

The Investor Stewardship Group, Inc.

Marketing and Communications Advisory Council Charter

As of June 16, 2020

Council Purpose

The Marketing and Communications Advisory Council (“Council”) will assist and provide advice or recommendations to The Investor Stewardship Group, Inc. (“ISG”) Board of Directors in fulfilling its responsibilities relating to marketing and communications policies and practices and such other matters as are set out in this Charter or as may otherwise be assigned to the Council by the Board of Directors.

Council Responsibilities

The Council is responsible for making recommendations to the Board of Directors with regard to the following:

- Developing and periodically updating documents and procedures for the ISG marketing and communications policies and practices.
- Reviewing arrangements and fees, if applicable, with external organizations such as public relations firms and making recommendations with regard thereto to the Board of Directors.
- Overseeing the work done by any outside organization in connection with both marketing and communications work, including the development of press releases and the website, the handling of press inquiries and postings on the website.
- With regard to the handling of press releases, the Council will work with appropriate outside organization(s) to draft the release. The release will then be reviewed by Council members’ legal counsel, as determined by each respective Council member. After such review, the release will be forwarded to the Board of Directors for final approval. After such approval is received, a “pre-release” copy will be sent to all ISG members (signatories and endorsers). The release will then be sent out for public consumption.
- Overseeing the actual implementation process of adding new ISG members following the new member process as recommended by the Governance Advisory Council and approved by the Nominating Committee of the Board of Directors (the “Nominating Committee”), including approving applications for membership to ISG. These new members should be reported to the Board of Directors on a periodic basis.
- Developing and overseeing new marketing activities such as ISG members-only conferences and combined ISG members and corporate issuers conferences.
- Reporting to the Board of Directors on the Council’s activities and actions, as appropriate. The Council will maintain summaries of all meetings.
- Performing such other responsibilities as are necessary or appropriate to further the Council’s purposes, or as the Board of Directors may from time to time assign to it.

Council Membership

Membership Expectations

Members of the Council are expected to dedicate sufficient resources to the Council to ensure the functioning of the ISG. By joining a Council meeting, an individual is representing that they have the ability to speak and vote on behalf of their organization on matters that regularly arise during the meeting, consistent with the responsibilities laid out in this Charter.

Becoming a Member

Any signatory or endorser member who wants to become a member of the Council may do so by providing notification of their desire to join the Council to the academic center that works with ISG. In doing so, the signatory/endorser must represent that their membership will include the participation of a representative from their media/public relations organization if such group is expected to approve materials prior to public distribution.

Resigning Membership

Any member of the Council may resign their membership on the Council by providing notification to the academic center that works with ISG or by failure to attend three (3) Council meetings in a one-year period.

Chairperson

The Chairperson of the Council will be annually appointed by a majority vote of the Council members present at the meeting in which the appointment is to be made.

Council Rules of Procedure

Meetings

The Council will meet as frequently as it determines is necessary to carry out its responsibilities. The Chairperson will schedule regular meetings; additional meetings may be held at the request of two or more members of the Council.

The smaller of five (5) or a majority of the members of the Council will constitute a quorum to transact business. The affirmative vote of a majority of the members of the Council present at the time of such vote will be required to approve any action of the Council.

Members of the Council may participate in a meeting of the Council by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Subject to the requirements of any applicable law, regulation or rule, any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Council. Such written consent will have the same force as a unanimous vote of the Council.

Council members may raise any subjects that are not set on the agenda by the Chairperson.