

INDEPENDENT DIRECTORS COUNCIL

Annual Review

2019



The Independent Directors Council (IDC) supports fund independent directors in fulfilling their responsibilities to promote and protect the interests of fund shareholders. Through its mission of advancing the education, communication, and policy positions of independent directors—and promoting public understanding of their role—IDC advocates for high standards of fund governance for the benefit of funds and their shareholders. IDC also provides practical information and guidance to fund boards about important issues, helping them adapt to regulatory and industry developments.

IDC is part of the Investment Company Institute (ICI), the leading association representing regulated funds globally, including mutual funds, exchange-traded funds, closed-end funds, and unit investment trusts in the United States, and similar funds offered to investors in jurisdictions worldwide.

In the United States,

1,624
independent directors...

oversee

11,266
registered funds...*

with nearly

\$24.6 trillion
in assets...*

and represent the interests of more than

100 million
shareholders.

* Data exclude unit investment trusts. Data for mutual funds and exchange-traded funds are as of November 2019. Data for closed-end funds are as of September 2019.

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Letter from the Governing Council Chair

IDC has never been an organization to stand still. Our 15th anniversary last year served to energize us even more in our many efforts to ensure that the independent fund director community continues to thrive.

Since its inception, IDC has been steadfast in its mission to serve the interests of shareholders by educating independent directors, bringing them together for meaningful dialogue, voicing their perspective on policy matters, and promoting public understanding of directors' crucial role in the regulated fund industry.

Over the next 15 years and beyond, IDC will continue to execute against these important goals. As the marketplace undergoes continuous change and takes on greater complexity, sweeping industry evolution is transforming how fund complexes do business. Regulatory measures are reshaping the ground rules, and technological advances are altering the investor experience.



DAWN VROEGOP

These developments have expanded independent directors' oversight responsibilities, redefining what it means—and what it takes—to serve on a fund board. Yet, independent directors have been able to navigate this terrain confidently with the help of IDC and its ability to continually refine how it carries out its mission.

At a time when directors' responsibilities demand broader knowledge and sharper skills, IDC is expanding and enhancing its suite of education initiatives. As interaction with our peers on other fund boards becomes more valuable in these challenging times, IDC is providing more opportunities for us to learn from each other. When misunderstanding of our work appears in the press, IDC redoubles its efforts to explain the way we govern, the value we add, and the protection we provide to fund shareholders. And as policy debates hold the potential to affect how we serve fund shareholders, IDC secures our seat at the table to defend our oversight role.

Indeed, IDC's tireless advocacy has borne many positive results. In its board outreach

initiative, the Securities and Exchange Commission's Division of Investment Management is putting a welcome focus on fund governance. The division has taken measures to support the work of directors in executing an appropriate oversight function.

Over the next year, we look forward to continued engagement with regulators on derivatives and valuation issues, as well as other policy matters. As a community of fund directors, IDC will incorporate even more input from independent directors in education programming. It will share the value of its training programs with the leadership of fund boards, increase its emphasis on programs for newer directors, and further strengthen our community by providing more opportunities to exchange ideas and best practices.

As we begin 2020, I extend my deep appreciation to Amy Lancellotta, who retired as managing director late last year, for her stellar leadership over the last 13 years. And I am pleased to welcome and to work with new managing director Thomas Kim, whose proven leadership skills will help IDC build on its success and take us to new heights.

A handwritten signature in black ink, appearing to read 'Dawn Vroegop'.

“As the marketplace undergoes continuous change and takes on greater complexity, sweeping industry evolution is transforming how fund complexes do business.... Yet, independent directors have been able to navigate this terrain confidently with the help of IDC and its ability to continually refine how it carries out its mission.”

- Dawn Vroegop, Chair, IDC Governing Council

“Trust between shareholders and the fiduciaries that manage and oversee their funds, strengthened through vigilant board oversight, forms the basis of our industry. The fund industry has grown because of it and could not proceed without it.”

- Thomas Kim, IDC Managing Director

Letter from the Managing Director

It is an honor to have the opportunity to lead IDC. Over the past 15 years, IDC has grown from a member committee to a highly successful organization essential to the independent director community and to the regulated fund industry as a whole.

I'm excited to step into a role that can shape the next chapter of IDC's growth and impact. And I intend to build upon the strong foundation laid already—one that's grounded in the cornerstone of independent director oversight in the service of fund shareholders.

To start, I've embarked on a listening tour to hear diverse viewpoints from independent directors at funds of different sizes, markets, lines of business, and strategies. Whether at IDC conferences, regional chapter meetings, or through informal conversations, I seek to gain a deeper understanding of what is top of mind for fund directors so that IDC can continue to advance your priorities in the most effective ways.

There's no question that the marketplace in which we operate



THOMAS KIM

today is highly competitive and faces relentless change. As a result, the breadth and depth of the areas that independent fund directors oversee continue to expand. More than ever, directors need access to the resources, expertise, and tools that IDC can provide to carry out oversight responsibilities that cut across multiple disciplines.

In this environment, IDC must double down on its four-part mission, the pillars that build upon our foundation: to educate and bolster director expertise, facilitate peer-to-peer engagement and learning, advocate for the director perspective in the public policy sphere, and promote greater public understanding of the importance of directors' role in protecting shareholders' interests.

In the coming years, IDC will strengthen our execution in each of these areas. Our ongoing advocacy with the Securities and Exchange Commission can modernize and recalibrate the regulatory framework for fund governance. Our ability to convene the independent director community can offer meaningful engagement and educational opportunities. These and other initiatives can advance the public understanding of the crucial role of independent directors.

Indeed, while the investing public may not be as aware of the work of fund governance, it is foundational to our industry and shareholder protection. Trust between shareholders and the fiduciaries that manage and oversee their funds, strengthened through vigilant board oversight, forms the basis of our industry. The fund industry has grown because of it and could not proceed without it.

Looking to 2020, the 80th anniversary of the Investment Company Act provides a prime occasion to reinforce our mission. It's an opportunity to underscore that fund boards—and fund independent directors—mandated by the act are a core reason for the success of our industry, which has grown to be so important to its 100 million shareholders and to the global economy.

In times of reflection and change, first principles provide the best guidepost. No matter what business and political dynamics lie ahead, strong oversight of shareholders' interests remains the bedrock duty of independent fund directors. And at IDC, we will continue to be resolute in preparing, supporting, and representing independent directors in that vital role.

A handwritten signature in black ink, appearing to read 'Thomas Kim', written in a cursive style.

A Conversation with Amy Lancellotta

Amy B. R. Lancellotta, who served as managing director of IDC since 2006, retired at the end of 2019. She completed 30 years of service at ICI, including 13 years as the head of IDC. In this interview, she shares highlights from her career.

Q: What are the most significant changes you've seen in the fund industry over your tenure at ICI and IDC?

A: I've certainly seen a lot of change. One is just the growth. When I started in 1989, assets under management were less than \$1 trillion, and now they are more than \$24 trillion. There also have been tremendous innovations in product development, distribution channels, and markets.

Q: How is fund governance different now from when you started at IDC?

A: Fund governance has changed significantly over the past 13 years. For example, a majority of boards now have an independent chair or an independent lead director, a supermajority of independent directors, and independent board counsel. The issues that they are dealing with today are more complex and challenging than they were previously, which has resulted in longer board meetings and a greater interest in the director community for high-level educational offerings.

Q: What have been IDC's greatest successes?

A: I'm proud to say that we've had some successes with each of our four missions. For example, we have made great headway on policy advocacy. We have been working with the SEC [Securities and Exchange Commission] over many years on the appropriate role of fund boards and to ensure that any new responsibilities imposed on fund directors are consistent with their oversight responsibilities. The staff at the SEC now has a better understanding of the appropriate role of fund boards. They understand the important role that boards play but do not view them as the eyes and ears of the SEC or as management. The SEC staff also issued two no-action letters to IDC that give directors more flexibility in how they fulfill certain responsibilities.

And regarding our education mission, we heard repeatedly from the director community about the benefit of peer-to-peer learning. We listened and started to add to our programming more opportunities for directors to talk to other directors on

different boards to learn how they addressed an issue or practices they implemented. One example is the exchange of practices and ideas on cybersecurity at our chapter meetings. Directors discussed, among other things, the nature of presentations that boards were getting and the type of data and reports that they were receiving from the fund's adviser.

Q: What are your proudest achievements?

A: Some of our other greatest achievements focus on our educational offerings. One is the orientation program, *Foundations for Fund Directors*®, offered to newer directors. Management and independent directors had expressed an interest for a robust



AMY LANCELOTTA

educational program for newer directors. When a fund board brings on a new trustee, he or she will typically go through an orientation that focuses on the complex, the fund lineup, the operations of the adviser, the primary service providers, and things of that sort, whereas our program looks more at the fiduciary and regulatory responsibilities of a fund trustee. I am also proud of the high caliber of our annual directors conference in Chicago. We identify top-notch speakers and have succeeded in keeping the conference fresh and substantive.

Another significant achievement was our participation in the Supreme Court case *Jones v. Harris*. IDC filed an amicus brief that focused on the crucial role that independent directors play in evaluating and approving advisory contracts and the rigorous nature of the contract review and approval process. In a unanimous decision, the court endorsed the

Gartenberg standard and gave great deference to the board's advisory agreement approval process.

Q: What were the biggest challenges you faced?

A: One challenge is related to our fourth mission to promote public understanding by the media, regulators, and other policymakers about the responsibility of fund directors. Our public outreach over the *Jones v. Harris* Supreme Court case in 2010 was helpful in bringing the appropriate responsibilities of fund boards to public attention.

More generally, over my 30-year tenure at ICI and IDC, the industry faced some significant challenges that affected my work in the ICI Law Department as well as at IDC. These challenges include the market timing and late trading scandals in the early 2000s and then the financial crisis.

Q: What will you miss most in retirement?

A: I will miss the people—not only my colleagues at ICI, most notably the excellent staff at IDC, but also the men and women who serve on fund boards and on the IDC Governing Council. I have enjoyed meeting and getting to know the widely diverse independent director community. I respect and appreciate their diligence and dedication on behalf of fund shareholders. And I have truly enjoyed working with the members of the Governing Council, who volunteer their time to make IDC the premier organization that it is. I am confident that I am leaving IDC in excellent hands and that it will continue to grow and to serve the community with the highest level of enthusiasm, professionalism, and creativity for many years to come.

The mutual fund industry is great. The mutual fund as a product is incredible in helping middle-income Americans achieve such significant financial dreams like buying a house, sending children to college, and retiring. I've been lucky to be a part of it.



Education— Building the Directors' Toolkit

In an era of fast change in the fund industry, education is key for fund directors to stay abreast of the evolving issues affecting their oversight responsibilities. No matter their level of experience, directors exercise more effective oversight on behalf of shareholders when they continue to learn about the broad range of their responsibilities—from governance practices to the latest regulatory, judicial, and industry developments. IDC provides the highest-quality educational opportunities to help directors acquire and build expertise.

Setting Up Strong Foundations

From the very first of IDC's *Foundations for Fund Directors*® in September 2017 in Boston, this acclaimed program has laid the groundwork for newer directors to assume their responsibilities in the boardroom. In 2019, three in-person sessions in Los Angeles, Chicago, and Boston featured two days of instruction, case studies, and group discussion—to deepen fund directors' understanding of fund structure and regulation, the tenets of fund governance, and the multiple facets of their complex responsibilities (see page 9).

IDC's premier annual events—the Fund Directors Conference in Chicago and the Fund Directors Workshop in Washington, DC—hosted hundreds of fund directors, who came to learn from industry leaders and from each other (see page 9).

Headlining the 2019 Fund Directors Conference, SEC Division of Investment Management Director Dalia Blass provided an update on the division's regulatory agenda for the coming year. Informative panel discussions covered fund investor trends, technology transformation, diversity on fund boards, investment performance oversight, and proxy voting.

At the 2019 Fund Directors Workshop, held alongside ICI's General Membership Meeting, directors shared ideas in roundtable discussions over breakfast on topics including board recruiting practices and the effects of downsizing and increased outsourcing on board oversight. In a session on how industry trends are affecting fund boards, panelists discussed potential shifts to products other than registered funds, the growth of exchange-traded funds (ETFs), and board conversations with management about business trends and strategies.

Keeping Up to Date with Webinars

Due to popular demand, IDC is making more use of web-based education as a way for directors to stay on top of the latest governance and regulatory issues. In 2019, IDC hosted 11 webinars (see page 21), including:

- » A discussion of fair valuation trends and practices, covering the latest regulatory and market activity affecting pricing practices, among other topics
- » Implications of the 2019 legislative agenda for the fund industry
- » Board oversight of fund performance relative to benchmarks and peer groups
- » The evolving landscape of proxy voting, now under review by the SEC and Congress
- » An update from SEC Directors Dalia Blass and Peter Driscoll about the Investment Management Division's board outreach initiative and the Office of Compliance Inspections and Examinations' priorities, respectively
- » Policy and market developments of environmental, social, and governance (ESG) issues in the United States and Europe and what those developments mean for funds and how they are managed

At Foundations, Directors Hit the Ground Running

IDC's unique and innovative orientation program—*Foundations for Fund Directors*®—is the essential educational springboard for newer directors. To help quickly build knowledge and skills, *Foundations* is designed to equip directors with the knowledge and toolkit to contribute actively on their boards as soon as possible.

Combining Online and In-Person Education

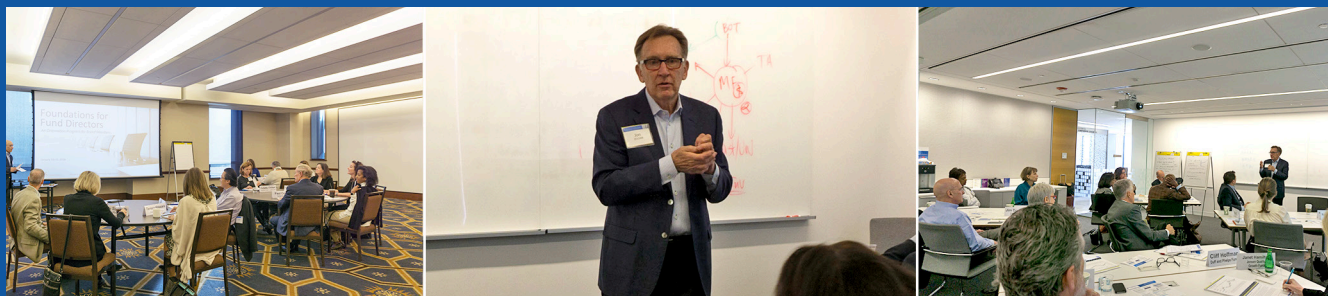
Foundations combines the best of online and in-person learning, starting with an online course that introduces directors to their core responsibilities and then building upon that with two days of interactive, hands-on practice through case studies and group discussion, led by fund directors with decades of experience.

The Essentials You Need to Get Started

Foundations covers the important basics of directors' responsibilities in service of fund shareholders' interests: ensuring and maintaining independence, overseeing potential conflicts of interest, reviewing a fund's advisory contract, evaluating fund performance, overseeing the fair valuation of portfolio investments, fulfilling duties under the fund compliance program rule, and more.

Join Us in 2020!

- » March 2–3 in Los Angeles
- » September 16–17 in Washington, DC



Check out www.idc.org/foundations—or contact IDC's Conferences team at conferences@ici.org—for more details and registration information.

The Fund Directors Conference—Learning from the Best

Each fall in Chicago, the fund director community gathers at IDC's Fund Directors Conference—the premier meeting place for directors to grow their skills and stay ahead of the curve.

Where else do so many fund directors convene to:

- » hear from top regulatory officials and industry experts on critical issues facing fund boards;
- » network and exchange ideas with friends, old and new;
- » absorb the latest business and policy developments affecting the fund industry; and
- » sharpen governance skills and reinforce their dedication to core responsibilities?



Join your community of peers at this year's conference on **October 21–23, 2020!**

Outreach— Promoting Peer-to-Peer Engagement

Often the most useful and memorable insights on governance come from informal exchanges with colleagues facing similar challenges. IDC puts a high value on providing directors with abundant opportunities to meet in person and through communications platforms to share their views on governance practices, discuss what they have learned from firsthand experience, and consider industry and regulatory developments.

Chapter Meetings

IDC's chapter meetings provide a venue for meaningful dialogue on issues affecting fund directors and the fund industry. These informal gatherings, held in 11 locations across the country (see opposite page), offer directors an opportunity to participate in open discussions about their board governance practices. The mix of newer and more-experienced participants adds to the learning opportunity for all. The sessions also give IDC on-the-ground insights on directors' evolving needs to inform future programs.

Regional chapter meetings also feature presentations from industry experts on key topics. In 2019, these presentations covered liquidity, ESG investing, fraud and incident tracking, fair valuation, distribution, innovative technologies, regulatory and legislative issues, and the state of global markets.

Industry Segment Forums

IDC hosts conference calls and meetings to give specific segments of the director community a forum tailored to their respective board roles. IDC held 12 calls in 2019—three each for directors of small fund complexes and audit committee chairs, and two each for board leaders, governance committee chairs, and directors of ETFs. The audit committee chairs and board leaders also met in person while attending IDC's Fund Directors Conference in Chicago. One of the audit committee chair conference calls, which

featured a speaker from the Public Company Accounting Oversight Board (PCAOB), was open to all audit committee members.

Directors of small fund complexes. Directors of small fund complexes, whose perspective can differ from that of counterparts at larger firms, have an opportunity to share with each other their challenges and practices relating to issues including governance and regulatory matters and industry trends.

Governance committee chairs. Governance committee chairs gather to exchange ideas on how best to carry out their responsibilities, including recruiting qualified board candidates and considering retirement policies.

Audit committee chairs. Audit committee chairs discuss their insights on PCAOB and SEC guidance, audit quality, auditor independence, valuation, and other issues before them.

Board leaders. Board leaders confer on matters relating to their roles and responsibilities, including enhancing board effectiveness, leading board meetings, and making the most of executive sessions.

Directors of ETFs. Directors of ETFs learn from each other's experiences with effective oversight practices and in navigating new issues in this fast-growing business.

Board Meetings

IDC and ICI welcome the boards of ICI member funds to hold their meetings at ICI's state-of-the-art, 70-seat boardroom in Washington, DC. The proximity to regulators and members of Congress facilitates their attendance at these meetings. Meanwhile, IDC and ICI staff are on hand to update boards on governance, industry, and regulatory developments. They can also travel to participate in board meetings in other locations around the country at the request of individual fund boards. In 2019, IDC and ICI hosted six board meetings in Washington, DC, and IDC and ICI staff participated in two other board meetings at locations outside DC.

IDC's Chapter Meetings in 2019



** IDC held a chapter meeting for directors based in Arizona and Texas by conference call.*

Advocacy— Representing Directors’ Perspective

IDC works every day to ensure that fund directors have a seat at the table in policy debates that potentially affect the way they serve the interests of fund shareholders.

In 2019, IDC requested and received from SEC staff a no-action position that modernized fund governance practices and joined with ICI to submit an amicus brief supporting a new SEC rule. In addition, as the SEC proposed, considered, and finalized several rulemakings with provisions for fund governance and implications for fund shareholders, IDC made sure that these measures took the unique and important perspective of directors into account.

Board In-Person Voting Requirements

In response to a request from IDC, the staff of the SEC’s Division of Investment Management issued a no-action position regarding the in-person voting requirement under the Investment Company Act of 1940 and its rules for board approvals in certain circumstances. The no-action letter permits directors to give their approvals by

telephone, video conference, or other means by which directors may participate and communicate with each other simultaneously—instead of at an in-person meeting—in certain circumstances. Those circumstances include when the directors needed for the approval cannot meet in person due to unforeseen or emergency situations.

Variable Insurance Products

In a comment letter, IDC voiced its strong support for an SEC proposed rule that would permit issuers of variable annuity contracts and variable life insurance contracts to use a summary prospectus to satisfy their prospectus delivery obligations. The proposal seeks to modernize disclosures by using a layered disclosure approach designed to provide investors

with key information relating to the contract’s terms, benefits, and risks in a concise and more reader-friendly presentation, with access to more-detailed information available online and electronically or in paper format on request.

Fund of Funds Arrangements Proposal

IDC submitted a comment letter to the SEC on the Commission’s fund of funds proposal. IDC commended the SEC for seeking to streamline the applicable regulatory framework for funds of funds. IDC also fully supported the proposal to recalibrate directors’ responsibilities so that they would serve in an oversight role and not be called upon to make specific determinations regarding the arrangements.

IDC opposed one of the key conditions in the proposed rule—a redemption restriction. The proposed new condition is not part of the current regulatory framework and has not been tested in the market. IDC believes the proposed new condition would significantly disrupt current fund of funds arrangements and that fund shareholders would suffer adverse consequences from it. IDC urged the SEC to reconsider this condition and adopt an approach that is more consistent with the current regulatory framework, which would fulfill the Commission's policy goals while allowing

funds of funds to continue to successfully operate as they have for more than 20 years.

Fund Disclosure

As ICI and IDC urged in a jointly filed amicus brief, the US Court of Appeals for the DC Circuit denied a petition seeking review of an Investment Company Act rule recently adopted by the SEC, providing a new optional "notice and access" method for registered investment companies to provide shareholder reports online.

Notably, the court did not rule on the merits of the petitioners' challenges. Instead,

consistent with arguments in the ICI/IDC brief, it held that one petitioner lacked standing, and the organizations representing the paper industry fell outside the zone of interests protected by the federal securities laws.

ICI's and IDC's brief supported the SEC's rule. The brief argued that the merits of the rule are obvious: it reduces costs for funds and shareholders, reflects the public's widespread use of the internet and shareholders' increasing preference for accessing information online, permits funds to use technology to communicate more effectively, and accommodates shareholders who cannot or do not want to review reports online.



Dalia Blass, director, SEC Division of Investment Management

Public Understanding— Communicating the Value of Independent Directors

Fund boards have worked diligently on behalf of shareholders for decades. Yet their work is often unseen by the investing public. IDC is committed to creating greater public understanding of the key role that independent directors play in the fund industry.

Independent directors have been an important component of the fund industry since the Investment Company Act of 1940 mandated their participation on fund boards. Indeed, independent directors' oversight function on behalf of shareholders has had a longer history in the fund industry than at most operating companies in the United States.

IDC takes the opportunity in its advocacy and education activities to underscore both the importance and appropriate function of directors' board oversight responsibilities—whether in comment letters to regulatory agencies; friend-of-the-court briefs; or in papers, research, and law journal articles made available to the public.

A key publication by IDC and ICI released in 2019, *Overview of Fund Governance Practices, 1994–2018*, for example, provides strong evidence of the proactive practices followed by independent fund directors. While policymakers have strengthened independent fund directors' oversight functions since the 1940 Investment Company Act,

fund boards themselves have adopted many sound governance practices that extend beyond the legal requirements.

Key findings from the study show:

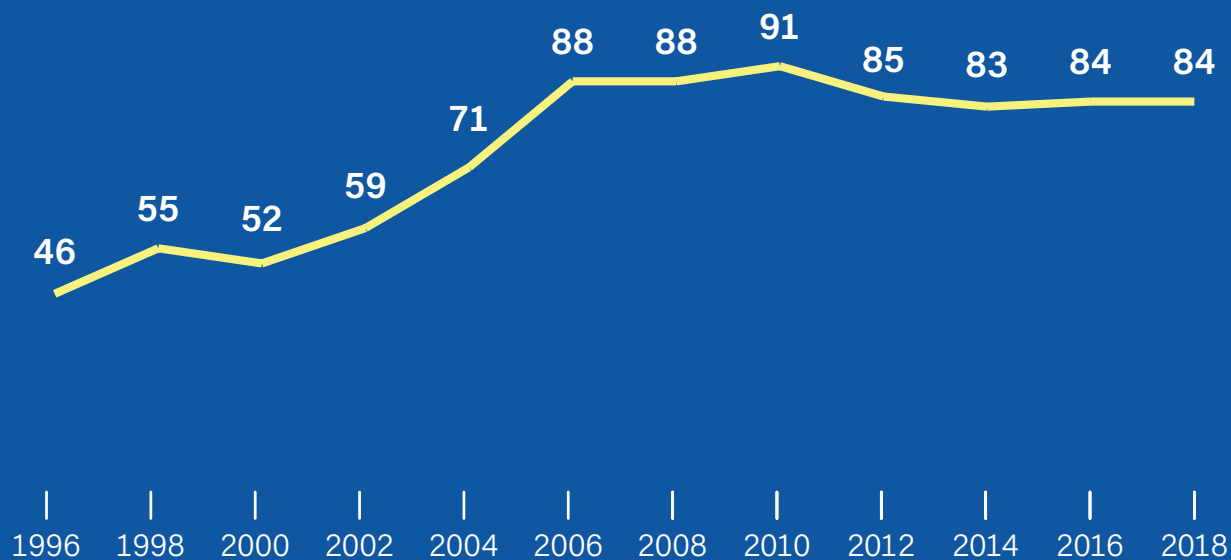
- » Independent directors made up three-quarters of boards in 84 percent of fund complexes at year-end 2018—a large increase from 46 percent of fund complexes in 1996. Current SEC rules require only that funds relying on common exemptive rules have boards with a majority of independent directors. (See page 15).
- » Sixty-six percent of complexes reported having boards with independent chairs at year-end 2018. When complexes that have boards with lead independent directors are also considered, over 90 percent of participating complexes report having an independent director in board leadership at year-end 2018. (See page 16.)

- » Almost all complexes report that separate legal counsel serve their independent directors. The total percentage of complexes reporting that independent directors are represented either by dedicated counsel or by counsel separate from the adviser's has increased over the past decade, from 64 percent in 1998 to 95 percent at year-end 2018. More than half of complexes say that their independent directors retain dedicated counsel—separate from both fund counsel and the adviser's counsel. (See page 17.)

Through the continued focus and dedication of directors, strong governance will remain a hallmark of the fund industry. And in 2020, as we recognize the 80th anniversary of the Investment Company Act, IDC will continue to highlight directors' vital role in representing fund shareholder interests, as well as IDC's mission to serve the independent director community.

Complexes Where 75 Percent or More of Board Seats Are Held by Independent Directors

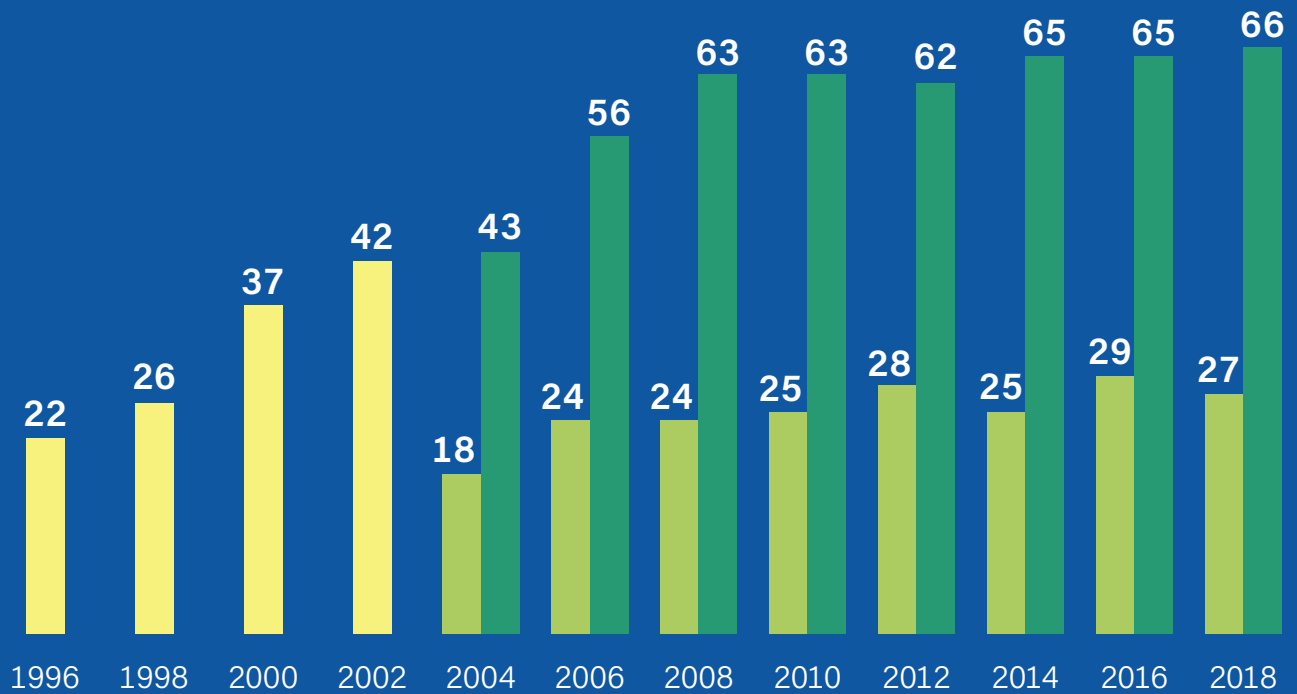
Percentage of complexes, 1996-2018



Complexes with an Independent Chair or Lead Independent Director

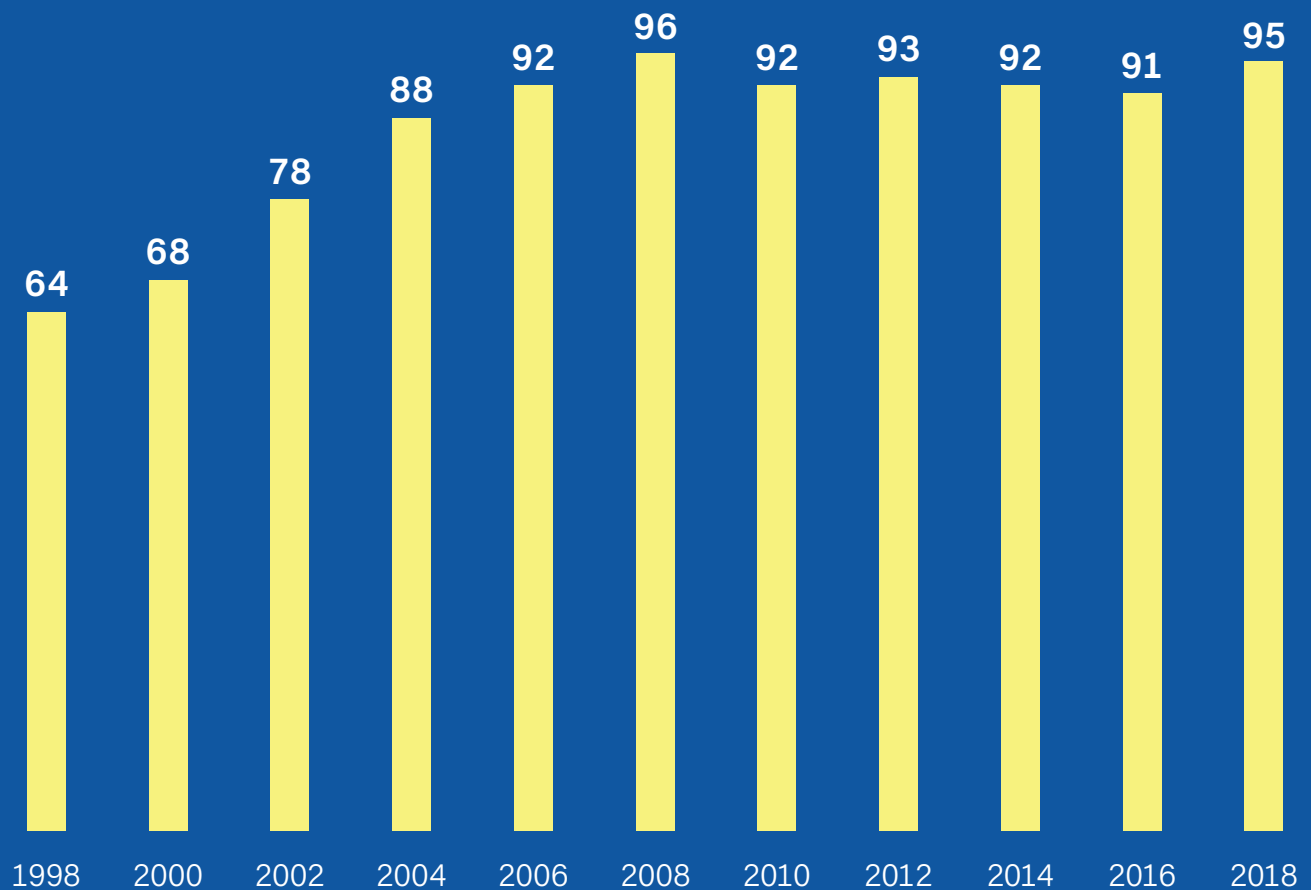
Percentage of complexes, 1996–2018

- Lead independent director
- Independent chair
- Either lead independent director or independent chair



Complexes Where Independent Directors Are Represented by Counsel

Percentage of complexes where independent directors have dedicated counsel or rely on counsel other than adviser's counsel, 1998-2018



IDC is committed to increasing greater public understanding of the key role that independent directors play in the fund industry.

Governing Council Members

As of January 1, 2020

Dawn M. Vroegop (Chair)*

Brighthouse Funds
Driehaus Funds

Kathleen T. Barr (Vice Chair)*

Professionally Managed Portfolios
William Blair Funds

Julie Allecta

Litman Gregory Masters Funds
Salient Funds

Donald C. Burke

Duff & Phelps Funds
Virtus Funds

Gale K. Caruso

Matthews Asia Funds
Pacific Life Funds

Robert J. Chersi

Thrivent Funds

David H. Chow

MainStay Funds
VanEck Vectors ETF Trust

Susan C. Coté

SEI Funds

William R. Ebsworth

Wells Fargo Funds

Susan C. Gause

Brighthouse Funds
HSBC Funds

Anne M. Goggin

Pax World Funds

George J. Gorman

Eaton Vance Funds

Keith F. Hartstein

PGIM Funds

Cecilia H. Herbert

iShares Funds
Thrivent Church Loan & Income Fund

Mary Davis Holt

American Funds

Cynthia Hostetler*

Invesco Funds

Marie L. Knowles*

Fidelity Fixed Income and Asset Allocation Funds

Thomas P. Lemke

JP Morgan Exchange-Traded Fund Trust
SEI Funds

Joseph Mauriello

Fidelity Equity and High Income Funds

Garry Moody*

AB Funds

Joanne Pace

Invesco ETF Trusts

Steven J. Paggioli*

AMG Funds
Professionally Managed Portfolios

Cynthia R. Plouché

Barings Funds
Northern Funds

Sheryl K. Pressler

Voya Funds

Karla M. Rabusch

Lord Abbett Funds

Erik R. Sirri*

Loomis Sayles Funds, Natixis ETFs, and Natixis Funds

Terence J. Toth

Nuveen Funds

Ronald E. Toupin Jr.*

Guggenheim Funds
Western Asset Inflation-Linked Funds

Jonathan F. Zeschin*

Matthews Asia Funds

*On the ICI Board of Governors

IDC Staff



Thomas T. Kim
Managing Director

Thomas T. Kim joined IDC as managing director in October 2019. Before joining IDC, he served as senior vice president at the Mortgage Bankers Association, where he led strategy, public policy, governance, and member engagement across its commercial real estate finance membership. Previously, he managed regulatory and public policy matters as associate general counsel at Freddie Mac. Tom is a veteran of ICI, having served as associate counsel at the Institute earlier in his career. A graduate of the University of California, Irvine, he holds a JD from the UCLA School of Law and an LLM from the Georgetown Law Center.



Annette Capretta
Deputy Managing Director

Annette Capretta joined IDC in 2006 from the US Securities and Exchange Commission, where she served in various capacities in the Office of Risk Assessment, the Division of Investment Management, and the Division of Enforcement. Annette also previously served as vice president and senior counsel at Charles Schwab. She is a graduate of the University of North Carolina and the University of Virginia School of Law.



Lisa Chaikin Hamman
Senior Associate Counsel

Before joining IDC in 2004, Lisa Chaikin Hamman worked at Morgan, Lewis & Bockius LLP, counseling investment advisers and investment companies, and their boards of directors or trustees, on federal regulatory matters. Lisa began her fund industry career in the legal department at Fidelity Investments. She is a graduate of the University of Michigan and Suffolk University Law School.

2019 Activities

Foundations for Fund Directors Orientation Program: In-Person Sessions

Los Angeles (January)

Chicago (April)

Boston (September)

Comment Letters

Proposed Summary Prospectus for Variable Insurance Products (February, SEC)

Fund of Funds Arrangements Proposal (May, SEC)

No-Action Letters

Board In-Person Voting Requirements

Briefs

Brief of Amicus Curiae (*Twin Rivers Paper Company, LLC et al. v. United States Securities and Exchange Commission*, January)*

Webinars

Insurance for Funds and Fund Directors: Part I (January)

Fair Valuation Trends and Practices (February)

2019 Legislative Agenda: Implications for the Fund Industry (February)

Board Oversight of Fund Performance Relative to Benchmarks and Peer Groups (March)

Insurance for Funds and Directors: Part II (April)

Proxy Voting: The Changing Landscape (April)

SEC Directors Dalia Blass (IM) and Peter Driscoll (OCIE): A Conversation About Fund Boards (May)

Audit Committee Members: How to Get Up to Speed for This Important Role (June)

Fund Litigation and SEC Enforcement Activity: An Update for Fund Directors (September)

Fund Governance Trends (November)

The New ESG Landscape: How Recent Policy Developments Affect Fund Investing (November)

Industry Segment Forums

Directors of Small Fund Complexes (February, May, September)

Board Leaders (February, June, October)

Governance Committee Chairs (February, June, October)

Audit Committee Chairs (February, June, October)

Directors of ETFs (June, September)

Conferences

Fund Directors Workshop (May)

Fund Directors Conference (October)

Chapter Meetings

Texas and Arizona, by conference call (March)

New York (March, September)

Naples, FL (March)

Denver (March)

Washington, DC (March, October)

Chicago (April)

Philadelphia (May, October)

Boston (May, September)

Los Angeles (June)

San Francisco (June)

Charlotte (June)

Columbus (June)

* Filed jointly with ICI



INDEPENDENT DIRECTORS COUNCIL

Committed to Strong Fund Governance

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www.idc.org

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