to, and testifies before, federal agencies, legislators and legislative bodies, international governance organizations and other entities advocating for good governance practices rooted in CII’s corporate governance policies. Read more.

Comment Opportunity Tracker
CII members seeking to elevate their engagement with regulators and other important market actors may use this page as a reference for near-term opportunities to comment on proposed rules and consultations affecting investors’ interests, with a particular focus on investor protection, transparency, and corporate governance.

In-Person Capitol Hill Visits
Each year, in conjunction with the spring conference, its legal staff coordinates visits for interested U.S. Asset Owner members to meet with pertinent legislators and regulatory agencies. Its staff does all the heavy lifting and ensure that members weigh in on meeting content.
U.S. Asset Owner Membership

U.S. Asset Owner members pay annual dues for membership. Dues are billed on a calendar year and are calculated based on total combined assets (AUM) in employee retirement plans, which are defined benefit and defined contribution plans. Asset Owner members are entitled to free conference passes for one proxy voter and all pension fund trustees.

U.S. Asset Owners may choose between two membership types:

**All-Inclusive or “Bundled” Membership**
Dues are calculated based on assets in employee retirement plans and then dues are based on corresponding dues tiers. This membership type has a minimum of $5,200 and a maximum of $31,200. This membership type includes a specific number of passes to attend CII conferences at no additional charge.

**Unbundled Membership**
Dues are calculated based on assets in employee retirement plans and then dues are based on corresponding dues tiers. This membership type has a minimum dues level of $3,750 and a maximum dues level of $25,000. This membership type does not include conference passes. Conference registration fees are paid separately.

<table>
<thead>
<tr>
<th>Tier #</th>
<th>AUM Ranges (in $Millions)</th>
<th>Bundled Dues</th>
<th>Unbundled Dues</th>
<th>Passes per Conference</th>
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<tr>
<td>8</td>
<td>$30,000+</td>
<td>$31,200</td>
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<tr>
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<td>$26,000 - 29,999</td>
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*Pension fund trustees from member funds attend all CII events free of charge.

**Ready to join?**
Contact Melissa Fader, Director of Operations and Membership at 202.261.7096
Join CII Today!

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