



2020 DIRECTOR OF THE YEAR AWARDS and CRITERIA

Categories

There are five Director of the Year Award categories for the 2020 Program:

- 1) *Lifetime Achievement in Governance*
- 2) *Leadership in Corporate Governance*
- 3) *Myra H. Kraft Award for Non-Profit Leadership*
- 4) *Private Company Board of the Year*
- 5) *Public Company Board of the Year*

Selection Criteria

A. General Criteria for All Awardees

- ✓ Has consistently made strong contributions to public, private and/or non-profit boards.
- ✓ Has a deep interest in the business and mission of these companies and organizations, and demonstrates business savvy.
- ✓ Is looked to by fellow directors as a leader in their midst whose advice and counsel they highly value.
- ✓ Has demonstrated leadership skills resulting in significant change in these companies or non-profit organizations.
- ✓ Is inclusive of fellow board members, but is forthright and speaks up when needed to challenge management's assumptions.
- ✓ Is admired by fellow directors for courage, integrity and consensus building skills.
- ✓ Demonstrates judgment and discretion that the CEO and others on the management team trusts and respects.
- ✓ Is clearly aligned with the interest of shareholders.
- ✓ Has the highest ethical standards.

B. SPECIFIC CRITERIA FOR EACH AWARD

1) Lifetime Achievement in Governance Award Criteria

An independent director (retired or sitting) who has served over a number of years on two or more corporate or non-profit boards. This individual is recognized by his or her peers and the larger community for personal integrity and leadership to multiple organizations in the area of good governance. This individual's leadership has helped, for example, to reshape an organization, restore public trust in an organization, or significantly improve performance in an organization.

2) Leadership in Public Corporation Governance Award Criteria

An independent sitting director recognized by his or her peers as an outstanding leader and current contributor in a public company boardroom. This individual's leadership has helped, for example, to guide one or more public companies in pursuing a significant business opportunity, improving shareholder returns, dealing

effectively with a crisis, or other major change, such as a period of rapid growth, business transformation or financial restructuring. Potential honorees must serve as an independent director, on multiple company boards

3) Myra H, Kraft Award for Non-Profit Leadership Award Criteria

An independent sitting director recognized by his or her peers for outstanding community leadership through service on a non-profit board. This individual's leadership has helped guide one or more non-profit organizations in, for example, expanding or substantially improving its service to its stakeholders, improving its financial viability, or dealing effectively with a crisis or other major change.

4) Private Company Board of the Year Award Criteria

The directors of a corporate board who jointly have provided the guidance to steer a private company through a period of extraordinary growth, major crisis or other unusual development. In the process, the board has significantly protected or enhanced stakeholder value. The nominating committee will also consider the candidate boards' independence and diversity. The committee will not consider any boards with no outside directors.

5) Public Company Board of the Year Award Criteria

The directors of a corporate board who jointly have provided the guidance to steer a company through a period of extraordinary growth, major crisis or other unusual development. In the process, the board has significantly protected or enhanced stakeholder value. The nominating committee will consider the candidate boards' diversity, independence, and the company's overall corporate citizenship.

Submission Process

Send an email to Nominations@NacdNE.org with a subject line: DOY Nomination. Please provide the name of the nominated individual, or company board, and indicate the award category. Provide a brief explanation in support of the nominees' submission, and indicate whether you are willing to be contacted by the Nominating Committee for additional details.